PIONEER GROUP

Date : 5th July, 2025
Ref. : BSE/NSE/17/2024-2025.

To,
Dept. of Corporate Services,
Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Company Code: 514300
Company ISIN: INE156C01018

To,
The Listing Department,
National Stock Exchange of India Ltd,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051.
Company Code: PIONEEREMB
Company ISIN: INE156C01018

Dear Sir,

Sub. : SUBMISSION OF NOTICE AND ANNUAL REPORT OF 33RD ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2024-2025.

Pursuant to Regulation 34(1) and Regulation 30(2) read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2024-2025 along with the Notice of 33rd Annual General Meeting. The Annual Report for the Financial Year 2024-2025 is also available on the website of the Company i.e. www.pelhakoba.com.

The Company has provided its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ('e-voting'). The detailed process to join meeting through VC /OAVM and e-voting, is set out in Notice.

Kindly take the above information on record.

Thanking you,
Yours faithfully,
For PIONEER EMBROIDERIES LIMITED

Ami Samir Thakkar
Digitally signed by Ami Samir Thakkar
Date: 2025.07.05 19:37:48 +05'30'

AMI THAKKAR)
Company Secretary & Compliance Officer
Membership No.: FCS 9196
Encl: As Above

33rd Annual Report 2024-25

PIONEER GROUP

PIONEER EMBROIDERIES LIMITED

SILKOLITE
Scale to Value....

hakoba

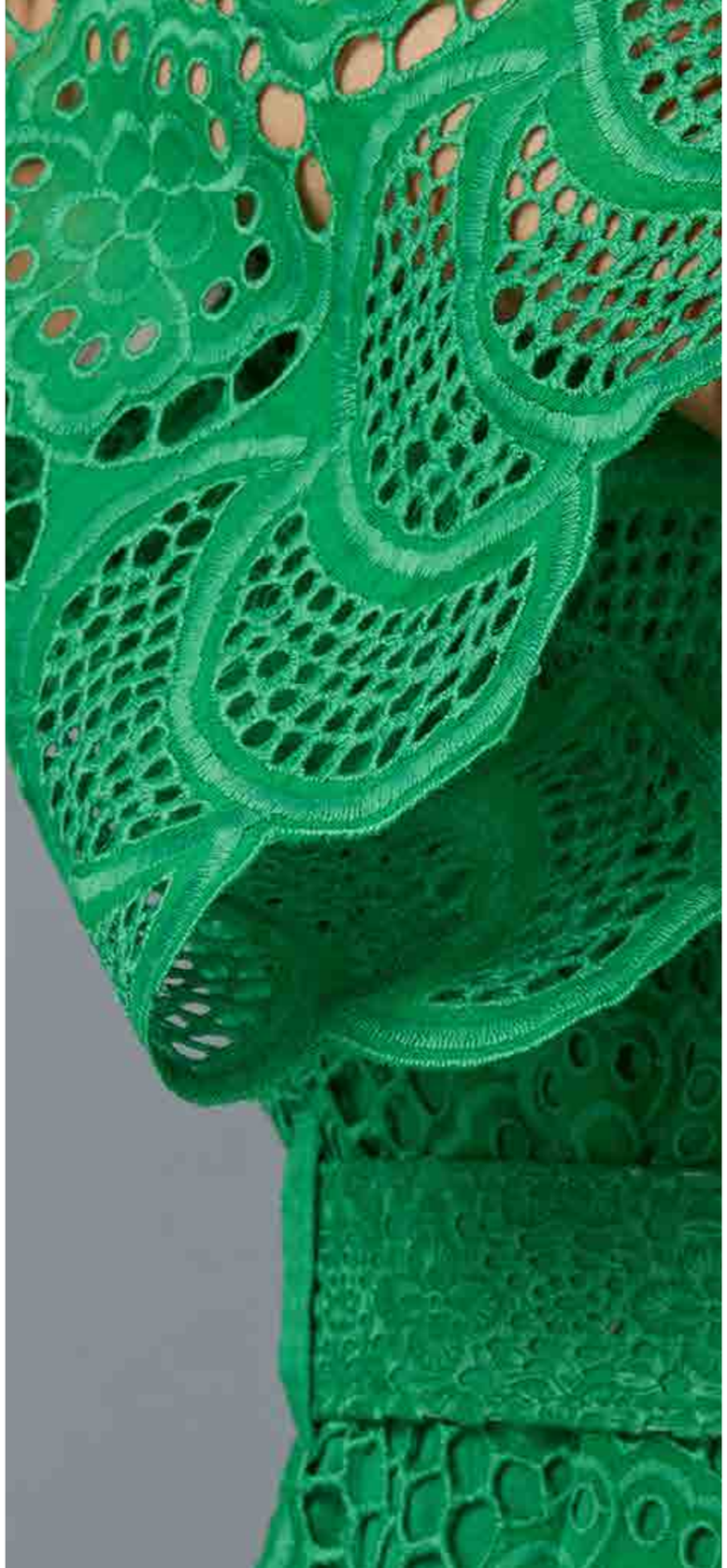
Ami Samir Thakkar

Digitally signed by Ami Samir Thakkar
Date: 2025.07.05 19:38:23 +05'30'

Crafting With Experience, Driven By Progress

Crafting with Experience Driven by Progress

The Company's foundation in deep industry knowledge and decades of operational excellence, while clearly signalling its growth ambitions. The term "Woven with Experience" reflects PEL's legacy in textiles and its expertise across product lines, while "Driven by Progress" captures its current momentum—through product innovation, capacity enhancements, and renewed brand positioning. It's a powerful blend of heritage and ambition, capturing continuity and change in one phrase.



Index

Corporate Overview

Company Overview	2
Business Verticals	9
Letter From Chairman	14
Letter From Managing Director	15
Corporate Information	18

Statutory Reports

Management Discussion & Analysis	19
Notice	29
Directors' Report	45
Corporate Governance Report	62

Financial Statements

Auditor's Report	81
Balance Sheet	90
Statement of Profit & Loss	91
Cash Flow Statement	92
Notes to Financial Statements	94
Auditors Report on Consolidated Accounts	136
Consolidated Balance Sheet	142
Consolidated Statement of Profit & Loss	143
Consolidated Cash Flow Statement	144
Notes to Consolidated Financial Statements	146

This Annual Report can be downloaded from our website at

https://www.pelhakoba.com/wp-content/uploads/2025/06/Annual-Report-FY24-25.pdf

Company Overview

Delivering Quality and Innovation in Textile Solutions Since 1991

Established in 1991, Pioneer Embroideries Limited (PEL) is a leading Indian manufacturer and exporter of value-added Specialized Polyester Filament Yarn (SPFY) and Embroideries & Laces (EL).

Operates 3 manufacturing facilities: 1 for SPFY (Himachal Pradesh) and 2 for EL (Maharashtra, Gujarat).

Listed on NSE (PIONEEREMB)and BSE (514300).

Key Highlights

Leading brands: SILKOLITE® (SPFY) & Hakoba® (heritage embroidery brand).

Diverse product applications: Carpets, bath mats, curtains, apparel.

Over 30 years of industry experience and pan-India recognition.

Mission

Pioneer is dedicated to delivering products and services with integrity and accountability, using both proven and innovative methods

Vision

To make Pioneer a place of choice to work and grow

Key Brands

SILKOLITE Scale to Value....

hakoba

FY25 Standalone

Revenue
₹ 375.1 Cr.

EBITDA
₹ 31.6 Cr.
Margin 8.4%

PAT
₹ 4.6 Cr.
Margin 1.2%

Book Value
₹51.96

Manufacturing Capacity

26,000
MTPA Of SPFY

14+
Million Meters of Braided Laces

1,200
Million Stitches of Embroidery

Over 3 Decades Of Experience
In Manufacturing Yarn, Embroidery And Laces

300,000+ Designs In Library
Embroidery & Laces

Footprints in
25+ Countries

1200+ Colour Shades In Library
Specialized Polyester Filament Yarn

Direct & Indirect Exports Contribute
Over 60%
To The Total Revenue

1000+ Team Members **Embracing Our Culture And Delivering Value**

3 Manufacturing Facilities
One Of SPFY
Two Of EL

Integrated Manufacturing Operations

Journey So Far

1991
Mr. Raj Kumar Sekhani incorporated Pioneer Embroideries Ltd.

1994
Setup first embroidery manufacturing plant at Sarigam, Gujarat

1995
Setup marketing offices at Mumbai, New Delhi, Kolkata and Chennai

1996
Setup crochet lace braiding unit at Dadra, which was expanded by over ten-fold capacity in 1999

1997
Expanded embroidery capacity by introduction of new plant at Naroli

1998
Setup embroidery dyeing and processing facility at Sarigam

1999
Expanded Braided Lace unit capacity by ten-folds

2000
Acquired an Embroidery Unit at Coimbatore

2001
Acquired the Hakoba Brand.

2002
Set up New State of the art Embroidery Manufacturing facility

2005
Expanded Embroidery manufacturing capacityat Naroli

2006
Started greenfield project of Dope Dyed Yarn (Now SPFY) facility in Kala-amb H.P

2007
Dope Dyeing Yarn (Now SPFY) plant of 4,800 MTPA commissioned

2008
Set up New State of the Art Braided Lace unit at Silvassa & Coimbatore

2009
Expansion of Dope Dyed Yarn (Now SPFY) business to 7,200 MTPA

2011
Expansion of Dope Dyed Yarn (Now SPFY) business to 12,000 MTPA. Also embarks on debt resolution with lenders

2012
Crossed ₹2,000 mn turnover for the first time, despite macro headwinds

2014
Developed specialized yarn. SPFY turnover on standalone surpasses ₹2,000 mn

2015
Successfully completes resolution of a major part of its outstanding debt

2017
SPFY capacity increased to 18,000 MTPA, Company enters DTY segment

2018
Company overcomes GST headwinds, weak domestic demand and declining exports, to register operational cash profits

2019
Turnaround performance in profitability. Notable growth in exports, turnover, gross and cash profits

2020
Maintains profitability in tough business scenario. Succeeds in lowering its overall borrowings by more than ₹230 mn

2021
Recorded highest ever PAT of ₹197 Mn in FY21. Started fresh capacity expansion of 8,000 MT for SPFY

2022
Company sells Coimbatore EL unit. Plans to consolidate and modernise EL Business

2023
Initiated the Capex for SPFY & Embroidery Laces Businesses

2024
Continued product innovation in SPFY. Streamlining EL production at the new Degaon Unit to achieve scale economies

Manufacturing Units Overview

Strategically Located Facilities Supporting Diverse Product Lines

Pioneer Embroideries Limited boasts robust and diversified manufacturing capabilities across specialized yarns and high-quality embroidered fabrics. With advanced technology and integrated production setups, the Company caters to both domestic and international markets. Its product portfolio span value-added polyester filament yarns and a wide range of intricate embroidery solutions, including guipure and braided laces. Backed by skilled craftsmanship and modern machinery, Pioneer ensures consistent quality, scalability, and responsiveness to evolving fashion and textile demands.

Kala-Amb
Himachal Pradesh

Specializes in Specialized Polyester Filament Yarn (SPFY)

Equipped with latest-generation machinery for value-added yarn production

High level of product customisation, small batch size, in-house masterbatch capability, and wide range of denier.

Installed Capacity

26,000 MTPA

Degaon
Maharashtra

Modernized embroidery unit with 30-yard Schiffli machines

Large-scale embroidery facility supporting growing export demand

Fully integrated setup for efficient operations

Caters to high-volume production demands with state-of-the-art infrastructure

Installed Capacity

800 Mn stitches

Sarigam,
Gujarat

Focuses on embroidered fabric, guipure, and braided laces

Utilizes advanced Schiffli and Bobbin Lace machines for premium lace manufacturing

Supports both domestic and export-oriented production

Operates with skilled design and finishing capabilities for intricate embroidery

Embroidery Capacity

385 Mn stitches

Sustainability in Action:
Delivering Quality with Environmental Responsibility

Each kilogram of yarn typically requires 35 litres of water. Pioneer's waterless SPFY process eliminates this need, saving 2.8 million litres daily, or 6.2 million barrels per year—equivalent to 390 Olympic-size pools. This eco-friendly method also eliminates effluent generation.

R&D is focused on natural fibre alternatives and solution-dyed yarns for minimal environmental impact.

GRS 4.0 Certified – Yarns made from PET bottles; sustainability verified by ONE CERT.

Oeko-Tex Standard 100 – Certified safe for skin, free from harmful substances.

ISO 14001 Certified – Environmental management for Himachal facility.

ISO 9001 Certified – Quality management system ensuring compliance and consistency.

Business Verticals

"A Diversified Textile Portfolio Powering Global Reach"

Specialty Polyester Filament Yarn

- Air Texturised Yarns
- Carpet Yarns
- Twisted Yarns
- Fully Drawn Yarn
- Draw Textured Yarns
- Partially Oriented Yarns

Retail

- Embroidery Fabrics
- Sarees
- Salwar Kameez Dupatta (SKDs)
- Apparels

Embroidery & Laces

- Guipure All Over & Laces
- Fabric All Over & Laces
- Braided Laces
- Fancy Laces

SILKOLITE
Scale to Value....

SILKOLITE: Sustainable Innovation in Polyester Yarn

Weaving Sustainability, Innovation, and Versatility

Pioneer's proprietary brand, SILKOLITE, represents its forward-looking strategy in Specialty Polyester Filament Yarn (SPFY). Manufactured at its Kala Amb facility, the SPFY range caters to technical textiles and value-added segments with sustainability at its core.

Eco-Friendly Process: Uses zero water and generates no effluents, saving ~2.8 million litres/day.

High Performance: Pre-pigmented yarn ensures fastness, vibrant shades, and superior processing efficiency.

Product Range: Includes air-texturised, carpet, twisted, partially oriented, draw textured, and fully drawn yarns.

Technical Applications: Offers solutions with properties like flame resistance, anti-microbial finish, UV protection, and thermal insulation.

New Developments: Includes bio-degradable yarns from corn fibre and thermal as camouflage is still to be launched yarns for defense and industrial use.

With over 2,000 shades, customer MOQs as low as 500 kilos, and strong exports across US, EU and North Africa, SILKOLITE is positioned as a global SPFY brand focused on performance and eco-consciousness.

For more information,
visit https://silkolite.in/

Bio-degradable Yarns

Thermal Yarn

Carpet Yarns

Fully Drawn Yarn

Partially Oriented Yarns

Twisted Yarns

Fully Drawn yarn

Twisted Yarns

Hakoba: Celebrating Tradition with a Contemporary Twist

Heritage Brand: "HAKOBA"

Founded in 1961 and acquired by Pioneer in 2001, Hakoba blends cultural legacy with modern retail appeal. The brand now incorporates GOTS-certified organic products in alignment with Pioneer's sustainability goals.

Retail Format: Wide selection across sarees, salwar kameez, SKDs, fashion fabrics, apparels and men's ethnic wear.

Product Range: Uses premium cottons, silks, blends, and net-based fabrics.

Market Positioning: Caters to Gen-Z with trend-forward styling and strong heritage branding.

Omnichannel Presence: Available across offline stores and online marketplaces including Amazon, Myntra, and Hakoba's own platform.

Hakoba stands for premium embroidery, versatile fashion, and deep-rooted trust—making it a preferred choice in ethnic and home furnishing segments.

Links to Hakoba's e-commerce pages:

hakoba

amazon

Myntra

Embroidery & Laces

PEL is a leading name in premium embroidery and lace solutions, known for its quality craftsmanship, innovative designs, and high-volume production capacity.

The in-house Design Library hosts over 300,000 embroidery patterns, deeply inspired by Indian art and fashion trends.

State-of-the-art manufacturing facilities are located in Sarigam (Gujarat) and a newly operational greenfield unit in Degaon, Dhule (Maharashtra).

PEL has a pan-India market presence in Delhi NCR, Tirupur, Chennai, Mumbai, Kolkata, Surat, and Bangalore.

Latest Expansion – Dhule Plant (Aug 2023)

Features 8 high-end centralized machines replacing 32 older units.
Enhances productivity, improves quality, and reduces costs.
Built to cater to fast fashion timelines and large-scale retail orders.

Focus Areas

Rapid delivery cycles to meet evolving market demand.
Continued investment in design innovation and digital integration.
Leadership position in domestic and export embroidery segments.

PEL's embroidery business is powered by technology, driven by design, and aligned with modern fashion dynamics.

"Redefining Embroidery with Technology, Scale & Innovation"

Lurex lace

All Over

Torchon All Over

Embroidered Trim

Gupuire All Over

Gupuire lac

Core Team

The right blend of experience and expertise

Mr. Raj Kumar Sekhani
Chairman |Age: 65 Years

A Commerce Graduate from Calcutta University. He is the Promoter-Director and Executive Chairman of the Company. He has been involved in the activities of manufacturing and trading in garment accessories, including embroidery fabrics, laces and knitted fabrics, for more than two decades, much before he promoted the Company. His niche area of expertise and contribution has been formulating the overall Company policies and taking care of the domestic as well as global marketing of the Company's products.

Mr. Harsh Vardhan Bassi
Managing Director |Age: 51 Years

A Graduate in Commerce Stream from Punjab University, and took to business at a very young age. Delving into manufacturing, business development, marketing and other business verticals, he has gained tremendous experience in International marketing of textiles, having successfully interacted with renowned labels worldwide. Mr Bassi has been on board of Pioneer Embroideries Limited since 2003 and elevated as Managing Director in May 2014.

Mr. Saurabh Maheshwari
Executive Director
Age: 46 Years | Experience: 25+Years
Qualification: CA

Mr. Deepak Sipani
CFO
Age: 51 Years | Experience: 26+Years
Qualification: CA

Mr. DNN Rao
CEO SPFY
Age: 60 Years | Experience:36+Years
Qualification: B.Tech - Textiles

Mr. Sandeep Sharma
President, Head Marketing-EL
Age:50 Years | Experience: 24+Years
Qualification: B.Com

Mr. Kuntal Kumar Pandit
Sr. VP – Corporate Affairs
Age: 56 Years | Experience: 36+Years
Qualification: Engineer - Elec. & Industrial Elec.

Mr. B S Khulbe
Marketing Head SPFY
Age: 58 Years | Experience: 34+Years
Qualification: MBA - Marketing, B Tech - Textiles

Mr. Manoj Pillay
Sr. VP - International Trade-EL
Age: 52 Years | Experience: 30+Years
Qualification: B.Com

Mr. Aarav Sekhani
VP - Marketing
Age: 40 Years | Experience: 16+Years
Qualification: MBA

Mr. Vishal Sekhani
VP - Finance and Retail
Age: 36 Years | Experience: 12+Years
Qualification: CA

Chairman's Letter to Shareholders

Empowering Growth with Purpose

Pioneer is building a future-ready textile enterprise—rooted in sustainability, innovation, and long-term value creation.

Dear Shareholders,

The global and Indian textile industries stand at a defining juncture where sustainability, innovation, and responsible growth converge. As I reflect on FY25, I see Pioneer Embroideries Limited not just as a Company adapting to change, but as a force shaping the future of textiles.

The global textile and apparel industry is witnessing steady growth, driven by rising population, urbanization, and evolving consumer preferences. With advancements in e-commerce, sustainability, and smart fabric technologies, the sector is projected to maintain a healthy expansion trajectory in the coming years. In parallel, India continues to strengthen its position as a key player in the global textile landscape, supported by robust domestic demand, increasing exports, and proactive government initiatives. Strategic investments in technology, sustainability, and skill development are further enhancing India's competitiveness, making it an attractive hub for innovation and growth in textiles.

Within this dynamic landscape, Pioneer has embraced the moment. We continue to expand our SPFY offerings, which contribute over 80% of our revenues. Our SPFY products are aligned with evolving global demand—featuring high-value innovations like biodegradable yarns, camouflage yarns, and thermal yarns, each catering to niche, future-forward applications across military, athleisure, and technical textiles.

Our brand SILKOLITE now includes yarns made from recycled PET bottles, already forming ~20% of SPFY volumes. With rising global traction for certified sustainable inputs, this portfolio will only grow, strengthening both our product mix and margins.

We also made significant investments in improving our environmental footprint. Our SPFY unit at Kala Amb operates with zero water discharge, saving over 2.8 million liters of water daily. We're now investing in a 2.2 MW rooftop solar project expected to generate 27 lakh units annually, offsetting power cost pressures.

While global headwinds, especially inflationary trends and tariff uncertainties in the US and Europe, have impacted exports temporarily, we remain confident in medium-term revival. Our product and geographic diversification, position us well to capture renewed global demand.

We believe long-term trust is built through transparency, values, and people. To this end, we remain grateful to our over 1,000 team members who have navigated challenges with commitment and creativity. Our "One Pioneer" culture, backed by decades of industry expertise, will be key to our future.

In closing, I reaffirm our commitment to build a sustainable, profitable, and globally respected enterprise. With the continued support of our stakeholders, we look forward to unlocking the next phase of Pioneer's journey—anchored in responsibility, driven by innovation.

Warm regards,
Raj Kumar Sekhani
Chairman
Pioneer Embroideries Limited

MD's Letter to Shareholders

Navigating Complexity with Precision

Commissioned a state-of-the-art embroidery unit at Degaon; monetized Naroli unit to streamline operations.

Dear Shareholders,

FY2024–25 was a year of determined execution, marked by volatility in input costs, export headwinds, and power tariff shocks. Yet, despite these macro pressures, Pioneer Embroideries Limited maintained its strategic focus and operational momentum.

At Pioneer, we are guided by a clear strategic vision, one that emphasizes sustainable expansion, product leadership, and market responsiveness. With robust planning and a disciplined approach, we are well-prepared to capture emerging opportunities in both domestic and global markets.

Our consolidated revenue for the year was ₹375 Cr, with SPFY continuing to anchor our performance. EBITDA was ₹31.6 Cr and PAT stood at ₹4.6 Cr. However, profitability was constrained due to an unprecedented impact on power costs at our Kala Amb facility, resulting from the withdrawal of electricity duty exemptions in Himachal Pradesh and tariff hikes. SPFY, being energy-intensive, faced escalation in energy bills.

In response, we swiftly initiated structural mitigation:

- As a continuous initiative, energy efficient machinery are replacing inefficient machineries, which is expected to complete during FY26.
- Rooftop solar project of 2.2 MW under funding closure, targeting ~27 lakh units' generation annually.
- Active dialogue with state authorities for electricity duty waiver restoration, likely resolution in first half of FY26.
- New initiative including Long Term Power Purchase Agreement (PPA) within the state of Himachal Pradesh are being explored, to have longterm benefits

During the year, we undertook a meaningful shift in our embroidery operations. The successful commissioning of our new greenfield unit at Shree Ganesh Integrated Textile Park, Degaon has been a pivotal step toward building a more efficient and future-ready manufacturing base. With state-of-the-art Schiffli embroidery machines from Switzerland, this facility has allowed us to consolidate production, enhance quality, and reduce overheads.

As part of this strategic shift, we also monetized our Naroli unit, a legacy facility with limited contribution, reinforcing our commitment to operational streamlining. Our expanded capacities in both SPFY and EL segments are now fully operational, supported by advanced, high-end machinery that enhances speed, precision, and product diversity.

These investments not only improve efficiency but also position us to meet growing demand across fashion, technical, and specialty textile segments—enabling us to deliver value-added, high-margin products at scale.

Our export-facing business faced turbulence. Demand contraction in key geographies (US, Eurozone) coupled with tariff policy uncertainties suppressed higher-margin sales. On the domestic front, reduced exports led to oversupply, exerting pressure on realizations.

Despite these headwinds, we made progress:

- SPFY value-added product share contributed to 68% of volume, 75% of SPFY revenue.
- GRS-certified recycled yarns now account for 20%+ of SPFY volumes.
- Received Eligibility Certificate (EC) under PSI Scheme of Maharashtra Government for embroidery unit at Degaon.

Our EL division achieved 12% revenue growth, backed by our new Dhule plant and improved domestic sales. Though exports dipped, EL's modernized capacity offers operating leverage for future growth.

Working capital constraints remained a bottleneck. We are actively pursuing enhancements to unlock capacity utilization and strengthen supply chain execution.

Looking ahead, our priorities are clear:

1. Restoring profitability through input cost control and export recovery.
2. Expanding high-margin product segments, including recycled and bio-based yarns.
3. Leveraging Sustainability traction to win new customers, particularly in Europe.
4. Securing adequate working capital to sustain growth.

In a complex year, our teams demonstrated agility and ownership, qualities that inspire confidence in the resilience of our business model. We remain committed to our long-term vision and will continue aligning execution to shareholder value.

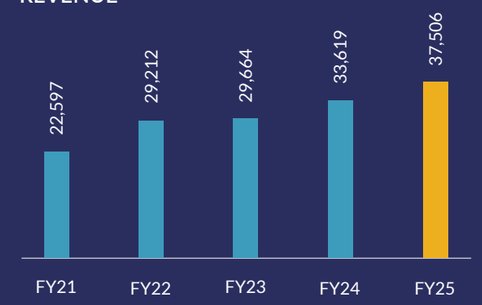
Sincerely,
Harsh Vardhan Bassi
Managing Director
Pioneer Embroideries Limited

Embroidery & Laces

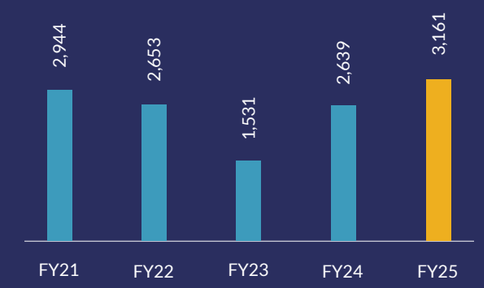
Particulars	FY21	FY22	FY23	FY24	FY25
Revenues	22,597	29,217	29,664	33,619	37,506
Other Income	187	173	312	398	630
Expenditure	19,840	26,737	28,445	31,377	34,975
EBITDA	2,944	2,653	1,531	2,639	3,161
EBITDA Margin (%)	12.9%	9.0%	5.1%	7.8%	8.4%
Interest	447	320	364	926	960
Depreciation	816	808	846	1,254	1565
PBT	1,681	1,525	321	458	636
PBT Margin (%)	7.4%	5.2%	4.2%	1.4%	1.7%
Tax	-286	420	363	70	180
PAT	1,967	1,105	871	388	456
PAT Margin (%)	8.6%	3.8%	2.9%	1.2%	1.2%
Fixed Assets	8,003	8,608	14,674	18,573	18,223
Investments	930	930	1,986	1,986	1,986
Non Current Assets	1,189	689	1,661	309	455
Current Assets	7,799	8,769	10,165	11,534	10,698
Total Assets	17,921	18,995	28,486	32,402	31,362
Equity	2,659	2,659	2,659	2,948	3,082
Reserve & Surplus	8,778	9,912	10,717	12,122	12,930
Net Worth	11,437	12,571	13,376	15,070	16,012
Long Term Borrowings	970	519	5,707	5,346	3,588
Other Non Current Liabilities	502	968	2,385	2,779	3,334
Short Term Borrowings	2,006	2,104	3,430	5,114	5,137
Other Current Liabilities	3,005	2,833	3,588	4,092	3,291
Total Liabilities	17,921	18,995	28,486	32,402	31,362
Cash from Operations	1,813	1,339	1,028	1,155	3,290
Cash from Investments	-820	-1027	-6504	-3,373	-827
Cash from Financial Activities	-517	-798	6,021	1,602	-2341
Debt to Equity	0.27	0.24	0.71	0.72	0.59
Current Ratio	1.56	1.78	1.45	1.25	1.27
EPS (Rs) Basic	7.76	4.16	3.27	1.43	1.50
EPS (Rs) Diluted	7.40	4.11	3.27	1.39	1.50
BV (Rs)	43.01	47.28	50.30	50.64	51.96

Key Performance Indicators

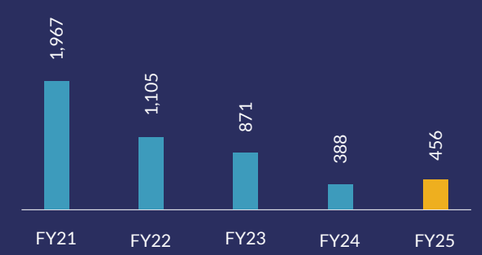
REVENUE



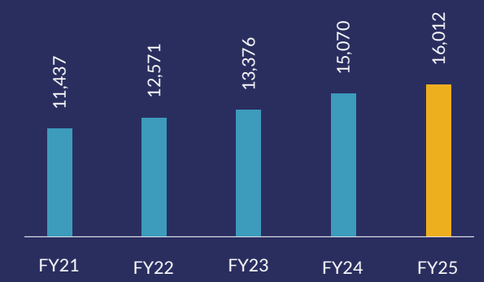
EBITDA



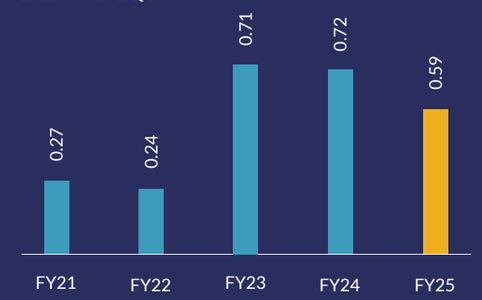
PAT



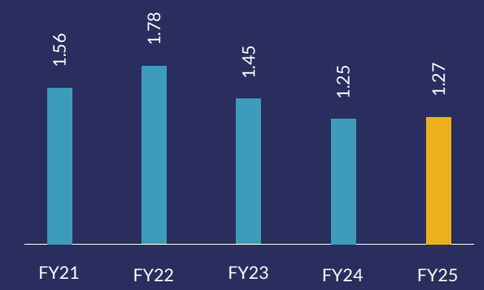
NET WORTH



DEBT TO EQUITY



CURRENT ASSETS



Corporate Information

BOARD OF DIRECTORS

MR. RAJ KUMAR SEKHANI
Chairman
(DIN:00102843)

MR. HARSH VARDHAN BASSI
Managing Director
(DIN:00102941)

MR. SAURABH MAHESWARI
Executive Director
(DIN:00283903)

MS. SUSHAMA BHATT
Independent Director
(DIN:09168896)

MR. MAHESH KUMAR GUPTA
Independent Director
(DIN: 01821446)

MR VARUN KATHURIA
Independent Director
(DIN: 00027987)

BANKERS
UNION BANK OF INDIA
KOTAK MAHINDRA BANK LTD

CFO
MR. DEEPAK SIPANI

COMPANY SECRETARY & COMPLIANCE OFFICER
MS. AMI THAKKAR

STATUTORY AUDITORS
M B A H & CO.
Chartered Accountants

Manufacturing units

1637-1639, G.I.D.C. Sarigam, Dist. Valsad,
Gujarat – 396 155

Gut No 35/3, at Shree Ganesh Integrated Textile Park,
Taluka, Degaon, Sindkheda, Maharashtra – 425 407

Village-Kheri, Trilokpur Road, Kala-Amb,
Dist-Sirmour, Himachal Pradesh – 173 030

Offices

Registered Office:
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Chennai – 600 003

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Management Discussion and Analysis

Economic Overview

The global economy is entering a period of moderated growth, with GDP expansion expected to slow from 3.2% in 2024 to 2.8% in 2025 and 2.9% by 2026. This reflects growing geopolitical tensions, persistent policy uncertainty, and inflation divergence. Developed economies like the US and Eurozone are facing structural challenges, including high tariffs, fiscal tightening, and weak consumer sentiment. Emerging markets show uneven resilience—India continues to lead with robust domestic demand, while China struggles with a soft property sector and shifting trade dynamics. Although inflation is expected to ease, it remains vulnerable to external shocks such as commodity volatility and geopolitical risks. Six major geoeconomic shifts—trade realignment, tariff-driven inflation, diverging monetary paths, fiscal constraints, repricing of risks, and evolving labour dynamics—are reshaping global strategy, leading to a more fragmented and volatile environment.

Source: IMF

Amid global uncertainty, India's economy remains a bright spot, with FY25 GDP growth projected between 6.3% and 6.5%. This outlook is supported by easing inflation, strong monsoons, and recovering rural consumption. The labour market is improving, with rising formal employment and growing female workforce participation, especially in rural areas. Sectors like technology and finance are seeing increased demand for skilled professionals. Despite risks from elections, climate events, and trade volatility, India's economic fundamentals and proactive fiscal measures support continued expansion. Strategic tax incentives, infrastructure push, and digital inclusion efforts are expected to boost investor confidence and reinforce the growth trajectory.

> India remains one of the fastest-growing major economies, driven by resilient domestic demand and supportive policy measures.

Source: Deloitte

Industry Overview

The global textile industry is undergoing a structural transformation, driven by sustainability imperatives, technological innovation, and shifting sourcing dynamics. Valued at USD 760.28 billion in 2025, the global market is expected to grow at a CAGR of 5.09% to reach USD 974.38 billion by 2030. Regulatory pressures—such as the EU's Green Deal, Extended Producer Responsibility (EPR), and digital product passports—are accelerating the transition towards circular and traceable supply chains. The demand for technical and functional textiles is on the rise, fuelled by the growth of e-commerce and customisation trends, particularly among direct-to-consumer brands. Additionally, the "China +1" strategy has led to increased sourcing from regions like South Asia, North Africa, and parts of Eastern Europe, benefiting countries with cost advantages and proximity to Western markets. Despite raw material volatility—especially in cotton and petrochemical-based feedstocks—investment in recycled and blended fibres is gaining traction, helping mitigate supply-side risks.

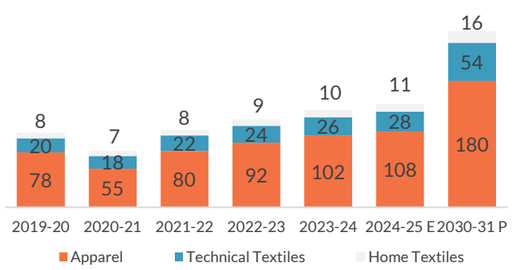
Source: Mordor Intelligence

India, as one of the world's largest textile producers, plays a central role in the global supply chain. The Indian textile and apparel industry contributes ~2.3% to the nation's GDP, 13% to industrial production, and 12% to total exports. It is also the second-largest employer in the country, providing jobs to over 4.5 crore people, including 35 lakh handloom workers. The

domestic market is expected to grow at a robust CAGR of 10% to reach USD 350 billion by 2030, supported by rising income levels, evolving fashion preferences, and a surge in organized retail. On the export front, India reported textile exports of USD 35.9 billion in FY24, with ambitions to reach USD 100 billion by FY30. The country's position as the largest cotton producer—with an estimated 31.6 million bales in 2023–24—further strengthens its competitiveness. Government initiatives focused on production-linked incentives (PLI), infrastructure upgrades, and sustainability are set to bolster India's global market share, positioning the industry for long-term, inclusive growth.

India's textile industry is poised to reach USD 350 billion by 2030, driven by strong domestic demand, rising exports, and government-backed manufacturing incentive

India's Domestic Textile & Apparel Market



Segments

Yarn & Fabrics

India has long maintained a dominant position in the global yarn and fabric market, particularly in cotton spinning and weaving.

The segment is foundational to the country's textile value chain, with over 50 million spindles and a wide base of organized and decentralized units. With a large raw material base, especially cotton, man-made fibres, and blends, India continues to cater to both domestic and international demand efficiently.

Recent Developments

- Cotton production in India is expected to touch 7.2 million tonnes by 2030, ensuring stable input availability.
- The Production Linked Incentive (PLI) Scheme is catalysing investments in man-made fibre (MMF) and technical textile production.
- Technology Upgradation Fund (TUF) and other subsidy programs are modernizing dyeing, spinning, and weaving units.
- Growing export interest in value-added fabrics like viscose blends, organic cotton, and digital-printed materials.

Growth in this segment is underpinned by abundant raw material availability, particularly cotton and synthetic fibres, and continued government support for modernization through targeted subsidies and policy frameworks. Rising demand from fashion and lifestyle brands for premium, sustainable fabrics is pushing innovation in yarn blends and dyeing processes. Furthermore, global buyers are increasingly sourcing from India as they pivot towards traceable, low-impact supply chains, reinforcing India's leadership in the yarn and fabric segment.

India's robust cotton base and modernization push are powering the next wave of value-added yarn and fabric exports.

Technical Textiles

Technical textiles are engineered products designed for performance rather than aesthetics, serving industries such as healthcare (Meditech), construction (Buildtech), automotive (Mobiltech), and sportswear (Sportech). India currently ranks 5th globally in this segment, but its penetration remains low (~8%), indicating strong headroom for growth.

Recent Developments

- National Technical Textiles Mission (NTTM) with an outlay of ₹1,480 crore is supporting innovation, incubation, and commercialization.
- Several state governments are offering capital subsidies and R&D grants for technical textile units.
- India is seeing rising domestic consumption in protective gear, automotive textiles, and filtration media.
- Collaborations with global players are fostering knowledge transfer and advanced capabilities.

The technical textile segment is poised for rapid growth due to increasing sectoral awareness and rising domestic demand from healthcare, infrastructure, defense, and mobility industries. Government procurement of high-performance textiles is boosting the domestic market, while export potential for niche, certified technical fabrics is drawing investor interest. As innovation and R&D gain momentum, India is likely to strengthen its global position, especially in application-specific and value-added categories.

With 10% growth rate and low penetration, technical textiles offer one of the most promising frontiers in India's textile story.

Non-Apparel Textiles (Home Furnishings & Upholstery)

Overview

The non-apparel segment, particularly home textiles—including curtains, bed linen, embroidered furnishings, table covers, and premium upholstery—has become one of the fastest-growing categories in India's textile industry. The domestic market is evolving with urbanization and rising income levels, while exports remain strong due to India's design capabilities and manufacturing scale.

Recent Developments

- India's home textiles market is projected to more than double by 2032, growing at a CAGR of 8.9%.
- Increasing urban lifestyles, interior design trends, and short renovation cycles are boosting demand for embroidered and premium products.
- Large global retailers and D2C brands are sourcing value-added products from India due to its price-quality balance.
- Initiatives like MITRA Parks and upcoming logistics corridors are expected to integrate supply chains and enhance manufacturing efficiency.

The home textile segment is benefiting from a confluence of structural and lifestyle shifts, including urbanization, rising disposable incomes, and increased design consciousness among consumers. Export demand remains strong, particularly from developed markets like the US and EU, where Indian manufacturers offer an attractive balance of craftsmanship, scale, and sustainability. The rise of e-commerce and interior-focused online platforms is also expanding access to consumers, making this one of the most dynamic and promising textile categories.

India's home textile segment is riding the wave of lifestyle shifts and export momentum, with embroidered furnishings gaining strong traction.

Garments

India's domestic garment industry continues to expand rapidly, emerging as one of the key consumption drivers within the broader textile ecosystem. The sector benefits from a strong foundation in textile manufacturing, a large skilled workforce, and growing consumer demand for fashion-forward, value-added apparel. With over 22,000 million garments produced annually and increasing penetration of organised retail, the segment is poised for sustainable long-term growth. Categories such as women's ethnic wear, festive and occasion wear, children's garments, and high-fashion casuals are increasingly incorporating embroidery and surface ornamentation as key design elements. For Pioneer Embroideries Limited, this presents a substantial opportunity, as its embroidered fabrics, laces, and trims continue to see high uptake among leading domestic apparel manufacturers and design houses.

Growth is further supported by evolving fashion sensibilities, higher discretionary spending, and deeper brand engagement, especially in Tier II and Tier III cities. With organised apparel retail projected to grow at 8–10% in FY25, the demand for embellished garments is expected to accelerate. The rise of fast fashion, e-commerce, and influencer-led consumption is pushing the need for product differentiation, placing embroidery-based solutions at the forefront of value addition. Pioneer's presence in this segment, both through fabric sales and brand partnerships, positions it well to benefit from this consumption-led momentum.

Key Highlights – Garments:

- India produces 22,000+ million garments annually, supported by deep manufacturing and design capabilities.
- Organised retail apparel sales projected to grow 8–10% in FY25, driven by urbanisation and festive demand.
- Embroidery remains integral in ethnic, occasion, kidswear, and premium fashion categories.
- Rising adoption of value-added fabrics in domestic brands creates increased demand for Pioneer's offerings.

Rising domestic demand for fashionable, embellished garments is driving steady consumption of embroidered textiles across India's apparel ecosystem.

Garment Exports

India remains one of the world's leading exporters of readymade garments (RMG), with a well-established global footprint and strong export capabilities. In FY24, exports of RMG including accessories stood at US$ 14.23 billion. India's RMG exports are likely to surpass US$ 30 billion by 2027, growing at a CAGR of 12-13%. Despite macroeconomic headwinds and softer consumer spending in key markets, India's cost competitiveness, skilled labour, and integrated supply chain continue to attract international buyers, especially under global sourcing diversification strategies like "China + 1."

The shift in global fashion sourcing is increasingly favouring India for its ability to offer design-led, differentiated products with shorter lead times. Embroidered garments, especially in the women's fashion and occasion wear segment, are in high demand across Europe, the Middle East, and the United States. Pioneer, with its extensive embroidery portfolio, supports several export-oriented manufacturers that cater to global fashion labels and retailers. The Company's long-standing B2B relationships with export houses, coupled with its ability to deliver custom design solutions, make it a preferred partner in this high-value segment.

Key Highlights – Garment Exports:

- India's exports stood at US$ 14.23 billion in FY24 and likely to surpass US$ 30 billion by 2027, indicating stable export momentum.
- Global buyers continue to source embroidered fashion and occasion wear from India.
- Export-led manufacturers are focusing on shorter lead times and product customisation, favouring partners like Pioneer.
- Export demand for differentiated fabrics like lace and embroidery is growing in line with fashion retail trends abroad.

Source: Wazir Advisors & IBEF

Government Support Catalyzing PEL's Value Chain Strength

The Government of India continues to implement wide-ranging reforms and policy incentives to enhance competitiveness, sustainability, and global integration of the textile industry. Several of these initiatives align closely with the operational and strategic focus areas of Pioneer Embroideries Limited, particularly in the areas of value-added textiles, embroidery, man-made fibres, and technical textiles.

- **Production Linked Incentive (PLI) Scheme**: With a budget outlay of ₹10,683 crore, the PLI scheme is designed to boost domestic manufacturing in man-made fibre-based fabrics and technical textiles both of which are increasingly relevant to PEL's product innovation roadmap. By incentivizing production of high-value, differentiated inputs, the scheme supports greater integration of MMF and functional fabrics into embroidery-based applications.
- **PM MITRA Parks**: The allocation of ₹4,445 crore towards the development of seven world-class integrated textile parks under the PM Mega Integrated Textile Region and Apparel (MITRA) scheme offers PEL access to plug-and-play infrastructure, reducing logistics and operational costs. These parks are also expected to support co-location with key customers, improve backward and forward linkages, and foster collaborative product development in value-added textiles.
- **Amended Technology Upgradation Fund Scheme (ATUFS)**: With a corpus of ₹17,822 crore, ATUFS aims to modernize technology and machinery across MSME clusters. For PEL, this facilitates further investment in advanced embroidery, lace-making, and finishing equipment, enhancing productivity, design capability, and quality standards while enabling transition to Industry 4.0 practices.
- **Samarth (Skill Development Scheme)**: Over 3.82 lakh workers have been trained under Samarth, with a placement rate of 77.74%. PEL can benefit from this initiative by tapping into a skilled talent pool trained in textile-specific roles, especially in embroidery handling, quality control, and design implementation—critical for maintaining artisanal precision and output consistency.
- **TCDS (Textile Cluster Development Scheme)**: With an allocation of ₹853 crore, this scheme is focused on strengthening common infrastructure in textile clusters. As PEL operates within specialized clusters of embroidery and lace manufacturing, TCDS investments can enhance shared resources such as design studios, testing labs, and logistics, thereby improving competitiveness and reducing operational bottlenecks.
- **National Technical Textiles Mission (NTTM)**: The ₹1,480 crore allocation under NTTM underscores India's ambition to become a global leader in technical textiles. As PEL expands into functional embroidery applications in Meditech, Sportech, and Hometech, this mission offers funding support for R&D, prototyping, certification, and market access in high-performance textile segments.
- **Bharat Tex 2025**: As India's flagship global textile expo, Bharat Tex 2025 drew participation from over 5,000 exhibitors and 1.2 lakh visitors, reinforcing the country's innovation and sustainability credentials. PEL's potential engagement with such platforms boosts brand visibility, access to global buyers, and trend insights, supporting its positioning as a design-led, export-oriented player.

The Indian textile industry is poised for strong growth, with the market expected to reach US$ 350 billion by 2030, supported by rising domestic demand and export momentum. Government schemes like Make in India, PLI, and Skill India offer policy tailwinds, especially for value-added segments such as embroidery. Growing global preference for sustainable and ethical textiles, coupled with increased digital adoption and MSME-led decentralization, presents Pioneer with multiple avenues for expansion across domestic and international markets.

At the same time, the industry faces challenges from low-cost global competitors, raw material price volatility, and rising compliance expectations. Uncertainties around trade policies, climate impacts, and the slow pace of tech adoption in MSME clusters could affect scalability and export competitiveness. Pioneer remains focused on design-led innovation, operational efficiency, and leveraging policy support to mitigate risks and seize emerging opportunities.

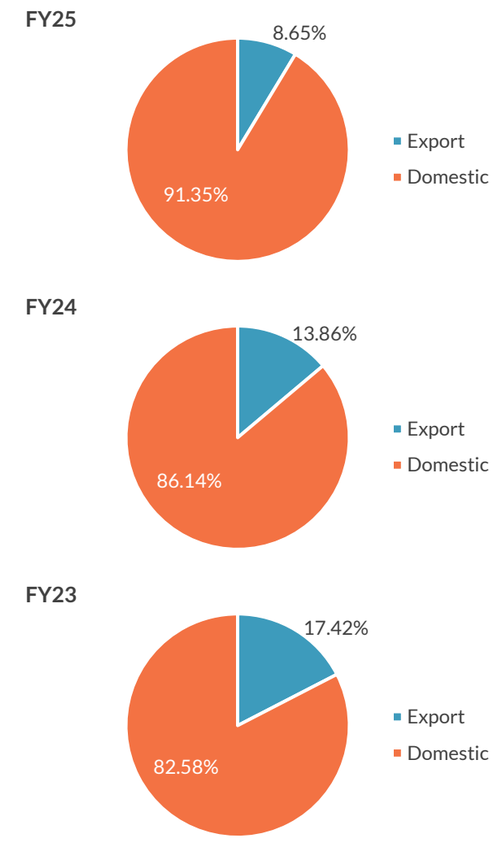
Source: PIB

Business Overview

Pioneer Embroideries Limited is one of the leading Indian manufacturers and exporters of value-added Specialized Polyester Filament Yarn (SPFY) and Embroidery & Laces (EL). With manufacturing facilities across Himachal Pradesh, Maharashtra, Gujarat, and Dadra & Nagar Haveli, the Company has built a strong presence in both domestic and export markets.

Its product portfolio, marketed under well-established brands like SILKOLITE and Hakoba, is recognized for superior quality and design innovation, catering to diverse applications in the textile industry.

Revenue Split



From FY23 to FY25, the Company recorded strong growth in its domestic business. Total domestic sales increased by 18.3%, rising from ₹28,959 lakh in FY24 to ₹34,261 lakh in FY25 This growth reflects the Company's strong positioning in the domestic market, supported by steady demand for both value-added yarn and embroidery products. The continued expansion in SPFY sales highlights the resilience of core product lines, while the rise in embroidery-related sales indicates sustained consumption by garment manufacturers, reinforcing Pioneer's role as a key supplier to the apparel industry.

During the year, however, the overall demand scenario, both in the exports and the domestic markets, remained subdued due to combined effect of multiple factors. Major exports

markets - US and Eurozone - continued to remain impacted by high inflation and low consumption, and market sentiment further weakened due to tariffs policy uncertainty and various conflicts and resulting trade logistics restrictions and costs. Enhanced exports should have resulted in better revenues and profitability, as typically export markets consume high-value, high-margin superior products.

Restricted export markets for manufacturers also resulted in excess supplies in the domestic market. This, coupled with cheaper imports flowing in, led to margin pressures even in the domestic market during the last year. Lower export resulted in excess supply in domestic market which in turn has impacted margins in domestic market leading to lower profits.

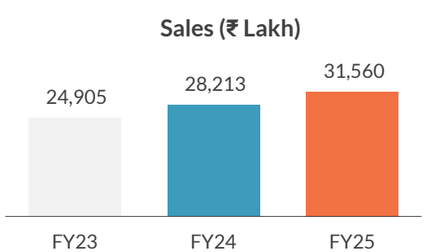
Operational Performance

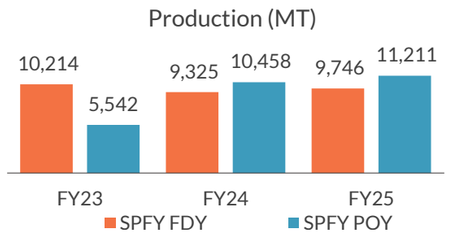
Specialized Polyester Filament Yarn:

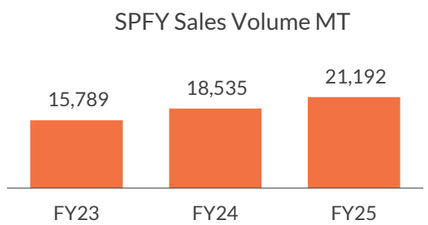
The company's Specialized Polyester Filament Yarn (SPFY) division, marketed under the SILKOLITE brand, is produced at its Kala-amb facility in Himachal Pradesh, with an annual production capacity of 26,000 MT. This division primarily caters to non-apparel segments such as carpets, bath mats, curtains, and upholstery. By focusing on high-value products like recycled and biodegradable yarns, the Company has built a strong foothold in both domestic and international markets.

The SPFY segment continues to serve as the backbone of the Company's operations, contributing approximately 84% of total revenue in FY25. Over the three-year period, the segment demonstrated consistent growth, with revenue rising from ₹24,905 lakh in FY23 ₹31,560 lakh in FY25. This represents growth, driven by robust domestic demand, increased sales volumes, and a strategic shift in the product mix toward high-margin, value-added yarns.

The strong FY25 performance also reflects the impact of the recently completed expansion at the Kala-Amb facility, which added 8,000 MT of capacity and enabled the Company to address incremental demand and unlock additional revenue potential. The segment's strong performance reaffirms the Company's market leadership in the specialized yarn space and reflects its ability to capture demand in both commodity and premium categories.



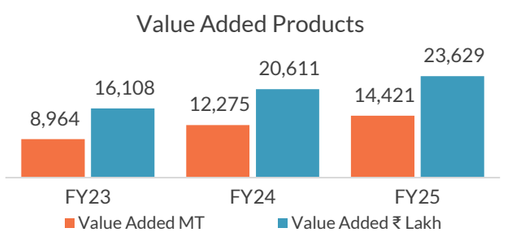




SPFY's domestic segment remained the cornerstone of its business, contributing ₹28,563 lakh, which formed 90.5% of the overall SPFY revenue. In Q4 FY25, the Company reported domestic sales of ₹7,008 lakh, reinforcing its strong brand presence and market reach. Strategic product placement and customer engagement initiatives played a key role in sustaining volume growth across regions.

On the global front, SPFY generated ₹2,997 lakh from export sales during FY25. The company continues to leverage its manufacturing strength and product quality to build deeper partnerships overseas.

Sales and Production of Value-added SPFY



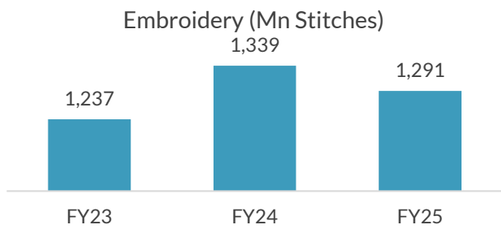
Over the last three fiscal years, the Company's value-added SPFY segment has shown robust growth in both volume and revenue. Sales rose from 8,964 metric tonnes in FY23 to 12,275 MT in FY24, and further to 14,421 MT in FY25. Correspondingly, revenue increased from ₹16,108 lakh in FY23 to ₹20,611 lakh in FY24, reaching ₹23,629 lakh in FY25. This upward trend underscores the Company's strategic focus on higher-value offerings, consistent volume expansion, and product innovation, reinforcing its position in the premium yarn segment.

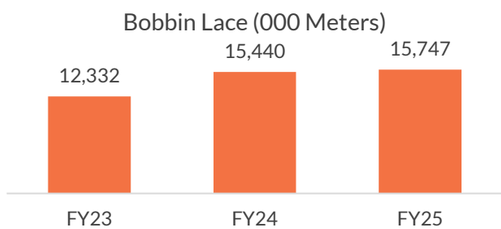
Embroidery & Laces:

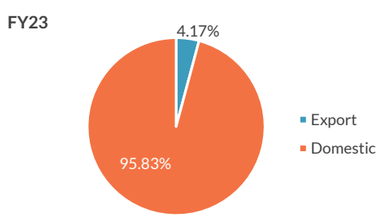
The Embroidery & Laces (EL) vertical operates across facilities in Maharashtra, Gujarat, and Dadra & Nagar Haveli, specializing in the production of embroidered fabrics, guipure, and braided laces using advanced machinery. With a manufacturing capacity of 2,000 million stitches and 14 million meters of braided laces, this segment is anchored by the globally renowned Hakoba brand, celebrated for its premium quality and rich design legacy.

In line with its strategic consolidation plan, the Company sold its land and building at the Naroli unit for ₹702 lakh in FY25. The proceeds are being utilized to reduce term liabilities and interest burden. Given the Naroli unit's marginal revenue contribution, this move aligns with the Company's objective to centralize operations at its new, state-of-the-art embroidery facility in Shree Ganesh Integrated Textile Park, Degaon, Dhule, which now houses the bulk of its embroidery manufacturing operations.

PSI impact has been a contributing factor and should be considered while evaluating the segment's performance.







In FY25, the EL segment reported a total revenue of ₹5,390 lakhs, reflecting a 12% growth compared to ₹4,812 lakhs in FY24. Embroidered products remained the dominant revenue driver, contributing ₹4,620 lakhs, an 11.6% year-on-year increase. The Bobbin Lace division generated ₹770 lakhs in revenue, registering a moderate growth of 14.6%.

Financial Highlights

(₹ in Lakhs)

Particulars	FY24	FY25
Revenue from Operations	33,618.58	37,506.36
Other Income	397.52	629.65
Total Income	34,016.10	38,136.01
Total Expenditure	32,631.25	36,539.72
EBIDTA	2,638.66	3,161.41
PAT	388.29	456.39

FY25 marked a pivotal year for the Company, characterized by consistent revenue growth, margin enhancement, and strengthened operational fundamentals. The Company demonstrated double-digit top-line and bottom-line growth, supported by volume expansion in its core SPFY segment, decent performance in embroidery and bobbin lace, and sustained momentum in domestic markets. Strategic cost management, enhanced product mix, and improved contribution margins were instrumental in maintaining profitability.

Revenue and Profit Growth:

The Company achieved a total income of ₹38,136 lakh in FY25, up 12.1% YoY, with EBITDA rising 19.8% to ₹3,161 lakh. PAT increased 17.5% YoY to ₹456 lakh, reflecting improved scale and operational efficiency. Notably, cash profit surged 42.5% YoY to ₹2,021 lakh, underlining strong cash generation capabilities.

Segment Performance:

The SPFY division maintained its leadership, contributing over 84% of total revenues, backed by increased value-added products and enhanced realizations. The Embroidery and Bobbin Lace segments recorded healthy growth, contributing 12.32% and 2.05% respectively to the total revenue. The embroidery division, in particular, witnessed significant EBITDA growth of 65.91%, reflecting better demand and margin expansion.

Production Efficiency & Contribution Improvement:

Total SPFY production grew 14.34% to 21,192 MT in FY25.

Cost Optimization & Margin Gains:

EBITDA margin improved to 8.4% in FY25 from 7.8% in FY24, driven by productivity gains, product mix optimization, and declining corporate overheads. The Company also managed to control total expense growth to 12.0%, marginally below revenue growth, indicating improved operational leverage.

Ratio Analysis

Ratio	FY24	FY25
EBITDA (%)	7.85	8.43
Net Profit (%)	1.15	1.22
ROE (%)	2.73	2.94
ROCE (%)	5.23	6.09
Book Value Per Share (₹)	50.64	51.96
Fixed Asset Turnover Ratio	1.81	2.06
Debt to Equity (Times)	0.72	0.59
Interest Coverage Ratio (Times)	1.49	1.66
Current Ratio (Times)	1.25	1.27

In FY25, the Company's financial health improved compared to FY24. Profitability rose as EBITDA increased to 8.43% and net profit to 1.22%, showing better cost control. ROE and ROCE grew to 2.85% and 6.09% respectively, indicating efficient capital use. The Fixed Asset Turnover Ratio rose to 2.06, reflecting improved asset utilization. Lower debt-to-equity of 0.54 shows reduced reliance on debt, while a slightly higher interest coverage ratio indicates better debt servicing ability. The book value and current ratio saw marginal increases, suggesting stable net worth and liquidity. Overall, the Company shows stronger profitability, efficiency, and financial stability.

Constraints to improved revenues and profitability:

The Company's performance could have been much improved, in both the product segments, were it not affected by certain headwinds. In a way, FY25 was a challenging year for business, and the reported performance should be viewed against this backdrop.

In the SPFY unit at Kala Amb, there was a continuous increase of power tariffs and impacting our unit profitability considerably. We had to absorb enhanced monthly cost of approximately INR 40 lakhs in the electricity bill. directly hitting our bottom line. The contracted power demand is almost 6 MW at this unit, as SPFY is a continuously-running, power intensive industry.

Similarly, in the EL segment, while the Company has directed its funds and operational resources to its new unit at Degaon, Dhule, Maharashtra, the location-specific benefits from the Government are yet to fructify. While the Company has received sanction of capital subsidy to the tune of Rs 17.7 cr under the Textile Policy, technical issues have delayed the release of the same. Capital subsidy receipts were meant to lower overall debt in the Company's books. Lower exports of EL division have meant slower-than-expected amortisation of government grants

As a result of these factors, the Company continues to operate with constrained working capital limits and limiting reaping full potential of our expanded capacities

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Risks

1. Overdependence on Specialized Polyester Filament Yarn (SPFY)
   - The SPFY segment contributed ~84% of total revenue in FY25, with ~90% of that from the domestic market.
   - This heavy concentration increases vulnerability to sector-specific demand fluctuations, raw material shocks (e.g., PTA and MEG prices), and margin compression in case of industry downturns.
   - Despite efforts in recycled and biodegradable yarns, the Company's topline remains under pressure due to sharp drop in exports, which was a high margin segment.
2. Volatility in Embroidery & Laces Export Demand
   - The Embroidery & Laces (EL) segment reported a 27% YoY drop in exports in FY25 (₹248 lakh vs ₹339 lakh in FY24).
   - This reflects Pioneer's exposure to macro risks in key geographies such as the Middle East and Europe, where economic or geopolitical instability can directly reduce demand.
   - Global brands are also shifting to shorter design cycles, requiring faster innovation and delivery—posing execution risks for Pioneer's embroidery operations.
3. Execution Risk in Technical Textiles Expansion
   - Pioneer plans to leverage India's growing technical textiles segment through functional embroidery in Meditech, Sportech, and Hometech.
   - However, it currently lacks scale and brand presence in these niche, certification-intensive markets.
   - The learning curve, R&D requirements, and capital investment needed for success in this space pose execution and gestation risks.
4. Low Margins in Value-Added Yarn Despite Volume Growth
   - While the Company saw strong growth in SPFY volume (from 8,964 MT in FY23 to 14,421 MT in FY25), the realization per kg stood at ₹149, reflecting a stable pricing environment. The Company maintained healthy contribution margins, underscoring operational efficiency despite input cost fluctuations.
   - This suggests that despite volume gains, pricing power is limited in present scenario, and profitability is susceptible to downturn in overall yarn industry margins as a whole.
5. Export Growth Constraints in SPFY
   - Even though the SPFY division serves international markets, exports contributed only ₹2,997 lakh in FY25, ~9.5% of SPFY sales.
   - This low penetration indicates drop of demand in segments where the Company operates mainly in the floor covering side.
6. Slow Traction in Bobbin Lace Division
   - Bobbin lace revenue rose only 14.61% YoY to ₹770 lakh in FY25, and remains a minor contributor to the EL segment.
   - Given the capex-intensive nature of lace-making machinery and limited market expansion, the return on assets for this division may be lower unless productivity or demand sees a step change.
7. Lag in Digital Manufacturing Capabilities
   - While the Company has begun adopting digital design and automation, it still relies on traditional MSME cluster-based operations, especially in the embroidery vertical.
   - Inability to rapidly upgrade to Industry 4.0 standards (real-time production tracking, automated quality checks, etc.) may affect lead times, traceability, and compliance with global buyer standards.
8. Inventory & Working Capital Risk from Multi-Product SKU Complexity
   - Operating across SPFY, embroidery, guipure, braided laces, and bobbin lace involves managing high SKU complexity.
   - Without precise demand forecasting and efficient inventory rotation, the company risks working capital lock-in or obsolescence, especially in fashion-linked embroidery SKUs.
9. High Capex Dependence on Government Schemes
   - Modernization initiatives rely on access to schemes like ATUFS, PLI, and PM MITRA.
   - Any delay in disbursement, policy shift, or non-eligibility (e.g., due to compliance deviations) can stall capex cycles or impact RoCE projections.
10. Limited Global Brand Recall for Finished Products
    - While Hakoba is a legacy brand in India, Pioneer lacks strong brand identity in global B2C segments, limiting its ability to command premium pricing or D2C opportunities overseas.
    - This restricts its role in the value chain to a B2B vendor, subject to margin pressures from large aggregators or retailers.

Risk Management

- Monitors polyester and cotton price trends closely and uses diversified supplier base to reduce input cost volatility
- Engages in forward inventory planning and long-term procurement contracts to stabilize raw material costs
- Diversifies revenue streams across SPFY, embroidery, and laces to reduce dependency on a single product line
- Invests in product innovation—such as biodegradable, functional and recycled yarns—to stay competitive in niche and value-added segments
- Constant endeavour to work on product mix and geography mix to place volumes lost in exports due to geo-political and tariff situation.
- Expands into technical textiles and functional embroidery to tap new high-margin markets and reduce overreliance on traditional segments
- Implements selective currency hedging and uses INR billing for regional exports to manage forex risks
- Leverages government schemes like ATUFS and PM MITRA for modernization and capacity building to enhance production efficiency
- Adopts digital design tools and process automation to align with evolving global buyer expectations on lead times and traceability

- Strengthens ESG compliance by integrating traceability protocols, sustainable materials, and waste-reduction initiatives
- Maintains strong internal controls with regular audits, centralized governance, and prompt corrective mechanisms across locations
- Focuses on expanding domestic market share to offset geopolitical risks impacting exports
- Enhances brand equity of Silkolite and Hakoba to maintain pricing power and customer loyalty in premium segments

Outlook

The Company is poised for growth, backed by capacity expansions in SPFY/POY and DTY yarns, which are expected to significantly boost revenue as operations ramp up. The Company's diversification into technical and specialty textiles, along with its focus on sustainability through GRS-certified recycled yarns, biodegradabale yarns and other functional yarn categories, strengthens its market relevance amid evolving global trends. With a well-established export presence and recognized brands like Hakoba and Silkolite, the Company is well-positioned to benefit from the growing domestic and international textile demand. Strategic infrastructure investments, including its stake in Shree Ganesh Integrated Textile Park, further enhance its long-term scalability. However, continued focus on improving profitability and navigating raw material cost volatility will be key to sustaining momentum.

To mitigate rising electricity costs, the Company has initiated multiple cost-saving measures—including a planned rooftop solar plant, and efforts to restore the electricity duty waiver in Himachal Pradesh. It is also exploring long-term power purchase agreements (PPAs) with independent producers.

Additionally, traction from ESG-conscious buyers, increasing adoption of recycled yarns, and improved working capital support are expected to enhance profitability and market reach. However, continued focus on improving profitability and navigating raw material cost volatility will be key to sustaining momentum.

Human Resources / Industrial Relations

The Company regards its people as its most valuable asset and an essential component of its competitive position. It has a well-designed human resources policy that fosters a positive work environment, inclusive growth, equitable opportunities, and competitiveness, as well as aligning employees' goals with the organization's growth vision. Its human resources division is critical in developing a robust and competent team. It offers possibilities for professional and personal growth and conducts comprehensive employee engagement and development programmes to boost staff productivity and capabilities. As of March 31, 2024, the Company employed 1,088 people. Furthermore, during the year, industrial relations remained tranquil and cooperative.

Internal Control Systems and their Adequacy

The Company has an effective internal control and risk mitigation system, commensurate with its size, scale, and complexity of operations. The scope and authority of the Internal Audit function are clearly defined. The Audit Committee of the Board actively reviews the adequacy and effectiveness of these systems.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of the internal control system within the Company, as well as its compliance with operating systems, accounting procedures, and policies across all locations of the Company and its subsidiaries. Based on reports from the internal audit function, corrective actions are taken in the relevant areas to strengthen controls. Significant audit observations and the corresponding corrective actions are presented to the Audit Committee of the Board.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, along with the work performed by internal, statutory, and secretarial auditors—including audits of internal financial controls over financial reporting—and the reviews carried out by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively as of March 31, 2025.

During the year under review, no material or serious observations were noted regarding inefficiency or inadequacy of such controls.

Disclaimer

The Company's objectives, projections, outlook, expectations, estimates, and other information expressed in the Management Discussion and Analysis may be considered forward-looking statements under applicable securities laws and regulations. These statements are based on certain assumptions that the Company cannot guarantee. Several circumstances, some of which the Company may not have direct control over, could have a substantial impact on the Company's operations. As a result, actual results may differ materially from such projections, whether expressed or implied, because it would be beyond the Company's ability to successfully implement its growth strategy. The Company assumes no obligation or responsibility to update forward-looking statements or to publicly amend, modify, or revise them to reflect events or circumstances that occur after the date of the statement on the basis of subsequent development, information, or events.

The Management of Pioneer Embroideries Ltd. (Pioneer, or the Company) presents below an analysis of its performance during the year under review, i.e., accounting year ended 31st March, 2025 (for the period April 1, 2024 up to March 31, 2025).

Notice

Notice is hereby given that the Thirty Third Annual General Meeting of the Shareholders of PIONEER EMBROIDERIES LIMITED will be held on Thursday, 31st July, 2025 at 11.00 a.m. through Video conferencing(VC) or Other Audio Video Mode(OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31st March, 2025 and the Report of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Harsh Vardhan Bassi (DIN:00102941) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To approve re-appointment and payment of remuneration to Mr. Raj Kumar Sekhani (DIN:00102843), Chairman of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') consent of the members be and is hereby accorded to re-appoint Mr. Raj Kumar Sekhani (DIN:00102843) Chairman of the Company with effect from 29th August 2025 for a period of 5 years at remuneration not exceeding ₹10,00,000/- (Rupees Ten Lacs only) per month on such terms and conditions set out in draft Letter of appointment a copy whereof initialed by Mr. Harsh Vardhan Bassi, Managing Director of the Company for the purpose of identification, has been placed before this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration in the said draft Letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Raj Kumar Sekhani shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed there under and the terms of the aforesaid Letter between the Company and Mr. Raj Kumar Sekhani shall be suitably modified to give effect to such variation or increase as the case may be."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Raj Kumar Sekhani's office as Chairman, the remuneration set out in the aforesaid draft Letter of appointment be paid or granted to Mr. Raj Kumar Sekhani as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

"RESOLVED FURTHER THAT that the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution."

4. To approve re-appointment and payment of remuneration to Mr. Saurabh Maheshwari (DIN:00283903), Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as 'the Act') and in accordance with the Articles of Association of the Company, consent of the members be and is hereby accorded for re-appointment and payment of remuneration to Mr. Saurabh Maheshwari (DIN:00283903) as an Executive Director of the Company for a period of 5 years with effect from 18th May, 2026 at a remuneration not exceeding ₹4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month including perquisites on the terms and conditions set out in draft Letter of appointment a copy whereof initialed by Mr. Harsh Vardhan Bassi, Managing Director of the Company, for the purpose of identification has been placed before this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration in the said draft Letter of appointment to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Saurabh Maheshwari shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and / or any rules or regulations framed thereunder and the terms of the aforesaid Letter between the Company and Mr. Saurabh Maheshwari shall be suitably modified to give effect to such variation or increase as the case may be."

"RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary, proper or expedient to give effect to such resolution."

5. To approve re-appointment of Ms. Sushama Bhatt (DIN:09168896), Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded for re-appointment of Ms. Sushama Bhatt (DIN:09168896) as an Independent Director of the Company to hold office for second consecutive term of 5 (five) years i.e. from 18th May, 2026 to 17th May, 2031 and she shall not be liable to retire by rotation."

   "RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all the act, deeds and things which are necessary for the aforesaid re-appointment."

6. To approve the appointment of the Secretarial Auditor for the period of 5 years commencing from financial year 2025- 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Regulation 24A SEBI (LODR) Regulations, 2015 consent of the members be and is hereby accorded for appointment of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for Annual Secretarial Audit for a period of 5 years, commencing from the financial year 2025-26 and Mr. Raj Kumar Sekhani, Chairman of the Company be and is hereby authorized to fix the remuneration."

   "RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

7. To approve the appointment and payment of remuneration of the Cost Auditor for the financial year ending 31st March, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded for appointment of M/s. D S A & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026 at a remuneration, amounting to ₹1,40,000 plus GST as applicable and re-imbursement of out of pocket expenses incurred by them, in connection with the aforesaid audit."

By order of the Board of Directors
For **PIONEER EMBROIDERIES LIMITED**

Harsh Vardhan Bassi
Managing Director
DIN:00102941

Place: Mumbai
Date : 27th May, 2025

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. Incompliance with these Circulars, provisions of the Act and Listing Regulations, the 33rd AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.

3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence, the Proxy Form and Attendance Slip are not annexed to the Notice.

4. Harsh Vardhan Bassi (DIN:00102941) Director retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. As required under the Secretarial Standard - 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], the details of the Directors seeking re-appointment inter alia, age, experience, relationship with other directors of the Company, and other directorships, membership/chairmanship of the committees of other Boards, etc. are annexed to the Notice and form part of the Explanatory Statement. The Director has furnished the relevant consents, declarations, etc. for his re-appointment.

5. Appointment/Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at mumbai@pelhakoba.com.

6. **Registration of email ID and Bank Account details:**

   In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

   In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

   (i) Kindly log in to the website of our RTA, MUFG Intime India Private Ltd., web.in.mpms.mufg.com under Investor Services > Email Registration - fill in the details and upload the required documents and submit **OR**

   (ii) *In the case of Shares held in Demat mode:*

   The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

7. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated October 3, 2024. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website www.pelhakoba.com; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. All documents referred to in the accompanying Notice and the Explanatory Statement are available on website of the Company at www.pelhakoba.com for inspection by the Members up to the date of 33rd AGM.

10. The Register of Members and Share Transfer Register of the Company will remain closed from Friday, 25th July, 2025 to Thursday, 31st July, 2025 (both days inclusive).

11. The details of unpaid and unclaimed amounts as on 31st March, 2025 are uploaded on the Company's website (www.pelhakoba.com). As per amendment to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and

Refund) Rules, 2016 dated 5th September, 2016, 3,750 shares have been transferred to IEPF suspense account on 4th February, 2021. Dividend of ₹1,115.50 on above shares (declared for the Financial Year 2021-2022) were transferred to IEPF account. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. During the year the Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

12. Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.

13. Shareholders seeking any information with regard to the Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.

14. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA, if not submitted.

    Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to provide their details (name, folio no, e-mail id) on the Company's e-mail address viz. mumbai@pelhakoba.com. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

15. The members are requested to:

    Intimate changes, if any, in their Registered address to the Registrar and Transfer Agents of the Company i.e. M/s. MUFG Intime India Private Limited (formerly Link Intime India Pvt. Ltd) at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083.

    a) Quote Ledger Folio/Client Id/DP ID numbers in all their correspondence.

16. The instructions for shareholders voting electronically are as under:

    EVENT NUMBER: 250222

    The voting period begins on Monday, 28th July, 2025 (9.00 a.m. IST) to Wednesday, 30th July, 2025 (5.00 p.m. IST) During this period shareholder's of the Company, holding shares whether in physical form or in dematerialized form, as on the cut-off date Thursday, 24th July, 2025, may cast their vote electronically. The e-voting module shall be disabled by MUFG for voting after Wednesday, 30th July, 2025 at 5.00 p.m.

    Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only as on Thursday, 24th July, 2025.

    Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

    In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

    Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

    Login method for Individual shareholders holding securities in demat mode is given below:

    Individual Shareholders holding securities in demat mode with NSDL

    METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

    Shareholders who have registered for NSDL IDeAS facility:

    a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

    b) Enter User ID and Password. Click on "Login"

    c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

    d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

    OR

    Shareholders who have not registered for NSDL IDeAS facility:

    a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

    b) Proceed with updating the required fields.

    c) Post successful registration, user will be provided with Login ID and password.

    d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

    e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

    METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

    a) Visit URL: https://www.evoting.nsdl.com

    b) Click on the "Login" tab available under 'Shareholder/ Member' section.

    c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

    a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

    b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

    Individual Shareholders holding securities in demat mode with CDSL

    METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

    Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

    a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

    b) Click on New System Myeasi Tab

    c) Login with existing my easi username and password

    d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

    e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

    OR

    Shareholders who have not registered for CDSL Easi/ Easiest facility:

    a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /

    b) Proceed with updating the required fields.

    c) Post registration, user will be provided username and password.

    d) After successful login, user able to see e-voting menu.

    e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

    METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

    a) Visit URL: https://www.cdslindia.com

    b) Go to e-voting tab.

    c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

    d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

    e) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

    Individual Shareholders holding securities in demat mode with Depository Participant

    Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

    a) Login to DP website

    b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) After successful authentication, click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a. Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered for INSTAVOTE facility:

b. Click on **"Sign Up"** under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/ MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*
***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- Set the password of your choice
  (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c. Click on **"Login"** under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d. Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Investor Mapping"** tab under the Menu Section

c) Map the Investor with the following details:

A. 'Investor ID' –

i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*

ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on **"Votes Entry"** tab under the Menu section.

c) Enter the **"Event No."** for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter **"16-digit Demat Account No."** for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "Notification for e-voting".

c) Select **"View"** icon for **"Company's Name / Event number".**

d) E-voting page will appear.

e) Download sample vote file from **"Download Sample Vote File"** tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

17. Instructions for joining the Annual General Meeting through InstaMeet are as follows:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by MUFG Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the Annual General Meeting through InstaMeet:

a. Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.

b. Select the "Company" and 'Event Date' and register with your following details:

c. **Demat Account No. or Folio No:**

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

d. **PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

e. **Mobile No:** Enter your Mobile No.

f. **Email ID:** Enter your email Id as recorded with your DP/ Company.

g. Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Note:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

18. Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting through InstaMeet:

Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at mumbai@pelhakoba.com from Monday, 28th July, 2025, 9.00 a.m. to Wednesday, 30th July, 2025 by 5.00 p.m. (Date & Time) (preferably one day or 24 hrs. prior to the date of AGM).

The first 5 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at mumbai@pelhakoba.com. The same will be replied by the company suitably.

Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

19. **Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

    Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

    a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote".

    b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET.

    c) Click on 'Submit'.

    d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

    e) Cast your vote by selecting appropriate option i.e. "Favour/ Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

    f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

    Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

    Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

    In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@in.mpms.mufg.com or Call us: - Tel : (022-49186175)

20. Mr. Sanjay R. Dholakia, Practising Company Secretary (Membership No. F 2655 and C P No. 1798) has been appointed as Scrutinizer to scrutinize the voting and e-Voting process in a fair and transparent manner.

21. The Scrutinizer shall after conclusion of voting at the Annual General Meeting shall make a consolidated scrutinizer's report, not later than three days of the conclusion of the AGM, of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith.

22. The Results of the voting with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.pelhakoba.com immediately after declaration of the results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

That following explanatory statement sets out the material facts referring to Item No. 3 to 7 of the Notice.

ITEM NO. 3

Mr. Raj Kumar Sekhani is a Commerce Graduate from Calcutta University. He is one of the founder Promoter-Director and Executive Chairman of the Company. He has been involved in the activities of manufacturing and trading of garment accessories, embroidery fabrics, laces and knitted fabrics since, his adolescence. Company is growing across global and domestic markets under his leadership given his strong understanding of industry growth drivers. Company has been growing consistently and undertaken project expansion at Yarn unit and setting up an embroidery green field project. This will take the company into next orbit of growth under his able leadership and vision.

Due to his constant efforts, the Nomination and Remuneration committee and Board of Directors have decided to re-appoint Mr. Raj Kumar Sekhani as a Chairman with effect from 29th August, 2025 for a period of 5 years at remuneration not exceeding ₹ 10,00,000/- (Rupees Ten Lacs only) per month and payment of remuneration including perquisites. The details of remuneration payable to him is as under:

Nature	Rajkumar Sekhani Chairman	Remarks if any
Salary per month	₹10,00,000	--
Perquisites	--	--
Leave Salary	--	--
Drivers' Allowance	--	--
HRA	--	--
Medical Expenses	--	--
PF	--	--
Gratuity	--	--

This statement may also be regarded as an appropriate disclosure under the Act and the Listing
Regulations.

Save and except Mr. Raj Kumar Sekhani, None of the Directors or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Raj Kumar Sekhani (Item No.3 of Notice)

I. General Information:

1.	Nature of industry	Engaged in manufacturing, exporting and retailing of embroidery fabric, laces and apparels.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since, 1993.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2024-2025, the Company made a turnover of ₹38,136.01 lacs and Profit of ₹456.39 lacs after tax.
5.	Foreign investments or collaborations, if any.	NIL

II. Information about Mr. Raj Kumar Sekhani:

1.	Background details	Mr. Raj Kumar Sekhani is a Promoter of the Company and is mainly responsible for steering out the Company. Also, through his leadership and vision the Company has improved its performance and the Company has achieved the results in quick span and continues to grow further.
2.	Past remuneration	₹7,00,000 p.m. since, last 5 years.
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Following a distinguished year long service with the Company, since, incorporation, Mr. Raj Kumar Sekhani was responsible for the general conduct and management of the business and affairs of the Company. Over his long tenure he had actively led the steady growth story of the Company which saw the Company attain new heights of market share and profitability.
5.	Remuneration proposed	₹10,00,000 p.m.

6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Raj Kumar Sekhani is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. Raj Kumar Sekhani is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information:

1.	Reasons of loss or inadequate profits	This proposal is under applicable provisions of Schedule V, as the remuneration payable to the Executive Chairman (and other executive directors) exceeds the limits prescribed. While the profits of the Company are considered to be inadequate as per the provisions of Schedule V, it is a fact that the Executive Chairman and other Executive Directors have hands-on experience, are capable of handling multiple responsibilities, and thus are able to lead a compact team of professionals. Under their able guidance, the Company has successfully expanded capacities and modernized production, benefits of which would be visible in the coming quarters. The growth envisaged post-expansion has not materialized due to various headwinds on the macro front, such as rising power tariffs due to withdrawal of electricity duty benefits, unfavorable crude oil price movements, inadequate demand for value-added products, especially in overseas markets, cheaper imports and other similar factors have curtailed improvement in sales and profitability.
2.	Steps taken or proposed to be taken for improvement	Post-completion of major capex in both its product lines – Specialized Polyester Filament Yarn, and Embroidery and Laces, Company is exploring newer markets overseas and also working towards a viable product-mix in line with the expected demand. Further improving manufacturing efficiencies, reducing power costs, enhancing working capital in the business, and other similar steps are being taken to improve both sales and profitability.
3.	Expected increase in productivity and profits in measurable terms	FY24-25 has been the first full year of enhanced capacities, but the potential has not been realized due to inadequate demand scenario in both domestic and export markets. We expect this scenario to improve significantly in the coming quarters, and the additional profits so generated should adequately support higher salary expenses of the Company's directors.
4.	Job profile and his suitability	Following a distinguished year long service with the Company, since, incorporation, Mr. Raj Kumar Sekhani was responsible for the general conduct and management of the business and affairs of the Company. Over his long tenure he had actively led the steady growth story of the Company which saw the Company attain new heights of market share and profitability.

ITEM NO. 4

Mr. Saurabh Maheshwari (DIN:00283903) is a Chartered Accountant by qualification. He has over 25 years of experience in the field of Textiles sector mainly in the field of manufacturing as well as processing of various yarns. He is instrumental in setting up of Greenfield speciality polyester yarn project at Kala Amb, Himachal Pradesh from selection of land, manufacturing technology, team building, distribution channel particularly for international business and selection of appropriate Product mix. His rich and varied experience in the industry and on account of the way he has led the yarn project over the last 18 years. The Nomination and Remuneration committee and Board of Directors have approved his re-appointment for period of 5 years with effect from 18th May, 2026 at remuneration not exceeding ₹4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month. The details of remuneration payable to him is as under:

Nature	Mr. Saurabh Maheshwari, Executive Director	Remarks if any
Salary per month	₹4,50,000	--
Perquisites	--	--
Leave Salary	--	--
Drivers' Allowance	--	--
HRA	--	--
Medical Expenses	--	--
PF	--	--
Gratuity	--	--

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the Listing Regulations.

Save and except Mr. Saurabh Maheshwari, none of the Directors or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Saurabh Maheshwari (Item No.4 of Notice)

I. General Information:

1.	Nature of industry	Engaged in manufacturing, exporting and retailing of embroidery fabric, laces and apparels.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since, 1993.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2024-2025, the Company made a turnover of ₹38,136.01 lacs and Profit of ₹456.39 lacs after tax.
5.	Foreign investments or collaborations, if any.	NIL

II. Information about Mr. Saurabh Maheshwari:

1.	Background details	Mr. Saurabh Maheshwari is a Director of the Company and is mainly responsible for SPFY division. He is instrumental in setting up of Greenfield speciality polyester yarn project at Kala Amb, Himachal Pradesh from selection of land, manufacturing technology, team building, distribution channel particularly for international business and selection of appropriate Product mix. His rich and varied experience in the industry and on account of the way he has led the yarn project over the last 18 years.
2.	Past remuneration	₹4,02,000 p.m. since, last 4 years.
3.	Recognition or awards	NIL
4.	Job profile and his suitability	Mr. Saurabh Maheshwari was responsible for manufacturing as well as processing of SFPY. Over his long tenure he had actively led the steady growth story of the Company which saw the Company attain new heights of market share and profitability.
5.	Remuneration proposed	₹4,50,000 p.m.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Saurabh Maheshwari is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. Saurabh Maheshwari is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information:

1.	Reasons of loss or inadequate profits	This proposal is under applicable provisions of Schedule V, as the remuneration payable to the Executive Director (and other executive directors) exceeds the limits prescribed. While the profits of the Company are considered to be inadequate as per the provisions of Schedule V, it is a fact that the Executive Director and other Executive Directors have hands-on experience, are capable of handling multiple responsibilities, and thus are able to lead a compact team of professionals. Under their able guidance, the Company has successfully expanded capacities and modernized production, benefits of which would be visible in the coming quarters. The growth envisaged post-expansion has not materialized due to various headwinds on the macro front, such as rising power tariffs due to withdrawal of electricity duty benefits, unfavorable crude oil price movements, inadequate demand for value-added products, especially in overseas markets, cheaper imports and other similar factors have curtailed improvement in sales and profitability.
2.	Steps taken or proposed to be taken for improvement	Post-completion of major capex in both its product lines – Specialized Polyester Filament Yarn, and Embroidery and Laces, Company is exploring newer markets overseas and also working towards a viable product-mix in line with the expected demand. Further improving manufacturing efficiencies, reducing power costs, enhancing working capital in the business, and other similar steps are being taken to improve both sales and profitability.
3.	Expected increase in productivity and profits in measurable terms	FY24-25 has been the first full year of enhanced capacities, but the potential has not been realized due to inadequate demand scenario in both domestic and export markets. We expect this scenario to improve significantly in the coming quarters, and the additional profits so generated should adequately support higher salary expenses of the Company's directors.

ITEM NO. 5

Ms. Sushama Bhatt is a Law graduate, Diploma in Business Management and IICA certified CSR Professional. Her core professional strength is in the field of Marketing, Brand Management, Corporate Communications, Planning, organization and execution of developmental strategies, Advertising, PR, printing and publicity, branch and agent's development, Media management, Product Development and Regulatory Compliance. She is actively involved in Development sector through InnerWheel Club for past 11 years and with Rotary Club since, last year. Ms. Sushama Bhatt (DIN:09168896) was appointed as an Independent Director of the Company for a period of five years from 18th May, 2021 to 17th May, 2026. Considering her expertise and experience of and her valuable contributions to the Company, the Nomination and Remuneration Committee and the Board at their meetings held on 27th May, 2025 have recommended re-appointment of Ms. Sushama Bhatt (DIN:01660198), as Independent Director of the Company for a second consecutive term from 18th May, 2026 to 17th May, 2031.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background, experiences and contributions made by her during her tenure, the continued association of Ms. Sushama Bhatt (DIN:09168896), would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Sushama Bhatt (DIN:09168896), as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term.

Ms. Sushama Bhatt (DIN:09168896) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given her consent to act as a Director. The Company has also received declaration from Ms. Sushama Bhatt (DIN:09168896) stating that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Ms. Sushama Bhatt (DIN:09168896) fulfils the conditions as specified under the Act and the Listing Regulations and they are independent of the promoter/promoter group/management for appointment as an Independent Director.

Annexure to Item No. 2 to 4 of the Notice:

Details of Ms. Sushama Bhatt (DIN:09168896), is provided in the "Annexure" to the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment to Ms. Sushama Bhatt (DIN:09168896), setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the SEBI LODR Regulations.

Except Mrs. Sushama Bhatt, None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Accordingly, the Board recommends the Special Resolution at Item no. 5 for member's approval.

ITEM NO. 6

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of M/s. Sanjay Dholakia & Associates, Practising Company Secretary Accountants, as Secretarial Auditor of the Company to hold office for the period of 5 years with effect from FY 2025-26 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2024 Amendment dated 12th December, 2024.

M/s. Sanjay Dholakia & Associates is a peer reviewed firm with 30 years of experience and have consented to their appointment as Secretarial Auditor.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommends Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

The Board of Directors of the Company on the recommendation of the Audit Committee approved the re-appointment of M/s. D S A & Co., Cost Accountants, to conduct the audit of the Cost records of the Company for the financial year ending on 31st March, 2025.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2025, as set out in the Resolution for the aforesaid services to be rendered by them.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors recommends Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

By order of the Board of Directors
For **PIONEER EMBROIDERIES LIMITED**

Harsh Vardhan Bassi
Managing Director
DIN:00102941

Place: Mumbai
Date : 27th May, 2025

Annexure to Item No. 2 to 5 of the Notice:

Name	Mr. Harsh Vardhan Bassi	Mr. Raj Kumar Sekhani	Mr. Saurabh Maheshwari	Ms. Sushama Bhatt
Date of Birth	09/01/1974	06/06/1959	27/11/1977	12/09/1962
Nature of Expertise	Manufacturing, Business Development, Marketing and other Business verticals.	Manufacturing and trading of garment accessories including embroidery fabrics, laces and knitted fabrics.	Business Strategy, International Business, Team Building, Finance, Networking and Supply Chain.	Marketing, Brand Development, Corporate Communications and Advertising.
Experience	27 years	46 years	25 years	26 years
Relationships between directors inter se	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of listed Companies in which holds Directorship	NIL	NIL	NIL	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship	NIL	NIL	NIL	NIL
Shareholding in Pioneer Embroideries Limited	NIL	45,04,760	3,94,510	NIL

Director's Report

To
The Members,
PIONEER EMBROIDERIES LIMITED

Your Directors present the Thirty Third Annual Report of your Company on the business and operations for the year ended 31st March, 2025.

FINANCIAL HIGHLIGHTS

(₹ in lakhs)

		For the year ended 31st March, 2025	For the year ended 31st March, 2024
Turnover	– Domestic	34,213.05	28,959.14
	– Export including Incentive	3,245.17	4,659.44
Other Operating Income		48.14	--
Other Income		629.65	397.52
Total		**38,136.01**	**34,016.10**
Profit before Financial Charges, Depreciation, Exceptional Items & Tax		3,161.41	2,638.67
Financial Charges		959.59	926.41
Profit before Depreciation, Exceptional Items and Tax		2,201.82	1,712.26
Depreciation		1,565.12	1,253.82
Profit before Exceptional Items & Tax		636.70	458.44
Exceptional Items – Income (Net)		--	--
Profit/(Loss) before Tax		636.70	458.44
Tax Expenses		180.31	70.15
Net Profit		**456.39**	**388.29**
Per share data			
Basic Earnings per Share (₹)		1.50	1.43
Diluted Earnings per Share (₹)		1.50	1.39
Book Value per Share (₹)		51.96	50.64

YEAR IN RETROSPECT

FY25 was marked by focused execution amidst a complex business environment. The Company reported a consolidated revenue of ₹37,506 lakhs, an increase of 11.4% YoY compared to ₹33,619 lakhs in FY24. EBITDA rose to ₹3,161 lakhs, growing ~20% YoY, while PAT stood at ₹456 lakhs, up 17.5% YoY. Operational cash profit increased by ~42.5% to ₹2,021 lakhs, demonstrating strong cash flow generation despite external headwinds.

The revenue growth was largely supported by the full-year impact of expanded capacities in both Specialized Polyester Filament Yarn (SPFY) and Embroidery & Laces (EL). SPFY remained the backbone of the Company, contributing 84% to total revenues with an annual turnover of ₹31,560 lakhs, driven by increased volumes and a value-added product mix.

The Embroidery & Laces segment reported revenue of ₹5,390 lakhs, registering a 12% growth, supported by improved demand from domestic apparel manufacturers and partial consolidation at the new Degaon facility. However, challenges persisted due to a drop in exports and delayed disbursement of government subsidies under the Textile Policy.

Export revenue declined by 30.4% YoY to ₹3,245 lakhs due to subdued global demand, higher freight costs, and geopolitical uncertainties in key markets such as the US and Eurozone. On the domestic front, the Company delivered robust performance with ₹34,213 lakhs in domestic revenue (up 18.1% YoY), reaffirming its strong brand recall and customer base.

Profitability, however, was constrained by rising power costs—especially at the Kala Amb facility, which faced a sharp tariff hike post the withdrawal of electricity duty exemptions in Himachal Pradesh. This resulted in additional monthly power costs of around ₹40 lakhs, directly impacting margins. The Company is undertaking structural mitigation measures, including installation of energy-efficient machinery and a 2.2 MW rooftop solar project.

Despite these challenges, the Company achieved improved margins, with EBITDA margin at 8.43% and net profit margin at 1.22%, reflecting operational efficiencies and prudent cost control. Return on capital employed (ROCE) improved to 6.09%, and the debt-equity ratio reduced to 0.59, indicating enhanced financial stability.

TRANSFER TO RESERVES

The Board does not propose to carry any amounts to reserves.

CHANGE IN NATURE OF BUSINESS

There is no change in nature of Business of the Company.

INDUSTRY OVERVIEW

Global Textile & Apparel Industry:

The global textile industry is undergoing structural transformation driven by sustainability imperatives, technological advancements, and shifting global sourcing dynamics. Valued at USD 760.28 billion in 2025, the global market is expected to grow at a CAGR of 5.09%, reaching USD 974.38 billion by 2030. Regulatory developments—such as the EU Green Deal, digital product passports, and Extended Producer Responsibility (EPR)—are accelerating the push for circular, traceable, and low-impact supply chains. Additionally, the "China +1" strategy is boosting sourcing from South Asia and benefiting cost-competitive markets like India.

Indian Textile & Apparel Industry:

India remains one of the most resilient and fastest-growing textile economies globally. The Indian textile sector contributes ~2.3% to GDP, 13% to industrial production, and 12% to total exports, and employs over 4.5 crore people. With strong fundamentals, the industry is poised to reach USD 350 billion by 2030, supported by:

A robust cotton and MMF (man-made fibre) supply chain Strong domestic consumption and a growing middle class Accelerated investments under PLI, ATUFS, and PM MITRA Parks Rising demand for technical textiles, embroidered furnishings, and value-added yarns Government-backed support for sustainability, skilling, and logistics infrastructure While the domestic market continues to expand steadily, Indian exporters are also increasingly favored by global buyers seeking product differentiation, compliance, and shorter lead times.

Performance Review FY25

During FY25, the Company delivered a steady performance, reflecting both the benefits of capacity expansion and the impact of external headwinds:

- Revenue from operations stood at ₹37,506 lakhs, up 11.4% YoY
- EBITDA rose to ₹3,161 lakhs, marking a growth of 19.8% YoY
- PAT improved by 17.5% YoY to ₹456 lakhs
- EBITDA margin increased to 8.43% from 7.85% in FY24
- ROCE improved to 6.09% and Debt-to-Equity ratio reduced to 0.59

However, exports declined 30.4% YoY due to a subdued global retail environment and increased delivery costs. Profitability was impacted by electricity tariff hikes at the Kala Amb plant and delayed release of sanctioned capital subsidies under the Maharashtra Textile Policy. Working capital utilization remained tight, reflecting the combined effect of these macro constraints.

Despite these challenges, Pioneer Embroideries continues to focus on cost control, operational streamlining, and policy-driven modernization, positioning itself for long-term value creation in both domestic and export markets.

BANK BORROWINGS

The total secured borrowings as on year-end FY25 stand at about ₹8,725 lakhs (₹10,460 lakhs), including working capital of ₹3,129 lakhs (previous year of ₹2,690 lakhs).

LISTING

The Equity Shares of the Company are listed with the BSE and NSE.

The Company's shares have been delisted from Calcutta Stock Exchange with effect from 14th March, 2025.

DIVIDEND

Your Directors have not recommended any dividend on equity shares in respect of the financial year 2024-25, in view of conserving the funds for business expansion.

SHARE CAPITAL

Mr. Raj Kumar Sekhani has been allotted 13,40,000 equity shares on 12th August, 2024, pursuant to conversion of its entire Share Warrants after receipt of full payment.

SUBSIDIARY COMPANIES

The total revenue of Hakoba Lifestyle Limited in current year stood at ₹0.29 lakh (₹0.49 lakhs). Net Loss after tax item stood at ₹1.55 lakh as compared to net loss of ₹0.53 lakhs in previous year.

The revenue of Crystal Lace (India) Limited in current year stood at ₹0.89 lakhs (₹17.31 lakhs). The Company has incurred a net loss of ₹5.07 lakhs as compared to net loss of ₹31.38 lakh in previous year.

Pioneer Realty Limited had no activity during the year.

The statement of subsidiaries in Form AOC-1 (pursuant to first proviso to sub section (3) of section 129 of the Companies Act, 2013) is provided as **Annexure - A** to the Consolidated Financial Statement and hence not repeated here for the sake of brevity.

CONSOLIDATED ACCOUNTS

The Consolidated Financial Statements of the Company are prepared in compliance with applicable provisions of the Companies Act, 2013, and "Ind AS" issued by the Institute of Chartered Accountants of India as well as Listing Regulations as prescribed by the Securities and Exchange Board of India (SEBI) and form a part of the Annual Report.

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance with Auditors Certificate confirming compliance, is attached and forms an integral part of this Report. Further, a declaration affirming compliance with the code of conduct by all the Board members and senior management personnel along with certificate under Regulation 17(8) of the SEBI Listing Regulations is also given in this Annual Report.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are made available on the Company's website (www.pelhakoba.com).

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company Mr. Harsh Vardhan Bassi (DIN:00102941), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment. Accordingly, his re-appointment forms part of the notice of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee and Board of Directors have approved re-appointment and payment of remuneration of Mr. Raj Kumar Sekhani (DIN:00102843) as an Executive Chairman of the Company with effect from 29th August 2025 for a period of 5 years at remuneration not exceeding ₹10,00,000/- (Rupees Ten Lacs only) per month including perquisites and Mr. Saurabh Maheshwari (DIN 00283903) as an Executive Director of the Company for a period of 5 years with effect from 18th May, 2026 at a remuneration not exceeding ₹4,50,000/- (Four Lac Fifty Thousand only) per month including perquisites.

The Nomination and Remuneration Committee and Board of Directors have approved re-appointment of Ms. Sushama Bhatt (DIN:09168896), Independent Director of the Company to hold office for second consecutive term of 5 (five) years i.e. from 18th May, 2026 to 17th May, 2031 and shall not be liable to retire by rotation

Accordingly, their re-appointments are being sought in the forthcoming Annual General Meeting (AGM) of the Company and forms part of the AGM notice.

KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013:

Sr. No.	Name	Designation
1.	Mr. Harsh Vardhan Bassi	Managing Director
2.	Mrs. Ami Thakkar	Company Secretary
3.	Mr. Deepak Sipani	Chief Financial Officer (CFO)

BOARD PERFORMANCE/ EVALUATION

The performance evaluation of the non-executive directors is done by the Board annually. This evaluation is based taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as the attendance and contribution of the member at the Board/ Committee meetings. The process also considers core competency, expertise, personnel characteristic and specific responsibility of the concerned director.

The performance evaluation of the Chairman, Managing and Executive Directors were carried out by the Independent Directors in a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the view of the Executive Directors and Non-Executive Directors. A separate exercise was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as level of engagement, contribution and independence of judgment. The Board of Directors expressed their satisfaction with the evaluation process.

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY

All the Independent Directors have provided the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6) and SEBI LODR Regulations.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All new Independent Directors (IDs) inducted into the Board are given an orientation. Presentations are made by Executive Directors (EDs) and Senior Management giving an overview of the Company's operations, to familiarize the new Independent Directors (IDs) with the Company's Business operations. The new IDs are given an orientation on our products, group structure and subsidiary company, Board constitution and procedures, matters reserved for the Board, and the Company's major risks and risk management strategy.

BOARD MEETINGS

The details of number of meetings of the Board, held during the year forms part of the Corporate Governance Report and hence not repeated here for the sake of brevity.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The details of unpaid and unclaimed amounts as on 31st March, 2025 are uploaded on the Company's website (www.pelhakoba.com).

VIGIL MECHANISM

The Company has established a Vigil Mechanism/Whistle Blower Policy that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for an adequate safeguards against victimization of persons who use the Vigil Mechanism.

Details of the Vigil Mechanism/Whistle Blower policy are made available on the Company's website (www.pelhakoba.com).

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY

Details of the Loans, Guarantees and Investment covered under the section 186 of the Companies Act, 2013 are given in the Financial Statements.

CREDIT RATING

The details pertaining to credit rating, forms part of the Corporate Governance Report and hence not repeated here for the sake of brevity.

NOMINATION AND REMUNERATION POLICY

The Committee has framed a policy to determine the qualification and attributes for appointment and basis of determination of remuneration of all the Directors, Key Managerial Personnel and Senior Management. A copy of the policy is annexed as **Annexure -A**.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties for the year under review were on arm's length basis and in the ordinary course of business and Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in nature thus provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Thus, disclosure in Form AOC-2 in terms of Section 134 of the Companies Act, 2013, is included as **Annexure - B** and forms an integral part of this Report.

All related party transactions are placed before the Audit Committee as also to the Board for approval.

The Company has developed a Related Party Transactions Policy which has been uploaded on the website of the Company and web-link thereto has been provided in the Corporate Governance report.

DETAILS RELATING TO DEPOSITS COVERED UNDER CHAPTER V OF THE ACT

The Company has never accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, or under Chapter V of the Act. Hence, the requirement for furnishing details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There is no material change affecting the financial position of the Company which have occurred between the end of the financial year.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

(i) that in the preparation of the Annual Accounts for the year ended 31st March, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;

(ii) that the accounting policies selected and applied are consistent and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the net profit of the Company for the year ended on that date;

(iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the annual accounts have been prepared on a going concern basis;

(v) that the Directors had laid down adequate internal financial controls to be followed by the Company and these are operating effectively;

(vi) that adequate and proper systems to ensure compliance with all applicable laws have been devised and such systems are operating effectively in the Company.

STATUTORY AUDIT

The appointment of M/s. M B A H & CO. (ICAI Regn. No.121426W), statutory auditors of the Company were appointed for a period of 5 years at 30th Annual general Meeting as statutory auditors till the conclusion of 35th Annual general Meeting, as per the provisions of Section 139 of the Companies Act, 2013.

There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors i.e. M/s. M B A H & CO., Chartered Accountants in its report and therefore, there are no further explanations to be provided for in this report and is prepared as per "Ind AS".

COST AUDIT

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s. D S A & Co., Cost accountants, as Cost Auditor to audit the cost accounts of the Company for the year 2025-26 at a remuneration of ₹1,40,000 plus GST as applicable and reimbursement of out of pocket expenses. A resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting. The Company has maintained cost accounts and records for the business, which is applicable as per Section 148(1) of the Companies Act, 2013 for the year ended 31st March, 2025.

SECRETARIAL AUDIT

As required under Section 204 of the Companies Act 2013, and rules made thereunder, the Company has re-appointed M/s. Sanjay Dholakia & Associates, a firm of Company Secretaries in Practice (Membership No.2655; C.P. No.1798) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is included as **Annexure – C** and forms an integral part of this Report.

There is no qualification, reservation or adverse remark or disclaimer made by the Secretarial Auditors in its report and therefore, there are no further explanations to be provided for in this report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has an effective internal control and risk mitigation system, commensurate with its size, scale and complexity of its operations. The scope and authority of the Internal Audit function is also defined. The Audit Committee of the Board actively reviews the adequacy and effectiveness of the systems.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, corrective actions are undertaken in the respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors, including audit of internal financial controls over financial reporting, and the reviews performed by management and the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively as at March 31, 2025.

During the year under review, no material or serious observation has been observed for inefficiency or inadequacy of such controls.

RISK MANAGEMENT

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments, etc. During the year a risk analysis and assessment was conducted and no major risks were noticed.

SAFETY, HEALTH & ENVIRONMENT

The Company, in order to ensure health and safety of its employees and other staff, took adequate pre-emptive measures to enhance the hygiene and sanitization protocols across all offices and plants, in line with guidelines in force by local authorities. The health of the employees coming to work space is being continuously monitored for any signs of the health complications and adequate containment measures are in place. Your Company is committed to maintain its efforts in providing a safe working environment to its employees.

HUMAN RESOURCE

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Polices and Systems. The Company takes various HR initiatives to align the HR policy to the growing requirements of business.

Your Company regularly conducts technical and safety training programmes.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no orders passed by the Regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal committee constituted under the said act has confirmed that no complaint/case has been filed/pending with the Company during the year.

MANAGERIAL REMUNERATION

a. Details of the remuneration of each director to the median remuneration of the employees of the Company and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed as **Annexure - D**.

b. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014, are attached as Annexure-E to this report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company seeks to build constructive relationship with all the stakeholders and wants to benefit from your Company's presence. The Company had formed the CSR Committee and has framed a CSR policy, which has been uploaded on the website of the Company. The provisions of CSR activities under Companies Act 2013 were not applicable to your Company. The CSR Committee has been dissolved by the Board with effect from 31st March, 2025, at its meeting held on 6th February, 2025.

Employee Stock Option Plan (ESOP)

Details of ESOP implemented during the year are as below:

(a) options granted; 3,99,864
(b) options vested; NIL
(c) options exercised; NIL
(e) options lapsed; NIL
(f) the exercise price; NA
(g) variation in terms of options; No
(h) money realised by exercise of options; NA
(i) total number of options in force; 418,364
(j) employee wise details of options granted to:
(i) Key Managerial Personnel; Mr. Deepak Sipani: 15000
Ms. Ami Thakkar: 5000

There is no material change in the ESOP scheme and the same is in compliance with the SEBI (Share Based Employee Benefits) Regulations, 2014. ESOP scheme are made available on the Company's website (www.pelhakoba.com).

As per Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, a certificate received from the secretarial auditor of the company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the Company in the general meeting is annexed as **Annexure -F**.

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

During the year, there were no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the year, the Company had not made any One Time Settlement with any banks or Financial Institutions.

COMPLIANCE OF SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards issued by Institute of Company Secretaries of India on Meeting of Board of Directors and General Meetings.

GENERAL DISCLOSURE

During the Financial Year under review:

a. the Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of the Act and Rules made thereunder.

b. the Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the Company or its holding Company, pursuant to the provisions of Section 67 of the Act and Rules made thereunder.

c. the Company has not accepted any deposit from the public, pursuant to the Chapter V of the Act and Rules made thereunder.

d. the Company has not bought back its shares, pursuant to the provisions of Section 68 of the Act and Rules made thereunder.

e. there were no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

f. there were no significant material changes and commitments affecting the financial position of the Company, which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report.

g. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

ACKNOWLEDGEMENT

The Management of your Company is grateful to the Government Authorities, Shareholders, Valued Customers, Company's Bankers, Raw Material Suppliers and other Business Associates for their continued support and co-operation.
The Directors also wish to place on record their appreciation of the co-operation, active involvement and dedication of the employees, which enabled the Management to contribute to the revival of your Company.

For and on behalf of the Board of Directors

Place : Mumbai.
Date : 27th May, 2025

RAJ KUMAR SEKHANI
Chairman
DIN:00102843

Annexure – A

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (LODR) Regulations, 2011, as amended from time to time.

This policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

"Key Managerial Personnel" means:

i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;

ii) CFO;

iii) Company Secretary; and

iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean the personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVES OF THE POLICY

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to Directors, key managerial personnel and senior management involves a balance short and long-term performance objectives appropriate to the working of the Company and its goals.

COMPOSITION OF THE COMMITTEE

- The Committee shall consist of a minimum 3 non-executive Directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRPERSON

- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

ROLE OF THE COMMITTEE

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director, KMP and Senior Management Personnel at any time including the suspension or termination of service subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

- The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - ➢ The Services are rendered by such Director in his capacity as the professional; and
  - ➢ In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

- The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

- The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- The Company may issue Employee Stock Option / Purchase Schemes to Key Managerial Personnel and Senior Management in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may delegate any of its powers to one or more of its members.

Annexure – B

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

   Not Applicable as all transactions are on Arm's Length basis

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	**I) Sales** a) Kiran Industries Pvt. Ltd b) J J and Sons c) Crystal Lace (India) Ltd **II) Purchases** a) Kiran Industries Pvt. Ltd b) Kiran Texpro Pvt. Ltd. c) J J and Sons d) Crystal Lace (India) Ltd **III) Rent Paid** a) Kiran Industries Pvt. Ltd b) Bimladevi Rajkumar Sekhani c) Suman Saurabh Maheshwari **IV) Rent Received** d) Kiran Texpro Pvt. Ltd
b)	Nature of contracts/arrangements/ transaction	Invoice
c)	Duration of the contracts/ arrangements/ transaction	As and when required
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per normal business norms
e)	Date of approval by the Board	2nd February, 2024
f)	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors

RAJ KUMAR SEKHANI
Chairman
DIN:00102843

Date : 27th May, 2025
Place : Mumbai.

Annexure C

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PIONEER EMBROIDERIES LIMITED
CIN No. L17291MH1991PLC063752
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PIONEER EMBROIDERIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable to the Company during the Audit Period);

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);

(d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit Period);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);

(h) The Securities and Exchange of Board of India (Buy-back Regulation), 2018; (Not applicable to the Company during the Audit Period);

(i) As per Management representation letter following are laws applicable specifically to Company:

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. Labour Laws and other incidental laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, gratuity, bonus, provident fund, ESIC, compensation etc.;
4. Acts prescribed under prevention and control of pollution;
5. Acts prescribed under Environmental protection;
6. Acts as prescribed under Direct Tax and Indirect Tax;
7. Land Revenue laws of respective States;
8. Labour Welfare Act to respective States;
9. Trade Marks Act 1999 & Copy Right Act 1957;
10. The Legal Metrology Act, 2009;
11. Acts as prescribed under Shop and Establishment Act of various local authorities.
12. Local Laws as applicable to various offices and plants;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015.

During the year under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, Standards as mentioned above.

❖ During the year under review, The Company applied for delisting of shares from Calcutta Stock Exchange and Shares of the Company has been delisted from Calcutta Stock Exchange w.e.f. 14th March, 2025.

I further report & confirm that the company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 for the year ended 31st March, 2025.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the Company has taken following actions and entered into following events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Mr. Raj Kumar Sekhani has been allotted 13,40,000 equity shares on 12th August, 2024, pursuant to conversion of its entire Share Warrants after receipt of full payment.

This Report is to be read with my letter of even date which is annexed as Annexure 1 and forms an integral part of this Report:

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 27th May, 2025
Place: Mumbai

UDIN: F002655F000453292

Annexure 1
(forming part of Secretarial Audit Report)

To,
The Members,
PIONEER EMBROIDERIES LIMITED
CIN No. L17291MH1991PLC063752
Mumbai

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I followed provide a reasonable basis for our opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, I obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 27th May, 2025
Place: Mumbai

UDIN: F002655G000448971

Annexure – D

STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i. The ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year:

Name of Director	Designation	Ratio to median remuneration of the employees
Mr. Raj Kumar Sekhani	Chairman	42:1
Mr. Harsh Vardhan Bassi	Managing Director	18:1
Mr. Saurabh Maheshwari	Executive Director	24:1

ii. The Median remuneration of Employees of the Company was ₹2.01 Lakhs.

iii. For this purpose, sitting fees paid to the Directors have not been considered as remuneration.

iv. The % increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year:

Designation	Name of Employee	% increase/decrease in remuneration (₹in Lakh)
Chairman	Mr. Raj Kumar Sekhani	--
Managing Director	Mr. Harsh Vardhan Bassi	--
Executive Director	Mr. Saurabh Maheshwari	-20.67
CFO	Mr. Deepak Sipani	-0.35
Company Secretary	Mrs. Ami Thakkar	7.05

v. The % increase in the median remuneration of employees in the financial Year: 11.59%.

vi. The number of permanent employees on the rolls of the Company: 1140.

vii. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The median percentage increase made in the salaries of employees other than the managerial personnel was 42.51% while the increase in the remuneration of managerial personnel was (5.58%).

viii. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company hereby affirmed that the remuneration is as per the Remuneration policy of the Company.

ix. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

For and on behalf of the Board of Directors

RAJ KUMAR SEKHANI
Chairman
DIN:00102843

Date : 27th May, 2025
Place : Mumbai.

Annexure – E

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2025 is given here below and forms part of Directors' Report.

A) CONSERVATION OF ENERGY:

The manufacturing processes of the Company are not energy intensive, therefore, impact of energy saving devices is insignificant.

B) TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:

The Company has not imported any technology at any time during the last five years.

RESEARCH AND DEVELOPMENT:

a)	Specific areas in which R & D has carried out by the Company	The Company has carried out R & D in the area of product development & cost reduction.
b)	Benefit derived as a result of R & D.	Sales and quality of the products of the Company has improved substantially.
c)	Future Plan of action	The Company plans to strengthen its R & D activity and intensify its cost reduction programme.
d)	Expenditure on R & D	Expenditure on R & D is not accounted for separately.

C) FOREIGN EXCHANGE EARNING AND OUTGO:

(₹ in lakhs)

	2024-25	2023-24
Total Foreign Exchange Used (Payment Basis)	964.15	2028.86
Total Foreign Exchange Earned	3131.26	4474.09

Annexure–F

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
PIONEER EMBROIDERIES LIMITED

I, Sanjay Dholakia, is Secretarial Auditor of Pioneer Embroideries Limited (hereinafter referred to as 'the Company'), having CIN L17291MH1991PLC063752 and having its registered office at Unit 101B, 1st floor, Abhishek Premises, Plot No.C5-6 Dalia Ind. Est., Off. New link Road, Andheri (W) Mumbai 400 058. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations'), for the Financial Year ended 31st March, 2025.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented Pioneer Embroideries Limited Employee Stock Option Plan – 2018 viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution(s) passed by the members at the Annual General Meeting of the Company held on 20th August 2018,

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the Company has implemented the Pioneer Embroideries Limited Employee Stock Option Plan – 2018 and Employee Stock Option Scheme in accordance with the applicable provisions of the Regulations and Resolution(s) passed by the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 27th May, 2025
Place: Mumbai

UDIN: F002655G000448848

Corporate Governance Report

1. Company's Philosophy on Corporate Governance

Your Company believes that good Corporate Governance is essential for achieving long term goals and enhancing shareholder value. While the regulatory environment in the country has done well to have relevant structures, code and practices in place for ensuring better standards of corporate governance, We, at Pioneer, believe that compliance of the same should be both in letter and in spirit. Even before the framework was in place, your Company has always imbibed the spirit of good governance in its corporate philosophy and has created an enabling environment for nurturing good management practices. Our pursuit towards achieving good governance is an on-going basis. Apart from efficiency and competitiveness, other traits like transparency, accountability and ethical values form part of our corporate culture.

The Board of Directors at Pioneer is committed to ensure that the affairs of your Company are governed in the best interests of the shareholders, and that all endeavors are made to maintain transparency and fairness in all facets of its operations. Emphasis is on maintaining integrity of internal control systems and accountability and compliance with all statutory/ regulatory requirements. Your Company is also conscious of its responsibility as a good Corporate Citizen, and assures that its' operations would be guided by ethics and social values. Moreover, efforts are made to have such values well-defined and explicit, and have them filter down from the top brass to the lower levels of the organisation. We acknowledge the fact that quality of governance is a critical success factor for brand building, resource mobilisation, market penetration and overall business competitiveness.

In accordance with Regulation 27 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the stock exchanges and best practices followed internationally on Corporate Governance, the details of compliance by the Company are as under:

2. Board of Directors

The Board of the Company comprises Six Directors, out of which three are Executive Directors and three are Independent Non-Executive Directors. The Non-Executive Directors of the Company are highly experienced professionals in their fields and in the corporate world. The Chairman of the Board is an Executive Director.

The Composition of Directors on the Board of the Company is as under:

Category	No. of Directors
Executive Directors	3
Non- Executive Independent Directors	3
Total	**6**

Category	Name of Directors
Executive Directors	Mr. Raj Kumar Sekhani
	Mr. Harsh Vardhan Bassi
	Mr. Saurabh Maheshwari
Non-Executive and Independent Directors	Ms. Sushama Bhatt
	Mr. Mahesh Kumar Gupta
	Mr. Varun Kathuria

The Category of Directors on the Board of the Company is as under:

Name of the Director	Category	No. of other Directorships@	#No. of Board Committee in which Director is	
			Member	Chairman
Mr. Raj Kumar Sekhani	Chairman	3	2	--
Mr. Harsh Vardhan Bassi	Managing Director	3	3	--
Mr. Saurabh Maheshwari	Executive Director	--	--	--
Ms. Sushama Sunil Bhatt	Independent Non-Executive Director	--	3	2
Mr. Mahesh Kumar Gupta	Independent Non-Executive Director	--	2	1
Mr. Varun Kathuria	Independent Non-Executive Director	--	2	1

@ Does not include Directorships in Private Companies.
# Committee includes Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

None of the Directors of the Company holds membership of more than 10 Board Committees or Chairmanships of more than 5 Board Committees.

The Company has familiarization program for Independent Directors of the Company with regard to their role, rights, responsibilities in the Company, nature of industry in which the Company operates, the business model of the Company. None of the Non-Executive Directors during the year held any shares or convertible instruments. None of the Directors had any inter-se relationships. The details of familiarization programmes imparted to independent is available on website of the Company at https://www.pelhakoba.com/wp-content/uploads/2023/02/Details-of-Familiarization-programme-to-Independent-Directors.pdf.

Terms of appointment of Independent Directors is available on website of the Company at https://www.pelhakoba.com/wp-content/uploads/2023/07/Terms-of-appointment-of-independent-directors.pdf.

Attendance of Directors at Board Meetings and at the last Annual General Meeting

The Board of the Company met Five times during the year ended 31st March, 2025 on the following dates:

27-05-2024, 12-08-2024, 14-10-2024, 12-11-2024 and 06-02-2025

The Board discussed the operating plans, performance of various units and various other information's from time to time.

Name of the Director	Board Meetings held during the tenure of the Director	Board Meeting Attended	Attendance at the last AGM held on 6th August, 2024
Mr. Raj Kumar Sekhani	5	5	Present
Mr. Harsh Vardhan Bassi	5	5	Present
Ms. Sushama Sunil Bhatt	5	5	Present
Mr. Saurabh Maheshwari	5	5	Present
Mr. Mahesh Kumar Gupta	5	5	Present
Mr. Varun Kathuria	5	5	Present

Directors seeking reappointment:

A brief resume of Director seeking re-appointment at the Annual General Meeting, the nature of their expertise in specific functional areas, and the names of the Companies in which he hold directorship and the Committees of the Board where-in he is member, are furnished hereunder:

Mr. Harsh Vardhan Bassi

Mr. Harsh Vardhan Bassi, is a Graduate in Commerce Stream from Punjab University, and took business at a very young age. He has nearly 27 years of experience into manufacturing, business development, marketing and other business verticals, he has gained tremendous experience

in International marketing of textiles, had successfully interacted with renowned labels worldwide. He is also on Board of Hakoba Lifestyle Limited owner of the famous brand "Hakoba", Pioneer Realty Limited and Crystal Lace (India) Limited. In addition to being a member of Audit, Shareholders Relationship and Corporate Social Responsibility Committee of Pioneer Embroideries Ltd. Mr. Harsh Vardhan Bassi (DIN:00102941), Managing Director of the Company being liable to retire by rotation and being eligible for re-appointment is placed before the members at the forthcoming Annual General Meeting for their approval.

Mr. Raj Kumar Sekhani

Mr. Raj Kumar Sekhani is a Commerce Graduate from Calcutta University. He is one of the founder Promoter-Director and Executive Chairman of the Company. He has been involved in the activities of manufacturing and trading of garment accessories, embroidery fabrics, laces and knitted fabrics since, his adolescence. Company is growing across global and domestic markets under his leadership given his strong understanding of industry growth drivers. Company has been growing consistently and undertaken project expansion at Yarn unit and setting up an embroidery green field project. He was appointed as a Non Independent Director of the Company being liable to retire by rotation and being eligible for re-appointment is placed before the members at the forthcoming Annual General Meeting for their approval.

Mr. Saurabh Maheshwari

Mr. Saurabh Maheshwari (DIN: 00283903) is a Chartered Accountant by qualification. He has over 25 years of experience in the field of Textiles sector mainly in the field of manufacturing as well as processing of various yarns. He is instrumental in setting up of Greenfield speciality polyester yarn project at Kala Amb, Himachal Pradesh from selection of land, manufacturing technology, team building, distribution channel particularly for international business and selection of appropriate Product mix. He was appointed as a Non Independent Director of the Company being liable to retire by rotation and being eligible for re-appointment is placed before the members at the forthcoming Annual General Meeting for their approval.

Ms. Sushama Bhatt

Ms. Sushama Bhatt is a Law graduate and also has a Diploma in Business Management. Her core professional strength is in the field of Marketing, Brand Management, Corporate Communications, Planning, organization and execution of developmental strategies, Advertising, PR, printing and publicity, branch and agent's development, Media management, Product Development and Regulatory Compliance. She was appointed as an Independent Director of the Company not being liable to retire by rotation and being eligible for re-appointment is placed before the members at the forthcoming Annual General Meeting for their approval.

3. Core skills / expertise / competencies available with the Board

The core skills / expertise / competencies required in the Board in the context of the Company's Businesses and sectors functioning effectively as identified by the Board of Directors of the Company are tabulated below:

Core skills / expertise / competencies	Name of the Directors					
	Mr. Raj Kumar Sekhani	Mr. Harsh Vardhan Bassi	Ms. Sushama Sunil Bhatt	Mr. Saurabh Maheshwari	Mr. Mahesh Kumar Gupta	Mr. Varun Kathuria
Leadership	•	•	•	•	•	•
Strategic Planning	•	•	•	•	•	•
Industry Knowledge and Experience	•	•	•	•	•	•
Technology	•	•	•	•		•
Financial Control	•	•	•	•	•	•
Human Resources	•	•	•	•	•	
Business strategy, Sales and Marketing	•	•		•	•	•
Corporate Governance	•	•	•	•	•	•

The Board members hereby confirm that the independent Directors fulfill the conditions specified in SEBI (LODR) Regulations, 2015 and are independent of the management.

4. Performance Evaluation

The criteria for performance evaluation cover the areas relevant to the functioning as Promoter Directors and Independent Directors such as participation, preparation, conduct and effectiveness. The evaluation of Promoter Directors and Independent Directors was done by the Board as a whole by Independent Directors and Promoters Directors every year. The evaluation of Independent Directors includes performance and fulfillment of the independence criteria as specified in LODR and their independence from the management. All the Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

5. Audit Committee

The following terms of reference stipulated by the Board of Directors to the Audit Committee cover all the matters specified under Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) as well as the provisions of Section 177 of the Companies Act, 2013:

1. To oversee the financial reporting process.
2. To oversee the disclosures of financial information.
3. To recommend appointment / removal of statutory auditors and fixation of their fees.
4. To review the quarterly/half yearly financial results and annual financial statements with the management, internal auditor and the statutory auditor.
5. To consider the reports of the internal auditors and to discuss their findings with the management and to suggest corrective actions wherever necessary.
6. To Review with the management, statutory auditors and the internal auditors the nature and scope of audits and the adequacy of internal control systems.
7. To Review major accounting policies and compliance with accounting standards and listing agreement entered into with the stock exchange and other legal requirements concerning financial statements.
8. To Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
9. To Review related party transactions of material nature, with promoters or the management and their relatives that may have potential conflict with the interests of the Company at large.
10. To investigate any matter covered under Section 177 of the Companies Act, 2013.
11. To Review the financial and risk management policies.

During the year ended 31st March, 2025, Five Meetings of the Audit Committee were held on 27-05-2024, 12-08-2024, 12-11-2024, 21-11-2024 and 06-02-2025.

The Composition of Audit Committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Varun Kathuria	Chairman	Non-Executive Independent Director	5	5
Mr. Mahesh Kumar Gupta	Member	Non-Executive Independent Director	5	5
Mr. Harsh Vardhan Bassi	Member	Executive Director	5	5

6. Nomination and Remuneration Committee

The powers, role and terms of Nomination and Remuneration Committee covers the areas as contained in LODR and Section 178 of the Companies Act, 2013. The Committee comprises of three Non-Executive Independent Directors. The terms of reference of the Committee is to deal with the matters related to remuneration by way of salary, perquisites, benefits, etc. for the Executive and Whole-time Directors of the Company.

During the year ended 31st March, 2025 two meetings of the Committee was held on 27-05-2024 and 12-08-2024.

The Composition of Nomination and Remuneration committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Mahesh Kumar Gupta	Chairman	Non-Executive Independent Director	2	2
Mr. Varun Kathuria	Member	Non-Executive Independent Director	2	2
Ms. Sushama Sunil Bhatt	Member	Non-Executive Independent Director	2	2

The remuneration of the employees consists of fixed pay i.e. Basic pay, Allowances, perquisites etc., which is related to Industry pattern, qualification, experience and responsibilities handled by the employees, etc. The objectives of the remuneration policy are to motivate employees and recognize their contribution, reward merit and to attract and retain talent in the organization.

The Committee is authorised, inter alia to deal with the matters related to remuneration by way of salary, perquisites, benefits etc. for the Executive Directors of the Company and set guidelines for salary, performance pay and perquisites to other senior employees.

Terms of Reference of the Nomination & Remuneration Committee, inter alia, include the following:

- To recommend and review the remuneration packages of the Managing Director and Whole Time Directors including pension rights and compensation payment.
- To recommend and review on the sitting fees to be paid to the Non-Executive Directors and Independent Directors for attending the Board Meetings and Committee Meetings.
- To help in determining the appropriate size, diversity and composition of the Board.
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To assist in developing a succession plan for the Board.
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Performance Evaluation of Board

In compliance with the provisions of the Act and SEBI Listing Regulations, the Company has undertaken the performance evaluation process for the Board of Directors, its Committees and that of individual Directors. The performance evaluation was undertaken as per the Guidance Note on Board evaluation issued by Securities and Exchange Board of India and framework provided by Nomination and Remuneration/ Compensation Committee, setting out parameters for conducting performance evaluation of the Board, its Committees and that of Individual Directors.

7. Remuneration of Directors

(a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity;

There is no pecuniary relationship or transactions of the non-executive directors with the Company.

(b) Criteria of making payments to non-executive directors;

Only sitting fees are paid to non-executive directors.

(c) Disclosures with respect to remuneration: in addition to disclosures required under the Companies Act, 2013, are as below:

(₹in lakhs)

Sr. No.	Name of Director	Sitting fees	Salary	Bonus	Performance Linked Incentives	Provident Fund	Pension	Stock option (in nos.)
1.	Mr. Raj Kumar Sekhani	--	84.00	--	--	--	--	--
2.	Mr. Harsh Vardhan Bassi	--	36.00	--	--	--	--	--
5.	Ms. Sushama Sunil Bhatt	1.80	---	--	--	--	--	--
6.	Mr. Saurabh Maheshwari	---	46.20	1.80	--	--	--	90,000
7.	Mr. Mahesh Kumar Gupta	2.15	-	-	--	--	--	--
8.	Mr. Varun Kathuria	2.05	-	-	--	--	--	--
	Total	**6.00**	**166.20**	**1.80**	**--**	**--**	**--**	**--**

8. Stakeholders' Relationship Committee

The functions of Stakeholder's Relationship Committee is to specifically look into various aspects of interest of shareholders including redressal of investor's complaints related to share transfers, non-receipt of Annual Reports, dividend payment, issue of duplicate share certificates, transfer and transmission of shares and other allied transactions. Its scope also includes delegating the powers to the executives of Company / Share Transfer Agents to process share transfer, etc.

During the year ended 31st March, 2025, four Meetings of the Stakeholder's Relationship Committee were held on 27-05-2024, 12-08-2024, 12-11-2024 and 06-02-2025.

The Composition of Stakeholders' Relationship committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Ms. Sushama Sunil Bhatt	Chairperson	Non-Executive Independent Director	4	4
Mr. Raj Kumar Sekhani	Member	Executive Director	4	4
Mr. Harsh Vardhan Bassi	Member	Executive Director	4	4

Ms. Ami Thakkar has been designated as Compliance Officer in terms of SEBI (LODR) Regulations, 2015.

The details of the complaints and other correspondence received and attended to during the year ended on 31st March, 2025 are given hereunder:

Nature of Complaints	Received	Attended to	Pending
Non Receipt of Share Certificate(s) Transfer	0	0	0
Non Receipt of Rejected DRF	0	0	0
Non Receipt of Exchange Certificate(s)	0	0	0
Non Receipt of Bonus Certificate(s)	0	0	0
Total	**0**	**0**	**0**

9. Corporate Social Responsibility Committee

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. Your Company has developed a CSR Policy which is available on the Website of the Company at https://www.pelhakoba.com/wp-content/uploads/2022/11/Corporate-Social-Responsibility-policy.pdf

During the year under review, One Corporate Social Responsibility Committee meeting was held on 24-03-2025.

The composition of Corporate Social Responsibility Committees as under:

Name of the Director	Designation	Status	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Ms. Sushama Sunil Bhatt	Chairperson	Non-Executive Independent Director	1	1
Mr. Raj Kumar Sekhani	Member	Executive Director	1	1
Mr. Harsh Vardhan Bassi	Member	Executive Director	1	1

Terms of Reference

The Terms of Reference of the CSR Committee are as under:

- Formulate and recommend to the Board, a CSR Policy.
- Recommend the amount of expenditure to be incurred on CSR activities.
- Monitor CSR policy from time to time.
- Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company.

CSR committee was dissolved w.e.f. 31st March, 2025 by Board of Directors at its Meeting held on 6th February, 2025.

10. General Body Meetings

The venue and time of the Annual General Meetings held during the last three years are as follows:

Year	Date	Time	Venue	No. of Special Resolutions passed
2021-2022	12th July, 2022	10.00 A.M	Through Video conferencing(VC) or Other Audio Video Mode(OAVM).	0
2022-2023	29th September, 2023	10.30 A.M	Through Video conferencing(VC) or Other Audio Video Mode(OAVM).	2*
2023-2024	6th August, 2024	10.30 A.M	Through Video conferencing(VC) or Other Audio Video Mode(OAVM).	0

*For AGM held on 29th September, 2023 the following Special Resolutions were passed:

Sr. No.	Particulars
1.	Appointment of Mr. Mahesh Kumar Gupta (DIN:01821446), as an Independent Director of the Company.
2.	Appointment of Mr. Varun Kathuria (DIN: 00027987), as an Independent Director of the Company.

The venue and time of the Extra Ordinary General Meeting(EOGM) held during the year are as follows:

Year	Date	Time	Venue	No. of Special Resolutions passed
2024-2025	8th November, 2024	11.00 A.M	Through Video conferencing(VC) or Other Audio Video Mode(OAVM).	2*

Sr. No.	Particulars
1.	Amendment of the object clause of the Memorandum of Association of the Company.
2.	Adoption of amended Articles of Association as per provisions of Companies act, 2013

11. Means of Communication

The Unaudited Quarterly, Half Yearly and Annual Financial Results are sent to the Stock Exchanges where the shares of the Company are listed. The Results are normally published in 'Business Standard' & 'Mumbai Lakshdeep'. The results are displayed on the website of the Company at https://www.pelhakoba.com/reg-46-2-62-1-of-lodr/#

12. Analysts/Institutional Investors Presentation

Presentations are also made to international and domestic institutional investors and analysts. These presentations and other disclosures which are required to be disseminated on the Company's website under the Listing Regulations and have been uploaded on the website of the Company at https://www.pelhakoba.com/reg-46-2-62-1-of-lodr/#

13. General Shareholder Information

i) AGM

Date and Time : Thursday, 31st July, 2025 at 11.00 A.M through Video Conferencing or Other Audio Visual means.

ii) Financial Calendar 2025-2026 (tentative) Financial year ends on 31st March every year

Quarter ending June 30, 2025	:	By Second Week of August, 2025
Half year ending September 30, 2025	:	By Second Week of November, 2025
Quarter ending December 31, 2025	:	By Second Week of February, 2026
Year ending March 31, 2026	:	By Last Week of May, 2026
Annual General Meeting (2025-2026)	:	By end of September, 2026

iii) Date of Book Closure : Friday, 25th July, 2025 to Thursday, 31st July, 2025 (both days inclusive)

iv) Dividend Payment Date : No Dividend has been recommended by the Board of Directors of the Company for the year.

v) Listing on Stock Exchanges & Stock Code : National Stock Exchange of India Limited
(Code: PIONEEREMB)
Address: Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai: 400051.

BSE Limited (Code: 514300)
Address: Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai: 400001.

The Calcutta Stock Exchange Limited
(Code: 26033)
7 Lyons Range Kolkata,
Kolkata: 700001.

*Delisting of Company's shares from Calcutta Stock Exchange with effect from 14th March, 2025.

vi) Listing Fees : Annual Listing Fees for the Financial Year 2025-2026 has been paid to the above Stock Exchanges.

vii) Demat ISIN No. : INE156C01018

viii) Registrar & Share Transfer Agent : MUFG Intime India Private Limited.,
(Formerly Link Intime India Private Limited)
C 101, 247 Park,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083.
Telephone number: 022-49186000
Fax: 022-49186060
Email: rnt.helpdesk@in.mpms.mufg.com

ix) Share Transfer System

The share transfers, received are processed and completed within a period of 15 to 20 days from the date of receipt, subject to the documents being valid and complete in all respects.

x) Distribution of Shareholding as on 31st March, 2025

Slab of No. of Shareholding	No. of Shareholders	% to No. of Shareholders	Amount (₹)	% to paid-up capital
Upto - 5,000	25,372	98.67	43,82,836	14.22
5,001 - 10,000	149	0.58	11,42,835	3.71
10,001 - 20,000	94	0.37	13,26,794	4.31
20,001 - 30,000	24	0.09	5,97,364	1.94
30,001 - 40,000	17	0.07	6,11,545	1.98
40,001 - 50,000	9	0.03	4,02,952	1.31
50,001 - 1,00,000	21	0.08	15,30,635	4.97
> 1,00,001	28	0.11	2,08,20,481	67.56
Total	**25,714**	**100.00**	**3,08,15,442**	**100.00**

xi) Categories of Shareholding Pattern as on 31st March, 2025

Category	No. of Share holders	% of Share holders	No. of Shares	% of Shareholding
Promoters	4	0.02	1,00,78,325	32.71
Mutual Funds & UTI	2	0.01	900	0.00
Banks/Financial Institutions/Ins/ Govt.	3	0.01	20,00,286	6.49
Foreign Portfolio Investors Category I	2	0.01	25,56,188	8.30
Other Bodies Corporates	139	0.55	15,22,429	4.94
Individuals	24,449	96.19	1,28,90,103	41.83

Category	No. of Share holders	% of Share holders	No. of Shares	% of Shareholding
NRIs/OCBs	485	1.91	4,47,367	1.45
Investor Education and Protection Fund (IEPF)	1	0.00	3,750	0.01
Body Corporate-Ltd Liablity Partnership (LLP)	8	0.03	4,65,832	1.51
Escrow Account	1	0.00	**306**	**0.00**
Others	324	1.27	**8,49,956**	**2.76**
Total	**25,418**	**100.00**	**3,08,15,442**	**100.00**

Due to clubbing of Folios of same person holding shares in more than one Folio, there is Difference in No. of shareholders in Distributions of Shareholding as on 31st March, 2025 and Categories of Shareholding Pattern as on 31st March, 2025.

xii) Dematerializations of Shares

The Company's shares are traded compulsorily in dematerialized form. As on 31st March, 2025 the details of the shares of the Company held in physical and demat form are given below:

	No. of Shares	% to the Capital
Shares held in Physical Form	3,28,219	1.07
Shares held in Demat Form	3,04,87,223	98.93
Total	**3,08,15,442**	**100.00**

xiii) Outstanding GDRs / Warrants and Convertible Instruments

There is no Outstanding GDRs / Warrants and Convertible Instruments as at 31st March, 2025.

xiv) Commodity price risk or Foreign exchange risk and hedging activities

The Company is not involved in any hedging activities.

xv) Plant Locations

i) Sarigam, Gujarat

ii) Naroli, Dadra & Nagar Haveli

iii) Kala-amb, Himachal Pradesh

iv) Degaon, Dhule

xvi) Address for Correspondence

Shareholder correspondence should be addressed to the Company's Registrar and Transfer Agents:
M/s. MUFG Intime India Private Limited
(Formerly known as Link intime India Pvt. Ltd.)
C 101, 247 Park,
L. B. S. Marg, Vikhroli (West),
Mumbai - 400 083.
Tel No.: (022) 49186000, Fax No.: (022) 49186060
Email: rnt.helpdesk@in.mpms.mufg.com

Investors may also write or contact Ms. Ami Thakkar, Company Secretary and Compliance officer at the Corporate Office of the Company at:

Unit No 21 to 25, 2nd Floor Orient House,
3A Udyog Nagar, Off S V Road,
Goregaon (West),Mumbai – 400 062.
Tel.: (022)42232323 Fax: (022) 42232313
Email: mumbai@pelhakoba.com

xvii) Credit Rating obtained by the Company

The Company has received the credit rating from India Ratings and Research Private Limited on 31st July, 2024 which is as below:

Instrument Type	Rating
Term Loan	IND BBB-/Stable
Fund Based facilities	IND BBB-/Stable/IND A3
Non-Fund Based facilities	**IND A3**

The same had been uploaded on the website of the Company at www.pelhakoba.com/wp-content/uploads/2025/06/CREDIT.pdf

xviii) Utilisation of funds raised through preferential allotment:

Mr. Raj Kumar Sekhani has been allotted 13,40,000 equity shares on 12th August, 2024, pursuant to conversion of its entire Share Warrants after receipt of full payment which has been used for Company's expansion and Working Capital during the year.

xix) Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:

During the year under review, there were no such recommendations made by any Committee of the Board that were mandatorily required and not accepted by the Board.

xx) Total Fees for all Services paid by the Listed Entity and Its Subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the Network Firm/Network Entity of which the Statutory Auditor is a part.

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s. M B A H & CO, Chartered Accountants, Statutory Auditors of the Company and all the entities in the network firm/network entity of which Statutory Auditor is a part is as under:

Company Name	Relationship	Name of Auditor	(₹ In lakhs)
Pioneer Embroideries Limited	Parent's Company	M/s. M B A H & CO, (ICAI Reg. No.121426W), Chartered Accountants	11.50

14. Disclosures

There were no transactions of material nature with promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The Related Party Transactions policy as approved by the Board is uploaded on the website of the Company at https://www.pelhakoba.com/wp-content/uploads/2025/06/RPT-Policy.pdf

Transactions with Related Parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.

15. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHOBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance towards any kind of harassment, including sexual harassment, or discrimination. Your Company has constituted an Internal Complaints Committee (ICC) to investigate and resolve sexual harassment complaints. Employees are encouraged to speak up and report any such incidences to the ICC. Your Company has also implemented a Policy on Prevention of Sexual Harassment which is reviewed by the ICC at regular intervals. Any complaint made to the ICC is treated fairly and confidentially. The Sexual Harassment policy as approved by the Board is uploaded on the website of the Company at https://www.pelhakoba.com/wp-content/uploads/2023/06/SEXUAL-HARASSMENT.pdf.

The details as required in respect of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided below:

a) number of complaints filed during the financial year: NIL

b) number of complaints disposed of during the financial year: NIL

c) number of complaints pending as on the end of the financial year: NIL

16. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

No Loans and Advance in the nature of Loans to Firms/Companies are given in which Directors are interested other than to subsidiaries which forms part of the notes to accounts.

17. CERTIFICATE FROM PRACTISING COMPANY SECRETARY

The Company has obtained a certificate from M/s. Sanjay Dholakia & Associates, Practising Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority and the same forms part of this Report.

18. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report forms part of the Annual Report and includes discussion on various matters specified under Schedule V of SEBI Listing Regulations.

19. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets. Rs. 6,10,000 and Rs. 3,20,000 were paid as fine and Late fees to Calcutta Stock Exchange for listing of Company's shares. Other than above there were no penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI, MCA or other statutory authorities relating to the capital markets except in F.Y. 2021-22 which is as below:

Sr. No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks Of The Practicing Company Secretary	Management Response	Remarks
1	Regulation 17(1) of SEBI (LODR) Regulations	Compliance under Regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	Non- compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	NSE	Imposition of Fine under SEBI SOP circular no. SEBI/ HO/CFD/CMD/ CIR/P/2020/12 dated January 22,2020	Non-compliance under regulation 17(1) of SEBI (LODR) Regulations pertaining to Board Composition	₹ 4,54,300/-	The Company filed waiver application, which was not considered favourably by Committee. The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed an Appeal before Hon'ble Securities Appellate Tribunal (SAT), Mumbai against the decision of NSE rejecting company's waiver application, which was rejected by SAT. The company had file review application against the said order.	The Company filed waiver application, which was not considered favourably by Committee. The Company has paid fine under protest to the National stock Exchange of India Limited (NSE). The Company filed an Appeal before Hon'ble Securities Appellate Tribunal (SAT), Mumbai against the decision of NSE rejecting company's waiver application, which was rejected by SAT. The company had file review application against the said order.	

20. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LODR

The status of compliance with discretionary recommendations of the Regulation 27 of the LODR with Stock Exchanges is provided below:

The Board: Chairman's office is occupied by Executive Chairman.

Shareholders' Rights: As the quarterly and half yearly financial performance along with significant events are published in the news papers and are also posted on the Company's website, the same are not being sent to the shareholders.

Modified Opinion in Auditors Report: The Company's financial statement for the year 2024-2025 does not contain any modified audit opinion.
Separate posts of Chairperson and Managing Director or CEO: The Chairman of the Board is an Executive Director and his position is separate from that of the Managing Director or CEO.

Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

21. WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimisation of employees. Whistle Blower policy as approved by the Board is uploaded on the website of the Company at https://www.pelhakoba.com/wp-content/uploads/2022/08/Whistle-Blower.pdf.

22. Prevention of Insider Trading Code

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed from starting of the quarter till 48 hours after the declaration of results and during occurrence of any material events as per the code. The Company has appointed Ms. Ami Thakkar as Compliance Officer, who is responsible to set procedures and implementation of the code for trading in Company's securities. During the year under review, there has been due compliance with the said code.

23. CODE OF CONDUCT

The Board has laid down a code of conduct for Business and Ethics for all the Board Members and all the employees of the management grade of the Company. The code of conduct is also available on the Company's website. All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by Managing Director and CFO is attached as annexure to Corporate Governance Report as Annexure 1 and forms part of the Annual Report of the Company.

24. SCORES

There are no pending complaints under SCORES.

25. CEO/CFO CERTIFICATION

The Managing Director and CFO of the Company have certified to the Board of Directors inter-alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2025.

The "Management Discussion and Analysis Report" forms part of this Annual Report.

26. SUBSIDIARY COMPANIES

There is no material Indian Subsidiary Company requiring appointment of Independent Director of the Company on the Board of Directors of the subsidiary Company. The requirements of the Regulation 24 of LODR with regard to subsidiary companies have been complied with. The Policy for determining material subsidiaries is available on website of the Company at: **https://www.pelhakoba.com/wp-content/uploads/2022/08/Policy-for-determining-material-subsidiary.pdf**

27. STATUTORY AND REGULATORY DISCLOSURES

The Company has complied with all mandatory requirements specified in regulation 17 to 27 and regulation 46 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Company has complied with the corporate governance provisions as specified in chapter IV of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Annexure 1 to Corporate Governance

DECLARATION REGARDING CODE OF CONDUCT

We, hereby, declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March, 2025.

For Pioneer Embroideries Limited

Harsh Vardhan Bassi
Managing Director
DIN:00102941

For Pioneer Embroideries Limited

Deepak Sipani
Chief Financial Officer

Place: Mumbai
Date: 27th May, 2025

MANAGING DIRECTORS/CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
Pioneer Embroideries Limited
Mumbai.

We have reviewed the financial statements and the cash flow statement of Pioneer Embroideries Limited for the year ended 31st March, 2025 and that to the best of our knowledge and belief, we state that:

(a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.

(b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.

(c) we accept responsibility for establishing and maintaining internal controls for financial reporting and evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.

(d) we have indicated to the Auditors and the Audit Committee:

(i) significant changes, if any, in the internal control over financial reporting during the year.

(ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Pioneer Embroideries Limited

Harsh Vardhan Bassi
Managing Director
DIN:00102941

For Pioneer Embroideries Limited

Deepak Sipani
Chief Financial Officer

Date: 27th May, 2025
Place: Mumbai

AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of Pioneer Embroideries Limited
Unit 101B, 1st Floor, Abhishek Premises,
Plot No.C5-6 Dalia Industrial Estate,
Off. New Link Road, Andheri (West),
Mumbai- 400058.

We have examined the compliance of conditions of corporate governance by **Pioneer Embroideries Limited**, ('the Company'), for the year ended on 31st March, 2025, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We, further, state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M B A H & CO.
Chartered Accountants
(Firm's Registration Number:121426W)

Place: Mumbai
Date: 27th May, 2025

Mahesh Bhageria
Partner
Membership Number:034499
UDIN: 25034499BMNPVV8941

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
PIONEER EMBROIDERIES LIMITED
CIN No. L17291MH1991PLC063752

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of PIONEER EMBROIDERIES LIMITED having CIN L17291MH1991PLC063752 and having registered office at Unit 101B, 1st Floor, Abhishek Premises, Plot No.C5-6 Dalia Ind. Estate, Off. New Link Road, Andheri (West) Mumbai - 400058 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA
Practicing Company Secretary
Proprietor

Membership No.: FCS 2655
CP No.: 1798
Peer Reviewed Firm No. 2036/2022

Date: 27th May, 2025
Place: Mumbai

UDIN: F002655G000448782

Independent Auditor's Report

To,

Members of Pioneer Embroideries Limited,

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Pioneer Embroideries Limited** (hereinafter referred to as "the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss(including other comprehensive income), the statement of changes in equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information(hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs of the Company as at 31st March, 2025, and its profit, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
The Company expanded its manufacturing facilities in the previous year, and revenue from operations increased from ₹33,618.58 lakhs to ₹37,506.36 lakhs due to this expansion. This is the first full year of operations following the said expansion.	We focused on specific risks and challenges associated with the expansion, as well as the effectiveness of internal controls over the new operations. As part of our audit, we: • Assessed whether sales were recognized at the appropriate time and for the correct amount, considering factors such as the nature of sales contracts, delivery terms, and customer obligations. • Evaluated the design and operating effectiveness of internal controls over sales, accounts receivable, and inventory. • Tested sales transactions around the year-end to ensure that revenues were recognized in the correct accounting period.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

3. As required by Section 143(3) of the Act, based on our audit we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The standalone financial statements dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. the Company has disclosed the impact, of pending litigations on its financial position in its financial statements;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. there is no amount that is required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.

v. No dividend was proposed, declared and paid by the Company during the year.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

Mahesh Bhageria
Partner
Membership No. 034499

UDIN: 25034499BMNPVY4731
Place: Mumbai
Date: 27th May, 2025

Annexure "A" to the Independent Auditors' Report

Referred to in Paragraph 1 under Report on Other Legal and Regulatory Requirements, of the Independent Auditors' Report of even date to the members of Pioneer Embroideries Limited on the standalone financial statements for the year ended 31st March, 2025.
In our opinion and according to the information and explanations provided to us:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets;

a) (A) The Company is generally maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;

(B) The Company is maintaining proper records showing full particulars of intangible assets.

b) As explained to us, fixed assets, according to the practice of the Company, are physically verified by the management in accordance with the phased verification program, which, in our opinion, is reasonable having regards to the size of the Company and the nature of its fixed assets. No material discrepancies have been noticed on such verification.

c) The title deeds of immovable properties, as disclosed in Note 3 on fixed assets to the financial statements, are held in the name of the Company.

d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e) Neither any proceedings have been initiated nor are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made there under.

ii. a) The physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion the coverage and procedure of such verification as followed by management is appropriate. No discrepancies were noticed on verification between the physical stocks and book records that were 10% or more in the aggregate for each class of inventory.

b) During the year, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, from banks on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks are substantially in agreement with the books of account of the Company.

iii. During the year the company has made investments in and granted loans or advances in the nature of loans, secured or unsecured to companies.

a) During the year the company has provided loans or provided advances in the nature of loans, to other Companies, in respect to which;

(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances to subsidiaries and associate company is ₹36.92 Lakh and ₹713.87 Lakh respectively;

(B) No loans or advances and guarantees or security have been given to parties other than subsidiaries and associate company.

b) The investments made and the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the company's interest except that the loans to subsidiaries are interest free.

c) In respect of loans and advances in the nature of loans given, no repayment schedule has been stipulated and interest has been provided for loans given to associate.

d) No amount is overdue for more than ninety days in respect of principal and interest in absence of predefined repayment schedule.

e) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

f) The Company has granted loans or advances in the nature of loans to its subsidiaries and associate company, either repayable on demand or without specifying any terms or period of repayment. The aggregate outstanding amount of such loans is ₹713.87Lakh, which is 100 % of the total loans granted.

iv. In respect of loans and investments, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

v. The Company has not accepted any deposits, in terms of directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, this clause is not applicable.

vi. Maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and such accounts and records have been so made and maintained.

vii. a) The Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax,

service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. There are no undisputed statutory dues which are in arrears, as at 31st March, 2025 for a period of more than six months from the date they became payable.

b) Details of statutory dues, which have not been deposited as on 31st March, 2025 on account of any dispute are given below:

(₹ in lakhs)

Particulars	Year to which the matter pertains	Forum where matter is pending	Amount
Duty of excise	F.Y. 2001-02	Commissioner Appeal	33.58
Service-tax	F.Y. 2007-08 to 2010-11	Commissioner Appeal	123.85

viii. There are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b) The company has not been declared a wilful defaulter by any bank or financial institution or other lender.

c) The term loans were applied for the purpose for which the loans were obtained.

d) The funds raised on short term basis have not been utilised for long term purposes.

e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

x. a) No money has been raised by way of initial public offer or further public offer (including debt instruments) during the year, therefore this clause is not applicable.

b) The Company has made preferential allotment of convertible share warrants, of which some have been converted into equity shares during the year. The provisions of sections 42 and 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which it were raised.

xi. a) Neither any fraud by the company nor any fraud on the Company has been noticed or reported during the year.

b) No report under sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.

c) The Company has not received any whistle-blower complaints during the year.

xii. The Company is not a Nidhi Company;therefore, this clause is not applicable.

xiii. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

xiv. a) The Company has an internal audit system commensurate with the size and nature of its business.

b) The reports of the Internal Auditors for the internal audits done during the year have been considered.

xv. The Company has not entered into any non-cash transactions with directors or persons connected with them.

xvi. a) The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.

b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

d) The Group does not have any CIC as part of the Group.

xvii. The Company has not incurred cash losses in the Financial Year and in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx. There is no unspent amount under section 135(5) of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the order are not applicable.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN: 25034499BMNPVY4731
Place: Mumbai
Date: 27th May, 2025

Mahesh Bhageria
Partner
Membership No. 034499

Annexure 'B' to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of **Pioneer Embroideries Limited** ("the Company"), as of 31st March, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN:
Place: Mumbai
Date: 27th May, 2025

Mahesh Bhageria
Partner
Membership No. 034499

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Standalone Balance Sheet

as at March 31, 2025

(₹ in lakhs)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
I ASSETS			
1 Non-Current Assets			
Property, Plant & Equipments	3A	17,396.73	18,143.77
Capital Work- in- Progress	3B	16.77	-
Right of Use Assets	3C	789.99	409.94
Other Intangible Assets	3D	19.43	19.36
Financial Assets			
(i) Investments	4	1,985.64	1,985.64
(ii) Other Financial Assets	5	260.06	233.63
Other Non-Current Assets	6	195.09	75.54
Total Non-Current Assets		**20,663.71**	**20,867.88**
2 Current Assets			
Inventories	7	5,479.45	6,438.23
Financial Assets			
(i) Investments	8	98.25	98.25
(ii) Trade Receivables	9	2,803.92	2,762.04
(iii) Cash and Cash Equivalents	10	183.40	61.81
(iv) Bank Balances other than Cash and Cash Equivalents	11	4.39	93.33
(v) Loans	12	389.63	353.01
(vi) Other Financial Assets	13	642.34	368.98
Current Tax Assets (Net)	14	136.00	114.46
Other Current Assets	15	960.82	1,243.75
Total Current Assets		**10,698.20**	**11,533.86**
TOTAL ASSETS		**31,361.91**	**32,401.74**
II EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	16	3,081.54	2,947.54
Other Equity	17	12,930.38	12,122.34
Total Equity		**16,011.92**	**15,069.88**
2 Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	18	3,588.16	5,345.95
(ii) Lease Liabilities	19	655.46	321.50
Provisions	20	592.79	537.05
Deferred Tax Liabilities (Net)	21	755.86	572.92
Other Non-Current Liabilities	22	1,330.20	1,347.68
Total Non-Current Liabilities		**6,922.47**	**8,125.10**
3 Current Liabilities			
Financial Liabilities			
(i) Borrowings	23	5,137.28	5,114.35
(ii) Lease Liabilities	24	56.53	70.10
(iii) Trade Payables	25		
a) Outstanding dues of Micro Enterprises and Small Enterprises		467.80	488.24
b) Outstanding dues other than Micro Enterprises and Small Enterprises		1,939.01	2,594.42
(iv) Other Financial Liabilities	26	688.03	763.97
Provisions	27	32.77	19.27
Other Current Liabilities	28	106.10	156.41
Total Current Liabilities		**8,427.52**	**9,206.76**
TOTAL EQUITY AND LIABILITIES		**31,361.91**	**32,401.74**
Significant Accounting Policies and other Notes to the Standalone Financial Statements.	1-53		

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Standalone Statement of Profit & Loss

for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Income			
Revenue from Operations	29	37,506.36	33,618.58
Other Income	30	629.65	397.52
Total Income		**38,136.01**	**34,016.10**
Expenses			
Cost of Materials Consumed	31	21,579.88	21,400.87
Purchases of Stock-in-Trade		319.02	202.27
Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-progress	32	820.04	(1,571.36)
Employee Benefits Expenses	33	4,268.80	3,816.09
Finance Costs	34	959.59	926.41
Depreciation and Amortization Expenses	3	1,565.12	1,253.82
Other Expenses	35	7,986.86	7,529.56
Total Expenses		**37,499.31**	**33,557.66**
Profit before Exceptional and Extraordinary Items and Tax		**636.70**	**458.44**
Exceptional Items - Income/(Loss) (Net)	0	-	-
Profit before Tax		**636.70**	**458.44**
Tax Expenses	36		
Current Tax		-	-
Income Tax for earlier years		-	15.60
Deferred Tax Charge / (Credit)		180.31	54.55
Profit for the year (A)		**456.39**	**388.29**
Other Comprehensive Income			
Items that will not reclassified to Profit or Loss			
Remeasurement of defined benefit plan		9.46	46.20
Income tax impact on above item		(2.63)	(12.85)
Other Comprehensive Income for the year (B)		**6.83**	**33.35**
Total Comprehensive Income for the year (A+B)		**463.22**	**421.64**
Earning per Equity Share of ₹10 each:	52		
(1) Basic (₹)		1.50	1.43
(2) Diluted (₹)		1.50	1.39
Significant Accounting Policies and other Notes to the Standalone Financial Statements.	1-53		

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Standalone Statement of Cash Flow

for the Year Ended March 31, 2025

(₹ in lakhs)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A.	**Cash Flow From Operating Activities :**		
	Net Profit before Extraordinary Items and Tax	636.70	458.44
	Adjustment for :		
	Depreciation and Amortisation Expense	1,565.12	1,253.82
	Loss/(Profit) on sale/discard of Property, Plant and Equipment (net)	(74.38)	(22.44)
	Interest Income	(52.26)	(61.09)
	Dividend Received	(2.70)	(2.40)
	Finance Costs	959.59	926.41
	Employee ESOP Compensation	46.67	-
	Provision for Expected Credit Losses	3.16	15.95
	Amortization of Government Grant	(37.84)	(223.26)
	Operating Profit before Working Capital Changes	**3,044.06**	**2,345.43**
	Changes in Working Capital:		
	Adjustments for :		
	Decrease/(Increase) in Inventories	958.78	(1,424.78)
	Decrease/(Increase) in Trade and Other Receivables	27.04	(460.88)
	Increase/(Decrease) in Trade and Other Payables	(718.84)	668.98
	Cash generated from Operation	**3,311.04**	**1,128.75**
	Net Income Tax (paid) / refunds	(21.54)	26.01
	Net Cash from Operating Activities	**3,289.50**	**1,154.76**
B.	**Cash Flow From Investing Activities :**		
	Purchases of Property, Plant and Equipments and Intangible Assets (including capital advance)	(927.99)	(3,393.64)
	Proceeds from Sales of Property, Plant & Equipments (net of Advance)	82.40	23.64
	Sale/(Purchase) of Current Investments (net)	-	34.79
	Inter corporate deposit given / recovered (net)	(36.62)	(100.92)
	Interest Income Received	52.26	61.09
	Dividend Received	2.70	2.40
	Net Cash from / (used) in Investing Activities	**(827.25)**	**(3,372.64)**
C.	**Cash Flow From Financing Activities :**		
	Proceeds from Issue of Equity Share Capital & Share Warrants (including Share Premium)	432.15	1,272.49
	Proceeds from Non-Current Borrowing	137.90	1,441.15
	Repayment of Non-Current Borrowing	(1,956.94)	(1,249.53)
	Net increase / (decrease) in Current Borrowings	84.18	1,132.20
	Payment of Lease Liability	(78.03)	(72.97)
	Finance Costs	(959.92)	(921.77)
	Net Cash used in Financing Activities	**(2,340.66)**	**1,601.57**
	Net increase / (decrease) in cash and Cash Equivalents (A+B+C)	**121.59**	**(616.31)**
	Add: Opening Cash and Cash Equivalent	61.81	678.12
	Closing Cash and Cash Equivalent	**183.40**	**61.81**

Note:
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 -Statement of Cash Flows.

As per our Report of even date attached herewith
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

For & on behalf of Board of Directors

Mahesh Bhageria
Partner
Membership Number: 034499

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

Place: Mumbai
Date: 27th May, 2025

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Standalone Statement of Change in Equity

for the Year Ended March 31, 2025

(₹ in lakhs)

(a) Equity Share Capital :

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	29,475,442	2,947.54	26,590,942	2,659.09
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	**29,475,442**	**2,947.54**	**26,590,942**	**2,659.09**
Changes in Equity Share Capital during the year	1,340,000	134.00	28,84,500	288.45
Balance at the end of the year	**30,815,442**	**3,081.54**	**2,94,75,442**	**2,947.54**

(b) Other Equity :

Particulars	Reserves and Surplus			Share Warrants	Total
	Security Premium Reserve	Retained Earnings	Share Based Payment Reserve		
Balance at April 01, 2023	**3,999.17**	**6,661.47**	**56.02**	-	10,716.66
Changes in Accounting Policy or prior period errors	-	-	-	-	-
Restated balance as at April 01, 2023	**3,999.17**	**6,661.47**	**56.02**	**-**	**10,716.66**
Profit for the year	-	388.29	-	-	388.29
Other Comprehensive Income for the year (net of tax)	-	33.35	-	-	33.35
Total Comprehensive Income for the year	**-**	**421.64**	**-**	**-**	**421.64**
Received on issue of Share Warrants convertible into Equity Shares	-	-	-	1,219.05	1,219.05
On issuance of Equity Shares	893.44	-	-	(1,075.00)	(181.56)
Dividend Paid	-	-	-	-	-
Recognition of Share based payments	-	-	(53.45)	-	(53.45)
Balance at March 31, 2024	**4,892.61**	**7,083.11**	**2.57**	**144.05**	**12,122.34**
Changes in Accounting Policy or prior period errors	-	-	-	-	-
Restated balance as at April 01, 2024	**4,892.61**	**7,083.11**	**2.57**	**144.05**	**12,122.34**
Profit for the year	-	456.39	-	-	456.39
Other Comprehensive Income for the year (net of tax)	-	6.83	-	-	6.83
Total Comprehensive Income for the year	**-**	**463.22**	**-**	**-**	**463.22**
Received on issue of Share Warrants convertible into Equity Shares	-	-	-	432.15	432.15
On issuance of Equity Shares	442.20	-	-	(576.20)	(134.00)
Recognition of Share based payments	-	-	46.67	-	46.67
Balance at March 31, 2025	**5,334.81**	**7,546.33**	**49.24**	**-**	**12,930.38**

The accompanying Notes are an integral part of the Standalone Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

For & on behalf of Board of Directors

Mahesh Bhageria
Partner
Membership Number: 034499

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

Place: Mumbai
Date: 27th May, 2025

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

1 Reporting Entity

Pioneer Embroideries Limited "the Company" is a public limited company domiciled and incorporated in India and listed on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE). The Company's registered office is at Unit 101B, 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off. New Link Road, Andheri (West), Mumbai-400 058. The Company is primarily engaged in the manufacturing of Special Polyester Filament Yarn (SPFY) and Embroidery & Lace Products. It has four manufacturing units located at Kala-amb (Himachal Pradesh) for SPFY and Sarigam (Gujarat), Naroli (Daman & Nagar Haveli), Degaon (Maharashtra) for Embroidery and Laces. The Company has operations in India and caters to both domestic and international markets.

These financial statements were authorised for issue by the Board of Directors of the Company at their meeting held on 27th May, 2025.

2 Material Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements.

2.1 Basis of Preparation

The standalone financial statements of the Company comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended time to time and other accounting principles generally accepted in India.

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

2.2 Basis of Measurement

The financial statements have been prepared and presented on a going concern basis under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;
- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

2.3 Functional and Presentation Currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Company's functional currency. All amounts have been rounded to the nearest lakhs, unless otherwise indicated.

2.4 Use of Judgements and Estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of leases into finance and operating lease.
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts;
- Useful life and residual value of Property, Plant and Equipment;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Impairment of financial assets: key assumptions used in estimating recoverable cash flows.

2.5 Classification of Assets and Liabilities as Current and Non-Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.6 Property, Plant and Equipment (Fixed Assets)

Recognition and Measurement

Items of property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment. Any gain on disposal of property, plant and equipment is recognised in Statement of Profit and loss.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is an increase in the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation on property, plant & equipment is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013 except in respect of certain Plant & Machineries in whose case the life of the assets has been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc..

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold land is being amortised over the period of lease tenure. Right of use assets is amortised over the lease period or estimated useful life whichever is less. Additions on rented premises are being amortised over the period of rent agreement.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Individual assets costing below ₹5,000 are fully depreciated in the year of purchase.

Capital work-in-progress

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

related to construction and not ready for their intended use, is carried forward at cost and on completion, the costs are allocated to the respective property, plant and equipment.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

2.7 Intangible Assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 10 years.

Amortisation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.8 Non-current Assets held for Sale

Non-current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

2.9 Impairment of Non-financial Assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

2.10 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets that necessarily takes substantial period of time to get ready for its intended use are capitalised as part of the cost of such assets. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

2.11 Foreign Currency Transactions

Transactions in foreign currencies are recorded by the Company at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss with the exception of the following:

- exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit retirement, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using yield of government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other equity and will not be reclassified to the Statement of Profit and Loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Company has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

2.13 Revenue Recognition

The Company recognises revenue from sale of goods when;

i) the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;

ii) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

iii) the amount of revenue can be measured reliably;

iv) it is probable that the economic benefits associated with the transaction will flow to the Company; and

v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc. Sales exclude Goods and Services Tax.

Interest other than interest on overdue debts from customers, is recognised on time proportion basis.

Dividends are recognised at the time the right to receive payment is established.

2.14 Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

finished goods and stock in process is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of raw materials and stores & spare parts is computed on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

2.15 Provisions, Contingent Liabilities and Contingent Assets

Based on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.16 Measurement of Fair Value

a) Financial instruments

The estimated fair value of the Company's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data, primarily cash flow based models. If fair value cannot be measured reliably unlisted shares are recognized at cost.

2.17 Financial Instruments

a. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classifications

The Company classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.
- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Financial assets at fair value through profit and loss (FVTPL) Any Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the company may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

b. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit and loss include financial liabilities designated upon initial recognition as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Derecognition of financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

2.18 Income Tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in Equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

a) Has a legally enforceable right to set off the recognised amounts; and

b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.19 Leases

The Company as lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

2.20 Earning per share

The basic EPS is computed by dividing the profit after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.21 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.22 Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to the purchase of property, plant and equipment are included in noncurrent

Notes to Standalone Financial Statements

for the Year Ended March 31, 2025

liabilities as deferred income and are credited to the statement of Profit and Loss on a straight – line basis over the expected lives of related assets and presented within other income.

2.23 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the Company. The Business activity of the company falls within one business segment viz "Textile".

2.24 Recent Amendments

a) New and amended Standards adopted by the Company

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 1 April, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

b) New and amended Standards issued but not effective

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2025, there are no standards that are notified and not yet effective as on date.

Notes to Standalone Financial Statements

for the Year Ended March 31, 2025

3A. Property, Plant and Equipments

(₹ in lakhs)

Particulars	Tangible Assets										
	Freehold land	Buildings	Plant and Equipment	Vehicles	Furniture and Fixtures	Office Equipment	Computers	Electrical Installations	Borewell	Leasehold Improvements	Total
Cost											
As at April 01, 2023	**275.98**	**2,803.37**	**8,378.87**	**185.66**	**58.85**	**53.29**	**74.64**	**509.51**	**5.30**	**-**	**12,345.47**
Additions	1.76	1,791.81	9,699.64	69.76	28.61	9.90	9.99	606.26	0.75	-	12,218.48
Disposals	-	-	40.07	-	-	-	0.05	-	-	-	40.12
Reclassification to Right of Use Assets	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	**277.74**	4,595.18	**18,038.44**	**255.42**	**87.46**	**63.19**	**84.58**	**1,115.77**	**6.05**	**-**	**24,523.83**
Additions	-	**27.17**	386.90	52.56	139.81	9.05	11.23	66.88	-	45.91	739.51
Disposals	-	-	664.29	26.62	-	-	-	-	-	45.91	690.91
As at March 31, 2025	**277.74**	4,622.35	**17,761.05**	**281.36**	**227.27**	**72.24**	**95.81**	**1,182.65**	**6.05**		**24,572.43**
Depreciation											
As at April 01, 2023	**-**	**878.24**	**3,750.78**	**79.41**	**47.27**	**31.34**	**64.19**	**378.32**	**1.27**	**-**	**5,230.82**
Additions	-	144.11	925.14	22.67	4.10	7.72	7.51	66.66	1.10	-	1,179.01
Disposals	-	-	29.72	-	-	-	0.05	-	-	-	29.77
As at March 31, 2024	**-**	**1,022.35**	**4,646.20**	**102.08**	**51.37**	**39.06**	**71.65**	**444.98**	**2.37**	**-**	**6,380.06**
Additions	-	193.62	1,145.74	27.64	5.84	8.10	8.42	82.82	1.15	0.06	1,473.39
Disposals	-	-	655.61	22.14	-	-	-	-	-	-	677.75
As at March 31, 2025	**-**	**1,215.97**	**5,136.33**	**107.58**	**57.21**	**47.16**	**80.07**	**527.80**	**3.52**	**0.06**	**7,175.70**
Net block											
As at March 31, 2024	**277.74**	**3,572.83**	**13,392.24**	**153.34**	**36.09**	**24.13**	**12.93**	**670.79**	**3.68**	**-**	**18,143.77**
As at March 31, 2025	**277.74**	**3,406.38**	**12,624.72**	**173.78**	**170.06**	**25.08**	**15.74**	**654.85**	**2.53**	**45.85**	**17,396.73**

3B. Capital Work-in-Progress

As at March 31, 2024											**-**
As at March 31, 2025											**16.77**

Notes to Standalone Financial Statements

for the Year Ended March 31, 2025

3C. Right of use Assets (Refer Note 38)

(₹ in lakhs)

Particulars	Leasehold Land	Leased Property	Total
Cost			
As at April 01, 2023	**24.81**	**457.82**	**482.63**
Additions	-	-	-
Additions as per IND AS 116 (Lease)	-	353.24	353.24
Disposals	-	327.14	327.14
As at March 31, 2024	**24.81**	**483.92**	**508.73**
Additions	-	-	-
Additions as per IND AS 116 (Lease)	-	488.60	488.60
Disposals	-	112.82	112.82
As at March 31, 2025	**24.81**	**859.70**	**884.51**
Amortisation			
As at April 01, 2023	**2.07**	**105.12**	**107.19**
Additions	0.30	69.63	69.93
Deletions	-	78.33	78.33
As at March 31, 2024	**2.37**	**96.42**	**98.79**
Additions	0.30	86.16	86.46
Disposals	-	90.73	90.73
As at March 31, 2025	**2.67**	**91.85**	**94.52**
Net block			
As at March 31, 2024	**22.44**	**387.50**	**409.94**
As at March 31, 2025	**22.14**	**767.86**	**789.99**

3D. Intangible Assets

(₹ in lakhs)

Particulars	Computer Software	Total
Cost		
As at April 01, 2023	**72.17**	**72.17**
Additions	4.60	4.60
Disposals	-	-
As at March 31, 2024	**76.77**	**76.77**
Additions	5.34	5.34
Disposals	-	-
As at March 31, 2025	**82.11**	**82.11**
Depreciation		
As at April 01, 2023	**52.53**	**52.53**
Additions	4.88	4.88
Disposals	-	-
As at March 31, 2024	**57.41**	**57.41**
Additions	5.27	5.27
Disposals	-	-
As at March 31, 2025	62.68	**62.68**
Net block		
As at March 31, 2024	19.36	19.36
As at March 31, 2025	**19.43**	**19.43**

3.1 a) Depreciation is provided on fixed assets over the remaining useful life in accordance with the provisions of Schedule II of the Act.

b) Property, Plant and Equipment given as security for borrowings (Refer note 18 & 23).

c) Certain machinery at SPFY unit are hypothecated to Director of Industries Himachal Pradesh towards capital subsidy received from them.

d) During the year, borrowing cost amounting to ₹Nil (₹261.99) directly attributable to the acquisition of fixed assets are capitalized by the Company and work in progress as part of the cost of the assets up to the date of such asset is ready for its intended use.

Notes to Standalone Financial Statements

for the Year Ended March 31, 2025

(₹ in lakhs)

3.2 a) Capital work-in-progress ageing schedule for the year ended March 31, 2025:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	16.77	-	-	-	16.77
	16.77	**-**	**-**	**-**	**16.77**

b) Above project is not overdue and not exceeds its cost of orignal plan as at the reporting date.

4 Non- Current Investment

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Quoted Investments				
In Other Entities (measured at fair value through profit and loss)				
RLF Limited	1,000	0.00	1,000	0.00
(Equity shares of Face Value of ₹10 each)				
(Cost ₹0.06 lakh less provision made ₹0.06 lakh)				
Padmini Technologies Limited (listing suspended)	68,939	0.00	68,939	0.00
(Equity shares of Face Value of ₹10 each)				
(Cost ₹17.56 lakh less provision made ₹17.56 lakh)				
Unquoted Investments				
a) Investment in Subsidiaries (measured at cost)				
Hakoba Lifestyle Limited	4,846,312	484.63	4,846,312	484.63
(Equity shares of Face Value of ₹10 each)				
Pioneer Realty Limited	50,000	5.00	50,000	5.00
(Equity shares of Face Value of ₹10 each)				
Crystal Lace (I) Limited	4,400,000	440.00	4,400,000	440.00
(Equity shares of Face Value of ₹10 each)				
b) In Other Entities				
Shree Ganesh Integrated Textile Park Private Limited	10,560,000	1,056.00	10,560,000	1,056.00
(Equity shares of Face Value of ₹10 each)				
The Greater Bombay Co-op. Bank Limited	40	0.01	40	0.01
(Equity shares of Face Value of ₹25 each)				
	19,926,291	**1,985.64**	**19,926,291**	**1,985.64**

a. None of the above investments are listed on any stock exchange in India or outside India.

b. Aggregate amount of investments are given below:

Aggregate book value of quoted investments		17.62		17.62
Aggregate market value of quoted investments		0.09		0.08
Aggregate cost of unquoted investments		1,985.64		1,985.64
Aggregated amount of impairment in value of investments		17.62		17.62

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

5 Other Non-Current Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security Deposits	179.11	199.93
Fixed Deposit in Banks with more than 12 months maturity	80.95	33.70
	260.06	**233.63**

6 Other Non-Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Capital Advances	195.09	75.54
	195.09	**75.54**

6.1 Capital advance of ₹195.09 has been given towards advance to suppliers of property, plant & equipment.

7 Inventories

(Valued at lower of cost or net realisable value as certified by Management)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw Materials	1,161.27	1,292.23
Work-in-Progress	898.50	1,342.16
Finished Goods	3,004.20	3,380.58
Store & Spares	354.00	351.60
Packing Material	61.48	71.66
	5,479.45	**6,438.23**
Inventories include Goods in transit as under:		
Finished Goods	125.41	329.01

7.1 Inventories are hypothecated to secure borrowings (Refer Note 18 & 23).

8 Current Investment

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
A Investment in Equity instruments				
Unquoted, fully paid-up				
National Stock Exchange of India Limited	15,000	98.25	3,000	98.25
(Equity shares of Face Value of ₹1 each)				
	15,000	**98.25**	3,000	98.25

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Aggregate book value of quoted investments		-		-
Aggregate market value of quoted investments		-		-
Aggregate book value of unquoted investments		98.25		98.25
Aggregated amount of impairment in value of investments		-		-

9 Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured		
Considered Good	2,518.43	2,673.14
Having significant increase in credit risks	504.46	304.71
Credit Impaired	56.21	56.21
	3,079.10	**3,034.06**
Less: Allowance for Credit Losses	(275.18)	(272.02)
	2,803.92	**2,762.04**

9.1 Trade receivables include outstanding from related party enterprise of ₹21.64 (₹77.36).

9.2 Trade receivables are hypothecated to secure borrowings (Refer Note 18 & 23).

Trade Receivables ageing schedule as at 31st March, 2025:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,943.53	528.18	184.64	307.94	7.22	51.38	**3,022.89**
Undisputed Trade receivables -credit impaired	-	-	-	-	7.60	48.61	**56.21**
Disputed Trade Receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	**-**
	1,943.53	528.18	184.64	307.94	14.82	99.99	**3,079.10**
Less: Allowance for Credit Losses							**(275.18)**
Total Trade Receivables							**2,803.92**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Trade Receivables ageing schedule as at 31st March, 2024:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,882.26	529.75	434.94	49.50	54.55	26.85	**2,977.85**
Undisputed Trade receivables -credit impaired	-	-	-	7.60	7.10	41.51	**56.21**
Disputed Trade Receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	**-**
	1,882.26	529.75	434.94	57.10	61.65	68.36	**3,034.06**
Less: Allowance for Credit Losses							**(272.02)**
Total Trade Receivables					.		**2,762.04**

10 Cash & Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with Banks - In Current Accounts	146.47	48.57
Cash in hand	36.93	13.24
	183.40	**61.81**

11 Bank Balances other than Cash & Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed Deposit in Banks with less than 12 months maturity	4.39	93.33
	4.39	**93.33**

12 Current Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Inter Corporate Deposits		
Associates Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	389.63	353.01
	389.63	**353.01**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

13 Other Current Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Other Loans and Advances		
Subsidiaries		
Hakoba Lifestyle Ltd.	186.12	196.02
Pioneer Realty Ltd.	3.92	3.62
Crystal Lace (I) Ltd.	134.21	131.95
Others		
Loan & Advances to Staff	37.84	37.39
Government Incentives Receivable	280.25	-
	642.34	**368.98**

14 Current Tax Assets (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax Refund Receivable (net)	136.00	114.46
	136.00	**114.46**

15 Other Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Advances recoverable in cash or in kind	58.03	122.77
Prepaid Expenses	169.37	195.05
Accrued Export and Other Incentives	49.45	74.71
Other Advances and Balances	683.97	851.22
	960.82	**1,243.75**

16 Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity Shares of ₹10 each	50,000,000	5,000.00	50,000,000	5,000.00
	50,000,000	**5,000.00**	**50,000,000**	**5,000.00**
Issued, Subscribed & Paid up				
Equity Shares of ₹10 each	30,815,442	3,081.54	29,475,442	2,947.54
	30,815,442	**3,081.54**	**29,475,442**	**2,947.54**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
As at the beginning of the financial year	29,475,442	2,947.54	26,590,942	2,659.09
Add: Issued on exercise of ESOP option (Refer Note 43)	-	-	384,500	38.45
Add: Issued against conversion of share warrants	1,340,000	134.00	2,500,000	250.00
As at the end of the financial year	**30,815,442**	**3,081.54**	**29,475,442**	**2,947.54**

Issue of Shares:

The Company has allotted 13,40,000 equity shares of ₹10 each at a premium of ₹33 each during the year to the promoter on 12th August, 2024 on conversion of share warrants on receipt of balance 75% of the issue price. There is no outstanding share warrants pending for conversion at the year end.

Rights, preferences and restrictions attached to Equity Shares:

The Company has one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of Equity Shareholding more than 5% in the Company on reporting date:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Pioneer E-Com Fashions LLP	5,536,492	17.97	5,536,492	18.78
Raj Kumar Sekhani	4,504,760	14.62	3,164,760	10.74
Tano Investment Opportunities Fund	2,500,000	8.11	2,500,000	8.48

Shareholding of Promoters:

Promoter Name	As at March 31, 2025			As at March 31, 2024		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Pioneer E-Com Fashions LLP *	5,536,492	17.97	(0.81)	5,536,492	18.78	No Change
Raj Kumar Sekhani	4,504,760	14.62	3.88	3,164,760	10.74	No Change
Bimladevi Sekhani *	23,073	0.07	(0.01)	23,073	0.08	No Change
Manak Chand Baid Jt. Raj Kumar Sekhani *	14,000	0.05	-	14,000	0.05	No Change

* Change in percentage is due to increase in equity share capital of the Company during the year

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

17 Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
Share Premium Reserve		
Opening Balance	4,892.61	3,999.17
Add: During the year	442.20	893.44
Balance as at the end of the year	**5,334.81**	**4,892.61**
Share Based Payment Reserve		
Opening Balance	2.57	56.02
Add: Recognition of Share based payments during the year (Refer Note 43)	46.67	(53.45)
Balance as at the end of the year	**49.24**	**2.57**
Retained Earnings		
Opening Balance	7,083.11	6,661.47
Add : Other Comprehensive Income (including tax thereon)	6.83	33.35
Add: Profit for the year	456.39	388.29
Balance as at the end of the year	7,546.33	7,083.11
Share Warrants		
Opening Balance	**144.05**	**-**
Add: Received on issue of Share Warrants convertible into Equity Shares	432.15	1,219.05
Less: Issue of equity shares on conversion	**(576.20)**	(1,075.00)
Balance as at the end of the year	-	144.05
	12,930.38	**12,122.34**

Nature and purpose of other reserves/ other equity

Securities Premium

This Reserve represents premium received on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Share Based Payment Reserve:

This reserve relates to stock options granted to employees under "Employee Stock Option Plan 2018 Scheme (ESOP)"and shall be transferred to securities premium account/retained earnings on exercise/cancellation of options.

Retained Earnings

Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

Share Warrants

The Company had issued and allotted share warrants, each convertible into one equity share of ₹10 each at a premium of ₹33 each, on preferential allotment basis to the Promoter of the Company and certain identified non-promoter persons upon receipt of 25% of the issue price as warrant subscription money. Balance 75% of the issue price was payable within 18 months from the date of allotment at the time of exercising the option to apply for fully paid-up equity share of ₹10 each of the Company, against each share warrant held by the warrant holder. On conversion of such share warrants into equity shares, the Company transfers the amount therefrom to securities premium and share capital.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

18 Non-Current Financial Liabilities -Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured Loans		
Term Loans from Banks	3,899.88	4,927.75
Term Loan from Other	1,360.56	2,151.73
	5,260.44	**7,079.48**
Current Maturity of Borrowings disclosed under the head "Current Financial Liabilities-Borrowings" (Refer Note 23)	(1,672.28)	(1,733.53)
	3,588.16	**5,345.95**

18.1 Term Loan from bank of ₹3,688.16 are secured by first pari passu charge over fixed assets of the Company both present & future and are further secured by second charge over current assets of the Company, by personal guarantee of Chairman of the Company and pledge of company's certain shares by promoter and promoter group firms. This loan is repayable in monthly instalments ending October 2028 and presently carries interest @11.80% p.a..

18.2 Term Loans from bank of ₹88.56 are secured by first pari passu charge over current assets of the Company and further secured by second pari passu charge over fixed assets of the Company both present & future with other term lenders, by personal guarantee of the Chairman of the Company. This loan is repayable in monthly instalments ending March 2027 and carries interest @7.5% p.a..

18.3 Term Loan from Banks of ₹123.16 are secured by hypothecation of respective vehicles financed.

18.4 Term Loan from Oerlikon Barmag of ₹505.86 of Foreign Currency Term Loan is secured by exclusive charge on certain imported machineries. This loan is repayable in half yearly instalments ending February 2026 and carries interest @4.50% p.a.

18.5 Term Loan from Tata Capital of ₹765.80 is secured by exclusive charge on certain machineries financed by them. This loan is repayable in monthly instalments ending September 2028 and presently carries interest @12.2% p.a.

18.6 Term Loan from Orix Leasing & Financial Services India Limited of ₹88.90 is secured by exclusive charge on certain machineries financed by them. This loan is repayable in monthly instalments ending February, 2030 and presently carries interest @12.5% p.a.

19 Lease Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Finance lease obligations	711.99	391.60
	711.99	**391.60**
Current Maturity of Lease (Refer Note 24)	(56.53)	(70.10)
	655.46	**321.50**

20 Long Term Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits	592.79	537.05
	592.79	**537.05**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

21 Deferred Tax Liabilities (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
The balance comprises temporary differences attributable to:		
Deferred Tax Assets in relation to:		
Business Losses including Unabsorbed Depreciation	24.49	118.28
Provision for allowances for credit losses	76.56	75.68
Expenses allowed in the year of payment	264.54	172.42
Lease Liabilities	198.08	108.94
Total Deferred Tax Assets (A)	**563.67**	**475.32**
Deferred Tax Liabilities in relation to:		
Property, Plant & Equipments and Intangible Assets	1,123.43	940.44
Right-of-use to assets	196.10	107.80
Total Deferred Tax Liabilities (B)	**1,319.53**	**1,048.24**
Total Deferred Tax Liabilities (B-A)	**755.86**	**572.92**

21.1 Movement of Deferred Tax Liabilities/ (Assets)

Particulars	As at March 31, 2024	Recognised in P&L	Recognised in OCI	As at March 31, 2025
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	118.28	(93.79)	-	**24.49**
Provision for allowances for credit losses	75.68	0.88	-	**76.56**
Expenses allowed in the year of payment	172.42	94.75	(2.63)	**264.54**
Lease Liabilities	108.94	89.14	-	**198.08**
Total Deferred Tax Assets (A)	**475.32**	**90.98**	**(2.63)**	**563.67**
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	940.44	182.99	-	**1,123.43**
Right-of-use to assets	107.80	88.30	-	**196.10**
Total Deferred Tax Liabilities (B)	**1,048.24**	**271.29**	**-**	**1,319.53**
Total Deferred Tax Liabilities / (Assets) (B - A)	**572.92**	**180.31**	**2.63**	**755.86**

Particulars	As at March 31, 2024	Recognised in P&L	Recognised in OCI	As at March 31, 2025
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	-	118.28	-	**118.28**
Provision for allowances for credit losses	71.24	4.44	-	**75.68**
Expenses allowed in the year of payment	155.65	29.62	(12.85)	**172.42**
Lease Liabilities	102.74	6.20	-	**108.94**
Total Deferred Tax Assets (A)	**329.63**	**158.54**	**(12.85)**	**475.32**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	As at March 31, 2024	Recognised in P&L	Recognised in OCI	As at March 31, 2025
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	737.03	203.41	-	**940.44**
Right-of-use to assets	98.12	9.68	-	**107.80**
Total Deferred Tax Liabilities (B)	**835.15**	**213.09**	**-**	**1,048.24**
Total Deferred Tax Liabilities / (Assets) (B - A)	**505.52**	**54.55**	**12.85**	**572.92**

22 Non-Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Government Grants (Refer Note 39)		
Opening Balance	1,347.68	1,042.44
Add: During the year	20.36	528.50
Less: Amortisation of Deferred Government Grant recognised in Other Income	37.84	223.26
	1,330.20	**1,347.68**

23 Current Financial Liabilities -Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Loans Repayable on Demand		
Cash Credit from Banks	3,128.89	2,690.02
	3,128.89	**2,690.02**
Unsecured		
Short Term Loans Repayable on Demand		
Inter Corporate Deposits	336.11	690.80
Current maturities of Long Term Debt (Refer note 18)	1,672.28	1,733.53
	336.11	**690.80**
	5,137.28	**5,114.35**

23.1 Cash Credit Loans are secured by first pari passu charge by hypothecation of stocks, book debts and second pari passu charge on all fixed assets, both present and future and further secured by personal guarantee of the Chairman of the Company.

24 Lease Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Lease obligations	56.53	70.10
	56.53	**70.10**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

25 Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
For Goods and Services		
Total outstanding dues of micro enterprises and small enterprises	467.80	488.24
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,939.01	2,594.42
	2,406.81	**3,082.66**

25.1 Trade Payables include outstanding to a related enterprise of ₹88.80 (₹3.86).

25.2 Based on the information available, there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

	Particulars	As at March 31, 2025	As at March 31, 2024
a.	Principal amount and Interest due thereon remaining unpaid to any supplier at the end of year	467.80	488.24
b.	Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day	-	-
c.	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d.	the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
e.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act	-	-

Trade Payables ageing schedule: As at 31st March, 2025

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	399.40	48.51	19.89	-	-	**467.80**
(ii) Others	1,373.39	470.94	33.55	27.45	33.68	**1,939.01**
Total Trade Payable	**1,772.79**	**519.45**	**41.34**	**39.55**	**33.68**	**2,406.81**

Trade Payables ageing schedule: As at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	437.59	50.65	-	-	-	**488.24**
(ii) Others	1,927.77	555.60	51.19	28.56	31.30	**2,594.42**
Total Trade Payable	**2,365.36**	**606.25**	**51.19**	**28.56**	**31.30**	**3,082.66**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

26 Other Current Financial Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued	7.93	8.27
Unpaid Dividend	3.29	3.29
Capital Creditors	16.80	21.03
Employees Emoluments	551.37	577.81
Statutory Dues	47.52	68.02
Others	61.12	85.55
	688.03	**763.97**

27 Short Term Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision For Employee Benefits	32.77	19.27
	32.77	**19.27**

28 Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Customers' Credit Balances and Advances against orders	106.10	156.41
	106.10	**156.41**

29 Revenue From Operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Products - Yarn, Embroidery Fabric & Laces		
Domestic Sales	34,213.05	28,959.14
Export Sales	3,131.26	4,474.09
Other Operating Revenue (Including Export Incentives)	162.05	185.35
	37,506.36	**33,618.58**

29.1 Sales include sales made to related enterprises ₹116..97 (₹164.79).

30 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest Income	52.26	61.09
Dividend Received	2.70	2.40
Profit on disposal of Property, Plant and Equipment (Net)	74.38	22.44
Incentive under PSI Scheme	-	-

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Gain on Foreign Currency transactions and translation (Net)	55.58	65.72
Miscellaneous Income *	406.89	22.61
Amortization of Government Grant	37.84	223.26
	629.65	**397.52**

* Miscellaneous Income includes ₹ 397.50 lakhs received on account of maturity claim of a Keyman Insurance Policy

31 Cost Of Material Consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of Raw Material Consumed		
Opening Stock	1,292.23	1,369.00
Purchases during the year	21,448.92	21,324.10
	22,741.15	**22,693.10**
Less:- Closing Stock	1,161.27	1,292.23
	21,579.88	**21,400.87**

31.1 Purchases includes from related enterprises ₹259.12 (₹106.82) and subsidiaries ₹0.09 (₹3.97).

32 Change In Inventories

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Inventories		
Work-in-Progress	1,342.16	756.32
Finished Goods	3,380.58	2,395.06
	4,722.74	**3,151.38**
Less: Closing Inventories		
Work-in-Progress	898.50	1,342.16
Finished Goods	3,004.20	3,380.58
	3,902.70	**4,722.74**
	820.04	**(1,571.36)**

33 Employee Benefits Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, Wages and Incentives	3,952.24	3,566.53
Contribution to Funds	208.33	168.23
Staff Welfare Expenses	61.56	81.34
Employee ESOP Compensation (Refer Note 43)	46.67	-
	4,268.80	**3,816.10**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

34 Finance Cost

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense *	837.26	813.87
Interest on Lease Obligation	55.90	39.43
Other Borrowing Costs	39.26	70.98
Exchange difference regarded as an adjustment to finance costs	27.17	2.13
	959.59	**926.41**

* Interest expense are net of Interest Subsidy of ₹223.37 lakhs which includes ₹78.29 lakhs receivable for the period September 23 to March 24 under Package Scheme of Incentive-2019 of Government of Maharashtra, approval received in the current year.

35 Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Stores & Spares Consumed	675.71	637.02
Repair & Maintenance	220.89	200.95
Power & Fuel	3,140.45	2,717.51
Insurance	64.47	59.99
Job Charges	497.20	547.65
Legal & Professional Fees	92.63	93.37
Packing Material Consumed	1,526.37	1,474.70
Payment to Auditors*	16.50	16.50
Rates & Taxes	74.49	30.59
Rent	27.81	34.68
Provision for Expected Credit Losses	3.16	15.95
Directors Sitting Fees	6.00	3.87
Donations	0.61	0.26
Expenditure incurred towards CSR activities	-	23.09
Selling Expenses	995.97	964.76
Miscellaneous Expenses	644.60	708.67
	7,986.86	**7,529.56**
*** Details of payment to Auditors**		
a) Statutory & Tax Audit	11.50	11.50
b) for Taxation Matter	5.00	5.00
c) for Other Services	-	-
	16.50	**16.50**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

36 Income Tax Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Tax expense/(credit) recognized in the Statement of Profit and Loss		
Current tax	-	-
Income Tax for earlier year	-	15.60
Deferred tax charge (credit)	180.31	54.55
Income Tax expense reported in the Statement of Profit and Loss	**180.31**	**70.15**
Deferred tax impact on component of other comprehensive income (OCI)	2.63	12.85
Total Income Tax benefit recognized in Other Comprehensive Income	**2.63**	**12.85**
Total Income Tax expense recognised in the current year	**182.94**	**83.00**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:		
Enacted income tax rate in India applicable to the Company	27.82	27.82
Profit before tax	636.70	458.44
Income Tax Expense	177.13	127.54
Effect of:		
Expenses that are not deductible in determining taxable profit	0.17	6.50
Income Tax for earlier year	-	15.60
Income that are not taxable in determining taxable profit	-	(62.11)
Others	5.64	(4.53)
	182.94	**83.00**

37 Contingent liabilities, contingent assets and commitments

A. Contingent liabilities (not provided for) in respect of:

	Particulars	As at March 31, 2025	As at March 31, 2024
1	Bank Guarantees Outstanding.	110.10	108.81
2	Demand for Excise duty, being contested by the Company	33.58	33.58
3	Demand for Service Tax, being contested by the Company	123.85	123.85
4	Sundry Cases in Labour Court and Industrial Court (Sarigam unit, Gujarat and Silvassa unit) *(quantum is not ascertainable)	N A*	N A*

There is no contingent liability other than stated above and adequate provision have been made for all known liabilities, except interest and penalties as may arise. The management believes that the Company has a strong chance of favourable decision in above cases, hence no further provision has been considered necessary.

	B. Commitments		
a)	**CAPITAL Commitments:** 'Estimated amount of Contracts remaining to be executed on Capital Account [Net of Advances]	555.92	26.03
b)	**EPCG Commitments:** Future export obligations / commitments under import of Capital Goods at Concessional rate of customs duty	7,872.27	7,977.15

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

38 Leases

	Particulars	As at March 31, 2025	As at March 31, 2024
	As a Lessee		
a)	The movement in lease liabilities during the years ended March 31, 2025 and March 31, 2024 is as follows:		
	Balance at the beginning	391.60	369.29
	Additions during the year	425.64	346.29
	Finance cost accrued during the year	55.90	39.43
	Deletions	(27.44)	(259.03)
	Payment of Lease Liabilities	(133.71)	(104.38)
	Balance at the end	**711.99**	**391.60**
b)	Total cash outflow for leases recognised in Statement of Cash Flows for the year ended March 31, 2025 was ₹141.00 (₹72.97).		
c)	Balance of Lease Liabilities :	655.46	321.50
	Non-Current Lease Liabilities	56.53	70.10
	Current Lease Liabilities	**711.99**	**391.60**
d)	The details of the contractual maturities of lease liabilities as at March 31, 2025 and March 31, 2024 on an undiscounted basis are as follows:		
	Less than one year	127.02	105.11
	One to five years	391.32	195.59
	More than five years	1,169.00	1,044.00
	Total	**1,687.34**	**1,344.70**
e)	The Company has incurred rent expense of ₹27.81 (₹34.68) for the year ended March 31, 2025 towards expenses relating to short-term leases and leases of low-value assets.		

39 ₹20.36 (₹528.50) accounted as Deferred Government Grants for duty saved on import/purchase of capital goods and spares under the Export Promotion Capital Goods (EPCG) scheme. EPCG scheme allows import of certain capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. Under the scheme, the company is committed to export goods at the prescribed times of duty saved on import of capital goods over a specified period of time. In case such commitments are not met, the company would be required to pay the duty saved along with interest to the regulatory authorities. Such grants recognised are released to the Statement of Profit & Loss based on fulfillment of related export obligations.

40 Foreign exchange derivatives and exposures outstanding at the year-end:

	Particulars	As at March 31, 2025	As at March 31, 2024
(a)	Foreign Currency exposure not hedged by derivative instrument or otherwise :		
	i. Receivable	385.28	400.17
	ii. Payable	519.70	1,046.55
(b)	Outstanding forward contracts to be hedge foreign currency exposure :	154.05	-

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

41 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits. During the year the Company has contributed to Government Provident Fund ₹165.81 (₹136.80).

(ii) Defined Benefit Plan:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	March 31, 2025	March 31, 2024
Net defined benefit liability / (asset)	573.27	498.56
Liability for Gratuity		
Current	31.64	17.58
Non-Current	541.63	480.98

B. Movement in net defined benefit (asset) / liability:

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	March 31, 2025			March 31, 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April	498.56	-	498.56	468.89	-	468.89
Included in profit or loss						
Service costs	104.22	-	104.22	72.02	-	72.02
Interest cost / (income)	33.45	-	33.45	33.12	-	33.12
	137.67	**-**	**137.67**	**105.14**	**-**	**105.14**
Included in OCI						
Actuarial loss / (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	(58.71)	-	(58.71)	91.87	-	91.87
- experience adjustment	49.25	-	49.25	(138.07)	-	(138.07)
	(9.46)	**-**	**(9.46)**	**(46.20)**	**-**	**(46.20)**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	March 31, 2025			March 31, 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Other						
Contributions paid by the employer	-	-	-	-	-	-
Benefits paid	(53.50)	-	(53.50)	(29.27)	-	(29.27)
	(53.50)	**-**	**(53.50)**	**(29.27)**	**-**	**(29.27)**
Balance as at 31 March	**573.27**	**-**	**573.27**	**498.56**	**-**	**498.56**

C. Plan assets:

The Company has no plan assets.

D. Actuarial assumptions:

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Discount rate	6.91%	7.09%
Expected rate of future salary increase	7.00%	8.00%
Mortality	100% of IALM (2012 - 14)	

Assumptions regarding future mortality have been based on published statistics and mortality tables.

E. Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(409.87)	649.98	(439.83)	569.75
Expected rate of future salary increase (1% movement)	646.69	(511.39)	565.33	(441.57)

Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.

B) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

C) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumption in the valuation can impact the liabilities.

42 Related parties

A. Related parties and their relationships

i	**Key Managerial Personnel (KMP) and their relatives**	Mr. Raj Kumar Sekhani (Chairman) Mr. Harsh Vardhan Bassi (Managing Director) Mr. Saurabh Maheshwari (Executive Director) Mr. Joginder Kumar Baweja (Independent Director) (upto February 05, 2024) Mr. Gopalkrishnan Sivaraman (Independent Director) (upto April 16, 2024) Ms. Sushama Sunil Bhatt (Independent Director) Mr. Mahesh Kumar Gupta (Independent Director) (w.e.f. August 28, 2023) Mr. Varun Kathuria (Independent Director) (w.e.f. August 28, 2023) Ms. Bimla Devi Sekhani Mr. Aarav Sekhani Mr. Vishal Sekhani Mr. Ratanlal Sekhani Ms. Prachi Sekhani Ms. Priyani Sekhani
ii.	**Enterprises having significant influence by KMP & their Relatives**	M/s J J Sons M/s J J and Sons Kiran Industries Pvt. Ltd. Thakurdas & Co. Pvt. Ltd. Kiran Texpro Pvt. Ltd.
iii.	**Subsidiaries**	Hakoba Lifestyle Ltd. Pioneer Realty Ltd. Crystal Lace (I) Ltd.
iv.	**Associate Concerns**	Pioneer E-Com Fashions LLP Shree Ganesh Integrated Textile Park Pvt. Ltd.

B Transactions with the above in the ordinary course of business

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sales		
Enterprises having significant influence by KMP & their Relatives		
M/s J J and Sons	46.61	47.21
Kiran Industries Pvt. Ltd.	70.36	97.37
Kiran Texpro Pvt. Ltd.	-	20.21
	116.97	**164.79**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchases		
Enterprises having significant influence by KMP & their Relatives		
Kiran Industries Pvt. Ltd.	257.06	106.39
J J and sons	2.02	0.38
Kiran Texpro Pvt. Ltd.	0.03	0.05
	259.12	**106.82**
Subsidiaries		
Crystal Lace (I) Ltd.	0.09	3.97
Payment for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Industries Pvt. Ltd.	18.50	23.28
Receipt for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Texpro Pvt. Ltd.	4.71	3.66
Employee Benefit Expense		
Key Managerial Personnel (KMP) and their Relatives		
Managerial Remuneration		
Mr. Raj Kumar Sekhani (Chairman)	84.00	84.00
Mr. Harsh Vardhan Bassi (Managing Director)	36.00	36.00
Mr. Saurabh Maheshwari (Executive Director)	48.00	48.00
Mr. Aarav Sekhani	25.44	24.24
Mr. Vishal Sekhani	25.44	24.24
Mr. Ratanlal Sekhani	25.26	25.26
Ms. Prachi Sekhani	3.18	3.03
Ms. Priyani Sekhani	4.45	4.24
	251.78	**249.01**
Director Sitting Fees		
Mr. Joginder Kumar Baweja (Independent Director)	-	1.00
Mr. Gopalkrishnan Sivaraman (Independent Director)	-	1.00
Ms. Sushama Sunil Bhatt (Independent Director)	1.80	0.80
Mr. Mahesh Gupta (Independent Director)	2.15	0.63
Mr. Varun Kathuria (Independent Director)	2.05	0.45
	6.00	**3.88**
Loans & Advances given / repaid		
Subsidiaries		
Hakoba Lifestyle Ltd.	-	1.69

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Pioneer Realty Ltd.	0.30	0.22
Associates Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	36.62	100.92
	36.92	**102.83**
Loans & Advances taken/recovered		
Subsidiaries		
Hakoba Lifestyle Ltd.	9.90	-
Crystal Lace (I) Ltd.	2.84	4.63
	12.74	**4.63**

C Outstanding Balance at the year end

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Loans & Advances given		
Subsidiaries		
Hakoba Lifestyle Ltd.	186.12	196.02
Pioneer Realty Ltd.	3.92	3.62
Crystal Lace (I) Ltd.	134.21	131.94
	324.24	**331.58**
Trade Payables & Other Liabilities		
Enterprises having significant influence by KMP & their Relatives		
Kiran Industries Pvt. Ltd.	88.79	2.70
Kiran Texpro Pvt. Ltd.	0.01	1.16
	88.80	**3.86**
Receivables		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Sons	1.46	1.46
M/s J J and Sons	11.70	37.49
Kiran Industries Pvt. Ltd.	-	29.97
Thakurdas & Co. Pvt. Ltd.	4.84	4.80
Kiran Texpro Pvt. Ltd.	3.64	3.64
	21.64	**77.36**
Associate Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	389.63	353.00
	389.63	**353.00**

43 Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP)

The Company has granted stock options under the Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP) to the eligible employees of the Company. Under ESOP, the company has granted 3,99,864 options on August 12, 2024. 100% of total options granted would vest in after one year from the date of grant subject to fulfilment of vesting conditions. The maximum period for exercise of options is three year from the date of vesting. Each option when exercised would be converted into one fully paid-up equity share of ₹10 each of the Company. The options granted under ESOP carry no rights to dividends and voting rights till the date of exercise.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

As at the end of the financial year, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of Options	Weighted Average exercise price (₹)	No of Options	Weighted Average exercise price (₹)
Options outstanding at the beginning of the year	18,500	@	403,000	@
Options granted under ESOP	399,864	@	-	-
Options exercised during the year	-	-	384,500	13.90
Options cancelled during the year	-	-	-	-
Options expired during the year	-	-	-	-
Options outstanding at the end of the year	418,364	@	18,500	@
Options exercisable at the end of the year	418,364	@	18,500	@

@ The exercise price shall be decided by NRC subject to maximum discount of 50% of the closing market price on the stock exchange, which records the highest trading volume in the Company's equity shares on the date immediately prior to the date on which the notice of excercise is given to the Company by the employee. In any event, the excercise price shall not be less than face value of the equity share.

44 Financial instruments

I. Fair value measurements

A. Financial instruments by category

Particulars	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	0.01	98.25	0.01	98.25
Trade receivables	-	2,803.92	-	2,762.04
Cash and cash equivalents	-	187.79	-	155.14
Loans	-	389.63	-	353.01
Others				
Non Current	-	260.06	-	233.63
Current	-	642.34	-	368.98
	0.01	**4,381.99**	**0.01**	**3,971.05**
Financial liabilities				
Long term borrowings	-	3,588.16	-	5,345.95
Short terms borrowings	-	5,137.28	-	5,114.35
Trade payables	-	2,406.81	-	3,082.66
Lease Liabilities	-	711.99	-	391.60
Other current financial liabilities	-	688.03	-	763.97
	-	**12,532.27**	**-**	**14,698.53**

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements:

Particulars	As at March 31, 2025			
	Level 1	Level 2	Level 3	Total
Financial assets	0.01	-	-	0.01
Financial liabilities	-	-	-	-
	0.01	**-**	**-**	**0.01**

Particulars	As at March 31, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets	0.01	-	-	0.01
Financial liabilities	-	-	-	-
	0.01	**-**	**-**	**0.01**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

C. Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	-	98.25	-	98.25
Trade receivables	-	2,803.92	-	2,762.04
Cash and cash equivalents	-	187.79	-	155.14
Loans	-	389.63	-	353.01
Others				

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Non Current	-	260.06	-	233.63
Current	-	642.34	-	368.98
	-	**4,381.99**	**-**	**3,971.05**
Financial liabilities				
Long term borrowings	-	3,588.16	-	5,345.95
Short terms borrowings	-	5,137.28	-	5,114.35
Trade payables	-	2,406.81	-	3,082.66
Lease Liabilities	-	711.99	-	391.60
Other current financial liabilities	-	688.03	-	763.97
	-	**12,532.27**	**-**	**14,698.53**

The carrying amounts of the abovementioned financial assets and financial liabilities are considered to be the same as their fair values, due to their short-term nature.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available. Sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from the President of the Company.
More than 60 % of the Company's customers have been transacting with the Company for over four years, and no impairment loss has been recognized against these customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

The carrying amount net of credit loss allowances of trade receivables is ₹2,803.92 (March 31, 2024 – ₹2,762.04).

Reconciliation of loss allowance provision – Trade receivables:

Particulars	March 31, 2025	March 31, 2024
Opening balance	(272.02)	(256.07)
Changes in loss allowance	(3.16)	(15.95)
Closing balance	**(275.18)**	**(272.02)**

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out at unit level and monitored through corporate office of the Company in accordance with practice and limits set by the Company. These limits vary by location to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Company's liquidity management strategy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(a) Financing arrangements

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in indian rupee and have an average maturity within a year.

(b) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	Carrying Amounts March 31, 2025	Contractual cash flows				
		Total	0- 1 year	1–3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	5,260.44	5,260.44	1,672.28	2,639.78	934.80	13.58
Short term borrowings	3,465.00	3,465.00	3,465.00	-	-	-
Trade payables	2,406.81	2,406.81	2,406.81	-	-	-
Other non-current financial liabilities	655.46	655.46	-	83.28	72.10	500.08
Other current financial liabilities	744.56	744.56	744.56	-	-	-
Total non-derivative liabilities	**12,532.27**	**12,532.27**	**8,288.65**	**2,723.06**	**1,006.90**	**513.66**

Particulars	Carrying Amounts March 31, 2024	Contractual cash flows				
		Total	0- 1 year	1–3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	7,079.48	7,079.48	1,733.53	3,132.18	2,211.50	2.27
Short term borrowings	3,380.82	3,380.82	3,380.82	-	-	-
Trade payables	3,082.66	3,082.66	3,082.66	-	-	-
Other non-current financial liabilities	321.50	321.50	-	67.27	21.24	232.99
Other current financial liabilities	834.07	834.07	834.07	-	-	-
Total non-derivative liabilities	**14,698.53**	**14,698.53**	**9,031.08**	**3,199.45**	**2,232.74**	**235.26**

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities held for liquidity / credit management purposes and which are not usually closed out before contractual maturity.

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange. All such transactions are carried out within the guidelines set by the Board of Directors.

v. Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis.

Currency risks related to the principal amounts of the Company's foreign currency payables, have been partially hedged using forward contracts taken by the Company.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Company's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances."

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

Particulars	As at March 31, 2025		As at March 31, 2024	
	USD	EUR	USD	EUR
Financial assets				
Trade receivables	6.26	-	6.07	-
Other payables	0.17	5.48	0.68	10.96
Net statement of financial position exposure	**6.09**	**(5.48)**	**5.39**	**(10.96)**

The following significant exchange rates have been applied:

Particulars	Average Rates		Year end spot rates	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
USD 1	85.10	83.22	85.58	83.08
EUR 1	99.95	90.04	92.32	90.05

Interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During March 31, 2025 and March 31, 2024, the Company's borrowings at variable rate were denominated in Indian Rupees.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

Particulars	Nominal Amount	
	March 31, 2025	March 31, 2024
Fixed-rate instruments		
Financial liabilities	604.78	1,556.12
	604.78	**1,556.12**
Variable-rate instruments		
Financial liabilities	7,784.55	8,213.37
	7,784.55	**8,213.37**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	Profit or loss		Equity, net of tax	
	50 bp increase	50 bp decrease	50 bp increase	50 bp decrease
March 31, 2025				
Variable-rate instruments	38.92	(38.92)	38.92	(38.92)
Cash flow sensitivity	**38.92**	**(38.92)**	**38.92**	**(38.92)**
March 31, 2024				
Variable-rate instruments	41.07	(41.07)	41.07	(41.07)
Cash flow sensitivity	**41.07**	**(41.07)**	**41.07**	**(41.07)**

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

45 a. Balances of certain trade receivables, advances, trade payables and other liabilities are in the process of confirmation and/or reconciliation.

b. Realisable value of current assets, deposits, loans and advances in the ordinary course of business will be at least equal to the amount at which they have been stated in the financial statements.

46 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed. The Group has incurred ₹NIL (₹23.09) expenditure on CSR during the year as same is not required in view of Section 135(1) of the Companies Act, 2013.

Particulars		March 31, 2025	March 31, 2024
i)	Amount required to be spent by the company during the year	-	23.09
ii)	Amount of expenditure incurred	-	23.09
iii)	Shortfall at the end of the year	-	-
iv)	Total of previous years shortfall	-	-
v)	Reason for shortfall	NA	NA
vi)	Nature of CSR activities	NA	Promoting health care
vii)	Details of related party transactions	-	-
viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	NA

47 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the company falls within one broad business segment viz. "Textile" and substantially sale of the product is within the country. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

48 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The following table summarises the capital of the Company :

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	March 31, 2025	March 31, 2024
Equity Share Capital	3,081.54	2,947.54
Other Equity	12,930.38	12,122.34
Total Equity	**16,011.92**	**15,069.88**
Non-Current Borrowings	3,588.16	5,345.95
Current maturities of Non-Current Borrowings	1,672.28	1,733.53
Current Borrowings	3,465.00	3,380.82
Total Debts	**8,725.44**	**10,460.30**
Less: Cash & Cash Equivalents	187.79	155.14
Net Debts	**8,537.65**	**10,305.16**

49 Ratios

The major financial ratios of the Company are disclosed below along with the reasons for variance:

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Reason for variance by more than 25%
Current Ratio	Current Assets	Current Liabilities	1.27	1.25	1.3%	Not Applicable
Debt Equity Ratio	Total Borrowings + Lease Liabilities	Shareholder's Equity	0.59	0.72	-18.2%	Not Applicable
Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after Taxes + Non-cash Operating Expenses + Interest + Other adjustment like loss on sale of assets	Debt Service = Interest + Lease Payments + Principal Repayments	1.00	1.14	-12.8%	Not Applicable
Return on Equity Ratio	Net Profit after Tax	Average Shareholder's Equity	2.94%	2.73%	7.6%	Not Applicable
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	6.29	5.87	7.2%	Not Applicable
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	13.70	13.15	4.2%	Not Applicable
Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	8.73	8.23	6.1%	Not Applicable
Net Capital Turnover Ratio	Revenue from Operations	Working Capital = Current Assets-Current Liabilities	16.52	14.45	14.3%	Not Applicable
Net Profit Ratio	Net Profit	Revenue from Operations	1.22%	1.15%	5.4%	Not Applicable
Return on Capital Employed	Earning before Finance Cost & Tax (EBIT)	Capital Employed = Tangible Net Worth + Total Debt + Lease Liability + Deferred Tax Liability	6.09%	5.23%	16.5%	Not Applicable
Return on Investment	Return/Profit/Earnings	Average Investment	2.75%	2.72%	1.1%	Not Applicable

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

50 Other Disclosures

a. Disclosure as specified in Schedule V of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015:

Particulars	Balance as at March 31, 2025	Maximum outstanding of loan during the year
Hakoba Lifestyle Limited	186.12 (196.02)	196.12 (196.02)
Pioneer Realty Limited	3.92 (3.62)	3.92 (3.62)
Crystal Lace (I) Limited	134.21 (131.95)	134.21 (136.58)

Previous year figures have been given in bracket.

b. Disclosure relating to loans or security given by the Company as per requirements of section 186 (4) to the Companies Act, 2013:

Particulars	Amount	Purpose
Hakoba Lifestyle Limited	484.63	Investment in Equity Shares
Pioneer Realty Limited	5.00	
Crystal Lace (I) Limited	440.00	
Hakoba Lifestyle Limited	186.12	ICD given for business
Pioneer Realty Limited	3.92	
Crystal Lace (I) Limited	134.21	

51 Earning per Equity Share

Particulars	March 31, 2025	March 31, 2024
Net Profit for the year	456.39	388.29
Weighted Average Number of Equity Shares of ₹10 each (fully paid-up)	30,327,168	27,137,735
- Basic (₹)	1.50	1.43
- Diluted (₹)	1.50	1.39

52 Additional Regulatory Information

(i) The Company has not been declared willful defaulter by any bank or financial institution or any other lender.

(ii) The Company does not have any transactions with the companies struck off under Companies Act 2013 or Companies Act 1956.

(iii) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(iv) The Company has not revalued its property, plant and equipment (including Right-of- Use Assets) or intangible assets or both during the current or previous financial year.

(v) The Company has complied with the number of Layers prescribed under the Companies Act, 2013.

(vi) There is no undisclosed income under the Income Tax Act, 1961 for the current year or previous year which needs to be recorded in the books of account.

Notes to Standalone Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

(vii) The Company has not traded or invested in crypto currency or virtual currency during the current or previous financial year.

(viii) The Company do not have charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(ix) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entitity(ies) including foreign entities (""Intermediaries"") with the understanding that the intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

The Company has not received any funds from any other person(s) or entitity(ies) including foreign entities with the understanding that the company shall directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (""Ultimate Beneficiaries"") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

53 Previous year figure have been regrouped / reclassified to conform to current years classifications.

As per our Report of even date attached herewith

For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To,

The Members of Pioneer Embroideries Limited,

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Pioneer Embroideries Limited (hereinafter referred to as the "Holding Company"), its subsidiaries and its Associate Company (Holding Company, its subsidiaries and its Associate Company together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31st March 2025, and the consolidated statement of Profit and Loss(including other comprehensive income), theconsolidated statement of changes in equity and theconsolidated Cash Flow Statementfor the year then ended,including a summary of significant accounting policies and other explanatory information(hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements of the subsidiaries / financial information and associate company, the aforesaid consolidated financial resultsinclude the annual financial results of the following entities:

(a) Hakoba Lifestyle Limited
(b) Pioneer Realty Limited
(c) Crystal Lace (India) Limited
(d) Shree Ganesh Integrated Textile Park Private Limited (associate company)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ("Ind AS") specified under Section 133 of the Act, of the state of affairs of the Group as at 31st March, 2025, of their consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing(SAs)specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the consolidated financial statements Section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
The Company expanded its manufacturing facilities in the previous year, and revenue from operations increased from ₹33,618.58 lakhs to ₹37,506.36 lakhs due to this expansion. This is the first full year of operations following the said expansion.	We focused on specific risks and challenges associated with the expansion, as well as the effectiveness of internal controls over the new operations. As part of our audit, we: • Assessed whether sales were recognized at the appropriate time and for the correct amount, considering factors such as the nature of sales contracts, delivery terms, and customer obligations. • Evaluated the design and operating effectiveness of internal controls over sales, accounts receivable, and inventory. • Tested sales transactions around the year-end to ensure that revenues were recognized in the correct accounting period.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statement that give a true and fair view of the consolidated financial position, consolidated financial performance, total consolidated comprehensive income, changes in consolidated equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including theIndian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entitieswithin the Group to express an opinion on the consolidated financial statements.

We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated Financial Results include the audited Financial Results of one subsidiary, (before eliminating intercompany balances/ transfers) namely, Crystal Lace (India) Limited whose Financial Statements and financial information reflect Group's share of total assets of ₹1272.59Lakh as at 31st March, 2025, Group's share of total revenue of ₹0.89 Lakh and Group's share of total net profit/ (loss) after tax of ₹ (5.07Lakh) for the year ended 31st March, 2025, as considered in the consolidated Financial Results, which have been audited by its independent auditor.

The Statement also includes the Group's share of net profit/(loss) after tax of ₹ (3.70 lakh) (before eliminating intercompany transactions) and total comprehensive income/(loss) of ₹ (3.70lakh) for the year ended 31st March, 2025, in respect of one associate company, namely, Shree Ganesh Integrated Textile Park Private Limited, whose annual financial statements have not yet been audited. This financial information has been furnished to us by the Holding Company's management.

This financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures in respect of this subsidiaries, and our report in terms of sub-sections (3) and (11) of Section143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the auditors and the financial statement/ financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statement and other financial information of the subsidiaries, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The consolidated financial statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules 2014,as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;

      ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. there is no amount that is required to be transferred to the Investor Education and Protection Fund by the Group.

      iv. (a) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      (b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

      v. No dividend was proposed, declared and paid by the Company during the year.

      vi. Based on our examination which included test checks, and that performed by the auditor of one subsidiary, the group has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN: 25034499BMNPVZ3632
Place: Mumbai
Date: 27 May, 2025

Mahesh Bhageria
Partner
Membership No. 034499

Annexure "A" to the Independent Auditors' Report of Even Date on the Consolidated Financial Statements of Pioneer Embroideries Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.
In conjunction with our audit of the consolidated financial statements of the Holding Company as of and for the year ended 31st March2025,we have audited the internal financial controls over financial reporting of Pioneer Embroideries Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries, which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiariescovered under the Act, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting.

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates tosubsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such entity incorporated in India.

Our opinion on the internal financial controls over financial reporting, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the information and explanations given by the management.

For **M B A H & CO**
Chartered Accountants
(Firm Registration No. 121426W)

UDIN: 25034499BMNPVZ3632
Place: Mumbai
Date: 27th May, 2025

Mahesh Bhageria
Partner
Membership No. 034499

Consolidated Balance Sheet

as at March 31, 2025

(₹ in lakhs)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
I ASSETS			
1 Non-Current Assets			
Property, Plant & Equipments	3A	17,396.73	18,143.77
Capital Work- in- Progress	3B	16.77	-
Right of Use Assets	3C	789.99	409.94
Other Intangible Assets	3D	19.48	19.41
Financial Assets			
(i) Investments	4	1,049.57	1,053.27
(ii) Other Financial Assets	5	266.14	239.42
Other Non-Current Assets	6	195.09	75.54
Total Non-Current Assets		**19,733.77**	**19,941.35**
2 Current Assets			
Inventories	7	5,782.86	6,742.53
Financial Assets			
(i) Investments	8	98.25	98.25
(ii) Trade Receivables	9	3,064.11	3,022.23
(iii) Cash and Cash Equivalents	10	184.84	64.28
(iv) Bank Balances other than Cash and Cash Equivalents	11	4.39	93.33
(v) Loans	12	389.63	353.01
(vi) Other Financial Assets	13	318.10	37.40
Current Tax Assets (Net)	14	136.26	115.37
Other Current Assets	15	1,649.80	1,943.48
Assets held for sale	16	803.86	803.86
Total Current Assets		**12,432.10**	**13,273.74**
TOTAL ASSETS		**32,165.87**	**33,215.09**
II EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	17	3,081.54	2,947.54
Other Equity	18	12,406.94	11,606.66
		15,488.48	**14,554.20**
Non Controlling Interest		40.28	43.09
Total Equity		**15,528.76**	**14,597.29**
2 Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	19	3,768.16	5,525.95
(ii) Lease Liabilities	20	655.46	321.50
Provisions	21	592.79	537.05
Deferred Tax Liabilities (Net)	22	755.86	572.92
Other Non-Current Liabilities	23	1,330.20	1,347.68
Total Non-Current Liabilities		**7,102.47**	**8,305.10**
3 Current Liabilities			
Financial Liabilities			
(i) Borrowings	24	5,137.28	5,114.35
(ii) Lease Liabilities	25	56.53	70.10
(iii) Trade Payables	26		
a) Outstanding dues of Micro Enterprises and Small Enterprises		467.80	488.24
b) Outstanding dues other than Micro Enterprises and Small Enterprises		1,994.65	2,648.87
(iv) Other Financial Liabilities	27	689.51	765.46
Provisions	28	32.77	19.27
Other Current Liabilities	29	1,156.10	1,206.41
Total Current Liabilities		**9,534.64**	**10,312.70**
TOTAL EQUITY AND LIABILITIES		**32,165.87**	**33,215.09**
Significant Accounting Policies and other Notes to the Consolidated Financial Statements.	1-54		

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Consolidated Statement of Profit & Loss

for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Income			
Revenue from Operations	30	37,506.36	33,618.58
Other Income	31	630.04	398.17
Total Income		**38,136.40**	**34,016.75**
Expenses			
Cost of Materials Consumed	32	21,579.88	21,400.86
Purchases of Stock-in-Trade		318.13	189.46
Changes in Inventories of Finished Goods, Stock-in-trade and Work-in-progress	33	820.93	(1,538.01)
Employee Benefits Expenses	34	4,268.80	3,816.09
Finance Costs	35	959.59	926.41
Depreciation and Amortization Expenses	3	1,565.12	1,253.82
Other Expenses	36	7,993.47	7,541.66
Total Expenses		**37,505.92**	**33,590.29**
Profit before Exceptional and Extraordinary Items and Tax		**630.48**	**426.46**
Exceptional Items - Income/(Loss) (Net)		-	-
Profit before Share of Profit/(Loss) of Associates		**630.48**	**426.46**
Share of Profit/(Loss) of Associates		(3.70)	(1.38)
Profit before Tax		**626.78**	**425.08**
Tax Expenses	37		
Current Tax		-	-
Income Tax for earlier years		0.65	15.60
Deferred Tax Charge / (Credit)		180.31	54.55
Profit for the year (A)		**445.82**	**354.93**
Other Comprehensive Income			
Items that will not reclassified to Profit or Loss			
Remeasurement of defined benefit plan		9.46	46.20
Income tax impact on above item		(2.63)	(12.85)
Other Comprehensive Income for the year (B)		**6.83**	**33.35**
Total Comprehensive Income for the year (A+B)		**452.65**	**388.28**
Profit / (Loss) for the year attributable to:			
Owners of the Company		448.63	372.32
Non controlling interests		(2.81)	(17.39)
Other Comprehensive Income attributable to:			
Owners of the Company		6.83	33.35
Non controlling interests		-	-
Total Comprehensive Income attributable to:			
Owners of the Company		455.46	405.67
Non controlling interests		(2.81)	(17.39)
Earning per Equity Share of ₹10 each:	52		
(1) Basic (₹)		1.47	1.31
(2) Diluted (₹)		1.46	1.27

Significant Accounting Policies and other Notes to the Consolidated Financial Statements. 1-54

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Consolidated Statement of Cash Flow

for the Year Ended March 31, 2025

(₹ in lakhs)

	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A.	**Cash Flow From Operating Activities :**		
	Net Profit before Extraordinary Items and Tax	626.78	425.08
	Adjustment for :		
	Share of Profit/(Loss) of Associates	3.70	1.38
	Depreciation and Amortisation Expense	1,565.12	1,253.82
	Loss/(Profit) on sale/discard of Property, Plant and Equipment (net)	(74.38)	(22.44)
	Interest Income	(52.55)	(61.58)
	Dividend Received	(2.70)	(2.40)
	Finance Costs	959.59	926.41
	Employee ESOP Compensation	46.67	-
	Provision for Expected Credit Losses	3.16	15.95
	Amortization of Government Grant	(37.84)	(223.26)
	Operating Profit before Working Capital Changes	**3,037.55**	**2,312.96**
	Changes in Working Capital:		
	Adjustments for :		
	Decrease/(Increase) in Inventories	959.67	(1,391.43)
	Decrease/(Increase) in Trade and Other Receivables	30.16	(446.45)
	Increase/(Decrease) in Trade and Other Payables	(717.65)	654.08
	Cash generated from Operation	**3,309.73**	**1,129.16**
	Net Income Tax (paid) / refunds	(21.54)	26.02
	Net Cash from Operating Activities	**3,288.19**	**1,155.18**
B.	**Cash Flow From Investing Activities :**		
	Purchases of Property, Plant and Equipments and Intangible Assets (including capital advance)	(927.99)	(3,393.64)
	Proceeds from Sales of Property, Plant & Equipments (net of Advance)	82.40	23.64
	Sale/(Purchase) of Current Investments (net)	-	34.79
	Inter corporate deposit given / recovered (net)	(36.62)	(100.92)
	Interest Income Received	52.55	61.58
	Dividend Received	2.70	2.40
	Net Cash from / (used) in Investing Activities	**(826.96)**	**(3,372.15)**
C.	**Cash Flow From Financing Activities :**		
	Proceeds from Issue of Equity Share Capital & Share Warrants (including Share Premium)	432.15	1,272.49
	Proceeds from Non-Current Borrowing	137.90	1,441.15
	Repayment of Non-Current Borrowing	(1,956.94)	(1,251.43)
	Net increase / (decrease) in Current Borrowings	84.18	1,132.20
	Payment of Lease Liability	(78.03)	(72.97)
	Finance Costs	(959.93)	(921.77)
	Net Cash used in Financing Activities	**(2,340.67)**	**1,599.67**
	Net increase / (decrease) in cash and Cash Equivalents (A+B+C)	**120.56**	**(617.30)**
	Add: Opening Cash and Cash Equivalent	64.28	681.58
	Closing Cash and Cash Equivalent	**184.84**	**64.28**

Note:
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Ind AS 7 -Statement of Cash Flows.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Consolidated Statement of Change in Equity

for the Year Ended March 31, 2025

(₹ in lakhs)

(a) Equity Share Capital :

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	**2,94,75,442**	**2,947.54**	**26,590,942**	**2,659.09**
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the year	**2,94,75,442**	**2,947.54**	**26,590,942**	**2,659.09**
Changes in Equity Share Capital during the year	13,40,000	134.00	28,84,500	288.45
Balance at the end of the year	**3,08,15,442**	**3,081.54**	**2,94,75,442**	**2,947.54**

(b) Other Equity :

Particulars	Reserves and Surplus				Share Warrants	Non Controlling Interest	Total
	Security Premium Reserve	Revaluation Reserve	Retained Earnings	Share Based Payment Reserve			
Balance at April 01, 2023	**3,999.17**	**363.61**	**5,798.15**	**56.02**	**-**	**60.48**	**10,277.43**
Changes in Accounting Policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at April 01, 2023	**3,999.17**	**363.61**	**5,798.15**	**56.02**	**-**	**60.48**	**10,277.43**
Profit for the year	-	-	372.32	-	-	(17.39)	354.93
Other Comprehensive Income for the year (net of tax)	-	-	33.35	-	-	-	33.35
Total Comprehensive Income for the year	**-**	**-**	**405.67**	**-**	**-**	**(17.39)**	**388.28**
Received on issue of Share Warrants convertible into Equity Shares	-	-	-	-	1,219.05	-	1,219.05
On issuance of Equity Shares	893.44	-	-	-	(1,075.00)	-	(181.56)
Recognition of Share based payments	-	-	-	(53.45)	-	-	(53.45)
Balance at March 31, 2024	**4,892.61**	**363.61**	**6,203.82**	**2.57**	**144.05**	**43.09**	**11,649.75**
Changes in Accounting Policy or prior period errors	-	-	-	-	-	-	-
Restated balance as at April 01, 2024	**4,892.61**	**363.61**	**6,203.82**	**2.57**	**-**	**43.09**	**11,649.75**
Profit / (Loss) for the year	-	-	448.63	-	-	(2.81)	445.82
Other Comprehensive Income for the year (net of tax)	-	-	6.83	-	-	-	6.83
Total Comprehensive Income for the year	**-**		**455.46**	**-**	**-**	**(2.81)**	**452.65**
Received on issue of Share Warrants convertible into Equity Shares					432.15		432.15
On issuance of Equity Shares	442.20	-	-	-	(576.20)	-	(134.00)
Recognition of Share based payments	-	-	-	46.67	-	-	46.67
Balance at March 31, 2025	**5,334.81**	**363.61**	**6,659.28**	**49.24**	**-**	**40.28**	**12,447.22**

The accompanying Notes are an integral part of the Consolidated Financial Statements.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2025

1 Reporting Entity

The Consolidated Financial Statements comprise financial statements of Pioneer Embroideries Limited ("the Company") and its subsidiaries (collectively, "the Group") for the year ended March 31, 2024. The Company is a public limited company domiciled and incorporated in India and having registered office at Unit 101B, 1st Floor, Abhishek Premises, Plot No. C5-6, Dalia Industrial Estate, Off. New Link Road, Andheri (West), Mumbai-400 058. Equity shares of the Company are listed in India on the Bombay Stock Exchange Limited (BSE) and National Stock Exchange Limited (NSE).

The Group is primarily engaged in the manufacturing of Special Polyester Filament Yarn (SPFY) and Embroidery & Lace Products. It has four manufacturing units located at Kala-amb (Himachal Pradesh) for SPFY and Sarigam (Gujarat), Naroli (Daman & Nagar Haveli), Degaon (Maharashtra) for Embroidery and Laces.

These financial statements were authorised for issue by the Board of Directors of the Company at their meeting held on 27th May, 2025.

2 Material Accounting Policies

The Group has consistently applied the following accounting policies to all periods presented in the Consolidated Financial Statements.

2.1 Basis of Preparation

The Consolidated Financial Statements of the Group comply in all material aspects with Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act, 2013 ("the Act"), as notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other accounting principles generally accepted in India.

Accounting Policies have been consistently applied except where a newly issued accounting standards is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the Consolidated Financial Statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intra group transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intra group losses may indicate an impairment that requires recognition in the Consolidated Financial Statements. Appropriate adjustments for deferred taxes are made for temporary differences that arise from the elimination of unrealised profits and losses from intra group transactions or undistributed earnings of Group's entity included in consolidated profit and loss, if any.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. At the acquisition date, identifiable assets acquired and liabilities assumed are measured at fair value. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition date fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. The consideration transferred is measured at fair value at acquisition date and includes the fair value of any contingent consideration. However, deferred tax asset or liability and any liability or asset relating to employee benefit arrangements arising from a business combination are measured and recognized in accordance with the requirements of Ind AS 12, 'Income Taxes' and Ind AS 19, 'Employee Benefits', respectively.

Where the consideration transferred exceeds the fair value of the net identifiable assets acquired and liabilities assumed, the excess is recorded as goodwill. Alternatively, in case of a bargain purchase wherein the consideration transferred is lower than the fair value of the net identifiable assets acquired and liabilities assumed, the difference is recorded as a gain in other comprehensive income and accumulated in equity as capital reserve. The costs of acquisition excluding those relating to issue of equity or debt securities are charged to the Consolidated Statement of Profit and Loss in the period in which they are incurred.

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2025

2.2 Basis of Measurement

The financial statements have been prepared and presented on a going concern basis under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group take into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- **Level 3** inputs are unobservable inputs for the asset or liability.

2.3 Functional and Presentation Currency

These financial statements are presented in Indian National Rupee ('INR'), which is the Group's functional currency. All amounts have been rounded to the nearest lakhs, unless otherwise indicated.

2.4 Use of Judgements and Estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

Judgements

Information about the judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements have been given below:

- Classification of leases into finance and operating lease.
- Classification of financial assets: assessment of business model within which the assets are held and assessment of whether the contractual terms of the financial asset are solely payments of principal and interest on the principal amount outstanding.

Assumptions and Estimation Uncertainties
Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included below:

- Measurement of defined benefit obligations: key actuarial assumptions;
- Recognition of deferred tax assets: availability of future taxable profit against which carry-forward tax losses can be used;
- Impairment test: key assumptions underlying recoverable amounts;
- Useful life and residual value of Property, Plant and Equipment;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Impairment of financial assets: key assumptions used in estimating recoverable cash flows.

2.5 Classification of Assets and Liabilities as Current and Non-Current

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised/settled within twelve months after the reporting period, or

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

- Cash and Cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.6 Property, Plant and Equipment (Fixed Assets)

Recognition and Measurement

Items of property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment loss, if any. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use including borrowing cost and incidental expenditure during construction incurred upto the date when the assets are ready to use. Capital work in progress includes cost of assets at sites, construction expenditure and interest on the funds deployed less any impairment loss, if any.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment. Any gain on disposal of property, plant and equipment is recognised in Statement of Profit and loss.

Subsequent Measurement

Subsequent expenditure is capitalised only if it is probable that there is an increase in the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation on property, plant & equipment is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013 except in respect of certain Plant & Machineries in whose case the life of the assets has been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc..

Depreciation on additions to or on disposal of assets is calculated on pro-rata basis. Leasehold land is being amortised over the period of lease tenure. Right of use assets is amortised over the lease period or estimated useful life whichever is less. Additions on rented premises are being amortised over the period of rent agreement.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

Individual assets costing below ₹5,000 are fully depreciated in the year of purchase.

Capital work-in-progress

Expenditure incurred during the construction period, including all expenditure direct and indirect expenses, incidental and related to construction and not ready for their intended use, is carried forward at cost and on completion, the costs are allocated to the respective property, plant and equipment.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

2.7 Intangible Assets

Intangible Assets (Other than Goodwill) acquired separately are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life. Estimated useful life of the Software is considered as 10 years.

Amortisation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively.

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.8 Non-current Assets held for Sale

Non-current assets are classified as held-for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated.

2.9 Impairment of Non-financial Assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication on impairment. If any such indication exists, then the recoverable amount of assets is estimated.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Cash Generating Unit (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment loss in respect of assets other than goodwill is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised in prior years. A reversal of impairment loss is recognised immediately in the Statement of Profit & Loss.

2.10 Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction of qualifying assets that necessarily takes substantial period of time to get ready for its intended use are capitalised as part of the cost of such assets. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.
The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised on the basis of the Effective Interest Rate (EIR) method over the term of the loan.

2.11 Foreign Currency Transactions

Transactions in foreign currencies are recorded by the Group at their respective functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss with the exception of the following:

- exchange differences on foreign currency borrowings included in the borrowing cost when they are regarded as an adjustment to interest costs on those foreign currency borrowings;

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measure at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.12 Employee Benefits

Short term employee benefits

Short-term employee benefits are expensed in the year in which the related services are provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

Employee benefits in the form of Provident Fund are defined as contribution plan and charged as expenses during the period in which the employees perform the services.

Defined benefit plans

For defined benefit retirement, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using yield of government bonds.

The effect of the remeasurement changes (comprising actuarial gains and losses) to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in other equity and will not be reclassified to the Statement of Profit and Loss. Past service cost is recognised in the Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item employee benefits expense.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Other long-term employee benefits

The Group has long term employment benefit plans i.e. accumulated leave. Accumulated leave is encashed to eligible employees at the time of retirement. The liability for accumulated leave, which is a defined benefit scheme, is provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary.

2.13 Revenue Recognition

The Group recognises revenue from sale of goods when;

i) the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;

ii) the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;

iii) the amount of revenue can be measured reliably;

iv) it is probable that the economic benefits associated with the transaction will flow to the Group; and

v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue (other than sale of goods) is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

Revenue represents net value of goods and services provided to customers after deducting for certain incentives including, but not limited to discounts, volume rebates, incentive programs etc. Sales exclude Goods and Services Tax.

Interest other than interest on overdue debts from customers, is recognised on time proportion basis.

Dividends are recognised at the time the right to receive payment is established.

2.14 Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of finished goods and stock in process is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of raw materials and stores & spare parts is computed on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

2.15 Provisions, Contingent Liabilities and Contingent Assets

Based on the best estimate provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable ("more likely than not") that it is required to settle the obligation, and a reliable estimate can be made of the amount of the obligation at reporting date.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote.

Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.16 Measurement of Fair Value

a) Financial instruments

The estimated fair value of the Group's financial instruments is based on market prices and valuation techniques. Valuations are made with the objective to include relevant factors that market participants would consider in setting a price, and to apply accepted economic and financial methodologies for the pricing of financial instruments. References for less active markets are carefully reviewed to establish relevant and comparable data.

b) Marketable and non-marketable equity securities

Fair value for quoted securities is based on quoted market prices as of the reporting date. Fair value for unquoted securities is calculated based on commonly accepted valuation techniques utilizing significant unobservable data, primarily cash flow based models. If fair value cannot be measured reliably unlisted shares are recognized at cost.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

2.17 Financial Instruments

a. Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Classifications

The Group classifies its financial assets as subsequently measured at either amortised cost or fair value depending on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

- it is held within a business model whose objective is to hold assets in order to collect contractual cash flows.

- the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ('EIR') method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Financial assets at fair value through Other Comprehensive Income (FVOCI)

Financial assets with contractual cash flow characteristics that are solely payments of principal and interest and held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets are classified to be measured at FVOCI.

Financial assets at fair value through profit and loss (FVTPL) Any Financial assets, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the Group may elect to classify a Financial assets, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity Instruments

All equity instruments in scope of Ind AS 109 are measured at fair value. On initial recognition an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other Financial Instruments are classified as measured at FVTPL.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in the Statement of Profit and Loss.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Group applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

b. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of amortised cost, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities measured at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit and loss include financial liabilities designated upon initial recognition as at fair value through profit and loss.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit and loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to the Statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss.

Derecognition of financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

2.18 Income Tax

Income tax expense comprises current and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in Equity or in Other Comprehensive Income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Group:

a) Has a legally enforceable right to set off the recognised amounts; and

b) Intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date.

2.19 Leases

The Group as lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the Group is

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2025

reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The Group applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

2.20 Earning per share

The basic EPS is computed by dividing the profit after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year

For the purpose of calculating diluted EPS, profit after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.21 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

For the purposes of the Cash Flow Statement, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.22 Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to the purchase of property, plant and equipment are included in noncurrent liabilities as deferred income and are credited to the statement of Profit and Loss on a straight – line basis over the expected lives of related assets and presented within other income.

2.23 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the Management of the Group. The Business activity of the Group falls within one business segment viz "Textile".

2.24 Recent Amendments

a) New and amended Standards adopted by the Company

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 1 April, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

b) New and amended Standards issued but not effective

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March, 2025, there are no standards that are notified and not yet effective as on date.

Notes to Consolidated Financial Statements

for the Year Ended March 31, 2025

(₹ in lakhs)

3A. Property, Plant and Equipments

Particulars	Tangible Assets										
	Freehold land	Buildings	Plant and Equipment	Vehicles	Furniture and Fixtures	Office Equipment	Computers	Electrical Installations	Borewell	Leasehold Improvements	Total
Cost											
As at April 01, 2023	**275.98**	**2,803.37**	**8,378.87**	**185.66**	**58.85**	**53.29**	**74.64**	**509.51**	**5.30**	**-**	**12,345.47**
Additions	1.76	1,791.81	9,699.64	69.76	28.61	9.90	9.99	606.26	0.75	-	12,218.48
Disposals	-	-	40.07	-	-	-	0.05	-	-	-	40.12
Reclassification to Right of Use Assets	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	**277.74**	4,595.18	**18,038.44**	**255.42**	**87.46**	**63.19**	**84.58**	**1,115.77**	**6.05**	**-**	**24,523.83**
Additions	-	**27.17**	386.90	52.56	139.81	9.05	11.23	66.88	-	45.91	739.51
Disposals	-	-	664.29	26.62	-	-	-	-	-	-	690.91
As at March 31, 2025	**277.74**	4,622.35	**17,761.05**	**281.36**	**227.27**	**72.24**	**95.81**	**1,182.65**	**6.05**	45.91	**24,572.43**
Depreciation											
As at April 01, 2023	**-**	**878.24**	**3,750.78**	**79.41**	**47.27**	**31.34**	**64.19**	**378.32**	**1.27**	**-**	**5,230.82**
Additions	-	144.11	925.14	22.67	4.10	7.72	7.51	66.66	1.10	-	1,179.01
Disposals	-	-	29.72	-	-	-	0.05	-	-	-	29.77
As at March 31, 2024	**-**	**1,022.35**	**4,646.20**	**102.08**	**51.37**	**39.06**	**71.65**	**444.98**	**2.37**	**-**	**6,380.06**
Additions	-	193.62	1,145.74	27.64	5.84	8.10	8.42	82.82	1.15	0.06	1,473.39
Disposals	-	-	655.61	22.14	-	-	-	-	-	-	677.75
As at March 31, 2025	**-**	**1,215.97**	**5,136.33**	**107.58**	**57.21**	**47.16**	**80.07**	**527.80**	**3.52**	**0.06**	**7,175.70**
Net block											
As at March 31, 2024	**277.74**	**3,572.83**	**13,392.24**	**153.34**	**36.09**	**24.13**	**12.93**	**670.79**	**3.68**	**-**	**18,143.77**
As at March 31, 2025	**277.74**	**3,406.38**	**12,624.72**	**173.78**	**170.06**	**25.08**	**15.74**	**654.85**	**2.53**	**45.85**	**17,396.73**

3B. Capital Work-in-Progress

As at March 31, 2024											**-**
As at March 31, 2025											**16.77**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

3C. Right of use Assets (Refer Note 39)

Particulars	Leasehold Land	Leased Property	Total
Cost			
As at April 01, 2023	**24.81**	**457.82**	**482.63**
Additions	-	-	**-**
Additions as per IND AS 116 (Lease)	-	353.24	353.24
Disposals	-	327.14	327.14
As at March 31, 2024	**24.81**	**483.92**	**508.73**
Additions	-	-	**-**
Additions as per IND AS 116 (Lease)	-	488.60	488.60
Disposals	-	112.82	112.82
As at March 31, 2025	**24.81**	**859.70**	**884.51**
Amortisation			
As at April 01, 2023	**2.07**	**105.12**	**107.19**
Additions	0.30	69.63	69.93
Deletions	-	78.33	78.33
As at March 31, 2024	**2.37**	**96.42**	**98.79**
Additions	0.30	86.16	86.46
Disposals	-	90.73	90.73
As at March 31, 2025	**2.67**	**91.85**	**94.52**
Net block			
As at March 31, 2024	**22.44**	**387.50**	**409.94**
As at March 31, 2025	**22.14**	**767.85**	**789.99**

3D. Intangible Assets

Particulars	Computer Software	Hakoba Brand	Total
Cost			
As at April 01, 2023	**72.17**	**0.05**	**72.22**
Additions	**4.60**	**-**	**4.60**
Disposals	-	-	**-**
As at March 31, 2024	**76.77**	**0.05**	**76.82**
Additions	5.34	-	**5.34**
Disposals	-	-	**-**
As at March 31, 2025	**82.11**	**0.05**	**82.16**
Depreciation			
As at April 01, 2023	**52.53**	**-**	**52.53**
Additions	4.88	-	**4.88**
Disposals	-	-	**-**
As at March 31, 2024	**57.41**	**-**	**57.41**
Additions	5.27	-	**5.27**
Disposals	-	-	**-**
As at March 31, 2025	62.68	-	**62.68**
Net block			
As at March 31, 2024	19.36	0.05	**19.41**
As at March 31, 2025	**19.43**	**0.05**	**19.48**

3.1 a) Depreciation is provided on fixed assets over the remaining useful life in accordance with the provisions of Schedule II of the Act.

b) Property, Plant and Equipment given as security for borrowings (Refer note 19 & 24).

c) Certain machinery at SPFY unit are hypothecated to Director of Industries Himachal Pradesh towards capital subsidy received from them.

d) During the year, borrowing cost amounting to ₹Nil (₹ 261.09) directly attributable to the acquisition of fixed assets are capitalized by the Company and work in progress as part of the cost of the assets up to the date of such asset is ready for its intended use.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

3.2 a) Capital work-in-progress ageing schedule for the year ended March 31, 2025:

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	16.77	-	-	-	16.77
	16.77	**-**	**-**	**-**	**16.77**

b) Above project is not overdue and not exceeds its cost of original plan as at the reporting date.

4 Non- Current Investment

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Quoted Investments				
In Other Entities (measured at fair value through profit and loss)				
RLF Limited	1,000	0.00	1,000	0.00
(Equity shares of Face Value of ₹10 each)				
(Cost ₹0.06 lakh less provision made ₹0.06 lakh)				
Padmini Technologies Limited (listing suspended)	68,939	0.00	68,939	0.00
(Equity shares of Face Value of ₹10 each)				
(Cost ₹17.56 lakh less provision made ₹17.56 lakh)				
Unquoted Investments				
In Other Entities				
Shree Ganesh Integrated Textile Park Private Limited	10,560,000	1,049.56	10,560,000	1,053.26
(Equity shares of Face Value of ₹10 each)				
The Greater Bombay Co-op. Bank Limited	40	0.01	40	0.01
(Equity shares of Face Value of ₹25 each)				
	10,629,979	**1,049.57**	**10,629,979**	**1,053.27**

a. None of the above investments are listed on any stock exchange in India or outside India.
b. Aggregate amount of investments are given below:

Aggregate book value of quoted investments		17.62		17.62
Aggregate market value of quoted investments		0.09		0.08
Aggregate cost of unquoted investments		1,049.57		1,053.27
Aggregated amount of impairment in value of investments		17.62		17.62

5 Other Non-Current Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security Deposits	179.11	199.93
Fixed Deposit in Banks and NSC with more than 12 months maturity	87.03	39.49
	266.14	**239.42**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

6 Other Non-Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Capital Advances	195.09	75.54
	195.09	**75.54**

6.1 Capital advance of ₹195.09 has been given towards advance to suppliers of property, plant & equipment.

7 Inventories
(Valued at lower of cost or net realisable value as certified by Management)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw Materials	1,161.68	1,292.64
Work-in-Progress	898.50	1,342.16
Finished Goods	3,304.61	3,681.88
Store & Spares	356.59	354.19
Packing Material	61.48	71.66
	5,782.86	**6,742.53**
Inventories include Goods in transit as under:		
Finished Goods	125.41	329.01

7.1 Inventories are hypothecated to secure borrowings. (Refer Note 19 & 24).

8 Current Investment

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
A Investment in Equity instruments				
Unquoted, fully paid-up				
National Stock Exchange of India Ltd.	15,000	98.25	3,000	98.25
(Equity shares of Face Value of ₹1 each)				
B Investment in Government Bonds (Quoted)				
9.20% Government Stock 2030	-	-	-	-
	15,000	**98.25**	**3,000**	**98.25**
Aggregate book value of quoted investments		-		-
Aggregate market value of quoted investments		-		-
Aggregate book value of unquoted investments		98.25		98.25
Aggregated amount of impairment in value of investments		-		-

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

9 Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured		
Considered Good	2,778.62	2,933.33
Having significant increase in credit risks	504.46	304.71
Credit Impaired	79.37	79.37
	3,362.45	**3,317.41**
Less: Allowance for Credit Losses	(298.34)	(295.18)
	3,064.11	**3,022.23**

9.1 Trade receivables include outstanding from related party enterprise of ₹22.20 (₹77.92).

9.2 Trade receivables are hypothecated to secure borrowings (Refer Note 19 & 24).

Trade Receivables ageing schedule as at 31st March, 2025:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,943.53	528.18	184.64	307.94	7.22	311.57	**3,283.08**
Undisputed Trade receivables -credit impaired	-	-	-	-	7.60	71.77	**79.37**
Disputed Trade Receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	**-**
	1,943.53	**528.18**	**184.64**	**307.94**	**14.82**	**383.34**	**3,362.45**
Less: Allowance for Credit Losses							**(298.34)**
Total Trade Receivables							**3,064.11**

Trade Receivables ageing schedule as at 31st March, 2024:

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables -considered good	1,882.26	529.75	434.94	49.50	54.55	287.04	**3,238.04**
Undisputed Trade receivables -credit impaired	-	-	-	7.60	7.10	64.67	**79.37**
Disputed Trade Receivables - considered good	-	-	-	-	-	-	**-**
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	**-**
	1,882.26	**529.75**	**434.94**	**57.10**	**61.65**	**351.71**	**3,317.41**
Less: Allowance for Credit Losses							**(295.18)**
Total Trade Receivables							**3,022.23**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

10 Cash & Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with Banks - In Current Accounts	147.37	50.47
Cash in hand	37.47	13.81
	184.84	**64.28**

11 Bank Balances other than Cash & Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Fixed Deposit in Banks with less than 12 months maturity	4.39	93.33
	4.39	**93.33**

12 Current Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Inter Corporate Deposits		
Associates Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	389.63	353.01
	389.63	**353.01**

13 Other Current Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Other Loans and Advances		
Others		
Loan & Advances to Staff	37.84	37.40
Government Incentives Receivable	280.26	-
	318.10	**37.40**

14 Current Tax Assets (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax Refund Receivable (net)	136.26	115.37
	136.26	**115.37**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

15 Other Current Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Advances recoverable in cash or in kind	741.67	816.63
Prepaid Expenses	174.33	200.60
Accrued Export and Other Incentives	49.44	74.71
Other Advances and Balances	684.36	851.54
	1,649.80	**1,943.48**

15.1 Advance recoverable include outstanding from Associate Concern of ₹534.85 (₹544.85).

16 Assets held for sale

Particulars	As at March 31, 2025	As at March 31, 2024
Leasehold Land	695.66	695.66
Building	108.20	108.20
	803.86	**803.86**

17 Share Capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity Shares of ₹10 each	50,000,000	5,000.00	50,000,000	5,000.00
	50,000,000	**5,000.00**	**50,000,000**	**5,000.00**
Issued, Subscribed & Paid up				
Equity Shares of ₹10 each	30,815,442	3,081.54	29,475,442	2,947.54
	30,815,442	**3,081.54**	**29,475,442**	**2,947.54**

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the financial year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
As at the beginning of the financial year	29,475,442	2,947.54	26,590,942	2,409.09
Add: Issued on exercise of ESOP option (Refer Note 44)	-	-	384,500	288.45
Add: Issued against conversion of share warrants	1,340,000	134.00	2,500,000	250.00
As at the end of the financial year	**30,815,442**	**3,081.54**	**29,475,442**	**2,947.54**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Issue of Shares:

The Company has allotted 13,40,000 equity shares of ₹10 each at a premium of ₹33 each during the year to the promoter on 12th August, 2024 on conversion of share warrants on receipt of balance 75% of the issue price. There is no outstanding share warrants pending for conversion at the year end.

Rights, preferences and restrictions attached to Equity Shares:

The Company has one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Details of Equity Shareholding more than 5% in the Company on reporting date:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Pioneer E-Com Fashions LLP	5,536,492	17.97	5,536,492	18.78
Raj Kumar Sekhani	4,504,760	14.62	3,164,760	10.74
Tano Investment Opportunities Fund	2,500,000	8.11	2,500,000	8.48

Shareholding of Promoters:

Promoter Name	As at March 31, 2025			As at March 31, 2024		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Pioneer E-Com Fashions LLP *	5,536,492	17.97	(0.81)	5,536,492	18.78	No Change
Raj Kumar Sekhani	4,504,760	14.62	3.88	3,164,760	10.74	No Change
Bimladevi Sekhani *	23,073	0.07	(0.01)	23,073	0.08	No Change
Manak Chand Baid Jt. Raj Kumar Sekhani *	14,000	0.05	-	14,000	0.05	No Change

* Change in percentage is due to increase in equity share capital of the Company during the year

18 Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024
Share Premium Reserve		
Opening Balance	4,892.61	3,999.17
Add: During the year	442.20	893.44
Balance as at the end of the year	**5,334.81**	**4,892.61**
Share Based Payment Reserve		
Opening Balance	2.57	56.02
Add: Recognition of Share based payments during the year (Refer Note 44)	46.67	(53.45)

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the end of the year	**49.24**	**2.57**
Revaluation Reserve		
Opening Balance	363.61	363.61
Add: During the year	-	-
Balance as at the end of the year	**363.61**	**363.61**
Retained Earnings		
Opening Balance	6,203.82	5,798.15
Add : Other Comprehensive Income (including tax thereon)	6.83	33.35
Add: Profit for the year	448.63	372.32
	6,659.28	**6,203.82**
Less: Dividend paid	-	-
Balance as at the end of the year	**6,659.28**	**6,203.82**
Share Warrants		
Opening Balance	144.05	-
Add: Received on issue of Share Warrants convertible into Equity Shares	432.15	1,219.05
Less: Issue of equity shares on conversion	(576.20)	(1,075.00)
Balance as at the end of the year	-	**144.05**
Non-Controlling Interest	40.28	43.09
	40.28	**43.09**
	12,447.22	**11,649.75**

Nature and purpose of other reserves/ other equity

Securities Premium

This Reserve represents premium received on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Share Based Payment Reserve:

This reserve relates to stock options granted to employees under "Employee Stock Option Plan 2018 Scheme (ESOP)" and shall be transferred to securities premium account/retained earnings on exercise/cancellation of options.

Retained Earnings

Retained earnings are profits earned by the Company after transfer to general reserve and payment of dividend to shareholders.

Share Warrants

The Company had issued and allotted share warrants, each convertible into one equity share of ₹10 each at a premium of ₹33 each, on preferential allotment basis to the Promoter of the Company and certain identified non-promoter persons upon receipt of 25% of the issue price as warrant subscription money. Balance 75% of the issue price was payable within 18 months from the date of allotment at the time of exercising the option to apply for fully paid-up equity share of ₹10 each of the Company, against each share warrant held by the warrant holder. On conversion of such share warrants into equity shares, the Company transfers the amount therefrom to securities premium and share capital.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

19 Non-Current Financial Liabilities -Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured Loans		
Term Loans from Banks/Institutions	3,899.88	4,927.75
Term Loan from Other	1,360.56	2,151.73
Unsecured Loans		
Others	180.00	180.00
	5,440.44	**7,259.48**
Current Maturity of Borrowings disclosed under the head "Current Financial Liabilities-Borrowings" (Refer Note 24)	(1,672.28)	(1,733.53)
	3,768.16	**5,525.95**

19.1 Term Loan from bank of ₹3,688.16 are secured by first pari passu charge over fixed assets of the Company both present & future and are further secured by second charge over current assets of the Company, by personal guarantee of Chairman of the Company and pledge of company's certain shares by promoter and promoter group firms. This loan is repayable in monthly instalments ending October 2028 and presently carries interest @11.80% p.a..

19.2 Term Loans from bank of ₹88.56 are secured by first pari passu charge over current assets of the Company and further secured by second pari passu charge over fixed assets of the Company both present & future with other term lenders, by personal guarantee of the Chairman of the Company. This loan is repayable in monthly instalments ending March 2027 and carries interest @7.5% p.a..

19.3 Term Loan from Banks of ₹123.16 are secured by hypothecation of respective vehicles financed.

19.4 Term Loan from Oerlikon Barmag of ₹505.86 of Foreign Currency Term Loan is secured by exclusive charge on certain imported machineries. This loan is repayable in half yearly instalments ending February 2026 and carries interest @4.50% p.a.

19.5 Term Loan from Tata Capital of ₹765.80 is secured by exclusive charge on certain machineries financed by them. This loan is repayable in monthly instalments ending September 2028 and presently carries interest @12.2% p.a.

19.6 Term Loan from Orix Leasing & Financial Services India Limited of ₹88.90 is secured by exclusive charge on certain machineries financed by them. This loan is repayable in monthly instalments ending February 2030 and presently carries interest @12.5% p.a.

19.7 All unsecured loans are interest free and carry no repayment schedule. These loans are subject to confirmation and reconciliation.

20 Lease Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Finance lease obligations	711.99	391.60
	711.99	**391.60**
Current Maturity of Lease (Refer Note 25)	(56.53)	(70.10)
	655.46	**321.50**

21 Long Term Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Employee Benefits	592.79	537.05
	592.79	**537.05**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

22 Deferred Tax Liabilities (Net)

Particulars	As at March 31, 2025	As at March 31, 2024
The balance comprises temporary differences attributable to:		
Deferred Tax Assets in relation to:		
Business Losses including Unabsorbed Depreciation	24.49	118.28
Provision for allowances for credit losses	76.56	75.68
Expenses allowed in the year of payment	264.54	172.42
Lease Liabilities	198.08	108.94
Total Deferred Tax Assets (A)	**563.67**	**475.32**
Deferred Tax Liabilities in relation to:		
Property, Plant & Equipments and Intangible Assets	1,123.43	940.44
Right-of-use to assets	196.10	107.80
Total Deferred Tax Liabilities (B)	**1,319.53**	**1,048.24**
Total Deferred Tax Liabilities (B-A)	**755.86**	**572.92**

22.1 Movement of Deferred Tax Liabilities/ (Assets)

Particulars	As at March 31, 2024	Recognised in P&L	Recognised in OCI	As at March 31, 2025
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	118.28	(93.79)	-	24.49
Provision for allowances for credit losses	75.68	0.88	-	76.56
Expenses allowed in the year of payment	172.42	94.75	(2.63)	264.54
Lease Liabilities	108.94	89.14	-	198.08
Total Deferred Tax Assets (A)	**475.32**	**90.98**	**(2.63)**	**563.67**
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	940.44	182.99	-	1,123.43
Right-of-use to assets	107.80	88.30	-	196.10
Total Deferred Tax Liabilities (B)	**1,048.24**	**271.29**	**-**	**1,319.53**
Total Deferred Tax Liabilities / (Assets) (B - A)	**572.92**	**180.31**	**2.63**	**755.86**

Particulars	As at March 31, 2023	Recognised in P&L	Recognised in OCI	As at March 31, 2024
Deferred Tax Assets in relation to:				
Business Losses including Unabsorbed Depreciation	-	118.28	-	118.28
Provision for allowances for credit losses	71.24	4.44	-	75.68
Expenses allowed in the year of payment	155.65	29.62	(12.85)	172.42
Lease Liabilities	102.74	6.20	-	108.94
Total Deferred Tax Assets (A)	**329.63**	**158.54**	**(12.85)**	**475.32**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	As at March 31, 2023	Recognised in P&L	Recognised in OCI	As at March 31, 2024
Deferred Tax Liabilities in relation to:				
Property, Plant & Equipments and Intangible Assets	737.03	203.41	-	940.44
Right-of-use to assets	98.12	9.68	-	107.80
Total Deferred Tax Liabilities (B)	**835.15**	**213.09**	**-**	**1,048.24**
Total Deferred Tax Liabilities / (Assets) (B - A)	**505.52**	**54.55**	**12.85**	**572.92**

23 Non-Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred Government Grants (Refer Note 40)		
Opening Balance	1,347.68	1,042.44
Add: During the year	20.36	528.50
Less: Amortisation of Deferred Government Grant recognised in Other Income	37.84	223.26
	1,330.20	**1,347.68**

24 Current Financial Liabilities -Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Secured		
Loans Repayable on Demand		
Cash Credit from Bank	3,128.89	2,690.02
	3,128.89	**2,690.02**
Unsecured		
Short Term Loans Repayable on Demand		
Inter Corporate Deposits	336.11	690.80
Current maturities of Long Term Debt (Refer note 19)	1,672.28	1,733.53
	5,137.28	**5,114.35**

24.1 Cash Credit Loans are secured by first pari passu charge by hypothecation of stocks, book debts and second pari passu charge on all fixed assets, both present and future and further secured by personal guarantee of the Chairman of the Company.

25 Lease Liability

Particulars	As at March 31, 2025	As at March 31, 2024
Lease obligations	56.53	70.10
	56.53	**70.10**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

26 Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
For Goods and Services		
Total outstanding dues of micro enterprises and small enterprises	467.80	488.24
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,994.65	2,648.87
	2,462.45	**3,137.11**

26.1 Trade Payables include outstanding to a related enterprise of ₹102.47 (₹17.78).

26.2 Based on the information available, there are certain vendors who have confirmed that they are covered under the Micro, Small and Medium Enterprises Development Act, 2006. Disclosures relating to dues of Micro and Small enterprises under Section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006, are given below:

	Particulars	As at March 31, 2025	As at March 31, 2024
a.	Principal amount and Interest due thereon remaining unpaid to any supplier at the end of year	467.80	488.24
b.	Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day	-	-
c.	the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
d.	the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
e.	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of this Act	-	-

Trade Payables ageing schedule: As at 31st March, 2025

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	399.40	48.51	19.89	-	-	**467.80**
(ii) Others	1,374.88	470.94	33.55	27.44	87.84	**1,994.65**
Total Trade Payable	**1,774.28**	**519.45**	**53.44**	**27.44**	**87.84**	**2,462.45**

Trade Payables ageing schedule: As at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	437.59	50.65	-	-	-	**488.24**
(ii) Others	1,927.77	555.60	51.49	28.56	85.45	**2,648.87**
Total Trade Payable	**2,365.36**	**606.25**	**51.49**	**28.56**	**85.45**	**3,137.11**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

27 Other Current Financial Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Interest accrued	7.93	8.27
Unpaid Dividend	3.29	3.29
Capital Creditors	16.80	21.03
Employees Emoluments	551.36	577.81
Statutory Dues	47.52	68.02
Others	62.61	87.04
	689.51	**765.46**

28 Short Term Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision For Employee Benefits	32.77	19.27
	32.77	**19.27**

29 Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Customers' Credit Balances and Advances against orders	106.10	156.41
Advance Against Property	1,050.00	1,050.00
	1,156.10	**1,206.41**

30 Revenue From Operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Products - Yarn, Embroidery Fabric & Laces		
Domestic Sales	34,213.05	28,959.14
Export Sales	3,131.26	4,474.09
Other Operating Revenue (Including Export Incentives)	162.05	185.35
	37,506.36	**33,618.58**

30.1 Sales include sales made to related enterprises ₹116.97 (₹164.79).

31 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit on sale of Investments	-	-
Interest Income	52.55	61.58
Dividend Received	2.70	2.40

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit on disposal of Property, Plant and Equipment (Net)	74.38	22.44
Gain on Foreign Currency transactions and translation (Net)	55.58	65.72
Miscellaneous Income *	406.99	22.77
Amortization of Government Grant	37.84	223.26
	630.04	**398.17**

* Miscellaneous Income includes ₹397.50 lakhs received on account of maturity claim of a Keyman Insurance Policy

32 Cost Of Material Consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cost of Raw Material Consumed		
Opening Stock	1,292.64	1,369.41
Purchases during the year	21,448.92	21,324.09
	22,741.56	**22,693.50**
Less:- Closing Stock	1,161.68	1,292.64
	21,579.88	**21,400.86**

32.1 Purchases includes from related enterprises ₹259.12 (₹106.82).

33 Change In Inventories

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Inventories		
Work-in-Progress	1,342.16	756.32
Finished Goods	3,681.88	2,729.71
	5,024.04	**3,486.03**
Less: Closing Inventories		
Work-in-Progress	898.50	1,342.16
Finished Goods	3,304.61	3,681.88
	4,203.11	**5,024.04**
	820.93	**(1,538.01)**

34 Employee Benefits Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, Wages and Incentives	3,952.24	3,566.53
Contribution to Funds	208.33	168.23
Staff Welfare Expenses	61.56	81.33
Employee ESOP Compensation (Refer Note 44)	46.67	-
	4,268.80	**3,816.09**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

35 Finance Cost

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense*	837.26	813.87
Interest on Lease Obligation	55.90	39.43
Other Borrowing Costs	39.26	70.98
Exchange difference regarded as an adjustment to finance costs	27.17	2.13
	959.59	**926.41**

Interest expense are net of Interest Subsidy of ₹223.37 lakhs which includes ₹78.29 lakhs receivable for the period September 23 to March 24 under Package Scheme of Incentive-2019 of Government of Maharashtra, approval received in the current year.

36 Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Stores & Spares Consumed	675.71	637.02
Repair & Maintenance	220.89	200.95
Power & Fuel	3,140.45	2,717.51
Insurance	64.74	60.26
Job Charges	497.20	547.65
Legal & Professional Fees	97.34	103.52
Packing Material Consumed	1,526.37	1,474.70
Payment to Auditors*	17.22	17.22
Rates & Taxes	74.92	31.03
Rent	27.81	34.68
Provision for Expected Credit Losses	3.16	15.95
Directors Sitting Fees	6.00	3.87
Donations	0.61	0.26
Expenditure incurred towards CSR activities	-	23.09
Selling Expenses	995.97	964.76
Miscellaneous Expenses	645.08	709.19
	7,993.47	**7,541.66**
*** Details of payment to Auditors**		
a) Statutory & Tax Audit	12.22	12.22
b) for Taxation Matter	5.00	5.00
c) for Other Services	-	-
	17.22	**17.22**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

37 Income Tax Expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Tax expense/(credit) recognized in the Statement of Profit and Loss		
Current tax	-	-
Income Tax for earlier year	-	15.60
Deferred tax charge (credit)	180.31	54.55
Income Tax expense reported in the Statement of Profit and Loss	**180.31**	**70.15**
Deferred tax impact on component of other comprehensive income (OCI)	2.63	12.85
Total Income Tax benefit recognized in Other Comprehensive Income	**2.63**	**12.85**
Total Income Tax expense recognised in the current year	**182.94**	**83.00**

Reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

Enacted income tax rate in India applicable to the Company	27.82	27.82
Profit before tax	626.78	425.08
Income Tax Expense	174.37	118.26
Effect of:		
Expenses that are not deductible in determining taxable profit	0.17	6.50
Income Tax for earlier year	-	15.60
Income that are not taxable in determining taxable profit	-	(62.11)
Others	8.40	4.75
	182.94	**83.00**

38 Contingent liabilities, contingent assets and commitments

A. Contingent liabilities (not provided for) in respect of:

	Particulars	As at March 31, 2025	As at March 31, 2024
1	Bank Guarantees Outstanding.	110.10	108.21
2	Demand for Excise duty, being contested by the Company	33.58	33.58
3	Demand for Service Tax, being contested by the Company	123.85	123.85
4	Sundry Cases in Labour Court and Industrial Court (Sarigam unit, Gujarat and Silvassa unit) *(quantum is not ascertainable)	N A*	N A*

There is no contingent liability other than stated above and adequate provision have been made for all known liabilities, except interest and penalties as may arise. The management believes that the Company has a strong chance of favourable decision in above cases, hence no further provision has been considered necessary.

B. Commitments

a)	Capital Commitments: 'Estimated amount of Contracts remaining to be executed on Capital Account [Net of Advances]	555.92	26.03
b)	EPCG Commitments: Future export obligations / commitments under import of Capital Goods at Concessional rate of customs duty	7,872.27	7,977.15

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

39 Leases

Particulars		As at March 31, 2025	As at March 31, 2024
As a Lessee			
a)	The movement in lease liabilities during the years ended March 31, 2025 and March 31, 2024 is as follows:		
	Balance at the beginning	391.60	369.29
	Additions during the year	425.64	346.29
	Finance cost accrued during the year	55.90	39.43
	Deletions	(27.44)	(259.03)
	Payment of Lease Liabilities	(133.71)	(104.38)
	Balance at the end	**711.99**	**391.60**
b)	Total cash outflow for leases recognised in Statement of Cash Flows for the year ended March 31, 2025 was ₹141.00 (₹72.97).		
c)	Balance of Lease Liabilities :		
	Non-Current Lease Liabilities	655.46	321.50
	Current Lease Liabilities	56.53	70.10
		711.99	**391.60**
d)	The details of the contractual maturities of lease liabilities as at March 31, 2025 and March 31, 2024 on an undiscounted basis are as follows:		
	Less than one year	127.02	105.11
	One to five years	391.32	195.59
	More than five years	1,169.00	1,044.00
	Total	**1,687.34**	**1,344.70**
e)	The Company has incurred rent expense of ₹27.81 (₹34.68) for the year ended March 31, 2025 towards expenses relating to short-term leases and leases of low-value assets.		

40 20.36, (528.50) accounted as Deferred Government Grants for duty saved on import/purchase of capital goods and spares under the Export Promotion Capital Goods (EPCG) scheme. EPCG scheme allows import of certain capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. Under the scheme, the company is committed to export goods at the prescribed times of duty saved on import of capital goods over a specified period of time. In case such commitments are not met, the company would be required to pay the duty saved along with interest to the regulatory authorities. Such grants recognised are released to the Statement of Profit & Loss based on fulfillment of related export obligations.

41 Foreign exchange derivatives and exposures outstanding at the year-end:

Particulars		As at March 31, 2025	As at March 31, 2024
(a)	Foreign Currency exposure not hedged by derivative instrument or otherwise :		
	i. Receivable	385.28	400.17
	ii. Payable	519.70	1,046.55
(b)	Outstanding forward contracts to be hedge foreign currency exposure :	154.05	-

42 Employee benefits

The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined Contribution Plans:

The Company makes contributions towards provident fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to fund the benefits. During the year the Company has contributed to Government Provident Fund ₹165.61 (₹136.80).

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

(ii) Defined Benefit Plan:

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

A. Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

Particulars	March 31, 2025	March 31, 2024
Net defined benefit liability / (asset)	573.27	498.56
Liability for Gratuity		
Current	31.64	17.58
Non-Current	541.63	480.98

B. Movement in net defined benefit (asset) / liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	March 31, 2025			March 31, 2024		
	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset)/ liability
Balance as at 1 April	498.56	-	498.56	468.89	-	468.89
Included in profit or loss						
Service costs	104.22	-	104.22	72.02	-	72.02
Interest cost / (income)	33.45	-	33.45	33.12	-	33.12
	137.67	**-**	**137.67**	**105.14**	**-**	**105.14**
Included in OCI						
Actuarial loss / (gain) arising from:						
- demographic assumptions	-	-	-	-	-	-
- financial assumptions	(58.71)	-	(58.71)	91.87	-	91.87
- experience adjustment	49.25	-	49.25	(138.07)	-	(138.07)
	(9.46)	**-**	**(9.46)**	**(46.20)**	**-**	**(46.20)**
Other						
Contributions paid by the employer	-	-	-			-
Benefits paid	(53.50)	-	(53.50)	(29.27)	-	(29.27)
	(53.50)	**-**	**(53.50)**	**(29.27)**	**-**	**(29.27)**
Balance as at 31 March	**573.27**	**-**	**573.27**	**498.56**	**-**	**498.56**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

C. Plan assets

The Company has no plan assets.

D. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2025	March 31, 2024
Discount rate	6.91%	7.09%
Expected rate of future salary increase	7.00%	8.00%
Mortality	100% of IALM (2012 - 14)	

Assumptions regarding future mortality have been based on published statistics and mortality tables.

E. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	March 31, 2025		March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(409.87)	649.98	(439.83)	569.75
Expected rate of future salary increase (1% movement)	646.69	(511.39)	565.33	(441.57)

Sensitivities due to mortality and withdrawals are insignificant, hence ignored. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

F. Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follow -

A) Salary Increases- Higher than expected increase in salary will increase the defined benefit obligation.

B) Discount Rate: Reduction in discount rate in subsequent valuations can increase the plan's liability.

C) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumption in the valuation can impact the liabilities.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

43 Related parties

A. Related parties and their relationships

i	**Key Managerial Personnel (KMP) and their relatives**	Mr. Raj Kumar Sekhani (Chairman) Mr. Harsh Vardhan Bassi (Managing Director) Mr. Saurabh Maheshwari (Executive Director) Mr. Joginder Kumar Baweja (Independent Director) (upto February 05, 2024) Mr. Gopalkrishnan Sivaraman (Independent Director) (upto April 16, 2024) Ms. Sushama Sunil Bhatt (Independent Director) Mr. Mahesh Kumar Gupta (Independent Director) (w.e.f. August 28, 2023) Mr. Varun Kathuria (Independent Director) (w.e.f. August 28, 2023) Ms. Bimla Devi Sekhani Mr. Aarav Sekhani Mr. Vishal Sekhani Mr. Ratanlal Sekhani Ms. Prachi Sekhani Ms. Priyani Sekhani
ii.	**Enterprises having significant influence by KMP & their Relatives**	M/s J J Sons M/s J J and Sons Kiran Industries Pvt. Ltd. Thakurdas & Co. Pvt. Ltd. Kiran Texpro Pvt. Ltd.
iii.	**Associate Concerns**	Pioneer E-Com Fashions LLP Shree Ganesh Integrated Textile Park Pvt. Ltd.

B Transactions with the above in the ordinary course of business

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sales		
Enterprises having significant influence by KMP & their Relatives		
M/s J J and Sons	46.61	47.21
Kiran Industries Pvt. Ltd.	70.36	97.37
Kiran Texpro Pvt. Ltd.	-	20.21
	116.97	**164.79**
Purchases		
Enterprises having significant influence by KMP & their Relatives		
Kiran Industries Pvt. Ltd.	257.06	106.39
J J and sons	2.02	0.38
Kiran Texpro Pvt. Ltd.	0.03	0.05
	259.12	**106.82**
Payment for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Industries Pvt. Ltd.	18.50	23.28

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Receipt for Rent & Other Services		
Enterprises having significant influence by KMP & their Relatives		
Kiran Texpro Pvt. Ltd.	4.71	3.66
Employee Benefit Expenses		
Managerial Remuneration		
Key Managerial Personnel (KMP) and their relatives		
Mr. Raj Kumar Sekhani (Chairman)	84.00	84.00
Mr. Harsh Vardhan Bassi (Managing Director)	36.00	36.00
Mr. Saurabh Maheshwari (Executive Director)	48.00	48.00
Mr. Aarav Sekhani	25.44	24.24
Mr. Vishal Sekhani	25.44	24.24
Mr. Ratanlal Sekhani	25.26	25.26
Ms. Prachi Sekhani	3.18	3.03
Ms. Priyani Sekhani	4.45	4.24
	251.78	**249.01**
Director Sitting Fees		
Mr. Joginder Kumar Baweja (Independent Director)	-	1.00
Mr. Gopalkrishnan Sivaraman (Independent Director)	-	1.00
Ms. Sushama Sunil Bhatt (Independent Director)	1.80	0.80
Mr. Mahesh Gupta (Independent Director)	2.15	0.63
Mr. Varun Kathuria (Independent Director)	2.05	0.45
	6.00	**3.88**
Loans & Advances Given		
Associate Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	36.62	100.92
	36.62	**100.92**
Loans & Advances taken/recovered		
Associate Concerns		
Pioneer E-Com Fashions LLP	10.00	5.00

C Outstanding Balance at the year end

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Trade Payables & Other Liabilities		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Sons	13.67	13.67
M/s J J and Sons	-	0.25
Kiran Industries Pvt. Ltd.	88.79	2.70
Kiran Texpro Pvt. Ltd.	0.01	1.16
	102.47	**17.78**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Receivables		
Enterprises having significant influence by KMP & their Relatives		
M/s J J Sons	2.02	2.02
M/s J J and Sons	11.70	37.79
Kiran Industries Pvt. Ltd.	-	29.97
Thakurdas & Co. Pvt. Ltd.	4.84	4.80
Kiran Texpro Pvt. Ltd.	3.64	3.34
	22.20	**77.92**
Associate Concerns		
Shree Ganesh Integrated Textile Park Pvt. Ltd.	389.63	353.00
Pioneer E-Com Fashions LLP	534.85	544.85
	924.48	**897.85**

44 Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP)

The Company has granted stock options under the Pioneer Embroideries Limited Employee Stock Option Plan 2018 Scheme (ESOP) to the eligible employees of the Company. Under ESOP, the company has granted 3,99,864 options on August 12, 2024. 100% of total options granted would vest in after one year from the date of grant subject to fulfilment of vesting conditions. The maximum period for exercise of options is three year from the date of vesting. Each option when exercised would be converted into one fully paid-up equity share of ₹10 each of the Company. The options granted under ESOP carry no rights to dividends and voting rights till the date of exercise.

As at the end of the financial year, details and movements of the outstanding options are as follows:

Particulars	As at March 31, 2025		As at March 31, 2024	
	No of Options	Weighted Average exercise price (`)	No of Options	Weighted Average exercise price (`)
Options outstanding at the beginning of the year	18,500	@	403,000	@
Options granted under ESOP	399,864	@	-	-
Options exercised during the year	-	-	384,500	13.90
Options cancelled during the year	-	-	-	-
Options expired during the year	-	-	-	-
Options outstanding at the end of the year	418,364	@	18,500	@
Options exercisable at the end of the year	418,364	@	18,500	@

@ The exercise price shall be decided by NRC subject to maximum discount of 50% of the closing market price on the stock exchange, which records the highest trading Volume in the Company's equity shares on the date immediately prior to the date on which the notice of excercise is given to the Company by the employee. In any event, the excercise price shall not be less than face value of the equity share.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

45 Financial instruments
I. Fair value measurements
A. Financial instruments by category

Particulars	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	0.01	98.25	0.01	98.25
Trade receivables	-	3,064.11	-	3,022.23
Cash and cash equivalents	-	189.23	-	157.61
Loans	-	389.63	-	353.01
Others				
Non Current	-	266.14	-	239.42
Current	-	318.10	-	37.40
	0.01	**4,325.46**	**0.01**	**3,907.92**
Financial liabilities				
Long term borrowings	-	3,768.16	-	5,525.95
Short terms borrowings	-	5,137.28	-	5,114.35
Trade payables	-	2,462.45	-	3,137.11
Lease Liabilities	-	711.99	-	391.60
Other current financial liabilities	-	689.51	-	765.46
	-	**12,769.39**	**-**	**14,934.47**

B. Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:

(a) recognised and measured at fair value and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements:

Particulars	As at March 31, 2025			
	Level 1	Level 2	Level 3	Total
Financial assets	0.01	-	-	0.01
Financial liabilities	-	-	-	-
	0.01	**-**	**-**	**0.01**

Particulars	As at March 31, 2024			
	Level 1	Level 2	Level 3	Total
Financial assets	0.01	-	-	0.01
Financial liabilities	-	-	-	-
	0.01	**-**	**-**	**0.01**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year.

C. Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2025		As at March 31, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial assets				
Investments	-	98.25	-	98.25
Trade receivables	-	3,064.11	-	3,022.23
Cash and cash equivalents	-	189.23	-	157.61
Loans	-	389.63	-	353.01
Others				
Non Current	-	266.14	-	239.42
Current	-	318.10	-	37.40
	-	**4,325.46**	**-**	**3,907.92**
Financial liabilities				
Long term borrowings	-	3,768.16	-	5,525.95
Short terms borrowings	-	5,137.28	-	5,114.35
Trade payables	-	2,462.45	-	3,137.11
Lease Liabilities	-	711.99	-	391.60
Other current financial liabilities	-	689.51	-	765.46
	-	**12,769.39**	**-**	**14,934.47**

The carrying amounts of the abovementioned financial assets and financial liabilities are considered to be the same as their fair values, due to their short-term nature.

II. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- credit risk;
- liquidity risk; and
- market risk

i. Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the processes to ensure that executive management controls risks through the mechanism of properly defined framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's Audit Committee oversees compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The carrying amount of financial assets represents the maximum credit exposure. The Group monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Group Management has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes market check, industry feedback, past financials and external ratings, if they are available. Sale limits are established for each customer and reviewed periodically. Any sales exceeding those limits require approval from the President of the Group.

More than 60 % of the Group's customers have been transacting with the Group for over four years, and no impairment loss has been recognized against these customers. In monitoring customer credit risk, customers are reviewed according to their credit characteristics, including whether they are an individual or a legal entity, their geographic location, industry and existence of previous financial difficulties.

The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables.

The carrying amount net of credit loss allowances of trade receivables is ₹3,064.11 (March 31, 2024 – ₹3,022.23).
Reconciliation of loss allowance provision – Trade receivables:

Particulars	March 31, 2025	March 31, 2024
Opening balance	(295.18)	(279.23)
Changes in loss allowance	(3.16)	(15.95)
Closing balance	**(298.34)**	**(295.18)**

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out at unit level and monitored through corporate office of the Group in accordance with practice and limits set by the Group. These limits vary by location to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Group's liquidity management strategy involves projecting cash flows in major

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(a) Financing arrangements

The Group has bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in indian rupee and have an average maturity within a year.

(b) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and exclude contractual interest payments and the impact of netting agreements.

Particulars	Carrying Amounts March 31, 2025	Contractual cash flows				
		Total	0- 1 year	1–3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	5,440.44	5,440.44	1,672.28	2,819.78	934.80	13.58
Short term borrowings	3,465.00	3,465.00	3,465.00	-	-	-
Trade payables	2,462.45	2,462.45	2,462.45	-	-	-
Other non-current financial liabilities	655.46	655.46	-	83.28	72.10	500.08
Other current financial liabilities	746.04	746.04	746.04	-	-	-
Total non-derivative liabilities	**12,769.39**	**12,769.39**	**8,345.77**	**2,903.05**	**1,006.90**	**513.67**

Particulars	Carrying Amounts March 31, 2024	Contractual cash flows				
		Total	0- 1 year	1–3 years	3-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings	7,259.48	7,259.48	1,733.53	3,312.18	2,211.50	2.27
Short term borrowings	3,380.82	3,380.82	3,380.82	-	-	-
Trade payables	3,137.11	3,137.11	3,137.11	-	-	-
Other non-current financial liabilities	321.50	321.50	-	67.27	21.24	232.99
Other current financial liabilities	835.56	835.56	835.56	-	-	-
Total non-derivative liabilities	**14,934.47**	**14,934.47**	**9,087.02**	**3,379.45**	**2,232.74**	**235.26**

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities held for liquidity / credit management purposes and which are not usually closed out before contractual maturity.

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Group uses derivatives like forward contracts to manage market risks on account of foreign exchange. All such transactions are carried out within the guidelines set by the Board of Directors.

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

v. Currency risk

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and small exposure in EUR and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Group's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimise the volatility of the INR cash flows of highly probable forecast transactions by hedging the foreign exchange inflows on regular basis.

Currency risks related to the principal amounts of the Group's foreign currency payables, have been partially hedged using forward contracts taken by the Group.

In respect of other monetary assets and liabilities denominated in foreign currencies, the Group's policy is to ensure that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	As at March 31, 2025		As at March 31, 2024	
	USD	EUR	USD	EUR
Financial assets				
Trade receivables	6.26	-	6.07	-
Other payables	0.17	5.48	0.68	10.96
Net statement of financial position exposure	**6.09**	**(5.48)**	**5.39**	**(10.96)**

The following significant exchange rates have been applied:

Particulars	Average Rates		Year end spot rates	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
USD 1	85.10	83.22	85.58	83.08
EUR 1	99.95	90.04	92.32	90.05

Interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. During March 31, 2025 and March 31, 2024, the Group's borrowings at variable rate were denominated in Indian Rupees.

Currently the Group's borrowings are within acceptable risk levels, as determined by the management, hence the Group has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

Particulars	Nominal Amount	
	March 31, 2025	March 31, 2024
Fixed-rate instruments		
Financial liabilities	604.78	1,556.12
	604.78	**1,556.12**

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	Nominal Amount	
	March 31, 2025	March 31, 2024
Variable-rate instruments		
Financial liabilities	7,784.55	8,213.37
	7,784.55	**8,213.37**

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	Profit or loss		Equity, net of tax	
	50 bp increase	50 bp decrease	50 bp increase	50 bp decrease
March 31, 2025				
Variable-rate instruments	38.92	(38.92)	38.92	(38.92)
Cash flow sensitivity	**38.92**	**(38.92)**	**38.92**	**(38.92)**
March 31, 2024				
Variable-rate instruments	41.07	(41.07)	41.07	(41.07)
Cash flow sensitivity	**41.07**	**(41.07)**	**41.07**	**(41.07)**

Fair value sensitivity analysis for fixed-rate instruments

The Group does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

46 a. Balances of certain trade receivables, advances, trade payables and other liabilities are in the process of confirmation and/or reconciliation.

b. Realisable value of current assets, deposits, loans and advances in the ordinary course of business will be at least equal to the amount at which they have been stated in the financial statements.

c. Some of the fixed deposits and bank accounts are subject to confirmations though reconciled with available bank statements.

47 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) committee has been formed. The Group has incurred ₹NIL (₹23.09) expenditure on CSR during the year as same is not required in view of Section 135(1) of the Companies Act, 2013.

Particulars		March 31, 2025	March 31, 2024
i)	Amount required to be spent by the company during the year	-	23.09
ii)	Amount of expenditure incurred	-	23.09
iii)	Shortfall at the end of the year	-	-
iv)	Total of previous years shortfall	-	-
v)	Reason for shortfall	NA	NA

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars		March 31, 2025	March 31, 2024
vi)	Nature of CSR activities	NA	Promoting health care
vii)	Details of related party transactions	-	-
viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NA	NA

48 Segment Reporting

According to Ind AS 108, identification of operating segments is based on Chief Operating Decision Maker (CODM) approach for making decisions about allocating resources to the segment and assessing its performance. The business activity of the Group falls within one broad business segment viz. "Textile" and substantially sale of the product is within the country. The Gross income and profit from the other segment is below the norms prescribed in Ind AS 108. Hence, the disclosure requirement of Ind AS 108 of 'Segment Reporting' is not considered applicable.

49 Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders. The following table summarises the capital of the Group :

Particulars	March 31, 2025	March 31, 2024
Equity Share Capital	3,081.54	2,947.54
Other Equity	12,406.94	11,606.66
Total Equity	**15,488.48**	**14,554.20**
Non-Current Borrowings	3,768.16	5,525.95
Current maturities of Non-Current Borrowings	1,672.28	1,733.53
Current Borrowings	3,465.00	3,380.82
Total Debts	**8,905.44**	**10,640.30**
Less: Cash & Cash Equivalents	189.23	157.61
Net Debts	**8,716.21**	**10,482.69**

50 Ratios

The major financial ratios of the Company are disclosed below along with the reasons for variance:

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.30	1.29	1.3%	Not Applicable
Debt Equity Ratio	Total Borrowings + Lease Liabilities	Shareholder's Equity	0.62	0.76	-18.1%	Not Applicable
Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after Taxes + Non-cash Operating Expenses + Interest + Other adjustment like loss on sale of assets	Debt Service = Interest + Lease Payments + Principal Repayments	0.99	1.13	-11.9%	Not Applicable

Notes to Consolidated Financial Statements
for the Year Ended March 31, 2025

(₹ in lakhs)

Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% change	Reason for variance
Return on Equity Ratio	Net Profit after Tax	Average Shareholder's Equity	2.97%	2.59%	14.7%	Not Applicable
Inventory Turnover Ratio	Revenue from Operations	Average Inventory	5.99	5.56	7.7%	Not Applicable
Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	12.53	11.92	5.1%	Not Applicable
Trade Payables Turnover Ratio	Total Purchases	Average Trade Payables	8.56	8.05	6.3%	Not Applicable
Net Capital Turnover Ratio	Revenue from Operations	Working Capital = Current Assets-Current Liabilities	12.94	11.35	14.0%	Not Applicable
Net Profit Ratio	Net Profit	Revenue from Operations	1.19%	1.06%	12.6%	Not Applicable
Return on Capital Employed	Earning before Finance Cost & Tax (EBIT)	Capital Employed = Tangible Met Worth + Total Debt + Lease Liability + Deferred Tax Liability	6.13%	5.17%	18.7%	Not applicable
Return on Investment	Return/Profit/Earnings	Average Investment	2.75%	2.72%	1.1%	Not applicable

51 Other Disclosures

The Consolidated Financial Statements include the accounts of Pioneer Embroideries Limited (Parent Company) and its subsidiaries as detailed below:

Particulars	Country of Incorporation	March 31, 2025	March 31, 2024
Hakoba Lifestyle Limited	India	100%	100%
Pioneer Realty Limited	India	100%	100%
Crystal Lace (I) Limited	India	45%	45%

52 Earning per Equity Share

Particulars	March 31, 2025	March 31, 2024
Net Profit for the year	445.82	354.93
Weighted Average Number of Equity Shares of ₹10 each (fully paid-up)	30,327,168	27,137,736
- Basic (₹)	1.47	1.31
- Diluted (₹)	1.46	1.27

53 Other Statutory Information

(i) The Company has not been declared willful defaulter by any bank or financial institution or any other lender.

(ii) The Company does not have any transactions with the companies struck off under Companies Act 2013 or Companies Act 1956.

(iii) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

(₹ in lakhs)

(iv) The Company has not revalued its property, plant and equipment (including Right-of- Use Assets) or intangible assets or both during the current or previous financial year.

(v) The Company has complied with the number of Layers prescribed under the Companies Act, 2013.

(vi) There is no undisclosed income under the Income Tax Act, 1961 for the current year or previous year which needs to be recorded in the books of account.

(vii) The Company has not traded or invested in crypto currency or virtual currency during the current or previous financial year.

(viii) The Company do not have charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(ix) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entitity(ies) including foreign entities (""Intermediaries"") with the understanding that the intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any funds from any other person(s) or entitity(ies) including foreign entities with the understanding that the company shall directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company (""Ultimate Beneficiaries"") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

54 Previous year figure have been regrouped / reclassified to conform to current years classifications.

As per our Report of even date
For **M B A H & CO**
Chartered Accountants
(Firm's Registration No.: 121426W)

Mahesh Bhageria
Partner
Membership Number: 034499

Place: Mumbai
Date: 27th May, 2025

For & on behalf of Board of Directors

HARSH VARDHAN BASSI
Managing Director
DIN 00102941

RAJ KUMAR SEKHANI
Chairman
DIN 00102843

DEEPAK SIPANI
Chief Financial Officer

AMI THAKKAR
Company Secretary

(₹ in lakhs)

Annexure A

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries:

Part "A": Subsidiaries

Sr. No.	Particulars	Name of Subsidiary		
		Hakoba Lifestyle Ltd.	Pioneer Reality Ltd.	Crystal Lace (I) Ltd.
(a)	Reporting Period	April to March	April to March	April to March
(b)	Reporting Currency	INR	INR	INR
(c)	Share Capital	484.63	5.00	987.04
(d)	Reserve & Surplus	(100.72)	(8.69)	(914.39)
(e)	Total Assets	791.32	0.35	1,272.59
(f)	Total Liabilities	407.41	4.04	1,199.94
(g)	Investment other than Investment in Subsidiary	-	-	-
(h)	Turnover	-	-	0.89
(i)	Profit/(Loss) before Taxation	(0.91)	(0.25)	(5.07)
(j)	Provision for Taxation	0.65	-	-
(k)	Profit/(Loss) after Taxation	(1.56)	(0.25)	(5.07)
(l)	Proposed Dividend	-	-	-
(m)	% of shareholding	-	-	-

Content, Concept & Design by

PIONEER EMBROIDERIES LIMITED

SILKOLITE
Scale to Value....

hakoba

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