44th Annual Report
2024-25

winsome
Textile Industries Ltd.

Resilient. Strategic. Value-accretive.

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"Our commitment to sustainability was reflected in the rising use of recycled polyester, as well as increased emphasis on recycled cotton in our offerings.
Looking ahead, our focus will remain on consolidating our strengths and capturing new opportunities."

Ashish Bagrodia
Chairman & Managing Director

Website:
www.winsometextile.com

Scan the QR code to view the report online

Forward Looking Statement

This report may contain forward looking statements which can be identified by specific terminology such as 'anticipates', 'believes', 'estimates', 'expects', 'intends', 'may', 'plans', 'should', 'could', 'will', or negative variations. These statements are subject to risks and opportunities beyond the Company's control, or the Company's current beliefs and assumptions about future events. The actual performance of the Company may differ from expected outcomes stated in this report. There is no guarantee that future results will be achieved as envisaged.

Resilient.
Strategic.
Value-accretive.

Our journey from a modest spinning unit in 1980 to becoming one of the world's leading producers of mélange, dyed and specialty yarns is a story of strength and evolution. Rooted in resilience, we have weathered changing landscapes—economic, environmental and technological, emerging stronger with every challenge. Our foresight has consistently guided our expansion, from 16,000 to 110,000 spindles and into advanced dyeing and fabric capabilities that cater to a global, quality-driven market.

However, beyond numbers and machines, it is our people, dynamic professionals guided by visionary leadership, who drive our innovation and our values. We weave trust, sustainability and excellence into every thread. With a keen eye on the future, we are embracing recycled cotton fibre spinning, reinforcing our commitment to circularity and responsible manufacturing.

This theme defines how we build for the long term, how we deliver lasting value to our stakeholders and how we remain unswerving in our pursuit of quality and innovation.

Our Legacy

Winsome Textile Industries Ltd (WTIL) started in 1980 with a cutting-edge spinning unit in Baddi, Himachal Pradesh. We have grown significantly from a modest 16,000 spindles in the 1980s to 110,000 spindles today, and we also have a dye house capable of dyeing(cotton and blended yarns and fibres) 35 tons per day and a yarn-dyed knitted fabric capacity of 8 tons per day.

We are led by young and dynamic professionals along with our future focused leadership vision in this modern age of technology, which makes us one of the leading producers of Melange, Dyed and speciality yarns in the world. We are also foraying into recycled cotton fibre spinning.

ABOUT WINSOME TEXTILES

We are based in Chandigarh and are a leading name in the production of yarns and fabrics used in knitting and weaving. Our advanced manufacturing units, located in Baddi, focus on creating a wide variety of premium products such as 100% cotton mélange yarns, blends of cotton and synthetic fibres, as well as specialised and dyed yarns which are available in both carded and combed forms which are designed to meet the specific needs of the textile industry.

VISION AND MISSION

Global Player in Innovative and value-added Textile.

OUR VALUES

To provide customer satisfaction and value-addition through teamwork, honesty and integrity for continuous growth and development.

600+

Customers within India

250

International customers

HIGHLIGHTS OF THE YEAR

12,769 Tons

Highest production of in Melange yarn segment

1,070 Tons+

Highest-ever monthly dyed production

Highest-ever dyed yarn Export.

Improved capacity utilization through process controls.

Higher efficiency leading to better cost management.

Expanded capabilities for Eco-friendly dyeing solutions.

Reduced consumption of Chemicals in our Effluent Treatment cum Water Recovery Plant.

Reduced sludge generation in Effluent Treatment Plant.

Usage of bio fuel such as rice husk instead of pet-coke as fuel in our boiler

Key Milestones

2025
Set up Roof top Solar plant of 2.89 mw for captive use which is largest in Himachal Pradesh

2021
Undertaken modernisation initiatives

2017
Set up mini hydro power plant of 3.5 mw in Himachal Pradesh for captive use

2011
The company has been consistently recognized as one of the highest exporters of processed yarn in India, receiving the gold trophy on multiple occasions.

2009
We are also the first to get ISO-18001 certification in the North Zone for Safety Management.

2000
We are the first to get ISO-14001 certification in the North Zone for Environment Management.

1993
We are the second textile unit in India to be awarded the ISO-9002 certification.

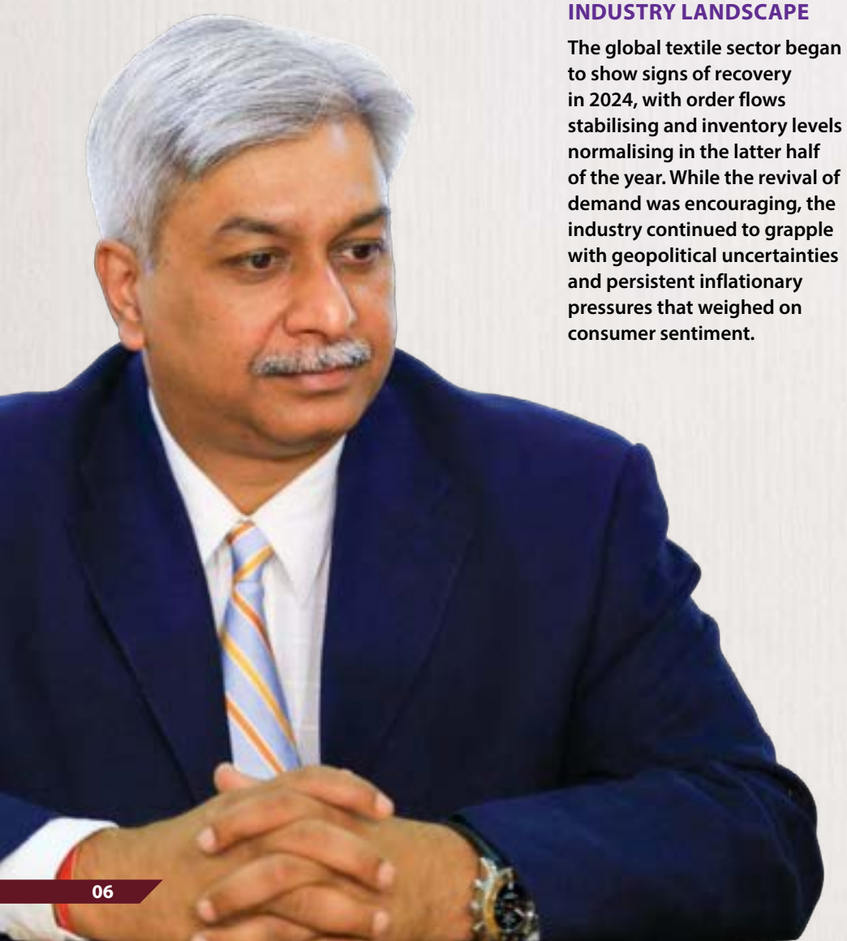
1992
Yet again we are the first company in India to offer 100% Cotton melange yarns.

1987
We are the first company in India to offer 100% acrylic (non-bulk) fiber dyed yarns

Message from the Chairman and Managing Director

DEAR SHAREHOLDERS,

It gives me immense pleasure to present the Annual Report for FY 2024–25. The year gone by has been one of challenges as well as opportunities, and through it all, Winsome Textile has upheld its values of resilience, strategic thinking, and value accretive growth. Our journey this year was defined by an ability to adapt swiftly to a shifting landscape, while remaining committed to innovation, sustainability and financial prudence.



INDUSTRY LANDSCAPE

The global textile sector began to show signs of recovery in 2024, with order flows stabilising and inventory levels normalising in the latter half of the year. While the revival of demand was encouraging, the industry continued to grapple with geopolitical uncertainties and persistent inflationary pressures that weighed on consumer sentiment.

In India, the sector retained its strong position as the 6th largest exporter of textiles and apparel, accounting for 4.1% of the global share in calendar year 2024. During FY 2024–25, the textile and apparel industry contributed 8.63% to India's total merchandise exports, valued at USD 37.7 billion. This growth reflects the sector's agility in adapting to evolving consumer needs and seizing new opportunities. However, protectionist policies in the United States and higher tariffs posed challenges for some of our customers catering directly to that market. Should these measures persist, the industry may increasingly pivot towards regions offering lower tariff barriers.

FINANCIAL PERFORMANCE

Against this backdrop, our Company recorded revenues of ₹865.23 Crore during the year. EBITDA margin stood at 11.67%, while PAT margin was 3.25%, reflecting a resilient operating performance. Operating cash flow amounted to ₹90.29 Crore, which enabled us to advance our modernisation programme while maintaining financial prudence. Notably, despite the headwinds faced by the spinning sector, we delivered a positive bottom line of ₹28.08 Crore, a clear reflection of the strength of our operating model.

STRATEGIC STRATEGY AND POSITIONING

Staying true to our strategy of transitioning from commodity yarns to value-added speciality yarns, we intensified our focus on 100% cotton mélange yarns. Deliberate efforts were made to shift a larger share of our product mix from the lower-value segment to the higher-value basket, thereby reinforcing our positioning in niche and premium categories.

Our commitment to sustainability also gathered momentum, with increased adoption of recycled polyester and recycled cotton in our offerings. Eco-friendly fibres such as Ecovera and Livaeco were further integrated into our product lines. These initiatives are not only aligned with the changing expectations of our customers but also position Winsome Textile at the forefront of sustainable innovation in the industry.

We deepened engagement with our existing mélange and dyed yarn clients, as well as international brands, by offering all newly developed products, particularly those featuring alternative fibres. A noteworthy development was our focus on expanding the use of recycled cotton in ring spinning, an innovation traditionally confined to open-end spinning.

RESEARCH AND DEVELOPMENT

To accelerate product innovation and improve speed-to-market, we began upgrading older machinery in our R&D division with new-generation er technologies. These investments will enhance our capability to experiment with new fibre blends, broaden our product range and address the emerging needs of discerning global customers.

OPERATIONS AND RISK MANAGEMENT

The nature of our product mix requires consistent access to high-quality cotton. To ensure this, we continued our practice of procuring superior-quality cotton well in advance, ensuring an uninterrupted supply to our customers.

Our risk appetite remained conservative in light of ongoing macroeconomic volatility. We prioritised de-leveraging and limited new investments in modernisation projects. On the competitive front, our strong dyeing capacities and adherence to stringent environmental standards have created effective barriers to entry and continue to fortify our market standing.

MODERNISATION AND INVESTMENTS

The ₹65 Crore modernisation programme announced last year progressed as planned. Once completed, this initiative will significantly expand our ability to produce larger volumes of 100% cotton mélange yarns. This will not only consolidate our position in value-added segments but also strengthen our competitiveness in domestic and global markets.

OUTLOOK

As we look to the future, our focus will be on consolidating our strengths while exploring new growth avenues. Our priorities include expanding the share of higher-value mélange yarns in our portfolio, scaling sustainable fibre offerings such as recycled polyester, recycled cotton, Ecovera and Livaeco, deepening cross-selling initiatives with existing customers and brands, completing our modernisation investments, and maintaining financial prudence through continued de-leveraging.

> "We deepened our engagement with customers by offering all newly developed products, especially those involving alternative fibres, to our existing mélange and dyed yarn clients, as well as to international brands."

I extend my heartfelt gratitude to our shareholders, customers, partners, employees and all stakeholders for their continuous trust and support. With your encouragement, I am confident that Winsome Textile will continue to build on its resilient foundation, pursue its strategic path, and deliver value-accretive growth in the years ahead.

Warm regards,

Ashish Bagrodia
Chairman & Managing Director

Our Offerings

100% Cotton and Blended Melange Heather Yarns

At our facility, we pride ourselves on delivering melange and dyed yarn across a wide count range from NE 8's to NE 60's, single and folded varieties.

By leveraging a robust network of offices and agents located directly at India's key cotton procuring and ginning centres, we ensure access to only the optimum quality cotton.

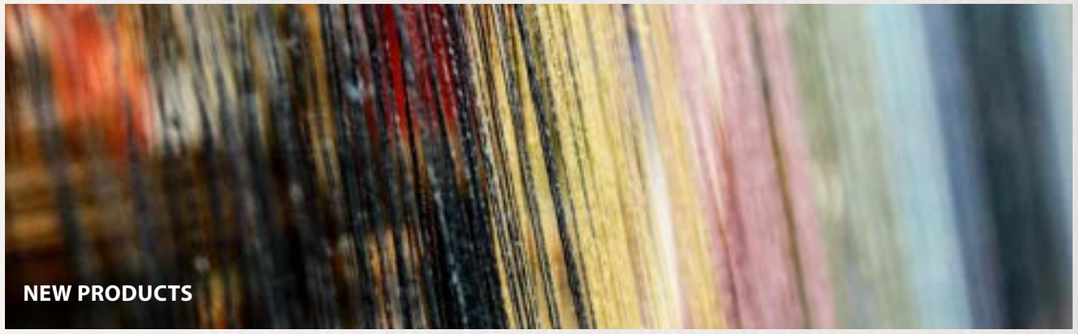
Did you know?

Our state-of-the-art infrastructure featuring machinery from Reiter, Schlafhorst and Lakshmi, alongside our skilled technicians enables us to produce around 65,000 kgs of yarn per day, ensuring a steady and reliable supply of premium yarn year-round.

100% DYED YARN

Our facility is installed with advanced machinery from trusted names like Cubotex, Stalam, and SSM, allowing us to deliver premium-quality dyed yarn. Our customers can select from an extensive shade card, or request custom shades that our in-house lab can accurately match. We ensure the use of Azo-free dyes and refer to Pantone colour standards for quick and reliable shade identification.

We use latest technology controllers from Setex to optimally control the dyeing cycles and all machines are connected through Orgatex for excellent repeatability.



Product	USP	Range	End use
Neppy Mélange	Fabrics give unique star like effect in galaxy.	• Single colour & multi colour with raw base as well as mel • Single colour & multi color florescent with raw base as well as mel.	• T-Shirts • Lowers • Denim as well as weaving segments for suiting and shirting.
Shiny Mel	Fabrics give unique shiny reflection on fabric surface when come in contact of sun light and disco lights.	• Raw white with shiny effect, customer can dye as per colour requirement. • Shiny Mélange • Wooly look shiny Mélange	• T-Shirts. • Lowers etc.
Injection Slub Mel	Fabrics give unique break and connect like look in fabric with different colour and intensity of breakup.	• 100% cotton with 100% cotton Injection slub in single as well as multi-colour injection. • 100% cotton with 100% poly Injection in single as well as multi-colour injection. • 100% cotton with 100% poly Injection RW. Customer can dye cotton or polyester to get different effect in single fabric	• T-Shirts. • Lowers. • Hoody Jackets etc.
Mohair Melange	Fabric will give hairy effect	• Cotton/Viscose ii) cotton/poly blend	• T-Shirts. • Lowers. • Jackets • Hoody

Our Offerings Contd...

Product	USP	Range	End use
Jaspe Mélange	Fabrics give unique double shade effect in single structure.	• One part dyed and one part white. • Both parts dyed in different contrast. • Jespe with slub and neppy • Also available in P/C 50/50 & C/P 60/40 RW, customer can dye as per end use and get desired shade and effect with cotton as well as poly dyed.	• T-Shirts • Lowers • Weaving segments for suiting and shirting.
Chill/Flake Mel	Fabrics give unique snow on a grasslike effect on fabric surface.	• Raw white in PCV 50/38/12, P/C 50/50 & 60/40. • Mélange in PCV 50/38/12, P/C 50/50 & 60/40. • 100% cotton • Also Provide in reverse chill and reverse flake in colour contrast.	• T-Shirts • Lowers. • Hoody Jackets etc.
Wool Touch Mel	Fabrics give unique wool effect without wool fibre in cotton blend with special fibre.	• RW- customer can dye as per their requirement. • Mel in different colour with wooly effect.	• T-Shirts. • Lowers. • Hoody Jackets etc. • Sweaters etc
Sparkling Mel	Fabrics give unique sparky/ glittering effect on fabric surface when come in contact of sun light and disco lights.	• Silver Sparkle. • Golden Sparkle • Red Sparkle • Blue Sparkle • Multi shade sparkle with blends as per customer requirement.	• T-Shirts mainly party wear • Lowers • Weaving segments for suiting and shirting.
Vintage Mel/ Foggy melange	Fabrics give unique linen like look in 100% cotton fabric.	• Melange as well as RW in PC blends • 100% cotton.	• T-Shirts. • Lowers. • Hoody Jackets etc.

Product	USP	Range	End use
Linen look Mel	Fabrics give unique linen look after dyeing of RW fabric.	• RW- customer can dye poly part and get Linen look as per colour requirement. • Mel in different colour with Linen look effect in c/p ,p/c blend	• T-Shirts. • Lowers.
Fuzzy melange	Look like twin effect	• 100% cotton • Cotton/poly	• T-Shirts. • Lowers. • Hoody Jackets etc.
Shimmer Melange	Fabrics give unique shiny reflection on fabric surface when come in contact of sun light and disco lights.	• Cotton Nylon blends	• T-Shirts. • Sweaters
Foggy Melange	Fabric will look Like linen/ short slub	• Cotton poly blends	• T-Shirts. • Lowers. • Hoody Jackets etc.
Sustainable melange	To reduce carbon footprint	• Cotton/Recycle poly • Cotton/Ecovera viscose • Cotton/Srccs viscose • Cotton/Recycle cotton	• T-Shirts,Sweaters. • Lowers. • Hoody Jackets etc
Two tone Chill Melange	Fabric will look two tone short slub effect	• Cotton poly • 100% cotton	• T-Shirts,Sweaters. • Lowers. • Hoody Jackets etc.
Linen Blend	To get thick-thin effect , dry feel effects	• Grey and melange in cotton/linen and poly/linen melange,Viscose/linen upto 30% linen	• T-Shirts. • Lowers. • Hoody Jackets etc.
High Twist yarn	To get dry feel	• 100% cotton melange colors	• T-Shirts. • Hoody Jackets etc.
Pattern Yarn	To get random stripe like effect in fabric	• Raw white can be possible for cotton polyester blend.ii) In melange it is possible in cotton/poly or cotton/ viscose blend	• T-Shirts. • Lowers. • Hoody Jackets etc.
Soft Touch Melange	To get special soft hand feel	• Cotton/poly/nylon/spandex	• Sweaters.

Diversification Roadmap

In FY25, we at Winsome Textile Industries Limited stayed firmly focused on diversifying our offerings, improving operational efficiencies, and expanding our range of value-added products.

One of our core priorities this year was the development of double-twisted mélange yarns, designed specifically for the sweater segment which is a growing area with strong demand signals.

We witnessed a clear shift in our product portfolio toward premium, sustainable, and specialty yarns, aligning ourselves with evolving consumer preferences and global textile trends. As one of India's largest manufacturers of mélange and dyed yarns, we take pride in spinning a wide variety of high-value fibers including silk, wool, linen, nylon, and many other fibers across different blends. Sustainable fibers like recycled polyster, Liva-Eco, Ecovera, Recycled Cotton etc.

Because we focus on value-added and niche products, we face relatively lower competition, both domestically and globally allowing us to maintain superior Profit Before Interest, , Depreciation, and Taxes (PBIDT) margins compared to generic grey yarn producers. Moreover, our exceptional performance is a result of continuous process optimization, technology upgrades, and enhanced market demand for value-added and customized dyed yarns

Did you know?

The Melange/ Dyed yarn segment remained one of the key growth drivers for the Company this year. WE achieved a historic milestone by recording its highest-ever production of Melange yarns; i.e. 12769 Tons and Dyed production crossing 1,070 tons per month.

Did you know?

Our portfolio is now nearly 100% composed of value-added yarns, including specialties like slub yarns, , and high-grade mélange yarns. In addition to yarn, we also manufacture knitted fabrics using diverse blends to meet niche market requirements.

Our Marquee Clients

Our Geographical Presence

We have established a strong global presence through a steadfast commitment to innovation, quality, and service excellence.

Our culture of innovation, combined with the expertise of our product development team, enables us to deliver high-value yarn solutions to over 250 customers across 50 countries. This dedication to creativity and consistent quality has earned us the confidence of leading global brands and continues to drive the steady growth of our export revenues.

~ 57%

Contribution of export in revenue

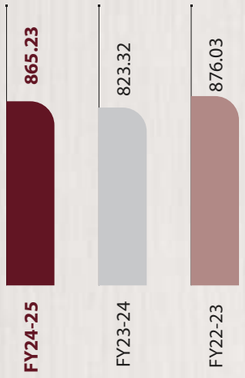
₹ 495 Crore

Total exports in FY 24-25

Map not to scale, for representation purposes only

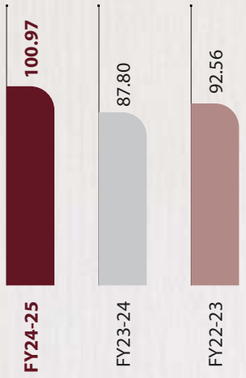
Financial Performance

REVENUE FROM OPERATIONS
(₹ Crore)



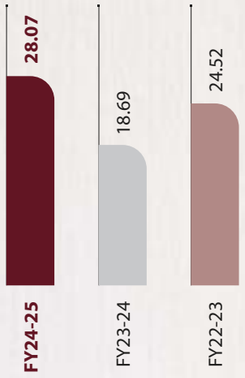
5.09%
YoY
2024-25 over 2023-24

EBITDA
(₹ Crore)



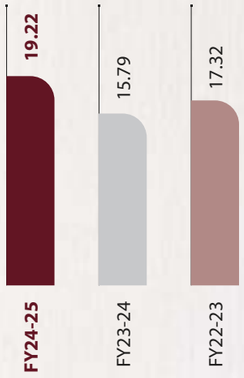
15%
YoY
2024-25 over 2023-24

NET PROFIT
(₹ Crore)



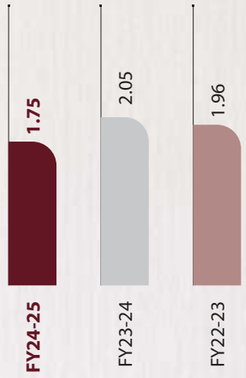
50.19%
YoY
2024-25 over 2023-24

ROCE
(%)



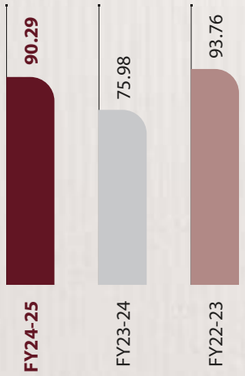
3.43 bps
YoY
2024-25 over 2023-24

NET DEBT-EQUITY
(%)



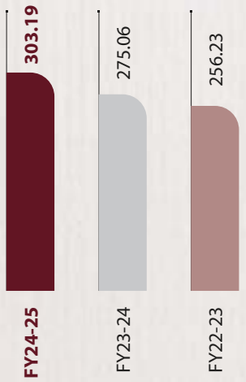
0.3 bps
YoY
2024-25 over 2023-24

NET CASH FLOW FROM OPERATIONS
(₹ Crore)



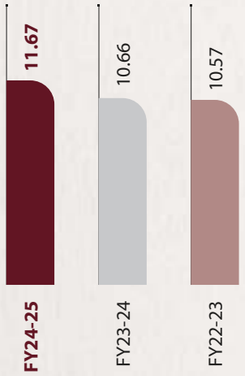
18.83%
YoY
2024-25 over 2023-24

NET WORTH
(₹ Crore)



10.23%
YoY
2024-25 over 2023-24

EBITDA MARGIN
(%)



1.01 bps
YoY
2024-25 over 2023-24

Our Yarn Vertical

We specialize in producing an extensive selection of fibre-dyed yarns made from both natural and synthetic materials, available in a wide spectrum of blends and hues across the 8's to 60 count range.

As one of the distinguished spinning mills in India, our diverse yarn offerings and consistent quality have made us a trusted supplier to leading knitting and weaving houses globally. In the melange yarn segment, which saw the highest production this year, our emphasis lies in crafting innovative combinations that drive higher margins. To remain competitive and relevant, we've expanded into premium-value segments like Jaspe Mélange and Chill/Flake Mel. This evolution is backed by continual investments in advanced technologies and modernized machinery, enabling us to remain agile, boost operational efficiency, and sustain cost competitiveness.

Did you know?

We are one of India's largest yarn dyeing facilities, with a daily capacity of 35 metric tons!

Not only do we dye cotton yarns, but we also handle an impressive range of specialty blends like Viscose, Modal, Tencel, Bamboo, and Linen. Our in-house laboratory ensures top-notch quality control at every stage, and our dyed yarns reach customers in over 50 countries worldwide.

Operating Environment

This past year, the macroeconomic landscape brought with it a mix of opportunities and challenges for us. We had to face several headwinds, one of the major hurdles we faced was the persistent elevation in domestic raw material costs, largely driven by the higher Minimum Support Prices (MSP) for Indian cotton.

These prices have consistently kept local cotton more expensive than global benchmarks, affecting both our cost structure and export competitiveness.

Adding to this was the ongoing difficulty in sourcing high-quality cotton from the Cotton Corporation of India (CCI), which remains a bottleneck in ensuring consistency in our raw material inputs.

On the global front, disruptions in the supply chain especially due to the Red Sea crisis have sharply increased freight rates to critical markets such as Latin America, Europe, and North Africa. Shipping costs to these regions jumped by 40 to 50%, directly impacting our export margins and impacting overall profitability.

Despite these headwinds, we responded with resilience and adaptability. Our teams across compliance, sourcing, logistics, and marketing worked closely to navigate the increasingly complex global trade and regulatory environment. By staying agile and collaborative, we've been able to sustain operations, manage costs, and minimize disruptions which shows our focus on long-term business continuity and sustainable performance.

Business Model and Growth Strategy

To enhance daily operations and maintain contract integrity, we've embraced a Supplier Relationship Management (SRM) approach. Suppliers are segmented according to their strategic importance, associated risks, and potential to scale.

Our business model focuses building strong, trust-based partnerships through consistent communication, performance tracking, and joint issue resolution. Our focus on product innovations and concentration on higher value products have been key growth drivers towards our tremendous growth

To strengthen our supply chain, we're broadening our supplier network, running regular risk evaluations, and enforcing compliance ensuring long-term resilience and sustainable business growth.

VALUE CREATION MODEL

Inputs

₹ 303.19 Crore
Net worth

₹ 865.23 Crore
Revenue

Plethora of TQM projects to reduce waste and enhance productivity and quality

Continuous process optimization and technology upgrades

Higher value-added products

2,500 approx.
Workforce strength

EHS Awareness week

Training & upskilling programs

D&I Practices

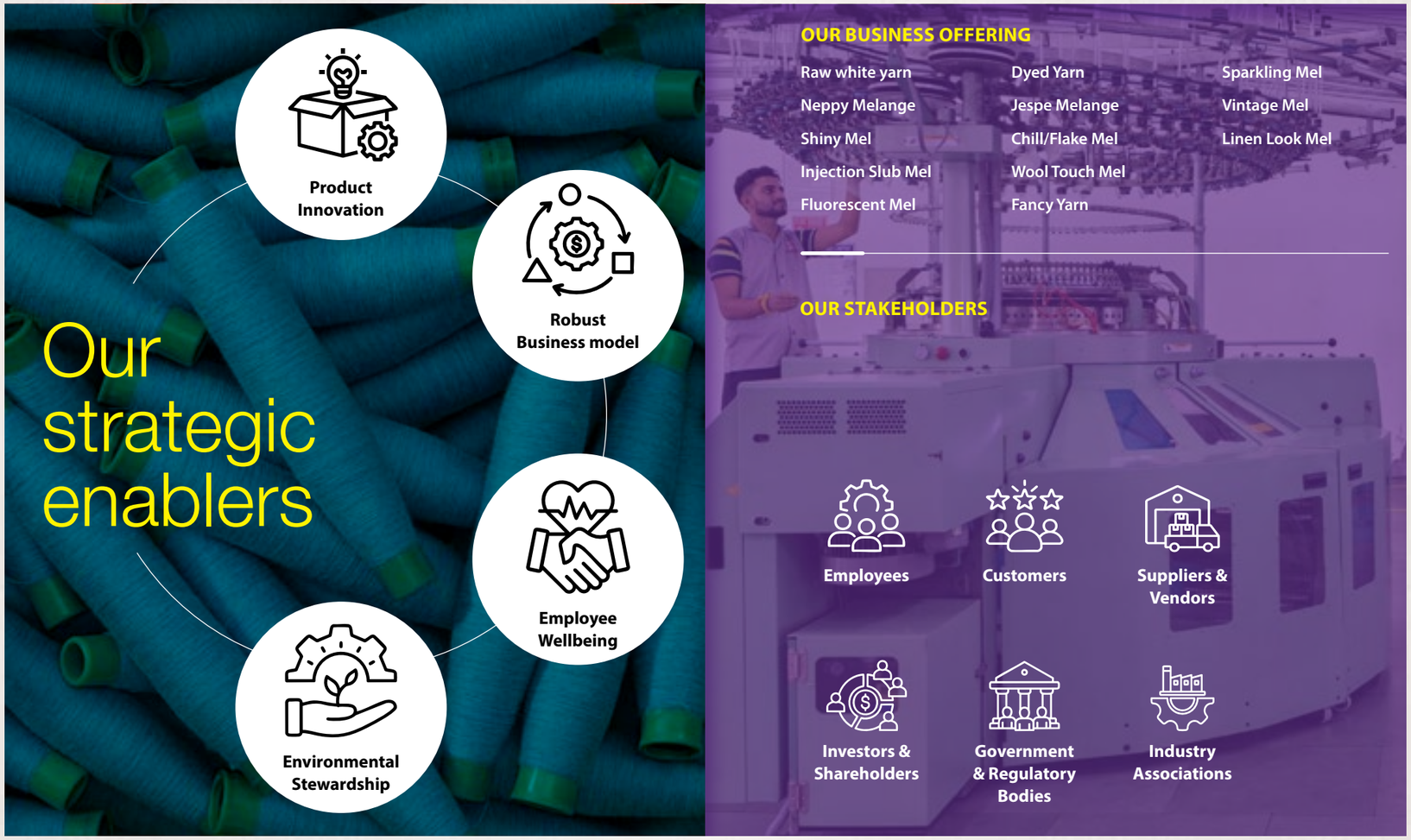
Blending recycled polyester (rPET) with virgin fibers

Internal salt recycling

Ethical cotton sourcing

ZDHC Compliance

Value creation process



Outputs

Strong global customer base across **50** countries

250+ customers

Retained almost **100% of customers**

12,769 Tons
Highest production of Melange yarn production

Enhanced productivity & quality

Lesser competition in domestic and global market leading to higher PBILDT margins as compared to grey yarn.

Employee engagement via safety, communication and upskilling programs

Reduction in energy usage & GHG emission

Reduced fuel needs

20% wastewater recovery

Elimination of Hazardous substances

Our Manufacturing Capabilities

WTIL has implemented multiple TQM projects to reduce waste and enhance productivity and quality across its operations. These initiatives are bolstered by continuous investment in modernization, further driving down production costs.

KEY PRODUCTIVITY AND QUALITY IMPROVEMENTS:

- Fabric Processing Rework reduced by 65%, leading to increased quality and productivity.
- Dye House Rewinding Rejection decreased by 44% in post-winding, improving quality and productivity.
- A 51% reduction per 100 spindles per hour per machine, significantly boosting productivity due to speed frame creel breakages
- Spinning Yarn Runnability Issues reduced by 14%, enhancing both productivity and quality.

KEY GROWTH DRIVER

The Melange and Dyed yarn segment have been a primary growth driver for WTIL. The company achieved a historic milestone by producing its highest-ever volume of Melange yarns. Dyed yarn/ fibre production also crossed 1,070 tons per month. This exceptional performance is a testament to WTIL's ongoing process optimization, technology upgrades, and the increasing market demand for value-added and customized dyed yarns.

A significant focus area has been double-twisted Melange yarns, specifically catering to the sweater segment.

Did you know?

In addition to its focus on operational excellence, WTIL has invested in hydro-power & solar power generation, underscoring its commitment to environmental sustainability and competitiveness. Today, Winsome Textile Industries Ltd is a global leader in producing Melange, Dyed, and specialty yarns, guided by a dynamic team of young professionals.

11,0000
Spindles

35 Tons/Day
Dye house capacity

8 Tons/Day
Yarn dyed knitted fabric capacity

Our Human Resource

We integrate the community into our corporate family by offering livelihood opportunities at our facilities. We further enhance their quality of life through comprehensive technical, behavioural, and safety training programs, positively impacting individuals and their families. In addition to professional development, we provide medical coverage, ensuring peace of mind for our employees and their families

2,500 approx.
Total workforce

Our Human Resource Contd...

TRAINING & DEVELOPMENT

The company places a strong emphasis on the comprehensive training and development of its employees. This includes both technical and behavioural training programs designed to enhance individual and organizational capabilities.

Skill Enhancement Initiatives

- **Multiskilling and Upskilling**
  To address skill gaps and manpower shortages, a multiskilling program for operators has been implemented. Regular upskilling initiatives are also conducted to continuously improve the skill levels of operators.
- **External Training Programs**
  Employees are encouraged to participate in external training programs offered by reputable organizations such as CII, PHD Chambers, and NITRA.

Quality and Productivity Improvement Programs

The company actively engages in Total Quality Management (TQM) and Quality Circles. These initiatives serve a dual purpose:

- They act as effective problem-solving tools, leading to improved efficiency.
- They encourage and motivate employees at all levels to contribute directly to enhancing company productivity.

National Skill Development Corporation (NSDC) Partnership

Winsome Textile Industries Limited is registered as a Training Provider with the National Skill Development Corporation (Registration number 9187), actively participating in key national skill development programs:

PMKVY (Pradhan Mantri Kaushal Vikas Yojana)

The company provides training to new and fresh apprentices under this scheme.

RPL (Recognized Prior Learning)

RPL programs are conducted at two company centres located in Baddi, under the Textile Sector Skill Council, for the following job roles such as Ring Frame Tenter, Ring Frame Doffer, and Autoconer Tenter

EMPLOYEE HEALTH & SAFETY

We've launched focused machine safety training and a comprehensive safety campaign and week. These initiatives emphasize educating workers on crucial workplace safety practices, reinforcing our commitment to a secure environment for all.

Did you know?

In FY25. We conducted Primak Social Audit which reviewed our adherence to labour rights, working conditions, and social compliance in alignment with Primark's standards.

EMPLOYEE ENGAGEMENT & RETENTION

Our focus on diversity drives us to hire individuals from various states, cultures, and religions. We're dedicated to building diverse leadership teams, believing this enriches decision-making. This inclusive strategy cultivates a culture of trust, where every employee feels comfortable sharing opinions and providing feedback. This open environment strengthens our collective innovation and fosters a truly dynamic workplace.

~84%

Retention rate

DIVERSITY & INCLUSION

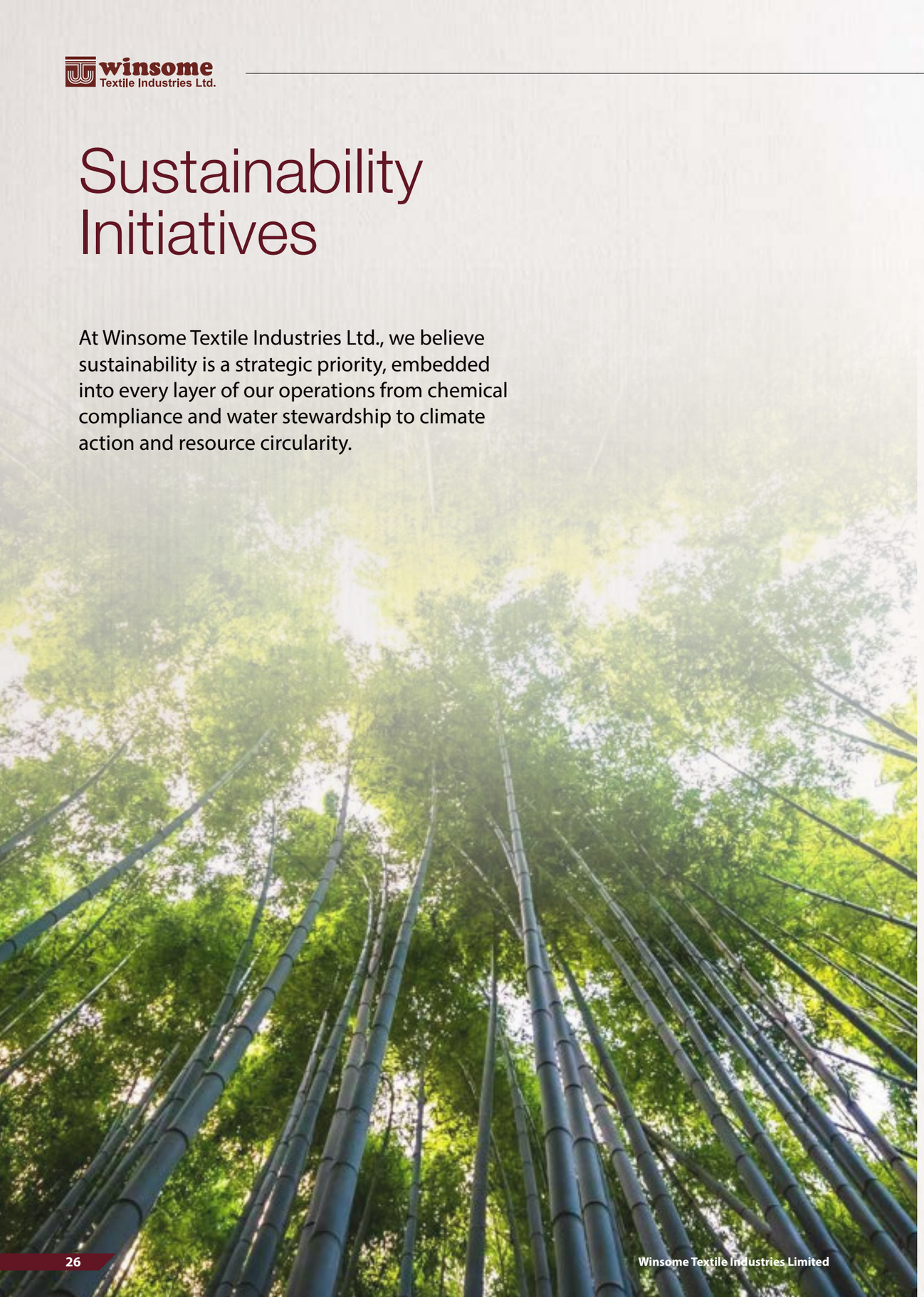
Our commitment to diversity is reflected in our hiring practices, which actively recruit individuals from varied states, cultures, and religions. We prioritize building diverse leadership teams to bring a wealth of perspectives to decision-making. This inclusive approach fosters a culture of trust, empowering employees to openly share opinions and feedback, ultimately enriching our collective strength and innovation.

~25%

Women participation

Sustainability Initiatives

At Winsome Textile Industries Ltd., we believe sustainability is a strategic priority, embedded into every layer of our operations from chemical compliance and water stewardship to climate action and resource circularity.



ELIMINATING HAZARDOUS CHEMICALS: ZDHC COMPLIANCE

We are proud to be an active contributor to ZDHC's Roadmap to Zero program, eliminating hazardous substances from our supply chain and fostering a cleaner future.

Furthermore, we've achieved the Progressive Level in ZDHC's Supplier to Zero program which is an endorsement of our advanced chemical and wastewater practices.

95%+

Compliance at MRSL Level 3

WATER STEWARDSHIP

Owing to certified chemical inputs and optimized dyeing processes, we've significantly reduced reprocessing and minimized water use per kg of yarn/fabric.

Full Zero Liquid Discharge (ZLD) System

Our 600 KLD ZLD system ensures complete recycling of high TDS wastewater within the plant, keeping our freshwater intake minimal and eliminating effluent discharge.

20%

Wastewater Recovery

NET ZERO BY 2050

We are fully aligned with the Paris Agreement and have committed to becoming a net-zero company by 2050.

Solar Power Integration

We're currently engaged in due diligence for a solar rooftop project at Unit 1, marking another key milestone in our transition to renewables.

Did you know?

No abnormalities reported in 5 years of ClearStream monitoring, which shows our commitment to optimized process control.

Sustainability Initiatives ontd...

SUSTAINABLE RAW MATERIALS & YARN INNOVATION

We blend recycled polyester (rPET) with virgin fibers to reduce dependence on virgin raw materials. Most of our recycled yarns are GRS-certified. Moreover, we use ZDHC MRSL-approved chemicals in performance finishes like moisture management and anti-bacterial treatment, merging function with eco-design.

Responsible Cotton Sourcing

We use sustainable cotton from multiple traceable programs:

- BCI (Better Cotton Initiative)
- GOTS-certified Organic Cotton
- Primark Sustainable Cotton Program
- Regenagri Cotton

4

Globally recognized traceability programs

SALT RECOVERY & CIRCULAR RESOURCE EFFICIENCY

Recovered salt is reused in wet processes—reducing fresh salt procurement and lowering salinity load.

Internal Salt Recycling

- Salt recovered from our ZLD evaporators is reused in wet processing. This:
- Reduces fresh salt needs
- Minimizes effluent salinity
- Reduces strain on external CETPs
- Aligns with closed-loop, sustainable operations

600 KLD

Salt Recovery Integration

ENERGY EFFICIENCY & HEAT RECOVERY

Heat Recovery System

We've installed systems to reuse heat from hot effluents, reducing total energy use and GHG emissions.

Condensate Recovery

Steam condensate from across our plant is captured and reused, reducing fresh water and fuel needs.

2

Dual recovery systems—heat and condensate

SMART ENVIRONMENTAL MONITORING & REPORTING

Digital Toolkits & Dashboards

We use platforms like:

- ZDHC Chemical Gateway
- CleanChain / BHive
- ZDHC Wastewater Gateway

These tools track:

- Chemical inventories
- Wastewater parameters
- Salt & water recovery rates
- Real-time KPIs (TDS, COD, pH, flow rate)

Transparent Disclosures

We share our environmental performance through:

- ZDHC Gateway
- Annual Reports
- Higg FEM Index
- Onsite Digital Scorecards

4

Sustainability data disclosed on external and internal platforms

KEY AUDITS AND CERTIFICATIONS FOR FY25

GLOBAL ORGANIC TEXTILE STANDARD · GOTS ·

Ensuring organic status of textiles, from harvesting to socially responsible manufacturing.

OEKO TEX® STANDARD 100

Testing for harmful substances in textiles to guarantee product safety.

BCI Better Cotton Initiative

Promoting better standards in cotton farming and supply chain sustainability.

FSC

Ensuring responsible forest management and traceability of wood-based products.

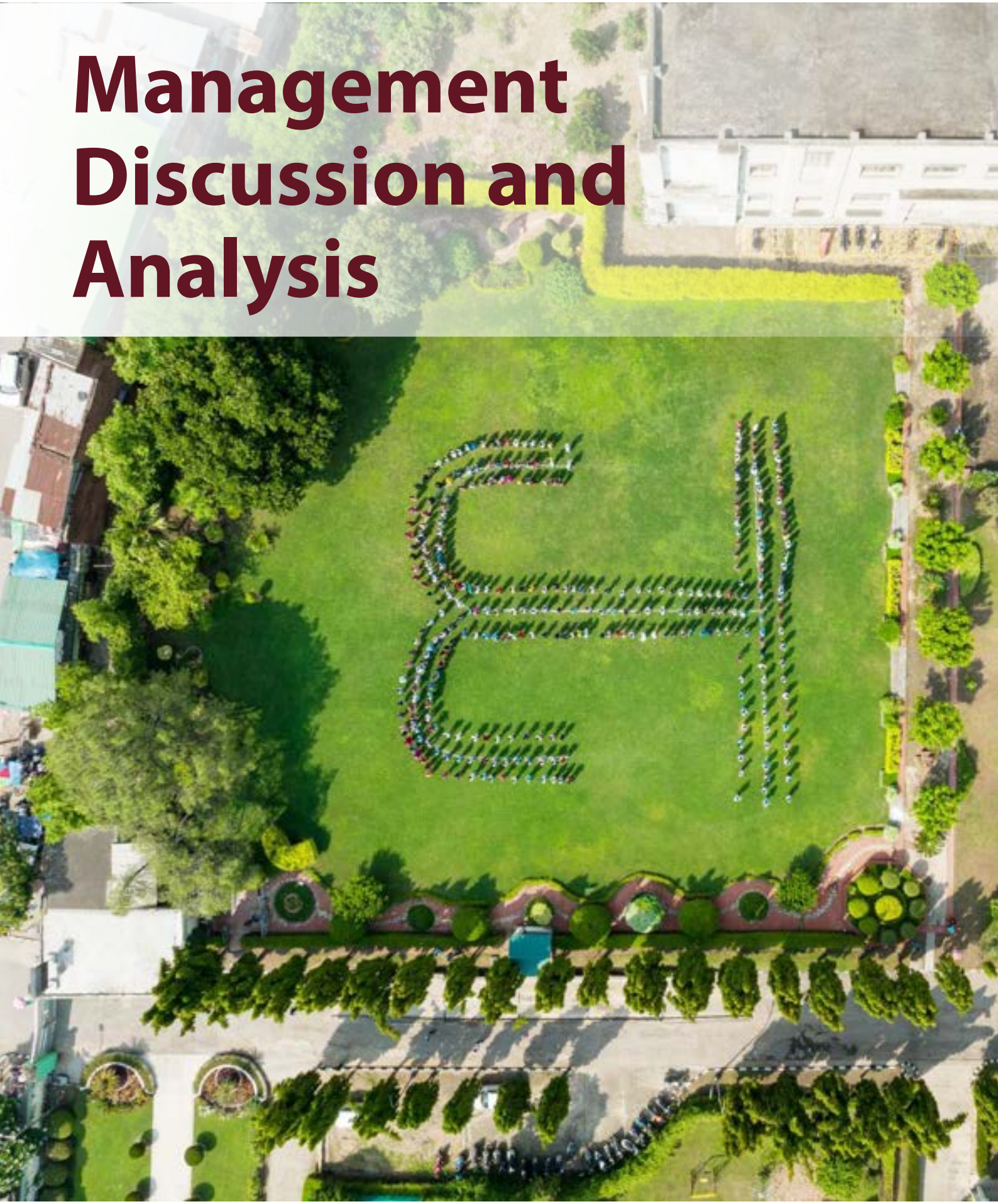
Primark Traceability Audit

Verifying supply chain transparency and material traceability to ensure ethical sourcing

Regenagri Certification

Supporting regenerative agricultural practices to enhance soil health and biodiversity.

Management Discussion and Analysis



Economic Overview

Global Economy[1]

Amidst ongoing geopolitical tensions and evolving trade and monetary policies, the global economy demonstrated resilience in CY 2024, growing at a rate of 3.3%. Headline inflation eased from 6.6% in CY 2023 to 5.7% in CY 2024, driven primarily by the falling energy prices and the widespread adoption of tight monetary policies across many countries. Disinflationary trends were particularly evident in developed economies as they were heading towards their inflation targets, while several Emerging Markets and Developing Economies (EMDEs) registered persistently higher inflation. This divergence led to currency depreciation and supply chain challenges in those regions.

The US economy expanded by 2.8%, driven by robust domestic demand and a tight labour market. Major European economies such as Germany faced contraction, reflecting volatile and uncertain economic conditions. EMDEs maintained sustainable growth trajectories, with China's fiscal stimulus fuelling a 5% expansion and India posting a 6.5% growth rate. Meanwhile, growth in the Middle East and Central Asia showed modest increase, mainly influenced by production cuts from Organisation of Petroleum Exporting Countries plus (OPEC+) nations.

Outlook

Despite easing inflationary pressures, the global economy faces rising geo-economic uncertainties with growth projected at 2.8% in CY 2025 and 3% in CY 2026.

Recent US tariffs imposition on industries including steel and aluminium is most likely to elevate the price of oil and contribute to inflationary pressures. The tariffs have prompted downward revisions in global trade volume forecasts for 2025 and 2026, with potential spillover effects heightening inflation risks in the US, Europe and EMDEs.

Germany has undertaken extensive stimulus programmes to increase domestic demand and revive economic growth. The Middle East and North Africa (MENA) region is projected to remain robust, though with ongoing risks. EMDEs are, however, projected to maintain their growth paths, with manufacturing expansion outpacing that of advanced economies.

[1] https://www.imf.org/en/Publications/WEO/Issues/2025/04/22/world-economic-outlook-april-2025

Global GDP forecast (2025)

1.4%

Advanced economies

3.7%

Emerging markets and developing economies

2.8%

World

Source: World Economic Outlook (April 2025)

Indian Economy [2]

Despite prevailing macroeconomic volatility, the Indian economy achieved a 6.5% growth in FY25. While this marked a slight moderation from the previous year, domestic consumption remained resilient, driven by rising rural demand and a favourable monsoon season. Headline Consumer Price Index (CPI) inflation averaged at 4.6%, staying within the Reserve Bank of India's (RBI) tolerance limit. This allowed for a cumulative 100 basis-point reduction in repo rate to 5.5%, providing additional support for economic activity.

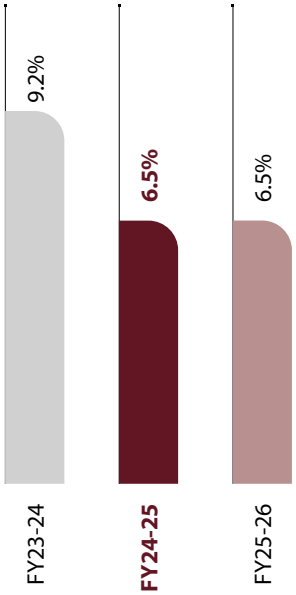
Investment picked up pace during the year under consideration, driven by increased production activity and rising export orders. Government spending on infrastructure, along with initiatives such as the Production Linked Incentive (PLI) Scheme 2.0, emerged as significant drivers of industrial growth and Foreign Direct Investments (FDIs) inflows. A surge in capital goods imports further indicated firms' ongoing efforts toward capacity expansion.

Outlook

While global headwinds continue to pose challenges to India's industry and trade, the overall growth prospect remains broadly positive. Growth will be supported by resilient consumer demand, rising private investment and supportive government policies.

Easing inflationary pressures are expected to boost consumption, while the RBI's prudent monetary stance, combined with targeted income tax benefits for salaried individuals, will likely catalyse disposable incomes. Sustained public capital expenditure, structural reforms and investor-friendly measures are expected to attract FDI inflows and support domestic production. Expedited urbanisation will further fuel demand and investment, reinforcing India's long-term objective of becoming a developed economy by 2047.

India's real GDP growth



Industry Overview

Global Textile Industry

The global textile industry navigated several headwinds during the year, demonstrating a divergent regional performance. Africa emerged as the key growth engine, while Asian markets witnessed subdued growth.

Global order intake declined during the year; however, global backlogs showed modest recovery, averaging 2.3 months. Capacity utilisation remained relatively strong, particularly in Asia, pushing global capacity utilisation at 72%. Despite these pockets of resilience, the industry faced major headwinds including weak global demand, escalating trade tensions and elevated operational costs.[3]

Outlook

The global textile industry holds a cautiously optimistic outlook for 2025. A rebound in North America, sustained performance in Africa and the emergence of new producers such as Uzbekistan, are expected to support recovery. After a small downturn in early 2025, that temporarily reversed gains from late 2023, the sector is projected to stabilise in CY 2025, especially in Africa and the Americas.

Garment manufacturing continues to be the most resilient segment, while producers of technical and home textiles

[2] https://rbidocs.rbi.org.in/rdocs/Bulletin/PDFs/0BULL210520259384088A6E4D431192628B2A15EDF52D.PDF

[3] https://www.itmf.org/images/dl/articles/2025/ITMF-Global-Textile-Industry-Survey-Global-Textile-Value-

anticipate a subdued recovery. However, recent US-imposed tariffs present a risk of disruption to global textile supply chains, potentially escalating the operational costs for exporters.

Indian Textile Industry[4]

The Indian textile industry is a long-standing and crucial part of the nation's economy, valued at over USD 160 billion, contributing approximately 2.3% to national GDP and 13% of industrial output. It stands as the country's second-largest employer after agriculture, directly employing over 45 million people and indirectly supporting another 100 million.[5]

India ranks as the world's second-largest textile producer, with the sector accounting for 12% of the country's export earnings. It is also the sixth largest exporter of textiles and apparel globally. In the past year, cotton yarn exports saw a decline due to reduced demand from China, though exports to Bangladesh showed growth.

Integrating circular economy principles is vital for driving sustainability and reducing waste in the textile industry. A circular economy promotes the reuse, recycling and repurposing of materials to lessen resource depletion and environmental impact. India produces about 7.8 million tonnes of textile waste annually, which is 8.5% of global textile waste. By adopting circular practices such as textile recycling, upcycling and waste reduction, manufacturers can create a closed-loop system, prolonging material life, decreasing environmental impact and improving resource efficiency.

During the 2024-25 cotton season, the Cotton Corporation of India (CCI) procured a total of ₹ 99.41 lakh bales as of March 25, 2025, out of total arrival of 260.11 lakh bales, benefitting over 21 lakh farmers with ₹ 37,450 Crore in payments.[6 7] Production trends during April to September 2024 remained largely stable compared to the previous year. Cotton-spun yarn output declined marginally by 1.15%, while the production of blended and non-cotton yarn output rose by 1.91% over that period.[8]

To strengthen the global branding of Indian Textile, the Government of India has registered the Kasturi Cotton India's brand as a trademark to give a unique identity to premium quality Indian cotton. Additionally, the successful organisation of Global Mega Textile Event BHARAT TEX 2025 in February, 2025, led by Textile Export Promotion Councils (EPCs) and supported by the Ministry of Textiles, Government of India showcased India's prowess as a premier textile manufacturing hub. The event highlighted the country's end-to-end value chain— from raw materials to finished products—reinforcing its role in the global textile ecosystem.

Outlook

The Indian government aims to triple textile exports by 2030, fuelling increased domestic manufacturing and processing. Demand for traditional and sustainable Indian textiles such as jute, hemp, cotton, khadi and silk, along with handmade textiles, is expected to grow significantly due to the global shift towards eco-conscious consumption. Green financing models will also play a vital role in scaling up these initiatives.

Approximately 22% of the budget is dedicated for PLI Scheme for Textiles. Out of the 74 applicants selected under the scheme, 24 are MSMEs, with a projected turnover of ₹ 2,16,760 cr., including exports over the scheme period.[9]

[4] https://kpmg.com/in/en/blogs/2025/02/rethinking-textile-sector.html#accordion-88b612a376-item-02359885d9

[5] https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf

[6] https://www.pib.gov.in/PressReleseDetail.aspx?PRID=2117114

[7] https://www.pib.gov.in/PressReleasePage.aspx?PRID=2120025

[8] https://texmin.nic.in/sites/default/files/MOT%20Annual%20Report%20English%20(07.11.2024).pdf

[9] https://www.pib.gov.in/PressReleseDetail.aspx?PRID=2117110

The sector also perfectly aligns with the Government's overall objectives of Make in India, Skill India, Women's Empowerment, Rural Youth Employment and inclusive growth. The industry produces about 22,000 million pieces of garments per year, with the market size projected to reach $350 billion by 2030, from the current $174 billion.

Recently, the Ministry of Textiles reported a 7% increase in textile and apparel exports, including handicrafts, from April to December 2024, compared to the same period the previous year. In line with the growth roadmap, the Indian textile market currently ranks fifth globally and the government is actively working to accelerate this growth to a rate of 15-20% over the next five years.[10] In addition, the Government of India is implementing Rebate of State and Central Taxes and Levies (RoSCTL) scheme and Remissions of Duties and Taxes on Exported Products (RoDTEP) across the textile value chain to enhance competitiveness by adopting principle of zero rated exports.

The Union Budget 2025-26 reflects strong government support, increasing allocation to the Ministry of Textiles by 19%, from ₹ 4,417.03 Crore in 2024-25 to ₹ 5,272 Crore, addressing long-standing challenges and unlocking new growth opportunities.[11]

Government Initiatives

Make in India

In the Union Budget 2024-25, the Government of India expanded support for domestic textile production by adding two more types of shuttle-less looms to the fully exempted textile machinery. This move is part of broader efforts to encourage local manufacturing, attract investments and promote exports in the textile sector.

Production Linked Incentive (PLI) Scheme

The PLI scheme, with an outlay of ₹ 10,683 Crore, has played a vital role in incentivising manufacturing, especially in technical textiles. It plays a crucial role in strengthening domestic manufacturing and enhancing global competitiveness.

PM Mega Integrated Textile Region and Apparel (PM MITRA)

The PM MITRA initiative aims to establish world-class industrial infrastructure for textile manufacturing through developing integrated large scale and modern infrastructure facilities for entire value-chain of the textile industry such as spinning, weaving, processing, garmenting, textile manufacturing, processing and textile machinery manufacturing.

National Technical Textiles Mission

The mission targets the advancement of textiles by 2026 through focused efforts on research, innovation and development, promotion, skilling and export promotion. Out of a budget of ₹ 1,480 Crore, 168 projects with a value of ₹ 509 Crore have been approved in the specialty fibres and technical textiles.

Amended Technology Upgrade Funds Scheme (ATUFS)

With a budget allocation of ₹ 17,822 Crore, ATUFS provides financial support to encourage capital investment and facilitate credit flow for technology upgrades in the textile sector, especially for MSMEs.

Scheme for Capacity Building in Textile Sector (Samarth)

The Ministry of Textiles, in partnership with the Ministry of Skill Development and Entrepreneurship, is facilitating skill training to workers in the textile industry. The Samarth portal has registered over 4.78 lakh users as of March 27, 2025. As of March 19, 2025, a total of 3.82 lakh beneficiaries have been trained and around 77.74% or 2.97 lakh have been placed in jobs.

Free Trade Agreements

India has so far signed 15 Free Trade Agreements (FTAs) including a recent agreement with the UK and six Preferential Trade Agreements (PTAs) with various trading partners. Ongoing negotiations are in place with major partners, including the US, European Union and Oman, to facilitate greater market access and export potential for Indian textiles.

Opportunities and Threats

Opportunities

Sustainability in Textile Manufacturing

India is well positioned to lead in sustainable textile production amid a global push for eco-friendly practices. Initiatives such as the UNIDO-GEF Textile Project, initiated at Bharat Tex 2025, emphasises the elimination

[10] https://www.pib.gov.in/PressReleasePage.aspx?PRID=2117470

[11] https://www.investindia.gov.in/team-india-blogs/union-budget-2025-26-strengthening-fabric-textile-industry

of toxic chemicals and adoption of circular manufacturing practices. Additionally, India's climate finance taxonomy approach is channelling green investments, further enabling producers to adopt organic cotton, recycling technologies and environmentally responsible production processes.

Digital Transformation and Industry 4.0

The integration of digital tools such as of AI, IoT and advanced automation is revolutionising the textile sector by enhancing efficiency, minimising waste and providing customised production at scale. These technologies are also optimising supply chains and customer engagement, which are essential to sustain competitiveness in international markets.

Export Growth Momentum

The nation's textile exports are expected to touch $65 billion by 2025, bolstered by low manufacturing costs and a skilled labour force. New opportunities are emerging through good performance in major markets such as the US, fuelled by rising demand and trade policy reforms.

Domestic expansion

The domestic home textiles market is experiencing strong growth, driven by rising disposable incomes, rapid urbanisation and a flourishing real estate sector. The segment is forecast to rise by 8-10% in FY25, offering manufacturers substantial opportunities to cater to evolving consumer preferences.[12]

Threats

Intensified Global Competition

India is under intense competition from Bangladesh, Vietnam and China in international textile markets. Vietnam's textile sector benefits from high labour productivity and cost efficiencies, while Bangladesh remains a powerful competitor despite the latest political turbulence. As these nations enhance their capabilities, India must innovate and improve cost-effectiveness to retain market share.

High Raw Material Costs

Cotton, viscose and polyester are the three major raw materials for textiles and are the costliest in India, primarily because of import duties in the value chain upstream. For instance, cotton prices in India remained 10-15% above international levels for much of 2024. Similarly, polyester and viscose fibres cost up to 36% and 16% higher than in China, respectively, largely due to import duties and inefficiencies in the upstream supply chain.

Trade Barriers and Regulatory Challenges

China's cloth exports to India grew by 8.79% during Q1 2024, which was due to Quality Control Orders (QCOs) on raw materials that inadvertently benefitted Chinese exporters. The QCOs resulted in non-tariff barriers impeding the free movement of specialised fibres and yarns, which led to shortages and increased domestic prices. Furthermore, complex export procedures and stringent compliance demands by Western buyers particularly strain smaller players and MSMEs.

Macroeconomic Uncertainty

International economic instability, such as prolonged inflation and elevated interest rates, has restrained consumer demand for non-essential items such as apparel. Additionally, geopolitical tensions, such as the Russia-Ukraine conflict and the Middle Eastern instability, have disrupted shipping lanes and elevated freight costs. These external pressures are compelling manufacturers to build more resilient, adaptive supply chains amid rising operational expenses.

Company Overview

Winsome Textile Industries Limited is a leading manufacturer specialising in yarns designed for knitting and weaving processes and specialised Yarn Dyed Knitted Fabrics. The Company's advanced manufacturing units, located in Baddi, manufacture a wide array of high-quality products, such as 100% cotton melange yarn, cotton-synthetic blended mélange yarns, speciality and dyed yarns (both carded and combed) and customised

[12] https://textileinsights.in/indian-home-textile-industry-poised-for-8-10-growth-in-fy25-2/

yarns tailored for downstream knitting and weaving processes. Additionally, the Company offers an extensive variety of raw white yarns, dyed yarns, fancy yarns, melange yarns, knitted fashion and striper fabrics. Trusted over 250 customers across 50 countries worldwide, Winsome Textile Industries Limited is recognised for its commitment to quality and reliability in the global textile market.

Financial Performance

The Company's financial performance witnessed improved Y-o-Y revenue from operations and net profit, amidst impact of ongoing headwinds in the textile sector. Revenue from operations surged by 5.09% from ₹ 823.32 Crore in FY24 to ₹ 865.23 Crore in FY25. EBITDA changed from ₹ 87.80 Crore in FY24 to ₹ 100.97 Crore in FY25. EBITDA margin changed from 10.66% to 11.67% over the same period. Net Profit stood at ₹ 28.07 Crore in FY25 against ₹ 18.69 Crore in FY24. Net Cash Flow from operations improved significantly, from ₹ 75.98 Crore in FY24 to ₹ 90.29 Crore in FY25. This improvement reflects the completion of major investments required for modernisation, which are expected to enhance operational efficiencies and optimise costs going forward. The Company's net worth stood at ₹ 303.19 Crore as on 31st March, 2025 compared to 275.06 Crore as on March 31, 2024. Total debt decreased from ₹ 286.03 Crore as on March 31, 2024 to ₹ 253.31 Crore as on March 31, 2025. Consequently, the debt-equity ratio was recorded at 1.75 as on March 31, 2025.

The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024

Particulars	Numerator	Denominator	31st March, 2025	31st March, 2024	% Variance
(a) Current Ratio,	Current Assets	Current Liabilities	1.25	1.25	0
(b) Debt-Equity Ratio,	Total Outside Liabilities	Shareholders' Equity	1.75	2.05	14
(c) Debt Service Coverage Ratio,	Earnings available for debt service (*)	Debt Service (**)	1.18	1.09	8
(d) Return on Equity Ratio, (%)	Net Profits after Taxes	Shareholders' Equity	9.26	6.79	36
(e) Inventory turnover ratio, (No. of Days)	Total Inventories	Revenue from Operations	134	139	4
(f) Trade Receivables turnover ratio, (No. of Days)	Total Net Trade Receivable	Revenue from Operations	51	53	4
(g) Trade payables turnover ratio, (No. of Days)	Total Net Trade Payables	Purchases & Consumption of Goods	123	126	2
(h) Net capital turnover ratio,	Revenue from Operations	Working Capital	8.58	8.29	4
(i) Net profit ratio, (%)	Net Profit before Taxes	Revenue from Operations	4.06	3.02	34
(j) Return on Capital employed, (%)	Earning before interest and taxes	Capital Employed (#)	19.22	15.79	22
(k) Return on investment, (%)	Income generated from long term investments	Average long term investments	20.00	20.00	0

(*) Earnings available for debts service = Profit after Tax before depreciation and interest on long term borrowings

(**) Debts Service = Repayment of long term borrowings and Gross Interest on long term borrowings

(#) Capital Emploted = Total book value of all assets less current liabilities

Reason of variance where the variance exceeds 25% as compared to previous years:

Return on Equity Ratio & Net Profit Ratio

Revival in domestic as well as export demand resulting in higher sales and stable raw material prices led to higher profit in current financial year as compared to last financial year.

Internal Control Systems and their Adequacy

The Company's internal audit system is continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee routinely reviews reports presented by the internal auditors. The committee notes the audit observations and takes corrective actions if necessary. It maintains a constant dialogue with the statutory and internal auditors to ensure effective operations of the internal control systems.

Human Resource

Winsome's continues to invest in its people with a strong focus on building capabilities, enhancing expertise, nurturing leadership skills and promoting a culture of continuous learning. The Company aims to position itself not only as a learning organisation but also as a delivery-oriented enterprise. Winsome shares a deep bond with a team of more than 2000 (employee strength including workers) members, many of whom have been associated with the Company for more than a decade.

Winsome organises technical, behavioural and management training programmes conducted by both internal specialists and external faculty. Additionally, employees are deputed for participation in training programmes organised by reputed institutions such as Confederation of Indian Industry (CII), PHD Chamber of Commerce and NITRA. Amid challenging market conditions, Winsome gives precedence to cost optimisation activities and process improvement, led by its robust Total Quality Management (TQM) programme and Quality Circle.

The Company remains committed to nurturing a positive and inclusive workplace culture, even during challenging times. The Company actively promotes team morale by organising employee engagement activities and celebrating festivals to reinforce team morale. Beyond day-to day motivation, Winsome places strong emphasis on the holistic well-being of its employees, including mental health support and personal development initiatives. In testimony to its dedication to skill building, Winsome is a Training Provider registered with the National Skill Development Corporation, providing programmes such as the Pradhan Mantri Kaushal Vikas Yojana (PMKVY) for new apprentices and Recognition of Prior Learning (RPL) for existing workers at its training centres at Baddi.

Risk Management

Business risk has the potential to impact prospects and performance to a considerable extent. The Company has in place an extensive, systematic risk management process to resolve this issue. Under this framework, Winsome identifies, classifies and prioritises different types of risks, such as operational, financial and strategic business risks in a systematic manner. Significant resources are devoted by the Company in mitigating and managing these identified risks in order to protect its business interests and guarantee sustainable growth.

Cautionary Statement

In this annual report, the Company has disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that it periodically makes, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. It has tried wherever possible to identify such statements by using words such as 'anticipates,' 'estimates,' 'expects,' 'projects,' 'intends,' 'plans,' 'believes' and words of similar substance in connection with any discussion of future performance. The Company cannot guarantee that these forward-looking statements will be realised, although it believes it has been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should kindly bear this in mind. The Company undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Board's Report

Dear Shareholders

Your Directors have pleasure in presenting the 44th Annual Report together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2025.

(₹ in Lacs)

Financial Highlights	Year ended 31.03.2025	Year ended 31.03.2024
Sales	86816.10	82576.39
Profit before Interest & Depreciation	10389.37	9023.94
Less : Interest	4644.69	4358.77
Profit/(Loss) before Depreciation	5744.68	4665.17
Less : Depreciation	2233.94	2177.70
Profit/ (Loss) before Tax	3510.74	2487.47
Less : Provision for Taxation - Current Tax/MAT	855.18	644.40
- MAT Credit	-	-
- Deferred Tax Liability/(Assets)	38.73	(8.21)
- MAT Credit earlier year/Charged Earlier Year	-	-
- Tax/MAT for earlier years	-	-
- Tax Adjustment for the earlier year	(190.06)	17.23
Net Profit/ (Loss) after Tax	2806.89	1868.51
Add : Surplus brought from previous year	5340.46	4958.18
Less: Adjustments & amounts transferred to General Reserves	1956.22	1486.23
	6191.13	**5340.46**
Appropriations :		
Proposed Dividend	NIL	NIL
Corporate Dividend Tax	NIL	NIL
Surplus Carried to Balance Sheet	6191.13	5340.46
	6191.13	**5340.46**

PERFORMANCE REVIEW/STATE OF AFFAIRS OF THE COMPANY, MODERNISATION AND EXPANSION

A) Yarn Spinning, Dyeing and Fabrics

During the year 2024-25, turnover of the Company has increased from Rs. 825.76 crores to Rs. 868.16 crores, an increase of 5.13 % over previous year. PAT has also improved from Rs.18.68 crores to Rs. 28.06 crores showing an increase of over 50 % as compared to previous year. Despite unending global and geopolitical conflicts in Europe, Middle East and elsewhere in world, our exports have also improved from Rs. 431.98 crores to Rs. 443.29 crores. Modernization project undertaken during previous years have yielded desired result in terms of increased production both in spinning and dyeing sections due to increased utilization / efficiency with improved quality. Despite not so good global situation, modernization project has helped the Company to achieve higher Turnover and higher PAT. The Company is also undertaking another modernization / expansion project at the cost of approx. Rs. 61 crores which would be met through bank funding of Rs 45 crores and Internal accruals of approx.. Rs. 16 crores. This expansion part would be used for facilitating production of value added cotton based mélange yarns and modernization part would help us in improving efficiency and reduction of waste. In addition to above benefits, we would become entitled to receive benefits under Himachal Pradesh Industrial Policy in the form of power concessions to our unit at Village kaundi, Near Baddi, Distt Solan, H. P. As envisaged in project, dye house production is inching up from 31.5 tons per day to 33 tons per day and during the year company has achieved highest ever production of over 11,000 MT. Expansion project has also resulted in improved operational efficiency and utilization. The Company is actively contributing to ZDHC roadmap to zero prg, reaffirming its commitment to sustainable practices. The Company has achieved progressive level in supplier to zero (STZ) program demonstrating responsible chemical management and sustainable manufacturing practices. During the year the company shifted to biofuels from pet coke thereby reducing carbon emissions and dependence on non-renewable energy sources. The Company has achieved 100 % compliance with all applicable parameters in the last five consecutive years of ZDHC clear stream (waste water) reports.

B) Hydro and Solar Power Projects

During the year 2024-25, Hydropower project at Manuni khad, Dhramshala (HP) has generated 112.13 lakh units as compared to previous year generation of 123.09 lakh units. Lower generation as compared to previous year was due to reduced rains in the catchment area. Entire units generated were Captively consumed in our plant at Baddi, Distt Solan H.P. During year under review solar plant installed with a capacity of 2.89 MW has generated 34.74 lakh units which were also Captively consumed at our spinning unit at Village kaundi, Near Baddi, Distt Solan H.P.

ACCOLADES AND RECOGNITIONS

We are very pleased to inform you that our company has been awarded the "Silver" award for exports of "Processed yarns" from India for the F.Y. 2022-2023 and 2023-2024 in Category-III (Above ₹250 Crores) by The Cotton Textile Export Promotion Council (TEXPROCIL). Now overall in India Winsome is at No.2 in exports of processed yarns.

SHARE CAPITAL

The Authorized Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lac) Equity Shares of ₹10/- each.

The paid up Equity Share Capital as at March 31, 2025 was ₹19,82,00,000/- (comprised of 1,98,20,000 equity shares of ₹10/- each). During the year under review, the Company has neither issued any shares nor granted stock options or sweat equity, preference shares and also not made any provision for purchase of its own shares by employees or by trustees.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan or provided any security/ guarantee as per section 186 of the Companies Act, 2013 during the year 2024-25. The Investments under section 186 of the Act are given in the Financial Statements forming part of the Annual Report.

PUBLIC DEPOSITS

The Company has not accepted /renewed any deposits from the public during the FY 2024-25.

DIVIDEND & RESERVES

Keeping in view to conserve resources, your Directors have not recommend any dividend for the FY 2024-25.

During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF Authority. Although, the unclaimed dividend and shares already transferred to the IEPF Authority by the Company in the previous years can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.

NUMBER OF MEETINGS HELD

The details of Board and Committee Meetings are given in the Corporate Governance Report.

DIRECTORS/ KEY MANAGERIAL PERSONNEL

Sh. Ashish Bagrodia, Chairman & Managing Director and Sh. Anil Kumar Sharma, Executive Director & CEO shall be liable to retire by rotation at the ensuing General Meeting, being eligible, they have offered themselves for re-appointment. During the financial year, Smt. Neena Singh, Non-Executive Independent Director Completed her statutory maximum permissible two consecutive terms on 26.03.2025 and ceased to be director of the Company. Sh. Akash Garg has been appointed as a Non-Executive Independent Director w.e.f. 13.02.2025 which has been duly approved by shareholders on 09.05.2025.

Furthermore, the current term of appointment of Sh. Ashish Bagrodia, chairman & Managing Director and Sh. Anil Kumar Sharma, Executive Director & CEO shall expire in January 2026 and February 2026 respectively. There re- appointment have been proposed in the forthcoming AGM. They required information have been provided in the notice of Annual General Meeting.

ANNUAL EVALUATION OF BOARD AND ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS.

As per Companies Act 2013 and Listing Regulations, Board has adopted formal mechanism for evaluating its performance and as well as that of its committees, individual Directors, including the Chairman of the Board in compliance of Companies Act 2013 and Listing Regulations. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board, its committee & members, their experience & competencies, performance of specific duties & obligations, governance. Broadly the performance of Non-Independent/Executive/ Whole Time Director(s) was evaluated on the basis of their own performance, expertise, intelligence, their qualitative & quantitative contribution towards operational achievements, organizational performance etc. The performance of Non-Executive Independent Directors were evaluated on the basis of their constructive participation's in Board/Committee/ General meetings, their informed & balanced decision-making, ability to monitor financial controls, systems & certain allied parameters. The annual performance evaluation of various Board Committees constituted under Companies Act & Listing Regulations was made on the basis of their respective terms of reference, discharge of functions, governance etc.

The separate Meeting of independent Directors was held on 12th February, 2025 to review the performance of Non-Independent directors including the Chairman and the Board as a whole as per Code of Independent Directors under Companies Act 2013 and

Listing Regulations. The Independent Directors also reviewed the quality, content and timeliness of follow of information between Management and the Board.

The Performance Evaluation Policy of Board of Directors is uploaded on the Company's website i.e. www.winsometextile.com under corporate policies.

REMUNERATION POLICY

The Board has on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their Remuneration. The said policy has been uploaded on the website of the Company. The Key provisions of Nomination and Remuneration policy are appended as an **Annexure I** to the Board's report.

AUDIT COMMITTEE

The company has duly constituted an Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations. The composition of the Audit Committee is given in Corporate Governance Report.

All the recommendations of the Audit Committee were accepted by the Board.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted the Whistle Blower Policy/Vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and Ethics. Such mechanism/ policy is also uploaded on the website of the Company i.e. www.winsometextile.com under the head "corporate policies".

AUDITOR'S REPORT

The auditor's report is self-explanatory and requires no explanation.

COST AUDIT & AUDITORS

M/s K.K. Sinha & Associates, Cost Accountants were appointed as Cost Auditors of your Company for auditing the cost accounts records for the financial year 2024-25 under provisions of Section 148 of the Companies Act, 2013. They are likely to submit Cost Audit Report within the prescribed time limit. Further the Company has made and maintained proper cost records as specified by the central government under sub-section (1) of section 148 of the Companies Act, 2013 for its business activities carried out during the year.

Furthermore, the Board has re-appointed M/s K.K. Sinha & Associates, Cost Accountants as Cost Auditors of the Company for the financial year 2025-26 on a remuneration of ₹75,000/- (Rupees Seventy Five Thousand Only) same as in the previous year subject to the approval of Shareholders. The Company has received written confirmation(s) from M/s K.K. Sinha & Associates, Cost Accountants, to the effect that their re-appointment, if made, would be in accordance of provisions of section 148 of Companies Act 2013 and that they are not disqualified for such appointment within the meaning of section 141 of Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014.

SECRETARIAL AUDIT & AUDITORS

Shri Ramesh Bhatia, Practicing Company Secretary was appointed to conduct the secretarial audit of the Company for the financial year 2024-2025 as required under Section 204 of the Companies Act, 2013 and Rules made there under. The secretarial audit report for FY 2024-25 is appended as an **Annexure II** to the Board's report. The Secretarial auditors' report for the year under review contain no adverse remarks, qualifications, hence no comments required.

Furthermore, the Board has appointment (subject to the approval of shareholders) Shri Ramesh Bhatia, Practicing Company Secretary as secretarial auditor of the Company for a period of five years in terms of Regulations 24 A of SEBI (LODR) Regulation 2015.

ANNUAL SECERTARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2024-25 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the stock exchanges within the prescribed time.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All Related Party transactions entered during the financial year were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee/ Board for its review/approval under omnibus approved route. There was no material contract or arrangement or transactions with Related Party during the year. Thus, disclosure in form AOC-2 is not required.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013, the rules there under and Listing Regulations. This Policy as considered and approved by the Board has been uploaded on the website of the Company at web link http://www.winsometextile.com/files/pdf/68-63-file.pdf.

PARTICULARS OF EMPLOYEES

The information under Section 197 read with Rule 5(1), 5(2) & 5(3) of Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 is appended as an **Annexure III** & **Annexure IV** to the Board Report.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on March 31, 2025 is available on the Company's website at web link http://www.winsometextile.com/annual-return.

INDUSTRIAL RELATIONS

The company maintained healthy, cordial and harmonious industrial relations at all levels.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has been addressing various risks through well-defined risk management policy/procedures, which in the opinion of the Board may threaten the existence of the Company. The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined framework.

The Company has formulated and adopted Risk Management Policy to prescribe risk assessment, management, reporting and disclosure requirements of the Company. The said policy is available on the website of the Company i.e. www.winsometextile.com.

INTERNAL FINANCIAL CONTROL SYSTEMS

The Company has laid down adequate internal financial controls with reference to financial statements. During the year such controls were tested and no material weakness in their operating effectiveness was observed.

Further, the Company has an adequate system of internal control system in place commensurate with its size and operations. It ensures that all transactions are authorized, recorded and reported correctly. To maintain its objectivity and independence, an in-house Internal Audit Department of Company continuously monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating system, accounting procedures and policies/SOP's at all the location of the Company. Significant audit observation and corrective actions thereon are presented to Audit Committee. The Audit Committee regularly reviews the reports submitted by Internal Audit Department.

ASSOCIATES AND SUBSIDIARIES

The Company has no Associates & Subsidiaries as on March 31, 2025.

OVERSEAS BRANCH

The Company has its branch office in Poland, which is operational since F.Y. 2018-19 and catering to textile market in central Europe.

CORPORATE GOVERNANCE AND COMPLIANCE WITH SECRETARIAL STANDARDS

As per the provisions of Listing Regulations, a separate Report on Corporate Governance practices followed by the Company together with a Certificate from the Practicing Company Secretary, confirming compliance forms part of this report. Furthermore, the Company has complied with Secretarial Standards issued by Institute of Company Secretaries of India on Board Meetings and General Meetings.

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

As required under Section 134(3)(m) of the Companies Act 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is appended as an **Annexure V** to the Board's Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the corporate social responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure VI** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is also part of this Annual Report. The CSR policy is available on website of Company at web link:

http://www.winsometextile.com/files/pdf/68-224-file.pdf.

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

There was no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 134(3)(c) and 134(5) of Companies Act, 2013, it is hereby confirmed that:

- in the preparation of annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards have been followed and that there are no material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit or loss of the Company for the year ended on that date;

- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequately and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors of the Company have submitted the Declaration of Independence, as required pursuant to provisions of section 149 of Companies Act 2013 and under Listing Regulations, stating that they meet the criteria of independence as provided in said section/relevant regulation.

STATUTORY DISCLOSURES

None of the Directors of Company are disqualified under the provisions of section 164 of Companies Act 2013 & rules made there under. The Directors have made the requisite disclosures, as required under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("hereinafter referred to as Listing Regulations").

INTERNAL COMPLAINT COMMITTEE (ICC)

The Company has constituted an Internal Complaint Committee (ICC) in all units of the company including corporate office to consider and resolve all sexual harassment complaints reported by any employees of the Company. The constitution of ICC is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the committee includes external members from NGOs with relevant experience. Investigation is conducted and decisions made by ICC at respective location, and senior woman employee is the presiding officer over every case. Half of the total members of ICC are women. The details of complaints pertaining to sexual harassment that were filed, disposed of and pending during the financial year are provided in the corporate governance report of this Annual Report.

MATERIAL CHANGES FROM END OF FINANCIAL YEAR TILL DATE OF REPORT

There are no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statements relate and the date of this Report.

DISCLOSURE REGARDING VOTING RIGHT NOT EXERCISED DIRECTLY BY THE EMPLOYEES

During the year under review, there is NIL disclosure as required under provisions of section 67 of Companies Act 2013.

OTHER DISCLOSURES

No disclosure or reporting is made in respect of the following items as there were no transactions during the year under review:

- There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or the Board under Section 143(12) of Act and Rules framed thereunder.
- Neither there is revision in the Financial Statements nor there is any change in nature of business.

EQUAL OPPORTUNITY EMPLOYER

Company has always provided a congenial atmosphere for work to all employees that is free from discrimination and harassment including sexual harassment. It has provided equal opportunities to all employees, workers without regard to their caste, creed, colour, marital status and sex.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion and analysis report, as required by Listing Regulations, forms part of the Annual Report.

ACKNOWLEDGEMENT

The Directors take this opportunity to express their deep sense of gratitude to the Customers, stakeholders, Central and State Governments for their continued guidance and support. Your Directors wish to place on record their appreciation for the support, dedication and hard work put in by every member of WINSOME Family.

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 08.08.2025

Annexure I

Nomination and Remuneration Policy of Winsome Textile Industries Limited

1. Introduction

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee to align the objectives and goals of the Company with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time-to-time) ('Listing Regulations').

2. Key Objectives of Policy

The Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time. The primary objective of this Policy is to provide a framework and set standards for the nomination and remuneration of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and functional skills amongst its Directors, Key Managerial Personnel and Senior Management and to remunerate them appropriately.

3. Applicability

This policy is applicable to :

1. Directors viz. Executive Directors, Non-executive Director, Whole Time Director, Managing Director and Independent Director
2. Key Managerial Personnel
3. Senior Management Personnel
4. Other Employees of the Company

4. Definitions

i "**Act**" means Companies Act, 2013 and rules thereunder, as amended time to time.

ii "**Board of Directors**" or 'Board', in relation to the Company, means the collective body of the directors of the Company including the Chairperson/Chairman of the Company.

iii "**Company**" means Winsome Textile Industries Limited

iv "**Committee**" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, in accordance with the provisions of Section 178 of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

v "**Compliance Officer**" means the Company Secretary and any officer of the Company

vi "**Director**" means a Director appointed to the Board of a Company.

vii "**Executive Director**" means the Managing Director, Whole-time Director, as the case may be and includes Directors who are in the full time employment of the Company.

viii "**Independent Director**" means a Director referred under provisions of Section 149 of the Companies Act, 2013 and rules thereunder and as provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

ix "**Key Managerial Personnel**" mean key managerial personnel as defined under the Companies Act, 2013 & rules made thereunder, including any amendment or modification thereof, and includes

i. Managing Director, or Chief Executive Officer or manager and in their absence, a whole time director;

ii. Company Secretary

iii. Chief Financial Officer and

iv. Such other officer as may be prescribed.

x "**Senior Management**" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

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

xii "**Policy or This Policy**" means "Nomination and Remuneration Policy."

xiii "**Interpretation**" The terms, words & expressions, that have not been defined in this Policy shall have the same meaning respectively assigned to them in the Companies Act, 2013, rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5. Major Functions of Nomination and Remuneration Committee

The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which shall make recommendations & nominations to the Board. In this regard, the said Committee, apart from other functions as assigned/delegated to it, shall look after the following functions:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To carry out/to perform such other function as may be necessary or appropriate or as may be assigned/ delegated/mandated to it by the Board from time to time and/ or enforced by any Statutory notification, Amendment or Modification, as may be applicable.

The aforesaid Policy shall ensure that:

(a the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

6. APPOINTMENT AND REMOVAL OF DIRECTOR'S, KMP'S AND SENIOR MANAGEMENT PERSONNEL

(1) Appointment criteria and qualifications:

A The Committee shall identify and ascertain the suitable person(s) and recommend to the Board his/her appointment/re-appointment for appointment as Director(s), KMP(s) or at Senior Management level.

B A person should possess adequate qualifications, expertise and experience for the position he/she is considered for appointment/re-appointment. The appointee may be assessed by the committee against a range of criteria which include but not limited to integrity, qualification, expertise, industry experience, inter-personal skill, and such other appropriate qualities of the person(s), as may be required, to handle/perform successfully the position so chosen with due regard for the benefits from diversifying the Board.

The Committee/Board has discretion to decide whether the qualification, knowledge, expertise, functional skill and experience etc. possessed by a person are sufficient / satisfactory for the concerned position.

C The Company shall appoint or re-appoint the Director/Managing Director/Whole-time Director/Manager in accordance with the provisions, rules and regulations as framed under the Companies Act 2013, rules made thereunder and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

D Appointment of Independent Director is subject to the compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules made thereunder, and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

(2) Term/Tenure :

(i) Managing Director/Whole-time Director/ Manager (Managerial Person):

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

(ii) Independent Director :

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

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

No Independent Director of the Company shall hold office after completion of the age of seventy five

years unless his appointment/continuation have been approved through a special resolution by the shareholders of the Company.

The term/ tenure of Independent Directors and reckoning of the limit of Companies, in which a person can appointed as Director, Independent Director, Managerial Person, as the case may be, shall be fixed or determined as per the provisions of Companies Act 2013, rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time.

(3) Letter of Appointment

Each Independent Director/KMP's/Senior Management Personnel, as the case may be, is required to sign the Letter of appointment with the Company containing the terms & conditions of his/her appointment/re-appointment and the role/profile assigned in the Company.

(4) Removal

Due to reasons for any disqualification(s) mentioned in the Companies Act, 2013, rules made thereunder, under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any other laws, rules & regulations, the Committee may recommend to the Board with reasons recorded in writing, for removal of Director and for removal/termination/suspension/dismissal of KMP's or Senior Management Personnel subject to the compliance of applicable Acts, Rules & Regulations, if any.

Although for removal//termination/suspension/dismissal of KMP's or any other Senior Management Personnel of the Company, the Committee may, if so required, refer the HR Policy of the Company.

(5) Retirement

The Director, KMP's and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and as per the prevailing HR policy of the Company, as amended time to time. The Board shall have the discretion to retain the Director, KMP's, Personnel of Senior Management in the same position/ role, remuneration or otherwise, even after attaining the retirement age, in the bonafide interest and for the benefit of the Company, if so required.

7. PROVISIONS RELATING TO REMUNERATION OF DIRECTORS, KMP's, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

The Guiding Principle is that the level and composition of remuneration shall be reasonable & sufficient so as to attract, retain, motivate Directors, Key Managerial Personnel's, Senior Management Personnel & other employees. The Directors, Key Managerial Personnel's, Senior Management Personnel & other employee's salary shall be based & shall be determined on the basis of individual person's qualifications, profile, related experience, responsibilities, role in the organization and his/her performance and in accordance with the limits as prescribed Statutorily, if any.

Further, the Nomination & Remuneration Committee while determining the individual remuneration packages/structure for Directors, KMP's, Senior Management Personnel and for other employees of the Company shall consider all relevant factors including but not limited to Company's HR Policy, market survey, business performance & prevailing practice in comparable companies, benchmarks fixed for same grade of employees, particular industry growth, prevailing laws, government guidelines and also having due regard to financial health/profitability of the Company,

7A General Provisions:

i The remuneration/compensation/commission etc. to Directors, KMP's, Senior Management Personnel shall be determined by the Committee and recommended to the Board for approval. The remuneration of Senior Management Personnel shall be as per remuneration policy as amended from time to time.

ii The remuneration /compensation/commission etc. to be paid to Directors, shall be as per the Statutory provisions of Companies Act, 2013, and rules made thereunder for the time being in force and shall be subject to the approval of shareholders of the Company, as required by the law for the time being in force.

iii Where any insurance is taken by a company on behalf of its Managing Director, Whole-time Director, Manager, Directors, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

7B Specific Provisions regarding remuneration to Directors, KMP's, Senior Management Personnel and Other Employees :

(1) Fixed Pay/ Base Compensation

i Directors, KMP's and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of Committee in accordance with the provisions of Companies Act, 2013, and the rules made thereunder for the time being in force. The basic pay, break-up of remuneration structure, quantum of perquisites, perks, allowances & certain other statutory/non statutory benefits

etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be approved by the shareholders and Central Government, wherever required/applicable.

ii Increments to the existing remuneration structure if any shall be approved by the Committee for KMP's and Senior Management Personnel and for other employees of the Company. However increments to the Whole Time Director, Managing Director, Executive Director or Manager (as the case may be) shall be within the limits/slabs as approved by the Shareholders in their general meeting & shall be paid in accordance with their respective terms and conditions of appointment/re-appointment.

The increments shall be effective from 1st April in respect of Whole-time Director, Managing Director, Executive Director (as the case may be) as well as in respect of other employees of the Company, unless otherwise decided.

iii The Committee may refer Company's HR Policy, if so required, in respect of aforesaid matters.

(2) Minimum Remuneration

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Whole Time Director or Manager in accordance with the provisions of Schedule V of the Companies Act, 2013 & rules made thereunder, as amended from time to time, subject to the required approval(s).

(3) Provisions for excess remuneration

If Managing Director, Whole Time Director or Manager draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 & rules made thereunder, as amended from time to time, subject to the approval of shareholders, wherever required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for and on behalf of the Company.

7C Remuneration to Non-Executive / Independent Directors

i Remuneration / Commission

The remuneration / commission shall be in accordance with the Statutory Provisions of the Companies Act, 2013, and the rules made thereunder and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended time to time for the time being in force.

ii Sitting Fees

The Non- Executive / Independent Directors may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Further the boarding, lodging, traveling expenses & out of pocket expenses, if any shall be reimbursed to the Non- Executive/ Independent Directors on actual basis, residing out of Chandigarh.

iii Stock Options

Pursuant to the provisions of the Companies Act, 2013 & rules made thereunder, an Independent Director shall not be entitled to any stock option of the Company.

8. Review and Amendment

The Nomination and Remuneration Committee shall periodically review the Nomination and Remuneration Policy. The Board of Directors after considering the recommendations of Nomination and Remuneration Committee is empowered to amend this policy either in whole or in part, at any time consistent with requirements of applicable laws, rules and regulations.

Annexure II

FORM NO.MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL

YEAR ENDED 31ST MARCH 2025

Pursuant to section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

To,
The Members,
Winsome Textile Industries Limited
1, Industrial Area, Baddi-173205
Distt Solan (H.P.)
CIN NO : L17115HP1980PLC005647

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Winsome Textile Industries Limited,** Baddi. (H.P.) (Hereinafter called the company) for the financial year ended on March 31, 2025. (the audit period). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of Winsome Textile Industries Limited's Books, Papers, Minutes Books , Forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion , the company has, during the audit period covering the financial year ended on 31/03/2025 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:

1. I have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company for the financial year ended on 31/03/2025 according to the provisions of:

   i) The companies Act, 2013 (the Act) and the rules made there under.

   ii) The Securities Contracts (Regulations) Act, 1956 (SCRA) and the rules made there under,

   iii) The Depositories Act, 1996 and the Regulations and Bye Laws framed there under:

   iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the Extent of Foreign Direct Investments, Overseas Direct Investment, and External Commercial borrowings.

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

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

   (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with clients.

   (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations 2014, (Not applicable during the period of Audit)

   (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (Not applicable during the period of Audit)

   (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018, (Not applicable during the period of Audit)

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

   (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021 (Not applicable during the period of Audit)

   (I) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

2. I have relied on the representation made by the company and its officers for systems and mechanism put in place by the company for compliance under the applicable act, laws and regulations to the company

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

   A). Secretarial Standards issued by The Institute of Company Secretaries of India, related to Board Meeting and General Meeting together with the relaxations as given during the year under review,

   B) The erstwhile Listing Agreements entered by the Company with Bombay Stock Exchange Limited, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   - During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that one form CHG I was filed late with MCA with additional filing fee.

   - Compliance with the Secretarial Standards is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit. I have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of the secretarial records. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company and the observations, if any, made by the statutory auditors in their report under review.

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, non – Executive Directors, Women Directors and Independent Directors. The changes in the composition of the Board of Directors 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, generally, sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

- I further report that based on review of compliance mechanism established by the company and on the basis of compliance certificates issued thereon and taken on record by the Board of directors, I am of the opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, suits, rules, regulations, and guidelines.

- The report is read with my letter of even date annexed as Annexure A with the report and forms an integral part of this report.

  I, further certify that the company has complied with the maintenance of the Structured Digital database (SDD) as required to be maintained under Regulation 3(5) and 3 (6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Signature : sd/-
Name : **RAMESH BHATIA**
FCS No. : 2483
C P No. : 1917
UDIN NO : F002483G000374943

Place: Chandigarh
Date: 17.05.2025

"Annexure A"

To,
The Members,
Winsome Textile Industries Limited
1, Industrial Area, Baddi-173205.
Distt Solan H.P.
CIN NO: L17115HP1980PLC005647

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

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

2. We 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 was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Wherever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

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

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the Management has conducted the affairs of the company.

Signature : sd/-
Name : **RAMESH BHATIA**
FCS No. : 2483
C P No. : 1917
UDIN NO : F002483G000374943

Place: Chandigarh
Date: 17.05.2025

Annexure III

INFORMATION PURSUANT TO SECTION 197 OF COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

(I) Ratio of remuneration of each Director to the median remuneration of Employees of Company for F.Y. 2024-25:

Sh. Ashish Bagrodia 56.49:1
Chairman & Managing Director
Sh. Anil Kumar Sharma 32.88:1
Executive Director and CEO

(II) The percentage increase/ (decrease) in remuneration of each Director, CEO, CFO & CS during F.Y. 2024-25:

S. No.	Name	Designation	% increase/ (decrease) in Remuneration
1	Sh. Ashish Bagrodia	CMD	*16.36
2	Sh. Anil Kumar Sharma	ED & CEO	7.37
3	Sh. Sanjay Kumar Kedia	CFO	5.75
4	Sh. Videshwar Sharma	CS	5.69

*Excluding Commission

Except Sh. Ashish Bagrodia, and Sh. Anil Kumar Sharma, remaining Board Members are Non-Executive Independent Directors and entitled for sitting fees only. The details of sitting fees paid to Non-Executive Independent Directors are provided separately in Corporate Governance Report. Therefore the ratio of remuneration and percentage increase for Non-Executive Independent Directors is not considered for aforesaid purposes at point no. (I) & (II).

(III) The percentage increase/ (decrease) in the median remuneration of employees for F.Y. 2024-25: (2.90%)

(IV) The number of permanent employees on the rolls of company as on 31st March 2025: 2548

(V) Average percentile increase/ (decrease) already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase/ (decrease) in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase/ (decrease) in the managerial remuneration.

During the year under review salaries/wages of employees other than the managerial personnel in F.Y. 2024-25 were increased by 9.66%, whereas the percentage increased in the managerial remuneration was by *12.88%. The remuneration to employees and to managerial personnel commensurate with industry standards & as per nomination & remuneration policy of Company.

*Excluding Commission

(VI) It is hereby affirmed that the remuneration paid during the F.Y. 2024-25 is as per the Remuneration Policy of Company.

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 08.08.2025

Annexure IV

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF COMPANIES ACT 2013 READ WITH RULE 5(2) & 5(3) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

I	II	III	IV	V	VI	VII	VIII	IX	X	XI
Name	**Designation**	**Remuneration received**	**Nature of employment**	**Qualifications**	**Experience**	**Commencement of employment**	**Age**	**Last employment held**	**Percentage of equity shares held in Company**	**Whether such employee is a relative of any director or manager of the company**
Shri Ashish Bagrodia	CMD	# ₹ 189.23 Lacs	Whole Time	B.E. (Mech.) Hons.	30 years	01st October 1996	55 years	NIL	0.25% (49220 Shares)	-
Shri Anil Kumar Sharma	Executive Director & CEO	₹ 110.14 Lacs	Whole Time	B.Tech & MBA	45 years	01st October 1985	71 years	Mahavir Spinning Mills Ltd.	0.0002% (50 shares)	N.A.
Top Ten Employees of the Company (Remuneration Wise)										
Shri Anil Kumar Sharma	Executive Director & CEO	₹ 110.14 Lacs	Whole Time	B.Tech & MBA	45 years	01st October 1985	71 years	Mahavir Spinning Mills Ltd.	0.0002% (50 shares)	N.A.
Shri Sanjiv Vikram Dutt	SVP- Raw Material	₹ 48.75 Lacs	Whole Time	Graduate	36 years	30 April 2007	55 years	Ginni Filaments Ltd.	0.0002 % (50 shares)	N.A.
Shri Sanjay Kumar Kedia	SVP - FINANCE (CFO)	₹ 49.67 Lacs	Whole Time	B.Com, CA	25 years	21st May 2009	50 years	Limtex Group	0.0001% (20 shares)	N.A.
Shri Alok Mishra	SVP-Exports	₹ 47.22 Lacs	Whole Time	Masters in International Business	28 years	21st January 2009	53 years	Indorama Synthetics TBK	0.0001% (10 shares)	N.A.
Shri Vipin Bathla	SVP-Marketing	₹ 46.36 Lacs	Whole Time	MBA	29 years	11th April 2011	53 years	Spentex Ind Ltd.	Nil	N.A.
Shri Jugal Kishor Sharma	SVP- Technical	₹ 46.20 Lacs	Whole Time	Diploma in Textile Tech.	36 years	1st May 1998	56 years	Shreyans Spinning Mills	Nil	N.A.
Shri Amit Kumar Yadav	AVP-Dye House	₹ 42.92 Lacs	Whole Time	B. Tech Textile Chemistry	20 Years	02-Jul-2012	43 years	Sainath Texport Limited	Nil	N.A.
Shri Ashwani Sharma	VP- Marketing	₹ 39.8 Lacs	Whole Time	B. Tech.	35 years	14- Nov- 2022	55 years	RSWM LTD. Bhilwara Raj	Nil	N.A.
Shri Harjeet Singh Rana	VP- HR	₹ 38.46 Lacs	Whole Time	BA, LLB, PG-HR & MBA	29 Years	09-Aug-2016	54 Years	Hero Cycles Ltd.	0.000025% (5 shares)	N.A.
Shri Raj Kumar Sharma	Sr. GM	₹ 37.73 Lacs	Whole Time	Msc (CS), MCA & MBA	30 Years	18-March-2013	53 Years	Paayas Milk Producer Co. Ltd.	0.0001% (25 shares)	N.A.

#Excludes Commission of ₹ 37.44 Lacs.

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 08.08.2025

Annexure V

INFORMATION PURSUANT TO SECTION 134(3) OF COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES 2014 REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

(A) CONSERVATION OF ENERGY :

(i) The steps taken or impact on conservation of energy:

The Company is making continuous efforts on ongoing basis for energy conservation by adopting innovative measures to reduce wastage and optimize consumption. All efforts are made for installing energy saving devices wherever required by the Company. Some of major initiatives are like:

(a) Installation of 30 nos. LED light tube rod 20W in Staff Colony with an investment of Rs.4500/- which saved 504 KWH/per annum resulting in power saving of Rs.3679/-.

(b) Optimization of Suction Pressure from 45 hPa to 40 hPa in 20 no Auto Coners AC338 & AC6, which saved 56152 KWH/per annum resulting in power saving of Rs.409911/-.

(c) Replacement of Energy Efficient Centrifugal Fan in Shed-6 Carding WCS with an investment of Rs.650000/- which saved 93720 KWH/per annum resulting in power saving of Rs.684156/-.

(d) Installation of new Pump along with VFD in shed-4 Winding H-plant with an investment of Rs.300000/-which saved 30360 KWH/per annum resulting in power saving of Rs.221628/-

(e) Elimination of Compressed air consumption in Brine Preparation, which saved 11449 KWH/per annum resulting in power saving of Rs.83579/-.

(f) Replacement of Shed-2 Carding Duct Pipe line in Carding Shed 2, with an investment of Rs.500000/-which saved 41580 KWH/per annum resulting in power saving of Rs.303534/-.

(ii) The steps taken by the company for utilizing alternate sources of energy:

D.G. Set and grid power etc. is generally used by the Company with regard to alternate source of energy.

Implication of energy management system by use of KWH meters to reduce unnecessary usage of electricity by end users etc.

Apart from Grid power, DG sets a standby power. Further, Company has also used another source of energy of Captive power from Manuni HEP 3.5MW through Open access system.

(iii) The capital investment on energy conservation equipment's:

The capital investment on energy conservation equipment's was Rs. 14.55 Lacs.

(B) TECHNOLOGY ABSORPTION:

(i) Efforts made towards technology absorption :

(a) New Card machines LC361: 02 no, state of art machine purchased, with latest technology having measure such as energy saving and high productivity to produce high value added yarn.

(b) New Draw Frames LMW LDF3 2S: 01 nos purchased, with latest technology to increase the production and Quality sliver.

(c) New Rewinding machine SSM CWXW: 01 no, state of art machine purchased, with latest technology having measure such as energy saving and high productivity.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

There has been benefit in respect of quality and output of the product which ultimately result to reduce wastage and avoid product complaints.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of financial year) : Nil.

(iv) The expenditure incurred on Research and Development :

Expenditure on R&D	(₹ In lacs)
Capital	115.35
Revenue	671.84
Total	787.19
Total R&D Expenditure as a percentage of Total Turnover = 0.90 %	

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Foreign Exchange earned in terms of actual inflows during F.Y. 2024-25 ₹ 44329.74 Lacs.

The Foreign Exchange outgo in terms of actual outflows during F.Y. 2024-25 ₹ 6272.37 Lacs

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 08.08.2025

Annexure VI

Annual Report on Corporate Social Responsibility (CSR) activities for F.Y. 2024-2025

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) rules, 2014]

1. Brief outline on CSR Policy of the Company:

It is the Company's intent to establish itself and remain as a responsible corporate entity conscious of its social responsibilities towards its work force, society and environment. Corporate Social Responsibility (CSR) policy has been framed under provisions of Section 135 of Companies Act 2013 & rules made there under which have following major objectives:-

- To identify and formulate projects and areas in response to the needs of society and to implement them with full involvement and commitment in a time bound manner.
- To adopt an approach that aims at achieving a greater balance between social and economic development.
- To implement CSR Activities/CSR programmes primarily in the economic vicinity Company's operations with a view to ensuring the long term sustainability of such activities.
- Contribution to the society at large by way of socio-economic activities and social awareness ensuring that benefits reach the targeted beneficiaries.

To comply with the requirements of Companies Act and all other applicable Acts, Rules, Regulations framed by the Government time to time.

The CSR activities may be focused not just around units/plants and offices of the Company, but also in other geographies based on the needs of the communities/society. In pursuance to CSR Policy, Company has decided to undertake all or any of prescribed activities/activity/sub-activity, as mentioned in Schedule VII of the Companies Act 2013 and rules made thereunder, (as amended), either directly or through Winsome Textile Social Trust. Winsome Textile Social Trust is established by the Company for carrying out CSR activities of the Company as per the provisions of section 135 and Schedule VII of the Companies Act, 2013 and rules made there under as amended and also fulfills the criteria laid down under Companies (CSR Policy) Rules 2014. The Corporate Social Responsibility (CSR) Committee of Company constituted under provisions of section 135 of Companies Act 2013 and rules made thereunder regularly monitor/review the CSR activities, its mechanism on quarterly basis. CSR policy is available on Company's website at weblink: http://www.winsometextile.com/files/pdf/68-224-file.pdf

2. Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Ashish Bagrodia	Chairman and Managing Director- Chairman of Committee	4	4
2	Mr. Anil Kumar Sharma	Executive Director and CEO – Member of Committee	4	4
3	Mrs. Neena Singh	Independent Director-Member of Committee	4	4

3. The web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company: http://www.winsometextile.com/investors-information

4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. **NOT APPLICABLE**

5. (a) Average net profit of the company as per sub-section (5) of section 135. : **4300.88 Lacs**

(b) Two percent of average net profit of the company as per sub-section (5) of section 135. : **86.00 Lacs**

(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. : **NIL**

(d) Amount required to be set-off for the financial year, if any. : **53.51 Lacs**

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. : **32.49 Lacs**

(f) Balance Cumulative amount (up to 31.03.2025) available for set-off in succeeding Financial Years : **48.84 Lacs**

6. (a) Amount spent on CSR Projects (both Ongoing Project and Other than Ongoing Project). : **81.33 Lacs**

(b) Amount spent in Administrative Overheads. : **0.19 Lacs**

(c) Amount spent on Impact Assessment, if applicable. : **NA**

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]. : **81.52 Lacs**

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
81.33 Lacs	NIL	NA	NA	NIL	NA

(e) Excess amount for set-off, if any:

S. No.	Particular	Amount (in ₹) (Lacs)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	86.00
(ii)	Total amount spent for the Financial Year	81.33
(iii)	Amount set off (being excess spent during previous Financial Years)	53.51
(iv)	Excess amount spent for the Financial Year [(iii+ii)- (i)]	48.84
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(vi)	Amount available for set off in succeeding Financial Years [(iv-(v)]	48.84

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub- section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub- section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1	NIL	NIL	NA	NIL	NA	NIL	NA
2	FY-2	NIL	NIL	NA	NIL	NA	NIL	NA
3	FY-3	NIL	NIL	NA	NIL	NA	NIL	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **NO**

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address
NA							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135. **NOT APPLICABLE**

Sd/-
Ashish Bagrodia
Chairman and Managing Director
(Chairman CSR Committee).

Sd/-
Anil Kumar Sharma
Executive Director and CEO
(Member CSR Committee)

Place: Chandigarh
Date: 08.08.2025

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The principles of Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company over the long-term. The Company's philosophy on corporate governance oversees business strategies, ensures fiscal accountability, ethical corporate behavior, fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company has established procedures and systems to be fully compliant with the requirements stipulated by the Securities and Exchange Board of India under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ["SEBI (LODR) Regulations"]. The principles governing the disclosures and obligations have been implemented in a manner so as to achieve the objectives of Corporate Governance.

Strong leadership and effective corporate governance practices have been the Company's hallmark inherited from the winsome culture and ethos. The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act"). The Company's corporate governance philosophy has been further strengthened by the Winsome Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Insider Trading Code").

2. THE BOARD OF DIRECTORS

The Board of your Company has an optimum combination of Executive and Non-Executive Directors so as to have a balanced structure. As on 31st March 2025, the Board of Directors consists of Six Directors, out of which one is Promoter Director (Executive Chairman & Managing Director), one is Executive Director & CEO (Whole Time Director) and four are Non-Executive-Independent Directors out of them there is one woman Director. None of the Directors have any inter-se relationship among themselves. None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("hereinafter referred to as Listing Regulations") across all the companies in which they are Directors. The necessary disclosures regarding committee memberships have been made by all the Directors. The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act 2013 and rules made thereunder and meet with requirements of Listing Regulations.

During the Financial Year 2024-2025, Six Board Meetings were held. These meetings were held on 17th May, 2024, 12th August, 2024, 07th November,2024, 28th November, 2024, 12th February, 2025, 24th March, 2025. As stipulated by Code of Independent Directors under Companies Act 2013 and under Listing Regulations, a Separate Meeting of Independent Directors was held on 12th February, 2025 to review the performance of Non-Independent Directors including the Chairman and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of flow of information between Management and the Board.

The names and categories of Directors on the board, their attendance at Board Meetings during the year and at the last Annual General Meeting, number of Directorships, Committee memberships/ Chairmanship held by them in other Companies are given as under:

Name of Director	Position	Category	Attendance Particulars		Directorship in Other Companies	Membership/ Chairmanship of the Committees of the Board in Other Companies #			List of Directorship held in other Listed Companies and Category of Directorship
			Board Meeting	Last AGM		Membership	Chairmanship	Total	
^Sh. Ashish Bagrodia	Chairman & MD	Promoter-Executive	6	Yes	1	-	-	-	-
Smt. Neena Singh	Director	Independent	6	Yes	-	-	-	-	-
Smt. Manju Lakhanpal	Director	Independent	6	Yes	-	-	-	-	-
Shri Umesh Chander Sharma	Director	Independent	6	Yes	-	-	-	-	-

Name of Director	Position	Category	Attendance Particulars		Directorship in Other Companies	Membership/ Chairmanship of the Committees of the Board in Other Companies #			List of Directorship held in other Listed Companies and Category of Directorship
			Board Meeting	Last AGM		Membership	Chairmanship	Total	
Shri Kapil Khanna	Director	Independent	6	No	1	-	-	-	-
Shri Anil Kumar Sharma$	Executive Director & CEO	Executive	6	Yes	4*	2	2	4	Majestic Auto Limited (Independent Non-Executive Director)
Shri Akash Garg	Director	Independent	1	No	2	-	-	-	-

*: Directorship includes Private Limited Companies also.

#: The committees considered for the above purpose are Audit Committee and Stakeholders Relationship Committee.

^ : Shri Ashish Bagrodia, Chairman & Managing Director shall be liable to retire by rotation at the ensuing General Meeting, being eligible, he has offered himself for re-appointment.

$ Shri Anil Kumar Sharma, Executive Director and CEO shall be liable to retire by rotation at the ensuing General Meeting, being eligible, he has offered himself for re-appointment.

The Board has identified the following skills / expertise / competencies fundamentals for the effective functioning of the Company which are currently available with the Board:

Leadership:	Extant leadership experience for a significant enterprise resulting in a practical understanding of organization processes, strategic planning and risk management Planning succession, driving change and long term growth.
Governance:	Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values
Strategy and Planning:	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments.
Global Business:	Understanding, of global business dynamics, across various geographical markets, industry verticals and regulatory jurisdictions.
Gender, ethnic, national, or other diversity.	Representation of gender, ethnic, geographic, cultural, or other prospective that expand the Board's understanding of the need and viewpoints of our customers, partners, employees, governments and other shareholders worldwide.
Financial:	Leadership of financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation and financial reporting process, or experience in actively supervising a principle financial officer, principle accounting officer controller, accountant, Auditor or person performing similar function.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

In terms of requirement of Listing Regulations, the Board has identified the following skills/expertise/ competencies of the Directors as given below. However, the absence of mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Key Board Qualification	Area of Expertise					
Name of the Director	**Leadership**	**Governance**	**Strategy and Planning**	**Global Business**	**Gender, ethnic, national, or other diversity**	**Financial**
Sh. Ashish Bagrodia, Chairman and Managing Director	✓	✓	✓	✓	✓	✓
Smt. Neena Singh Non-Executive Independent Director	✓	✓	✓	-	✓	✓
Smt. Manju Lakhanpal Non-Executive Independent Director	✓	✓	✓	-	✓	✓
Sh. Kapil Khanna, Non–Executive Independent Director	✓	✓	✓	-	✓	✓
Sh. Umesh Chander Sharma Non – Executive Independent Director	✓	✓	✓	-	✓	✓
Sh. Anil Kumar Sharma, Executive Director & CEO	✓	✓	✓	✓	✓	✓
Sh. Akash Garg, Non- Executive Independent Director	✓	✓	✓	-	✓	✓

3. INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information about the Company. All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information including minimum information as stipulated under Regulation 17(7) of Listing Regulations to the extent it is applicable & relevant and documents to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees for the information of Board. The Board reviews the declarations/reports made by the Management regarding compliance with applicable laws on quarterly basis as well as steps taken by the Company to rectify instances of non-compliances, if any. Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments for necessary action.

4. SUCCESSION PLAN

The Board of Directors have satisfied itself that plans are in place for orderly succession for appointment to the board and to Senior Management. The Company's Policy on succession plan is available on its website viz. www.winsometextile.com.

5. MAXIMUM DIRECTORSHIP & TENURE OF INDEPENDENT DIRECTORS

The maximum tenure of Independent Directors is in compliance with the Companies Act 2013. The Company has issued formal letters of appointment to all the Independent Directors. At the time of appointment of an independent director, it was ensured that the number of Boards on which such independent director serves is restricted to seven listed companies as an independent director and three listed companies as an independent director in case such person is serving as a whole-time (executive) director of a listed company. The terms & conditions of appointment of independent directors are available on Company's website viz. www.winsometextile.com.

6. CODE OF CONDUCT

The Company is committed to conduct its business in accordance with the pertinent laws, rules and regulations and with the highest standards of business ethics. The Company has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct is posted on Company's website viz. www.winsometextile.com. All Board members and Senior Management Personnel have affirmed compliance with the Code. A declaration signed by Executive Director and CEO of the Company to this effect is enclosed at the end of this report.

7. CODE(S) FOR PREVENTION OF INSIDER TRADING

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Code is applicable to Promoters and Promoter's Group, all Directors, KMP's and Designated Employees etc. who are expected to have access to unpublished price sensitive information relating to Company. The Code lays down guidelines advising them on procedures to be followed and disclosures to be made while dealing with the shares of Company and cautioning them about the consequences of violations. The Company Secretary is responsible for implementation of this code. During the year under review, there has been due compliance with the said code. The Company has also formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The same is also posted on Company's website viz. www.winsometextile.com.

8. CEO AND CFO CERTIFICATION

As per Regulation 17 of Listing Regulations, the Executive Director and CEO and Chief Financial Officer (CFO) of the Company have issued certificate pursuant to the provisions of Listing Regulations certifying that the financial statements and notes thereon do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is attached herewith and forms part of the Annual Report.

9. COMMITTEES OF THE BOARD

The Board of Directors have constituted various Board Committees in compliance of Companies Act as well as Listing Regulations/ Listing Agreement to deal with specific areas and activities as stipulated under the Companies Act and Listing Regulations. The Board Committees meet at regular intervals, takes necessary steps to perform its duties/functions entrusted by the Board.

(A) Audit Committee

Audit Committee functions in accordance with terms of reference as set out under Listing Regulations read with provisions of Section 177 of Companies Act, 2013 & rules made thereunder and additional responsibilities assigned to it by Board of Directors of the Company. The Committee reviews the internal audit reports and findings of internal auditors along with the comments of management. The functions of the Audit Committee inter-alia includes approving and implementing the audit procedures, effective supervision of Financial Reporting System, Whistle Blower Mechanism, approval/review of related party transactions, Internal Control and Procedures, Recommending appointment of Statutory Auditors, Cost Auditors & Secretarial Auditors to Board and also ensuring compliances with applicable regulatory guidelines etc. The maximum gap between any two meetings was less than one hundred & twenty days.

During the financial year 2024-2025, Four Audit Committee meetings were held on 17th May, 2024, 12th August, 2024, 07th November, 2024 and 12th February, 2025.

The composition, names of members, chairperson, particulars of the meetings and attendance of the members during the financial year are as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2024-2025
1	Sh. Umesh Chander Sharma, Chairman	Independent/ Non-Executive	4
2	Smt. Neena Singh, Member	Independent/ Non-Executive	4
3	Sh. Ashish Bagrodia, Member	Executive Director	4
4	Sh. Kapil Khanna, Member	Independent/ Non-Executive	4

The meetings of Audit Committee were also attended by the Executive Director and CEO, Chief Financial Officer, Statutory Auditors, Cost Auditors, Secretarial Auditors and Internal Auditors as special invitees. The Company Secretary acts as Secretary to the Audit Committee.

(B) Nomination and Remuneration Committee

The Nomination and Remuneration Committee functions in accordance with the terms of reference as set out under Listing Regulations read with provisions of Section 178 of Companies Act, 2013 & rules made thereunder. The functions of Nomination and Remuneration Committee include formulation of criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to remuneration of directors, key managerial personnel and other employees etc.

The Nomination and Remuneration Committee met three times during the financial year ended 31st March, 2025 on 12th August, 2024, 12th February, 2025 and 24th March, 2025. The details of Composition, category and attendance is as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2024-2025
1	Smt. Manju Lakhanpal, Chairman	Independent/ Non-Executive	3
2	Sh. Kapil Khanna, Member	Independent/ Non-Executive	3
3	Sh. Umesh Chander Sharma, Member	Independent/ Non-Executive	3

The Company Secretary acts as Secretary to the Committee.

Remuneration Policy

The remuneration paid to Executive Director(s) of the Company is approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee & subsequently approved by shareholders in General Meeting. The Company's remuneration strategy is market-driven and aims at attracting and retaining high caliber talent. The strategy is in consonance with the existing industry practice and is directed towards rewarding performance & achievements. In accordance with the provisions of Section 178 of Companies Act 2013 and Listing Regulations, the Company has adopted Nomination & Remuneration policy for Directors, KMPs, Senior Management Personnel & other employees of the Company upon the recommendations of Nomination and Remuneration Committee. The said policy is also posted on Company's website viz. www.winsometextile.com.

i) Remuneration of Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Sitting Fees and reimbursement of expenses for participation in the Board/Committee meetings. The Non-Executive Directors are entitled to sitting fees of ₹30000/- for each Board Meeting and ₹15000/- for each committee meeting of Board. The aforesaid sitting fees is within the limits prescribed under Companies Act, 2013 and rules made there under.

The details of remuneration paid during FY 2024-2025 are as hereunder:

Name of Directors	Total (₹ in Lacs)
Sh. Umesh Chander Sharma	2.85
Sh. Kapil Khanna	2.85
Smt. Neena Singh	3.60
Smt. Manju Lakhanpal	2.85
Sh. Akash Garg	0.30

ii) Remuneration of Executive Director(s)

The details of remuneration paid to the Executive Director is as hereunder:

Name of Directors	Salary	Perqu-isites*	Comm-ission	Total (₹ in Lacs)
Sh. Ashish Bagrodia	171.50	17.73	37.44	226.67
Sh. Anil Kumar Sharma	85.44	24.70	Nil	110.14

*Perquisites includes House Rent Allowance or Housing Accommodation, contribution to provident & other funds and other perks/ benefits provided by the Company.

There is no Employee Stock Option Scheme (ESOP) in the Company as on 31st March 2025. Further, there are no materially significant pecuniary relationships or transactions of Executive Directors vis-a-vis the Company which has potential conflict with the interest of the Company except managerial remuneration during the year under review.

(C) Stakeholders Relationship Committee

The Stakeholders Relationship Committee functions in accordance with the terms of reference as set out under provisions of Listing Regulations, read with provisions of Section 178 of the Companies Act, 2013 & rules made there under i.e. redressing of Shareholders/Investors complaints regarding share transfers, non-receipt of balance sheet/ dividend by the shareholders etc. During the financial year 2024-2025, four Stakeholders Relationship Committee meetings were held on 16th April, 2024, 12th August, 2024, 07th November 2024, and 12th February, 2025. The composition of Committee, Chairperson, category of members, number of the meetings and attendance thereat is as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2024-2025
1	Smt. Neena Singh, Chairman	Independent/ Non-Executive	4
2	Smt. Manju Lakhanpal, Member	Independent/ Non-Executive	4
3	Sh. Anil Kumar Sharma, Member	Executive Director	4

During the financial year, all valid requests for transfer/ demat/remat of shares, change of address etc. have been duly effected. During the year, no complaints was received by the Company form its shareholders. Hence no grievance was pending at the end of the financial year. Shri Videshwar Sharma, Company Secretary is the Compliance Officer of the Company and also acts as Secretary to the Committee.

(D) Risk Management Committee

The Company is not required to have a separate Risk Management Committee in terms of SEBI (LODR) Regulations, 2015, the profile of Risk Management Committee is taken care of by Audit Committee and the Board.

(E) Corporate Social Responsibility (CSR) Committee

The Company has constituted a Corporate Social Responsibility (CSR) Committee under the provisions of Section 135 of Companies Act 2013 & rules made thereunder. The role of CSR Committee includes formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company, recommending the amount of expenditure to be incurred on CSR activities of the Company, reviewing the performance of Company in the areas of CSR.

During the financial year ended 31st March, 2025, the Committee met four times on 17th May, 2024, 12th August, 2024, 07th November 2024, and 12th February, 2025. The composition of Committee, Chairperson, category of members, number of the meetings and attendance thereat is as under:

S. No.	Name of members	Category	No. of meetings attended during the year 2024-2025
1	Shri Ashish Bagrodia, Chairman	Executive Director	4
2	Shri Anil Kumar Sharma, Member	Executive Director	4
3	Smt. Neena Singh, Member	Independent/ Non-Executive	4

The Company Secretary act as secretary to the Committee.

10. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Year	Venue	Date	Time
2021-2022	1, Industrial Area, Baddi, Distt- Solan (H.P.)	26/09/2022	10.00 A.M.
2022-2023	1, Industrial Area, Baddi, Distt- Solan (H.P.)	21/09/2023	10.00 A.M.
2023-2024	1, Industrial Area, Baddi, Distt- Solan (H.P.)	13/09/2024	10.00 A.M.

Extra Ordinary General Meeting

No Extra-ordinary General Meeting was held during F.Y. 2024-2025. No resolution was passed through postal ballot during the year.

During the last three years, no special resolution was passed at Annual General Meeting held on 26.09.2022, two special resolutions were passed at the Annual General Meeting held on 21.09.2023, no special resolution was passed at Annual General Meeting held on 13.09.2024. No Postal ballots were used for voting in these meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by Postal ballots.

11. CREDIT RATINGS

Company has obtained rating from CARE Ratings Limited during the year ended 31st March, 2025 details for the same is mentioned as hereunder:

Rating Agency	Rating	Outlook
CARE Ratings Limited	CARE BBB (Triple B)	Stable

12. DISCLOSURES

a) Related Party Transactions

All related party transactions of the Company are dealt with in accordance with Related Party Transactions Policy of Company and as per provisions of section 188 of Companies Act 2013 & rules made there under and as per Listing Regulations. All Related Party Transactions are presented to the Audit Committee and the Board for approval by specifying the nature, value, terms and conditions of the transactions etc. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions for which omnibus approval has obtained are presented before the Audit Committee on quarterly basis for review, although all related party transactions are entered in ordinary course of business and at arm's length basis. There were no materially significant related party transactions, during the year made by the Company with its promoters, Directors or Key Managerial Personnel, their relatives etc. that may have potential conflict with the interest of the Company.

Suitable disclosures as required by the Accounting Standards are disclosed in Note 18 of Notes to Accounts in the Annual Report. As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on following weblink of Company's website: http://www.winsometextile.com/files/pdf/68-63-file.pdf

b) Disclosure of Accounting Treatment in preparation of Financial Statements

The Company has followed all relevant Accounting Standards referred to in Section 133 of Companies Act 2013 & rules made thereunder as laid down by Institute of Chartered Accountants of India/NAFRA/MCA, while preparing Financial Statements.

c) Details of non-compliance by the listed entity, penalties, strictures imposed by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

During the year, there were no strictures or penalties imposed by either SEBI or the Stock Exchange or any Statutory Authority for non- compliance of any matter related to the capital markets.

d) Whistle Blower Policy/Vigil Mechanism

The Company has adopted Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior. This policy is reviewed quarterly by the Audit Committee to check the effectiveness of the policy & related matters. No personnel have been denied access to the Audit Committee. The relevant details of Whistle Blower Policy are given under the Director's Report and same is available on Company's website viz. www.winsometextile.com.

e) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all applicable mandatory requirements. The Company has not adopted non-mandatory requirements except separate post of Chairman of Company and Chief Executive Officer.

f) Commodity Price Risks or Foreign Exchange Risk and Commodity Hedging Activities

a) Total estimated exposure of the Company to Commodities price risk in ₹ 30435.42 Lacs

b) Exposure of the Company to various commodities:

Commodity Name	Exposure D towards the particular commodity	Exposure in Quantity (Kgs) terms towards the particular Commodity	% of such exposure hedged through commodity derivatives				
			Domestic Market		International Market		Total
			OTC	Exchange	OTC	Exchange	
Raw Material	17465.18	10894214.83	NIL	NIL	NA	NA	NIL
Work In Progress	6015.19	2295054.41	NIL	NIL	NA	NA	NIL
Finished Goods	6955.05	2555407.94	NIL	NIL	NA	NA	NIL

c) Commodities risks faced by the Company during the year and how it has been managed:

The commodities risk faced by the company is the risk around price movement in raw cotton and its finished products. Any adverse movement in commodities prices may affect the margin. Similarly any favorable movement in prices can also allow margins to rise.

g) Subsidiary Company

During the year ended 31st March, 2025, neither the Company has any subsidiary nor any material listed/ unlisted subsidiary company.

h) Independent Director's Declarations

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

i) Disclosures by Senior Management & Key Managerial Personnel

Senior Management and Key Managerial Personnel have made disclosure to the effect confirming that there were no financial or commercial transactions in which they or their relatives had any potential conflict of interest with the Company. Further no employee including key managerial personnel or director or promoter of Company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of Company.

j) Unclaimed Equity Shares

During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF Authority. Although, the unclaimed dividend and shares already transferred to the IEPF Authority by the Company in the previous year can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.

k) The Company has complied and disclosed all the mandatory corporate governance requirements under Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of Listing Regulations (relating to disclosure on the website of the Company).

l) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable.

m) A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority. A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

n) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year: - Not Applicable

o) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

Details relating to fees paid to the Statutory Auditors are given in Note 14 to the Standalone Financial Statements.

p) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Under Company's policy on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, status of complaints received at beginning of financial year was Nil, Number of complaints disposed of during the financial year was Nil. Therefore no complaint was pending at the end of financial year.

13. ANNUAL PERFORMANCE EVALUATION

During the year, Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. The Annual Performance evaluation of Non-Independent directors including the Chairman was carried out by Independent Directors in their separate meeting. The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees. The necessary details regarding criteria of performance evaluation is mentioned under Director's Report. The Performance Evaluation Policy of Board of Directors is available on Company's website viz. www.winsometextile.com.

14. INDUCTION AND FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

On appointment, a Letter of Appointment is issued to the Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Independent Director on being inducted on the Board, is familiarized by way of programme with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, interaction with the senior management which in turn will help them to understand business model of Company, its process, products etc. It also includes visit to different plants, as & when required, to provide them thorough insight in to business operations. The Company follow such approach for familiarization not only for Independent Directors but any new appointee on the Board, whenever required. To enhance their knowledge and skills, Directors are regularly updated about recent changes/ developments in laws, policies, regulations etc. The details of familiarization programmes are available on following weblink of Company's website: http://www.winsometextile.com/details-of-familiarisation-programme-of-directors.

15. BOARD DIVERSITY POLICY

The Board Diversity Policy of the Company requires the Company's Board to comprise of set of accomplished individuals, ideally representing a wide cross-section of industries, professions, backgrounds, occupations and functions and possessing a blend of skills, domain and functional knowledge, experience, educational qualifications, both individually and collectively. The said policy is available on Company's website viz. www.winsometextile.com.

15A. SENIOR MANAGEMENT

The names of Senior Management Personnel are as under:

S. No.	NAME	DESIGNATION
1	Sh. Ashish Bagrodia	Chairman and Managing Director
2	Sh. Anil Kumar Sharma	Executive Director & Chief Executive Officer
3	Sh. Alok Mishra	Senior Vice President (Export)
4	Sh. J.K. Sharma	Senior Vice President (Production)
5	Sh. S.V. Dutt	Senior Vice President (Raw Materials)
6	Sh. Vipin Bathla	Senior Vice President (Marketing)
7	Sh. Sanjay Kumar Kedia	Senior Vice President (Finance- CFO)
8	Sh. Amit Yadav	Astt. Vice President (Dye House)
9	Sh. Videshwar Sharma	Company Secretary & Compliance Officer
10	Sh. Ajay Kumar	Senior Manager (Internal Audit)
11	Sh. Charan Kamal Singh	Senior General Manager (HR)

15B. Disclosure of Certain Types of Agreements Binding Listing Entities

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements Regulations) (Second Amendment) Regulations, 2023 : Not Applicable

16. DETAILS FOR UNCLAIMED SUSPENSE ACCOUNT FOR UNCLAIMED SHARES

As per Listing Regulations, the details of "Winsome Textile Industries Limited - Unclaimed Suspense Account" are as under:

Outstanding at the beginning of the year i.e. April 1, 2024		No. of shareholders claimed during the year	No. of shareholders claim transferred during the year	Outstanding at the end of the year i.e. March 31, 2025	
No. of Shareholders	No. of Shares			No. of Shareholders	No. of Shares
6	400	NIL	NIL	6	400

The voting rights in respect of above shares shall remain frozen till the rightful owner of such shares claims the shares

17. MEANS OF COMMUNICATIONS

The quarterly, half yearly & annual financial results, notices etc. are published in widely circulating national & local dailies newspaper Financial Express and Jansatta (in English and Hindi) editions. The same can also be accessed on the website of BSE Limited at www.bseindia.com, as uploaded by company through listing center under Scrip Code '514470'. Furthermore, the same can also be accessed at Company's website i.e. www.winsometextile.com. The Management Discussion and Analysis report forms part of this Annual Report.

18. GENERAL SHAREHOLDER INFORMATIONS

Annual General Meeting at 10:30 A.M. on 24th September 2025 at Registered Office of Company: 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh.

Financial Calendar : 01st April to 31st March

Date of Book Closure : 17.09.2025 to 24.09.2025 (both days inclusive)

Dividend Payment Date : N.A.

Listing on Stock Exchange : BSE Limited

Scrip Code : 514470

Demat ISIN Number in NSDL & CDSL : INE837B01031

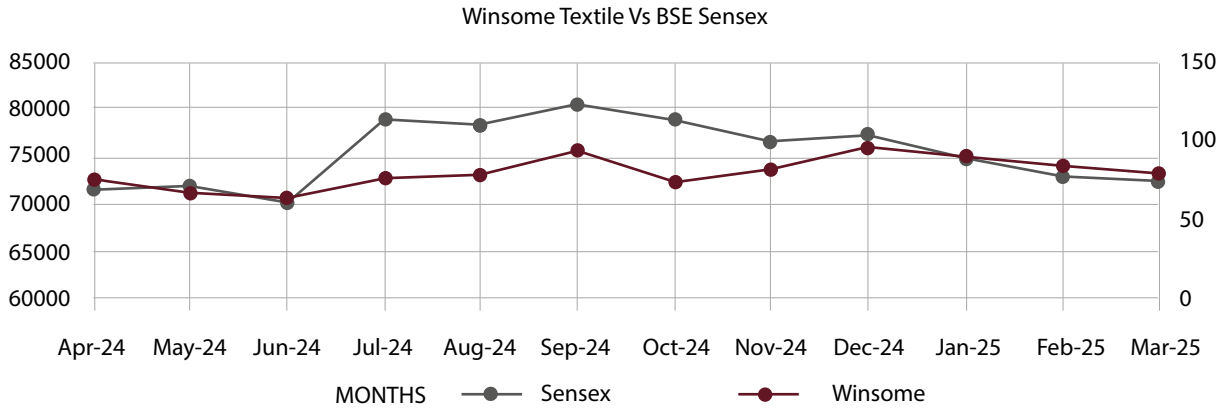
Corporate Identity Number (CIN) : L17115HP1980PLC005647

Annual listing fee for the year 2025-2026 has duly been paid to BSE Limited. Listing fee to Calcutta Stock Exchange has not been paid as the Company had applied to this stock exchange on 11.12.2003 for voluntary delisting of shares as per the approval of shareholders and till date no objection has even been raised by the Calcutta Stock Exchange in this regard. The Company has also paid the Annual Custodial Fee to NSDL & CDSL for the year 2025-2026.

19. Market Price Data – High and Low during each month on BSE in F.Y. 2024-2025. Stock code - 514470 (Source: www.bseindia.com)

Months	High	Low	Volume (No. of Shares)
April, 2024	86.90	74.89	188138
May, 2024	89.00	69.63	706518
June, 2024	85.80	63.11	456054
July, 2024	93.35	77.60	453771
August, 2024	128.00	79.02	1037786
September, 2024	111.40	95.35	227059
October, 2024	101.60	75.09	226631
November, 2024	109.89	83.00	268436
December, 2024	112.79	97.14	314313
January, 2025	120.45	88.35	585431
February, 2025	109.90	85.60	169149
March, 2025	104.00	80.15	166064

20. Performance in Comparison to Broad Based Indices



The above chart is based on lowest price

21. Registrar and Share Transfer Agent : MUFG Intime India Private Limited, Noble Heights, 1st Floor, LCS Near Savitri Market, Janakpuri, New Delhi – 110058, Tele. No. 011-49411000, Fax No. 011-41410591, E-mail : delhi@linkintime.co.in, sunil.mishra@linkintime.co.in

Share Transfer System : In terms of regulation 40(1) of SEBI (Listing Regulations as amended, securities can be transferred only in dematerialized form w.e.f. 01st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories/RTA with no involvement of the Company.

Compliance Officer : Shri Videshwar Sharma

E-mail ID's : cswtil@winsometextile.com
secretarial@winsometextile.com

22. Distribution of shareholding as on 31st March, 2025:

Range of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
001-500	5035	87.65	488622	2.46
501-1000	345	6.00	284506	1.43
1001-2000	165	2.87	252819	1.27
2001-3000	54	0.94	135456	0.68
3001-4000	33	0.57	120211	0.60
4001-5000	23	0.40	109626	0.55
5001-10000	36	0.62	289727	1.46
10001 Above	53	0.92	18139033	91.51
Total	5744	100.00	19820000	100.00

23. Shareholding Pattern as on 31st March, 2025:

Category	No. of shares	Percentage
Promoters/Promoter Group	11183647	56.43
FII's/ FIC's Banks	5907213	29.80
Bodies Corporates	303400	1.53
Indian Public	2211834	11.16
HUF	144100	0.73
IEPF	27484	0.13
NRIs, Clearing Members, Unclaimed Suspense Account & Trust	42322	0.22
Total	19820000	100.00

24. Details of shareholding of Directors in the Company as on 31st March, 2025:

Name of Director	No. of shares held
Sh. Ashish Bagrodia	49220
Smt. Neena Singh	-
Smt. Manju Lakhanpal	-
Sh. Anil Kumar Sharma	50
Sh. Umesh Chander Sharma	-
Sh. Kapil Khanna	-
Sh. Akash Garg	-

25. Dematerialization of shares and liquidity : 99.95% of the shares issued by the Company have been dematerialized upto 31st March, 2025. The Equity Shares of the Company are actively traded on BSE Limited under scrip code 514470

Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity shares : N.A.

Plant(s) Location : Plot No. 1, Industrial Area, Baddi
Distt. - Solan, Himachal Pradesh -173205
Village Kaundi, Baddi
Distt. - Solan, Himachal Pradesh -173205
Village Lunta, Post Office, Khanyara
Tehsil Dharamshala, Distt.- Kangra
Himachal Pradesh -176218

Address for correspondence : Videshwar Sharma
Company Secretary & Compliance Officer
Winsome Textile Industries Limited
SCO 191-192, Sector 34-A
Chandigarh-160022 (U.T.)
Ph. No. 0172-4612000, 4613000
Fax No. 0172-4646760

E-mail ID's : cswtil@winsometextile.com
secretarial@winsometextile.com

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 08.08.2025

Declaration on Code of Conduct

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is hereby declared that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company for the year ended 31st March 2025.

sd/-
Anil Kumar Sharma
Executive Director and CEO

Place: Chandigarh
Date : 08.08.2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Winsome Textile Industries Limited,
(CIN: L17115HP1980PLC005647)
Regd. Office: 1, Industrial Area, Baddi, Distt Solan,
H.P. -173205.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Winsome Textile Industries Limited having CIN: L17115HP1980PLC005647 and having registered office at 1, Industrial Area, Baddi, Distt Solan, H.P. -173205 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Ashish Bagrodia	00047021	01/10/1996
2	Neena Singh*	00233352	27/03/2015
3	Kapil Khanna	03301085	29/03/2022
4	Anil Kumar Sharma	01157106	13/02/2020
5	Manju Lakhanpal	07130592	01/04/2020
6	Umesh Chander Sharma	09548942	29/03/2022
7	Akash Garg**	00935571	13/02/2025

*Mrs. Neena Singh, an Independent Director, ceased to be a Director with effect from 26/03/2025 on completion of two consecutive terms of five years each.

**Mr. Akash Garg, DIN NO: 00935571 was appointed as an Independent Director with effect from 13/02/2025.

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

sd/-
Ramesh Bhatia
Practicing Company Secretary
Membership No: FCS2483
CP No: 1917
PR NO: 896

Place: Chandigarh
Date: 17.05.2025
UDIN No: F002483G000375009

CEO AND CFO CERTIFICATION

To
The members
Winsome Textile Industries Ltd.

(a) We have reviewed the financial statements and the cash flow statement of Winsome Textile Industries Ltd. for the year ended 31st March, 2025 and to the best of our knowledge and belief, we state that:

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

(ii) 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.

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

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

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

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

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

(iii) that there are no instances of significant fraud of which we have become aware.

sd/-
Anil Kumar Sharma
Executive Director and CEO

sd/-
Sanjay Kumar Kedia
Chief Financial Officer

Place: Chandigarh
Date: 08.08.2025

CERTIFICATE OF PRACTICING COMPANY SECRETARY ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER REGULATION E OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015.

To,
The Members of
Winsome Textile Industries Limited,
(CIN: L17115HP1980PLC005647)
Regd. Office: 1, Industrial Area, Baddi, Distt Solan,
H.P. -173205.

I have examined the compliance of the conditions of Corporate Governance by Winsome Textile Industries Limited, Baddi (H.P.) for the year ended March 31, 2025 as stipulated under Regulation 17 to 27, Clause (b) to (i) of sub regulation 46 of para C to E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. My, examination was limited to the review of procedures and implementation thereof, as adopted by the company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

In my opinion and to the best of our information and according to the explanations given to me, and the information given by the management, I certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned regulations.

I state that in respect of investor grievance (s) received during the year ended March, 31, 2025, no investor grievances are pending against the Company, as per the records maintained by the Company and presented to the Investors/ Stakeholders Relationship Committee.

sd/-
Ramesh Bhatia
Practicing Company Secretary
Membership No: FCS2483
CP No: 1917
PR NO: 896
UDIN No: F002483G000375097

Place : Chandigarh
Date : 17.05.2025

Independent Auditor's Report

TO THE MEMBERS OF **WINSOME TEXTILE INDUSTRIES LIMITED**

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of M/s **Winsome Textile Industries Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow for the year on that date, and Notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, of the state of affairs (financial position) of the Company as at March 31, 2025, and its Profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit 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 Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Inventories (refer note 4.1 to the financial statements)

Key Audit Matter	How the matter was addressed in our audit
Inventories held by the Company comprising of Raw Material, Work-in-Progress, Finished Goods and Others represents 38.10% of the Company's total assets. Under Ind AS, the Company is required to measure inventory at lower of Cost or Net Realizable Value (NRV). However, the raw material and work-in progress is not written down below cost when finished goods are expected to be sold at or above cost. **Assessing NRV** Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The assessment and application of write-down of inventory to NRV are subject to significant judgement by Company. Considering the company's present situation, significant judgements made by the company in light of future market & economic conditions for determination of NRV and considering materiality in context of total assets of the Company, we have considered the valuation of inventory to be the key audit matter.	**Our audit procedures included:** • Through discussions with management, we understood the Company's basis of estimated selling price for the goods; • Evaluating the design & testing controls related to Company's review of key estimates, including estimated future selling prices and estimated cost of completion for work-in-progress inventory.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (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 the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of 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 Standards on Auditing 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 Standards on Auditing, 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 for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has 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 management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the

scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.

(A) As required by Section 143 (3) of the Act, we report that:

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

b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from one branch not visited by us;

c. The management certified financial statement of Company's foreign branch has been incorporated in these financial statements. As informed to us, there is no mandatory requirement of audit of accounts of such foreign branch in accordance with the laws of the country of foreign branch and our opinion on the financial statements, in so far as it relates to the amounts and disclosures included in respect of the said branch and our report in terms of sub-sections (8) of Section 143 of the Act, in so far as it relates to the said branch is based solely on the reports of the management (refer note no. 32 to the notes of accounts).

Our opinion on the financial statements is not modified in respect of the above matters with respect to our reliance on the work done.

d. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and returns;

e. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;

f. On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and

(B) 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 explanations given to us:

i. the Company has, to the extent ascertainable, disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 12 to the financial statements;

ii. the Company does not have any material foreseeable losses on long term contracts including derivative contracts which would impact its financial position;

iii. there has been no delay in transferring amounts, 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, as disclosed in Note 31(g) to the financial statements, 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, as disclosed in Note 31(h) to the financial statements, no funds have been received by the Company from any person 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;

(c) Based on the 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 (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year.

vi. Based on our examination which included test checks, the company has used accounting software(s) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

(C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For B. CHHAWCHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Place: Chandigarh
Date: 17th May, 2025

Annexure - A to the Auditors' Report

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best to our knowledge and belief, we report that:

(i) (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company is maintaining proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us, the property, plant and equipment have been physically verified by the management according to the programme of periodical verification in phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

(e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) According to the information and explanations given to us, the management has conducted physical verification of inventory at various intervals during the year using such procedures which, in our opinion, is reasonable and appropriate having regard to the size of the company and nature of its business. No material discrepancies were noticed on such verification.

(b) The company has been sanctioned working capital limits in excess of five crore rupees from banks on the basis of security of current assets and according to the information and explanations given to us, the quarterly returns or statements filed by the company with such banks are generally in with the books of accounts of the Company and no material deviation has been observed.

(iii) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security or granted any secured/unsecured loans to companies, firms, Limited Liability Partnerships or other parties during the year, except loans given to the employees in the ordinary course of the business of the company in accordance with its employee policies.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities made by the company, if any.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

(vi) As certified by a Cost Accountant, the company has maintained cost records for the year under review, as prescribed under sub-section (1) of Section 148 of the Companies Act, 2013 to the extent applicable to the company. We have, however, not made a detailed examination of such records.

(vii) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, duty of customs, Cess and other statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income-tax, Goods and Service Tax, duty of customs and cess, as applicable, which have not been deposited on account of any dispute, except the following:

Name of Statute	Nature of Dues	Period	Amount unpaid (In Lacs ₹)	Amount unpaid (In Lacs ₹)
HP Sales Tax Act	Entry Tax	F.Y. 2010-11 to 2017-18	452.02	The High Court of Shimla

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no such transactions which were not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to a bank, financial institution or Government.

(b) According to the information and explanations given to us, the company has not been declared a wilful defaulter by any bank or financial institution or any other lender.

(c) On the basis of the examination of the books of accounts of the Company and according to information and explanations given to us, in our opinion, the term loans have been applied for the purpose for which such loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been utilised for long term purposes.

(e) The company does not have any subsidiary, associate or joint venture and hence reporting on clause 3(ix)(e) of the Order is not applicable.

(f) The company does not have any subsidiary, associate or joint venture and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) In our opinion and according to the information and explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year under review.

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year under review.

(xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company have been noticed or reported during the year under review.

(b) No report has been filed by us under sub-section (12) of section 143 of the Companies Act, 2013.

(c) According to the information and explanations given to us, no whistle-bower complaints have been received during the year by the company.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting on clauses 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) According to the information and explanations given to us, the company has an internal audit system, which in our opinion, is commensurate with the size of the company and the nature of its business.

(b) The reports of the Internal Auditors for the year under audit provided to us by the management were considered by us.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them.

(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.

(b) According to the information and explanations given to us and on the basis of the examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities.

(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.

(d) According to the information and explanations given to us, the Group does not have more than one CIC as part of the Group.

(xvii) On an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year under review and in the immediately preceding financial year.

(xviii) There has not been any resignation of the statutory auditors during the year and hence reporting on clause 3(xviii) of the Order is not applicable.

(xix) On the basis of overall examination of the financial ratios disclosed in Note 30 to the financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and according to the information and explanations given to us, in our opinion, prima facie, no material

uncertainty exists as on the date of the audit report regarding the company's capability to meet its liabilities existing as on the date of the 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) In our opinion and according to information and explanations given to us, there is no unspent amount towards company's Corporate Social Responsibility obligations in terms of Section 135 of the Companies Act, 2013 and hence, reporting on clauses 3(xx)(a) and 3(xx)(b) of the Order is not applicable.

(xxi) The company is not required to prepare consolidated financial statements and hence, reporting on clause 3(xxi) of the Order is not applicable.

For B. CHHAWCHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Place: Chandigarh
Date: 17th May, 2025

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Winsome Textile Industries Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material

misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. CHHAWCHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Place: Chandigarh
Date: 17th May, 2025

Balance Sheet as at 31st March, 2025

(₹ in lacs)

Particulars	Notes	As at 31st March, 2025	As at 31st March, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3.1	31,753.69	32,260.35
Capital work-in-progress	3.2	135.66	957.72
Intangible Assets	3.3	2.17	3.20
Financial assets	3.4		
- Investments	3.4.1	11.96	10.37
Other non -Current Assets	3.5	458.66	190.51
		32,362.14	**33,422.15**
Current assets			
Inventories	4.1	31,764.63	31,367.97
Financial assets	4.2		
- Investments	4.2.1	219.99	-
- Trade receivables	4.2.2	12,195.66	11,847.79
- Cash and cash equivalents	4.2.3	40.32	59.97
- Bank Balances other than Cash and Cash	4.2.4	2,556.68	2,720.12
Equivalents			
- Loans	4.2.5	29.64	26.21
- Other financial assets	4.2.6	9.79	10.36
Other current assets	4.3	4,191.76	4,331.02
		51,008.47	**50,363.44**
Total Assets		**83,370.61**	**83,785.59**
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	5.1	1,982.00	1,982.00
Other Equity	5.2	28,336.76	25,524.10
		30,318.76	**27,506.10**
LIABILITIES			
Non-current liabilities			
Financial liabilities	6.1		
- Borrowings	6.1.1	7,846.73	11,512.78
Non - Current Provisions	6.2	364.25	437.31
Deferred tax liabilities (Net)	6.3	3,513.99	3,473.33
Other non-current liabilities	6.4	397.91	427.41
		12,122.88	**15,850.83**
Current liabilities			
Financial liabilities	7.1		
- Borrowings	7.1.1	17,483.60	17,090.47
- Trade payables	7.1.2		
(a) Dues of micro & small enterprises		47.65	25.74
(b Dues of creditors other than micro & small enterprises		18,940.67	18,747.91
- Other financial liabilities	7.1.3	2,904.94	3,301.80
Other current liabilities	7.2	1,004.98	955.59
Current Provisions	7.3	547.13	307.15
		40,928.97	**40,428.66**
Total Equity and Liabilities		**83,370.61**	**83,785.59**
Corporate Information & Significant Accounting Policies	1 & 2		
Accompanying notes to the financial statements	3 to 34		

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
DIN -00047021

Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
DIN -01157106

Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 17th May, 2025

Videshwar Sharma
(Company Secretary)

Statement of Profit & Loss for the year ended 31st March, 2025

(₹ in lacs)

Particulars	Notes	2024-2025	2023-2024
Revenue from Operations	8.1	86,523.34	82,332.45
Other Income	8.2	292.76	243.94
Total Income		**86,816.10**	**82,576.39**
Expenses			
Cost of Material Consumed	9.1	54,706.35	52,393.05
Purchase of Stock in trade	9.2	1.27	34.55
Changes in Inventories	9.3	(1479.73)	(209.16)
Employee Benefits Expenses	9.4	8,150.81	7,665.58
Finance Costs	9.5	4,644.69	4,358.77
Depreciation & Amortization Expenses	9.6	2,233.94	2,177.70
Other Expenses	9.7	15,048.03	13,668.43
Total Expenses		**83,305.36**	**80,088.92**
Profit before tax		**3,510.74**	**2,487.47**
Tax Expense:	10		
Current Tax		665.12	627.17
Deferred Tax		38.73	(8.21)
		703.85	**618.96**
Profit for the year		**2,806.89**	**1,868.51**
Other comprehensive income			
A) Items that will not be reclassified to profit or loss			
- Changes in fair value of Equity Instruments		11.58	1.47
- Tax Expense relating to above		(2.91)	(0.37)
- Remeasurement of net defined benefit liabilities		(3.88)	18.40
- Tax Expense relating to above items		0.98	(4.63)
B) Items that will be reclassified to profit or loss		-	-
Other comprehensive income for the year		**5.77**	**14.87**
Total comprehensive income for the year		**2,812.66**	**1,883.38**
Earnings per equity share			
Basic & Diluted	19	14.19	9.50

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

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(Chairman Cum Managing Director)
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Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 17th May, 2025

Videshwar Sharma
(Company Secretary)

Cash Flow Statement for the year ended 31st March, 2025

(₹ in lacs)

Particulars	2024-2025	2023-2024
CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(loss) before tax and extraordinary items	3,510.74	2,487.47
Adjusted for :		
Depreciation	2,233.94	2,177.70
Provision for Doubtful Debts	7.48	-
Interest Paid	4,644.69	4,358.77
Loss on disposal of property, plant & equipment (Net)	6.61	(25.86)
Dividend Income	(0.62)	(0.62)
Interest income	(247.69)	(180.87)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**10,155.15**	**8,816.59**
Adjusted for :		
Trade and other receivables	(64.81)	(3,063.57)
Inventories	(396.66)	(2,698.72)
Trade Payables and advances from customers	(204.37)	5,148.49
CASH GENERATED FROM OPERATIONS	**9,489.31**	**8,202.79**
Direct Taxes paid / adjusted	(460.01)	(605.26)
Cash flow before extra ordinary items	9,029.30	7,597.53
Extra Ordinary items	-	-
Net cash from Operating activities (A)	**9,029.30**	**7,597.53**
CASH FLOW FROM INVESTING ACTIVITIES :		
Net Changes in Property, Plant & Equipment	(1,060.29)	(5,343.15)
Sale of Property, Plant & Equipment	149.49	157.62
Capital Advances	(258.85)	815.24
Dividend Income	0.62	0.62
Interest Income	247.69	180.87
Net Changes in Investments	(210.00)	-
Net Cash from investing activities (B)	**(1,131.34)**	**(4,188.80)**
CASH FLOW FROM FINANCING ACTIVITIES :		
Interest paid	(4,644.69)	(4,358.77)
Net Proceeds/(Repayment) of Long Term Borrowings	(3,732.39)	(445.67)
Net Proceeds/(Repayment) from Short term Borrowings	459.47	1,238.48
Net Cash from Financing activities (C)	**(7,917.61)**	**(3,565.96)**
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+ B+ C)	**(19.65)**	**(157.23)**
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	**59.97**	**217.20**
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**40.32**	**59.97**
01. Proceeds from long term and other borrowings are shown net of repayment.		
02. Cash and Cash equivalents represent cash and bank balances only.		

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
DIN -00047021

Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
DIN -01157106

Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 17th May, 2025

Videshwar Sharma
(Company Secretary)

Statement of Changes in Equity for the year ended 31st March, 2025

EQUITY SHARE CAPITAL

Particulars	Notes	As at 31st March, 2024	Changes during 2024-2025	As at 31st March, 2025
1,98,20,000 Equity shares of ₹10/- each fully paid up	5.1	1982.00	-	1982.00
		1982.00	**-**	**1982.00**

Other Equity

Particulars	Notes 5.2	Capital Reserve	Securities Premium	Retained Earnings: General Reserve	Retained Earnings: Surplus in the statement of Profit and Loss	Equity Investment Reserve {upon fair value through other comprehensive income)	Total
Balance as at 01.04.2023		**46.68**	**5,131.46**	**13,500.00**	**4,958.18**	**4.40**	**23,640.72**
Profit for the year after tax		-	-	-	1,868.51	-	1,868.51
Other comprehensive income for the year		-	-	-	13.77	1.10	14.87
Total comprehensive income for the year		-	-	-	1,882.28	1.10	1,883.38
Transfer to General Reserve		-	-	1,500.00	(1,500.00)	-	-
Balance as at 31.03.2024		**46.68**	**5,131.46**	**15,000.00**	**5,340.46**	**5.50**	**25,524.10**
Balance as at 01.04.2024		**46.68**	**5,131.46**	**15,000.00**	**5,340.46**	**5.50**	**25,524.10**
Profit for the year after tax		-	-	-	2,806.89	-	2,806.89
Other comprehensive income for the year		-	-	-	(2.90)	8.67	5.77
Total comprehensive income for the year		-	-	-	2,803.99	8.67	2,812.66
Transfer to General Reserve		(46.68)	-	2,000.00	(1,953.32)	-	-
Balance as at 31.03.2025		**-**	**5,131.46**	**17,000.00**	**6,191.13**	**14.17**	**28,336.76**

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
DIN -00047021

Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
DIN -01157106

Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 17th May, 2025

Videshwar Sharma
(Company Secretary)

Notes to the Financial Statements

(₹ in lacs)

1. CORPORATE INFORMATION

Winsome Textile Industries Limited ("the Company") is a public limited company domiciled and incorporated under the provisions of the Companies Act, 1956 on 18th September, 1980 in India and its shares are publicly traded on the Bombay Stock Exchange ("BSE"), India. The Registered Office of the company is situated at 1 Industrial Area, Baddi, Solan, Himachal Pradesh – 173205 India and the Corporate office is situated at SCO # 191 - 192, Sector # 34-A, Chandigarh, 160022.

The principal business activity of the company is manufacturing of Cotton Yarn, Cotton Melange, Cotton Blended Dyed Yarn/Fibre, Yarn made of natural and manmade fibre and other fibres, Knitted Fabric and Power generation in Textile Sector.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 17th May, 2025.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation of financial Statements

The financial statements of the Company have been prepared on accrual basis in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

These financial statements for the year ended 31st March 2025 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which have been measured at fair value (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees ("INR" or "₹") and all amounts are rounded to the nearest lacs, except as stated otherwise.

2.2 Estimates and Judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions effect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in note 2.23. Accounting estimates could change from period to period. Actual results may differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.4 Property, Plant and Equipment

The Company had applied one-time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under IND AS and hence regarded thereafter as historical cost.

Leased hold Land is carried at cost less reduction in proportionate annual Lease Rental.

Freehold land and Capital Work in progress is carried at cost. All other items of Property, plant and equipment are stated at cost, less accumulated depreciation. The Cost of an item of Property, Plant and Equipment comprises of:

Notes to the Financial Statements

(₹ in lacs)

(a) its purchase price including freight, duties, and non-refundable purchase taxes after deducting trade discounts and rebates;

(b) any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use; and

(c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation on addition/sale is provided on Pro-rata basis with reference to the month of addition/sale. The useful lives estimated for the major classes of property, plant and equipment are as follows:

Class of property, plant and equipment	Useful life (in years)
Buildings	3-60
Plant & Machinery	3–25
Furniture & Fixtures	5-10
Vehicles	8-10
R&D Assets	5-25
Equipments and facilities	3-5
Computer & Networks	3-6

The useful lives have been determined based on technical evaluation done by the management's experts, which in few cases are different than the lives as specified by Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset except in case of plant & machinery where the residual values are not more than 10% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Subsequent expenditures relating to 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. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

2.5 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

On transition to Ind AS, the company had elected to continue with the carrying value of all its intangible assets recognised as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised on a straight-line method over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period and adjusted, if appropriate. The useful economic lives estimated for various classes of intangible assets are as follows:

Class of intangible assets	Useful life (in years)
Software	6

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually.

2.6 Inventories

Inventories are valued at cost or net realizable value, whichever is lower except waste which is valued at net realisable value. The cost in respect of the various items of inventory is computed as under:

Raw Materials - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. However, materials and other items held for use in the production of inventories are not written down below cost if the finished product in which they will be incorporated are expected to be sold at or above cost.

Stores and Spares - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Notes to the Financial Statements

(₹ in lacs)

Work-in-Progress - At raw material cost plus conversion costs depending upon the stage of completion and other related overhead costs.

Finished Goods - At raw material cost plus conversion costs, packing cost and other overheads incurred to bring the goods to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.7 Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity period of twelve months or less from the balance sheet date, which are subject to an insignificant risk of changes in value and is freely available for the company. Bank overdrafts are shown under borrowings in the balance sheet.

Earmarked bank balances and/or short-term deposits which are lien marked against borrowings are shown under the head "Bank balances other than Cash and Cash Equivalent".

2.8 Financial instruments

A. Financial Instruments - Initial recognition and measurement

Financial assets and financial liabilities are recognised in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. The company determines the classification of its financial assets and liabilities at initial recognition. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

B.1. Financial assets –Subsequent measurement

The Subsequent measurement of financial assets depends on their classification which is as follows:

a. Financial assets at fair value through profit or loss

Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.

b. Financial assets measured at amortised cost

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

c. Financial assets at fair value through OCI

All equity investments, except investments in subsidiaries, joint ventures and associates, falling within the scope of Ind AS 109, are measured at fair value through Other Comprehensive Income (OCI). The company makes an irrevocable election on an instrument-by-instrument basis to present in other comprehensive income subsequent changes in the fair value. The classification is made on initial recognition and is irrevocable.

If the company decides to designate an equity instrument at fair value through OCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

B.2. Financial assets –De-recognition

The company derecognises a financial asset when the contractual rights to the cash flows from the assets expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

Upon de-recognition of equity instruments designated at fair value through OCI, the associated fair value changes of that equity instrument are transferred from OCI to Retained Earnings.

C.1. Financial liabilities –Subsequent measurement

The Subsequent measurement of financial liabilities depends on their classification which is as follows:

a. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading, if any.

b. Financial liabilities measured at amortised cost

Interest bearing loans and borrowings of the company are subsequently measured at amortised cost using the effective interest rate method (EIR). Amortised cost is calculated by taking into account any discount or premium

Notes to the Financial Statements

(₹ in lacs)

on acquisition and fee or costs that are integral part of the EIR. The EIR amortised is included in finance costs in the statement of profit and loss.

C.2. Financial liabilities –De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or expires.

D. Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

E. Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in Exchange Rate Variation Gain. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

F. Fair value measurement

The company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the assets or liability or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company.

The company uses valuation technique that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.9 Government Grants

The government grants are recognized only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received. Government grants related to assets are treated as deferred income and are recognized in the statement of profit and loss on a systematic and rational basis over the useful life of the asset.

Government grants related to revenue are recognized on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

2.10 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

Non-current assets classified as held for sale and their related liabilities are presented separately in the balance sheet. Non-current assets are not depreciated or amortised while they are classified as held for sale.

2.11 Provisions, Contingent Liabilities and Contingent Assets

A provision shall be recognised when:

(a) an entity has a present obligation as a result of a past event;

(b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

(c) a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent liability is not recognised but disclosed in the notes to the accounts, unless the probability of an outflow of resources is remote.

A contingent asset is generally neither recognised nor disclosed.

Notes to the Financial Statements

(₹ in lacs)

2.12 Revenue Recognition

Effective April 1, 2018, the company adopted Ind AS 115, "Revenue from contracts with customers". The effect of adoption of Ind AS 115 was insignificant. The following is a summary of significant accounting policies related to revenue recognition.

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflects the consideration the company expects to receive in exchange for those product or service, regardless of when the payment is received. Revenue is measured at the Transaction price, excluding amounts collected on behalf of the third parties. The amount disclosed as revenue is net of returns, trade discounts, volume rebates, Goods and Services Tax. The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

The specific recognition criteria for the various types of the company's activities are described below:

(i) Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the goods are transferred to the customers, the customer has full discretion over the channel and price to sell the products, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. The said conditions are generally fulfilled upon delivery of goods to the customers.

Delivery occurs when the goods have been shipped to the specific location, the risks and rewards of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sale contract, the acceptance provisions have lapsed, or the company has objective evidence that all criteria for acceptance have been satisfied.

(ii) Services

Revenue from sale of services is recognised on the basis of the stage of completion. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

(iii) Export Incentives

Revenue in respect of the export incentives incentives are recognized on accrual basis in the period in which the related exports have been made.

Revenue in respect of the RoDTEP export incentives are recognized in the period in which the related exports have been made based at an estimated value based on historical realisations, taking into consideration the type of transaction and the specifics of each arrangement.

(iv) Power Generation

Sale of power is recognised on the basis of meter reading confirmed by buyers in accordance with the respective agreement.

Renewable Energy Certificate are accounted for on certification of energy sale quantity by the buyer and is valued at minimum sale price fixed by Central Electricity Regulatory Authority after adjusting expected outgo.

(v) Interest

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

(vi) Dividend

Dividend income is recognized when the right to receive the payment is established.

(vii) Insurance and other claims are recognized when no significant uncertainty exists with regard to ultimate collection thereof, and same is adjusted from corresponding heads of expense.

2.13 Employees Benefits

(i) Short term Employee Benefits:

Liabilities for wages, salaries and other employee benefits that are expected to be settled within twelve months of rendering the service by the employees are classified as short term employee benefits. Such short term employee benefits are measured at the amounts expected to be paid when the liabilities are settled. Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

(ii) Post Employment Benefits

(a) Defined Contribution Plans:

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the

Notes to the Financial Statements

(₹ in lacs)

contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(b) Defined Benefit Plans

Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees of the Company. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Re-measurements comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised in Other Comprehensive Income which are not reclassified to profit or loss in subsequent periods.

(iii) Long-term employee benefits

The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using Projected Unit Credit Method.

2.14 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.15 Foreign Currency Transactions

The foreign currency transactions are recorded, on initial recognition in the functional currency (i.e. Indian Rupee), by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements shall be recognised in profit or loss in the period in which they arise.

Foreign exchange differences recorded as an adjustment to borrowing costs are presented in the statement of profit and loss, as a part of finance cost. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

In respect of foreign branch, which is in the nature of integral foreign operations, all transactions are translated using the exchange rate at the date of the transaction. The translation of monetary assets and liabilities is performed using the exchange rate in effect at the balance sheet date. Fixed assets are translated as at the date of transaction. Depreciation is translated at the rates applied for translation of fixed assets.

2.16 Leases

Effective from April 1, 2019 the company adopted Ind AS 116, "Leases". The effect of adoption of Ind AS 116 was insignificant. The following is a summary of significant accounting policies related to Leases.

A. Company as a Lessee

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 an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The company applies a single recognition and measurement approach for all leases, except for leasehold land, short-term leases and leases of low-value. For short-term and leases of low value, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Leasehold land is carried at the acquisition cost i.e. one-time lease premium paid at the time of acquisition of leasehold rights. However, if there is no reasonable certainty that the company will obtain ownership by the end of the lease term, the asset is amortized over the shorter of the estimated useful life of the asset and the lease term. For all other leases,

Notes to the Financial Statements

(₹ in lacs)

the Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any 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 from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Right-of-use assets are included in the Leased Assets and lease liabilities are included in other current and non-current financial liabilities in the balance sheet. Lease payments have been classified as financing cash flows in the Statement of Profit and Loss.

B. Company as a Lessor

Leases for which the company is a lessor is classified as finance or operating leases. Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease term, unless the receipts are structured to increase in line with expected general inflation.

2.17 Income Taxes

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is also recognized in equity or other comprehensive income respectively.

Current Taxes:

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred Taxes:

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets and liabilities 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 by 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 effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Minimum Alternate Tax credit is recognised as a tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.18 Impairment of assets

a) Financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss

Notes to the Financial Statements

(₹ in lacs)

allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

b) Non-financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.19 Earnings per Share

The Basic earnings per share (EPS) is calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per equity share is calculated by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.20 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

2.21 Cash flow statement

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities.

2.22 Exceptional items

Exceptional items refer to items of income or expense within statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the company.

2.23 Critical accounting estimates

Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Intangible assets

The company tests whether intangible assets have suffered any impairment on an annual basis. The recoverable amount of a cash generating unit is determined based on value in use calculations which require the use of assumptions.

Trade Receivables

As per Ind AS 109, the company is required to apply expected credit losses model for recognising the provision for doubtful debts. The expected credit losses are determined based on past trends and assumptions.

Employee Benefits

The Union Ministry of Labour issued draft rules under section 67 of the Code on Wages Act in July, 2020 in the Gazette and the Act is yet to be effective. The three labour codes, the Occupational Health, Safety and Working Conditions Code 2020, the Industrial Relations Code 2020 and the Code on Social Security, 2020 have been passed by the parliament and have also received the assent of the President of India on September, 2020. However, the date on which these Codes will come into effect has not been notified. The Company will assess the impact of these Codes and will record any related impact in the period these Codes become effective.

Notes to the Financial Statements

(₹ in lacs)

3.1 PROPERTY, PLANT & EQUIPMENT

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

Particulars	Land - Freehold	Land - Leasehold	Building	Plant & Machinery			Furniture & Fixtures	Vehicles	Equipments & Facilities	TOTAL
				Manufacturing	Renewable Energy	R & D Assets				
Gross carrying value as at 31 March 2024	**1810.74**	**4.95**	**11646.05**	**33518.58**	**1417.49**	**580.13**	**221.79**	**323.63**	**196.36**	**49719.72**
Additions	-	-	192.22	672.74	844.97	115.35	4.02	41.11	12.02	1882.43
Disposals/Adjustments	-	(0.08)	-	(257.00)	-	(0.18)	(1.40)	-	(1.24)	(259.90)
Gross carrying value as at 31st March 2025	**1810.74**	**4.87**	**11838.27**	**33934.32**	**2262.46**	**695.30**	**224.41**	**364.74**	**207.14**	**51342.25**
Accumulated depreciation as at 31 March 2024	**-**	**-**	**2822.94**	**13391.78**	**595.67**	**245.72**	**130.47**	**143.30**	**129.49**	**17459.37**
Depreciation charge for the year	-	-	350.23	1674.34	109.58	30.23	12.75	33.03	22.75	2232.91
Disposals/Adjustments	-	-	-	(101.17)	-	(0.09)	(1.28)	-	(1.18)	(103.72)
Accumulated depreciation as at 31st March 2025	**-**	**-**	**3173.17**	**14964.95**	**705.25**	**275.86**	**141.94**	**176.33**	**151.06**	**19588.56**
Carrying value as at 31st March 2025	**1810.74**	**4.87**	**8665.10**	**18969.37**	**1557.21**	**419.44**	**82.47**	**188.41**	**56.08**	**31753.69**
Carrying value as at 31st March 2024	**1810.74**	**4.95**	**8823.11**	**20126.80**	**821.82**	**334.41**	**91.32**	**180.33**	**66.87**	**32260.35**

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2024 were as follows :

Particulars	Land - Freehold	Land - Leasehold	Building	Plant & Machinery			Furniture & Fixtures	Vehicles	Equipments & Facilities	TOTAL
				Manufacturing	Renewable Energy	R & D Assets				
Gross carrying value as at 31 March 2023	**1810.74**	**5.03**	**10521.49**	**29840.65**	**1417.49**	**665.95**	**172.12**	**303.86**	**182.28**	**44919.61**
Additions	-	-	1124.56	3959.92	-	66.13	49.97	41.19	24.44	5266.21
Disposals/Adjustments	-	(0.08)	-	(281.99)	-	(151.95)	(0.30)	(21.42)	(10.36)	(466.10)
Gross carrying value as at 31st March 2024	**1810.74**	**4.95**	**11646.05**	**33518.58**	**1417.49**	**580.13**	**221.79**	**323.63**	**196.36**	**49719.72**
Accumulated depreciation as at 31 March 2023	**-**	**-**	**2505.86**	**11885.36**	**520.93**	**344.46**	**116.59**	**130.78**	**117.24**	**15621.22**
Depreciation charge for the year	-	-	317.08	1693.14	74.74	26.10	14.00	29.64	19.76	2174.46
Disposals/Adjustments	-	-	-	(186.72)	-	(124.84)	(0.12)	(17.12)	(7.51)	(336.31)
Accumulated depreciation as at 31st March 2024	**-**	**-**	**2822.94**	**13391.78**	**595.67**	**245.72**	**130.47**	**143.30**	**129.49**	**17459.37**
Carrying value as at 31st March 2024	**1810.74**	**4.95**	**8823.11**	**20126.80**	**821.82**	**334.41**	**91.32**	**180.33**	**66.87**	**32260.35**
Carrying value as at 31st March 2023	**1810.74**	**5.03**	**8015.63**	**17955.29**	**896.56**	**321.49**	**55.53**	**173.08**	**65.04**	**29298.39**

Notes to the Financial Statements

(₹ in lacs)

3.2 CAPITAL WORK IN PROGRESS

The changes in the carrying value of Capital Work in Progress for the year ended March 31, 2025 & March 31, 2024 were as follows :

Particulars	Building	Plant & Machinery		TOTAL
		Manufacturing	Renewable Energy	
Carrying value as at 31 March 2023	**470.45**	**410.25**	**-**	**880.70**
Additions	810.88	3619.17	797.59	5227.64
Disposals/Adjustments	(1124.56)	(4026.06)	-	(5150.62)
Carrying value as at 31st March 2024	**156.77**	**3.36**	**797.59**	**957.72**
Additions	120.49	835.35	47.38	1003.22
Disposals/Adjustments	(192.22)	(788.09)	(844.97)	(1825.28)
Carrying value as at 31st March 2025	**85.04**	**50.62**	**-**	**135.66**

CWIP ageing schedule as at 31st March, 2025:

CWIP	Amount in CWIP for a period of				Total as at 31.03.2025
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Building	85.04	-	-	-	85.04
Plant & Machinery	50.62	-	-	-	50.62
Renewable Energy Solar Power Systems	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
TOTAL	**135.66**	**-**	**-**	**-**	**135.66**

CWIP ageing schedule as at 31st March, 2024:

CWIP	Amount in CWIP for a period of				Total as at 31.03.2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Building	156.77	-	-	-	156.77
Plant & Machinery	3.36	-	-	-	3.36
Renewable Energy Solar Power Systems	797.59	-	-	-	797.59
Projects temporarily suspended	-	-	-	-	-
TOTAL	**957.72**	**-**	**-**	**-**	**957.72**

3.3 INTANGIBLE ASSETS

Particulars	GROSS BLOCK				AMORTIZATION				NETBLOCK	
	As at 31.03.2024	Additions	Deductions	As at 31.03.2025	Up to 31.03.2024	For the year	Adjustments	Up to 31.03.2025	As at 31.03.2025	As at 31.03.2024
Software	26.39	-	-	26.39	23.19	1.03	-	24.22	2.17	3.20
TOTAL	**26.39**	**-**	**-**	**26.39**	**23.19**	**1.03**	**-**	**24.22**	**2.17**	**-**
PREVIOUS YEAR FIGURES	51.81	-	25.42	26.39	43.32	3.24	23.37	23.19	-	3.20

Notes to the Financial Statements

(₹ in lacs)

3.4 FINANCIAL ASSETS - NON CURRENT

3.4.1 INVESTMENTS

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Other Investment - Unquoted		
- In Equity Shares	11.96	10.37
31000 Equity Shares of ₹ 10/- each in Shivalik Solid Waste Management Limited		
	11.96	**10.37**

3.5 OTHER NON CURRENT ASSETS

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Non Financial Assets at amortized cost		
(unsecured, considered good)		
Security Deposits	116.27	106.97
Capital Advances	342.39	83.54
	458.66	**190.51**

4.1 INVENTORIES

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
As taken, valued and certified by the management		
Raw Materials	17,465.18	18,204.50
Stock in Process	6,015.19	4,869.35
Finished Goods #	6,955.05	6,621.16
Stores, Spares & Consumables	954.61	994.97
Waste	374.60	677.99
	31,764.63	**31,367.97**
# Including Goods-in-Transit	365.95	686.01

4.2 FINANCIAL ASSETS - CURRENT

4.2.1 INVESTMENTS

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Other Investment - Unquoted		
- In Mutuals Funds		
1818106.594 (P.Y. Nil) units of ₹ 10 each of GRG-Union Gilt Fund (Growth) - Lien Marked	219.99	-
	219.99	**-**
Aggregate amount of unquoted investments and repurchase value thereof	219.99	-

4.2.2 TRADE RECEIVABLES

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Secured - Considered good	8,366.86	7,970.69
Unsecured		
- Considered good	3,828.80	3,877.10
- Which have significant increase in credit risk	-	-

Notes to the Financial Statements

(₹ in lacs)

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
- Credit Impaired	1,096.92	1,089.44
	13,292.58	**12,937.23**
Less : Provision for Credit Impaired	1,096.92	1,089.44
	12,195.66	**11,847.79**

Trade Receivables ageing schedule

Particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2025
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	12135.48	55.78	3.85	0.55	-	12195.66
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	7.48	-	1089.44	1096.92

Particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2024
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	11687.04	3.41	0.55	151.68	5.11	11847.79
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	-	-
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Which have significant increase in credit risk	-	-	-	-	-	-
- Credit Impaired	-	-	-	-	1089.44	1089.44

4.2.3 CASH AND CASH EQUIVALENTS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balances with Scheduled Banks :		
In Current Account	40.32	59.97
Cash-in-hand	-	-
	40.32	**59.97**

4.2.4 Bank Balances other than Cash and cash equivalents

Particulars	As at 31st March, 2025	As at 31st March, 2024
Other bank balances		
- Fixed Deposits - Lien Marked	2,556.68	2,720.12
	2,556.68	**2,720.12**

Notes to the Financial Statements

(₹ in lacs)

4.2.5 LOANS

Particulars	As at 31st March, 2025	As at 31st March, 2024
(Unsecured, considered good)		
Loans and advances to employees	29.64	26.21
	29.64	**26.21**

4.2.6 OTHER FINANCIAL ASSETS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Interest Accrued on Fixed Deposits	9.79	10.36
	9.79	**10.36**

4.3 OTHER CURRENT ASSETS

Particulars	As at 31st March, 2025	As at 31st March, 2024
(Unsecured, considered good)		
Advances to suppliers	437.56	157.81
RoDTEP Licenses in Hand	274.21	68.61
Export Incentive Receivable	451.86	686.47
Interest Subsidy on Term Loans	295.50	295.50
Refund/ Claim Receivable	468.58	572.08
Balance with Government Authorities	1,680.02	2,025.98
Advances recoverable in kind	584.03	524.57
	4,191.76	**4,331.02**

5.1 EQUITY SHARE CAPITAL

Particulars	As at 31st March, 2025	As at 31st March, 2024
Authorised :		
2,50,00,000 Equity shares of ₹ 10/- each	2,500.00	2,500.00
	2,500.00	**2,500.00**
Issued, Subscribed and Paid up :		
1,98,20,000 Equity shares of ₹ 10/- each fully paid up	1,982.00	1,982.00
	1,982.00	**1,982.00**

(i) Reconciliation of the number of equity shares outstanding is as follows :

Particulars	As at 31st March, 2025 Nos.	As at 31st March, 2024 Nos.
At the beginning of the year	1,98,20,000	1,98,20,000
Changes during the year	-	-
At the end of the year	**1,98,20,000**	**1,98,20,000**

Notes to the Financial Statements

(₹ in lacs)

(ii) Details of shareholders holding more than 5% of the Equity Shares in the company:

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	Nos.	% holding	Nos.	% holding
Roselab Commodities Private Limited	35,01,923	17.67	35,01,923	17.67
Kailashpati Vinimay Private Limited	73,89,064	37.28	73,89,064	37.28
Aspire Emerging Fund	19,78,590	9.98	19,78,590	9.98

(iii) Term /Rights attached to Equity Shares

The company has one class of equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. During the year ended March 31, 2025 the amount of dividend recognised as distributions to equity shareholders is Nil (Previous Year Nil). In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the company.

(iv) Details of shareholding of Promoters in the company:

Shares held by promoters as at 31.03.2025

S.No.	Name of Promoter	No. of Shares	% of Total Shares	% Change during the year 2024-2025
(a)	Ashish Bagrodia	49220	0.25	-
(b)	Kailashpati Vinimay Private Limited	7389064	37.28	-
(c)	Roselab Commodities Private Limited	3501923	17.67	-
	Total	**10940207**	**55.20**	

Shares held by promoters as at 31.03.2024

S.No.	Name of Promoter	No. of Shares	% of Total Shares	% Change during the year 2024-2025
(a)	Ashish Bagrodia	49220	0.25	-
(b)	Kailashpati Vinimay Private Limited	7389064	37.28	-
(c)	Roselab Commodities Private Limited	3501923	17.67	-
	Total	**10940207**	**55.20**	

5.2 OTHER EQUITY

Particulars	As at 31st March, 2025	As at 31st March, 2024
Reserves & Surplus		
a) Capital Reserve		
As per last Account	46.68	46.68
Transfer to General Reserve	(46.68)	-
	-	**46.68**
b) Securities Premium		
As per last Account	5,131.46	5,131.46
	5,131.46	**5,131.46**
c) Retained Earnings		
General Reserve		
As per last Account	15,000.00	13,500.00
Add: Amount transferred from Capital Reserve	46.68	-
Add: Amount transferred from surplus in Statement of Profit & Loss	1,953.32	1,500.00
	17,000.00	**15,000.00**

Notes to the Financial Statements

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Surplus in the Statement of Profit & Loss		
As per last Account	5,340.46	4,958.18
Profit for the year	2,806.89	1,868.51
Remeasurement of net defined benefit liabilities	(2.90)	13.77
Transfer to General Reserve	(1,953.32)	(1,500.00)
	6,191.13	5,340.46
Total Retained Earnings	**23,191.13**	20,340.46
d) Equity Investment Reserve		
As per last Account	5.50	4.40
Add: Addition during the year	8.67	1.10
	14.17	**5.50**
TOTAL	**28,336.76**	**25,524.10**

Nature of Reserves

a) Capital Reserve

The Capital Reserve, represents capital receipts received in earlier years which now stands transferred to the General Reserve.

b) Securities Premium

Securities Premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

c) General Reserve

The General reserve is used from time to time for transfer of profits from surplus in statement of Profit and Loss for appropriation purposes.

d) Equity Investment Reserve

This reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income, net off amounts reclassified to retained earnings when those assets have been disposed off.

6.1 FINANCIAL LIABILITIES - NON CURRENT

6.1.1 Borrowings

Particulars	As at 31st March, 2025	As at 31st March, 2024
Secured Loans		
From Banks:		
- Term Loans	7,901.67	11,053.91
- Working Capital Term Loans	2,425.74	3,151.61
- Vehicle Loans	132.92	127.20
Unsecured Loans		
- From Related Parties	1,540.00	1,400.00
	12,000.33	**15,732.72**
Less : Current maturities of long term borrowings (Disclosed under Other Current Liabilities under Note No. 7.1.1)		
	4,153.60	4,219.94
	7,846.73	**11,512.78**

Notes to the Financial Statements

(₹ in lacs)

i) Details of security for term loans

(i) Term Loans of ₹ 4786.32 lacs and Working Capital Term Loans of ₹ 2425.74 lacs are secured by Joint Equitable Mortgage on company's immovable properties situated at Baddi & Manuni, Himachal Pradesh on pari-passu first charge basis, a charge by way of hypothecation of all movable property, plant & equipment (present and future) and pari-passu second charge on entire current assets (present and future) and personal guarantee of Chairman cum Managing Director of the company and corporate guarantee of a promoter company.

(ii) Term Loans of ₹ 3115.35 lacs are secured by way of extension of pari-passu first charge on entire current assets (present and future), Joint Equitable Mortgage on company's immovable properties situated at Baddi & Manuni, Himachal Pradesh and hypothecation of all movable property, plant & equipment (present and future) on pari-passu second charge basis and guarantee of National Credit Guarantee Trustee Company (NCGTC) Limited.

Repayment Terms of term loans and working capital term loans

S.No.	Amount Outstanding	No of remaining Installments	Nature of Installment	Last due date of Repayment
(a)	91.24	9	Equal Monthly	31.12.2025
(b)	183.01	10	Equal Monthly	01.01.2026
(c)	487.50	11	Balloning Monthly	28.02.2026
(d)	127.50	12	Equal Monthly	31.03.2026
(e)	2425.74	5	Balloning Quarterly	01.04.2026
(f)	169.00	14	Equal Monthly	10.05.2026
(g)	269.79	14	Equal Monthly	31.05.2026
(h)	561.00	7	Balloning Quarterly	01.10.2026
(i)	651.50	32	Balloning Monthly	13.11.2027
(j)	204.19	32	Equal Monthly	21.11.2027
(k)	169.33	32	Balloning Monthly	30.11.2027
(l)	466.67	32	Equal Monthly	30.11.2027
(m)	295.62	33	Equal Monthly	31.12.2027
(n)	3495.80	18	Balloning Quarterly	30.09.2029
(o)	558.00	20	Balloning Quarterly	31.03.2030
(p)	11.26	24	Balloning Quarterly	26.09.2032
(q)	160.26	24	Balloning Quarterly	30.09.2032

ii) Details of security for vehicle loans

Vehicle loans from banks are secured by hypothecation of specific assets purchased under such arrangements and is repayable in equated monthly installments as follows:

Repayment Terms

S.No.	Amount Outstanding	No of remaining Installments	Last due date of Repayment
(a)	1.22	3	05.06.2025
(b)	1.97	5	05.08.2025
(c)	3.98	7	16.10.2025
(d)	6.62	21	05.12.2026
(e)	35.56	21	10.12.2026
(f)	15.34	36	05.03.2028
(g)	15.43	39	05.06.2028
(h)	8.39	56	30.11.2029
(i)	17.64	71	28.02.2031
(j)	26.77	81	30.12.2031

Notes to the Financial Statements

(₹ in lacs)

iii) Repayment Terms of Unsecured Loans

S.No.	Amount Outstanding	Terms of Repayment	Last due date of Repayment
(a)	1400.00	Within one year from date of full repayment of terms loans and other long terms loans, under one time restructuring scheme unless extended with mutual consent of both parties.	01.04.2027
(b)	140.00	Within 31st March, 2028 unless extended with mutual consent of both parties.	31.03.2028

6.2 NON-CURRENT PROVISIONS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for Employee Benefits:		
- Gratuity	253.53	330.79
- Leave Encashment	110.72	106.52
	364.25	**437.31**

6.3 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Deferred Tax Liability / (Asset) relating to:		
- Property, plant and equipment and Intangible Assets	4,238.35	4,180.54
- Employee Benefits	(218.74)	(212.67)
- Others	(505.62)	(494.54)
	3,513.99	**3,473.33**

6.4 OTHER NON-CURRENT LIABILITIES

Particulars	As at 31st March, 2025	As at 31st March, 2024
Deferred Income - Capital subsidy	397.91	427.41
	397.91	**427.41**

7.1 FINANCIAL LIABILITIES-CURRENT

7.1.1 BORROWINGS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Working Capital Limits - Secured		
From Banks:		
Working Capital Demand loan		
- Foreign Currency Loan	1,085.62	-
- Rupee Loan	588.00	1,668.00
Cash Credit Facilities	1,581.25	1,614.76
Packing Credit Facilities		
- Foreign Currency Packing Credit	4,086.19	472.76

Notes to the Financial Statements

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
- Rupee Loan Packing Credit	848.64	4,322.09
Bills Discounting Facilities	5,140.30	4,792.92
Current Maturities of Long-Term Borrowings	4,153.60	4,219.94
	17,483.60	**17,090.47**

Working Capital limits are secured by First Charge by Hypothecation of Inventories and Book Debts, Second Charge on entire Property, Plant & Equipment of the Company on Pari-passu basis and corporate guarantee of a promoter company and personal guarantee of the Chairman cum Managing Director.

7.1.2 Trade Payables

Particulars	As at 31st March, 2025	As at 31st March, 2024
- Dues of Micro and Small Enterprises	47.65	25.74
- Dues of creditors other than micro & small enterprises		
- Acceptances	14074.74	13849.92
- Others	4865.93	4897.99
	18988.32	**18773.65**

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2025
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	47.65	-	-	-	47.65
- Other than MSME	18,940.67	-	-	-	18,940.67
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	25.74	-	-	-	25.74
- Other than MSME	18,747.91	-	-	-	18,747.91
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

7.1.3 OTHER FINANCIAL LIABILITIES

Particulars	As at 31st March, 2025	As at 31st March, 2024
Interest accrued but not due on borrowings	20.76	13.31
Interest accrued and due on borrowings	37.67	28.10
Creditors for Capital Goods	32.39	365.14
Other Liabilities	2,805.06	2,865.50
Derivative Financial Instruments	9.06	29.75
	2,904.94	**3,301.80**

Notes to the Financial Statements

(₹ in lacs)

7.2 OTHER CURRENT LIABILITIES

Particulars	As at 31st March, 2025	As at 31st March, 2024
Statutory Dues	682.53	632.37
Advance from customers	322.45	323.22
	1,004.98	**955.59**

7.3 CURRENT PROVISIONS

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for Employee Benefits:		
- Gratuity	195.08	162.02
- Leave Encashment	45.69	43.88
	240.77	**205.90**
Provision for Taxations (Net of Advances and Refundable)	306.36	101.25
	547.13	**307.15**

8.1 REVENUE FROM OPERATIONS

Particulars	2024-2025	2023-2024
Sale of Products		
- Yarn	72,612.24	69,631.27
- Fabric	6,440.64	5,909.64
- Trading	2.04	38.97
Other Operating Revenues:	**79,054.92**	**75,579.88**
- Waste & Scrap Sales	4,803.75	4,123.81
- Export Incentives	2,230.24	2,084.16
- Exchange Rate Variation Gain	434.43	544.60
	7,468.42	6,752.57
	86,523.34	**82,332.45**

8.2 OTHER INCOME

Particulars	2024-2025	2023-2024
Interest	247.69	180.87
Rent	2.82	2.82
Dividend	0.62	0.62
Profit/(Loss) on Disposal of Property, Plant & Equipment	(6.61)	25.86
Miscellaneous Income	-	0.33
Pro-rata Capital Subsidy	48.24	33.44
	292.76	**243.94**

9.1 COST OF MATERIAL CONSUMED

Particulars	2024-2025	2023-2024
Raw Material	50,303.12	48,038.72
Dyes and Chemicals	3,320.36	3,330.90
Packing Material	1,082.87	1,023.43
	54,706.35	**52,393.05**

Notes to the Financial Statements

(₹ in lacs)

9.2 PURCHASE OF STOCK-IN-TRADE

Particulars	2024-2025	2023-2024
Trading Purchases	1.27	34.55
	1.27	**34.55**

9.3 CHANGE IN INVENTORIES

Particulars	2024-2025	2023-2024
Opening Stock		
Finished Goods	6,621.16	6,535.82
Work in progress	4,869.35	4,745.53
	11,490.51	**11,281.35**
Less: Closing Stock		
Finished Goods	6,955.05	6,621.16
Work in progress	6,015.19	4,869.35
	12,970.24	**11,490.51**
Decrease/(Increase) in Stocks	**(1,479.73)**	**(209.16)**

9.4 EMPLOYEE BENEFIT EXPENSES

Particulars	2024-2025	2023-2024
Salary and allowances	7,575.36	7,095.88
Contribution to Provident & Other Funds	546.34	538.37
Staff welfare expenses	29.11	31.33
	8,150.81	**7,665.58**

9.5 FINANCE COSTS

Particulars	2024-2025	2023-2024
Interest Expenses	2,154.75	2,327.72
Other Borrowing Cost	2,319.97	1,808.93
Loan Processing and other financial charges	245.82	195.53
Exchange Fluctuation relating to borrowing costs	(75.85)	26.59
	4,644.69	**4,358.77**

9.6 DEPRECIATION & AMORTIZATION EXPENSES

Particulars	2024-2025	2023-2024
Relating to :		
- Property, plant & equipment	2,232.91	2,174.46
- Intangible Assests	1.03	3.24
	2,233.94	**2,177.70**

9.7 OTHER EXPENSES

Particulars	2024-2025	2023-2024
Conversion Charges	274.42	358.29
Consumption of Stores, Spares & Consumables	1,826.37	1,875.25
Power and Fuel	6,664.66	6,161.25
Repairs and Maintenance :		
Buildings	46.89	52.22

Notes to the Financial Statements

(₹ in lacs)

Particulars	2024-2025	2023-2024
Machinery	235.54	207.12
Rent	155.82	108.04
Rates & Taxes	61.89	65.73
Insurance	150.19	193.96
Freight & Handling Charges	2,873.70	2,285.76
Commission	736.77	659.15
Travelling Expenses	315.14	322.07
Bad Debts	-	6.76
Provision for Doubtful Debts	7.48	-
Expenses of CSR Actitives	81.34	82.77
Miscellaneous Expenses	1,617.82	1,290.06
	15,048.03	**13,668.43**

10 TAX EXPENSES

Particulars	2024-2025	2023-2024
Current tax		
Income Tax	855.18	644.40
Tax Adjustments	(190.06)	(17.23)
	665.12	**627.17**
Deferred Tax		
Deferred Tax	38.73	(8.21)
	703.85	**618.96**

(i) The major components of tax expense for the years ended 31 March 2025 and 31 March 2024 are:

Particulars	2024-2025	2023-2024
Current Tax:		
Current tax expenses for current year	855.18	644.40
Tax expenses pertaining to prior periods	(190.06)	(17.23)
	665.12	**627.17**
Deferred tax obligations	38.73	(8.21)
Total tax expense reported in the statement of profit or loss	**703.85**	**618.96**

(ii) The reconciliation of estimated income tax expense at statutory income tax rate to income tax expenses reported in statement of profit and loss is as follows:

Particulars	2024-2025	2023-2024
Profit before income taxes	**3,510.74**	**2,487.47**
At statutory income tax rate	25.168%	25.168%
Expected Income Tax expenses	883.58	626.05
Tax effects of adjusments to reconcile expected income tax expense to reported income tax expense		
Depreciation Difference	3.65	52.22
Employee Benefits (Net)	(33.38)	(27.74)
Other Non deductible expenses for tax purposes (Net)	18.25	(23.34)
Others (Net)	21.81	9.00
Tax pertaing to prior periods	(190.06)	(17.23)
Total Income Tax expenses	**703.85**	**618.96**

Notes to the Financial Statements

(₹ in lacs)

(iii) Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2025 is as follows:

	Opening Balance	Recognised/ reversed through Profit and Loss	Recognised/ reversed in other comprehensive income	Closing Balance
Deferred Tax (Assets)/Liabilites in relation to:				
Property, plant & equipment and Intangible Assets	4,180.54	57.81	-	4,238.35
Employee Benefits	(212.67)	(5.09)	(0.98)	(218.74)
Others	(494.54)	(13.99)	2.91	(505.62)
Net Deferred Tax (Assets)/Liabilities	**3,473.33**	**38.73**	**1.93**	**3,513.99**

Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2024 is as follows:

	Opening Balance	Recognised/ reversed through Profit and Loss	Recognised/ reversed in other comprehensive income	Closing Balance
Deferred Tax (Assets)/Liabilites in relation to:				
Property, plant & equipment and Intangible Assets	4,141.15	39.39	-	4,180.54
Employee Benefits	(204.40)	(12.90)	4.63	(212.67)
Others	(460.21)	(34.70)	0.37	(494.54)
Net Deferred Tax (Assets)/Liabilities	**3,476.54**	**(8.21)**	**5.00**	**3,473.33**

11 FINANCIAL INSTRUMENTS

11.1 Financial Instruments by category

The carrying value of financial instruments by categories as on 31st March, 2025 were as follows:

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Equity Instruments	3.4.1 & 4.2.1	-	231.95	-	231.95	231.95
(other than subsidiary, Joint ventures)						
- Trade receivables	4.2.2	-	-	12,195.66	12,195.66	12,195.66
- Cash and Cash equivalents	4.2.3	-	-	40.32	40.32	40.32
- Bank Balances other than Cash and Cash Equivalents	4.2.4	-	-	2,556.68	2,556.68	2,556.68
- Loans	4.2.5	-	-	29.64	29.64	29.64
- Other financial assets	4.2.6	-	-	9.79	9.79	9.79
Total Financial Assets		**-**	**231.95**	**14,832.09**	**15,064.04**	**15,064.04**
Financial Liabilities						
- Long Term Borrowings	6.1.1	-	-	7,846.73	7,846.73	7,846.73
- Short Term Borrowings	7.1.1	-	-	17,483.60	17,483.60	17,483.60
- Trade Payables	7.1.2	-	-	18,940.67	18,940.67	18,940.67
- Other Financial Liabilities	7.1.3	9.06	-	2,895.88	2,904.94	2,904.94
Total Financial Liabilities		**9.06**	**-**	**47,166.88**	**47,175.94**	**47,175.94**

Notes to the Financial Statements

(₹ in lacs)

The carrying value of financial instruments by categories as on 31st March, 2024 were as follows:

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Equity Instruments	3.4.1 & 4.2.1	-	10.37	-	10.37	10.37
(other than subsidiary, Joint ventures)						
- Trade receivables	4.2.2	-	-	11,847.79	11,847.79	11,847.79
- Cash and cash equivalents	4.2.3	-	-	59.97	59.97	59.97
- Bank Balances other than Cash and Cash Equivalents	4.2.4	-	-	2,720.12	2,720.12	2,720.12
- Loans	4.2.5	-	-	26.21	26.21	26.21
- Other financial assets	4.2.6	-	-	10.36	10.36	10.36
Total Financial Assets		**-**	**10.37**	**14,664.45**	**14,674.82**	**14,674.82**
Financial Liabilities						
- Long Term Borrowings	6.1.1	-	-	11,512.78	11,512.78	11,512.78
- Short Term Borrowings	7.1.1	-	-	17,090.47	17,090.47	17,090.47
- Trade Payables	7.1.2	-	-	18,747.91	18,747.91	18,747.91
- Other Financial Liabilities	7.1.3	29.75	-	3,272.05	3,301.80	3,301.80
Total Financial Liabilities		**29.75**	**-**	**50,623.21**	**50,652.96**	**50,652.96**

Management estimations and assumptions

a) The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

b) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) The fair values of the unquoted equity shares have been determined based on certifications from valuers who have used Net Asset Value approach for determining the fair values.

(ii) The fair values of the derivative financial instruments have been determined based on the exchange rates prevailing as at year end.

11.2 Fair Value Measurement

(i) Fair Value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices 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 company's policy is to recognize transfers into and the transfers out of fair value hierarchy levels as at the end of the reporting period. There are no transfers between level 1 and level 2 during the end of the reported periods.

Notes to the Financial Statements

(₹ in lacs)

(ii) The following table presents fair value hierarchy of assets and liabilities measured at fair value:

As at 31st March 2025

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	3.4.1	-	-	11.96
Current Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	4.2.1	219.99	-	
Other financial current Liabilities				
- Derivative financial instruments	7.1.3	-	9.06	-

As at 31st March 2024

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)	3.4.1	-	-	10.37
Other financial current Liabilities				
- Derivative financial instruments	7.1.3	-	29.75	-

11.3 Financial Risk Management

The principal financial assets of the Company include loans, trade and other receivables, and cash and bank balances that derive directly from its operations. The principal financial liabilities of the company, include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company.

This note explains the risks which the company is exposed to and policies and framework adopted by the company to manage these risks.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

(i) Foreign currency risk

The company operates internationally and business is transacted in several currencies.

The export sales of company included in the total sales of the company, Further the company also imports certain assets and material from outside India. The exchange rate between the Indian rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently the company is exposed to foreign currency risk and the results of the company may be affected as the rupee appreciates/ depreciates against foreign currencies. Foreign exchange risk arises from the future probable transactions and recognized assets and liabilities denominated in a currency other than company's functional currency.

The company measures the risk through a forecast of highly probable foreign currency cash flows and manages its foreign currency risk by appropriately hedging the transactions. The Company uses a combination of derivative financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

Notes to the Financial Statements

(₹ in lacs)

(a) The following table summarizes the company's exposure to foreign currency risk from financial instruments at the end of each reporting period:

Particulars	Amount in Document Currency		Amount in INR Currency	
	Current Year	Previous Year	Current Year	Previous Year
Exposure on account of Financial Assets				
Trade receivables (net of bill discounted)				
- In USD	61,74,385.75	60,91,801.21	5,277.25	5,080.56
- In Euro	-	79,600.52	-	71.54
- In PLN	9,26,443.12	10,63,423.92	204.58	222.56
Cash and cash equivalents				
- In USD	-	-	-	-
- In PLN	77,771.46	1,86,658.91	17.17	39.07
Other Current Assets				
- In USD	3,05,539.06	539.15	262.03	0.45
- In Euro	10,295.17	41,503.59	9.34	37.61
- In CHF	1,06,613.00	9,936.15	101.48	9.42
- In PLN	16,294.92	23,207.54	3.60	4.86
Exposure on account of Financial Liabilities				
Advance From Customer				
- In USD	2,89,205.95	3,45,465.12	249.80	286.34
- In Euro	51,862.00	1,860.00	48.85	1.64
Foreign Currency Loan				
- In USD	12,70,030.38	-	1,085.62	-
Packing Credit Foreign Currency				
- In USD	47,80,286.05	5,66,791.77	4,086.19	472.76
Trade Payables and Other Financial Liabilities				
- In USD	3,89,369.81	3,03,630.09	332.83	253.32
- In Euro	9,695.89	349.88	8.93	0.31
- In CHF	13,280.00	-	12.86	-
- In PLN	56,134.17	48,214.76	12.40	10.09

(b) Forward Contracts of ₹2682.29 Lacs-US $ 31.38 Lacs (Previous Year ₹ 6930.31 Lacs-US $ 83.44 Lacs) taken for the purpose of hedging against outstanding of future orders as on 31.03.2025.

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates, which are included in interest bearing loans and borrowings in these financial statements. The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

At the reporting date the interest rate profile of the Company's interest bearing financial instrument is at its fair value:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Variable rate instruments		
Long term borrowings	12,000.33	15,732.72
Current maturities of long term debt	4,153.60	4,219.94
Short term borrowings	13,330.00	12,870.53

Notes to the Financial Statements

(₹ in lacs)

(iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. Credit risk on cash and bank balances is limited as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. The Company's credit risk in case of all other financial instruments is negligible.

The company assesses the credit risk based on external credit ratings assigned by credit rating agencies. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to overseas customers are generally covered by letters of credit.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The company has not considered an allowance for doubtful debts in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable.

Write off policy

The financials assets are written off incase there is no reasonable expectation of recovering from the financial asset.

12 CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR):-

S.No.	Particulars	As at 31st March, 2025	As at 31st March, 2024
	Contingent Liabilities		
(i)	Outstanding Bank Guarantees	752.86	752.86
(ii)	Claims against company not accepted	254.16	254.16

(iii) Custom duty ₹ 1484.12 Lacs (Previous year ₹ 569.72 Lacs) saved upon import of capital goods made under EPCG scheme against which export obligations amounting to ₹ 11351.31 Lacs (Previous year ₹ 3710.67 Lacs) pending.

(iv) Interest on contested demand of entry tax, amount whereof is not ascertainable.

Considering the past experience, management is of the view that there will not be any material impact on accounts on settlement/finalization of tax assessment.

13 Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 4803.62 Lacs (Previous year ₹ 624.99 Lacs) {(net of advances of ₹ 342.39 Lacs)(Previous year ₹ 83.54 Lacs)}.

14 Auditors Remuneration (Excluding GST)

(a) Statutory Audit

Particulars	2024-2025	2023-2024
Audit Fee	20.00	20.00
Tax Audit Fee	4.50	4.50
Other Services	1.63	1.50
Reimbursement of expenses	0.94	0.34

(b) Cost Audit

Particulars	2024-2025	2023-2024
Cost Audit Fee	0.75	0.75
Other Service	-	-

Notes to the Financial Statements

(₹ in lacs)

(c) Other

Particulars	2024-2025	2023-2024
Secretarial audit fee	0.35	0.35

15 Balances of loans and advances sundry creditors and other liabilities are in the process of confirmation / reconciliation.

16 The Company has not received full information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid / payable have been given based on the information so far available with the company/ identified by the company management. As required by schedule III of companies Act, of the above said Act the following information is disclosed:-

S.No.	Particulars	2024-2025	2023-2024
a)	(i) Principal amount remaining unpaid at the end of the accounting year	47.65	25.74
	(ii) Interest accrued and due to such suppliers on above (a) amount	-	-
b)	Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day.	-	-
c)	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
d)	Interest accrued and remaining unpaid at the end of the accounting year.	-	-
e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

17 The disclosures required under Ind-AS -19, Employee Benefits, notified in the Companies (Accounting Standard) Rules, 2015 are given below, based on the Actuarial Report certified by a Practicing Actuary.

Particulars	2024-2025	2023-2024
Defined Contribution Plan		
Contribution to Defined Contribution Plan, charged off for the year are as under:		
Employer's Contribution to Provident & Pension Fund	462.59	460.62
Employer's Contribution to ESIC Scheme	83.75	77.75

Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

a. Movement in present value of defined benefit obligations

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Present value of obligation at the beginning of the year	150.40	139.87	853.83	824.94
Current Service Cost	34.21	31.82	119.97	104.25
Interest Cost	10.32	9.84	58.58	56.24
Remeasurements - Actuarial (gains)/losses	56.21	55.03	10.20	(13.99)

Notes to the Financial Statements

(₹ in lacs)

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Benefits paid	(94.73)	(86.16)	(86.45)	(117.61)
Past Service Cost	-	-	-	-
Present value of obligation at the end of the year	156.41	150.40	956.13	853.83

b. Movement in Fair value of Plan Asset

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Fair Value of Plan Asset Beginning of the year	-	-	361.02	233.79
Interest Income	-	-	25.60	17.09
Actual contribution	-	-	200.80	220.86
Acturial Gain/Losses	-	-	6.32	4.41
Benefits paid	-	-	(86.22)	(115.13)
Fair Value of Plan Asset End of the year	-	-	507.52	361.02

c. Reconciliation of fair value of assets and obligations

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Present value of obligation at the end of the year	156.41	150.40	956.13	853.83
Fair Value of Plan assets as at the end of the year	-	-	507.52	361.02
Net liability recognised in Balance Sheet	156.41	150.40	448.61	492.81

d. Amount recognised in the Statement of Profit and Loss under Employee Benefit Expenses

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Current Service Cost	34.21	31.82	119.97	104.25
Interest Cost	10.32	9.84	58.58	56.24
Past Service Cost	-	-	-	-
Remeasurements - Actuarial (gains)/losses	56.21	55.03	-	-
Expected return on plan assets	-	-	(25.60)	(17.09)
Net expenses recognised in the statement of Profit and Loss	100.74	96.69	152.95	143.40

e. Amount recognised in the other comprehensive income

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Acturial Gain/Losses in Plan Assets	-	-	(6.32)	(4.41)
Effect of change in demographic assumptions	-	-	-	-
Effect of change in financial assumptions	-	-	19.49	9.22
Effect of experience adjustments	-	-	(9.29)	(23.21)
Net expenses recognised in the other comprehensive income	-	-	3.88	(18.40)

Notes to the Financial Statements

(₹ in lacs)

f. The weighted-average assumptions used to determine net periodic benefit cost are set out below:

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Mortality Table (IALM Ultimate)	2012-14	2012-14	2012-14	2012-14
Interest rate for discounting	6.66%	7.09%	6.66%	7.09%
Rate of escalation in salary (per annum after first year)	5.00%	5.00%	5.00%	5.00%
Expected Return on Plan Assests	N.A.	N.A.	6.66%	7.09%
Withdrawal Rate	10.00%	10.00%	10.00%	10.00%
Retirement Age	58 Years	58 Years	58 Years	58 Years

g. The quantitative sensitivity analysis on net liability recognized on account of change in significant assumptions:

Particulars	Leave Encashment (Unfunded)		Gratuity (Funded)	
	2024-2025	2023-2024	2024-2025	2023-2024
Discount Rate 100 basis points Increase	(6.03)	(5.89)	(44.00)	(40.30)
Discount Rate 100 basis points Decrease	6.68	6.51	48.95	44.70
Salary Escalation Rate 100 basis points Increase	7.20	7.06	46.12	42.15
Salary Escalation Rate 100 basis points Decrease	(6.62)	(6.50)	(43.96)	(40.11)
Withdrawal Rate 25% Increase	1.53	1.86	5.42	7.90
Withdrawal Rate 25% Decrease	(1.94)	(2.34)	(8.71)	(11.54)

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by one percentage, keeping all other actuarial assumptions constant.

h. Maturity profile of defined benefit obligation:y

Particulars	Gratuity	
	2024-2025	2023-2024
With in 1 year	195.08	162.02
1-2 Year	105.78	96.12
2-3 Year	111.60	105.86
3-4 Year	36.15	99.95
4-5 Year	-	28.86
above 5 years	-	-
	448.61	**492.81**

18 Related Party Disclosure

Related parties and transactions with them as specified in the Ind-AS 24 on "Related Parties Disclosures" presribed under Companies (Accounting Standards) Rules, 2015 has been identified and given below on the basis of information available with the company and the same has been relied upon by the auditors.

Significant influenced entities

Particulars	Country	Holding as at	
		31.03.2025	31.03.2024
a) Name of Subsidiary		-	-
b) List of Joint Ventures		-	-
c) Other related parties			

Notes to the Financial Statements

(₹ in lacs)

(i)

Key management personnel and their relatives	Relationship
Shri Ashish Bagrodia	Chairman Cum Managing Director
Shri Anil Kumar Sharma	Director Cum Chief Executive Officer
Shri Sanjay Kumar Kedia	Chief Financial Officer
Shri Videshwar Sharma	Company Secretary
Shri Divij Bagrodia	Assistant Manager (Relative of CMD)
Shri Keshav Bagrodia	Executive Trainee (Relative of CMD)

(ii) Enterprise where Key Management Personnel & their relative have significant influence

Star point Financial Services Private Limited	India
Kailashpati Vinimay Private Limited	India
Roselab Commodities Private Limited	India

Transactions with the Related Parties :-

Nature of Transactons	2024-2025 Other related parties	2023-2024 Other related parties
Income	-	-
Expenses		
Rent	24.00	24.00
Interest	129.07	126.00
Reimbursement of Expesnes (Net)	3.16	-
Year End Receivable		
Loans and advances	6.64	2.12
Year End Payable		
Borrowings (including Interest Accrued)	1,570.73	1,400.00
Other Financial Liabilities	6.12	13.19

The table below describes the compensation to key managerial personnel and Related Parties:

Particulars	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Short term employee benefits	393.01	340.99
Post employement benefits		
Defined contribution plan	27.59	24.27
Defined benefit plan	91.99	83.94
Other long term benefit	-	-
	512.59	**449.20**

19 EARNINGS PER SHARE

(a) The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share"

(i) A statement on calculation of basic & Diluted EPS is as under:

Particulars	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Net Profit after tax attributable to equity shareholders (₹ in lacs)	2,812.66	1,883.38
Total (A)	**2,812.66**	**1,883.38**
Weighted average number of equity shares (No in lac)	1,982.00	1,982.00
Total (B)	**1,982.00**	**1,982.00**

Notes to the Financial Statements

(₹ in lacs)

Particulars	Year Ended 31 March, 2025	Year Ended 31 March, 2024
Basic earning per Share (₹) (A)/(B)	14.19	9.50
Diluted earning per Share (₹)* (A)/(B)	14.19	9.50
Face value per equity share (₹)	10	10

20 SEGMENT INFORMATION

(i) Business segments have been identified based on the nature and class of products and services, assessment of differential risks and returns. Accordingly, company is a single segment company operating in textile business (Yarn, Fabric and allied activities) and disclosure requirements as contained in Ind AS- 108 'Operating Segments' are not required in the financial statements.

(ii) The segment revenue in geographical segments considered for disclosure is as follow:

(a) Revenue inside India includes sales to customers located within India.

(b) Revenue outside India includes sales to customers located outside India.

Information about geographical segments (by location of customers) :

Particulars	2024-2025	%	2023-2024	%
(i) Revenue-Sales (Net)				
- Within india	39,695.09	45.88	39,134.11	47.53
- Outside india	46,828.25	54.12	43,198.34	52.47
Total	**86,523.34**	**100.00**	**82,332.45**	**100.00**
(ii) Carrying amount of segment non-current assets by location of assets (*)				
- Within india	32,347.19	99.99	33,409.27	99.99
- Outside india	2.99	0.01	2.51	0.01
Total	**32,350.18**	**100.00**	**33,411.78**	**100.00**

(*) Non-current assets exclude Financial Assets.

21 In accordance with the Accounting Standards (IndAS-36) on "Impairment of Assets" during the year the company has assessed useful life of fixed assets in use and is of the view that no impairment is considered to be necessary in view of its expected realizable value/value in use.

22 REVENUE FROM CONTRACTS WITH CUSTOMERS

The disclosure pursuant to INDAS 115 "Revenue from Contracts with Customers" are given herein below:

Customer Contracts

(i) Revenue

Particulars	31st March, 2025	31st March, 2024
(a) Revenue from contract with customers		
Sale of Products	79054.92	75579.88
Other Operating Revenues:	7468.42	6752.57
	86523.34	**82332.45**
(b) Income from investment activities/others		
Other Income	292.76	243.94
	292.76	243.94
Total	**86816.1**	**82576.39**

Notes to the Financial Statements

(₹ in lacs)

(ii) Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Type of goods/services	31st March, 2025	31st March, 2024
Sale of Products		
Yarn	72612.24	69631.27
Fabric	6440.64	5909.64
Trading	2.04	38.97
Other Operating Revenues:	**79,054.92**	**75,579.88**
Waste & Scrap Sales	4803.75	4123.81
Export Incentives	2230.24	2084.16
Exchange Rate Variation Gain	434.43	544.6
	7468.42	6752.57
Total revenue from contracts with customers (A)	**86,523.34**	**82,332.45**
Other Income	292.76	243.94
Total Income from investment activities/others (B)	**292.76**	**243.94**
Total (A+B)	**86,816.10**	**82,576.39**
Revenue from contract with customers		
Within india	39,695.09	39,134.11
Outside india	46,828.25	43,198.34
	86,523.34	**82,332.45**

(iii) Contract balances

Particulars	Sub heading	31st March, 2025	31st March, 2024
Contract Assets	Trade Receivables	12,195.66	11,847.79
Contract liabilities	Advance from Customers	322.45	323.22

(v) Perfomance obligations

Information about the Company's performance obligations for material contracts are as summarised below:

Sale of Goods:

The performance obligation and the control is satisfied at the point in time when control of the goods are transferred to the customers, the customer has full discretion over the channel and price to sell the products, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. The said conditions are generally fulfilled upon delivery of goods to the customers.

Sale of Services:

The performance obligation has been satisfied on the stage of completion.

23 The Company had filed a claim, including interest thereon, as an operational creditor under the Insolvency and Bankruptcy Code, 2016, before the Insolvency Resolution Professional (IRP) appointed by the Hon'ble National Company Law Tribunal (NCLT), Chandigarh, in respect of a body corporate whose net worth has been fully eroded. The said claim was subsequently rejected.

Thereafter, the Company has filed an Interlocutory Application (IA) before the NCLT, contesting the non-admission of its claim. The IA forms part of the ongoing Corporate Insolvency Resolution Process (CIRP) proceedings against the said body corporate and is currently pending adjudication.

In view of the uncertainty regarding the recoverability of the amount, the management has considered it prudent to create a provision for doubtful debts amounting to ₹1,089.44 lakhs against the outstanding receivables from the said entity.

Notes to the Financial Statements

(₹ in lacs)

24 During the year Research and Development expenditure (net) amounting to ₹ 297.58 Lacs (Previous year ₹ 287.01 Lacs) have been charged to Statement of Profit and Loss in respective heads of the accounts & Capital Expenditure of ₹ 115.35 Lacs (previous year ₹ 66.13 Lacs), has been capitalized under the R & D Assets.

Particulars	2024-2025	2023-2024
Raw Material	384.84	427.09
Employee Cost	125.80	121.25
Store & Spares	63.05	68.29
Power & Fuel	98.15	87.19
Total Recurring Expenses	671.84	703.82
Less: Sale Consideration	374.26	416.81
Net Recurring Expenses	297.58	287.01
Total Capital Expenditure	115.35	66.13
Total R&D Expenses (Incl. Capital Expenditure)	412.93	353.14

25 As per the past practice, consumption of raw material and stores and spares is derived as net of opening stock plus purchases less closing stock.

26 (a) Raw Material Consumed

Particulars	2024-2025	2023-2024
Cotton	44,169.39	41,576.35
Manmade/other fibres and filaments	6,133.73	6,462.37
Total	**50,303.12**	**48,038.72**

(b) Total Value of Raw Materials and Stores & Spares consumed (includes packing material & dyes & chemicals):

Particulars	2024-2025	%	2023-2024	%
Raw Material:				
Imported	3,893.66	7.74	368.56	0.77
Indigenous	46,409.46	92.26	47,670.16	99.23
Total	**50,303.12**	**100.00**	**48,038.72**	**100.00**
Stores & Spares (includes packing material & dyes & chemicals):				
Imported	232.37	3.73	203.92	3.27
Indigenous	5,997.23	96.27	6,025.66	96.73
Total	**6,229.60**	**100.00**	**6,229.58**	**100.00**

Detail of Traded Goods *

Particulars	2024-2025		2023-2024	
	Purchases	Sales	Purchases	Sales
Yarn	1.27	2.04	34.55	38.97
Total	**1.27**	**2.04**	**34.55**	**38.97**

*Opening stock and closing stock Nil (Previous Year Nil)

(c) CIF Value of Imports:

Particulars	2024-2025	2023-2024
Raw Material	4,820.46	638.79
Capital goods	339.96	726.44
Spare Parts & Components	227.72	186.57
Total	**5,388.14**	**1,551.80**

Notes to the Financial Statements

(₹ in lacs)

(d) Earnings in Foreign Exchange

Particulars	2024-2025	2023-2024
Exports of goods on FOB basis (excluding export through export houses & EOU)	44,329.74	41,370.18

(e) Expenditure in Foreign Currency

Particulars	2024-2025	2023-2024
Interest and other financial charges	279.79	156.12
Commission Expenses	357.50	293.12
Travelling	10.36	5.32
Rent	71.13	41.89
Employee Expenses	117.93	32.69
Freight & Handling Charges	8.85	13.37
Insurance	2.45	2.59
Other Expenses	36.22	27.71

27 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

Particulars	2024-2025	2023-2024
(i) Amount required to be spent as per Section 135 of the Act	86.02	69.14
(ii) Amount of expenditure incurred during the year	81.34	82.77
(iii) Excess amount spent in previous financial year available for set off in current year	4.68	
(iii) shortfall at the end of the year,	-	-
(iv) total of previous years shortfall,	-	-
(vii) reason for shortfall,	N.A.	N.A.
(viii) details of contribution to a trust established by the company in relation to CSR expenditure as per relevant Accounting Standard,	71.40	68.50
(ix) 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.	-	-
(x) nature of CSR activities, : Eradication of hunger and malnutrition, promoting education, including special education and employment enchancing vocation skills, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects, promotion of rural sports activities.		

28 CAPITAL MANAGEMENT

The capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maintain optimum capital structure to reduce cost of capital and 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 which otherwise would permit the banks to immediately call loans and borrowings. In order to maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's gearing ratio was as follows:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Borrowings	29,483.93	32,823.19
Less: Cash and cash equivalents	2,597.00	2,780.09
Net debt	26,886.93	30,043.10

Notes to the Financial Statements

(₹ in lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Total equity	30,318.76	27,506.10
Capital and Net debt	57,205.69	57,549.20
Gearing ratio	47.00%	52.20%

There were no changes in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

29 ASSETS SECURED FOR BORROWINGS

The carrying amounts of assets secured for current and non current borrowings is given in the following table:

Particulars	Notes	As at 31st March, 2025	As at 31st March, 2024
Non Current Assets			
Property, Plant and Equipments	3.1	31,753.69	32,260.35
Capital work-in-progress	3.2	135.66	957.72
Intangible Assets	3.3	2.17	3.20
Total		**31,891.52**	**33,221.27**
Current Assets			
Inventories	4.1	31,764.63	31,367.97
Trade receivables	4.2.2	12,195.66	11,847.79
Cash and cash equivalents	4.2.3	40.32	59.97
Bank Balances other than Cash and Cash Equivalents	4.2.4	2,556.68	2,720.12
Total		**46,557.29**	**45,995.85**

30 RATIOS

The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024

Particulars	Numerator	Denominator	31st March, 2025	31st March, 2024	% Variance
(a) Current Ratio,	Current Assets	Current Liabilities	1.25	1.25	0
(b) Debt-Equity Ratio,	Total Outside Liabilities	Shareholders' Equity	1.75	2.05	14
(c) Debt Service Coverage Ratio,	Earnings available for debt service (*)	Debt Service (**)	1.18	1.09	8
(d) Return on Equity Ratio, (%)	Net Profits after Taxes	Shareholders' Equity	9.26	6.79	36
(e) Inventory turnover ratio, (No. of Days)	Total Inventories	Revenue from Operations	134	139	4
(f) Trade Receivables turnover ratio, (No. of Days)	Total Net Trade Receivable	Revenue from Operations	51	53	4
(g) Trade payables turnover ratio, (No. of Days)	Total Net Trade Payables	Purchases & Consumption of Goods	123	126	2
(h) Net capital turnover ratio,	Revenue from Operations	Working Capital	8.58	8.29	4
(i) Net profit ratio, (%)	Net Profit before Taxes	Revenue from Operations	4.06	3.02	34
(j) Return on Capital employed, (%)	Earning before interest and taxes	Capital Employed (#)	19.22	15.79	22
(k) Return on investment, (%)	Income generated from long term investments	Average long term investments	20.00	20.00	0

Notes to the Financial Statements

(₹ in lacs)

(*) Earnings available for debts service	=	Profit after Tax before depreciation and interest on long term borrowings
(**) Debts Service	=	Repayment of long term borrowings and Gross Interest on long term borrowings
(#) Capital Emploted	=	Total book value of all assets less current liabilities

Reason of variance where the variance exceeds 25% as compared to previous years:

Return on Equity Ratio & Net Profit Ratio	&	Revival in domestic as well as export demand resulting in higher sales and stable raw material prices led to higher profit in current financial year as compared to last financial year.

31 Additional Regulatory Information as required by Schedule III of Companies Act, 2013

(a) There are no proceedings which have been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988.

(b) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(c) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(d) The company has used the borrowings from banks and financial institutions for the purpose for which it was taken at the balance sheet date.

(e) The company has borrowings from banks or financial institutions on the basis of security of current assets, and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

(f) There are no transactions not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(g) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

  (a) 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

  (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(h) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

  (a) 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

  (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(i) The Company does not have any transactions with companies struck off.

(j) There are no Loans or Advances in the nature of Loans granted to promoters, directors, KMPs and the related parties, either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

(k) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

32 The company has overseas operations at its branch in Poland and the financials of the period ended 31st March, 2025 has been incorporated in the audited financial statements of the company for the year ended 31st March, 2025.

Notes to the Financial Statements

(₹ in lacs)

33 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company is in the process of assessing the impact of the code and will record the same, if any, in the year the Code becomes effective.

34 Figures for the previous year have been re-group/rearranged where ever neceessary to make them comparable with current year

The Notes referred to above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For **B. CHHAWCHHARIA & CO.**
Chartered Accountants
Firm Registration No: 305123E

Ashish Bagrodia
(Chairman Cum Managing Director)
DIN -00047021

Anil Kumar Sharma
(Executive Director Cum Chief Executive Officer)
DIN -01157106

Sanjay Kumar Kedia
(Chief Financial Officer)

Abhishek Gupta
Partner
Membership No: 529082

Place: Chandigarh
Date: 17th May, 2025

Videshwar Sharma
(Company Secretary)

Notice

WINSOME TEXTILE INDUSTRIES LIMITED
CIN : L17115HP1980PLC005647
Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205
Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

NOTICE is hereby given that the 44th Annual General Meeting of the Members of Winsome Textile Industries Limited, will be held on Wednesday, the 24th day of September, 2025 at 10:30 A.M. at its Registered Office at 1, Industrial Area, Baddi, Distt. Solan (H.P.) - 173205 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Sh. Ashish Bagrodia (DIN-00047021), who retires by rotation and being eligible, offers himself for reappointment.

3. To appoint a Director in place of Sh. Anil Kumar Sharma (DIN-01157106), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) the payment of remuneration of ₹75000/- (Rupees Seventy Five Thousand Only) plus GST, if applicable and out of pocket expenses, if any to M/s K.K. Sinha & Associates, Cost Accountants, Chandigarh, (Firm Registration 100279), re-appointed by the Board of Directors as Cost Auditor of the company, for conducting Cost Audit of Company for the financial year 2025-2026, be and is hereby ratified and confirmed"

"**RESOLVED FURTHER THAT** the Board of Directors of the company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Mr. Ramesh Bhatia, practicing Company Secretary (Registration no: P896), as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

"RESOLVED FURTHER THAT The Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, and desirable for the purpose of giving effect to this resolution.

6. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the approval of the Company be and is hereby accorded for re-appointment of Shri Anil Kumar Sharma (DIN 01157106), as an Executive Director and CEO (Whole-Time Director) of the Company, for a period of three years with effect from 12th February, 2026 to 11th February, 2029 on the terms & conditions and remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to alter or increase or vary the terms and conditions of the said re-appointment in such form and manner or with such modifications as the Board may deem fit without referring the same to the general meeting again."

"RESOLVED FURTHER THAT where any financial year, the Company has no profit or its profit are inadequate during the tenure of re-appointment of Shri Anil Kumar Sharma, the aforesaid remuneration shall be minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, read with Schedule V to the Act as amended, the approval of the Company be and is hereby accorded for re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Chairman & Managing Director of the Company, for a period of five years from 01st February 2026 on the terms & conditions as set out in the explanatory statement annexed to the Notice convening this Meeting".

"RESOLVED FURTHER THAT the approval of the Company be and is hereby also accorded for payment of remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting for a period of three years (01st February, 2026 to 31st January, 2029) in compliance with schedule V and other relevant provisions of the Companies Act, 2013".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to alter or increase or vary the terms and conditions of the said appointment in such form and manner or with such modifications as the Board may deem fit without referring the same to the general meeting again."

"**RESOLVED FURTHER THAT** where any financial year, the Company has no profit or its profit are inadequate during the tenure of appointment of Shri Ashish Bagrodia, the aforesaid remuneration shall be minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date: 08.08.2025

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY SIGNED AND STAMPED NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard 2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of special business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

3. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 17.09.2025 to 24.09.2025 (both days inclusive).

5. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details in respect of director(s) seeking re-appointment at the AGM, forms an integral part of the notice. Requisite declarations/ consent have been received from the Director(s) seeking reappointment as per provisions of Companies Act, 2013 including rules framed thereunder. Further, a brief resume of each of the directors proposed to be appointed/re-appointed at this AGM, nature of their expertise in specific function areas, name of companies in which they hold directorship and membership /chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings are provided as an Annexure to this notice.

6. During the year under review no unclaimed and unpaid dividend was pending for transfer to IEPF. Although, the unclaimed dividend and shares transferred to the IEPF Authority by the Company in the previous year(s) can be claimed by the concerned shareholders by approaching the Investor Education and Protection Fund Authority.

7. Members desiring any information, as regards accounts & operations, are requested to write to the Company at its Registered Office at least ten days before the date of Annual General Meeting so as to enable to keep the information ready.

8. Members/Proxies are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

9. In case of joint holders attending the meeting only such joint holders who are higher in the order of names will be entitled to vote.

10. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

11. Members holding shares in physical form are requested to convert their shares into dematerialized form in their own interest and convenience.

12. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar & Share Transfer Agent of the Company.

13. SEBI vide Notification no. SEBI/LAD/-NRO/GN/2018/24, dated 08th June, 2018 and further amendment vide notification no. SEBI/LAD/- NRO/GN/2018/49, dated 30th November, 2018, and vide Notification No. SEBI/ HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020 and as per Regulation 40(1) of SEBI (LODR) Regulations, 2015, prescribed that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the equity shares of the Company promptly.

14. SEBI vide Notification No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 03, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and further vide circular No: SEBI/ HO/ MIRSD/MIRSD-PoD\-1/P/CIR/2023/37 dated 16th March

2023, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In this regard RTA has dispatched letters to shareholders regarding updation of KYC, who have securities in physical form and informed to the stock exchange/SEBI regarding compliance of the same.

15. The Notice of AGM along with Annual Report 2024-25 is being sent through electronic mode to those members whose e-mail addresses are registered with depository/ company. Those members whose e-mail addresses are not registered with depository/company are being provided a letter/single page communication wherein the details of availability of soft copy of annual report will be provided. In spite of above, if any member still wants to have a physical copy of the Annual Report, then they may write to the Company/RTA. Members who have so far not registered their email addresses and changes therein, are requested to register/update the same with depository participant in case of electronic holdings. In case of shares are held in physical form, members may register their email addresses & changes therein with RTA/Company. The Annual Report of the Company as circulated to the members of the Company shall also be available on www.winsometextile.com, www.bseindia.com and www.in.mpms.mufg.com.

16. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates etc. immediately to the Registrar & Share Transfer Agent of Company.

17. The route map showing directions to reach the venue of the 44th AGM is annexed.

18. As a measure of economy, copies of Annual Report shall not be distributed at the venue of the AGM. Members are therefore requested to bring their own copies of the Annual Report to the meeting.

19. MUFG Intime India Private Limited, having its office located at Noble Heights, 1st Floor, LCS Near Savitri Market, Janakpuri, New Delhi - 110058 (Tel. 011-49411000, Fax No. 011-41410591) is Registrar & Share Transfer Agent of the Company. The Shareholders can contact them for dematerialization, transmissions, communications for change of address, issue of duplicate shares, bank Mandates etc. directly.

20. Voting through electronic means:-

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on all the resolutions proposed to be considered at the 44th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") shall be provided by MUFG Intime India Private Limited (LIIPL) (RTA of the Company).

II. The facility for voting through Polling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period shall commence on 19th September, 2025 at 9:00 A.M. (IST) and shall end on 23th September, 2025 at 5:00 P.M (IST) During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MUFG Intime India Private Limited (LIIPL) for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Remote e-voting instructions for shareholders

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

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

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

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

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

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

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

OR

Shareholders who have not registered for NSDL IDeAS facility:

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

b) Proceed with updating the required fields.

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

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

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

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

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

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

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

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

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

Individual Shareholders holding securities in demat mode with CDSL

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

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

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

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

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

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

OR

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

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

b) Proceed with updating the required fields.

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

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

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

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

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

b) Go to e-voting tab.

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

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

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

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your

depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

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

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

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

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

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

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

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

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

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

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

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

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

C. DOB/DOI:

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

D. Bank Account Number:

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

*Shareholders holding shares in NSDL form, shall provide 'D' above

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

- Set the password of your choice

  (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

- Enter Image Verification (CAPTCHA) Code

- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

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

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

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

B. Select 'View' icon.

C. E-voting page will appear.

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

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

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

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

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

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

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

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

STEP 2 – Investor Mapping

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

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

c) Map the Investor with the following details:

A. 'Investor ID' –

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

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

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

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

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

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

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

STEP 3 – Voting through remote e-voting

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

METHOD 1 - VOTES ENTRY

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

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

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

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

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

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

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

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

OR

METHOD 2 - VOTES UPLOAD

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

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

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

d) E-voting page will appear.

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

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

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

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

Helpdesk:

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

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

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

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

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

User ID:

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

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

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

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

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

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

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

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

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

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2025, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in. However, if you are already registered with LIIPL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on https://instavote.linkintime.co.in or contact LIIPL at the following toll free no.: 022 - 49186000.

VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 17th September, 2025

VII. Mr. Girish Madan, Practicing Company Secretary (Membership No. FCS-5017) has been appointed as the Scrutinizer to scrutinize the remote e-voting process including polling papers in fair and transparent manner.

VIII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman. Thereafter, the Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e.www.winsometextile.com and on website of LIIPL i.e. https://instavote.linkintime.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 OF GENERAL MEETINGS AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, FORMING PART OF THE NOTICE OF THE ANNUAL GENERAL MEETING.

ITEM NO. 4

The Board of Directors, on the recommendation of Audit Committee have appointed M/s K.K. Sinha & Associates, Cost Accountants, as Cost Auditor of Company for the Financial Year 2025-2026 to conduct the Cost Audit of the Company on a total remuneration of ₹ 75,000/-(Rupees Seventy Five Thousand Only), plus GST if applicable, and out of pocket expenses, if any. According to provisions of section 148 of Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014, the remuneration of Cost Auditor is subject to the ratification by members of Company. The Board recommends the Ordinary Resolution at Items No.4 of this Notice for approval of the Members.

NOTICE OF INTEREST

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the Resolution set out at item no. 4 of the Notice.

ITEM NO. 5

Mr. Ramesh Bhatia, an Individual, practicing Company Secretary with over 30 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. This expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. Ramesh Bhatia was appointed as secretarial auditors of the Company for conducting secretarial audit since financial year 2014-2015 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations"). In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed Individual as secretarial auditor for not more than one (1) term of five (5) consecutive years. Mr. Ramesh Bhatia is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at their meeting held on May 17, 2025, approved the appointment of Ramesh Bhatia as secretarial auditor of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to the approval of the shareholders of the Company.

Mr. Ramesh Bhatia has given his consent to act as secretarial auditors of the company and confirmed that has aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, Ramesh Bhatia has provided a confirmation that he have subjected himself to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid to Ramesh Bhatia for secretarial audit services for the financial year ending March 31, 2026, is Rupees Forty Thousand plus GST and out of pocket expenses, if applicable. The Board of Directors and the Audit Committee shall approve revisions to the remuneration of Ramesh Bhatia for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with Ramesh Bhatia.

Based on the recommendations of the Audit Committee, the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past. The Board recommends the Ordinary Resolution at items No. 5 of this Notice for approval of the Members.

NOTICE OF INTEREST

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the Resolution set out at item no. 5 of the Notice.

ITEM NO. 6

Based on the recommendations/approvals of Audit Committee, Nomination and Remuneration Committee, the Board of Directors has Re-appointed Sh. Anil Kumar Sharma (DIN: 01157106) CEO of the Company as an Executive Director & CEO (Whole Time Director) with effect from 12th February, 2026 for a period of three years from 12th February, 2026 to 11th February 2029, subject to the approval of shareholders of the Company.

In terms of Clause 86 of the Article of Association of the Company, Sh. Anil Kumar Sharma shall be subject to retire by rotation during his tenure as an Executive Director and CEO (Whole Time Director) and it shall not considered as a break in his fixed term of appointment.

Sh. Anil Kumar Sharma, aged 71 years, is a B. Tech from Punjab Agriculture University, Ludhiana and Masters in Business Administration from Department of Business, Punjab Agriculture University Ludhiana and presently he is holding the position of CEO (KMP) of the Company. As a team leader of marketing and administrative team of the Company Sh. Anil Kumar Sharma has done pioneer work in the area of market development, brand management etc. This include the design of new process in marketing, value selling and launch a new product etc. Brief resume of Sh. Anil Kumar Sharma, nature of his expertise in specific functional areas, names of companies in which he

holds directorships and memberships/chairmanships of Board Committee and shareholders etc. as required under the Listing Regulations and SS-2, are provided as an Annexure to this Notice. In the opinion of the Board, he fulfils the conditions specified in the Companies Act and SEBI Listing Regulations and eligible for re-appointment as Whole Time Director designated as an Executive Director and CEO.

As per the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations 2015, Sh. Anil Kumar Sharma being an Executive Director & CEO, qualifies as a Related Party. Accordingly, the re-appointment and payment of remuneration constitute a Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations 2015 and Section 188 of the Companies Act, 2013. The said transaction has been reviewed and approved by the Audit Committee and the Board of Directors, and is considered to be in the ordinary course of business and on arm's length basis.

As the proposed related party transaction does not qualify as a material related party transaction under Regulation 23(1) of the SEBI (LODR) Regulations, 2015, hence, shareholder approval under Regulation 23(4) is not required. However, the approval being sought from shareholders under other relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, for the purpose of appointment and payment of remuneration to the Executive Director & CEO. All details as required under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder has been provided in the explanatory statement.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The brief principal terms of remuneration of Sh. Anil Kumar Sharma as an Executive Director and CEO as approved/ recommended by the Audit Committee and Nomination and remuneration Committee and approved by the Board , subject to the approval of Shareholders of the Company for a period of three years with effect from 12th February, 2026 are as follows:

1. PROPOSED REMUNERATION:

Basic Salary: Rs. 585000/- per month with an annual increment of Rs. 40000/- per month which will fall due on 1st April, every year. The first increment will be due on 1st April 2027. The increment amount may vary keeping in view the performance of the Company.

(Current Remuneration details: Basic Salary: Rs. 546083/- per month with an increment of Rs. 37500/- per month.)

2. Perquisites & Allowances:

i) House Rent Allowance

As per rules of the Company applicable to the Senior Executives.

ii) Medical Reimbursement:

As per rules of the Company applicable to the Senior Executives.

iii) Club Fees:

Reimbursement of membership fee for one club including admission and life membership fees.

iv) Telecom & Computer Facilities:

As per requirements.

v) Insurance:

Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance, as per rules applicable to the Senior Executives of the Company.

vi) Car:

Free use of Company's car with driver.

vii) Leaves:

Leaves as applicable to Senior Executives of the Company and encashment of leaves as per rules of the Company.

viii) Loan(s) and Other Schemes:

Loan(s) and other schemes as per rules of the Company applicable to the Senior Executives.

ix) Other benefits and amenities:

Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.

3. In addition to the perquisites as aforesaid, Sh. Anil Kumar Sharma Executive Director and CEO shall also be entitled to the followings benefits in accordance with the rules of the Company, which shall not be included in the computation of ceiling on remuneration :

i) Contribution to Provident Fund, Super Annuity Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per gratuity act and shall not exceeds the maximum amount exempted from income tax u/s 10(10) of the income tax Act.

iii) Encashment of leave, if any, at the end of the tenure.

4. Reimbursement of all entertainment, travelling, hotel and other expenses incurred in India and/or Abroad by Sh. Anil Kumar Sharma Executive Director and CEO during the course of and in connection with the business of the Company.

5. No sitting fee shall be paid to Sh. Anil Kumar Sharma Executive Director and CEO for attending the meeting of Board of Directors or any Committee thereof.

6. **MINIMUM REMUNERATION:**

In the event of inadequacy or absence of profit in any financial year during his tenure, Sh. Anil Kumar Sharma Executive Director and CEO shall be entitled to above remuneration along with the perquisites/ benefits mentioned above by way of minimum remuneration.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Anil Kumar Sharma in terms of section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution at Items No. 6 of this Notice for approval of the Members.

NOTICE OF INTEREST

Except Sh. Anil Kumar Sharma (DIN:01157106) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at item no. 6 of the Notice respectively.

ITEM NO. 7

Shri Ashish Bagrodia was re-appointed as Chairman & Managing Director of the Company for a period of five years w. e. f. 01st February 2021 and the current tenure of his appointment shall expire on 31st January 2026. Now, based on the recommendations/approvals of Audit Committee, Nomination and Remuneration Committee, the Board of Directors of the Company have re-appointed Shri Ashish Bagrodia as Chairman & Managing Director of Company for a period of five years and approval remuneration for three years, which shall be effective from 01st February, 2026, subject to the approval of shareholders of the Company.

In terms of Clause 86 of the Article of Association of the Company, Sh. Ashish Bagrodia shall be subject to retire by rotation during the period of his tenure as Chairman & Managing Director and it shall not considered as a break in his fixed term of appointment.

Shri Ashish Bagrodia, aged 55 years is B.E. (Mech.) Hons. is a distinguished person having more than two decades of core experience in Textile Industry. During his tenure as Chairman & Managing Director, Company has successfully established its second Spinning Unit namely WTIL UNIT- II of 41088 Spindles in the Village Kaundi, Baddi, Distt. Solan, H.P. which started the commercial production in November 2013. Apart from it, he has successfully established Manuni Hydro Power Project (3.5 M.W.) of the Company at Dharamshala, Distt. Kangra, Manuni Khand (H.P.), which is in commercial production since March, 2017. In his dynamic leadership, Company has received several coveted awards for export of processed yarns and in the opinion of Board of Directors, for smooth and efficient running of the administrative affairs of Company, the services of Shri Ashish Bagrodia should be continued for a further period of five years. Brief resume of Shri Ashish Bagrodia, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships of Board Committee and shareholders etc. as required under the Listing Regulations, are provided as an Annexure to this Notice. In the opinion of the Board, he fulfills the conditions specified in the Companies Act and SEBI Listing Regulations and eligible for reappointment as Chairman and Managing Director.

As per the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations2015, Sh. Ashish Bagrodia being a Promoter and Chairman & Managing Director, qualifies as a Related Party. Accordingly, the re-appointment and payment of remuneration constitute a Related Party Transaction under Regulation 23 of the SEBI (LODR) Regulations 2015 and Section 188 of the Companies Act, 2013. The said transaction has been reviewed and approved by the Audit Committee and the Board of Directors, and is considered to be in the ordinary course of business and on arm's length basis.

As the proposed related party transaction does not qualify as a material related party transaction under Regulation 23(1) of the SEBI (LODR) Regulations, 2015, hence, shareholder approval under Regulation 23(4) is not required. However, the approval being sought from shareholders under other relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulation 2015, for the purpose of appointment and payment of remuneration to the Chairman & Managing Director. All details as required under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder has been provided in the explanatory statement

The terms and conditions of his re-appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The brief principal terms of remuneration of Sh. Ashish Bagrodia as Chairman & Managing Director as approved/recommended by the Audit Committee and Nomination and remuneration Commitee and approved by the Board for a period of three years starting from 01st February, 2021 are as follows:

1. **PROPOSED REMUNERATION:**

(a) **Basic Salary:** Rs. 1165000 /- per month with an annual increment of Rs. 85000 /- per month which will fall due on 1st April, every year. The first increment will be due on 1st April 2027. The increment amount may vary keeping in view the performance of the Company.

(Current Remuneration details: Basic Salary: Rs. 1080000/- per month with an increment of Rs. 80000/- per month.)

(b) Commission:

Minimum 1% of Net Profit of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 and maximum as may be decided by Board of Directors considering the financial position of the Company & allied parameters and subject to the limits as specified in Section 197 and 198 read with Schedule V of the Companies Act, 2013 & rules made thereunder, as amended.

2. Perquisites & Allowances:

i) House Rent Allowance

a) Fully furnished residential accommodation. In case, the fully furnished residential accommodation is not provided, H.R.A. as per Company's Rules will be paid.

b) Expenses pertaining to gas, electricity, water and other utilities will be borne/reimbursed by the Company.

ii) Medical Reimbursement:

Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family along with mediclaim policy premium paid by the company.

iii) Leave Travel Concession:

Reimbursement of actual travelling expenses incurred in India and/or Abroad once in a year in respect of himself and family.

iv) Club Fees:

Reimbursement of membership fee for clubs including admission and life membership fees.

v) Telecom & Computer Facilities:

As per requirements.

vi) Insurance:

Payment of Insurance Premium for Life insurance, Group Insurance, Personal Accident Insurance, as per requirements.

vii) Car:

Free use of Company's car(s) with driver.

viii) Leaves:

Leaves as applicable to Senior Executives of the Company and encashment of leaves as per rules of the Company.

ix) Loan(s) and Other Schemes:

Loan(s) and other schemes in accordance with the policies, rules and regulations in force in the Company from time to time subject to applicable laws.

x) Other benefits and amenities:

Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.

3. In addition to the perquisites as aforesaid, Managing Director shall also be entitled to the followings benefits in accordance with the rules of the Company, which shall not be included in the computation of ceiling on remuneration:

i) Contribution to Provident Fund, Super Annuity Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service as per gratuity act and shall not exceed maximum amount exempted from income tax u/s 10(10) of the income tax Act.

iii) Encashment of leave, if any, at the end of the tenure.

4. While travelling on the Company's business purposes, the Managing Director shall be entitled to be accompanied by his wife and/or his family, and the entertainment, travelling, hotel and other incidental expenses incurred in India and/or Abroad by him and/or his wife and/or his family will also be borne/reimbursed by the Company.

5. No sitting fee shall be paid to Sh. Ashish Bagrodia, Chairman & Managing Director (DIN: 00047021) for attending the meeting of Board of Directors or any Committee thereof.

6. MINIMUM REMUNERATION:

In the event of inadequacy or absence of profit in any financial year during his tenure, Sh. Ashish Bagrodia, Chairman & Managing Director shall be entitled to above remuneration along with the perquisites/ benefits mentioned above by way of minimum remuneration.

The Board recommends the Special Resolution at items no. 7 of this Notice for approval of the Members.

NOTICE OF INTEREST

Except Sh. Ashish Bagrodia (DIN: 00047021) and his relatives, none of the Directors and Key Managerial Personnel of the

Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at item no. 7 of the Notice.

The information as required by second provision of Paragraph B of Section-II of Part-II of Schedule V of the Companies Act, 2013, is given below :-

(I) General Information

(1) Nature of Industry:

The Company is engaged in the manufacturing of Textile products.

(2) Date of Commencement of Commercial Production:

Company started its Commercial Production in September 1980

(3) Financial Performance: Financial Performance of the Company for the year ended 31.03.2025 and 31.03.2024 are as under:

(₹ In lacs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Total Revenues	86816.10	82576.39
Profit Before Interest and Depreciation	10389.37	9023.94
Less: Interest	4644.69	4358.77
- Depreciation	2233.94	2177.70
Net Profit/Loss before Tax	3510.74	2487.47
Less : Tax Expenses	703.85	618.96
Net Profit/Loss after Tax	2806.89	1868.51
Total Comprehensive Income (Ind AS)	**2812.66**	**1883.38**

Export Performance and Net Foreign Exchange

(₹ In lacs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Foreign Exchange Earning	44329.74	41370.18
Less. Foreign Exchange Outgo	6272.37	2124.61
Net Foreign Exchange Earning	38057.37	39245.57

(4) Foreign Investments or Collaboration: The Company has not made any investments in foreign funds /securities and has no foreign collaborations.

(II). INFORMATION ABOUT THE DIRECTORS

A. NAME: Sh. Anil Kumar Sharma

1) Back Ground Details, Job Profile and suitability:

Sh. Anil Kumar Sharma, aged 71 years, is a B.Tech from Punjab Agriculture University, Ludhiana and thereafter Masters in Business Administration from Department of Business, Punjab Agriculture University Ludhiana. Prior to joining the Company, he was associated with Vardhman Group for nearly 6 years in various positions and rising up to Sales Head of one of the units. He has joined Company in 1985 and since then after multiple promotions presently working as President and Chief Executive Officer of the Company.

2) Past Remuneration

Sh. Anil Kumar Sharma is presently working as Executive Director & Chief Executive Office of the Company. The remuneration drawn by Sh. Anil Kumar Sharma during last three years is as under:

Financial Year ended	(₹ In lacs)
31.03.2025	110.14
31.03.2024	102.57
31.03.2023	94.43

3) Remuneration proposed:

The new remuneration package in the shape of salary and perquisites has already stated above in the Explanatory Statement.

4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

The remuneration proposed to be paid to the appointee is in line with the remuneration paid to the Managing/ Executive Directors of the other Companies. Keeping in view the type of industry and other responsibilities and capabilities of the appointee, the proposed remuneration is competitive with remuneration paid by other Companies to such similar positions.

5) Pecuniary relationship

Sh. Anil Kumar Sharma, Executive Director and CEO is one of the Key Managerial Personnel of the Company, hence a related party to the Company in terms of section 2(76) of the Companies Act, 2013. Apart this, he has no other pecuniary interest in the Company.

B. NAME: Sh. Ashish Bagrodia

1) Back Ground Details, Job Profile and suitability:

Sh. Ashish Bagrodia, aged 55 years is B. E. (Mech.) Hons. He is a distinguished person having more than two decades of core experience in Textile Industry & in various operational matters like projects developments, corporate planning, leadership and corporate advisory/management. He holds coveted position in industrial parlance and has served various prestigious organizations, associations as Director and member etc.

2) Past Remuneration

Sh. Ashish Bagrodia is presently working as Chairman & Managing Director of the Company and his present remuneration is proposed for approval of shareholders at the forthcoming Annual General Meeting of the Company. The remuneration drawn by Sh. Ashish Bagrodia during last three years is as under:

Financial Year ended	(₹ In lacs)
31.03.2025	226.67 (includes Commission of ₹ 37.44)
31.03.2024	189.12 (includes Commission of ₹ 26.50)
31.03.2023	184.82 (includes Commission of ₹ 35.87 lacs)

3) Remuneration proposed:

The new remuneration package in the shape of salary and perquisites has already stated above in the Explanatory Statement.

4) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration is comparable considering the industry, size of the Company, the managerial position, the credentials and responsibilities of the Chairman & Managing Director.

5) Pecuniary relationship

Sh. Ashish Bagrodia, Chairman & Managing Director is one of the Promoter & Key Managerial Personnel (KMP) of the Company, hence a related party to the Company in terms of section 2(76) of the Companies Act, 2013. Apart this, he has no other pecuniary interest in the Company.

(III) Other Information

Financial year 2024-25 has been a challenging year and the outlook for upcoming financial years also seems uncertain due to war like situation at numbers of places around the globe. There seems to be substantial probability that it would affect the profitability of business entities across globe. So, as a precautionary measure this approval of shareholders in terms of schedule V is being sought to covers situations where profitability of the Company would be inadequate to absorb the allowable/approved remuneration to the Managerial Personnel. If during the proposed tenure of re-appointment of Managerial Personnel, the profitability of the Company would be inadequate to absorb the allowable/approved remuneration, even then the remuneration proposed in this Notice of Annual General Meeting shall be the minimum remuneration to be paid to the appointees.

(IV) Disclosures

1. The remuneration package along with the corresponding details payable to Sh. Anil Kumar Sharma and Sh. Ashish Bagrodia have already been mentioned above. Further the remuneration paid to directors has been included in the Board's Report and on Corporate Governance Report.

2. No performance incentive is proposed to be paid to Sh. Anil Kumar Sharma. It is proposed to pay commission to Sh. Ashish Bagrodia, subject to the condition that Company is in profit and the Board Considers it appropriate to pay the same.

3. The tenure of Sh. Anil Kumar Sharma and Sh. Ashish Bagrodia shall be governed by a service contract/ written memorandum including resolution(s) passed for their appointment by the shareholders.

4. The aforesaid statements forms an integral part of this notice calling the Annual General Meeting.

Annexure to Item No. 6 & 7 0f Notice

Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 on General Meeting with respect to Director retiring by rotation and being eligible seeking re- appointment is as under:

Name of Director	Ashish Bagrodia	Anil Kumar Sharma
Date of Birth	19.06.1970	29.06.1954
Nationality	Indian	Indian
Date of appointment on the Board	01.10.1996	13.02.2020
Director Identification Number	00047021	01157106
Qualifications	B. E. (Mech.) Hons.	MBA and B. Tech.
Experience & Expertise in specific Functional Areas	More than two decades of vast & rich experience in Textile Industry as team leader.	More than 41 years core experience in the field of marketing and administration of textile Industry.
No. of shares held in the Company as on 31.03.2025	49220 Equity Shares of ₹10/- each.	50 Equity Shares of ₹10/- each.
No. of Board Meetings attended during the year	6 out of 6	6 out of 6
Directorship held in Other Public Ltd. Companies	Confederation of Indian Textile Industry (CITI)	Majestic Auto Limited Majestic IT Services Limited
Membership/Chairmanship of Committees held in Other Public Ltd. Companies (includes only Audit Committee & Stakeholder's Relationship Committee)	Chairmanship: NIL Membership: NIL	Chairmanship: 2 Membership: 2
Relationships between Directors inter-se	-	-
Remuneration details	Refer Corporate Governance Report	

Except Sh. Ashish Bagrodia (DIN:00047021) and Sh. Anil Kumar Sharma (DIN:01157106) and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are in any way, concerned or interested, in the Resolutions set out at item no. 6 and 7 of the Notice respectively.

For and on behalf of the Board

sd/-
(Ashish Bagrodia)
Chairman & Managing Director
DIN-00047021

Place: Chandigarh
Date : 08.08.2025

WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647

Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered address : .....

Email Id : .....

Folio No. / Client ID No. : .....DP ID No. .....

I/We, being the member(s) of ..... shares of Winsome Textile Industries Limited , hereby appoint

1. Name:.....Email: .....

   Address: .....

   Signature:..... or failing him / her

2. Name:.....Email: .....

   Address: .....

   Signature:..... or failing him / her

3. Name:.....Email:.....

   Address: .....

   Signature: ..... or failing him / her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company, to be held on Wednesday, the 24th day of September, 2025 at 10:30 A.M. at regd. office of Company at 1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt Audited Financial Statements of the Company together with the Reports of Board of Director's and Auditor's thereon for the year ended 31st March, 2025.		
2.	Re-appointment of Shri Ashish Bagrodia (DIN-00047021) as Director who retires by rotation.		
3.	Re-appointment of Shri Anil Kumar Sharma (DIN-01157106) as Director who retires by rotation.		
Special Business			
4.	Ratification of remuneration of Cost Auditors.		
5.	Appointment of Secretarial Auditors.		
6.	Re- appointment of Shri Anil Kumar Sharma (DIN- 01157106) as an Executive Director & CEO of the company for a period of three years.		
7.	Re-appointment of Shri Ashish Bagrodia (DIN- 00047021), as Chairman & Managing Director of the Company for a period of five years and remuneration for three years.		

Signed this ..... day of ..... 2024.

Affix Revenue Stamp

..... Signature of Shareholder

..... Signature of proxy holder(s)

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the Commencement of the Meeting.
2. Incomplete Proxy Form will not be considered.

WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647

Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

ATTENDANCE SLIP

(To be presented at the entrance)

44TH ANNUAL GENERAL MEETING ON WEDNESDAY, 24TH DAY OF SEPTEMBER 2025 AT 10:30 A.M.

at Regd. Office of the Company at 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Folio No._____ DP ID No._____ Client ID No

Name of the Member_____Signature

Name of the Proxyholder_____Signature

NOTE:

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.
3. No gifts or coupons would be given to the Shareholders/Proxyholder for attending the Meeting.

WINSOME TEXTILE INDUSTRIES LIMITED

CIN : L17115HP1980PLC005647

Registered office: 1, Industrial Area, Baddi, Distt. Solan, H.P. -173205

Phone No.: 01795-244045, Fax No. : 01795-244287, website:www.winsometextile.com email:cswtil@winsometextile.com

Route Map

Notes

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Company Information

Board of Directors

Sh. Ashish Bagrodia
Chairman and Managing Director

Smt. Neena Singh (up to 26.03.2025)
Non-Executive Independent Director

Smt. Manju Lakhanpal
Non-Executive Independent Director

Sh. Umesh Chander Sharma
Non-Executive Independent Director

Sh. Kapil Khanna
Non-Executive Independent Director

Sh. Akash Garg (since 13.02.2025)
Non-Executive Independent Director

Sh. Anil Kumar Sharma
Executive Director & CEO

Chief Financial Officer
Sh. Sanjay Kumar Kedia

Company Secretary and Compliance Officer
Sh. Videshwar Sharma

Statutory Auditors

M/s B. Chhawchharia & Co.
Chartered Accountants,
Firm Registration No. 305123E

Cost Auditors

M/s K.K. Sinha & Associates
Cost Accountants

Secretarial Auditors

Sh. Ramesh Bhatia
Practicing Company Secretary

Bankers

UCO Bank

Central Bank of India

Union Bank of India (earlier Andhra Bank)

Bank of India

Canara Bank

Bank of Baroda (earlier Vijaya Bank & Dena Bank)

Registered Office

1, Industrial Area, Baddi, Distt. Solan
(H.P.)-173205
(website: www.winsometextile.com)

Corporate Office

SCO 191-192, Sector-34-A,
Chandigarh-160022

Registrar of Share Transfer Agent

MUFG Intime India Private Limited
Noble Heights, 1st Floor, LCS
Near Savitri Market, Janakpuri, New
Delhi-110058.

Corporate Identification No. (CIN)

L17115HP1980PLC005647

Disclaimer:

In this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identifysuch statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions.

The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should kindly bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

winsome
Textile Industries Ltd.

RADHA MADHAV MANDIR [At Unit-I, 1, Industrial Area, Baddi, HP]

LAKSHMI NARAYAN MANDIR [At Unit -II, Village Kaundi, Baddi, HP]

REGISTERED OFFICE:
1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh, 173205

CORPORATE/ADMINISTRATIVE OFFICE:
SCO: 191-192, Sector-34A, Chandigarh, 160022

FACTORY/UNIT:
1, Industrial Area, Baddi, Distt. Solan, Himachal Pradesh
Village - Kaundi, Baddi, Distt: Solan, Himachal Pradesh
Winsome Textile Industries Limited, Small Hydro Electric Project
(Manuni SHEP- Kangra), VPO Khanyara Dharamshala, Distt. Kangra, Himachal Pradesh

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