



**56TH**  
**ANNUAL**  
**REPORT 2025-26**

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**SWADESHI POLYTEX LIMITED**

# SWADESHI POLYTEX LIMITED

## BOARD OF DIRECTORS AS ON DATE

- |                            |                      |
|----------------------------|----------------------|
| 1. Mr. Gaurav Swarup       | Chairman             |
| 2. Mr. Hartaj Sewa Singh   | Vice Chairman        |
| 3. Mr. Ashutosh Gupta      | Nominee Director     |
| 4. Mr. P. Samy Kungumaraju | Nominee Director     |
| 5. Mr. Gaurav Lodha        | Independent Director |
| 6. Dr. Rishabh Chand Lodha | Independent Director |
| 7. Mr. Atul Seksaria       | Independent Director |
| 8. Ms. Shukla Bansal       | Independent Director |

## KEY MANAGERIAL PERSONNELS

- |                          |                         |
|--------------------------|-------------------------|
| 1. Mr. Bhuwan Chaturvedi | Chief Executive Officer |
| 2. Mr. Ankit Garg        | Chief Financial Officer |
| 3. Ms. Anuradha Sharma   | Company Secretary       |

## REGISTERED OFFICE

**CIN:** L25209UP1970PLC003320  
KJ-77, J- Block, Kavi Nagar, Ghaziabad - 201002 (U.P.)

## REGISTRAR AND SHARE TRANSFER AGENT

**M/s RCMC Share Registry Private Limited**  
B-25/1, Okhla Industrial Area,  
Phase-II, Near Rana Motors, New Delhi - 110 020  
Phone : 011-26387320/21/23

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 56<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Swadeshi Polytex Limited will be held on Thursday, 9<sup>th</sup> July, 2026 at 12:00 noon through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

### **ORDINARY BUSINESS**

**Item No. 1-** Consideration and adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of Board of Directors and the Auditors thereon:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, be and are hereby adopted.”

**Item No. 2-** Re-appointment of Mr. Gaurav Swarup (DIN: 00374298) as a director liable to retire by rotation:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Gaurav Swarup (DIN: 00374298), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

**Item No. 3-** Re-appointment of Mr. Ashutosh Gupta (DIN: 09043439) as a director liable to retire by rotation:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Ashutosh Gupta (DIN: 09043439), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

By order of the Board  
For **Swadeshi Polytex Limited**

Sd/-

**Anuradha Sharma**

**Company Secretary & Compliance Officer**

**Membership No: A51838**

**Place: Ghaziabad**

**Date: 22<sup>nd</sup> May, 2026**

### **NOTES:**

1. In terms of the Ministry of Corporate Affairs, Government of India (the “MCA”) The Ministry of Corporate Affairs (‘MCA’) has vide its latest Circular No. 03/2025 dated September 22, 2025, read with Circulars No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No.

3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023; General Circular No. 09/2024 dated September 19, 2024 (the "MCA Circulars") and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, General Circular No. 09/2024 dated Sep 19, 2024 SEBI/HO/CFD/ PoD-2 PCIR/2024/133 dated Oct 3, 2024 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 56<sup>th</sup> Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Thursday, 09<sup>th</sup> July, 2026 at 12:00 noon. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.

Generally, a member entitled to attend and vote at the AGM 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. However, as this AGM is being held through VC/ OAVM, hence, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

2. As the AGM will be held through VC/ OAVM, the Route Map of the venue of the meeting is not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in) or to the Scrutinizer through e-mail to [shrutisinghal116@gmail.com](mailto:shrutisinghal116@gmail.com).
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e- voting on the date of the AGM will be provided by NSDL.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 3<sup>rd</sup> July, 2026 to 09<sup>th</sup> July, 2026 (both days inclusive) for the purpose of AGM.
6. The information required to be provided under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, regarding the Directors, who are proposed to be appointed/reappointed, to be transacted at AGM is annexed hereto.

7. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialized form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialize their holdings.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of at least 1,000 Members on a first-come-first-served basis and facility of joining the AGM shall open 15 minutes before the time scheduled for the AGM. The large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be restricted on first come first serve basis.
10. SEBI vide its circular dated May 30, 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at <https://www.splindia.co.in/contactus.htm>

### **DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs**

1. In line with the MCA Circulars and SEBI Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 this notice along with the integrated Annual Report for FY 2025-26 is being sent in electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Thursday, 2<sup>nd</sup> July, 2026 and who have registered their e-mail addresses with the Company/RTA or the Depository Participant(s) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA and SEBI Circulars.
2. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by writing to the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Limited at [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com). Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back), self-attested copy of PAN card and Aadhaar for registration/updation of email address.

With a view to using natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants and with RTA if shares are held in physical form to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc.

3. The Notice of AGM along with the Integrated Annual Report for FY 2025-26, is available on the website of the Company at [www.splindia.co.in](http://www.splindia.co.in), on the website of Stock Exchange on which the shares of the Company are listed i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Procedure to raise questions / seek clarifications with respect to Annual Report:**

4. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in) to enable smooth conduct of proceedings at the AGM. Questions /Queries received by the Company on or before Thursday, 2<sup>nd</sup> July, 2026 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in) on or before Thursday, 2<sup>nd</sup> July, 2026 Speakers are requested to submit their questions at the time of registration to enable the Company to respond appropriately. Only those Members who have registered themselves as a speaker will be allowed to ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

**Details for remote e-voting and e-voting during the AGM**

6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs dated 05<sup>th</sup> May, 2022, January 13, 2021, May 05, 2020, April 13, 2020 and April 08, 2020, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility of voting through electronic means i.e. remote e-voting in respect of the business(es) to be transacted at the 56<sup>th</sup> Annual General Meeting (AGM) as well as e-voting system on the date of the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Thursday, 2<sup>nd</sup> July, 2026 shall only be entitled to attend and vote at the AGM. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
8. The remote e-voting period begins on Monday 6<sup>th</sup> July, 2026 (9:00 A.M.) and end on Wednesday 08<sup>th</sup> July, 2026 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 2<sup>nd</sup> July, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM, who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM; however, they shall not be eligible to vote at the meeting.

9. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date/record date i.e. Thursday, 2<sup>nd</sup> July, 2026. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
10. The company has engaged **NIVIS CORP SERVE LLP** for providing video conferencing system through cisco Webex and e-voting services through NSDL. In case, any member requires any assistance in respect of e-voting or joining of Meeting through VC/OAVM can contact at following: -  
  
Ms. Parineeta at [info@nivis.co.in](mailto:info@nivis.co.in),  
Nivis Corpserve LLP,  
Contact No. 011-45201005
11. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 2<sup>nd</sup> July, 2026 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
12. The Company has appointed Ms. Shruti Garg (CP No.: 22138, M. No.-57010), Practising Company Secretary, Address: C-285, Lohia Nagar, Ghaziabad-201001 as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
14. The result declared along with the Scrutinizer's Report shall be placed on the Company's website: <https://www.splindia.co.in/agm.htm> and on NSDL's website: <https://www.evoting.nsdl.com/> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

### **Process and manner of remote e-voting and e-voting during the AGM**

15. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


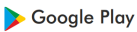


#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="466 283 1241 706">1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="466 715 1241 839">2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="466 848 1241 1270">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="466 1279 1241 1596">4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.  <p data-bbox="515 1379 802 1403">NSDL Mobile App is available on</p> <div data-bbox="515 1415 802 1552">   <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div> </li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System My Easi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or 022 - 4886 7000 or NIVIS CORP SERVE LLP AT <a href="mailto:info@nivis.co.in">info@nivis.co.in</a> or at 01145201005
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911 or NIVIS CORP SERVE LLP <a href="mailto:info@nivis.co.in">info@nivis.co.in</a> or at 011-45201005

**In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at e-voting website at <https://evoting.nsdl.com>.**

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned in the **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
    - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **(How to Cast your vote electronically and join General Meeting on NSDL e-Voting system)**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page open.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shrutisinghal116@gmail.com](mailto:shrutisinghal116@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [at evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories / Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

Shareholders/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing below mentioned documents.

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in).
- ii. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**PROCEDURE FOR INSPECTION OF DOCUMENTS:**

1. All the documents referred to in the accompanying Notice shall be available for inspection by the members at the registered office during normal business hours (between 11:00 A.M. to 01:00 P.M.) on all working days, from the date of circulation of this Notice up to the date of the AGM. The relevant documents will also be made available on the website of the Company during the above-mentioned period. Members seeking to inspect such documents can also send an email to [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in).

2. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be available for inspection by the members upon login at NSDL e-voting system at <https://www.evoting.nsdl.com/>.

### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **Other Information:**

5. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Ms. Parineeta at NIVIS CORP SERVE LLP at [info@nivis.co.in](mailto:info@nivis.co.in).
7. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. Members who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's Registrar and Transfer Agent for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
10. Members holding shares in dematerialised form may please note that, while opening a depository account with Participants they may have given their bank account details, which will be printed on their dividend warrants.

However, if Members want to change/correct the bank account details, they should send the same immediately to the Depository Participant concerned. Members are also requested to give the MICR code of their bank to their Depository Participant. The Company will not entertain any direct request from Members for cancellation/change in the bank account details furnished by Depository Participants to the Company.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent or the Company.
12. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
13. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, RCMC Share Registry Private Limited, at the address mentioned below:

RCMC Share Registry Private Limited  
Add: B-25/1, Okhla Industrial Area, Phase-2,  
Near Rana Motors, New Delhi-110020  
Tel. No.: 011-26387320, 21  
E-mail Id: [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)  
Website: [www.rcmcdelhi.com](http://www.rcmcdelhi.com)

14. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has designated an exclusive E-mail Id: [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in) for quick redressal of members/investors grievances or to register their complaints, if any.
15. Pursuant to the provisions of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1<sup>st</sup> April 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to Ms. Anuradha Sharma, Company Secretary at [cs@splindia.co.in](mailto:cs@splindia.co.in) or [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in) or to the Registrar and Share Transfer Agent at [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com).

16. Members are further informed that a special window for processing of pending service requests relating to physical share certificates, including transfer, transmission, transposition, issue of duplicate share certificates, claim from Unclaimed Suspense Account and dematerialization, shall remain open from 5<sup>th</sup> February, 2026 to 4<sup>th</sup> February, 2027 in accordance with applicable SEBI circulars and operational guidelines. Shareholders holding shares in physical form are advised to utilise this special window and complete dematerialization of their holdings at the earliest. For any assistance, shareholders may contact the Company or the Registrar and Share Transfer Agent.

17. Process of Registration of Email address and other details:

i) For Temporary Registration:

Pursuant to relevant circulars the shareholders who have not registered their email address and in consequence the notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) through the link: [https://www.rcmcdelhi.com Email register.html](https://www.rcmcdelhi.com>Email%20register.html) and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would receive soft copy of the Notice of AGM and the Annual Report for the financial year 2025-26 comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith and the procedure for e-voting along with the User ID and Password to enable e-voting for the AGM from NSDL. In case of any queries relating to the registration of E-mail address, shareholder may write to [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) & for e-voting related queries you may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

ii) For Permanent Registration:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address:

- in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- in respect of physical holding with Company's Registrar and Transfer Agents i.e. [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) by sending a request in the prescribed form.

iii) Registration of Bank Details:

Please Contact your Depository Participant (DP) and register your email address and Bank account details in your demat account, as per the process advised by your DP. In case of physical holding, please contact the RTA of the Company i.e. [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)

By order of the Board  
For **Swadeshi Polytex Limited**

Sd/-

**Anuradha Sharma**

**Company Secretary & Compliance Officer**

**Membership No: A51838**

**Place : Ghaziabad**

**Date : 22<sup>nd</sup> May, 2026**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHECOMING ANNUAL GENERAL MEETING.**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]**

**ITEM NO. 2 & 3:**

**BRIEF PROFILE OF DIRECTORS:**

<b>Name of the Director</b>	<b>Gaurav Swarup</b>	<b>Ashutosh Gupta</b>
<b>DIN</b>	00374298	09043439
<b>Age</b>	69 Years	56 Years
<b>Date of first Appointment on the Board of the Company</b>	30/05/1988	27/01/2021
<b>Qualification</b>	Master of Business Administration, Harvard University, USA (1980), Bachelor of Engineering (Mech), Jadavpur University, Calcutta (1978)	B. Tech
<b>Nature of Expertise in Specific Functional Area</b>	Financial and Strategic Advisor/ Consultant.	IT, ERP, Telecommunication, Administration, Restructuring, Training & IR
<b>Shareholding in Swadeshi Polytex Limited</b>	3500 shares	Nil
<b>Directorship held in other companies</b>	<ol style="list-style-type: none"> <li>1. K S B Limited;</li> <li>2. Industrial and Prudential Investment Company Limited</li> <li>3. Paharpur Cooling Towers Ltd;</li> <li>4. Avadh Sugar &amp; Energy Limited;</li> <li>5. IFGL Refractories Limited;</li> <li>6. TKIL Industries Private Limited (Deemed Public Company, a subsidiary of Public Company)</li> </ol>	<ol style="list-style-type: none"> <li>1. National Textile Corporation Limited</li> <li>2. Apollo Design Apparel Parks Limited</li> <li>3. Goldmohur Design and Apparel Park Limited</li> <li>4. Aurangabad Textiles and Apparel Parks Limited</li> <li>5. India United Textile Mill Limited</li> <li>6. New City of Bombay Mfg. Mills Limited</li> </ol>

## SWADESHI POLYTEX LIMITED

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Name of the Director	Gaurav Swarup	Ashutosh Gupta
Membership/Chairmanship of Audit and Stakeholders Relationship Committees	- Avadh Sugar & Energy Limited; - KSB Limited	Nil
Relationship with other Directors and KMPs of the Company	No relation	No relation
No. of Board Meeting Attended during the financial year	Four	Four
Term & Conditions	Liable to retire by rotation	Liable to retire by rotation

By order of the Board  
For **Swadeshi Polytex Limited**

Sd/-  
**Anuradha Sharma**  
Company Secretary & Compliance Officer  
Membership No: A51838

Place: Ghaziabad  
Date: 22<sup>nd</sup> May, 2026

## **DIRECTORS' REPORT TO THE MEMBERS**

### **DEAR MEMBERS,**

The Board of Directors (**Board**) is pleased to present the **56<sup>th</sup>** Annual Report on the business and operations of Swadeshi Polytex Limited ("the Company") together with the Audited Financial Statements for the financial year ended **March 31, 2026**.

The Financial Statements of the Company for the financial year ended **March 31, 2026** have been prepared in accordance with the applicable provisions of the Companies Act, 2013, the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards- "Ind AS") Rules, 2015, as amended from time to time, and other applicable regulatory requirements.

### **FINANCIAL HIGHLIGHTS**

The highlights of your Company's financial results for the financial year ended March 31, 2026 and for the previous year are summarized below:

(Rs. in Lakhs)

<b>Particulars</b>	<b>Year Ended on 31.03.2026</b>	<b>Year Ended on 31.03.2025</b>
Revenue from Operations	1.38	40
Other Income	796.20	720.76
Total Income	797.58	760.76
Total Expenditure	291.54	414.48
<b>Profit/(Loss) before tax from Continuing operations</b>	<b>506.04</b>	<b>346.28</b>
Tax Expenses from Continued operations	88.47	118.69
<b>Profit (Loss) from continuing operations</b>	<b>417.57</b>	<b>227.59</b>
Profit/(Loss) before tax from discontinued operations	-	-
Tax Expenses from discontinued operations	-	-
<b>Profit/(Loss) from discontinuing operations</b>	<b>-</b>	<b>-</b>
<b>Profit (Loss) after tax</b>	<b>417.57</b>	<b>227.59</b>

### **CHANGE IN THE NATURE OF BUSINESS**

During the financial year under review, there was no change in the nature of business of the Company. The Company continued to operate in the real estate development and allied business activities in accordance with its existing business objectives and long-term growth strategy.

### **COMPANY PERFORMANCE, MATERIAL CHANGES AND COMMITMENTS**

During the financial year under review, Swadeshi Polytex Limited recorded revenue of ₹1.38 Lakhs as against ₹40 Lakhs in the previous financial year. Despite limited operational revenue during the year under review, the Company continued to maintain a stable financial position and remained focused on identifying sustainable growth opportunities.

The Company is actively exploring prospective development projects and investment opportunities in the real estate sector with an objective to strengthen its operational base, enhance future revenue potential and create long-term stakeholder value. The management remains optimistic about the emerging opportunities in the sector and is taking strategic steps towards future business expansion.

Further, there were no material changes or commitments affecting the financial position of the Company between the end of the financial year and the date of this Report, except as otherwise disclosed in this Annual Report. The Company continued to carry on its business activities in the ordinary course and no significant event having a material impact on the financial position of the Company occurred after the close of the financial year.

### **DIVIDEND**

With a view to conserve financial resources and strengthen long-term stakeholder value, the Board of Swadeshi Polytex Limited has decided not to recommend any dividend for the financial year ended March 31, 2026. The decision has been taken after considering the Company's financial position, future business plans, proposed investments, and overall growth strategy.

### **TRANSFER TO GENERAL RESERVE**

During the financial year under review, the Company has not transferred any amount to the General Reserve. The Company earned a profit of ₹417.57 Lakhs during the financial year 2025–26, which has been retained in the Statement of Retained Earnings.

### **SHARE CAPITAL**

- No shares were allotted during the year.
- No shares were bought back.
- No Sweat Equity Shares or Stock Options were issued.
- No Bonus Shares were issued during the year.

### **SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint Venture, or Associate Company as on March 31, 2026. Accordingly, the requirements related to disclosure of financial performance and other details of such entities are not applicable for the year under review.

### **ALTERATION IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

During the year under review, there were no changes or alterations made to the Memorandum of Association or the Articles of Association of the Company. The existing charter documents remain in full force and effect without any modifications.

### **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

#### **A. RETIREMENT BY ROTATION**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, the following Directors are liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, have offered themselves for re-appointment:

- Mr. Gaurav Swarup (DIN: 00374298)
- Mr. Ashutosh Gupta (DIN: 09043439)

In terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), brief particulars of the aforesaid Directors, including their qualifications, experience, expertise and details of other directorships and committee memberships, are provided in the Explanatory Statement forming part of the Notice convening the ensuing Annual General Meeting.

### **B. KEY MANAGERIAL PERSONNEL:**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Companies Act, 2013, read with the Rules framed thereunder.

- Mr. Bhuwan Chaturvedi: Chief Executive Officer
- Mr. Ankit Garg: Chief Financial Officer
- Ms. Anuradha Sharma: Company Secretary

### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149 (7) OF THE COMPANIES ACT, 2013**

The Company has received necessary declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors have also confirmed that there has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors have further confirmed compliance with the provisions of Schedule IV of the Companies Act, 2013 and Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, relating to registration with the Indian Institute of Corporate Affairs and successful completion of the online proficiency self-assessment test, wherever applicable.

In compliance with Regulation 17(5) of the SEBI Listing Regulations, the Company has adopted a Code of Conduct for Directors and Senior Management Personnel incorporating, inter alia, the duties of directors as laid down under the Companies Act, 2013. All the Directors and Senior Management Personnel have affirmed compliance with the said Code for the financial year ended **March 31, 2026**.

A declaration confirming compliance with the Code of Conduct, signed by the Chief Executive Officer of the Company, forms part of this Annual Report.

#### **Declaration by Chief Executive Officer**

[Regulation 34(3) read with Schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015].

I, Bhuwan Chaturvedi, Chief Executive Officer (CEO) of Swadeshi Polytex Limited hereby declare that all the members of Board and Senior Management have affirmed compliance with the Code of Conduct of Board and Senior Management of the Company for the year ended 31<sup>st</sup> March, 2026.

Sd/-

Bhuwan Chaturvedi

CEO

## **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Company's Policy on the appointment and remuneration of Directors, including the criteria for determining qualifications, positive attributes, independence of a Director, and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013, is available on the Company's website at the following link:

[https://www.splindia.co.in/corporate\\_governance.html](https://www.splindia.co.in/corporate_governance.html)

## **PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee and the Board of Swadeshi Polytex Limited have laid down the criteria and framework for annual performance evaluation of the Board, its committees and individual Directors, including the Chairperson and Chief Executive Officer.

The performance evaluation process covered various aspects of the functioning of the Board and its Committees, including composition, experience, competencies, effectiveness of meetings, discharge of duties and responsibilities, corporate governance practices and compliance management. The evaluation of individual Directors was carried out on parameters such as participation, contribution, guidance and oversight provided in Board and Committee meetings.

A separate meeting of the Independent Directors was held on March 17, 2026, in compliance with the requirements of Schedule IV to the Companies Act, 2013 and the SEBI Listing Regulations. At the meeting, the Independent Directors, inter alia, reviewed:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of the Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the management of the Company and the Board, necessary for the Board to effectively and reasonably perform its duties.

## **SECRETARIAL STANDARDS**

The Directors of the Company hereby confirm that the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI"), namely SS-1 relating to Meetings of the Board and SS-2 relating to General Meetings, during the financial year under review.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO:**

The particulars required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are provided hereunder:

### **A. Conservation of Energy**

The operations of the Company are not energy intensive. Nevertheless, the Company continues to undertake necessary measures for conservation and efficient utilization of energy, wherever practicable.

## B. Technology Absorption

The nature of the Company's business does not involve any significant technology absorption, adaptation or innovation. Accordingly, the disclosure requirements relating to technology absorption as prescribed under the Companies (Accounts) Rules, 2014 are not materially applicable to the Company.

Further, the Company has not incurred any expenditure on Research and Development during the financial year under review, considering the nature of its business activities.

## C. Foreign Exchange Earnings and Outgo

During the financial year under review, the Company had no foreign exchange earnings or outgo. The business operations of the Company remained entirely domestic in nature and no transactions involving foreign exchange were undertaken during the year.

## STATE OF COMPANY'S AFFAIRS

The Board of the Company is confident that the Company is well-positioned to capitalize on emerging opportunities in the real estate sector and continue its journey towards sustainable growth. The Company remains focused on prudent financial management, conservation of resources and reinvestment in strategic business opportunities with an objective to enhance shareholder value and long-term profitability.

The Company continues to evaluate suitable development and investment opportunities and remains optimistic about the long-term prospects of the real estate industry. With the continued support of stakeholders and the dedicated efforts of the management team, the Board is confident of achieving the Company's strategic and business objectives in the years ahead.

During the financial year 2025–26, the Company earned a profit after tax of ₹417.57 Lakhs. The total income of the Company during the year under review stood at ₹797.58 Lakhs as against ₹760.76 Lakhs in the previous financial year. Profit from continuing operations for the financial year under review was ₹417.57 Lakhs as compared to profit of ₹227.59 Lakhs in the previous financial year.

## ANNUAL RETURN

Pursuant to the provisions of Sections 92(3) and 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the financial year ended March 31, 2026 is available on the website at [www.splindia.co.in](http://www.splindia.co.in).

## CORPORATE GOVERNANCE

The Company is committed to maintaining the highest standards of Corporate Governance and complying with the corporate governance requirements prescribed by the Securities and Exchange Board of India ("SEBI") and other applicable laws. The Company continuously endeavours to adopt and implement best governance practices to ensure transparency, accountability and ethical conduct in all aspects of its operations.

A detailed Report on Corporate Governance pursuant to Regulation 34(3) read with Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Annual Report and is annexed herewith as **Annexure–A**.

Further, the certificate from **Shruti Singhal & Associates** confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V(E) of the SEBI Listing Regulations forms part of this Annual Report and is annexed herewith as **Annexure-B**.

### **PARTICULARS OF EMPLOYEES AND REMUNERATION**

The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of this Report and is annexed herewith as **Annexure-C**.

### **DETAILS OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

During the financial year under review, the Company did not enter into any Related Party Transactions attracting the provisions of Section 188 of the Companies Act, 2013. Accordingly, disclosure in Form AOC-2 is not applicable.

The Policy on Materiality of Related Party Transactions, as approved by the Board, is available on the Company's website at the following link:

[https://www.splindia.co.in/corporate\\_governance.html](https://www.splindia.co.in/corporate_governance.html).

All related party transactions as per AS-18, that occurred during the year have been disclosed in Note No. 40 of the financial statements, in compliance with the requirements of "Ind AS 24 - Related Party Disclosures" issued by the Institute of Chartered Accountants of India (ICAI).

### **INVESTOR EDUCATION AND PROTECTION FUND (IEPF) AND DEMAT SUSPENSE ACCOUNT:**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and IEPF Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, all unpaid or unclaimed amount are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years from the date it became due for payment.

In terms of the foregoing provisions of the Act, there was no amount or shares required to be transferred to IEPF authority by the Company for the year ended 31<sup>st</sup> March, 2026.

Further status of Demat suspense account is as follows:

- a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year- **Nil**
- b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year- **1**
- c) number of shareholders to whom shares were transferred from suspense account during the year- **1**
- d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year; **1 Shareholder- 1000 Shares**
- e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares- **Yes**

## **CORPORATE SOCIAL RESPONSIBILITY POLICY**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the rules made thereunder, the Company has constituted a Corporate Social Responsibility (“CSR”) Committee and formulated a CSR Policy. The CSR policy which is available on the Company’s website at the following link:

[https://www.splindia.co.in/corporate\\_governance.html](https://www.splindia.co.in/corporate_governance.html).

The Annual Report on CSR activities containing details of the composition of the CSR Committee, CSR initiatives undertaken during the financial year and other prescribed disclosures forms part of this Report as **Annexure–D** in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014.

## **AUDITORS:**

### **a. STATUTORY AUDITORS & STATUTORY AUDITORS REPORT:**

In accordance with the provisions of the Companies Act, 2013 and Rules framed thereunder M/s. SANMARK & Associates, Chartered Accountants (ICAI Firm Registration No. 003343N) were appointed as Statutory Auditors of the Company for a term of five years, commencing from the conclusion of 52<sup>nd</sup> Annual General Meeting held on 21<sup>st</sup> September, 2022 until the conclusion of 57<sup>th</sup> Annual General Meeting, which will be held in the year 2027.

The Auditors’ Report on the Financial Statements of the Company for the Financial Year 2025-26 forms part of this Annual Report. The Auditors’ Report on the financial statements, read together with the relevant notes thereon, is self-explanatory. The observations made by the Statutory Auditors in their Report have been duly explained by the Board elsewhere in this Board’s Report pursuant to the provisions of Section 134(3)(f) of the Companies Act, 2013.

### **REPORTING OF FRAUDS BY AUDITORS:**

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors reported any instances of fraud committed against the Company by its officers or employees, as specified under Section 143(12) of the Companies Act, 2013. Therefore, no further disclosure is required under Section 134(3) (ca) of the Act.

### **b. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Baldev Singh Kashtwal, Practicing Company Secretary, was appointed as the Secretarial Auditor of the Company for a term of five consecutive years at the last Annual General Meeting.

Accordingly, he is conducting the Secretarial Audit of the Company for the financial year ended March 31, 2026, being within the said tenure.

The Secretarial Audit Report in Form MR-3, received from the Secretarial Auditor, is annexed herewith as “**Annexure–E**” and forms an integral part of this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks except as mentioned below: -

*Mr. Mahendra Swarup is one of the promoters of the Company and is holding 52,500 Equity Shares of Rs.1/- each fully paid – up in the Company in physical form. As informed by the Company, Mr. Mahendra Swarup expired long back and the succession certificate has not yet been obtained.*

*National Textile Corporation Limited (A Government Company) is also one of the promoters of the company is holding 1,31,10,000 (One Crore Thirty-One Lakh Ten Thousand) Equity Shares of Rs. 1/- each, fully paid-up, out of which 1,31,05,000 (One Crore Thirty-One Lakh Five Thousand) Equity Shares have been dematerialised and only 5,000 Equity Shares are still held in physical form. The Promoter has been informed several times to dematerialise the said shares. Accordingly, these 5,000 Equity Shares held in physical form are yet to be dematerialised as required under Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

The Board would like to clarify that the non-dematerialization of the aforesaid shares is not attributable to any default on the part of the Company, as the Company has already undertaken the necessary follow-ups and communications with the concerned promoter shareholder(s).

## c. INTERNAL AUDITORS

M/s. Intrico and Advisors Private Limited, Internal Auditors of the Company, conducted the Internal Audit for the financial year 2025–26 in accordance with the provisions of the Companies Act, 2013 and applicable standards.

The Internal Audit Reports submitted by them were reviewed and considered by the Audit Committee and the Board. The findings and recommendations were duly noted and necessary actions were taken, wherever required, to further strengthen the internal control systems and processes of the Company.

## d. COST AUDITORS

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, the maintenance of cost records is not applicable to the Company. Accordingly, the Company is not required to maintain cost records as prescribed under the said Rules.

Further, as per the provisions of Section 148 of the Companies Act, 2013, and the Companies (Cost Records and Audit) Amendment Rules, 2014, the requirement for conducting a cost audit is also not applicable to the Company. Hence, the Company was not required to appoint a Cost Auditor for the financial year under review.

### **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS**

S. No.	AUDITORS QUALIFICATION	MANAGEMENT VIEW
1.	Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and same has been operating for all relevant transactions recorded in the said software throughout the year except at database level (Refer Note 46 of the Financial Statement). Further, during the course of our audit we did not come across any instance of the audit trail feature being tempered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.	The Company has never made any changes at the data base level.  However, the software ensures, edit log for all changes made in the masters of data base.

**ANNUAL SECRETARIAL COMPLIANCE REPORT:**

In accordance with Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, all listed entities are required to conduct an Annual Secretarial Compliance Audit by the Secretarial Auditor, covering compliance with all applicable SEBI Regulations, circulars, and guidelines issued thereunder.

The Secretarial Compliance report is in addition to the Secretarial Audit Report conducted under the provisions of the Companies Act, 2013, and is required to be submitted to Stock Exchanges within 60 days from the end of the financial year.

For the financial year ended March 31, 2026, the Company has engaged the services of **CS Baldev Singh Kashtwal**, Secretarial Auditors of the Company (CP No. **3169**), for conducting the Annual Secretarial Compliance Audit and providing the requisite certification.

The Annual Secretarial Compliance report shall be submitted to the stock exchange, within the prescribed timeline, in accordance with the Listing regulations.

**POLICIES:**

The Company is committed to upholding the highest standards of ethics and integrity in all its business transactions, guided by a strong value system. In compliance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has formulated and periodically reviews several key policies as mandated for all listed entities.

These policies are reviewed and approved by the Board from time to time to ensure continued relevance and effectiveness in line with regulatory requirements and corporate governance best practices. The following policies have been adopted by the Company and are available on the Company's website:

- Vigil Mechanism / Whistle Blower Policy
- Related Party Transaction's Policy
- Orderly Succession Policy
- CSR Policy
- Nomination & Remuneration Policy
- Policy on determination and disclosure of Materiality of Events and Information and Web Archival Policy

**PUBLIC DEPOSITS**

During the year under review, your Company has neither accepted nor renewed any deposits from public within the meaning of Sections 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. Further there are no outstanding deposits as on March 31, 2026.

**LISTING AT STOCK EXCHANGE:**

The Equity Shares of the Company continues to be listed on the BSE Limited. The Annual Listing Fee for the current year has been paid to the BSE Limited, in compliance with the applicable regulatory requirements.

**SIGNING OF THE FINANCIAL STATEMENTS:**

In accordance with the provisions of Section 134 of the Companies Act, 2013, the financial statements of the Company for the financial year ended March 31, 2026, including the Balance Sheet, Statement of

Profit and Loss, Cash Flow Statement, and other relevant documents, have been approved by the Board in its meeting held on 22<sup>nd</sup> May, 2026.

The financial statements have been signed on behalf of the Board by the two Directors, as well as by the, Chief Executive Officer, Chief Financial Officer and the Company Secretary, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

## DIRECTOR'S RESPONSIBILITY STATEMENT

The Board acknowledges the responsibility that to the best of their knowledge and belief, for ensuring compliance with the provisions of section 134 (3) (c) and Section 134 (5) of the Act, in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2026 and state that:

- (a) In the preparation of the financial statements, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the financial statements on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## OTHER DISCLOSURES:

### NUMBER OF MEETINGS OF THE BOARD

During the financial year under review, **four (04) meetings of the Board** were convened and held. The intervening gap between any two consecutive meetings was within the time limit prescribed under the Companies Act, 2013 and the Secretarial Standard on Board Meetings (SS-1) issued by the Institute of Company Secretaries of India (ICSI).

S. No.	Type of Meeting	No. of meetings	Date of Meeting	Directors attended the meeting
1.	Board Meeting	2/2025	23.05.2025	1. Mr. Gaurav Swarup 2. Mr. Hartaj Sewa Singh 3. Mr. Ashutosh Gupta 4. Mr. Palani Samy Kungumaraju 5. Mr. Atul Seksaria 6. Mr. Gaurav Lodha 7. Dr. Rishabh Chand Lodha 8. Ms. Shukla Bansal

<b>S. No.</b>	<b>Type of Meeting</b>	<b>No. of meetings</b>	<b>Date of Meeting</b>	<b>Directors attended the meeting</b>
2.	Board Meeting	3/2025	11.08.2025	1. Mr. Gaurav Swarup 2. Mr. Ashutosh Gupta 3. Mr. Palani Samy Kungumaraju 4. Mr. Atul Seksaria 5. Dr. Rishabh Chand Lodha 6. Mr. Gaurav Lodha 7. Ms. Shukla Bansal
3.	Board Meeting	4/2025	12.11.2025	1. Mr. Gaurav Swarup 2. Mr. Hartaj Sewa Singh 3. Mr. Ashutosh Gupta 4. Mr. Palani Samy Kungumaraju 5. Mr. Atul Seksaria 6. Dr. Rishabh Chand Lodha 7. Mr. Gaurav Lodha 8. Ms. Shukla Bansal
4.	Board Meeting	1/2026	10.02.2026	1. Mr. Gaurav Swarup 2. Mr. Hartaj Sewa Singh 3. Mr. Ashutosh Gupta 4. Mr. Palani Samy Kungumaraju 5. Mr. Atul Seksaria 6. Dr. Rishabh Chand Lodha 7. Mr. Gaurav Lodha 8. Ms. Shukla Bansal
1.	Annual General Meeting for the FY 2024-25	55 <sup>th</sup>	03.07.2025	1. Mr. Hartaj Sewa Singh 2. Mr. Palani Samy Kungumaraju 3. Mr. Atul Seksaria 4. Dr. Rishabh Chand Lodha 5. Mr. Gaurav Lodha 6. Ms. Shukla Bansal

**COMPOSITION OF AUDIT COMMITTEE**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and the rules made thereunder, the Company has duly constituted an Audit Committee. The Committee plays a pivotal role in ensuring transparency, integrity and accountability in the Company's financial reporting, internal financial controls and audit processes.

The Audit Committee oversees the financial reporting process, reviews the adequacy of internal control systems, evaluates the findings of internal and statutory auditors and monitors compliance with applicable legal and regulatory requirements. The recommendations of the Audit Committee are regularly placed before the Board and are duly considered by it.

As on date of this report, the Audit Committee comprises the following members:

1. Mr. Atul Seksaria : Chairman
2. Mr. Gaurav Lodha : Committee Member
3. Mr. Hartaj Sewa Singh : Committee Member

During the year five (05) meetings of the Audit Committee were convened and held on:

- 23<sup>rd</sup> May, 2025
- 11<sup>th</sup> August, 2025
- 12<sup>th</sup> November, 2025
- 04<sup>th</sup> December, 2025
- 10<sup>th</sup> February, 2026

The gap between two consecutive meetings did not exceed one hundred and twenty days as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The majority of the members of the Audit Committee are financially literate and possess requisite expertise in accounting and financial management. The Committee met at regular intervals during the year to review and recommend the quarterly and annual financial results, consider audit observations and recommendations, evaluate the adequacy and effectiveness of internal control systems and internal audit functions and review compliance with applicable laws and regulations.

**The attendance of the Audit Committee members at the meetings held during the financial year is as under:**

Name	Designation/Status	No. of Meetings entitled to attend	No. of Meetings attended
Mr. Atul Seksaria	Chairman	5	5
Mr. Gaurav Lodha	Member	5	5
Mr. Hartaj Sewa Singh	Member	5	5

### **COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:**

In accordance with the provisions of Section 178 of the Companies Act, 2013 and the rules made thereunder, the Company has duly constituted a Nomination and Remuneration Committee. The Committee is entrusted with the responsibility of identifying persons qualified to become Directors and who may be appointed in senior management, recommending their appointment and remuneration and carrying out evaluation of the performance of the Directors, Key Managerial Personnel and Senior Management Personnel.

The Committee also formulates the criteria for determining qualifications, positive attributes and independence of a director and recommends to the Board, a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees.

As on the date of this Report, the Nomination and Remuneration Committee comprises the following members:

1. Dr. Rishabh Chand Lodha : Chairman
2. Mr. Atul Seksaria : Committee Member
3. Mr. Hartaj Sewa Singh : Committee Member

During the year One (01) meeting of the Nomination & Remuneration Committee was convened and held on: **23<sup>rd</sup> May, 2025**

**The attendance of the Nomination & Remuneration Committee members at the meeting held during the financial year is as under:**

Name	Designation/Status	No. of Meetings entitled to attend	No. of Meetings attended
Dr. Rishabh Chand Lodha	Chairman	1	1
Mr. Hartaj Sewa Singh	Member	1	1
Mr. Atul Seksaria	Member	1	1

The Committee reviewed matters relating to the performance evaluation of Directors and Key Managerial Personnel, remuneration structure and other related matters in accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **COMPOSITION OF STAKEHOLDERS RELATIONSHIP COMMITTEE**

Pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Stakeholders Relationship Committee. The primary function of the Committee is to consider and resolve the grievances of security holders of the Company, including complaints relating to transfer/transmission of shares, non-receipt of annual reports, dividends and other investor-related matters.

As on the date of this Report, the Stakeholders Relationship Committee comprises the following members:

- Mr. Hartaj Sewa Singh : Chairman
- Dr. Rishabh Chand Lodha : Committee Member
- Ms. Shukla Bansal : Committee Member

The Committee ensures that the interests of shareholders and other stakeholders are adequately protected and that investor grievances are resolved in a timely and efficient manner.

During the year only one meeting of the Stakeholders Relationship Committee was convened and held on **10<sup>th</sup> February, 2026**.

The attendance of the members of the **Stakeholders Relationship Committee** at the meeting held during the financial year is as follows:

Name	Designation/Status	No. of Meetings entitled to attend	No. of Meetings attended
Mr. Hartaj Sewa Singh	Chairman	1	0
Dr. Rishabh Chand Lodha	Member	1	1
Ms. Shukla Bansal	Member	1	1

During the year under review, the Committee reviewed the status of investor complaints, share transfer related matters, dematerialization requests and other stakeholder correspondence. The Committee noted that all valid requests and complaints received during the year were attended to and resolved within the prescribed timelines.

\* Mr. Hartaj Sewa Singh, Chairman could not attend the meeting and leave of absence was granted to him. Thereafter, upon request, Ms. Shukla Bansal chaired the meeting.

## CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the Board of the Company is in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board comprises an optimum combination of Executive, Non-Executive and Independent Directors, ensuring a balanced and effective governance framework in the best interests of the Company and its stakeholders.

The Board periodically reviews its composition, diversity and structure to ensure continued compliance with applicable laws and to bring an appropriate mix of skills, experience and expertise to the decision-making process.

During the Financial Year 2025-26, the following changes occurred in the Board of the company:

S. No.	DIN/PAN	Director's Name	Date of Re-Appointment/Regularization/Resignation	Status
1.	00173286	Mr. Hartaj Sewa Singh	3 <sup>rd</sup> July, 2025	Re-appointment due to Retire by Rotation
2.	10164262	Mr. Palani Samy Kungumaraju	3 <sup>rd</sup> July, 2025	Re-appointment due to Retire by Rotation

Further, there was no change in the Key Managerial Personnel of the Company during the year under review.

## STATEMENT REGARDING OPINION OF THE BOARD OF DIRECTORS WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

The Board, after due consideration, is of the opinion that all the Independent Directors of the Company possess the necessary integrity, expertise, and experience to effectively contribute to the Company's affairs.

The Board has thoroughly evaluated their proficiency in terms of their professional background, leadership qualities, and relevant experience in diverse fields. Furthermore, the Independent Directors demonstrate a strong commitment to upholding the highest standards of corporate governance and have proven to be invaluable in bringing an independent and objective perspective to the decision-making process.

The Board believes that the integrity, expertise, and proficiency of the Independent Directors are aligned with the Company's objectives and are vital for fostering long-term growth and sustainability.

### **DETAILS OF LOAN/ GUARANTEES / INVESTMENTS MADE**

During the year under review, the Company has not granted any loan, nor provided any guarantee under the provisions of Section 186 of the Companies Act, 2013.

However, the Company has made investments in mutual funds in accordance with the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014. All such investments were made within the limits approved by the Board and in compliance with the applicable provisions of the Act and the Company's internal investment policies.

The details of investments made during the year form part of the Notes to the Financial Statements annexed to this Annual Report.

#### **Details of the investments made is as follows:**

- Kotak Equity Arbitrage Fund – Growth – Rs. 10 Crore
- SBI Arbitrage Opportunities Fund – Growth- Rs. 10 Crore
- ICICI Prudential Equity - Arbitrage Fund - Reg – Growth - Rs. 10 Crore
- HDFC Arbitrage Fund - WP – Growth- Rs. 10 Crore

### **BUSINESS RISK MANAGEMENT:**

The Company has in place a robust and well-defined risk management framework designed to identify, evaluate, monitor and mitigate various business risks. The framework encompasses risk mapping, trend analysis, assessment of risk exposure, evaluation of potential impact and implementation of appropriate mitigation measures to address both internal and external risks affecting the business operations of the Company.

Risk management forms an integral part of the Company's overall management and governance processes and is continuously embedded into its business operations in accordance with the provisions of Section 134(3)(n) of the Companies Act, 2013. The objective of the framework is to proactively minimise adverse impacts of identified risks and ensure sustainable business growth and operational efficiency.

The Board periodically reviews the risks associated with the business and the effectiveness of the mitigation measures adopted by the Company. Based on the assessment carried out during the year under review, no risk has been identified which, in the opinion of the Board, may threaten the existence of the Company.

### **DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules framed thereunder, the Company has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace.

The policy aims to create and maintain a safe, secure and dignified working environment for all employees and seeks to educate employees about conduct that may constitute sexual harassment, preventive measures and the mechanism available for redressal of complaints, if any.

As on the date of this Report, the Company has no employee and, accordingly, is not required to constitute an Internal Complaints Committee (“ICC”) under Section 4 of the POSH Act.

However, the Board notes the following:

- The requirement to constitute an Internal Complaints Committee shall become applicable immediately upon the Company reaching the prescribed threshold of ten employees, irrespective of the gender composition of the workforce.
- As a measure of good governance and proactive compliance, the Company recognises the importance of maintaining an effective mechanism for prevention and redressal of sexual harassment at workplace and shall take necessary steps for constitution of the ICC as and when applicable.
- In the absence of an ICC, any complaint pertaining to sexual harassment at workplace may be referred to the Local Complaints Committee (“LCC”) constituted by the District Officer under the provisions of the POSH Act.

The status of complaints received and disposed off during the financial year 2025-26 is as under:

- a. number of complaints filed during the financial year – Nil
- b. number of complaints disposed off during the financial year – Nil
- c. number of complaints pending as on end of the financial year – Nil
- d. number of cases pending for more than ninety days- Nil

### **COMPLIANCE UNDER MATERNITY BENEFITS ACT, 1961**

During the year under review, there were no applicable cases requiring benefits to be extended under the Maternity Benefit Act, 1961. The Company, however, has in place appropriate policies and processes to ensure compliance with the provisions of the Act and remains committed to extending all statutory maternity benefits and related entitlements to eligible employees, as and when applicable.

### **INSIDER TRADING REGULATION**

The Company has implemented a Code of Conduct for the Prevention of Insider Trading, in the form of a Structured Digital Database (SDD), to regulate the trading of securities by the Directors and designated employees. The Code mandates pre-clearance for transactions involving the Company’s shares and prohibits the purchase or sale of shares by Directors and designated employees when in possession of unpublished price-sensitive information or during the closure of the Trading Window. The Board is responsible for ensuring the effective implementation of this Code.

All the Board and Key Managerial Personnels (KMP’s) have confirmed their compliance with the Code.

### **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

Report on Business Responsibility and Sustainability Report is not applicable to the Company as per Regulation 34(2) (f) (Listing Obligations and Disclosure Requirements) Regulations, 2015 since the Company does not fall within top 1000 listed entities.

## **INTERNAL FINANCIAL CONTROL SYSTEM**

The Company has designed and implemented a process-driven framework for internal financial controls within the meaning of explanation to section 134(5)(e) of the Act. For FY 2025-26, the Board is of the opinion that the Company has sound Internal Financial controls commensurate with the nature and size of its business operations, wherein controls are in place and operating effectively.

The Directors have laid down internal financial controls to be followed by the Company and such policies and procedures have been adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records and timely preparation of reliable financial information.

The Internal Auditors independently evaluate the adequacy of internal controls and concurrently audit the majority of the transactions in value terms. Assurance on the effectiveness of internal financial controls is obtained through management reviews, self-assessment, continuous monitoring by functional experts as well as testing by the Statutory/Internal Auditors during the course of their audits. Significant audit observations and follow-up actions thereon are reported to the Audit Committee. The observations and comments of the Audit Committee are placed before the Board time to time.

## **CODE OF CONDUCT**

The Board of the Company has adopted a Code of Conduct applicable to all Directors, Senior Management Personnel and employees of the Company. The Code lays down the standards of ethical conduct, integrity and professionalism to be followed in the conduct of the Company's business and operations.

The Company is committed to maintaining the highest standards of corporate governance and ethical practices and follows a policy of "Zero Tolerance" towards bribery, corruption, fraud and unethical business practices of any kind. The Code provides guidance on transparency, accountability, compliance with laws and avoidance of conflict of interest in all business dealings and decision-making processes.

The Board has also laid down appropriate policies and procedures to ensure compliance with the principles embodied in the Code and to prevent unethical conduct within the organisation.

All the Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for the financial year 2025-26.

## **MANAGEMENT DISCUSSION AND ANALYSIS (MDA):**

Management discussion and analysis report highlighting the performance and prospects of the Company's business for the year, as stipulated under Regulation 34 (2) (e) read with schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") is presented in "Annexure-F".

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS**

During the year under review, no significant or material orders were passed by any Regulator, Court, Tribunal or Statutory Authority which could impact the going concern status of the Company or materially affect its future operations.

## **DETAILS OF APPLICATION MADE BY THE COMPANY OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the financial year under review, the Company has neither made any application under the Insolvency and Bankruptcy Code, 2016 nor were any proceedings initiated or pending against the Company under the said Code as at the end of the financial year.

## **DETAILS OF DIFFERENCE BETWEEN VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE AVAILING LOAN FROM BANKS OR FINANCIAL INSTITUTIONS**

The disclosure under Rule 8(5)(xii) of the Companies (Accounts) Rules, 2014 is not applicable to the Company, as the Company has not entered into any One Time Settlement with Banks or Financial Institutions during the year under review and has not availed any loan from Banks or Financial Institutions.

## **ACKNOWLEDGEMENTS**

The Board places on record its sincere appreciation and gratitude to the Company's shareholders, customers, business associates, vendors, bankers, regulatory authorities, government and non-government authorities and all other stakeholders for their continued support, trust and confidence reposed in the Company.

The Directors also acknowledge the guidance and cooperation extended by various statutory and regulatory authorities from time to time. The Board further appreciates the commitment and contribution of all persons associated with the Company towards its continued growth and stability.

The Directors remain committed to pursuing the long-term growth objectives of the Company and creating sustainable value for all stakeholders.

By order of the Board  
For **Swadeshi Polytex Limited**

**Sd/-**  
**(Hartaj Sewa Singh)**  
**Director**  
**(DIN: 00173286)**

**Sd/-**  
**(Gaurav Lodha)**  
**Director**  
**(DIN: 03414211)**

**Place: Ghaziabad**  
**Date : 22<sup>nd</sup> May, 2026**

**REPORT ON CORPORATE GOVERNANCE**

*Report on Corporate Governance pursuant to Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and forming Part of the Board’s Report for the year ended March 31, 2026. The Company has complied with the corporate governance requirements specified in Regulation 17 to 27 and Regulation 46 of the Listing Regulations.*

**1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:**

At Swadeshi Polytex Limited, we recognize that Good Corporate Governance is fundamental to building strong, enduring, and mutually beneficial relationships with our stakeholders including customers, suppliers, bankers, and, most importantly, our investors.

Our approach to governance is deeply rooted in our core values of **quality, commitment, customer orientation**, and **integrity**. These principles guide our decisions and actions, ensuring transparency, accountability, and long-term value creation for all stakeholders.

**2. BOARD OF DIRECTORS:**

As on the date of signing of this report, the Board comprises eight members, all of whom are Non-Executive Directors. Among them, four Directors are Independent, in accordance with the requirements of good corporate governance.

The Chairman of the Board is a Non-Executive Promoter Director. The Board is comprised of individuals who are eminent professionals with rich experience in the fields of business, finance, and corporate management, bringing valuable insight and guidance to the company’s strategic direction.

The table below outlines the composition of the Board, their attendance at Board Meetings and the Annual General Meeting (AGM), as well as the number of directorships and Chairmanships or member in other public companies excluding Swadeshi Polytex Limited as on 31<sup>st</sup> March, 2026:

Name of the Director & Designation & Age	Composition and Category	No. of Directorship in Other Public Companies	*No. of committees of which Member(M)/ Chairman(C) in other companies	Board meeting attended	Attendance at the last AGM	No. of Shares held (As on March 31, 2026)
<b>Mr. Gaurav Swarup</b> Chairman, 69 Years	Promoter, Non- Executive Director	7	3 (M)	4	No	3500
<b>Mr. Hartaj Sewa Singh</b> Director 65 Years	Promoter, Non -Executive Director	Nil	Nil	3	Yes	2500
<b>Mr. Ashutosh Gupta</b> Director 55 years	Promoter, Non -Executive (Nominee Director)	6	Nil	4	No	Nil

Name of the Director & Designation & Age	Composition and Category	No. of Directorship in Other Public Companies	*No. of committees of which Member(M)/Chairman(C) in other companies	Board meeting attended	Attendance at the last AGM	No. of Shares held (As on March 31, 2026)
<b>Mr. Palani Samy Kungumaraju</b> Director 57 years	Promoter, Non - Executive (Nominee Director)	5	Nil	4	Yes	Nil
<b>Mr. Gaurav Lodha</b> Director 47 Years	Independent Director	1	Nil	4	Yes	Nil
<b>Dr. Rishabh Chand Lodha</b> Director 69 Years	Independent Director	2	1 (C) 1 (M)	4	Yes	Nil
<b>Mr. Atul Seksaria</b> Director 64 Years	Independent Director	6	2 (C) 1 (M)	4	Yes	2500
<b>Ms. Shukla Bansal</b> Director 56 Years	Independent Director	Nil	Nil	4	Yes	Nil

\* **Committees:** Audit Committee and Stakeholder Relationship Committee

**Directorship in Listed Companies:**

S. No.	Name of the Director	Name of the Listed Entity (Directorship)
	<b>Mr. Gaurav Swarup</b>	<ul style="list-style-type: none"> <li>• K S B Limited;</li> <li>• Industrial and Prudential Investment Company Limited</li> <li>• Avadh Sugar &amp; Energy Limited;</li> <li>• IFGL Refractories Limited;</li> </ul>
	<b>Mr. Atul Seksaria</b>	<ul style="list-style-type: none"> <li>• BLS International Services Limited</li> </ul>
	<b>Dr. Rishabh Chand Lodha</b>	<ul style="list-style-type: none"> <li>• Nitin Spinners Limited</li> <li>• Star Paper Mills Limited</li> </ul>

**Notes:**

- (1) Disclosure of Chairmanship & Membership includes membership of Audit and Stakeholder Relationship Committees in other Public Limited Companies.
- (2) Other directorships do not include alternate directorship, directorship of Private Limited Companies, Section 8 Companies of the Companies Act, 2013 and Foreign Companies.

- (3) None of the Directors of Board is a member of more than ten Committees and no Director is Chairman of more than five committees across all the public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.
- (4) None of the Independent Director of the Company is holding position of Independent Director in more than 7 Listed Company. Further, none of the Director of the Company serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than 3 Listed Company.
- (5) None of the Non-executive Directors has any pecuniary relationship with the Company. The details of sitting fees, paid to Independent-director appear later under the disclosure relating to Remuneration to Directors.

**Chart/Matrix Setting Out the Skills/Expertise/Competence of The Board:**

A chart/ matrix setting out the core skills/ expertise/ competencies identified by the Board in the context of the Company's businesses and sectors as required for it to function effectively and those actually available with the Board along with skills / expertise / competence, possessed by the Board members, are given as below:

<b>Name of the Director</b>	<b>Industry Knowledge/ experience</b>	<b>Technical Skills/ experience</b>	<b>Governance competencies</b>	<b>Behavioural competencies</b>
<b>Mr. Gaurav Swarup</b>	Yes	Yes	Yes	Yes
<b>Mr. Hartaj Sewa Singh</b>	Yes	Yes	Yes	Yes
<b>Mr. Ashutosh Gupta</b>	Yes	Yes	Yes	Yes
<b>Mr. Palani Samy Kungumaraju</b>	Yes	Yes	Yes	Yes
<b>Mr. Atul Seksaria</b>	Yes	Yes	Yes	Yes
<b>Mr. Gaurav Lodha</b>	Yes	Yes	Yes	Yes
<b>Dr. Rishabh Chand Lodha</b>	Yes	Yes	Yes	Yes
<b>Ms. Shukla Bansal</b>	Yes	Yes	Yes	Yes

**Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting & Detailed reason for resignation of Independent Director who resigns before the expiry of his/her tenure**

The information required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings in respect of the Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting is provided in the Annexure forming part of the Notice convening the Annual General Meeting.

During the financial year under review, no Independent Director resigned before the expiry of his/ her tenure. Accordingly, the disclosure requirement relating to detailed reasons for resignation of Independent Directors is not applicable to the Company.

## **Information on Board of Directors and Board Meetings**

The Board is the apex decision-making body constituted by the shareholders to oversee the overall governance and functioning of the Company. The Board provides strategic guidance, reviews and evaluates management policies, monitors their effectiveness, and ensures that the long-term interests of shareholders are being upheld.

In line with evolving governance practices and regulatory allowances, meetings of the Board were held through video conferencing, ensuring active participation and effective deliberation.

The key functions performed by the Board include:

- Reviewing the minutes and recommendations of the Audit Committee and other Committees of the Board
- Adopting the financial results of the Company
- Reviewing the Company's operations and performance
- Ensuring statutory and regulatory compliance on a quarterly basis

The Board meets at least once in every quarter to review the financial results and performance of the Company. The interval between any two meetings did not exceed 120 days, in compliance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations.

During the financial year, the Board met four (4) times on the following dates:

- May 23, 2025
- August 11, 2025
- November 12, 2025
- February 10, 2026

The Board also periodically reviews detailed reports on operations, statutory compliances, and other matters as required under Part A of Schedule II of the SEBI (LODR) Regulations, 2015, as well as relevant provisions of the Companies Act, 2013.

## **Relationships between Director inter-se:**

None of the Directors on the Board are related to any other Director of the Company.

## **Confirmation in regard to Independent Directors**

Based on the declarations received from the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013, In the Opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

## **Meeting of Independent Directors**

Schedule IV of the Companies Act, 2013 and Clause 2.3 of Secretarial Standard – 1 on Meetings of the Board (SS-1) mandate that the Company's independent directors shall meet at least once in a financial year without the presence of non-independent directors and management personnel to review the performance of Non-Independent Directors and the Board as a whole.

During the Financial Year 2025-26, the Independent Directors met on March 17, 2026 and inter alia, reviewed performance of Non-Independent Directors, the Board as a whole, Chairman of

the Company and assessed the quality, quantity and timelines of flow of information between the Company's Management and the Board that is necessary for the board to effectively and reasonably perform their duties.

**Details of familiarization Programs**

At the Board Meetings, apart from the regular agenda items, it is ensured that the Independent Directors are provided a deep and thorough insight into the business model of the Company. Familiarization Programs imparted to Independent Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the website of the Company at [https://www.splindia.co.in/corporate\\_governance.html](https://www.splindia.co.in/corporate_governance.html).

**Committees of the Board**

The Company's governance practices ensure that the guidelines applicable to Board meetings are equally followed for all the Committee meetings. Each Committee is empowered to engage external experts, advisors, or legal counsel as deemed necessary, to effectively discharge its responsibilities.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the composition of the Committees of the Board is duly constituted and reconstituted from time to time, as required.

During the period under review, the composition of the Board Committees was as follows:

<b>Name of Members</b>	<b>Audit Committee</b>	<b>Stakeholders' Relationship Committee</b>	<b>Nomination &amp; Remuneration Committee</b>	<b>CSR Committee</b>
Mr. Hartaj Sewa Singh Non-executive Director	Yes	Yes	Yes	Yes
Mr. Atul Seksaria- Independent Director	Yes	No	Yes	No
Dr. Rishabh Chand Lodha- Independent Director	No	Yes	Yes	No
Mr. Gaurav Lodha- Independent Director	Yes	No	No	Yes
Ms. Shukla Bansal- Independent Director	No	Yes	No	Yes

**3. AUDIT COMMITTEE OF BOARD:**

In Conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate. All the recommendations of the Audit Committee were accepted by the Board during the year.

The Audit Committee of the Company is duly constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee comprises the following members:

- **Mr. Atul Seksaria- Chairman**
- **Mr. Gaurav Lodha-Committee Member**
- **Mr. Hartaj Sewa Singh- Committee Member**

The Company Secretary acts as the Secretary to the Audit Committee.

### **Broad Terms of Reference of the Audit Committee**

The terms of reference of the Audit Committee, as mandated under the Companies Act and SEBI Listing Regulations, inter-alia, include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees, and confirm their independence;
- Approval of payment to statutory auditors for any other services rendered, if authorised by the Board;
- Review with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- Review with the management, the quarterly financial statements before submission to the Board for approval and secure the Certificate from CEO and CFO in terms of the requirements under the Listing Regulations;
- Approval or any subsequent modification of transactions of the company with related parties;
- Evaluate internal financial controls and risk management systems;
- To review the functioning of the Whistle Blower mechanism;
- Review with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Any other terms of reference as may be included from time to time in the Listing Regulations.

During the financial year 2025–26, the Audit Committee met five (5) times on the following dates:

- **May 23, 2025**
- **August 11, 2025**
- **November 12, 2025**
- **December 4, 2025**
- **February 10, 2026**

Attendance of the Members in the Audit Committee Meetings held during the year 2025-26:

<b>Name</b>	<b>Designation/Status</b>	<b>No. of Meetings entitled to attend</b>	<b>No. of Meetings attended</b>
Mr. Atul Seksaria	Chairman	5	5
Mr. Gaurav Lodha	Member	5	5
Mr. Hartaj Sewa Singh	Member	5	5

**4. NOMINATION & REMUNERATION COMMITTEE OF BOARD:**

The Nomination & Remuneration Committee of the Board comprises the following members:

- **Dr Rishabh Chand Lodha - Chairman**
- **Mr. Atul Seksaria -Committee Member**
- **Mr. Hartaj Sewa Singh - Committee Member**

The Company Secretary acts as the Secretary to the Nomination & Remuneration Committee.

**Broad Terms of Reference of the Nomination & Remuneration Committee**

The terms of reference of Nomination & Remuneration Committee of the Company are in accordance with Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Nomination & Remuneration Committee, *inter-alia*:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the Board;
3. Devising a policy on diversity of Board;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

During the financial year 2025–26, the Nomination & Remuneration Committee met one (1) time on the following date:

- **May 23, 2025**

Attendance of Members at the Committee Meetings:

<b>Name</b>	<b>Designation/Status</b>	<b>No. of Meetings entitled to attend</b>	<b>No. of Meetings attended</b>
Dr. Rishabh Chand Lodha	Chairman	1	1
Mr. Hartaj Sewa Singh	Member	1	1
Mr. Atul Seksaria	Member	1	1

During the year under review there was no proposal to increase the sitting fees of Independent Directors.

### **All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity**

During the year, there were no pecuniary relationships or transactions between the Non-Executive Directors and the Company.

### **Performance Evaluation Criteria for Directors**

The Nomination and Remuneration Committee has developed a comprehensive evaluation criterion for assessing the performance of the Directors, including the Independent Directors. This evaluation is based on several parameters, including, but not limited to:

- Attendance at Board and Committee meetings
- Acquaintance with the business and industry
- Effective communication and interaction with fellow Board members
- Active participation in discussions and decision-making
- Domain knowledge and expertise
- Compliance with the Company's Code of Conduct
- Vision, strategic thinking, and leadership

These criteria are in line with applicable laws, regulations, and guidelines, ensuring a fair and transparent process for evaluating the performance of the Directors.

### **Remuneration of Directors**

The Company doesn't pay any remuneration to the Non-Executive Directors of the Company.

### **Sitting Fees**

Sitting Fees are paid to the Independent Directors only for attending the meetings of the Board and its Committees.

### **Remuneration Policy**

The Company has adopted and implemented the Nomination and Remuneration Policy, which has been devised in accordance with Section 178(3) and (4) of the Companies Act, 2013. The policy is available on the Company's website at [www.splindia.co.in](http://www.splindia.co.in).

## **5. STAKEHOLDERS' RELATIONSHIP COMMITTEE OF BOARD**

The Stakeholders' Relationship Committee (SRC) comprises the following members:

- **Mr. Hartaj Sewa Singh - Chairman**
- **Dr. Rishabh Chand Lodha – Committee Member**
- **Ms. Shukla Bansal - Committee Member**

The Company Secretary acts as the Secretary to the Stakeholders' Relationship Committee.

**Meetings of the Stakeholders’ Relationship Committee**

During the financial year 2025-26, the Stakeholders’ Relationship Committee met once (1) on February 10, 2026.

Attendance of Members at the Committee Meeting:

<b>Name</b>	<b>Designation/ Status</b>	<b>No. of Meetings entitled to attend</b>	<b>No. of Meetings attended</b>
Mr. Hartaj Sewa Singh	Chairman	1	0
Dr. Rishabh Chand Lodha	Member	1	1
Ms. Shukla Bansal	Member	1	1

**Details of Investors/Shareholders Complaint received during the financial year 2025-26:**

The Stakeholders’ Relationship Committee is empowered to address and resolve shareholders’ and investors’ complaints. During the financial year, only one complaint was received and the same was resolved satisfactorily.

As of March 31, 2026, there were no pending or unattended complaints.

**6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board to oversee and provide direction for the Company’s CSR activities, in compliance with Section 135 of the Companies Act, 2013.

The CSR Committee comprises the following members:

- **Mr. Hartaj Sewa Singh-Chairman**
- **Mr. Gaurav Lodha-Committee Member**
- **Ms. Shukla Bansal-Committee Member**

The Company Secretary acts as the Secretary to the CSR Committee.

**Meetings of the CSR Committee**

During the financial year 2025-26, the CSR Committee held one (1) meeting on February 10, 2026.

**7. RISK MANAGEMENT COMMITTEE**

The Risk Management Committee is applicable only to the top thousand listed entities as per regulatory requirements. Since the Company is not classified under this category, the formation of a Risk Management Committee is not applicable to the Company.

**8. SENIOR MANAGEMENT/KMP**

The following persons have been designated as Key Managerial Personnels (KMP’s) of the Company pursuant to Section 2(51) and Section 203 of the Companies Act, 2013, read with the Rules framed thereunder:

- **Mr. Bhuwan Chaturvedi:** Chief Executive Officer
- **Mr. Ankit Garg:** Chief Financial Officer
- **Ms. Anuradha Sharma:** Company Secretary

There were no changes to the Key Managerial Personnel during the financial year.

## 9. GENERAL BODY MEETINGS: ANNUAL GENERAL MEETINGS

Over the past three years, the Company has conducted its Annual General Meetings (AGMs) through Video Conferencing.

- **AGM held on July 3, 2025:** No special resolutions were passed.
- **AGM held on 27<sup>th</sup> June, 2024:** Special Resolutions were passed for the appointment of Independent Directors
- **Third AGM:** No special resolutions were passed.

The details of the AGMs held during this period were as follows:

Year	Date	Time	Special Resolutions passed
2024-25	3 <sup>rd</sup> July, 2025	12:00 Noon	No Special resolution passed
2023-24	27 <sup>th</sup> June, 2024	12:00 Noon	Yes, for the appointment of Independent Directors.
2022-23	21 <sup>st</sup> September, 2023	11:00 a.m.	No Special resolution passed

## EXTRA-ORDINARY GENERAL MEETING(EGM)

There were no extra ordinary general Meetings held during the last three years.

## POSTAL BALLOT

No resolution was passed through postal ballot during the financial year 2025–26. Further, no special resolution is proposed to be conducted through postal ballot as on the date of this Report.

## SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

## 10. MEANS OF COMMUNICATION

### Quarterly results

The Company's Quarterly / Half-Yearly / Annual Financial Results were submitted to the Stock Exchanges immediately after the conclusion of the Board meetings and were also published in any two newspapers namely, in Financial Express (English) and Jansatta (Hindi). Simultaneously, they were also posted on the Company's website and can be accessed at <http://www.splindia.co.in>.

### Website

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website ([www.splindia.co.in](http://www.splindia.co.in)) gives information on various

announcements made by the Company, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the applicable policies of the Company.

**Annual Report**

The Annual Report containing, *inter alia*, Audited Financial Statements, Board’s Report, Auditors’ Report and other important information is circulated to members and others entitled thereto. The Management’s Discussion and Analysis Report form a part of the Annual Report. The Company’s Annual Report is also available in downloadable form on the Company’s website and can be accessed at <https://www.splindia.co.in/agm.html>.

**BSE Corporate Compliance & Listing Centre (“Listing Centre”)**

The BSE Listing Centre is a web-based platform developed for corporates to facilitate electronic submission of periodical compliance filings, including shareholding patterns, corporate governance reports, media releases, and statements of investor complaints, among others.

**SEBI Complaints Redress System (SCORES)**

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**11. GENERAL SHAREHOLDER INFORMATION**

**Company Registration Details**

The Company is registered in the State of Uttar Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L25209UP1970PLC003320.

**Annual General Meeting**

**The Company will be holding its 56<sup>th</sup> Annual General Meeting as per following details:**

Day & Date	:	Thursday, 9 <sup>th</sup> July, 2026
Time	:	12:00 Noon
Venue	:	Through Video Conferencing as per MCA circular
Book Closure	:	July 3, 2026 to July 9, 2026

**Financial Year**

Starting on 1<sup>st</sup> April and ending on 31<sup>st</sup> March every year.

**Dividend Payment Date**

Company has not proposed or declared any dividend; therefore, dividend payment date is not applicable.

## Listing on Stock Exchange:

**Name of the Stock Exchange:** BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 Tel.: +91 22-22721233/4

Fax: +91 22-22721919

## Stock Code of the Company

ISIN : INE243N01029

Scrip Name : Swadeshi Polytex Limited

Security Code : 503816

Type of Shares : Equity Shares

No. of paid-up shares : 3,90,00,000

## Payment of Listing Fees

The Company's equity shares continue to be listed on BSE Limited. The Company confirms that the Annual Listing Fee for the financial year 2025–26 has been duly paid to BSE Limited.

## Calender for Financials (Tentative)

Financial Reporting for the Quarter ended June 30, 2026	:	Within 45 days from end of quarter
Financial Reporting for the Quarter ended September 30, 2026	:	Within 45 days from end of quarter
Financial Reporting for the Quarter ended December 31, 2026	:	Within 45 days from end of quarter
Financial Reporting for the Quarter/year ended March 31, 2027	:	Within 60 days from end of quarter

## Registrar and Share Transfer Agent

### RCMC SHARE REGISTRY PRIVATE LIMITED

B-25/1, First Floor, Okhla Industrial Area, Phase – 2, Near Rana Motors,

New Delhi – 110 020

Tel.: 011-26387320, 26387321

E-mail: [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)

Website: [www.rcmcdelhi.com](http://www.rcmcdelhi.com)

## Share Transfer System

As Per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

The Company has obtained certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company also obtains reconciliation report from Practicing Company Secretary on quarterly basis. The audit has confirmed that the total issued / paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**Distribution of Shareholding as on March 31, 2026**

**a. Distribution of equity shareholding as on March 31, 2026:**

Shareholding of value of Rs.	Shareholders		Share holdings		
	Number	% to total	Shares	Amount	% to total
UPTO 5000	19746	99.08	7894491	7894491.00	20.24
5001 TO 10000	118	0.59	879414	879414.00	2.25
10001 TO 20000	37	0.19	544228	544228.00	1.40
20001 TO 30000	12	0.06	281680	281680.00	0.72
30001 TO 40000	4	0.02	134737	134737.00	0.35
40001 TO 50000	5	0.03	247620	247620.00	0.63
50001 TO 100000	2	0.01	152500	152500.00	0.39
100001 and above	5	0.03	28865330	28865330.00	74.01
<b>Grand Total</b>	<b>19929</b>	<b>100.00</b>	<b>39000000</b>	<b>39000000.00</b>	<b>100.00</b>

**b. Categories of Equity shareholding as on March 31, 2026:**

Category	Number of equity shares held	Percentage of holding (%)
Promoters	2,80,98,580	72.05
Directors	8,500	0.02
Banks	20,750	0.05
Indian Public and others	96,91,202	24.84
Corporate Bodies	10,20,606	2.62
NRI	1,60,362	0.41
<b>Total</b>	<b>3,90,00,000</b>	<b>100.00</b>

**c. Top ten equity shareholders other than promoter of the Company as on March 31, 2026:**

Sr. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of holding (%)
1	Melvin Powel Vanaspati & Engg. Industries Ltd	8,24,250	2.113
2	Laxshman Anand	1,00,000	0.26
3	Suman Bachhawat	50,000	0.128
4	Dwarkadas Shrinivas Morarka	50,000	0.128
5	Jamuna Devi Jaipuria	50,000	0.128
6	M/s Liberty Silk Mills Pvt Ltd	50,000	0.128
7	Aditya Rashmikant Dharia	47,620	0.122
8	Seshagiri Rao Yelamuri	30,121	0.077
9	Jugal Kishore Bhagat	38,000	0.097
10	Akshay Bachhawat	35,616	0.091

**Dematerialization of Shares and Liquidity**

The Company's shares are compulsorily traded in dematerialized mode. As on March 31, 2026, 83.67% shares were held in dematerialized form and balance 16.33% shares were held in physical form. Those shareholders whose shares are held in physical form are requested to dematerialize the same at the earliest in their own interest. The demat security code (ISIN) for the equity shares is INE243N01029.

As on March 31, 2026, the break-up of the share capital of the Company held in dematerialized and Physical form is as under:

Mode	No. of Equity Shares	% of total Shares
Demat Shares with NSDL	3,02,91,571	77.67
Demat Shares with CDSL	23,41,329	6.00
Physical Shares	63,67,100	16.33
<b>Total</b>	<b>3,90,00,000</b>	<b>100.00</b>

**Outstanding GDRS/ADRS/Warrants/Any Other Convertible Instruments, Conversion date and likely impact on equity**

The Company clarifies that it has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants, or convertible instruments at any point of time. Therefore, as of March 31, 2026, the Company does not have any outstanding securities of this nature.

**Plant Location**

The Company is engaged in Real Estate business activities and does not operate any manufacturing plant.

**Address for Correspondence**

For any queries relating to the shares of the Company, correspondence may be addressed to the Company's RTA at:

**RCMC SHARE REGISTRY PRIVATE LIMITED**

B-25/1, First Floor, Okhla Industrial Area,  
Phase – 2, Near Rana Motors, New Delhi – 110 020  
Tel.: 011-26387320,26387321  
E-mail: [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com)  
Website: [www.rcmcdelhi.com](http://www.rcmcdelhi.com)

The documents will also be accepted at the Registered Office of the Company:

***Swadeshi Polytex Limited***

KJ-77, J-Block, Kavi Nagar, Ghaziabad-201002 (U.P.)  
Tele/Fax: +91-120-2701472, Email: [info@splindia.co.in](mailto:info@splindia.co.in),  
Website: [www.splindia.co.in](http://www.splindia.co.in), CIN: L25209UP1970PLC003320

Shareholders are requested to mention their Folio Number/DPID & Client ID, email address, telephone number, and complete postal address when corresponding with the Company or its Registrar and Transfer Agent (RTA).

**Credit Ratings:**

The Company confirms that it did not seek or obtain any credit ratings during the financial year 2025–26.

**Investor Helpdesk**

Shareholders and investors are encouraged to direct their queries via email to the Company at [investor.grievances@splindia.co.in](mailto:investor.grievances@splindia.co.in). This dedicated email address is also available on the Company's website, [www.splindia.co.in](http://www.splindia.co.in), under the 'Investors' section.

**Compliance Officer**

The Company has appointed Ms. Anuradha Sharma as its Compliance Officer. Any correspondence with the Compliance Officer can be directed to [cs@splindia.co.in](mailto:cs@splindia.co.in).

**Change in Shareholders Details**

For shareholders holding shares in dematerialized form (i.e., in electronic mode), any communication regarding changes to address, bank account details, nomination, dematerialization of share certificates, or other inquiries should be addressed to the respective Depository Participant (DP) where the shareholder's Demat Account is held, quoting the Client ID number.

For shareholders with physical holdings, any requests for updating details should be sent to the Company's Registrar & Share Transfer Agent, RCMC Share Registry Private Limited, at the address provided above.

## **Nomination Facility**

Individual shareholders holding shares either singly or jointly in physical form are entitled to nominate a person to whom the shares will be transferred in the event of the shareholder's death. Nomination facilities for shares held in electronic form are also available with Depository Participants in accordance with the bye-laws and business rules applicable to NSDL or CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent (RTA).

## **Service of documents through electronic mode**

In line with the Green Initiative, shareholders who wish to receive notices and documents via email are requested to provide their email addresses to the Company's Registrar and Share Transfer Agent, **RCMC Share Registry Private Limited**, or directly to the Company by submitting a written request.

## **Proceeds from Public Issue/ Rights Issue/Preferential Issue/Warrant Conversion**

The Company has not raised any funds during the year through a Public Issue, Rights Issue, Preferential Issue, or Warrant Conversion.

## **Details of Dividend**

The Company has not declared any dividend during the year.

## **Details of Unpaid Dividend**

As no dividends have been paid by the Company in previous years, there are no outstanding or unpaid dividend amounts.

## **12. OTHER DISCLOSURES**

### **Related Party Transaction**

All related party transactions, that occurred during the year have been disclosed in Note No. 40 of the financial statements, in compliance with the requirements of "Ind AS 24 - Related Party Disclosures" issued by the Institute of Chartered Accountants of India (ICAI).

The Board has approved a policy for related party transactions, which is available on the Company's website at the following link: [https://www.splindia.co.in/corporate\\_governance.html](https://www.splindia.co.in/corporate_governance.html).

### **Business Risk Evaluation and Management**

Business risk evaluation and management remain ongoing processes within the Company. During the period under review, a comprehensive assessment of business risks was conducted, encompassing all operational aspects.

### **Certificate from Company Secretary in Practice**

A certificate has been obtained from the Company Secretary in Practice, **M/s. Shruti Singhal & Associates**, confirming that none of the directors on the Board have been debarred or disqualified from being appointed or continuing as directors by the Board, the Ministry of Corporate Affairs, or any other statutory authority. This certificate is attached to this report as **Annexure-1**.

**Establishment of Vigil/Whistle Blower Mechanism**

The Company has established a Vigil mechanism that allows directors and employees to report concerns about unethical conduct, fraud, or violations of the Company’s Code of Conduct. This mechanism includes adequate safeguards against the victimization of employees who use it and provides direct access to the Chairperson of the Audit Committee in exceptional cases.

The Vigil Mechanism/ Whistle Blower Policy are available on the Company’s website. No personnel have been denied access to the Audit Committee regarding these matters.

**Adoption of Mandatory and Non-Mandatory requirements**

The Company has complied with all mandatory requirements of Schedule V read with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Weblink of Policy for determining ‘material’ subsidiaries and related party transactions**

The Company does not have any subsidiaries. However, the weblink to the policy governing related party transactions can be accessed at [https://www.splindia.co.in/corporate\\_governance.htm](https://www.splindia.co.in/corporate_governance.htm)

**Commodity price risk or foreign exchange risk and hedging activities.**

The Company does not engage in commodity trading. Therefore, the disclosure requirements under the SEBI Circular dated November 15, 2018, are not applicable.

**Details of preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the Listing Regulations**

The Company has not raised any funds through preferential allotment or qualified institutional placement during the financial year under review.

**Recommendations of Committees of the Board**

During the financial year under review, there were no instances where the Board did not accept the recommendations made by any of the committees of the Board.

**Total Fees paid to Statutory Auditors of the Company**

The Company paid a total of Rs. 5,98,327/- (Rupees Five Lakh Ninety-Eight Thousand Three Hundred Twenty-Seven) for the financial year 2025–26 to the statutory auditors for all services, including statutory audit fees, professional fees for limited review (LR) and tax audit fees. The Company does not have any subsidiaries.

**Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has established an effective mechanism for addressing complaints related to sexual harassment in the workplace. The details of the complaints received and resolved during the financial year 2025-26 are as follows:

Sr. No.	Particulars	No. of Complaints
1.	Number of complaints filed during the financial year:	NIL
2.	Number of complaints disposed of during the financial year:	NIL
3.	Number of complaints pending as on end of the financial year:	NIL
4.	Number of cases pending for more than ninety days	NIL

## Risk Management

The Company has established a formal Risk Management Framework to assess and minimize risks, ensuring the smooth operation and effective management control of the business. The Audit Committee is responsible for reviewing the adequacy of the Company's risk management framework, identifying key business risks, and evaluating the steps taken to mitigate these risks.

## Code of Conduct for Prohibition of Insider Trading

The Company has implemented a Code of Conduct for Prohibition of Insider Trading, in compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. This includes policies and procedures for conducting inquiries in the event of the leak or suspected leak of Unpublished Price Sensitive Information (UPSI). The full details are available on our website at [https://www.splindia.co.in/corporate\\_governance.html](https://www.splindia.co.in/corporate_governance.html).

## SEBI Complaints Redress System (SCORES)

SEBI administers a centralized web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online on the website [www.scores.gov.in](http://www.scores.gov.in). It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavors to resolve all investor complaints received through SCORES. There was no unattended or pending investor grievance as on March 31, 2026. Details of Investor Complaints Received and redressed during the year 2025-26 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	1	1	0

## CEO and CFO Certification

The Chief Executive Officer (CEO), along with the Chief Financial Officer (CFO), provide an annual certification on financial reporting and internal controls to the Board, in accordance with Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Additionally, the CEO and the CFO submit a quarterly certification on financial results when presenting the financial statements to the Board, as per Regulation 33(2) of the Listing Regulations. The annual certification provided by the CEO & CFO is included in this Report as **Annexure-2**.

## Compliance Certificate from the Practicing Company Secretary

As required by Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Practicing Company Secretary's certificate on Corporate Governance is annexed to this report.

## Website

The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website ([www.splindia.co.in](http://www.splindia.co.in)). A separate section on 'Investors' on the

website contains details relating to the financial results declared by the Company, annual reports, Corporate Governance Report, press releases, shareholding patterns and such other material information which is relevant to shareholders.

By order of the Board  
For **Swadeshi Polytex Limited**

**Place: Ghaziabad**  
**Date: 22<sup>nd</sup> May, 2026**

**Sd/-**  
**(Hartaj Sewa Singh)**  
**Director**  
**(DIN: 00173286)**

**Sd/-**  
**(Gaurav Lodha)**  
**Director**  
**(DIN: 03414211)**

**Certificate on 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,

Swadeshi Polytex Limited

**Registered Office:** KJ-77, J Block, Kavi Nagar, Ghaziabad, Uttar Pradesh-201002

I have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of Swadeshi Polytex Limited (CIN: L25209UP1970PLC003320), having its registered office at KJ-77, J Block, Kavi Nagar, Ghaziabad, Uttar Pradesh, India, 201002 (hereinafter referred to as “the Company”), presented to me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Schedule V, Para C, Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion, and based on the verification (including the Director Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) and the explanations provided to me by the Company and its officers, I hereby certify that, to the best of my knowledge and information, none of the Directors on the Board of the Company, as listed below, for the financial year ended on 31<sup>st</sup> March, 2026, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, or any other statutory authority:

Sr. No.	Name of Director	DIN	Date of Appointment
1.	Mr. Gaurav Swarup	00374298	30.05.1988
2.	Mr. Hartaj Sewa Singh	00173286	26.09.2003
3.	Dr. Rishabh Chand Lodha	07177605	01.04.2024
4.	Mr. Gaurav Lodha	03414211	01.04.2024
5.	Mr. Atul Seksaria	00028099	01.04.2024
6.	Ms. Shukla Bansal	00285477	01.04.2024
7.	Mr. Ashutosh Gupta	09043439	27.01.2021
8.	Mr. Palani Samy Kungumaraju	10164262	18.04.2023

It is the responsibility of the Company's management to ensure the eligibility of each Director for appointment and continuation on the Board. My responsibility is to provide an opinion based on the verification conducted. This certificate does not provide assurance regarding the future viability of the Company or the efficiency and effectiveness with which the management has conducted the affairs of the Company.

**Shruti Singhal & Associates**  
**Company Secretaries**

**Sd/-**

Shruti Garg  
Proprietor

C.P. No. 22138

Date: 11.05.2026

Place: Ghaziabad

Peer Review No.-5223/2023

UDIN: **A057010H000325355**

**Annexure-2**

**CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION**

*(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

We, **Mr. Bhuwan Chaturvedi, Chief Executive Officer** and **Mr. Ankit Garg, Chief Financial Officer** of Swadeshi Polytex Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Financial Statements and Cash Flow Statement for the year ended March 31, 2026 and that to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify that based on our knowledge and information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept the responsibilities for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company relating to financial reporting and we 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 the steps taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - a. There have been no significant changes in internal control system during the year;
  - b. There were no significant changes in Accounting policies during the year.
  - c. There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system.

**Date** : May 11, 2026  
**Place** : Ghaziabad

**Sd/-**  
**Bhuwan Chaturvedi**  
CEO

**Sd/-**  
**Ankit Garg**  
Chief Financial Officer

**CERTIFICATE ON CORPORATE GOVERNANCE**  
**(Pursuant to Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements)**  
**Regulations, 2015)**

To,

**Swadeshi Polytex Limited**

Reg. Office: KJ-77, J- Block, Kavi Nagar,  
Ghaziabad- 201002

I, Shruti Garg, Practicing Company Secretary, have examined the compliance with the conditions of Corporate Governance by the Company for the year ended March 31, 2026, as stipulated under Regulation 17 to 27, Clauses (b) to (i) of Regulation 46(2), and Paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The responsibility for ensuring compliance with the conditions of Corporate Governance lies with the management. My examination was limited to reviewing the procedures and their implementation as adopted by the Company to ensure compliance with these conditions. It does not constitute an audit nor an expression of opinion on the financial statements of the Company.

In my opinion, and to the best of my knowledge and belief, based on the information and explanations provided to me and the representations made by the Directors and the management, and considering the relaxations granted by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, I hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended March 31, 2026.

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

**For Shruti Singhal & Associates**  
**Company Secretaries**

Shruti Garg

Proprietor

C.P. No. 22138

Date: 11<sup>th</sup> May, 2026

Place: Ghaziabad

Peer Review No.-5223/2023

UDIN: **A057010H000325366**

**ANNEXURE-C**

**INFORMATION PURSUANT TO SECTION 197 OF THE ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES 2014**

- 1. Ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year:** Not applicable - The Company is not paying remuneration to any Director.
- 2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:** 10% Increase in the remuneration of CFO & CS of the Company during the Financial Year 2025-26.
- 3. The percentage increase in the median remuneration of employees in the financial year:** Not applicable, as there is no employee
- 4. Number of permanent employees on the rolls of the Company:** Nil
- 5. Average percentile increases 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:** Not Applicable, as there is no employee
- 6. Affirmation that the remuneration is as per the remuneration policy of the company:** It is hereby affirmed that the remuneration paid to Key Managerial Personnel is as per the Nomination and Remuneration Policy of the Company.
- 7. Statement pursuant to Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:** Not applicable.

By order of the Board  
For **Swadeshi Polytex Limited**

Sd/-  
(Hartaj Sewa Singh)  
Director  
(DIN: 00173286)

Sd/-  
(Gaurav Lodha)  
Director  
(DIN: 03414211)

Place: Ghaziabad  
Date: 22<sup>nd</sup> May, 2026

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

**1. Brief outline on CSR Policy of the Company:**

It is pertinent that business enterprises are economic organs of society and draw on societal resources; we at the company believe that a company's performance must be measured by its Triple Bottom Line contribution to building economic, social and environmental capital towards enhancing societal sustainability.

The Company aims to carry out charitable objects and purposes wide enough for the extension of benefit thereof to all, irrespective of class, creed and relief of poor, education, medical relief and advancement of any object of general and/or public utility. Such Corporate Social Responsibility (CSR) projects are far more replicable, scalable and sustainable, with a significant multiplier impact on sustainable livelihood creation and working for a cause of humanity.

**2. Composition of CSR Committee as on March 31, 2026:**

S. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during FY 2025-26	Number of meetings attended
1	Mr. Hartaj Sewa Singh	Chairman, Non- Executive Director	1	1
2	Mr. Gaurav Lodha	Member, Independent Director	1	1
3	Ms. Shukla Bansal	Member, Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: [https://www.splindia.co.in/corporate\\_governance.html](https://www.splindia.co.in/corporate_governance.html)
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable
6. Average net profit of the company as per section 135(5): The provisions relating to CSR under Section 135 of the Companies Act, 2013 were not applicable to the Company during FY 2025-26. However, the Company continued spending towards previously committed ongoing CSR obligations.
7. (a) Two percent of average net profit of the company as per section 135(5): Nil  
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil  
 (c) Amount required to be set off for the financial year, if any: Nil  
 (d) Total CSR obligation for the financial year (7a+7b-7c): Nil

**8. (a) CSR amount spent or unspent for the Financial Year: NA**

Total amount spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
NA	NA	NA	NIL		

(b) Details of CSR amount spent against ongoing projects for FY 2026: Nil

(c) Details of CSR amount spent against other than ongoing projects for FY 2026: NA

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Nil

(g) Excess amount for set off, if any:

S. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	Nil

**9. (a) Details of Unspent CSR amount for the preceding three financial years: Rs. 83,00,000/-**

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Rs. 83,00,000/- (pertaining to earlier years' ongoing projects.)

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable**

**11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5): NA**

By order of the Board  
For Swadeshi Polytex Limited

Sd/-  
(Hartaj Sewa Singh)  
Chairperson – CSR Committee  
(DIN: 00173286)

Sd/-  
(Gaurav Lodha)  
Director  
(DIN: 03414211)

Place: Ghaziabad  
Date: 22<sup>nd</sup> May, 2026

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2026**

*[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]*

The Members

Swadeshi Polytex Limited

(CIN: L25209UP1970PLC003320)

KJ-77, J - Block

Kavi Nagar,

**Ghaziabad – 201002 (U. P.)**

.....

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swadeshi Polytex Limited (hereinafter called **“the Company”**). The 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 Swadeshi Polytex Limited’s 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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2026 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 Swadeshi Polytex Limited (**“the Company”**) for the financial year ended on 31<sup>st</sup> March, 2026 according to the provisions of :-

- (i) The Companies Act, 2013 (**“the Act”**) and 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) The 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; the provisions of the Overseas Direct Investment, and External Commercial Borrowings wherever applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) :-
  - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the audit period) ;

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable during the Audit Period);
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable during the audit period) ;
  - (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; (Not applicable during the Audit Period);
  - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ('Delisting Regulations') (Not applicable during the Audit Period);
  - (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client to the extent of securities issued (Not applicable during the Audit Period);
  - (j) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 (Not applicable during the Audit Period);
  - (k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
  - (l) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
- (vi) Indian Contract Act, 1872;
- (vii) Indian Stamp Act, 1899;
- (viii) Contract Labour (Regulation and Abolition) Act, 1970;
- (ix) Water (Prevention and Control of Pollution) Act, 1974 and Rules;

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Uniform Listing Agreement entered into by the Company with the BSE Limited, Mumbai.

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc. mentioned above except as mentioned below :-

*Mr. Mahendra Swarup is one of the promoters of the Company and is holding 52,500 Equity Shares of Rs.1/- each fully paid – up in the Company in physical form. As informed by the Company, Mr. Mahendra Swarup expired long back and the succession certificate has not yet been obtained. National Textile Corporation Limited (A Government Company) is also one of the promoters of the company is holding 1,31,10,000 (One Crore Thirty-One Lakh Ten Thousand) Equity Shares of Rs.1/- each, fully paid-up, out of which 1,31,05,000 (One Crore Thirty-One Lakh Five Thousand) Equity Shares have been dematerialised and only 5,000 Equity Shares are still held in physical form. The Promoter has been informed several times to dematerialise the said shares. Accordingly, these 5,000 Equity Shares held in physical form are yet to be dematerialised as required under Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

**I FURTHER REPORT THAT** the compliance by the Company of applicable fiscal laws, such as direct and indirect laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditors.

**I FURTHER REPORT THAT:-**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a woman Director. The changes in the composition of the Board of Directors, if any, that took place during the period 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 in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I FURTHER REPORT THAT** there are adequate compliance 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, there were no instances of :-

- (i) Public / Rights / Preferential Issue of Shares / Debenture / Sweat Equity;
- (ii) Redemption / Buy-back of Securities;
- (iii) Major decisions taken by the members in pursuant to section 180 of the Companies Act, 2013;
- (iv) Merger / Amalgamation / Reconstruction etc.;
- (v) Foreign Technical Collaborations.

**Sd/-**

**Name : CS BALDEV SINGH KASHTWAL**

**FCS No. : 3616**

**C P No. : 3169**

**ICSI – UDIN : F003616H000342670**

**ICSI - Peer Review Certificate Number : 7700/2026**

**ICSI - Unique Identification Number : I1999DE144000**

Date: May 13, 2026

Place: Delhi

**Note:** This Report is to be read with my letter of even date which is annexed as an "Annexure-A" and forms an integral part of this Report.

To  
The Members  
Swadeshi Polytex Limited  
(CIN: L25209UP1970PLC003320)  
KJ-77, J-Block,  
Kavi Nagar,  
**Ghaziabad – 201002 (U. P.)**

**Re : Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2026 of even date is to be read along with this letter**

I report that :-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- b) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification of the scanned copies of the records was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- c) I have not verified the correctness and appropriateness of the financial statements of the Company.
- d) I have obtained the management representation about the compliance of laws, rules and regulations, wherever required.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on a random test basis.
- f) 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.

**Name : CS BALDEV SINGH KASHTWAL**  
**FCS No. : 3616**  
**C P No. : 3169**  
**ICSI – UDIN : F003616H000343670**  
**ICSI - Peer Review Certificate Number : 7700/2026**  
**ICSI - Unique Identification Number : I1999DE144000**

**Date : May 13, 2026**  
**Place : Delhi**

### **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

**Pursuant to Regulation 34(3) and Para B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments thereof, details of the Management Discussion and Analysis are given below:**

#### **ECONOMIC REVIEW**

Amid persistent global economic headwinds, India stands out as one of the fastest-growing major economies. According to the First Advance Estimates of Gross Domestic Product 2025-26, India's GDP growth is projected at 7.4% in FY 2025-26, compared to 6.5% in FY 2024-25.

Robust private consumption, tax reforms, and resilient manufacturing and services activity are supporting the growth trajectory.

Despite rising trade tensions and policy uncertainty, India's economic outlook remains resilient, with growth estimated at 6.5% in FY 2026-27 and 6.6% in FY 2027-28. Key drivers include easing inflationary pressures, rapid infrastructure development and digitization, a recovery in exports and private investments, and favourable policy reforms, among others.

#### **INDUSTRY REVIEW**

The Indian real estate sector has experienced significant growth, driven by rising demand in both office and residential segments. Various initiatives by the Central and State Governments have further supported development in the sector.

The commercial real estate segment maintained strong performance and momentum during the financial year despite macroeconomic challenges. The office space segment showed resilience, with a gradual recovery and improvement in occupancy levels, supported by return-to-office policies. Meanwhile, the retail segment recorded robust growth, fueled by increased consumer spending and higher footfalls.

#### **OPPORTUNITIES, THREATS, RISK AND CONCERNS**

As India anticipates the acceleration of policy reforms, the Company remains optimistic about sustained demand for real estate in the medium to long term. The Company's strategically located projects, robust balance sheet, and consistent financial performance—even during challenging times—position it as a preferred choice among customers and shareholders alike.

#### **BUSINESS OUTLOOK AND OVERVIEW**

The Company entered the real estate sector in 2011 and is currently in the process of selling its real estate assets. The proceeds from these sales are intended to be utilized for exploring opportunities in high-growth areas and new industries, in line with the Company's strategic diversification and expansion plans.

#### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT**

The Human Resources (HR) function plays a key role in aligning human capital development with the Company's strategic objectives. As the Company evaluates and finalizes its future focus areas, it plans to build its human resources accordingly. Industrial relations remain cordial, with no significant employee workforce currently employed due to the cessation of production activities.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has established a robust and adequate internal control system to safeguard its assets and ensure protection against any potential losses. All transactions are duly authorized and accurately recorded. The internal controls also ensure that information provided to management is reliable and timely, and that the Company remains fully compliant with all applicable statutory requirements.

The Company has an effective internal financial control system in place, appropriate to its size and business operations. This system ensures accurate and timely financial reporting in line with applicable accounting standards, safeguards assets from unauthorized use or disposal, and ensures compliance with all relevant regulatory laws and Company policies.

Internal Auditors regularly assess the effectiveness of these controls, and recommended improvements are implemented as needed. The Audit Committee of the Board also reviews internal audit reports to ensure continued robustness of the control framework.

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE AND SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The Company has only one segment i.e., Real Estate. The Company's revenue from operations decreased to Rs. 1.38 Lakhs for the financial year 2025-26, as compared to Rs. 40 Lakhs in the previous year. The Company continued its focus on core business activity in Real Estate. The key revenue streams for the Company include sale of leasehold plot land. The Company continues to maintain its conservative financial profile and funds its requirements largely through internal cash generation.

### **CAUTIONARY STATEMENT**

Statements in the Management's Discussion and analysis report describing the Company's objectives, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that would make a difference to the Company's operations include demand supply conditions, change in Government regulations, tax regimes, economic developments within the country and other statutes and incidental factors.

By order of the Board  
For **Swadeshi Polytex Limited**

**Sd/-**  
**(Hartaj Sewa Singh)**  
**Director**  
**(DIN: 00173286)**

**Sd/-**  
**(Gaurav Lodha)**  
**Director**  
**(DIN: 03414211)**

**Place: Ghaziabad**  
**Date: 22<sup>nd</sup> May, 2026**

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
**Swadeshi Polytex Limited**  
Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of Swadeshi Polytex Limited ('the Company') which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and Notes to financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026 and its Profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) 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 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 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the 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 financial statements of the current period. These matters were addressed in the context of our audit of the 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 that there are no key audit matter to be communicated in our report.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Corporate Governance & Shareholders' Information but does not include the financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report. Our opinion on the 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 financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. When we read other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those with governance.

### **Responsibilities of Management and Board of Directors' for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Ind AS 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 financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 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 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 the one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial 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 has adequate internal financial controls with reference to financial statements 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 the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial controls 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 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 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to information and explanations given to us, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 of the aforesaid Financial Statements.

- 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 except for the matter stated in paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**” to this report wherein we have expressed an unmodified opinion.
- g) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under section 143(3)(b) of the Act and paragraph 2(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- h) With respect to the other matter to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, we report that the Company had not paid remuneration to its directors during the current year.
- i) 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, as amended, in our opinion and to the best of our information and according to the information and explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2026 on its financial position in its financial statements - Refer Note 36 to the 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, 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 or entity, including foreign entity (“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;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entity including foreign entity

("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

- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, 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). The Company has neither declared nor paid any dividend during the year.
- vi). Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and same has been operating for all relevant transactions recorded in the said software throughout the year except at database level (Refer Note 46 of the Financial Statement). Further, during the course of our audit we did not come across any instance of the audit trail feature being tempered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

**For SANMARKS & ASSOCIATES**  
**Chartered Accountants**  
**Firm's Registration No. 003343N**

**S. K. BANSAL**  
**Partner**  
**Membership No.: 082242**  
**UDIN : 26082242GWQRJM3200**

**Place : Faridabad**  
**Date : 22.05.2026**

**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in Paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” section of our Report of even date to the members of Swadeshi Polytex Limited for the year ended 31<sup>st</sup> March 2026.) We report that :

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment, Capital Work in Progress and relevant details of Right of Use Assets.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) We are explained that the management has carried out the physical verification of its Property, Plant and Equipment and Right of Use Assets at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) On the basis of our examination of records of the Company and information and explanations given, the title deeds of the immovable property (other than property where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in Property, Plant & Equipment are held in the name of the Company. Further, in respect of Right of Use asset being leasehold Land in respect of which the Company is lessee, the related lease agreement has been executed and registered in the name of the Company. Further, the provisions of this clause are not applicable in respect of leasehold land owned by the Company and held as Stock in Trade.
- (d) The Company has not revalued any of its Property, Plant and Equipment including Right of Use assets and Intangible Assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 as amended and Rules made thereunder.
- (ii) (a) The only inventory in hand is in the form of lease hold plots for which management has conducted physical verification in the form of measurement, frequency of which in our opinion is reasonable and procedures and coverage as followed by the management were appropriate. No discrepancies were noticed on the physical verification of the same as compared to book records that were 10% or more in the aggregate.  
(b) According to the information and explanations given to us and on the basis of examination of records of the Company, the Company has not been sanctioned any working capital limits at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of records of the Company, during the year under report, the Company has neither made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships, or any other parties. Hence reporting under clause 3(iii) of the Order is not applicable.
- (iv) During the year under report, the Company had not granted any loan or made any investments or provided any guarantee or security to the parties covered under sections 185 and 186 of the Act. Hence reporting under clause 3(iv) of the Order is not applicable to the Company.

- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and relevant rules framed thereunder. Accordingly reporting requirements under clause 3(v) of the Order are not applicable to the Company.
- (vi) We are informed that the maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, it has been generally regular in depositing undisputed statutory dues, including Goods and Service Tax, Income Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities. Further, there were no arrears of such undisputed dues as at 31<sup>st</sup> March 2026 for a period of more than six months from the date they became payable. As explained to us, provisions of Employees Provident Fund and Employees' State Insurance Act are not applicable to the Company for the year under report as it had no employees.
- (b) According to information and explanation given to us and on the basis of our examination of the books of accounts of the company, following are the details of income tax/custom duty/excise duty, which have not been deposited as at March 31, 2026 on account of any dispute:

<b>Name of Statute</b>	<b>Nature of Dues</b>	<b>Amount (Rs in lac)</b>	<b>Period</b>	<b>Forum at which dispute is pending</b>
The Customs Act, 1962	Custom Duty & other dues.	24.61	Various	Various
The Central Excise Act, 1944	Recovery of refund granted earlier of the Central Excise Duty and interest thereon	138.31	2019-20	CESAT
The Income Tax Act, 1961	Demand for assessment year 2012-13	22.17	2012-13	CIT (Appeals)

- (viii) According to information and explanation given to us and on the basis of our examination of the records of the company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) On the basis of our examination of the records of the company, it has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) According to information and explanation given to us and on the basis of our examination of the records of the company, the Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (c) On the basis of our examination of the records of the company, it has not taken any term loan during the year under report. Further there were no outstanding terms loans at the beginning of the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to information and explanation given to us and on an overall examination of the financial statements of the Company, it has not raised any funds on short-term basis. Hence, reporting under clause 3(ix)(d) of the Order is not applicable.

- (e) According to information and explanation given to us, the Company has neither any subsidiary company, associate company or joint ventures company nor it has taken any funds from any entity or person. Hence reporting on clause 3(ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year, hence reporting under clause 3(x)(a) of the Order is not applicable.  
(b) On the basis of examination of records of the Company, during the year under report, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible), hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or 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, during the year and up to the date of this report.  
(c) We have been informed by the management that the Company has not received any whistle blower complaints during the year, hence reporting under clause 3(xi)(c) of the Order is not applicable.
- (xii) In our opinion, the Company is not a Nidhi company. Accordingly reporting under paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
(b) We have considered, the internal audit reports of the Company for the period under audit issued to the Company during the year and till date.
- (xv) In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, the reporting on compliance with the provisions of section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.  
(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities Accordingly reporting under clause 3(xvi)(b) of the Order is not applicable.  
(c) In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly reporting under clause 3(xvi)(c) of the Order is not applicable.

- (d) According to the information and explanations provided to us, in our opinion, there is no Core Investment Company as a part of the group. Accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under paragraph 3(xviii) of the Order is not applicable to the Company
- (xix) According to the information and explanations given to us and 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, the Company was not required to transfer any unspent amount to a Fund specified in Schedule VII to the Companies Act, 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Companies (Auditor's Report) Order, 2020 is not applicable.
- (b) Based on our examination of records of the Company and as explained to us, the Company was not required to incur any expenditure towards Corporate Social Responsibility activities during the year pursuant to the provisions of Section 135 of the Companies Act, 2013. However, an unspent amount in respect of an ongoing CSR project undertaken in earlier years continued to remain deposited in the Unspent CSR Account in compliance with provisions of sub-section (6) of section 135 of the Act. We are informed that this unspent amount is proposed to be utilized for the same project.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of the audit of standalone financial statements. Hence this clause is not applicable to the Company.

**For SANMARKS & ASSOCIATES**  
**Chartered Accountants**  
**Firm's Registration No. 003343N**

**S. K. BANSAL**  
**Partner**  
**Membership No.: 082242**  
**UDIN : 26082242GWQRJM3200**

**Place : Faridabad**  
**Date : 22.05.2026**

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENTS OF SWADESHI POLYTEX LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH,2026.**

**(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Swadeshi Polytex Limited of even date)**

**Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to financial Statements of Swadeshi Polytex Limited (“the Company”) as of 31 March 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s and Board of Directors’ Responsibilities for Internal Financial Controls**

The Board of Directors and Management of the Company are responsible for establishing and maintaining internal financial controls with reference to financial statements 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 (the ‘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 with reference to financial Statements 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 prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls with reference the financial statements. 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 with reference to financial statements 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 with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference the financial statements, 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 with reference to financial statements.

## **Meaning of Internal Financial Controls with reference to the Financial Statements.**

A company's internal financial control with reference to Financial Statements 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 with reference to Financial Statements includes those policies and procedures that:

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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;
- c) 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 with reference to the Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Financial Statements, 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 with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to Financial Statements and such internal financial controls were operating effectively as at March 31, 2026, based on the internal financial control with reference to Financial Statements 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 SANMARKS & ASSOCIATES  
Chartered Accountants  
Firm's Registration No. 003343N**

**S. K. BANSAL  
Partner  
Membership No.: 082242  
UDIN : 26082242GWQRJM3200**

**Place : Faridabad  
Date : 22.05.2026**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2026**

(Amount in Rs. '000)

Particulars	Note No	As at March 31, 2026	As at March 31, 2025
<b>ASSETS</b>			
<b>(1) Non-current asset</b>			
(a) Property, Plant and Equipment	5	391	581
(b) Right of use Assets	6	-	48,033
(c) Capital work-in-progress	7	-	545
(d) Other Intangible Assets	8	18	53
(e) Financial Assets:			
(i) Other non-current assets	9	1,66,037	5,101
(f) Income Tax Assets	10	4,026	4,026
<b>Total non-current assets</b>		<b>1,70,472</b>	<b>58,339</b>
<b>(2) Current Asset</b>			
(a) Inventories	11	53,844	36,290
(b) Financial Assets:			
(i) Investments	12	4,34,844	4,07,370
(ii) Trade Receivables	13	-	1,160
(iii) Cash and cash equivalents	14	616	480
(iv) Bank Balances other than (iii) above	15	5,17,958	6,42,208
(v) Other Financial Assets	16	4,483	5,386
(c) Current Tax Assets (net)	17	652	838
(d) Other Current Assets	18	29	1,861
<b>Total current assets</b>		<b>10,12,426</b>	<b>10,95,593</b>
<b>Total Assets</b>		<b>11,82,898</b>	<b>11,53,932</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	19	39,000	39,000
(b) Other equity	20	11,12,981	10,71,224
<b>Total Equity</b>		<b>11,51,981</b>	<b>11,10,224</b>
<b>LIABILITIES</b>			
<b>(1) Non current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	21	21,142	21,642
(b) Deferred Tax Liabilities (net)	22	4,918	1,671
<b>Total non-current liabilities</b>		<b>26,060</b>	<b>23,313</b>
<b>(2) Current liabilities</b>			
(a) Financial liabilities:			
(i) Trade payables	23		
(a) total outstanding dues of micro enterprises and small enterprises		677	1,085
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,535	5,245
(ii) Other financial liabilities	24	1,223	1,933
(b) Other current liabilities	25	422	12,132
<b>Total current liabilities</b>		<b>4,857</b>	<b>20,395</b>
<b>Total Equity and Liabilities</b>		<b>11,82,898</b>	<b>11,53,932</b>

The accompanying notes form an integral part of the financial statements.

As per our Report of even date attached

For SANMARK & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Registration Number: 003343N

Sd/-

**(S.K. Bansal)**

Partner

FRN : 003343N, M.No. : 082242

Place : Faridabad

Date : 22.05.2026

For and on behalf of the Board of Directors

**Swadeshi Polytex Limited**

Sd/-

**(Hartaj Sewa Singh)**

Director

DIN : 00173286

Sd/-

**(Ankit Garg)**

Chief Financial Officer

Sd/-

**(Gaurav Lodha)**

Director

DIN : 03414211

Sd/

**(Anuradha Sharma)**

Company Secretary

ICSI M. No.: 51838

Sd/-

**(Bhuwan Chaturvedi)**

Chief Executive Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026

(Amount in Rs. '000)

Particulars	Note No.	Year Ended March 31, 2026	Year Ended March 31, 2025
<b>INCOME</b>			
Revenue from operations	26	138	4,000
Other Income	27	79,620	72,076
<b>Total Income</b>		<b>79,758</b>	<b>76,076</b>
<b>EXPENSES</b>			
Land and Site Development Expenses	28	17,601	29,873
Changes in inventories of Stock in Trade	29	(17,554)	(29,873)
Depreciation and amortization expense	30	794	1,625
Other expenses	31	28,313	39,823
<b>Total Expenses</b>		<b>29,154</b>	<b>41,448</b>
<b>Profit before tax</b>		<b>50,604</b>	<b>34,628</b>
Income Tax Expense			
Current tax	32	5,600	10,300
Deferred tax	22.1	3,247	1,632
Tax for earlier years		-	(63)
<b>Total Tax Expenses</b>		<b>8,847</b>	<b>11,869</b>
<b>Profit for the year</b>		<b>41,757</b>	<b>22,759</b>
<b>Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax on A(i) above		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax on B(i) above		-	-
<b>Total other comprehensive income for the year</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>41,757</b>	<b>22,759</b>
<b>Earnings per equity share of face value of Rs. 1/- each</b>			
Basic and Diluted (in Rs.)	33	1.07	0.58

The accompanying notes form an integral part of the financial statements.

As per our Report of even date attached  
For SANMARK & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration Number: 003343N

Sd/-  
**(S.K. Bansal)**  
Partner  
FRN : 003343N, M.No. : 082242

Place : Faridabad  
Date : 22.05.2026

For and on behalf of the Board of Directors  
**Swadeshi Polytex Limited**

Sd/-  
**(Hartaj Sewa Singh)**  
Director  
DIN : 00173286

Sd/-  
**(Ankit Garg)**  
Chief Financial Officer

Sd/-  
**(Gaurav Lodha)**  
Director  
DIN : 03414211

Sd/  
**(Anuradha Sharma)**  
Company Secretary  
ICSI M. No.: 51838

Sd/-  
**(Bhuwan Chaturvedi)**  
Chief Executive Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026**

(Amount in Rs. '000)

		Year Ended 31-03-2026 Amount (Rs)	Year Ended 31-03-2025 Amount (Rs)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit for the year before Tax		50,604	34,628
Adjustments for :			
Depreciation and amortization expenses		794	1,625
Profit/Loss on disposal of PPE & Right of use Assets (net)		(8,003)	97
Gain on Investment measured at FVTPL		(27,473)	(7,370)
Interest received		(43,952)	(63,579)
<b>Operating Profit before working capital changes</b>		<b>(28,030)</b>	<b>(34,599)</b>
Adjustments for :			
(Increase)/Decrease in Inventories		(17,554)	(29,874)
(Increase)/Decrease in Current Tax Assets (net)		186	4,741
(Increase)/Decrease in Other current assets		1,832	(1,445)
(Increase)/Decrease in Trade Receivables		1,160	(1,160)
Increase/(Decrease) in Other Financial Liabilities (Non- Current)		(500)	-
Increase/(Decrease) in Other Financial Liabilities (Current)		(710)	-
Increase/(Decrease) in Trade payables		(3,117)	(609)
Increase/(Decrease) in Other-current Liabilities		(11,710)	7,861
<b>Cash generated from Operations</b>		<b>(58,443)</b>	<b>(55,084)</b>
Direct Taxes Paid		(5,600)	(10,237)
<b>Net Cash flow from Operating activities #</b>	<b>(A)</b>	<b>(64,043)</b>	<b>(65,321)</b>
#(Net of CSR Expenditure NIL, P/Y Rs.Rs. 118 Lakh)			
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Property, Plant and Equipment		(2,055)	(928)
One time payment made for acquiring Right of use Assets		-	(350)
Proceeds from Disposal of PPE & Right of use Assets		58,065	-
Changes in Term deposits with Bank		(36,686)	4,00,041
Investment in Mutual Funds		-	(4,00,000)
Interest received on Loans and Term Deposits with Banks		44,855	66,257
<b>Net cash used in Investing activities</b>	<b>(B)</b>	<b>64,179</b>	<b>65,020</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
(Repayment) of Borrowings		-	-
Net cash from / (used in) financing activities	<b>(C)</b>	-	-
<b>Net increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>		<b>136</b>	<b>(301)</b>
Add: Cash and Cash Equivalents at the beginning of the year		480	781
Cash and Cash Equivalents at the end of the year		616	480
<b>Cash and Cash Equivalents Comprises;</b>			
Cash on Hand	14	11	1
Balances with Banks in Current Accounts	14	605	479
		<b>616</b>	<b>480</b>
<b>Supplementary Information</b>			
Term Deposits with bank includes			
Deposits offered as Security to Forest Department and Bank	9	7	1,243

The above Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Ind AS - 7 on Statement of Cash Flows.

The accompanying notes form an integral part of the financial statements.

As per our Report of even date attached  
For SANMARK & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration Number: 003343N

For and on behalf of the Board of Directors  
**Swadeshi Polytex Limited**

Sd/-  
**(S.K. Bansal)**  
Partner  
FRN : 003343N, M.No. : 082242

Sd/-  
**(Hartaj Sewa Singh)**  
Director  
DIN : 00173286

Sd/-  
**(Gaurav Lodha)**  
Director  
DIN : 03414211

Place : Faridabad  
Date : 22.05.2026

Sd/-  
**(Ankit Garg)**  
Chief Financial Officer

Sd/  
**(Anuradha Sharma)**  
Company Secretary  
ICSI M. No.: 51838

Sd/-  
**(Bhuwan Chaturvedi)**  
Chief Executive Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2026

A. EQUITY SHARE CAPITAL

Particulars	Note No.	No. of Shares	Amount (Rs)
<b>As at April 1, 2024</b>	19	3,90,00,000	39,000
Changes in equity share capital during the year		-	-
<b>As at March 31, 2025</b>		<b>3,90,00,000</b>	<b>39,000</b>
Changes in equity share capital during the year		-	-
<b>As at March 31, 2026</b>		<b>3,90,00,000</b>	<b>39,000</b>

B. OTHER EQUITY

Particulars	Note No.	Reserve and Surplus			
		General Reserve	Capital Redemption Reserve	Retained Earnings	Total
<b>Balance as at April 1, 2024</b>	20	1,67,070	10,975	8,70,420	10,48,465
Profit for the year		-	-	22,759	22,759
Other Comprehensive Income		-	-	-	-
Total Comprehensive Income for the year		-	-	22,759	22,759
Appropriations during the year					
a. Dividend		-	-	-	-
b. Transfer to Retained Earnings		-	-	-	-
Any other Changes		-	-	-	-
<b>Balance as at March 31, 2025</b>		<b>1,67,070</b>	<b>10,975</b>	<b>8,93,179</b>	<b>10,71,224</b>
Profit for the year		-	-	41,757	41,757
Other Comprehensive Income		-	-	-	-
Total Comprehensive Income for the year		-	-	41,757	41,757
Appropriations during the year		-	-	-	-
a. Dividend		-	-	-	-
b. Transfer to Retained Earnings		-	-	-	-
Any other Changes		-	-	-	-
<b>Balance as at March 31, 2026</b>		<b>1,67,070</b>	<b>10,975</b>	<b>9,34,936</b>	<b>11,12,981</b>

The accompanying notes form an integral part of the financial statements.

As per our Report of even date attached  
For SANMARK & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm Registration Number: 003343N

Sd/-  
**(S.K. Bansal)**  
Partner  
FRN : 003343N, M.No. : 082242

Place : Faridabad  
Date : 22.05.2026

For and on behalf of the Board of Directors  
**Swadeshi Polytex Limited**

Sd/-  
**(Hartaj Sewa Singh)**  
Director  
DIN : 00173286

Sd/-  
**(Ankit Garg)**  
Chief Financial Officer

Sd/-  
**(Gaurav Lodha)**  
Director  
DIN : 03414211

Sd/  
**(Anuradha Sharma)**  
Company Secretary  
ICSI M. No.: 51838

Sd/-  
**(Bhuwan Chaturvedi)**  
Chief Executive Officer

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2026****1. CORPORATE INFORMATION**

Swadeshi Polytex Limited is a public limited company (“the Company”) domiciled in India and incorporated under the provisions of the Companies Act, 1956 (“the Act”) having Corporate Identification Number (CIN): L25209UP1970PLC003320. The equity shares of the Company are listed on Bombay Stock Exchange Limited. The registered office of the Company is situated at KJ-77, Kavi Nagar, Ghaziabad – 201002, Uttar Pradesh, India. The Company is engaged in the business of real estate and allied activities, including acquisition, development, leasing, renting, sub-leasing, sale and management of land, plots, buildings, warehouses, industrial, commercial and residential properties, and other immovable assets. The Company also undertakes related real estate activities in the capacity of developer, advisor, broker, agent and service provider.

The financial statements for the year ended 31<sup>st</sup> March, 2026 were approved and adopted by the Board of Directors of the Company in their meeting held in India on 22-05-2026.

**2. PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS****(a) Basis of Preparation**

These financial statements have been prepared on going concern basis under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value or amortized cost at the end of each reporting period. These financial statements comply with the provisions of the Companies Act, 2013 (the Act) and accounting principles generally accepted in India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**(b) Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

**(c) Current and Non Current Classification**

All Assets and Liabilities have been classified as Current or Non-Current as per the Company’s normal operating cycle and other criteria set out in the Schedule III (Division II) to the Act. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

**(d) Functional and presentation currency**

The financial statements are presented in Indian Rupees which is the Company’s functional and presentation currency and all financial values are rounded to the nearest thousand, except when otherwise indicated.

**(e) Use of Estimates & Judgements**

The preparation of financial statements in conformity with Ind AS requires management of the company to make estimates, judgements and assumptions. These estimates, judgements and assumptions may impact the application of accounting policies and the reported amounts of assets, liabilities, revenues, expenses and related disclosure concerning the items involved as

well as contingent assets and liabilities at the balance sheet date. The application of accounting policies that require critical accounting estimates involving complex judgements and the use of assumptions have been disclosed in Note no. 3. Accounting estimates may change from period to period. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and revised if management became aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and, if material, their effects are disclosed in the notes to the financial statements.

**(f) Application of new and revised standards**

The Ministry of Corporate Affairs vide notification dated 7<sup>th</sup> May 2025 and 13<sup>th</sup> August, 2025 notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 and Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which amended/ notified certain Indian Accounting Standards and are effective for annual reporting periods beginning on or after 1<sup>st</sup> April 2025:

- a) Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants Amendments to Ind AS1;
- b) Supplier Finance Arrangements Amendments to Ind AS 7 and Ind AS 107;
- c) International Tax Reform – Pillar Two Model Rules Amendments to Ind AS 12;
- d) Lack of Exchangeability – Amendments to Ind AS 21.

The Company has evaluated the amendment and there is no impact on the Company's financial statements.

**3. Critical Accounting Estimates and Judgments**

**(a) Income Taxes**

Significant judgements are involved in determining the provision for income taxes including amount expected to be paid or recovered for uncertain tax positions.

Deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and tax losses can be utilized. Accordingly, the Management exercises its judgements to re-assess the carrying amount of deferred tax assets if any at the end of each reporting period.

**(b) Provisions and Contingent Liabilities**

The company estimates the provisions that have present obligation as a result of past events and it is probable that outflow of resources will be required to settle the obligation. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The company makes significant judgements to assess contingent liabilities. Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or the reliable estimates of the amount cannot be made.

#### 4. Material Accounting Policies

A summary of the material accounting policies applied in the preparation of the financial statements are as given below. These policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### 4.1 Revenue Recognition

###### (a) Revenue Recognition

Revenue from customers contracts are considered for recognition and measurement when the contract has been approved in writing by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract and the contract is legally enforceable. The performance obligation of the Company in case of sale of leasehold rights in plots is satisfied on development of the related plots and control is transferred to the customers which happens on relinquishment of leasehold rights therein. The performance obligation of the customer is satisfied on making full payment for contracted price.

###### (b) Revenue from sale of services

Revenue from sale of services is recognized when the company performs its obligation by rendering promised services to its customers, the amount of revenue and costs associated with the transaction can be measured reliably and where no significant uncertainty exists relating to the amount of consideration that will be received from the rendering of services.

###### (c) Other Income

Other Income comprises primarily of Interest income, gain/loss on sale of investments. Interest income is recognized on time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest on refund claims of sales tax, excise duty and others is accounted for as and when determined by the Authorities concerned and the same is received by the Company. Gain/loss on sale of investments is recognized in the statement of profit & loss at the time of sale/redemption of investment.

##### 4.2 Property, Plant & Equipment and Depreciation

- (a) Property, plant and equipment and capital work in progress are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price and directly attributable cost of bringing the asset to its working condition for the intended use. Subsequent expenditure relating to an item of property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. The cost of an item of property, plant and equipment not ready for intended use before the reporting date are disclosed under capital work-in-progress.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

- (b) Depreciation on items comprised in Property, Plant and Equipment is being provided on Straight Line Method over their useful lives as prescribed in Schedule II of the

Companies Act, 2013 except for Right of Use asset being Leasehold Land which is amortised over the lease period. Depreciation on additions and disposals are calculated on pro-rata basis from and to the month of additions and disposals.

- (c) Based on the technical experts assessment of useful life, certain items of property plant and equipment as detailed below are being depreciated over useful lives different from the useful lives specified under Schedule II to the Companies Act, 2013. Management believes that such estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

<b>Property, plant and equipment</b>	<b>Useful Life of Asset ( In year) as per Schedule-II of Companies Act, 2013</b>	<b>Useful Life of Asset ( In year) as adopted</b>
Building	60	60
<b>Plant &amp; Machinery</b>		
a) Water Purifier, Books, Oil Heaters, and Water Dispenser	5	5
b) Other than (a) above	15	10
Furniture & Fixtures	10	5
Computer including printer	3	3
Computer Server	6	6

- (d) Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as considered appropriate.

#### **4.3 Leases**

The Company's lease assets consists of leasehold land only. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether (i) the contract involves the use of the identified assets (ii) the company has substantially all of the economic benefits from use of assets throughout the period of lease and (iii) the Company has the right to direct the use of assets.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense in the statement of Profit and Loss.

The right-of-use assets being leasehold land are initially recognized at cost in these financial statement, which comprises the one time payment made for acquiring the said land plus transfer and registration charges and any other initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right of use assets are depreciated/amortised from the commencement date on a straight line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability, if any is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liability, if any, and ROU asset have been separately presented in the Balance Sheet and lease payments, if any, have been classified as financing cash flows.

**4.4 Intangible Assets and Amortization**

- (a) Software acquired by the Company are included in the balance sheet as intangible assets. These are carried at cost less accumulated amortization and impairment losses, if any. Cost includes the purchase price paid for acquiring the same. Other costs associated with maintaining software are recognized as an expense in the statement of profit and loss as and when incurred.
- (b) Intangible assets are amortized on a straight-line basis over their estimated useful lives. Based on the technical experts' assessment of useful life these are amortized over a period of six years. The amortization period & the amortization method for an Intangible Asset with a finite useful life are reviewed at least at the end of each reporting period.

**4.5 Impairment of Assets**

- (a) The carrying amount of all assets is reviewed at the end of each reporting period to assess impairment, if any based on internal and external factors. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable amount (i.e. the higher of fair value less costs of disposal and its value-in-use) . If an asset is considered impaired, the impairment loss is recognized in the statement of profit and loss in the year in which the asset is identified as impaired.
- (b) The Company also assesses at each balance sheet date whether a financial asset is impaired based on expected credit losses (ECL). For all financial assets, expected credit losses are measured at an amount equal to the 12 months expected credit losses or at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.
- (c) Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the assets no longer exists or have decreased.

**4.6 Inventories**

Company's only inventory is leasehold plots rights. Its valuation has been done as under

Leasehold Plot Rights	At the lower of Cost and net realizable value
-----------------------	---

Cost of Leasehold Land includes the expenditure incurred on registration of related Lease deed in favour of the Company and other directly attributable expenditure incurred on the development thereof. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and the estimated costs necessary to make sales.

**4.7 Refunds of Taxes and Duties**

Refund claims arising out of monies paid under protest or under appeals and charged to Revenue are accounted for at the time of receipt of orders and actual refunds received.

## 4.8 Financial Instruments

A financial instrument is any contract that gives rise to a financial assets of one entity and a financial liability or equity instrument of another entity.

### A Financial Assets

Financial Assets of the Company comprise cash and cash equivalent bank balances, investments, trade receivables, security deposits etc.

#### (a) Initial recognition and measurement

The company recognizes financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Purchase and sale of financial assets are accounted for at trade date.

#### (b) Subsequent Measurement : Non-derivative financial instruments

##### (i) Financial assets carried at amortized cost (AC)

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### (iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

#### (c) Other Equity Investments

All equity investments in other entities are measured at fair value, with value changes recognized in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

#### (d) Investment in Mutual Fund

On initial recognition, these are measured at fair value and subsequently, carried at fair value through profit & loss. The management intends to redeem its investments in the next 12 months time. Accordingly, the same is classified as current assets.

**B Financial liabilities****(a) Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Company's financial liabilities include trade and other payables. Trade and other payables represent liabilities for goods and services provided to the Company during the year which are unpaid at the year end. These are presented as current liabilities unless payment is not due within 12 months after the reporting period.

On initial recognition, financial liabilities are measured at fair value and subsequently measured at amortised cost. Any discount on settlement is recognized in the Statement of Profit and Loss.

**(b) Subsequent Measurement : Non-derivative financial instruments**

Financial liabilities are subsequently carried at amortized cost using the effective interest method, For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(c) Offsetting of Financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

**C Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**4.9 Contract Liabilities**

A contract liability is the obligation to transfer of goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when the Company performs under the contract.

**4.10 Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash on hand and at banks and short-term deposits.

**4.11 Trade receivables**

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business and reflects company's unconditional right to receive the

consideration. Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. These are subsequently measured at amortised cost, less loss allowance.

### **4.12 Cash Flow Statement**

Cash flows are reported using indirect method as per Ind AS 7, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, financing and investing activities of the Company are segregated.

### **4.13 Earning per share (EPS)**

Basic earning per equity share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year

Diluted earning per equity share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year after adjusting for the effects of all dilutive potential equity shares.

### **4.14 Income Tax**

#### **(a) Current Tax**

Tax on income for the current year is determined on the basis of taxable income computed in accordance with the provisions of the Income Tax Act, 1961. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax expense is recognized in statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income, in which case it is recognized in other comprehensive income.

Current income taxes are recognized under "Current Tax Assets (net)" which is net of tax payable and tax paid.

#### **(b) Deferred Tax**

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. A deferred tax asset is recognized and carried forward to the extent that it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted as on the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on the same taxable entity.

Deferred tax is recognized in statement of profit and loss except to the extent that it relates to items recognized directly in other comprehensive income or equity, in which case it is recognized in other comprehensive income or equity.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

#### **4.15 Provisions, Contingent Liabilities and Contingent Assets**

- (a) Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Such provisions are determined based on management estimate of the amount required to settle the obligation at the Balance Sheet date. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision net of any reimbursement is presented in the Statement of Profit and Loss or in the carrying amount of an asset if another standard permits such inclusion.
- (b) Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of management/independent experts. These are reviewed at each Balance Sheet date and are adjusted to reflect the current management estimate.
- (c) Contingent assets are possible assets that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are disclosed in the financial statements when inflow of economic benefits is probable on the basis of judgment of management. These are assessed continually to ensure that developments are appropriately reflected in the financial statements. Contingent assets are not recognised in the financial statements. However when the realisation of income becomes virtually certain, the related asset is no longer considered a contingent asset and is recognised as an asset in the financial statements in the period in which the change occurs.

#### **4.16 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Chief Operating Officer has decided that the company has only one segment i.e. real estate.

**5. Property, Plant and Equipment**
**(Amount in Rs. Thousands)**

The changes in the carrying value of property, plant and equipment for the year ended 31<sup>st</sup> March, 2026 are as follows:

Particulars	Building	Plant & Machinery	Furniture & Fixtures	Computer	Total
Gross carrying value as at April 1, 2025	93	677	419	676	1,865
Additions	2,600	-	-	-	2,600
Deletions	2,600	108	134	187	3,029
<b>Gross carrying value as at March 31, 2026</b>	<b>93</b>	<b>569</b>	<b>285</b>	<b>489</b>	<b>1,436</b>
Accumulated depreciation as at April 1, 2025	26	282	398	578	1,284
Depreciation for the year	116	96	-	63	275
Accumulated depreciation on deletions	114	94	128	178	514
<b>Accumulated depreciation as at March 31, 2026</b>	<b>28</b>	<b>284</b>	<b>270</b>	<b>463</b>	<b>1,045</b>
<b>Net Carrying value as at March 31, 2026</b>	<b>65</b>	<b>285</b>	<b>15</b>	<b>26</b>	<b>391</b>

The changes in the carrying value of property, plant and equipment for the year ended 31<sup>st</sup> March, 2025 were as follows:

Particulars	Building	Plant & Machinery	Furniture & Fixtures	Computer	Total
Gross carrying value as at April 1, 2024	93	300	516	670	1,579
Additions	-	377	-	6	383
Deletions	-	-	97	-	97
<b>Gross carrying value as at March 31, 2025</b>	<b>93</b>	<b>677</b>	<b>419</b>	<b>676</b>	<b>1,865</b>
Accumulated depreciation as at April 1, 2024	24	192	398	482	1,096
Depreciation for the year	2	90	-	96	188
Accumulated depreciation on deletions	-	-	-	-	-
<b>Accumulated depreciation as at March 31, 2025</b>	<b>26</b>	<b>282</b>	<b>398</b>	<b>578</b>	<b>1,284</b>
<b>Net Carrying value as at March 31, 2025</b>	<b>67</b>	<b>395</b>	<b>21</b>	<b>98</b>	<b>581</b>

**6. Right of use Assets**

**(Amount in Rs. Thousands)**

The changes in the carrying value of Right of use Assets for the year ended 31<sup>st</sup> March, 2026 are as follows:

Particulars	Leasehold Land	Total
Gross carrying value as at April 1, 2025	49,757	49,757
Additions	-	-
Deletions	49,757	49,757
<b>Gross carrying value as at March 31, 2026</b>	-	-
Accumulated amortization as at April 1, 2025	1,724	1,724
Amortization for the year	485	485
Accumulated amortization on deletions	2,209	2,209
<b>Accumulated amortization as at March 31, 2026</b>	-	-
<b>Net Carrying value as at March 31, 2026</b>	-	-

The changes in the carrying value of Right of use Assets for the year ended 31<sup>st</sup> March, 2025 were as follows:

Particulars	Leasehold Land	Total
Gross carrying value as at April 1, 2024	49,407	49,407
Additions	350	350
Deletions	-	-
<b>Gross carrying value as at March 31, 2025</b>	<b>49,757</b>	<b>49,757</b>
Accumulated amortization as at April 1, 2024	343	343
Amortization for the year	1,381	1,381
Accumulated amortization on deletions	-	-
<b>Accumulated amortization as at March 31, 2025</b>	<b>1,724</b>	<b>1,724</b>
<b>Net Carrying value as at March 31, 2025</b>	<b>48,033</b>	<b>48,033</b>

Note: The title deeds of the immovable property are held in the name of the Company (other than properties where the Company is the lessee and the lease agreement are duly executed in favour of the lessee).

**7. Capital work-in-progress (CWIP)**

**(Amount in Rs. Thousands)**

The changes in the carrying value of capital work-in-progress for the year ended 31<sup>st</sup> March, 2026 are as follows:

Particulars	Building under construction	Total
Gross carrying value as at April 1, 2025	545	545
Additions	2,055	2,055
Deletions	(2,600)	(2,600)
<b>Net Carrying value as at March 31, 2026</b>	-	-

The changes in the carrying value of capital work-in-progress for the year ended 31st March, 2025 were as follows:

<b>Particulars</b>	<b>Building under construction</b>	<b>Total</b>
Gross carrying value as at April 1, 2024	-	-
Additions	545	545
Deletions	-	-
<b>Net Carrying value as at March 31, 2025</b>	<b>545</b>	<b>545</b>

The capital work-in-progress ageing schedule for the year ended March 31, 2026 is as follows:

<b>CWIP</b>	<b>Amount in CWIP for a period of</b>				<b>Total</b>
	<b>Less than 1 Years</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>More than 3 Years</b>	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

The capital work-in-progress ageing schedule for the year ended March 31, 2025 was as follows:

<b>CWIP</b>	<b>Amount in CWIP for a period of</b>				<b>Total</b>
	<b>Less than 1 Years</b>	<b>1-2 Years</b>	<b>2-3 Years</b>	<b>More than 3 Years</b>	
Projects in progress	545	-	-	-	545
Projects temporarily suspended	-	-	-	-	-

Note: There are no projects under Capital work-in Progress where the completion is overdue or has exceeded its cost compared to its original plan both as at March 31, 2026 and March 31, 2025.

## **8. Other Intangible Assets (Amount in Rs. Thousands)**

The changes in the carrying value of Intangible Assets for the year ended 31<sup>st</sup> March, 2026 are as follows:

<b>Particulars</b>	<b>Softwares</b>	<b>Total</b>
Gross carrying value as at April 1, 2025	354	354
Additions	-	-
Deletions	-	-
<b>Gross carrying value as at March 31, 2026</b>	<b>354</b>	<b>354</b>
Accumulated amortization as at April 1, 2025	301	301
Amortization for the year	35	35
Accumulated amortization on deletions	-	-
<b>Accumulated amortization as at March 31, 2026</b>	<b>336</b>	<b>336</b>
<b>Net Carrying value as at March 31, 2026</b>	<b>18</b>	<b>18</b>

The changes in the carrying value of Intangible Assets for the year ended 31<sup>st</sup> March, 2025 were as follows:

<b>Particulars</b>	<b>Softwares</b>	<b>Total</b>
Gross carrying value as at April 1, 2024	354	354
Additions	-	-
Deletions	-	-
<b>Gross carrying value as at March 31, 2025</b>	<b>354</b>	<b>354</b>
Accumulated amortization as at April 1, 2024	245	245
Amortization for the year	56	56
Accumulated amortization on deletions	-	-
<b>Accumulated amortization as at March 31, 2025</b>	<b>301</b>	<b>301</b>
<b>Net Carrying value as at March 31, 2025</b>	<b>53</b>	<b>53</b>

**9. Other Financial Assets (Non-Current) (Amount in Rs. Thousands)**

<b>Particulars</b>	<b>As at March 31, 2026</b>	<b>As at March 31, 2025</b>
Carried at amortised cost (Unsecured, Considered Good)		
Security deposit	94	94
Term Deposit with Bank (Maturity more than 12 months)*	1,65,943	5,007
<b>Total</b>	<b>1,66,037</b>	<b>5,101</b>

\* Includes Rs. Seven thousands (PY Six thousands) offered as security to Forest Department.

**10. Income tax assets (Non Current) (Amount in Rs. Thousands)**

<b>Particulars</b>	<b>As at March 31, 2026</b>	<b>As at March 31, 2025</b>
Income Tax deposited under Protest	440	440
Income Tax Refund for Earlier Years	3,586	3,586
<b>Total</b>	<b>4,026</b>	<b>4,026</b>

**11. Inventories (Amount in Rs. Thousands)  
(Valued at cost or net realisable value, whichever is lower)**

<b>Particulars</b>	<b>As at March 31, 2026</b>	<b>As at March 31, 2025</b>
Leasehold Plot Rights*	53,844	36,290
<b>Total</b>	<b>53,844</b>	<b>36,290</b>

\* Refer Note 4.6

**12. Investments - Current**
**(Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
Investment carried at Fair Value through Profit & Loss		
Mutual Funds (Quoted)	4,34,844	4,07,370
<b>Total</b>	<b>4,34,844</b>	<b>4,07,370</b>

12.1 Name of the Mutual Fund	As at 31st March, 2026		As at 31st March, 2025	
	Units	(Amount in Rs. thousands)	Units	(Amount in Rs. thousands)
HDFC Arbitrage Fund- WP- DP- Growth	51,35,322.526	1,08,602	51,35,322.526	1,01,823
ICICI Prudential Equity Arbitrage Fund- DP- Growth	28,15,975.270	1,08,643	28,15,975.270	1,01,793
Kotak Equity Arbitrage Fund-DP- Growth	25,89,356.700	1,08,829	25,89,356.700	1,01,898
SBI Opportunities Arbitrage Fund-DP-Growth	28,84,376.864	1,08,770	28,84,376.864	1,01,856
<b>Total</b>		<b>4,34,844</b>		<b>4,07,370</b>

**(Amount in Rs. Thousands)**

12.2 Aggregate cost of Quoted Investments		4,00,000		4,00,000
Aggregate Market value of Quoted Investments		4,34,844		4,07,370

**13. Trade Receivables**
**(Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
Secured, Considered good	-	-
Unsecured, Considered good	-	1,160
<b>Total</b>	<b>-</b>	<b>1,160</b>

**Ageing for Trade Receivables outstanding as on March 31, 2026 is as under**

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 Months to 1 Year	1-2 Years	2-3 Years	More Than 3 years	
(i) Undisputed Trade receivables-considered good		-	-	-	-	-	-
(ii) Undisputed Trade receivables-which have significant increase in credit risk							
(iii) Undisputed Trade receivables-credit impaired							
(iv) Disputed Trade receivables-considered good							
(v) Disputed Trade receivables- which have significant increase in credit risk							
(vi) Disputed Trade receivables- credit impaired							
<b>Total</b>	-	-	-	-	-	-	-

**Ageing for Trade Receivables outstanding as on March 31, 2025 is as under**

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 Months to 1 Year	1-2 Years	2-3 Years	More Than 3 years	
(i) Undisputed Trade receivables-considered good		1,160	-	-	-	-	1,160
(ii) Undisputed Trade receivables-which have significant increase in credit risk							
(iii) Undisputed Trade receivables-credit impaired							
(iv) Disputed Trade receivables-considered good							
(v) Disputed Trade receivables- which have significant increase in credit risk							
(vi) Disputed Trade receivables- credit impaired							
<b>Total</b>	-	1,160	-	-	-	-	1,160

**14. Cash and Cash Equivalents**
**(Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with schedule banks:		
In Current Accounts	605	479
Cash on hand	11	1
<b>Total</b>	<b>616</b>	<b>480</b>

**15. Bank Balances other than Cash and Cash Equivalents**
**(Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
Term Deposit with Bank with original maturity of more than 12 months but remaining maturity of less than 12 months*	5,17,958	6,42,208
<b>Total</b>	<b>5,17,958</b>	<b>6,42,208</b>

\* Includes:

- Rs. NIL (PY Rs. 47638 thousands) offered as security to a Local Authority for performance obligations (upto Rs 41,900 thousands) and Rs.NIL (PY 1236 thousand) offered as security deposit for guarantee issued by bank.
- Rs. 114 thousands (PY NIL) related to CSR activities.

**16. Other financial assets-Current (at amortised cost)**
**(Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
<b>(Unsecured, Considered Good)</b>		
Interest accrued on deposits	4,483	5,386
<b>Total</b>	<b>4,483</b>	<b>5,386</b>

**17. Current Tax Assets (net)**
**(Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
<b>(Unsecured, Considered Good)</b>		
Income tax refund receivable (net of provisions)	652	838
<b>Total</b>	<b>652</b>	<b>838</b>

**18. Other Current Assets**

(Amount in Rs. Thousands)

Particulars	As at	
	March 31, 2026	March 31, 2025
<b>(Unsecured, Considered Good)</b>		
Advance for CSR spending	-	1,826
Prepaid Expenses	29	28
Other Current Assets	-	7
<b>Total</b>	<b>29</b>	<b>1,861</b>

**19. Equity Share Capital**

(Amount in Rs. Thousands)

Particulars	As at 31 <sup>st</sup> March, 2026		As at 31 <sup>st</sup> March, 2025	
	Number	Amount	Number	Amount
<b><u>Authorized</u></b>				
Equity Share of Rs. 1/- (P.Y. Rs. 1/-) each	22,50,00,000	2,25,000	22,50,00,000	2,25,000
9.5% Redeemable cumulative Preference Shares of Rs. 100/- each	2,50,000	25,000	2,50,000	25,000
		2,50,000		2,50,000
<b><u>Issued, Subscribed &amp; Fully Paid up</u></b>				
Equity Shares of Rs 1/- (P.Y. Rs. 1/-) each fully paid up	3,90,00,000	39,000	3,90,00,000	39,000
		<b>39,000</b>		<b>39,000</b>

**19.1 Reconciliation of shares outstanding at the beginning and at the end of the year:**

(Amount in Rs. Thousands)

Particulars	As at 31 <sup>st</sup> March, 2026		As at 31 <sup>st</sup> March, 2025	
	Number	Amount	Number	Amount
Equity Shares at the beginning of the year	39000000	39,000	39000000	39,000
Add / (Less): Shares issued / (forfeited / buyback) during the year	-	-	-	-
Equity Shares at the end of the year	<b>39000000</b>	<b>39,000</b>	<b>39000000</b>	<b>39,000</b>

**19.2 The rights, preferences and restrictions attached to each class of shares:**

The Company has issued only one class of equity shares having par face value of Rs 1/- per share. Each equity shareholder is eligible for one vote per fully paid share held. Any dividend, if proposed by the Board of Directors, is subject to the approval of shareholders. Dividend declared and paid would be in Indian rupees. In the event of liquidation of the Company, the holders of equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders or in case of partly paid shares the paid-up amount.

**19.3 Information regarding issue of shares in the last five years**

During the last five years, the Company has neither issued any shares without payment being received in cash, nor issued any bonus shares and not undertaken any buy back of shares.

**19.4 The detail of shareholders each holding more than 5% of the issued share capital:**

Name of the Shareholder	As at 31 <sup>st</sup> March, 2026		As at 31 <sup>st</sup> March, 2025	
	No. of Shares held	% of holding	No. of Shares held	% of holding
National Textile Corporation Ltd.	13110000	33.62 %	13110000	33.62 %
Selecto Pac Private Ltd.	3432500	8.80 %	3432500	8.80 %
Paharpur Cooling Towers Ltd.	8728580	22.38%	7182047	18.42 %
Doypack Systems Pvt Ltd.	2775000	7.12 %	2775000	7.12 %

**19.5 Disclosure of Shareholding of Promoters:**
**19.5.1 As at 31<sup>st</sup> March 2026, Class of Shares - Equity Share**

Equity Shares held by Promoters at the end of the year					% Change during the Year
Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	
Late Mr. Mahendra Swarup*	52500	-	52500	0.13 %	0.00%
National Textile Corporation Ltd.	13110000	-	13110000	33.62 %	0.00%
Selecto Pac Private Ltd.	3432500	-	3432500	8.80 %	0.00%
Paharpur Cooling Towers Ltd.	7182047	15,46,533	8728580	22.38%	3.96%
Doypack Systems Pvt Ltd.	2775000	-	2775000	7.12 %	0.00%

\*Pending for transfer in the name of legal heirs.

**19.5.2 As at 31<sup>st</sup> March 2025, Class of Shares - Equity Share**

Equity Shares held by Promoters at the end of the year					% Change during the Year
Promoter Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	
Late Mr. Mahendra Swarup*	52500	-	52500	0.13 %	0.00%
National Textile Corporation Ltd.	13110000	-	13110000	33.62 %	0.00%
Selecto Pac Private Ltd.	3432500	-	3432500	8.80 %	0.00%
Paharpur Cooling Towers Ltd.	7182047	-	7182047	18.42%	0.00%
Doypack Systems Pvt Ltd.	2775000	-	2775000	7.12 %	0.00%

\*Pending for transfer in the name of legal heirs.

**20. Other Equity**

(Amount in Rs. Thousands)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>General Reserve</b>		
Opening Balance	1,67,070	1,67,070
(+) Additions during the year	-	-
(-) Utilized / transferred during the year	-	-
	<b>1,67,070</b>	<b>1,67,070</b>
<b>Capital Redemption Reserve</b>		
Opening Balance	10,975	10,975
(+) Additions during the year	-	-
(-) Utilized / transferred during the year	-	-
	<b>10,975</b>	<b>10,975</b>
<b>Retained Earnings</b>		
Opening Balance	8,93,179	8,70,420
Add: Profit for the year	41,757	22,759
	<b>9,34,936</b>	<b>8,93,179</b>
	<b>11,12,981</b>	<b>10,71,224</b>

**20.1 Description of nature and purpose of each reserve**

**a. General Reserve**

The reserve arises on transfer portion of the net profit pursuant to the earlier provisions of the Companies Act, 1956. Mandatory transfer to General Reserve is not required under the Companies Act, 2013. The amounts previously transferred to the general reserve whether relating to declaration of dividend or otherwise is a free reserve available to the Company.

**b. Capital Redemption Reserve**

As per provisions of Companies Act, 2013, capital redemption reserve is created when the company purchases its own shares out of free reserve or security premium or redeems its preference shares out of profits. A sum equal to the nominal value of shares so purchased or redeemed is transferred to Capital Redemption Reserve. The reserve is utilized in accordance with the provisions of Section 69 of Companies Act, 2013. It is very old reserve.

**c. Retained Earnings**

This reserve represents undistributed accumulated earnings of the company as on the balance sheet date. Retained Earnings is a free reserve available to the Company.

**21. Other financial liabilities-Non current**

(Amount in Rs. Thousands)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Other Payable*</b>		
-Payable to Ex-Employees	21,142	21,642
<b>Total</b>	<b>21,142</b>	<b>21,642</b>

\*Refer Note No. 34.1

**22. Deferred Tax Assets/(Liabilities)**

(Amount in Rs. Thousands)

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Deferred Tax Liability (Net)</b>	4,918	1,671
<b>Total</b>	<b>4,918</b>	<b>1,671</b>

**22.1 Movement in Deferred Tax Assets/(Liabilities) for the year ended 31<sup>st</sup> March 2026**

(Amount in Rs. Thousands)

Particulars	Deferred Tax Assets/(Liabilities) as at 31-03-2025	(Charge)/Credit to Statement of Profit and Loss	Deferred Tax Assets/ (Liabilities) as at 31-03-2026
-On account of Depreciation/ Amortization	15	31	46
-Deferred Tax on account of unrealized (Gains)/Losses on Investments	(1,686)	(3,278)	(4,964)
<b>-Deferred Tax Liability (Net)</b>	<b>(1,671)</b>	<b>(3,247)</b>	<b>(4,918)</b>

**22.2 Deferred Tax Assets/(Liabilities) for the year ended 31<sup>st</sup> March 2025**

(Amount in Rs. Thousands)

Particulars	Deferred Tax Assets/(Liabilities) as at 31-03-2024	(Charge)/Credit to Statement of Profit and Loss	Deferred Tax Assets/ (Liabilities) as at 31-03-2025
-On account of Depreciation/ Amortization	(39)	54	15
-Deferred Tax on account of unrealized (Gains)/Losses on Investments	-	(1,686)	(1,686)
<b>-Deferred Tax Liability (Net)</b>	<b>(39)</b>	<b>(1,632)</b>	<b>(1,671)</b>

**23. Trade Payables**

(Amount in Rs. Thousands)

Particulars	As at March 31, 2026	As at March 31, 2025
Total Outstanding dues of micro and small enterprises	677	1,085
Total Outstanding dues of other than micro and small enterprises	2,535	5,245
<b>Total</b>	<b>3,212</b>	<b>6,330</b>

**23.1 Ageing Schedule of Trade Payable is as below**

 As at 31<sup>st</sup> March, 2026

Particulars	Outstanding for following periods from due date of payment						Total
	Unbilled	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed dues - MSME	378	299	-	-	-	-	<b>677</b>
Undisputed dues - Others	-	825	1,710	-	-	-	<b>2,535</b>
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

**As at 31<sup>st</sup> March, 2025**

Particulars	Outstanding for following periods from due date of Payment						Total
	Unbilled	Not Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Undisputed dues - MSME	378	334	373	-	-	-	<b>1,085</b>
Undisputed dues - Others	-	2,972	2,273	-	-	-	<b>5,245</b>
Disputed dues - MSME	-	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-	-

**24. Other Financial Liabilities (Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
Expenses Payables*	1,213	1,923
Retention Money Payable	10	10
<b>Total</b>	<b>1,223</b>	<b>1,933</b>

\* Pertains to travelling and other expenses.

**25. Other Current liabilities (Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory Dues Payable	308	404
Liability for unspent CSR Expenditure	114	11,723
Other Payable	-	5
<b>Total</b>	<b>422</b>	<b>12,132</b>

**26. Revenue from Operations (Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
Sale of Services	138	4,000
<b>Total</b>	<b>138</b>	<b>4,000</b>

**27. Other Income (Amount in Rs. Thousands)**

Particulars	As at March 31, 2026	As at March 31, 2025
<b>Interest Income</b>		
- on Bank Deposits	43,952	63,579
Net Gain on changes in fair value of Mutual Fund	27,473	7,370
Profit on sale of Right-of-Use assets	8,028	-
Other Misc. Income	167	1,127
<b>Total</b>	<b>79,620</b>	<b>72,076</b>

**28. Land and Site Development Expenses**
**(Amount in Rs. Thousands)**

<b>Particulars</b>	<b>As at March 31, 2026</b>	<b>As at March 31, 2025</b>
Site Development and other Expenses	1,678	511
Registration and Stamp Duty charges of Leasehold Land	15,923	29,362
	<b>17,601</b>	<b>29,873</b>

**29. Changes in inventories**
**(Amount in Rs. Thousands)**

<b>Particulars</b>	<b>As at March 31, 2026</b>	<b>As at March 31, 2025</b>
<b>Opening Stock</b>		
Leasehold Plot Rights	36,290	6,417
	<b>36,290</b>	<b>6,417</b>
<b>Closing Stock</b>		
Leasehold Plot Rights	53,844	36,290
	<b>53,844</b>	<b>36,290</b>
<b>(Increase) / Decrease in inventories</b>	<b>(17,554)</b>	<b>(29,873)</b>

**30. Depreciation and Amortisation Expenses**
**(Amount in Rs. Thousands)**

<b>Particulars</b>	<b>Year ended March 31, 2026</b>	<b>Year ended March 31, 2025</b>
Depreciation of Property, Plant and Equipment	274	188
Amortisation of Right of use Assets	485	1,381
Amortisation of Intangible assets	35	56
	<b>794</b>	<b>1,625</b>

**31. Other Expenses**
**(Amount in Rs. Thousands)**

<b>Particulars</b>	<b>Year Ended March 31, 2026</b>	<b>Year Ended March 31, 2025</b>
Legal & Professional Expenses	15,601	14,005
Labour Charges	1,306	1,387
Conveyance & Travelling Expense	2,773	4,051
Corporate Social Responsibility Expenditure (refer Note 37)	-	11,800
Fees to Stock Exchange	384	383
Power & Fuel	251	282
Repair Others	411	136

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Business Promotion	637	1,430
Office Rent	935	832
Rates & Taxes	436	578
Directors' Sitting Fees	690	650
Payment To Auditors (Refer Note 31.1)	598	820
Communication Expenses	58	85
Advertisement	55	47
Printing & Stationary	88	73
Security Expenses	1,820	1,902
Other Expenses	2,270	1,362
	<b>28,313</b>	<b>39,823</b>

**31.1 Payment to Auditors**

(Amount in Rs. Thousands)

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Statutory Audit Fees	413	413
Limited Review Fees	177	159
Taxation Matters	-	236
Other- Expenses Reimbursed to Stat Auditors	8	12
	<b>598</b>	<b>820</b>

**32. Amount of Income Tax recognised in the Statement of Profit and Loss**

(Amount in Rs. Thousands)

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
<b>Current tax - Continued Operations</b>		
Current year	5,600	10,300
Earlier Years	-	(63)
<b>Total</b>	<b>5,600</b>	<b>10,237</b>
Deferred Tax	3,247	1,632
<b>Total Income Tax</b>	<b>8,847</b>	<b>11,869</b>

**32.1 Reconciliation of Tax expense**
**(Amount in Rs. Thousands)**

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Accounting Profit before tax	50,604	34,628
Income Tax liability at domestic income tax rate of 25.168%*	12,736	8,715
<b>Add/(Deduct) impact of:</b>	-	-
Expenses not deductible in determining taxable income	205	3,373
Effect of notional and exempt income	(6,915)	(1,855)
Others	(426)	67
Tax adjustment for earlier years	-	(63)
Deferred Tax	3,247	1,632
<b>Total Tax Expenses</b>	<b>8,847</b>	<b>11,869</b>

\* Tax rate of 25.168% includes corporate tax of 22%, surcharge 10% and health and education cess of 4% on tax amount.

**33. Earning per Share**
**(Amount in Rs. Thousands)**

Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
Profit / (Loss) attributable to Equity Shareholders (In Rs. '000)	41,757	22,759
Weighted average number of Equity Shares of Rs. 1/- Each (No. of Shares)	3,90,00,000	3,90,00,000
Earning per Shares - Basic & Diluted (In Rs.)	1.07	0.58

**34. Discontinuing Operations**

The operations earlier disclosed as discontinued operations have ceased several years ago and the related residual transactions and balances being immaterial have since merged with the Company's continuing operations. The related income and expenses for the year being immaterial have been included under the respective heads in the Statement of Profit and Loss. Previous year figures have been regrouped/reclassified wherever necessary to conform to the current year presentation. Such regrouping/reclassification has no impact on the profit for the year, earnings per share, total equity or cash flows of the Company.

**34.1** Other payable, Note 21, includes alleged dues being contested before the Honourable Jurisdictional High Court and other Authorities at Rs. 21142 Thousand (P.Y. Rs. 21642 Thousand). These dues pertain to erstwhile employees of the Company and the matter is subjudice. These will be paid when finally settled by the Honourable Court/ Authorities concerned. Hence it has not been fair valued.

35. Disclosures as required under section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) read with Notification of Ministry of Corporate Affairs dated 11-10-2018 to the extent information available with the Company are as under:

**(Amount in Rs. Thousands)**

Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
a Principal amount and the interest due thereon remaining unpaid to any supplier on Balance Sheet date	-	373
b Interest paid by the Company in terms of Section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
c The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
d The amount of interest accrued and remaining unpaid as on Balance Sheet date.	-	-
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 of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

**36. Contingent Liabilities & Commitments (To the extent not provided for)**

Claims against the Company not acknowledged as debts including excise, Income Tax, Labour Disputes, Legal and other Disputes:

**(Amount in Rs. Thousands)**

Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
(a) PF Cases pending at various forums	5,895	5,895
(b) Labor Matters relating settlement pending at various forums	4,542	4,742
(c) Custom Matters	2,461	1,711
(d) Excise Matters relating to recovery of refund granted earlier together with interest thereon	13,831	13,831
(e) Income Tax Matters	2,217	2,217
(f) Claim under erstwhile Foreign Exchange Regulation Act, 1973 being contested before the Hon'ble Delhi High Court	12,600	12,600
(g) Legal cases against company u/s 138 of Negotiable Instrument Act	9,318	9,246

**Notes:**

- a) Interest and penalty, if any, is not computable at this point of time hence not considered in the above statement of contingent liability.
- b) The Company had received a notice from Commissioner of Customs (Export-1), Mumbai relating to failure of submission of Export Obligation Discharge Certificate for fulfilment of export obligations during export obligation period prior to the year 2000. The Company has filed a writ petition against the said notice before Hon'ble Allahabad High Court and the Management believes that no material liability will arise in this matter.

**37. Corporate Social Responsibilities (CSR) :**

As per section 135 of the Companies Act, 2013, a Company meeting the applicability threshold needs to spend at least two per cent of the average net profits of the company made during the three immediately preceding financial years on Corporate Social Responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art & culture, healthcare, disaster management etc. The Company has formed a CSR Committee to assist the Board of Directors to formulate the CSR Policy and review the implementation and progress of the same.

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company for the year ended 31 March 2026 since the Company did not meet the prescribed criteria in the immediately preceding financial year. Accordingly, the company is not required to spend any sum on CSR for the year ended March 31, 2026. Corresponding previous year figures are given below

**37.1 Details of CSR Activities:**
**(Amount in Rs. Thousands)**

Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
a) Amount required to be spent by the company during the year	-	11,800
<b>b) Amount spent on CSR</b>		
i) Construction/Acquisition of any Asset	-	-
ii) On purposes other than (i) above	-	77
c) Shortfall at the end of the year,	-	11,723
d) Total of previous years shortfall,	-	-
e) Reason for shortfall		See Note 1 Below
f) Nature of CSR activities		Setting up of Fire station in Kavi nagar Industrial area Ghaziabad. (Being a Disaster Management Activity)
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard		NIL
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 shall be shown separately		See Note 2 Below

**Note 1:** The company had in preceding year decided to set up a fire station at the Kavi Nagar Industrial Area, Ghaziabad requiring time to complete. Accordingly, the process to set up the Fire Station was commenced in that year and the same has been completed in the current year.

**Note 2:** During the preceding year the company had created a provision for unspent CSR amount of Rs. 11723 thousands as at March 31, 2025 out of which a sum of Rs. 3652 thousands was spent during the month of April 2025. The unspent amount transferred to the special account with a bank has been utilized on setting up Fire Station. The balance unspent amount representing interest on CSR Funds amounting to Rs. 114 thousands shall be utilized in the said project.

**38.** In the opinion of the Board and to the best of their knowledge and belief the value on realization of all assets other than property, plant and equipment, intangible assets and non-current investments, in the ordinary course of business will not be less than the amount at which they are stated in Balance Sheet and that provision for all know liabilities has been made.

**39. Employees Benefits**

Executive, managerial, operational and compliance-related functions are continued to be undertaken through external professionals and service providers in accordance with the established operating model of the Company. Based on the nature of such arrangements, the provisions of the new Labour Codes, to the extent notified and applicable to employer-employee relationships, are not applicable to the company as it has no employee(s). The impact of the Labour Codes, if any, shall continue to be evaluated upon notification and implementation of the relevant provisions.

**40. Related Party Disclosure**

**40.1 List of Related Parties**

**Key Management Personnel of Reporting Entity:**

Name	Designation
Mr. Bhuwan Chaturvedi	Chief Executive Officer (on deputation from Paharpur Cooling Tower Limited)
Mr. Ankit Garg	Chief Financial Officer
Ms. Anuradha Sharma	Company Secretary
Mr. Gaurav Lodha	Director
Mr. Hartaj Sewa Singh	Director
Mr. Gaurav Swarup	Director
Mr. Atul Seksaria	Director
Mrs. Shukla Bansal	Director
Mr Palani Samy Kungumaraju	Director
Mr. Rishabh Chand Lodha	Director
Mr. Ashutosh Gupta	Director

**40.1.1 Associates of Reporting Entity:**

National Textile Corporation Ltd. (Holding more than 20% shareholding in the company)

Paharpur Cooling Towers Ltd. (Holding more than 20% shareholding in the company)

**40.2 Following transactions were carried out during the year ended March 31, 2026 with related parties in the ordinary course of business:**

**40.2.1 Transactions with Key Management Personnel: (Amount in Rs. Thousands)**

Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
Remuneration paid to Ms. Anuradha Sharma	610	554
Professional fee paid to Mrs. Shukla Bansal	10	-
Remuneration paid to Mr. Ankit Garg	959	871
Sitting Fees paid to Mr. Gaurav Lodha	205	165
Sitting Fees paid to Mr. Atul Seksaria	205	215
Sitting Fees paid to Mrs. Shukla Bansal	140	130
Sitting Fees paid to Mr. Rishabh Chand Lodha	140	140

Note: Reimbursement of Actual Expenditure has not been considered in the above statement.

**40.2.2 Transactions with Associates:**

Nature of Transactions	Year Ended 31-03-2026	Year Ended 31-03-2025
<b>Transactions with Paharpur Cooling Towers Ltd.</b>		
Reimbursement of fee paid to Mr. Bhuwan Chturvedi	6,269	6,269

**40.3 Following were the balance outstanding at March 31, 2026 with related parties:**
**40.3.1 Balance outstanding with Associates: (Amount in Rs. Thousands)**

Particulars	Year Ended 31-03-2026	Year Ended 31-03-2025
<b>In respect of National Textile Corporation Ltd.</b>	-	-
<b>In respect of Paharpur Cooling Towers Ltd.</b>		
Retainership charges payable	1,434	1,471

41. Disclosure under Ind AS 108 – ‘Operating Segments’ is not given as, in the opinion of the Chief Operating Decision Maker, the entire business activity falls under one segment, viz ,primarily engaged as real estates. The Company conducts its business only in one Geographical Segment, viz., India.
42. Previous year figures have been regrouped, rearranged or reclassified where ever necessary to conform to current year presentation.
43. **Risk Management Framework**

The Company’s business is subject to various risk and uncertainties including financial risks. The Company’s documented risk management polices act as an effective tool in mitigating the various financial risks to which the business is exposed to in the course of their daily operations. The risk management policies cover areas such as liquidity risk, market risk, interest rate risk, and capital management. Risks are identified through a formal risk management programme with active involvement of senior management personnel and business managers. The Company has in place risk management processes in line with the Company’s policy. Each significant risk has a designated

'owner' within the Company at an appropriate senior level. The potential financial impact of the risk and its likelihood of a negative outcome are regularly updated.

#### **43.1 Financial Risk**

The Company's principal financial liabilities comprise of trade payables, other financial liabilities and other payables. The Company's principal financial assets include Investments, Cash and Cash Equivalents, Bank Deposits, Interest accrued on Bank Deposits that are derived directly from its operations.

The Company is exposed to primarily credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by Finance department that advises on financial risks and the appropriate financial risk governance framework for the Company. The Finance department provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks.

#### **43.2 Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The company does not foresee any liquidity problem as it has sufficient surplus funds to meet all its financial obligations as and when they become due.

**The liquidity position of the company is given below: (Amount in Rs. Thousands)**

<b>Particulars</b>	<b>Year Ended 31-03-2026</b>	<b>Year Ended 31-03-2025</b>
Cash and Cash Equivalents	616	480
Other Bank Balances	5,17,958	6,42,208
Investments in Mutual Funds	4,34,844	4,07,370
<b>Total</b>	<b>9,53,418</b>	<b>10,50,058</b>

*The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments.*

#### **43.3 Maturity profile of financial Liabilities (Amount in Rs. Thousands)**

<b>Particular</b>	<b>Less than 1 Year</b>	<b>1 to 5 Years</b>	<b>More than 5 years</b>	<b>Total</b>
<b>March 31, 2026</b>				
Trade payables	3,212	-	-	3,212
Other financial liabilities	1,223	-	21,142	22,365
	<b>4,435</b>	<b>-</b>	<b>21,142</b>	<b>25,577</b>

Particular	Less than 1 Year	1 to 5 Years	More than 5 years	Total
<b>March 31, 2025</b>				-
Trade payables	6,330	-	-	6,330
Other financial liabilities	1,933	-	21,642	23,575
	<b>8,263</b>	-	<b>21,642</b>	<b>29,905</b>

#### 43.4 Market Risk

Market Risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits and payables.

The Company invests its surplus funds in arbitrage mutual fund schemes, which are measured at Fair Value Through Profit & Loss. Such investments are subject to market risk rather than significant credit risk, considering that the schemes are managed by SEBI-regulated mutual funds with diversified underlying exposures and hedged investment strategies. Accordingly, management considers the credit risk associated with these investments to be low.

Company has no international operations, nor any derivatives. However it manages market risk through the corporate finance department, which evaluates and exercises independent control over the entire process of market risk management. The corporate finance department recommends risk management objectives and policies, which are approved by Board of Directors. The activities of this department include management of cash resources, borrowing strategies, and ensuring compliance with market risk limits and policies.

#### 43.5 Foreign Exchange Risk

Foreign exchange risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates. The Company has no exposure to foreign exchange risk as there are no international operations.

#### 43.6 Equity Price Risk

The primary goal of the company to invest its surplus funds in Mutual Funds is to maintain liquidity along with deriving better returns. Depending upon the investment strategy the Management has classified its investments as Fair Value through Profit and (Loss). The following tables details the Companies sensitivity to a 1% increase and decrease in the price of related instruments.

##### Amount In Rs Thousands

Impact on Profit/(Loss) for the year	Year Ended 31-03-2026	Year Ended 31-03-2025
Market Price increase by 1%	4,348	4,074
Market Price decrease by 1%	(4,348)	(4,074)

**43.7 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 obligation and arises from the operating activities primarily trade receivables and investing activities including deposits with banks and other security deposits. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of financial assets. A default of financial assets is when there is a significant increase in the credit risk which is evaluated based on the business environment.

Financial Assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The company categorises a loan or receivable for write off when a debtor fails to make contractual payments in normal course of business. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in statement of profit and loss.

The Company is exposed to credit risk mainly with respect to cash and cash equivalents, bank balances, trade receivables, other financial assets. Details are given below:

**As at March 31, 2026** **(Amount in Rs. Thousands)**

Particulars	Expected Probability of Default	Expected Credit Losses	Carrying amount net of Impairments
Cash and cash equivalents	-	-	616
Other bank Balances	-	-	5,17,958
Other Financial Assets	-	-	4,483
Term Deposits with a Bank (Non - Current)	-	-	1,65,943
Investments in Mutual funds	-	-	4,34,844

**As at March 31, 2025** **(Amount in Rs. Thousands)**

Particulars	Expected Probability of Default	Expected Credit Losses	Carrying amount net of Impairments
Trade Receivables	-	-	1,160
Cash and cash equivalents	-	-	480
Other bank Balances	-	-	6,42,208
Other Financial Assets	-	-	5,386
Term Deposits with a Bank (Non - Current)	-	-	5,007
Investments in Mutual funds	-	-	4,07,370

Balances with banks is subject to very low credit risks since the Company normally transacts with the banks with good credit rating assigned to them. Other Financial assets comprises the Interest accrued on deposits with bank which is also subject to very low credit risk.

The Company has invested its surplus funds in arbitrage mutual fund schemes, which are SEBI-regulated mutual funds with diversified underlying exposures and hedged investment strategies. Accordingly, management considers the credit risk associated with these investments to be low.

## 43.8 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence and to sustain future development of the business. For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, if any, return capital to shareholders or issue new shares.

### 43.8.1 The capital structure of the Company is as follows (Amount in Rs. Thousands)

Particular	Year Ended 31-03-2026	Year Ended 31-03-2025
Total Equity	11,51,981	11,10,224
Borrowings	-	-

The Company is fully equity financed which is evident from the capital structure table. It is a net cash company and is not subject to any capital requirement.

## 44. Fair value measurement

**44.1** Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price), regardless of whether that price is directly observable or estimated using a valuation technique. At initial recognition, transaction price is the best evidence of fair value. However, when the Company determines that transaction price does not represent the fair value, it uses inter-alia valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as explained in Note below.

### 44.2 Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value of trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined.

There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1, Level 2 and Level 3 during the year ended 31-03-2026 & 31-03-2025.

**44.3 Categories of financial instruments and fair value thereof: (Amount in Rs. Thousands)**

Particulars	March 31, 2026		March 31, 2025	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets carried at fair value through Profit and Loss (FVTPL)</b>				
Invesments in Mutual Funds	4,34,844	4,34,844	4,07,370	4,07,370
A. Financial Assets -Measured at Amortized Cost				
Trade Receivables	-	-	1,160	1,160
Cash and cash equivalents	616	616	480	480
Bank balances other than Cash and Cash Equivalents	5,17,958	5,17,958	6,42,208	6,42,208
Other Current Financial assets	4,483	4,483	5,386	5,386
Other Financial Assets-Non Current	1,66,037	1,66,037	5,101	5,101
<b>Total</b>	<b>11,23,938</b>	<b>11,23,938</b>	<b>10,61,705</b>	<b>10,61,705</b>
B. Financial Liabilities- Measured at Amortized Cost				
Trade Payables	3,212	3,212	6,330	6,330
Other financial liabilities	1,223	1,223	1,933	1,933
<b>Total</b>	<b>4,435</b>	<b>4,435</b>	<b>8,263</b>	<b>8,263</b>

The management assessed that trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets, trade payables, and other current liabilities are considered to be equal to the carrying amounts of these items largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities subsequently measured at amortized cost is not significant in each of the year presented.

44.4 The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis.

**As at 31<sup>st</sup> March, 2026**

Particulars	Total (Carrying Value)	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
<b>Financial Assets carried at fair value through</b>				
<b>Profit and Loss (FVTPL)</b>				
Invesments in Mutual Funds	4,34,844	4,34,844	-	-
<b>Total</b>	<b>4,34,844</b>	<b>4,34,844</b>	-	-

**As at 31<sup>st</sup> March, 2025**

Particulars	Total (Carrying Value)	Fair value measurement using		
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
		(Level 1)	(Level 2)	(Level 3)
<b>Financial Assets carried at fair value through</b>				
<b>Profit and Loss (FVTPL)</b>				
Invesments in Mutual Funds	4,07,370	4,07,370	-	-
<b>Total</b>	<b>4,07,370</b>	<b>4,07,370</b>	-	-

45. Additional Regulatory Information (to the extent applicable)

45.1 The title deeds of the immovable property are held in the name of the Company.

45.2 There is no revaluation of any of the items of Property, Plant & Equipments & Right to use assets during the year.

45.3 The Company does not hold any benami property and accordingly no proceeding has been initiated or pending against it for holding any benami property.

45.4 The Company has no borrowing from banks and financial institutions . It has not been declared wilful defaulter by any bank or financial institution or Governmentor any Government authority.

45.5 As per information available with the Company, it had no dealings with any company struck off u/s 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

45.6 The Company has not advanced or loaned or invested funds (either from borrowed funds or any other sources or kind of funds) to or in any other persons or entities, including foreign entities ("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 ("Ultimate Beneficiaries") by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- 45.7** The Company has not received any funds from any persons or entities, including foreign entities (“Funding Party”), with the understanding (whether recorded in writing or otherwise) that the Company 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.
- 45.8** The Company has not dealt in or invested in any crypto currency or virtual currency.
- 45.9** The Company does not have any transaction which is not recorded in the Books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act (such as search or survey or any other relevant provisions of the Income Tax Act, 1961. Further, there were no previously unrecorded income and related assets.
- 46.** The Company has used an accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility at the transaction level and same has been operating for all relevant transactions recorded in the said software throughout the year. However, the audit trail at the database level is not provided by the software provider and, accordingly, could not be enabled by the company. Additionally the audit trail feature was not tempered with during the year and same has been preserved by the Company as per the statutory requirements for record retention.
- 47. Financial Ratios as per latest amendment to Schedule III to the Companies Act, 2013 are as below:**

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reasons for Variance / REMARKS
Current Ratio (in times)	Current Assets	Current Liabilities	208.43	53.72	287.99%	Due to decrease in current liabilities
Debt-Equity Ratio (in times)	Total Debts	Share holders Equity	-	-	-	Not Applicable since no Debt in current year and preceding year.
Debt-Service Coverage Ratio	Earning available for Debt Service	Debt Service	-	-	-	No debts service in the current year and preceding year.
Return on Equity	Net Profit after tax (-) Preference Dividend, if any	Average Net Worth	3.69%	2.07%	78.24%	Due to increase in net profit after tax ad decrease in other expenses
Inventory Turnover Ratio (in times)	Sales	Average Inventory	0.00%	0.00	0.00%	Due to no revenue from sale of Inventory.
Trade Receivable Turnover Ratio	Net Credit Sale	Average Accounts receivable	23.77%	689.66%	-96.55%	Due to decrease in revenue from operations during the year and no trade receivables during current year.

# SWADESHI POLYTEX LIMITED

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reasons for Variance / REMARKS
Trade Payable Turnover Ratio	Net Credit Purchase	Average Trade Payable	-	-	-	Not applicable since the Company had not purchased any inventory items in the current year as well as preceding year.
Net Capital Turnover Ratio	Net Sales	Working Capital [Current Assets - Current Liabilities]	0.01%	0.37%	-96.32%	Due to decrease in sales and working capital during the year
Net Profit Ratio (in %)	Net Profit after Tax	Net Sales	0.00%	0.00%	0.00%	NA being loss from operations during both the current and preceding
Return on Capital Employed	Earning before Interest and Tax (EBIT)	Capital Employed [Tangible Net Worth + Total Debt + Deferred tax Liability]	4.37%	3.00%	45.80%	Due to substantial increase in EBIT during the current year as compared to preceding year.
Return on Investment						
a. Mutual Funds	Net gain on changes in fair value of Mutual Fund	Carring amount of investment	6.74%	7.37%	-	8.49%
b. For Bank FD	Interest Income	Average fixed deposits outstanding	6.60%	7.10%	-	7.04%

As per our Report of even date attached  
 For SANMARK & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 Firm Registration Number: 003343N

For and on behalf of the Board of Directors  
**Swadeshi Polytex Limited**

Sd/-  
**(S.K. Bansal)**  
 Partner  
 FRN : 003343N, M.No. : 082242

Sd/-  
**(Hartaj Sewa Singh)**  
 Director  
 DIN : 00173286

Sd/-  
**(Gaurav Lodha)**  
 Director  
 DIN : 03414211

Place : Faridabad  
 Date : 22.05.2026

Sd/-  
**(Ankit Garg)**  
 Chief Financial Officer

Sd/  
**(Anuradha Sharma)**  
 Company Secretary  
 ICSI M. No.: 51838

Sd/-  
**(Bhuvan Chaturvedi)**  
 Chief Executive Officer

*if undelivered, please return to:*  
**SWADESHI POLYTEX LIMITED**  
**CIN:** L25209UP1970PLC003320  
**Regd. Office :** KJ-77, J- Block,  
Kavi Nagar, Ghaziabad - 201002 (UP)