

35th ANNUAL REPORT

2024-25

S R INDUSTRIES LTD.

CIN: L29246PB1989PLC009531

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COMPANY INFORMATION

CIN.: L29246PB1989PLC009531

WEBSITE: www.srfootwears.co.in

E-MAIL ID: srindustries9531@gmail.com

ISIN: INE329C01011

REGISTERED OFFICE

E- 217, Industrial Area, Phase 8B, Mohali, Punjab – 160071

CORPORATE OFFICE

II-B / 20, First Floor, Lajpat Nagar, New Delhi- 110024

MANUFACTURING UNIT

Village Singha, Tehsil Haroli, District. UNA, Himachal Pradesh-177220

REGISTRAR AND SHARE TRANSFER AGENT

MUFG Intime India Pvt. Ltd.
Address: Nobel Heights, 1st Floor, Plot No. 2,
NH-2, LSC, C-1 Block, Near Savitri Market,
Janakpuri, New Delhi-110058

STATUTORY AUDITOR

M/s Krishna Rakesh & Co., Chartered Accountant, FRN: 009088N
Address: 143, Kohat Enclave, 2nd Floor, Pitampura, Delhi -110034

BOARD OF DIRECTORS

1. Mr. Pankaj Dawar (Managing Director)
2. Mr. Manish Kumar Gupta (Director)
3. Mr. Sanjeev Kumar Sapra (Independent Director)
4. Mrs. Deepti Datta (Independent Director)
5. Mr. Deepak Logani (Independent Director)

CHIEF FINANCIAL OFFICER (CFO)

Mr. Manish Kumar Gupta

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Shivam Sharma

*resigned w.e.f 11.07.2025

SECRETARIAL AUDITOR

M/s Meenu G & Associates,
Address: 9089/2, Multani Dhanda, Pahar Ganj, New Delhi- 110055

STOCK EXCHANGE WHERE COMPANY IS LISTED

BSE Limited

BANK

State Bank of India (SBI)

BOARD COMMITTEES

A. AUDIT COMMITTEE

- (i) Mrs. Deepti Datta (Chairperson)
- (ii) Mr. Sanjeev Kumar Sapra (Member)
- (iii) Mr. Pankaj Dawar (Member)

B. NOMINATION AND REMUNERATION COMMITTEE

- (i) Mrs. Deepti Datta (Chairperson)
- (ii) Mr. Sanjeev Kumar Sapra (Member)
- (iii) Mr. Deepak Logani (Member)

C. STAKEHOLDER RELATIONSHIP COMMITTEE

- (i) Mrs. Deepti Datta (Chairperson)
- (ii) Mr. Sanjeev Kumar Sapra (Member)
- (iii) Mr. Deepak Logani (Member)

S R INDUSTRIES LIMITED

CIN: L29246PB1989PLC009531 website: www.srfootwears.co.in

Corporate office: II-B / 20, First Floor Lajpat Nagar, New Delhi-110024

Registered Office: E- 217, Industrial Area, Phase 8B, Mohali, Punjab- 160071

Ph: 011-46081516, E-mail: srindustries9531@gmail.com

(Rehabilitated from Corporate Insolvency Resolution Process)

Notice

Notice is hereby given that the 35th Annual General Meeting (“AGM”) of the members of M/s S R Industries Limited (“the Company”) will be held on Thursday 21st August, 2025 at 12:30 P.M at within local limits of the registered office of the Company at 5th floor, Plot Number 2, Sahibzada Ajit Singh Nagar, Sector 67 Road, Sas Nagar-160055 to transact the following businesses as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet for the financial year ended 31st March, 2025 together with the Profit and Loss Account, Cash Flow Statement for the financial year ended on that date along with schedules appended thereto and the Report of the Auditors and Board of Directors thereon.
2. To appoint a director in place of Mr. Manish Kumar Gupta (DIN: 05331936), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To approve change of name of the company and consequent alteration in Memorandum and Articles of Association of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14,15 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and other applicable rules, if any, made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), provisions of the Memorandum and Articles of Association of the Company, Regulation 45 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement entered into by the Company with the stock exchange(s) where equity shares of the Company is listed and subject to the approval of the Registrar of Companies, Chandigarh (“RoC”) (under the authority delegated by the Central Government) and approval or consent of any other authority as may be necessary, consent of the members be and is hereby accorded for change of name of the Company from “**S R Industries Limited**” to “**Arur Footwear Limited**” or such other similar name(s), as may be made available by the RoC upon application being made by the Company in this regard from the date of issuance of Fresh Certificate of Incorporation in favour of the Company by the Registrar of Companies and consequently change the name of the Company wherever appearing in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the existing name Clause I of the Memorandum of Association of the Company be altered and shall be read as under:

I: The name of the Company is Arur Footwear Limited.

RESOLVED FURTHER THAT in accordance with the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the name “**S R Industries Limited**” wherever appearing in any of the documents/records of the Company be substituted by the new name “**Arur Footwear Limited**” in accordance with the provisions of applicable laws.

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including delegation of authority upon any person or entity for the purpose, without having to approach the shareholders again for approval.”

4. To appoint Secretarial Auditor

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s Meenu G. & Associates, Company Secretaries (COP: 26274 and Peer Review Certificate No.: 2443/2022) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

5. To acknowledge and take note of the Issuance of 0.01% Compulsorily Convertible Debentures (CCDs)

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any statutory modifications, amendments, or re-enactments thereof), the enabling provisions of the Memorandum and Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and all other applicable rules, regulations, circulars, guidelines, and clarifications issued by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) or any other competent authority, and in accordance with Clause 5.1 of Chapter 5 of the Resolution Plan approved by the Hon’ble National Company Law Tribunal, Chandigarh Bench under the provisions of the Insolvency and Bankruptcy Code, 2016, and on the recommendation of the Board of Directors of the Company, the members of S R Industries Limited (“the Company”) be and is hereby acknowledge and take note of the same to create, offer, issue and allot, from time to time, up to 1,65,00,000 (One Crore Sixty Five Lakh) Unrated, Unlisted 0.01% Compulsorily Convertible Debentures (CCDs) of face value Rs. 10/- (Rupees Ten only) each, in one or more tranches, on a preferential basis to Bazel International Limited (“BIL”), each such CCD being convertible into one fully paid-up equity share of face value Rs. 10/- each at a conversion price of Rs. 10/- per share, with a tenure of up to 18 months from the date of allotment, on such terms and conditions as set out in the Term Sheet (as referred to in the explanatory statement) or as may be further finalized by the Board in accordance with the approved Resolution Plan; and the Board shall be authorized to finalize, vary, amend or revise the said terms and conditions including the Term Sheet, and take all necessary actions, filings, and steps required to give effect to this resolution and to ensure compliance with all applicable laws, regulations, and provisions of the Resolution Plan.

RESOLVED FURTHER THAT the members of the Company do hereby acknowledge and take note to approve the decision of the Board of Directors taken at its meeting held on April 14, 2025, to issue and allot up to Rs. 16.50 Crores (Rupees Sixteen Crores Fifty Lakhs only) through issuance of 1,65,00,000 (One Crore Sixty-Five Lakh) Unrated, Unlisted 0.01% Compulsorily Convertible Debentures (CCDs) of face value Rs. 10/- each, in one or more tranches, on a preferential basis to Bazel International Limited (“BIL”), at a conversion price of Rs. 10/- per equity share, in accordance with the Resolution Plan approved by the Hon’ble NCLT.

RESOLVED FURTHER THAT pursuant to the MCA General Circular No. IBC/01/2017 dated October 25, 2017, and Clause 5.1 of Chapter 5 of the Approved Resolution Plan, although the approval of the shareholders is not mandatorily required for the issuance of CCDs under the said Resolution Plan, the members of the Company, as a measure of good corporate governance and transparency, do hereby acknowledge and take note the proposed issuance in accordance with the provisions of the Approved Resolution Plan.

RESOLVED FURTHER THAT BIL shall have the discretion to reduce the total funding amount based on the actual financial and operational requirements of the Company, and CCDs shall be issued only against the actual amount received by the Company, either through direct remittance or through payments made by BIL to third parties on behalf of the Company, and such amounts shall be treated as working capital infusion in accordance with the Resolution Plan.

RESOLVED FURTHER THAT the members of the Company do hereby confirm and note that the Board of Directors shall have full authority to make such modifications, amendments, or variations to the terms and conditions of the CCD issuance, including the Term Sheet, as may be required by any regulatory authorities or deemed necessary and appropriate by the Board to ensure compliance and successful execution of the transaction.”

**By order of the Board of Directors
S R Industries Limited**

**Sd/-
Pankaj Dawar
DIN-06479649
Managing Director**

Date: July 28, 2025

Place: New Delhi

Corp. office:

**II-B/20, First Floor, Lajpat Nagar,
New Delhi-110024**

NOTES

We are writing to inform you about the 35th Annual General Meeting (AGM) of S R Industries Ltd. (the "Company"), scheduled to be held on Thursday, August 21, 2025, at 12:30 P.M. (IST). As you may be aware, the Company underwent a Corporate Insolvency Resolution Process (CIRP), initiated by the Hon'ble NCLT, Chandigarh Bench, on December 21, 2021. Following the CIRP, Bazel International Limited (BIL) along with associates was approved as the Successful Resolution Applicant (SRA) by the Adjudicating Authority on July 1, 2024. Consequently, BIL and its associates acquired a 95% majority stake in the Company. The new management took control towards the end of November 2024 and is actively pursuing various initiatives to revive and rehabilitate the Company across all operational and financial fronts. In light of these developments, the 35th AGM will be held physically within the local limits at the Company's Registered Office.

1. As per the Resolution Plan approved by Hon'ble National Company Law Tribunal, Chandigarh bench, the Company is required to allot 95% of its shareholding, i.e., 1,86,89,825 equity shares, to the promoter and promoter group, and the remaining 5%, i.e., 9,83,675 equity shares, to the public shareholders. The allotment was approved at the Board Meeting held on February 12, 2025, and an application for listing of these securities has been submitted to BSE. Pursuant to this corporate action, the existing ISIN (INE329C01011) was suspended, and a new ISIN (INE329C01029) was issued by the depository. However, due to the pending of listing approval with BSE, the new ISIN has not been activated, and as a result, the Company has not been able to credit the post-CIRP equity shares into the respective demat accounts of the shareholders. Consequently, e-voting cannot be facilitated for the AGM. Accordingly, voting at the AGM will be conducted through physical means only.
2. As you are aware that our previous ISIN (INE329C01011) has been suspended and for allotment of equity share as per approved resolution plan has been passed by the Board of Directors of the company and made the application to the BSE for their listing approval and on the request of the company the depository has issued a new ISIN (INE329C01029) and the our corporate action is still in progress, so that in this regard we are not able to credit the above equity share in the demat account of the respective shareholders.
3. The equity shares are lying in non-active or Temporary ISIN of the company, the facility for voting through remote e-voting has not been provided to the members to cast their votes virtually before the date of AGM. Therefore, the members/proxy(s) attending the meeting can cast their vote through ballot paper at the time of ensuing AGM. The Company is in the process of restructuring its share capital as per the NCLT Approved Plan i.e. 95% shareholding with Bazel International Limited along with its Associates under the category of Promoters and 5% shareholding with the Public. Public shareholders who will attend the meeting can cast their vote through ballot paper at the time of AGM.
4. In light of this situation, the Company is unable to send individual notices to its shareholders regarding the forthcoming 35th Annual General Meeting (AGM). To ensure compliance with the relevant provisions of the Companies Act, 2013 and the Board of Directors of the Company has decided and directed that the Company is publishing this notice in the Financial Express (in English) and "Jansatta" (in Hindi), which shall be deemed sufficient notice to all eligible shareholders.
5. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint proxy/proxies to attend and vote instead of himself and the proxy. the proxy need not be a member of the company. proxy, in order to be effective, must be deposited with the company at its registered office not less than 48 hours before the scheduled time of the meeting.
6. The Instrument of Proxy, duly executed and properly stamped, should reach the Company at its registered office not less than 48 hours before the commencement of the Annual General

Meeting. Proxy Form (MGT-11) is enclosed herewith. Pursuant to the provisions of Section 105 of the Companies Act, 2013 (“the Act”), a person shall not act as a proxy for more than 50 (fifty) shareholders and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY LETTER, AS THE CASE MAY BE APPLICABLE.

7. An incomplete proxy form or proxy form received beyond time limit is liable to be rejected. A proxy form is enclosed and no gift in any kind shall be distributed at the Annual General Meeting.
8. AGM Notice and Annual Report are also available on the website of the Company i.e., <https://www.srfootwears.co.in/> and on the website of BSE Limited (Stock Exchange of India Limited) at www.bseindia.com.
9. An Explanatory Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
10. Relevant Documents referred to in the accompanying Notice and other documents, as applicable, will be made available for inspection in electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e., srindustries9531@gmail.com or can write to us at our corporate office at II-B / 20, First Floor, Lajpat Nagar, New Delhi - 110024.
11. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. Members, Proxies and Authorised Representatives are requested to bring to the meeting the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. They are also requested to bring their copy of the Annual Report to the Annual General Meeting.
13. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
14. Members are requested to bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM place will be strictly on the basis of the Entry Slip available at the counters at the meeting venue in exchange for the Attendance Slip.
15. The Company's ISIN INE329C01011 was suspended, and a new ISIN (INE329C01029) has been issued by the depository. However, as the listing approval from BSE is still pending, the new ISIN has not yet been activated due to which the Company was unable to conduct e-voting for the 35th Annual General Meeting (AGM) and could not fix the cut-off date for closure of books. In this regard, it has already been clarified that e-voting could not be conducted. However, to ensure compliance, voting at the AGM shall be conducted through ballot paper.
16. The Notice of the AGM has not been sent to the shareholders, as the register of members has not been updated due to the allotted shares not being credited to the shareholders' demat accounts. For compliance purposes, the Company is publishing this notice in the Financial Express (in English) and Jansatta (in Hindi), which shall be deemed sufficient notice to all eligible shareholders.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in cases of requests received for transmission or transposition of securities. In view of this and to eliminate all risks. Shareholders holding shares in dematerialized form are

requested to intimate all particulars of bank mandates, nominations, power of attorney, change of address, contact numbers etc., to their Depository Participant (DP). Shareholders holding shares in physical form are requested to intimate such details to the RTA.

18. Non-Resident Indian shareholders are requested to inform the Company/RTA regarding:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number, IFSC Code, and address of the bank with PIN code number, if not furnished earlier.
19. To support the 'Green Initiative', those shareholders whose email address is not registered with the Company or with their respective Depository Participant(s) and who wish to receive the Notice of the 35th AGM and the Annual Report for the financial year 2024–2025 and all other communications sent by the Company from time to time can get their email address registered by following the steps as given below:
 - a) For shareholders holding shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with a scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the member, by email to the Company at srindustries9531@gmail.com or to the Company's Registrars and Transfer Agents, MUFG Intime India Private Limited (RTA) at delhi@in.mpms.mufg.com.
 - b) For shareholders holding shares in DEMAT form, please update your email address through your respective Depository Participant(s).
20. Authorizing their representative to attend and vote on their behalf at the Meeting. Shareholders 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 where the AGM is proposed to be held. Shareholders who hold shares in electronic form are requested to bring their Client ID and DP ID numbers for identification.
21. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Shareholders will be entitled to cast vote at the AGM.
22. As per the provisions of the Act and Listing Regulations, the facility for registration of nomination is available for the shareholders in respect of the shares held by them. Shareholders holding shares in physical form in single name are advised to make nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013. They are requested to write to RTA of the Company in the prescribed form i.e., Form No. SH-13 as per the Companies (Share Capital and Debentures) Rules, 2014. In case of shares held in dematerialized form, the nomination form has to be lodged directly with the respective Depository Participant (DP).
23. SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; and transmission and transposition. In this regard, shareholders are requested to make requests in Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. All the relevant forms are available on the website of the Company i.e. <https://www.srfootwears.co.in/>.
24. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations, and bank details etc., to their Depository Participants ("DPs") in case shares are held by them in electronic form and to Company's RTA in Form ISR-1, in case shares are held by them in physical form. All the relevant forms are available on the website of the Company i.e. <https://www.srfootwears.co.in/>.

25. The Securities and Exchange Board of India (SEBI) has vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Shareholders holding shares in physical form can submit their PAN to the Company and RTA.
26. Electronic copy of the Notice of Annual General Meeting and Annual Report 2024–25 is being sent to all the shareholders whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same.
27. All the material documents including Resolutions, Memorandum and Articles of Association of the Company, Notice of AGM, and the statement pursuant to Section 102(1) of the Act etc., are open for inspection to the shareholders during business hours on all days except Saturdays, Sundays, and Public Holidays till the conclusion of the Annual General Meeting at the registered office of the Company.
28. For security reasons, no article/baggage will be allowed at the venue of the meeting.
29. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by ICSI in respect of the directors seeking appointment/re-appointment at the AGM, is provided in their respective explanatory statement. The directors being eligible, offer themselves for re-appointment as required under the Companies Act, 2013 and the Rules made thereunder as also provided in the annexure to the Notice.
30. The Company has appointed M/s. Meenu G. & Associates, Company Secretaries, New Delhi as the Scrutinizer for scrutinizing the entire voting process i.e., voting during the AGM, to ensure that the process is carried out in a fair and transparent manner. The Scrutinizer shall, immediately after the completion of the scrutiny of the voting (votes cast during the AGM), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's Report of the total votes cast in favor and against the resolution(s), invalid votes if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
31. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favor or against and invalid votes if any, within 2 working days to the Chairman or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman.
32. The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and Company's website i.e., <https://www.srfootwears.co.in/>. The result shall also be submitted to the Stock Exchanges, where the Company's shares are listed i.e. www.bseindia.com.
33. The documents referred to in the Notice are open for inspection at the Registered Office of the Company on any working day (except Sunday and holiday) between 10:00 A.M. to 12:00 Noon up to the date of the Annual General Meeting. The above may be treated as an abstract/compliance under Section 190 of the Act.
34. The Register under Section 189(4) of the Companies Act, 2013 shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting.

**By order of the Board of Directors
S R Industries Limited**

**Sd/-
Pankaj Dawar
DIN-06479649
Managing Director**

Date: July 28, 2025

Place: New Delhi

Corp. office:

II-B/20, First Floor, Lajpat Nagar,

New Delhi-110024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No.: 3

APPROVAL FOR CHANGE OF NAME OF THE COMPANY AND CONSEQUENT ALTERATION IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

The Company was admitted into the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 and has successfully emerged from CIRP pursuant to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Chandigarh Bench. Post-CIRP, the Company has undergone substantial changes in its management, shareholding structure, and business strategy in accordance with the approved Resolution Plan.

The new promoters and management team are committed to repositioning the Company with a renewed focus and a fresh identity to mark the beginning of a new phase of growth and operational stability. To reflect this transformation and the Company's new strategic direction, the Board of Directors proposes to change the name of the Company from "**S R Industries Limited**" to "**Arur Footwear Limited**". The proposed name, "Arur Footwear Limited", is aligned with the future vision of the Company and symbolizes its new identity, distinct from its previous operations and challenges.

The Board of Directors of the Company, at their meeting held on 27th June, 2025, approved the proposal for alteration of the Name Clause of the Memorandum of Association (MOA) to effect the change of the Company's name from "S R Industries Limited" to "Arur Footwear Limited". It is important to note that there is no change in the object clause of the Company, and the core business activities shall continue as per the existing objectives. The proposed name change is intended to reflect the new management's vision and to signify a fresh identity for the Company post its successful rehabilitation from the Corporate Insolvency Resolution Process (CIRP). All other clauses of the MOA shall remain unaltered.

The Company has received name available letter from the Registrar of Companies, Central Registration Centre, informing no objection with respect to change in the name of the Company as proposed. The proposed change of name would be subject to the necessary approvals in terms of the provisions of the Companies Act, 2013 and Rules made thereunder

Accordingly, consent of the Members by way of Special Resolution is being sought for change of name of the Company from "S R Industries Limited" to "Arur Footwear Limited" and consequential changes to the Memorandum and Articles of Association of the Company.

The proposed change in name of the Company would neither result in change of object(s), legal status, constitution, turnover, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the shareholders and other stakeholders.

A certificate from a practicing Chartered Accountant, certifying compliance with conditions prescribed in Regulation 45 (1) of the Listing Regulations is enclosed herewith as **Annexure-A** to this Notice.

None of the Directors or any Key Managerial Personnel or any other relative of the Directors / Key Managerial Personnel of the Company are, in any way concerned or interested,

financially or otherwise, in the resolution set out in this notice, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend passing of the Special Resolution set out in the Notice for adoption by the Shareholders.

Item No. 4:

APPOINTMENT OF SECRETARIAL AUDITOR

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report prepared under Section 134(3) of the Act.

Further, Regulation 24A of the SEBI Listing Regulations, as amended, mandates every listed entity to conduct a Secretarial Audit and annex the Secretarial Audit Report to its Annual Report. It also requires that a listed entity appoint a Secretarial Auditor firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s Meenu G. & Associates, Company Secretaries (COP: 26274 and Peer Review No.: 2443/2022), as the Secretarial Auditors of the Company for a period of five (5) years, commencing from April 1, 2025, to March 31, 2030. The said appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting.

While recommending M/s Meenu G. & Associates, the Audit Committee and the Board considered several parameters including their experience, expertise in corporate compliance and governance matters, existing client profile, and overall ability to effectively handle the Secretarial Audit for a listed company in a complex regulatory environment.

M/s Meenu G. & Associates is a peer-reviewed and well-established firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India (ICSI). The firm is led by experienced seasonal professional Mrs. Meenu Gupta, Company Secretary, who specialize in compliance audits, legal due diligence, corporate advisory services.

The firm operates on strong values of integrity, competence, and commitment, and is well-equipped to manage secretarial audit assignments for listed entities.

The terms and conditions of appointment include a fixed tenure of five years, with the remuneration agreed between the management and the Company secretary. Any additional services, such as statutory certifications, will be billed separately with prior approval from the Board and/or the Audit Committee. The remuneration for the subsequent years from F.Y. 2025 to F.Y. 2030 will be fixed by the Board and/or Audit Committee in consultation with the Secretarial Auditor.

M/s Meenu G. & Associates has provided their consent to act as the Secretarial Auditors of the Company and confirmed that the proposed appointment, if made, will be in accordance with all applicable provisions of the Companies Act, 2013 and Listing Regulations.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the item No. 4 except to the extent of their shareholding entitlements, if any.

Your Directors recommend the Resolution set out in Item No. 4 of the Notice for adoption by the Shareholders as Ordinary Resolution.

Item No. 5:

TO ACKNOWLEDGE AND TAKE NOTE OF THE ISSUANCE OF 0.01% COMPULSORILY CONVERTIBLE DEBENTURES (CCDS)

The Board of Directors of S R Industries Limited ("the Company"), at its meeting held on 14-04-2025, has approved the issuance of Unsecured, Unlisted, Unrated 0.01% Compulsorily Convertible Debentures (CCDs) on a preferential basis to Bazel International Limited ("BIL" or "Proposed Allottee"), pursuant to and in accordance with the terms of the approved Resolution Plan dated July 1, 2024, as sanctioned by the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC).

1. Background and Rationale

The Company had been under severe financial distress for a prolonged period and went into the Corporate Insolvency Resolution Process (CIRP) in December 2021. In response to the Request for Resolution Plan (RFRP), Bazel International Limited (BIL) was selected as the Successful Resolution Applicant (SRA). The Resolution Plan submitted by BIL was approved by the Hon'ble NCLT on July 1, 2024.

As per Clause 5.1, Chapter 5 of the Approved Resolution Plan, BIL is obligated to infuse an aggregate of ₹16.5 Crore into the Company in phased tranches as working capital, to facilitate the revival and stabilization of the Company.

The infusion shall be made in the following manner:

- Rs. 12.00 Crore in the first year (FY 2025-26) in one or more tranches.
- Rs. 1.50 Crore each in the third (FY 2027-28), fourth (FY 2028-29), and fifth (FY 2029-30) years, in one or more tranches.

In consideration of such infusion, the Company shall issue up to 1,65,00,000 CCDs to BIL at a face value of Rs. 10/- per CCD, which shall be convertible into equity shares of the Company at Rs. 10/- per share. These CCDs shall be unsecured, unlisted, unrated, and shall carry a nominal coupon of 0.01%.

This issuance is aimed at ensuring the Company's financial turnaround, augmenting working capital, and enhancing its operational capacity as envisaged under the Resolution Plan.

2. Key Terms of the CCD Issuance

Particulars	Details
Instrument	Unsecured, Unlisted, Unrated 0.01% Compulsorily Convertible Debentures (CCDs)
Number of CCDs	Up to 1,65,00,000 CCDs in one or more tranches
Issue Price	₹10/- per CCD
Total Issue Size	₹12.00 Crore (Year 1) + ₹1.50 Crore in Years 3, 4, and 5
Tenure	Up to 18 months from allotment
Conversion Ratio	1 CCD : 1 Equity Share
Conversion Price	₹10/- per Equity Share
Conversion	Automatic on expiry of tenure or earlier upon occurrence of specific events as per transaction documents
Compliance	As per Companies Act, SEBI Regulations, and the IBC-approved Resolution Plan
Allottee	Bazel International Limited (Promoter)

3. Basis of Pricing and Conversion

Considering the distressed financial position of the Company, absence of income, and negative net worth, conventional valuation metrics were not applicable. Therefore, in line with the commercial terms of the Approved Resolution Plan, the CCDs are being issued at face value of ₹10/-, and shall convert into equity shares at the same price.

The issue price and conversion terms have been mutually agreed between stakeholders during the CIRP and form a binding part of the Resolution Plan sanctioned by the Hon'ble NCLT. Accordingly, no independent valuation report was obtained.

The equity shares arising upon conversion shall be issued in dematerialized form, shall rank pari-passu with existing equity shares, and shall be listed on the stock exchanges where the Company is listed.

4. Regulatory Approvals and Shareholder Consent

As clarified by the Ministry of Corporate Affairs vide General Circular No. IBC/01/2017 dated October 25, 2017, where a resolution plan approved under the IBC includes issuance or allotment of securities, the requirement for shareholder approval under the Companies Act, 2013 does not apply, to the extent such actions form part of the approved resolution plan.

Hence, the proposed preferential issue is being undertaken without requiring separate shareholder approval, in compliance with the IBC and the Hon'ble NCLT's directives.

5. Authority to the Board

The Board of Directors is empowered to:

- Finalize and approve the terms and conditions of the CCD issuance;
- Complete necessary documentation and filings;
- Do all acts, deeds, and things necessary to give effect to the issue.

6. Material Terms of CCDs

The CCDs shall automatically convert into equity shares within 18 months of allotment, or earlier, upon the occurrence of specified events outlined in the transaction documents.

7. Proposed Allottee and Subscription Intent

- **Name of Allottee:** Bazel International Limited
- **Classification:** Promoter
- **Intention:** The promoter intends to subscribe to the CCDs under the approved Resolution Plan.

8. Timeline for Allotment

The allotment of CCDs shall be completed within the stipulated timelines following the receipt of each tranche of working capital infusion (₹1.50 Crore and ₹5.00 Crore each).

9. Post-Issue Shareholding Pattern

Category	Pre-Issue	Post-Issue
Promoters (Individual)	5,90,205 (3.00%)	5,90,205 (1.63%)
Promoters (Corporate - BIL)	1,80,99,620 (92.00%)	3,45,99,620 (95.65%)
Public (Others)	9,83,675 (5.00%)	9,83,675 (2.72%)
Total	1,96,73,500 (100%)	3,61,73,500 (100%)

10. Minimum Public Shareholding Compliance

The Company and its promoters shall take necessary steps to ensure compliance with Regulation 19A of the Securities Contracts (Regulation) Rules, 1957 and SEBI Circular dated February 3, 2023, for maintaining a Minimum Public Shareholding (MPS) of 25% within the prescribed time. The current shareholding pattern is illustrative and may be adjusted accordingly.

11. Other Disclosures

- **Change in Control:** Change, if any, will occur upon conversion of CCDs.
- **Preferential Allotments in the Year:** None, except equity issued under the approved resolution plan.
- **Valuation Report:** Not applicable; CCDs are being issued at face value under the IBC-sanctioned plan.
- **Consideration:** Cash consideration under phased working capital infusion.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the item No. 5 except to the extent of their shareholding entitlements, if any.

Your Directors recommend the Resolution set out in Item No. 5 of the Notice for adoption by the Shareholders as Special Resolution.

Annexure-A

As required by Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) as laid down by ICSI, additional information relating to the particulars of Director who is retiring by rotation and seeking re-appointment at the meeting are given below:

Particulars	Details
Name	Manish Kumar Gupta
Age	37 year (approx.)
Qualification	MBA
Brief Profile and expertise in specific functional area	Mr. Manish umar Gupta holds a Master of Business Administration (MBA) and brings 18 years of extensive experience in finance and accounting leadership roles, Throughout his career, he has demonstrated expertise in financial management, strategic planning, and driving operational efficiency, making him a valuable asset in steering financial performance and organizational growth
Skills and capabilities required for the role and the manner in which the Directors meet the requirement	He have good experience of 18 years of extensive experience in finance and accounting leadership roles, financial management, strategic planning, and driving operational efficiency, making him a valuable asset in steering financial performance and organizational growth
Term and conditions of appointment	Reappointment due to retire by rotation
Details of Remuneration sought to be paid	NA
Details of remuneration last drawn	NA
Shareholding in the Company	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Number of Meetings of the Board attended during the Year	4
Other Directorships	1. Bazel International Limited, CFO, 2. B2C Eventures Private Limited, Director 3. Zalika Real Estate Private Limited,

Annexure- B

CERTIFICATE FROM A PRACTICING CHARTERED ACCOUNTANT (Pursuant to the Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Reg. 2015



Krishan Rakesh & Co.
CHARTERED ACCOUNTANTS

PHONE : 011-40159075

143, KOHAT ENCLAVE
2ND FLOOR, PITAMPURA
DELHI - 110034

To,
The Board of Directors
S R Industries Limited
E- 217, Industrial Area, Phase 8b,
Mohali, Punjab, India, 160071

Sub: Certificate complying provision of Regulation 45(1) of SEBI (LODR) Regulations, 2015 for change of name of M/s S R Industries Limited

In context of above captioned subject, we, **Krishan Rakesh & Co.** (FRN:009088N), have examined the relevant records of the Company and information and documents provided by management of the company for issue certificate stating compliance with the conditions specified in Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for change of name of the company from 'S R Industries Limited' to '**Arur Footwear Limited**'.

Based on our examination and according to the information and explanation given to us and pursuant to the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that:

(a) Time period of at least one year has elapsed from the last name change:

The Company has not changed its name since at least one year.

(b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:

Not applicable and refer the note as mentioned below.

(c) The amount invested in the new activity /project is at least fifty percent of the assets of the listed entity:

Not applicable and refer the note as mentioned below.

NOTE:

Following the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, the Company successfully emerged from the Corporate Insolvency Resolution Process (CIRP) in July 2024. Bazel International Limited, along with its associate promoters, was the Successful Resolution Applicant (SRA), and assumed control of the Company pursuant to the implementation of the approved Resolution Plan.

During the preceding financial year, the Company did not record any revenue and did not engage in any substantial business operations or undertake new projects. This was primarily due to the transitional phase associated with the implementation of the Resolution Plan and the ongoing restructuring efforts.

As part of the resolution and revival strategy, the Company underwent significant structural reorganization, including the reconstitution of its share capital and changes in shareholding. Bazel International Limited (BIL) became the new holding company and took over the management of the Company. This transition has been instrumental in revitalizing the Company's governance framework, management structure, and operational roadmap.





Krishan Rakesh & Co.
CHARTERED ACCOUNTANTS

PHONE : 011-40159075

143, KOHAT ENCLAVE
2ND FLOOR, PITAMPURA
DELHI - 110034

With the completion of CIRP and the subsequent restructuring, the Company is now fully rehabilitated. In November 2024, a new Board of Directors was appointed, marking the commencement of a refreshed management team with a renewed strategic direction.

There is a change in the name only, and there will be no alteration to the main objects of the Company as stated in its Memorandum of Association. The proposed name, "**Arur Footwear Limited**", is intended to align with the Company's vision, business focus, strategic goals and as per the Object clause of the Memorandum post-CIRP.

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No. 009088N

Place : Delhi
Date : 27-06-2025
UDIN : 25560019BMIYJC6670



Shiva Nishad
(Partner)
M.No.: 560019

ATTENDANCE SLIP

**35th ANNUAL GENERAL MEETING
Thursday, August 21, 2025 at 12:30 p.m.**

Members are requested to bring copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance of Hall. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder:

Ledger Folio No./DP ID Clint ID:

Address:

No. of Shares held:

Name of the Proxy:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company held on Thursday, 21st August, 2025 at 12:30 P.M. (IST) at 5th floor, Plot Number 2, Sahibzada Ajit Singh Nagar, Sector 67 Road, Sas Nagar-160055.

Full name of proxy (in case of proxy):

Signature of First holder/Proxy/

Authorised Representative

Signature of joint holder(s)

Note:

Please fill in and sign this attendance slip and hand it over at the venue of the meeting. Only members of the Company and/or their proxy will be allowed to attend the meeting

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L29246PB1989PLC009531
 Name of the company : S R INDUSTRIES LTD
 Registered office : E-217, Industrial Area, Phase 8B, Mohali, Punjab- 160071
 Corporate office : II-B / 20, First Floor Lajpat Nagar, New Delhi, Delhi, 110024
 Name of the Members :
 Registered Address :
 E-mail ID :
 Folio No. /Client ID :
 DP ID :

I/We, being the member(s) ofshares of the above-named Company, hereby appoint

1. Name:, Email id:

Address:Signature:....., or failing him

2. Name:, Email id:

Address:Signature:....., or failing him

3. Name:, Email id:

Address:Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Members of S R INDUSTRIES LTD to be held on Thursday, 21st August, 2025 at 12.30 p.m. within the local limits of registered Office of the Company at 5th floor, Plot Number 2, Sahibzada Ajit Singh Nagar, Sector 67 Road, Sas Nagar-160055 and at any adjournment thereof in respect of such resolutions as indicated below:

Item No.	Business to be transacted	For	Against
Ordinary Business:			
1.	To take note the Audited Standalone Financial Statement of the Company for the Financial ended March 31, 2025 together with Auditors' Report thereon.		
2.	To appoint a director in place of Mr. Manish Kumar Gupta (DIN: 05331936), who retires by rotation and being eligible, offers himself for reappointment.		
Special Business:			
3.	Change of name of the Company		
4.	Appointment of Secretarial Auditor		
5.	To acknowledge and take note of the Issuance of 0.01% Compulsorily Convertible Debentures (CCDs)		

Signed this..... day of..... 2025.

Affix revenue stamp Rs. 1.00

Signature of shareholder.....

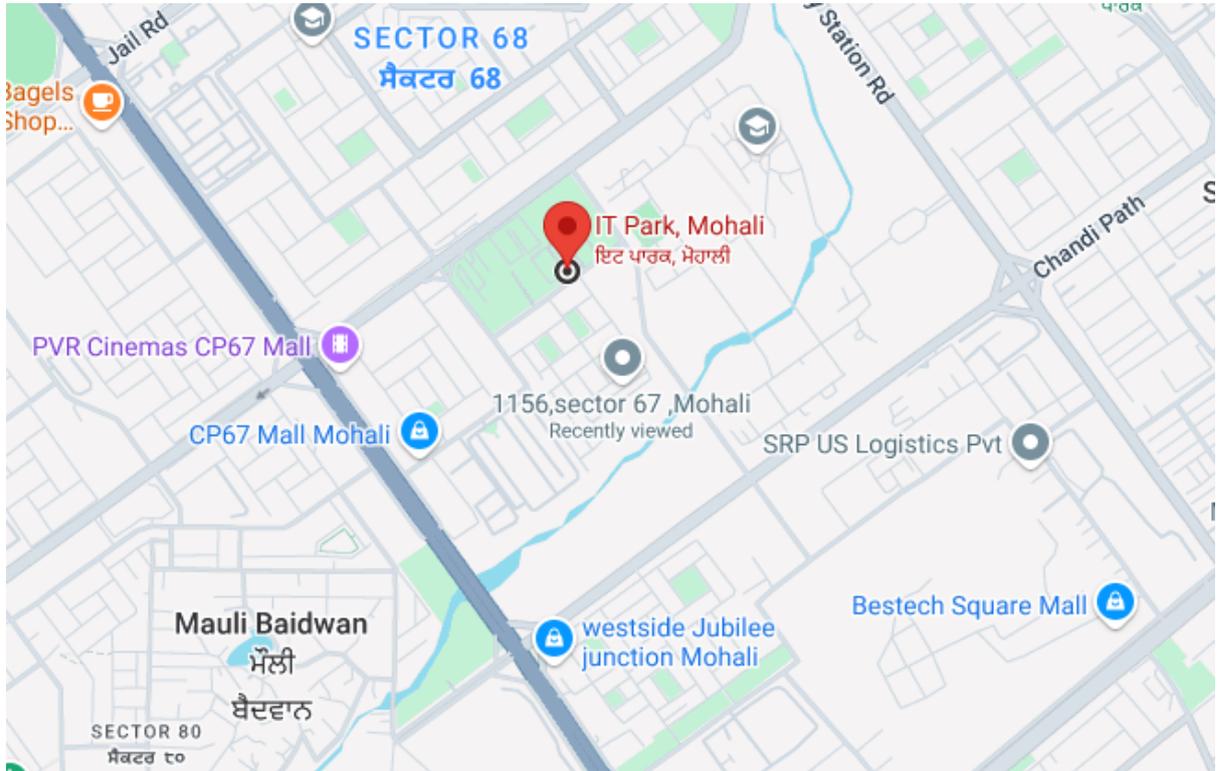
Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly completed and deposited at the corporate office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP FOR 35th ANNUAL GENERAL MEETING

Held at 5th floor, Plot Number 2, Sahibzada Ajit Singh Nagar, Sector 67 Road, Sas Nagar-160055



DIRECTOR'S REPORT

We are pleased to present the 35th Board's Report of S R Industries Limited (the Company) for the financial year 2024-25. This report marks a significant milestone in the Company's journey, reflecting our commitment to transparency, governance, and strategic growth.

As already informed in the previous Board Report, S R Industries Limited emerged out from the Corporate Insolvency Resolution Process (CIRP) in the month of July 2024 with Bazel International Limited (BIL) along with its associate Promoters being the Successful Resolution applicant (SRA), following the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench. This approval paved the way for a comprehensive restructuring and revitalization of the Company.

Subsequently, in November 2024, the Company appointed a new team of Board of Directors, bringing together a team of experienced professionals dedicated to steering the Company towards sustained growth and value creation. The Board has since undertaken a thorough review of the Company's operations, financial health, and strategic direction, ensuring alignment with our long-term objectives.

This report outlines the Company's performance, key initiatives undertaken during the year, and our strategic plans moving forward. We remain committed to enhancing shareholder value and contributing positively to the economic landscape.

We extend our gratitude to all stakeholders, including employees, shareholders, creditors, and regulatory authorities, for their continued support and trust in S R Industries Limited.

FINANCIAL PERFORMANCE

The standalone financial statements for the financial year ended 31st March, 2025, forming part of this Annual Report, have been prepared in accordance with Companies Act, 2013 (**“the Act”**) and the relevant rules issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (**“SEBI Listing Regulations”**) and applicable Indian Accounting Standards:

Particulars	(Rs. in Hundred)	
	FY 2024-25	FY 2023-24
Revenue from Operations	0.00	0.00
Other Income	840.00	15,482.78
Total Income of the company	840.00	15,482.78
Less: Depreciation/ Amortisation/ Impairment	0.00	0.00
Less: Finance Costs	2137.75	0.00
Profit/(loss) before Exceptional items and Tax Expense	(86,624.48)	(10,002.90)
Add/(loss): Exceptional items	0.00	0.00
Profit /(loss) before Tax Expense	(86,624.48)	(10,002.90)
Less: Tax Expense (Current & Deferred)	(10.00)	0.00
Profit/(loss) for the year (1)	(86,634.48)	(10,002.90)
Other Comprehensive Income (2)	0.00	0.00
Total Comprehensive Income (1+2)	(86,634.48)	(10,002.90)

As on date, the Company has rehabilitated from CIRP and new management has taken the charge over the Company. BIL along with its associates has paid full amount as proposed in the plan. NCLT has passed order dated 1st July, 2024.

Pursuant to abovementioned NCLT order New Directors have been appointed on the Board and structuring of new shareholders is under process for which coordination with RP, RTA, CDSL and NSDL is undergoing.

- Pursuant to the implementation of the approved Resolution Plan under the Corporate Insolvency Resolution Process (CIRP), the capital structure of the Company has been revised. As part of the Resolution Plan, Bazel International Limited has become the Holding Company of S R Industries Ltd.

In accordance with the approved plan, the Company was required to allot **1,96,73,500 equity shares** to the Promoter & Promoter Group and to the public. Out of this total allotment:

- **95%**, i.e., **1,86,89,825 equity shares**, were allotted to the **Promoter & Promoter Group**.
- **5%**, i.e., **9,83,675 equity shares**, were allotted to the **public shareholders**.

The detailed shareholding structure is as follows:

Sr.No.	Name	No. of holding	% of holding
Promoter and Promoter Group holding:			
1.	BAZEL INTERNATIONAL LIMITED	98,56,424	50.10%
2.	SAM REALTOWN PRIVATE LIMITED	19,67,350	10.00%
3.	AMS INFRASTRUCTURE PRIVATE LIMITED	17,70,615	9.00%
4.	MASATYA TECHNOLOGIES PRIVATE LIMITED	35,21,556	17.90%
5.	Mr. KAPIL GARG	5,90,205	3.00%
6.	EXPERTPRO REALTY PRIVATE LIMITED	9,83,675	5.00%
Public Holding:			
1.	Public Holding	9,83,675	5.00%
		1,96,73,500	100.00%

COMPANY OVERVIEW

The Company was a prominent player in India's footwear manufacturing sector and has a three-decade long existence to boast of in the footwear Industry. The Company successfully emerged from the Corporate Insolvency Resolution Process (CIRP) in July 2024. The Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, approved the resolution plan, paving the way for the company's rehabilitation and restructuring.

Following the CIRP, SRIL underwent significant restructuring, including the reorganization of its share capital and shareholding. Bazel International Limited (BIL) emerged as the new holding company, assuming control over SRIL's operations. This transition has been instrumental in revitalizing the company's management structure and operational strategies.

With the new professional management at the helm of affairs, SRIL is focused on capturing its market share and consumer trust. Although business activities were paused during the CIRP

period, the company is now planning to launch new footwear brands targeting the Indian youth demographic. These initiatives aim to capture the growing demand for fashionable and affordable footwear among young consumers.

The Indian footwear industry is experiencing robust growth, driven by factors such as rising disposable incomes, increased fashion consciousness, and a shift towards branded products. SRIL is strategically positioning itself to leverage these trends by introducing innovative products that resonate with the preferences of the youth segment.

In this regard, the Company has forayed into the footwear segment with the launch of its new brand, "**Pacalop**". Positioned as a bold and playful flip-flop brand, Pacalop is crafted to appeal to modern youth—especially millennials and Gen Z—who value individuality, functionality, and style.

Pacalop aims to disrupt the traditional footwear landscape by offering a unique blend of vibrant aesthetics, everyday comfort, and long-lasting durability. The brand embodies a forward-thinking, approachable identity centered around authenticity and self-expression.

With a **digital-first marketing strategy**, Pacalop will utilize quirky, engaging campaigns and community-driven interactions to build a strong connection with its audience. This approach is aligned with the broader market shift towards personalized, experience-focused, and purpose-led brands.

Management believes that Pacalop holds strong potential to gain market share by addressing the evolving tastes and preferences of today's youth. The brand is expected to strengthen the Company's presence in the fashion-forward footwear segment and drive sustainable growth in the youth lifestyle market.

RESULT OF OPERATIONS AND STATE OF THE COMPANY'S AFFAIRS

During the year under review, the Company did not undertake any substantial business operations, as it was undergoing a transitional phase following the successful completion of the CIRP.

Post-resolution, the management has been focused on the strategic revival and restructuring of the Company's operations. As part of its turnaround strategy, the Company has forayed into the digital commerce and online marketing space, aiming to tap into new-age consumer behaviour and evolving market trends.

To initiate business operations and re-establish its market presence, the Company has launched a new brand, signalling its commitment to innovation, adaptability, and sustainable growth. This initiative reflects a renewed vision to align the Company's future with consumer-centric, technology-driven, and scalable business models.

The management remains optimistic about the Company's prospects and is committed to implementing progressive strategies to restore stakeholder value and achieve long-term operational stability.

ENTRY AGAIN INTO FOOTWEAR MARKET AND LAUNCH OF NEW BRAND

"Pacalop" During the year under review, as part of the Company's strategic revival plan post its successful exit from the Corporate Insolvency Resolution Process (CIRP) (which was in effect

from December 2021 to July 2024), the Company has ventured into the footwear market with the launch of its new brand, “Pacalop.”

Pacalop is positioned as a bold, youthful, and playful flip-flop brand specifically designed to appeal to the modern youth, particularly millennials and Gen Z consumers, who value individuality, practicality, and fashion-forward styles. The brand aims to disrupt the conventional footwear market by offering products that seamlessly combine vibrant aesthetics with comfort and durability.

The identity of Pacalop is centered on a forward-thinking, approachable, and authentic persona, with a strong focus on self-expression and creativity. The Company has adopted a digital-first marketing approach for Pacalop, supported by quirky, engaging campaigns and community-driven initiatives, to establish a loyal customer base and foster brand affinity.

The launch of Pacalop is well aligned with the emerging consumer trend towards personalized, experience-oriented, and purpose-driven brands. The management strongly believes that Pacalop holds significant growth potential and is well-positioned to capture market share by catering to the evolving preferences of today’s youth. The brand is expected to strengthen the Company’s presence in the fashion-forward footwear segment and contribute meaningfully to its long-term growth and profitability.

The Board remains optimistic about the future performance of Pacalop and is committed to supporting the brand’s growth through strategic investments in product development, marketing, and digital engagement.

RESERVES

During the financial year 2024–25, as the Company did not earn any profit, no amount was transferred to the reserves.

CASH AND CASH EQUIVALENTS

As on 31st March, 2025, the Company is having cash and cash equivalents balance of Rs.16.53/- lakhs.

NET WORTH OF THE COMPANY

As on 31st March, 2025, the Company is not engaged in any business activity and the Net worth of the Company of Rs. 1207.24/-.

DIVIDEND

As the Company is yet to resume its operations and requires a considerable amount of expenditure to be incurred for the same, the management after considering holistically the relevant circumstances and keeping in view the Company’s financial position has decided not to recommend any dividend for financial year 2024-25.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

The following material changes and commitments affecting financial position between the end of the financial year and date of this report:

- Hon'ble NCLT Chandigarh has passed the order dated 1st July, 2024; resolution plan was approved pursuant to that new Board is duly appointed.
- The Board of Directors, at its meeting held on 4th February, 2025, approved the allotment of 1,96,73,500 (One Crore Ninety-Six Lakh Seventy-Three Thousand Five Hundred) equity shares to the new promoter and members of the public pursuant to the order dated 01.07.2024 of Hon'ble National Company Law Tribunal, Chandigarh Bench (NCLT).
- Rs. 11,70,00,000/- fresh funds were infused by Bazel International Ltd. (Resolution Applicant).

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review.

CHANGE OF NAME OF THE COMPANY

During the year under review, the Company successfully emerged from the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016, pursuant to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Chandigarh Bench. Following the implementation of the Resolution Plan, the Company has undergone significant changes in its management, shareholding structure, and business strategy. In line with the new management's vision and the Company's strategic repositioning, the Board of Directors has proposed to change the name of the Company from "S R Industries Limited" to "Arur Footwear Limited" to reflect the transformation and signify a fresh identity post-CIRP. The proposed new name aligns with the Company's future direction and growth strategy, clearly distinguishing it from its previous challenges and operations. The Board of Directors has approved the alteration of the Name Clause in the Memorandum of Association (MOA) to give effect to the change of name. It is pertinent to note that the object clause of the Company shall remain unchanged, and the core business activities will continue as per the existing objectives. All other clauses of the MOA shall also remain unaltered. The proposed change of name will not affect the Company's existing rights, obligations, or ongoing legal proceedings initiated under its previous name. All contracts, agreements, and commitments entered into by the Company under its existing name will continue to be valid and enforceable. The proposed name is the subject to the approval from BSE and the shareholders for this proposed change, which is a key step towards establishing the Company's new identity and long-term vision.

CHANGES IN CAPITAL STRUCTURE

During the period under review, there was no change in the capital structure of the Company.

Pursuant to the Approved Resolution Plan, the **Issued, Subscribed, and Paid-up Share Capital** of the Company, as on **March 31, 2025**, stood at **Rs. 19,67,35,000/-**, divided into **1,96,73,500 equity shares** of **Rs. 10/- (Rupees Ten Only)** each, fully paid-up.

In accordance with the Resolution Plan approved under the Corporate Insolvency Resolution Process (CIRP), the Company allotted **1,96,73,500 equity shares** to the **Promoter & Promoter Group** and the **public**. The allotment structure is as follows:

- **95%**, i.e., **1,86,89,825 equity shares**, were allotted to the **Promoter & Promoter Group**.
- **5%**, i.e., **9,83,675 equity shares**, were allotted to the **public shareholders**.

This allotment marks the post-CIRP restructuring of the Company's equity base in accordance with t

he terms of the approved Resolution Plan.

AUTHORISED CAPITAL OF THE COMPANY

Equity Share

As on 31st March, 2025, Authorised Equity share capital Rs. 21,50,00,000/- divided into 2,15,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Preference Share

As on 31st March, 2025, Authorised 8% Non-Cumulative Redeemable Preference Shares of Rs. 15,00,00,000/- divided into 1,50,00,000 8% Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each.

Paid-up Equity Share Capital

As on 31st March, 2025, Issued, Subscribed and Paid-up Capital of the Company is Rs. 19,67,35,000/- divided into 1,96,73,500 Equity Shares of Rs. 10/- (Rupees Ten Only) each.

During the statutory audit for the financial year 2024–2025, the Statutory Auditors provided clarification regarding the classification and disclosure of 3,504 (Three Thousand Five Hundred Four) partly paid-up equity shares. In accordance with the terms of the Approved Resolution Plan, these shares are to be treated as fully paid-up equity shares. The Company has taken note of this clarification and will ensure appropriate classification and disclosure in the financial statements, in compliance with the applicable accounting standards and regulatory requirements.

HOLDING, SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any subsidiaries or associate company as on 31st March, 2025, so there is no requirement of statement in Form: AOC-1, under section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014.

The Company underwent a Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, dated December 21, 2021. Upon successful completion of the CIRP, Bazel International Limited, along with its associate promoters, emerged as the Successful Resolution Applicant (SRA).

Following the approval of the Resolution Plan, S R Industries Limited became a subsidiary of Bazel International Limited. Accordingly, the management and control of the Company have been transferred to Bazel International Limited, which will now oversee its operations and strategic direction. This acquisition is expected to create new opportunities and drive future growth for the Company. As part of the Resolution Plan, the Company has allotted 98,56,424 equity shares, representing 50.10% of its total paid-up share capital, to Bazel International Limited. Consequently, Bazel International Limited is now recognized as the holding company of S R Industries Limited.

RELATED PARTY TRANSACTIONS

During the period under review, the Company successfully emerged from the Corporate Insolvency Resolution Process (CIRP) and has since been undergoing a phase of operational and financial rehabilitation. In accordance with the approved Resolution Plan, Bazel International Limited (BIL), the Successful Resolution Applicant and now the holding company, has committed to supporting the Company's revival and growth initiatives. As part of this commitment, BIL is providing financial assistance in the form of working capital loans and other necessary support.

Consequently, certain Related Party Transactions (RPTs) have arisen between the Company and BIL. These transactions are essential for ensuring the smooth functioning of the Company's operations and maintaining adequate liquidity for business continuity. All such transactions have been reviewed and duly approved by the Audit Committee and the Board of Directors, after confirming that they are in the ordinary course of business and carried out on an arm's-length basis.

Pursuant to the requirements of Form AOC-2, which mandates disclosure of material contracts or arrangements with related parties, the details of such material related party transactions for the Financial Year ended 31st March, 2025, are provided in **Annexure 'A'** to this Report. These disclosures are made in the interest of transparency and good corporate governance.

INTERNAL FINANCIAL CONTROLS

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention of and detection of fraud and errors, the accuracy & completeness of the accounting records and the timely preparation of reliable financial disclosures.

DIRECTOR AND KEY MANAGEMENT PERSONNEL ("KMP")

As on the 31st March, 2025, the Composition of the Board of Directors is in accordance with the provisions of Section 149 of the Act and Regulation 17 of the Listing Regulations with an optimum combination of Executive Director, Non-Executive Non-Independent Directors, Independent Directors and Women Director. The Company Board has Five members, one is Managing Director, one is executive director and three are independent Director.

In terms of the requirement of the SEBI Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of your Company's business for effective functioning. The key skills, expertise and core competencies of the members of Board are detailed in the Board of Directors section of Annual Report.

APPOINTMENT OR REAPPOINTMENT OF DIRECTORS AND KMPS

DIRECTOR RETIRE BY ROTATION OR REAPPOINTMENT

Pursuant to the Section 152(6) of the Act read with the Articles of Association of the Company, Mr. Manish Kumar Gupta, Director (DIN: 05331936) of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board has recommended his reappointment to shareholders.

APPOINTMENT AND RESIGNATION OF MANAGING DIRECTOR AND DIRECTORS

APPOINTMENT OF DIRECTORS

During the year under review, as the Company rehabilitate from CIRP and in this regard new management was appointment on the Board in the Board meeting held on 22.11.2024 except appointment of Mr. Pankaj Dawar (DIN: 06479649) and Mr. Manish Kumar Gupta (DIN: as Additional Director by Resolution Professional in 18 September, 2024, required details are here;

- Mr. Pankaj Dawar (DIN: 06479649) and Mr. Manish Kumar Gupta (DIN: 05331936) appointed w.e.f 18 September, 2024 and
- Ms. Deepti Datta (DIN: 10842930); Mr. Deepak Logani (DIN: 10842487); and Mr. Sanjeev Kumar Sapra (DIN: 10842495) as Director w.e.f. 22 November, 2024.

APPOINTMENT OF KMPs

During the year under review, as the Company rehabilitate from CIRP and in this regard KMPs after CIRP in the Board in the meeting held on 22.11.2024, required details are here:

Mr. Manish Kumar Gupta (CFO), Mr. Shivam Sharma (Company Secretary & Compliance Officer) and Mr. Pankaj Dawar (Managing Director) appointed w.e.f 22 November, 2024.

RESIGNATION OF DIRECTORS AND KMPs

As the company was in CIRP since 2021 and during the CIRP all the power suspended by the Hon'ble NCLT, Chandigarh Bench and vested with Resolution professional appointed by the Hon'ble NCLT, in this regard as per approved resolution plan approved on 01 July, 2024 the previous Board of directors has resigned from the Board w.e.f. 06 December, 2024, required details are here:-

- Mr. Udit Mayor (DIN: 02425273) Director,
- Mr. Munish Mahajan (DIN: 00818243), Managing Director,
- Mrs. Sanjeeta Mahajan (DIN: 00818293) Director,
- Mr. Amit Mahajan (DIN: 00038593) Whole Time Director & CFO,
- Mr. Gaurav Jain (DIN: 08906400) Director and
- Mrs. Anu Kumari (DIN: 08870494) Director.

INDEPENDENT DIRECTORS

In addition, the Company having the following Independent Directors as on March, 2025: -

1. Ms. Deepti Datta (DIN: 10842930);
2. Mr. Deepak Logani (DIN: 10842487) and
3. Mr. Sanjeev Kumar Sapra (DIN: 10842495).

The Company has received declarations from all Independent Directors confirming that they meet the independence criteria as stipulated under Section 149(6) of the Act and the SEBI Listing Regulations. They have duly registered with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs (IICA). In the Board's opinion, these Independent Directors satisfy the prescribed conditions and are independent of the Management.

KEY MANAGERIAL PERSONNEL

As at the date of this report, the Key Managerial Personnel of the Company include:

Mr. Pankaj Dawar, Managing Director; Mr. Manish Kumar Gupta, Director and Chief Financial Officer; and Mr. Shivam Sharma, Company Secretary and Compliance Officer.

FAMILIARISATION PROGRAMME

In terms of Regulation 25(7) of the Listing Regulations, the Company familiarizes its Directors about their role and responsibilities at the time of their appointment through a formal letter of appointment. Sessions are conducted in the meetings of the Board and its various Committees on the relevant subjects such as strategy, Company's performance, financial performance, internal financial controls, risk management, plant's performance, retail, products, finance, human resource, capital expenditure, CSR, statutory and regulatory Compliances etc. All efforts are made to keep the Independent Directors aware of major developments being taken place in the industry, the Company's business model and relevant changes in the law governing the Company's business and the related link of the familization programme is <https://www.srfootwears.co.in/dur46>.

DETAILS OF BOARD MEETINGS

During the Financial Year 2024–25, the Board of Directors met five times. The details of these meetings are provided in the Report on Corporate Governance, which forms part of this Annual Report.

The time gap between any two consecutive Board meetings was in compliance with the provisions of the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-1 (SS-1) issued by the Institute of Company Secretaries of India (ICSI).

As the Company was under the Corporate Insolvency Resolution Process (CIRP), the new management was appointed in November 2024 pursuant to the approval of the Resolution Plan.

Accordingly, the Board of Directors convened meetings post their appointment and ensured compliance with all applicable statutory requirements.

COMMITTEES OF THE BOARD

During FY24-25, the Board had 3 (three) Committees, namely:

- i) Audit Committee;
- ii) Nomination and Remuneration Committee;
- iii) Stakeholders' Relationship Committee;

All the recommendations made by the Committees of the Board including the Audit Committee were accepted by the Board. A detailed update on the Board, its composition, detailed charter including terms & reference of various Board Committees, number of Board & Committee meetings held during FY24-25 and attendance of the Directors at each meeting is provided in the report on Corporate Governance, which forms part of the Annual Report.

DECLARATION BY INDEPENDENT DIRECTORS

With regard to Integrity, Expertise and Experience (including the Proficiency) of the Independent Directors appointed/re-appointed during the FY24-25, the Board of Directors has taken on record the declarations and confirmations submitted by the Independent Directors and is of the opinion that all the Independent Directors are individuals of integrity and possess relevant expertise & experience and their continued association as Directors will be of immense benefit in the best interest of the Company.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Act, your Company has framed a policy on Directors' appointment and remuneration and other matters ("Remuneration Policy") which is available on the website of your Company. The Remuneration Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the NRC for identifying the persons who are qualified to become the Directors.

Your Company's Remuneration Policy is directed towards rewarding performance based on review of achievements. The Remuneration Policy is in consonance with existing industry practice.

BOARD DIVERSITY

Your Company recognises and embraces the importance of a diverse Board in its success. The Board has adopted the Board Diversity Policy which sets out the approach to the diversity of the Board. The said Policy is available on your Company's website https://www.srfootwears.co.in/files/policies/policy_18.pdf.

SUCCESSION PLAN

Your Company has an effective mechanism for succession planning which focuses on orderly succession of Directors, Key Management Personnel and Senior Management. The NRC [implements this mechanism in concurrence with the Board](#).

BOARD EVALUATION

The Board of directors have carried out an evaluation of its own performance and of its committees as well as its individual directors, on the basis of criteria such as composition of the board / committee structure, effectiveness, its process, information flow, functioning etc.

PERFORMANCE EVALUATION OF THE BOARD

The Company follows a structured assessment process for the evaluation of the performance of the Board, the Committees of the Board, and the individual performance of each Director. The performance evaluation of the Board is carried out by considering various parameters such as the composition of the Board, the process of appointment to it, the common understanding amongst Directors of their roles and responsibilities, the timeliness and content of Board papers, the strategic directions provided, and the quality of advice and decision-making, etc.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for directors and employees of the company to enable them to report their genuine concerns, if any. The provisions of this policy are in line with the provisions of the Section 177 (9) of the Act and the SEBI Listing Regulations and the said policy is available on the company's website <https://www.srfootwears.co.in/>

CORPORATE SOCIAL RESPONSIBILITY

The disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable as the Company is not covered under the criteria mentioned in Section 135(1) of the Companies Act, 2013.

RISK MANAGEMENT

Risk Management is an integral part of the Company's business strategy. The Board reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyses risk exposure related to specific issues and provides oversight of risk across the organization. The Board nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Company does not fall under the purview of the disclosure of Business Responsibility and Sustainability Report under the Regulation 34 (2)(f) of SEBI Listing Regulations.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT U/S 186

Details of loans, guarantees and investments covered under Section 186 of the Act including purpose thereof form part of the notes to the financial statements provided in this Annual Report.

ANNUAL RETURN

Annual Return in Form MGT-7 is available on the company's web site and the link for the same is https://www.srfootwears.co.in/files/annual-returns/SRIND_ARET_FY2024-25.pdf.

SUSPENSION OF TRADING OF SECURITIES

The securities of the Company are currently suspended from trading. As previously intimated, the Company was undergoing the Corporate Insolvency Resolution Process (CIRP). In accordance with the Resolution Plan approved by the Hon'ble NCLT under CIRP, the Company has allotted 1,96,73,500 equity shares to the Promoter & Promoter Group and the public shareholders. The allotment structure is as follows:

- 95%, i.e., 1,86,89,825 equity shares, were allotted to the Promoter & Promoter Group.
- 5%, i.e., 9,83,675 equity shares, were allotted to the public shareholders.

This allotment represents the post-CIRP capital restructuring of the Company's equity shareholding in line with the approved Resolution Plan. The suspension of trading is due to a corporate action, and the Company has submitted an application to BSE for the listing and trading approval of the newly allotted 1,96,73,500 equity shares.

The said application is currently under consideration by BSE, and approval is awaited.

SHARE TRANSFER SYSTEM

The Company's shares are compulsorily traded in dematerialised form on the stock exchange. The share transfer system of S R Industries Limited is managed by the Registrar and Share Transfer Agent (RTA) of the Company, MUFG Intime India Private Limited. All valid requests for transfer/transmission, rematerialisation, dematerialisation, and other related activities are processed by the RTA in coordination with the Company. The RTA ensures that the share transfers are effected within the stipulated time frame as prescribed under applicable SEBI regulations and the Listing Agreement. In accordance with Regulation 40 of the SEBI Listing Regulation, requests for physical transfer of securities have been discontinued effective April 1, 2019, and shareholders are advised to dematerialise their holdings for any transfer.

However, transmission and transposition of securities in physical form are processed as per the applicable laws. The Stakeholders' Relationship Committee reviews and monitors the share transfer system periodically to ensure that the investor services standards are maintained at the highest level. As on March 31, 2025, All requests received for transmission or transposition have been processed and no request is pending beyond the prescribed timeline.

HUMAN RESOURCES

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operation of the Company.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL), ACT 2013

Your Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, inter-alia, to redress complaints received regarding sexual harassment. All employees (permanent, Contractual, temporary, trainees) are covered under this policy. The Company has not received any sexual harassment complaints during the year 2024-25 and hence no complaint is outstanding as on March 31, 2025.

COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Board wishes to inform that the Company is in compliance with the provisions of the Maternity Benefit Act, 1961, to the extent applicable. It is further noted that during the financial year under review, the number of employees engaged by the Company was less than ten. Accordingly, certain provisions of the Maternity Benefit Act, 1961, were not

mandatorily applicable. Nevertheless, the Company remains committed to upholding employee welfare and providing a safe and inclusive work environment for all. The Company shall continue to adhere to all applicable statutory requirements as and when they become applicable.

EMPLOYEE DIVERSITY AND GENDER REPRESENTATION

The Company acknowledges the importance of promoting diversity and equal opportunity in the workplace. As on March 31, 2025, the total number of employees on the rolls of the Company was seven (7), all of whom were male. There was no female or transgender employees employed during the year under review. The Board recognizes the value of a balanced and diverse workforce and remains committed to fostering an inclusive work environment. The Company shall continue to explore opportunities to encourage and improve gender diversity across all levels of the organization, with a view to promoting equitable representation of both male and female employees in the future.

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

Information as required to be given under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is provided in **Annexure ‘B’** forming part of this Board Report.

CREDIT RATING

During the year under review, no credit rating was conducted for the Company.

CYBER SECURITY

In view of the increasing number of cyberattack scenarios, the Company periodically reviews its cyber security maturity and continuously enhances its processes and technology controls in line with emerging threats. The Company’s technology environment is equipped with real-time security monitoring and has appropriate controls implemented across various layers, including end-user devices, networks, applications, and data.

During the year under review, the Company did not experience any cyber security incidents, breaches, or data loss.

PARTICULARS OF EMPLOYEES

In Compliance with disclosures required under section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”) relating to the remuneration and other details is annexed herewith as **Annexure- ‘C’**.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Your Company does not have material exposure of any commodity or foreign exchange and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000 141 dated 15th November, 2018.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and the Insolvency and Bankruptcy Code, 2016, the Company was under Corporate Insolvency Resolution Process (CIRP) during the year. In this regard, based on the recommendation of the Board of Directors, the members of the Company, at the Annual General Meeting held on December 30, 2024, appointed M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N, Peer Review Certificate No.: 016602), as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the financial year 2024-2025 till the conclusion of the Annual General Meeting to be held in the year 2029.

COST AUDITOR

During the year 2024-25, there is no requirement to appoint Cost Auditor.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 reads with relevant rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Meenu G. & Associates, Practicing Company Secretary, as the Secretarial Auditor for the financial year 2024–25, with the approval of the Board of Directors. The Secretarial Audit Report, as issued by the Secretarial Auditors, is annexed herewith as **Annexure ‘D’** to this Report. The said report does not contain any qualifications, reservations, or adverse remarks

Pursuant to the provisions of Section 204 of the Companies Act, 2013 reads with relevant rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and section 204 of the Act Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to appoint a Secretarial Auditor for a term of five consecutive years, commencing from the financial year 2025–26 and ending with the financial year 2029–30. As the appointment requires the approval of the shareholders, On the recommendation of Audit Committee the Board appoint M/s. Meenu G. & Associates, Practicing Company Secretary, as the Secretarial Auditor for the aforesaid term, for the approval of the members at the ensuing Annual General Meeting, M/s Meenu G. & Associates, holding a valid peer review certificate, are eligible to conduct the secretarial audit of the Company.

EXPLANATION TO SECRETARIAL AUDITORS’ COMMENT

In their report, the Secretarial Auditors have commented about certain delays in the statutory compliances. The Company submits that the said delays were inadvertent and not material in nature. The processes have been strengthening to ensure timely compliances in future.

INTERNAL AUDITOR

As the Company was undergoing the Corporate Insolvency Resolution Process (CIRP), no Internal Auditor was appointed during the CIRP period. However, following the completion of the CIRP and in compliance with the provisions of Section 138 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the Company has appointed Mr. Vivek Singh as the Internal Auditor to conduct the internal audit of the Company for the Financial Year 2024–25 and subsequent years.

Mr. Vivek Singh is duly qualified and eligible for appointment as an Internal Auditor. He possesses the requisite professional qualifications and has relevant experience in the field of internal audit, risk management, and internal controls. His appointment is expected to strengthen the Company's internal audit function and contribute to enhanced governance and compliance practices.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor of your Company have not reported any instances of fraud committed in your Company by Company's officers or employees, to the Audit Committee, as required under Section 143(12) of the Act.

CORPORATE GOVERNANCE

A separate report on corporate governance, along with a certificate from the Practicing Company Secretary regarding the compliance of conditions of corporate governance norms as stipulated under SEBI Listing Regulations is annexed as **Annexure 'E'** and forms part of the Annual Report. All Board members and Senior Management Personnel have affirmed in writing their compliance with and adherence to the code of conduct adopted by the Company for FY 2024-25.

DISCLOSURE UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

In terms of the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, it is hereby confirmed that: No employee of the Company, including those posted and working outside India, who is not a director or a relative of any director, has received remuneration of Rs. 1,02,00,000/- or more per financial year and/or Rs.8,50,000/- or more per month during the financial year 2024-2025 under review.

No employee of the Company was in receipt of remuneration exceeding that of the Managing Director or Whole-time Director and holding, either individually or together with their spouse and dependent children, not less than 2% of the equity shares of the Company.

Accordingly, the disclosure of particulars of employees pursuant to the above rule is not applicable to the Company for the financial year ended 31st March 2025.

OTHER DISCLOSURES

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

As per the requirement of Rule 8(5)(vii) of The Companies (Accounts) Rules, 2014, we are pleased to report that there were no significant and material orders passed by the Regulators, Courts or Tribunals that would impact the going concern status of S R Industries Limited and its operations in future. However, it is noteworthy that the Company is currently undergoing the Corporate Insolvency Resolution Process (CIRP) vide order dated CP(IB) No. 198/Chd/Pb/2019 dated December 21, 2021 was initiated by the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench). Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the year under review, no amount/shares is underlying for transferring to IEPF.

DEPOSIT

During the year, the Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act, read with the (Companies Acceptance of Deposits) Rules, 2015 and as such, no amount on account of principal or interest related thereto was outstanding as on date of the Balance Sheet i.e. March 31, 2025.

COMPLIANCE WITH SECRETARIAL STANDARD ON BOARD AND GENERAL MEETINGS

During the period under review, the Company has complied to the extent as applicable Secretarial Standards as issued by the Institute of Company Secretaries of India.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR

The Company was under CIRP vide order dated CP(IB) No. 198/Chd/Pb/2019 dated 21.12.2021. The Request of the Resolution Plan has been published thrice vide dated 05.12.2022. eight Expression of Interest have been received. The last date of receipt of the Resolution Plans was 24.12.2022.

On 1st July, 2024, the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, passed an order approving the Resolution Plan. Pursuant to this, the Company has been rehabilitated from the Corporate Insolvency Resolution Process (CIRP) and is currently in the phase of implementing the terms of the approved Resolution Plan.

THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

There are no specific disclosures required pertaining to any differences between the valuations conducted at the time of the one-time settlement and those carried out while availing loans from Banks or Financial Institutions. However, it is pertinent to note that the settlements with the State Bank of India and Union Bank of India, Mohali Branch, were undertaken in accordance with the terms and conditions of the Approved Resolution Plan, as

duly sanctioned by the Hon'ble National Company Law Tribunal, Chandigarh Bench. These settlements were executed to ensure compliance with the approved plan and to facilitate the financial restructuring and revival of the Company.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Neither Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis on matters related to the business performance as stipulated in the SEBI Listing Regulations is given as a separate section in the Annual Report as **Annexure 'F'**.

CAUTIONARY STATEMENT

Statements in this "Director's Report" & "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those pressed or implied. Important factors that could make a difference to the Company's operations including raw material/ fuel availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in the Government regulations, tax regimes, economic developments within India and the Countries in which the Company conducts business and other ancillary factors.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board, to the best of their knowledge and based on the information and explanations received from the management of your Company, confirm that:

- a. in the preparation of the Annual Financial Statements, the applicable accounting standards have been followed and there are no material departures;
- b. they have selected such accounting policies and applied them consistently and judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit of your Company for that period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- d. the annual financial statements have been prepared on a going concern basis;

- e. they have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

APPRECIATION AND ACKNOWLEDGEMENT

The directors take this opportunity to express their deep sense of gratitude to the Central Government, State Government, Stock Exchanges and its members, Banks, Financial Institutions, Shareholders, Lenders, Depositories, Registrar and Share Transfer Agents and Business Associates for their continued support. Your directors would also like to record its appreciation for the support and cooperation your Company has been receiving from its clients and everyone associated with the Company.

Your directors place on record their sincere appreciation to the employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as an industry leader.

And to you, our shareholders, we are deeply grateful for the confidence and faith that you have always reposed in us. We look forward to continued support of all these partners in future.

For and on behalf of the Board

**Sd/
Pankaj Dawar
Chairman & Managing Director
DIN: 06479649
Date: 27-06-2025
Place: New Delhi**

Annexure- A

Form No. AOC-2: Material Related Party Transactions

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

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Act including certain arm's length transactions under third proviso thereto.

A. Details of contracts or arrangements or transactions not at arm's length basis during the FY ended March 31, 2025: Nil

B. Details of material contracts or arrangements or transactions at arm's length basis during the FY ended March 31, 2025: Nil

For and on behalf of the Board

Sd/

Pankaj Dawar

Chairman & Managing Director

DIN: 06479649

Date: 27-06-2025

Place: New Delhi

Annexure- B

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

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, the details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of Energy:

The manufacturing operations of the Company have been non-operational since the initiation of the Corporate Insolvency Resolution Process (CIRP) in 2021. Post-CIRP, the new management has been actively exploring all possible avenues to revive the Company's manufacturing activities. However, due to pending approvals and No Objection Certificates (NOCs) from certain government departments, the manufacturing activity could not be resumed during the financial year. Consequently, no significant measures for conservation of energy were undertaken during the year under review.

b) Technology Absorption:

As the manufacturing operations remain suspended, there were no activities related to technology absorption during the financial year. The Company remains committed to upgrading its technology as and when operations recommence.

c) Foreign Exchange Earnings and Outgo:

- i) Total foreign exchange earned during the financial year: Nil
- ii) Total foreign exchange outgo during the financial year: Nil

Annexure- C

Details pertaining to remuneration as required under Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY2024-25 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the FY2024-25:

Sr. No.	Directors	Designation	Ratio of remuneration to median remuneration of employees	% increase in remuneration in the financial year
1	Mr. Pankaj Dawar	Managing Director	NIL	NA
2	Mr. Manish Kumar Gupta	Director / CFO	NIL	NA
3	Ms. Deepti Datta	Independent Director	NIL	NA
4	Mr. Deepak Logani	Independent Director	NIL	NA
5	Mr. Sanjeev Kumar Sapra	Independent Director	NIL	NA

As per the remuneration policy for Independent Directors, the Company pays only sitting fees to Independent Directors. Since the new Board of Directors was appointed in November 2024 following the conclusion of the CIRP, no remuneration was paid for the period prior to their appointment. The Company is not paying any remuneration to the Mr. Pankaj Dawar, Managing Director and Mr. Manish Kumar Gupta, Director & CFO.

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary, if any, in the financial year: Not applicable, as no remuneration has been paid to any of the Directors or the Chief Financial Officer during the year. The Company Secretary has received remuneration and the details are given here in below. The Board of Directors and Key Managerial Personnel were appointed in November 2024, and therefore, no increment in remuneration has been applicable since their appointment.

(iii) The percentage increase in the median remuneration of employees in the financial year: NIL (As per calculation of remuneration of the median employee i.e. Rs. 1,65,500/- for the financial year 2024-2025)

(iii) The number of permanent employees on the rolls of Company as on March 31, 2025: 06

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

The Company was rehabilitated in July 2024 following the completion of the Corporate Insolvency Resolution Process (CIRP), as per the order of the Hon'ble National Company Law Tribunal, Chandigarh Bench. Accordingly, no salaries were paid to any employees, including

managerial personnel, for the period of CIRP. As a result, there was no salary increment for any employee or managerial personnel during that period.

(v) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

The Company affirms that the remuneration paid to the Directors, Key Managerial Personnel, and other employees during the financial year is in accordance with the Remuneration Policy of the Company.

(vi) Details of top ten employee for the period:

Sr.	Name	Designation	Qualification	Remuneration (Rs. in Lakhs)	nature of employment	Date of Employment	the last employment held by such employee before joining the company	Equity shares held	Relationship with director of the company
1	Manmohan Singh	Security Manager	Intermediate	0.78	Permanent	01-10-2024	NA	NA	NA
2	Avtar Singh	Ass. Manager	Intermediate	0.78	Permanent	01-10-2024	NA	NA	NA
3	Ramphal	Service Manager	Intermediate	0.96	Permanent	01-10-2024	NA	NA	NA
4	Rohit Ahuja	Senior Manager	Post-graduation	2.35	Permanent	08-09-2024	NA	NA	NA
5	Mayank Ahuja	Founder and creative Director	MBA	4.2	Permanent	01-09-2024	NA	NA	NA
6	Shivam Sharma	Company Secretary	CS	4.89	Permanent	11-11-2024	Mohit Paper Mills Limited	NA	NA

ANNEXURE-D

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
[Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
S R Industries Ltd
(CIN: L29246PB1989PLC009531)
Regd. Office: E-217, Industrial Area, Phase 8B,
Mohali, Punjab – 160071

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by S R Industries Ltd (hereinafter called as “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and 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 31st March, 2025, has 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 but subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) 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 Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable during the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the period under review**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the period under review**
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable during the period under review**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the period under review.**
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

- Secretarial Standards issued by The Institute of Company Secretaries of India
- The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;

During the period under review, the Company has complied with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws, regulations, guidelines, standards, and directions issued by regulatory authorities from time to time.

I report that: -

1. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
2. There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the period under review: -

- Bazel International Limited, along with its associates, was declared as the “Successful Resolution Applicant” as per the order dated 01.07.2024 passed by the Hon’ble NCLT under the provisions of Section 30(6) read with Section 31(1) of the Insolvency and Bankruptcy

Code, 2016 (IBC, 2016) and Section 60(5) of the IBC, 2016, read with Rule 11 of the National Company Law Tribunal Rules, 2016.

- Upon completion of the Corporate Insolvency Resolution Process (CIRP), the Board of Directors of the Company reconstituted the Board w.e.f November 22, 2024. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Since the reconstitution, the Company has ensured compliance with all relevant provisions of SEBI Regulations and other applicable statutory requirements.
- The Board of Directors applied for an extension of the Annual General Meeting (AGM) for the financial year 2023-24, as the company was undergoing Corporate Insolvency Resolution Process (CIRP) and was unable to convene the AGM within the statutory timeline. A proper Board was reconstituted during the Board Meeting held on 22.11.2024. Subsequently, the Board applied for an extension of the AGM on 09.10.2024, and the Registrar of Companies (RoC) granted the extension on 28.10.2024. The AGM was duly conducted on 30.12.2024 in compliance with the extended timeline.
- The existing ISIN (INE329C01011) has been suspended, and a new ISIN (INE329C01029) has been issued by the depository. However, as the listing approval from BSE is still pending, the new ISIN has not yet been activated. The Company is currently undergoing rehabilitation in accordance with the approved resolution plan. Pursuant to this plan, the Company has allotted 1,96,73,500 equity shares. An application for the listing of these shares has been submitted to BSE Ltd. and is currently awaiting approval.
- As on date, the Company is unable to credit shares to the shareholders' demat accounts, as the listing application remains pending with BSE. Consequently, the register of members is still not updated, and AGM notices cannot be sent individually via email so the company will give the notice of the AGM in the newspapers.
- In accordance with the approved resolution plan, and under the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations (SEBI ICDR) and the SEBI (Securities Contracts Regulation) Rules, 1957 (SEBI SCRR), but subject to the relevant provisions of the IBC, 2016, the Company has issued following securities post CIRP:
 1. **Equity Shares:** Pursuant to the approved resolution plan and in compliance with SEBI ICDR and SEBI SCRR, the Company has allotted 1,96,73,500 (One Crore Ninety-Six Lakh Seventy-Three Thousand Five Hundred) equity shares, out of which 1,86,89,825 shares (95%) were allotted to the new promoters, and 9,83,675 shares (5%) were allotted to the public, as specified in the approved resolution plan. E-form PAS-3 has filed with Registrar of Companies. In furtherance to this, the Company has submitted an application to BSE for the listing of its equity shares pursuant to the recent restructuring. The said application is currently under review by BSE and is pending for approval.
 2. **Compulsorily Convertible Debentures (CCDs):** The Board of Directors of the Company has approved the issuance of 1,65,00,000 (One Crore Sixty-Five Lakh) unrated, unlisted, 0.01% Compulsorily Convertible Debentures (CCDs) of Rs. 10/- each, in one or more tranches, to Bazel International Limited (BIL) on a preferential basis. These CCDs shall be convertible into equity shares of Rs. 10/- each at a conversion price of Rs. 10/- per share, with a tenure of up to 18 months from the date of allotment, subject to the terms and

conditions specified in the Board resolution. The Company has not allotted CCDs till the signing date of this report.

**For Meenu G & Associates
Company Secretaries**

Sd/-

Meenu Gupta

Proprietor

Membership No. 52702

COP No. 26274

UDIN: A052702G000656305

PRN: 2443/2022

Place: New Delhi

Date: 25.06.2025

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

Annexure 1

To,
The Members,
S R Industries Ltd.,
(CIN: L29246PB1989PLC009531),
Regd. Office: E-217, Industrial Area, Phase 8B,
Mohali, Punjab – 160071

My Secretarial Audit Report for the financial year ended on 31st March 2025 of even date is to be read along with this letter.

- i. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
- ii. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.
- iii. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- iv. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- v. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management.
- vi. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Meenu G & Associates
Company Secretaries**

**Sd/-
Meenu Gupta
Proprietor
Membership No. 52702
COP No. 26274
UDIN: A052702G000656305
PRN: 2443/2022**

**Place: New Delhi
Date: 25.06.2025**

Annexure- E

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Corporate Governance

The Company firmly believes that Corporate Governance is a fundamental pillar that drives its growth and long-term success. It provides the framework for achieving the Company's objectives with a focus on transparency, accountability, integrity, and responsibility. The Company is committed to upholding the principles of good governance and to being a responsible corporate citizen, serving the best interests of all stakeholders and society at large.

To this end, the Company strives for transparency in all business operations, ensures timely and accurate disclosure of all material information in a comprehensible manner, treats all stakeholders fairly, and is guided by a professionally competent and accountable Board of Directors. Over the years, the Company has consistently followed best practices in Corporate Governance, in line with internal policies, and in compliance with the principles and guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable regulatory authorities. The Company has also adhered to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the implementation of the Corporate Governance Code as prescribed under Schedule V. The Directors are pleased to present the report on Corporate Governance as follows:

Board of Directors

The Board is the highest governing body, appointed by the shareholders, responsible for overseeing the overall functioning of the Company. It provides strategic direction, leadership, and guidance to the Company's management, while also monitoring the Company's performance with the objective of creating long-term value for its shareholders, people, and business partners.

Your Board of Directors closely monitor the performance of the Company and Management, approves the plans, reviews the strategy and strives to achieve organizational growth.

Your Board ensures statutory and ethical conduct and place high importance on the internal financial reporting. The primary role of the Board is that of trusteeship to protect and enhance shareholders value. The Board, as part and parcel of its functioning, annually reviews its role, evaluates its performance and also that of the Board Committees and the Directors.

Composition:

During the financial year under review, the Board composition is in conformity with Section 149 of the Companies Act, 2013 ("the Act") read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulation). The Board of Directors ('Board') is constituted with optimum combination of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director, as per the prevailing regulatory requirements. As on date of this Report, the Board of Directors of the Company consists of 5 Directors comprising of Two Executive Director (ED) and Three Non-Executive Independent Directors (NE-ID) of whom one is Woman Director. None of the Directors have an inter-se relationship and each one of them is independent of the other.

The Company is in compliance with the SEBI Listing Regulations.

Sr. No.	Name	Designation
1.	Pankaj Dawar	Executive Director-Managing Director
2.	Manish Kumar Gupta	Executive Director & CFO
3.	Deepti Datta	Non-Executive –Women Independent Director
4.	Sanjeev Kumar Sapra	Non-Executive -Independent Director

5.	Deepak Logani	Non-Executive -Independent Director
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None of the Directors on the Board is a member of more than 10 (Ten) committees or a chairperson of more than 5 (Five) committees [as stipulated in Regulation 26(1) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) across all the Indian Public Companies, in which he / she is a Director.

The annual disclosure providing the committee position and other Directorship has been made by the Directors.

Board Meetings and its Attendance:

The Board meetings are held at regular intervals to deliberate and decide routine, key and statutory matters. During the Financial Year ended March 31, 2025, the Board of Directors of the Company met 5 (Five) times. The intervening period between the Board Meetings was within the maximum time gap prescribed under the Companies Act, 2013 (hereinafter referred as the “Act”) and Regulation 17 of the Listing Regulations i.e, the time gap between the two Board meetings has not exceeded 120 days.

The details are as follows

Meeting Number	Date of Board Meeting	Board Strength (No. of Directors)	No. of Directors Present	No. of Independent Directors Present
1	November 22, 2024	2	2	0
2	December 06, 2024	5	5	3
3	December 20, 2024	5	4	2
4	February 04, 2025	5	4	2
5	February 11, 2025	5	4	3

Note: The Board meeting held on November 22, 2024, was attended by only two directors, as the Company was undergoing the process of rehabilitation. These two directors had been appointed by the Resolution Professional (RP) on September 18, 2024. During the Board meeting on November 22, 2024, three Independent Directors were appointed to the Board.

Necessary disclosures regarding Directorship and Committee positions in other Companies as on March 31, 2025 have been made by the Directors. As per the disclosures received from them, none of the Directors of the Company is a member of more than 10 (Ten) Committees or Chairman of more than 5 (Five) Committees across all listed companies in which he / she is a Director (for the said purpose, the term Committee shall only include Audit Committee and Stakeholders’ Relationship Committee in terms of Regulation 26 of the Listing Regulations). Also, none of the Directors serve as a Director in more than 7 (Seven) Listed Companies.

During the year under review, as the Company rehabilitate from CIRP and in this regard new management was appointment on the Board in the Board meeting held on 22.11.2024 except appointment of Mr. Pankaj Dawar (DIN: 06479649) and Mr. Manish Kumar Gupta (DIN: as Additional Director by Resolution Professional in 18 September, 2024, required details are here;

Mr. Pankaj Dawar (DIN: 06479649) and Mr. Manish Kumar Gupta (DIN: 05331936) appointed w.e.f 18 September, 2024 and Ms. Deepti Datta (DIN: 10842930); Mr. Deepak Logani (DIN: 10842487); and Mr. Sanjeev Kumar Sapra (DIN: 10842495) as Director w.e.f. 22 November, 2024.

During the year under review, as the Company continued its rehabilitation following the completion of the Corporate Insolvency Resolution Process (CIRP), the Board of Directors, in its meeting held

on November 22, 2024, approved the appointment of the following Key Managerial Personnel (KMPs) with effect from the same date:

Mr. Manish Kumar Gupta (CFO), Mr. Shivam Sharma (Company Secretary & Compliance Officer) and Mr. Pankaj Dawar (Managing Director).

All the power suspended by the Hon'ble NCLT, Chandigarh Bench and vested with Resolution Professional appointed by the Hon'ble NCLT, in this regard as per approved resolution plan dated 01 July, 2024 the previous Board of directors has resigned from the Board w.e.f. 06 December, 2024, required details are here;

Mr. Udit Mayor (DIN: 02425273) Director, Mr. Munish Mahajan (DIN: 00818243), Managing Director, Mrs. Sanjeeta Mahajan (DIN: 00818293) Director, Mr. Amit Mahajan (DIN: 00038593) Whole Time Director & CFO, Mr. Gaurav Jain (DIN: 08906400) Director and Mrs. Anu Kumari (DIN: 08870494) Director.

The composition of the Board during the Financial Year under review and position held by Directors on the Board / Committees of the Company as on March 31, 2025 along with their attendance at Board meetings and Annual General Meeting ("AGM") of the Company during the Financial Year under review are given below:

S No.	DIN	Name of the Director and Category	No. of Board Meetings entitled to attend	No. of Board Meetings attended	Whether last AGM attended or not	Directorship in other listed Companies	Members hip in committee in other listed co.*	Shareholding in the other listed Company	Directorship in other public company
1	06479649	Pankaj Dawar – Managing Director	5	5	Yes	Bazel International Ltd.	SRC RMC	1,44,500	-
2	05331936	Manish Kumar Gupta - Executive Director & CFO	5	4	Yes	-	-	-	-
3	10842930	Deepti Datta- Non Executive - Independent Director	4	4	Yes	-	-	-	-
4	10842495	Sanjeev Kumar Sapra- Non Executive - Independent Director	4	4	Yes	Captial Trade Links Ltd.	AC NRC SRC	-	Oneindi g Technologies Ltd, Openai India Pvt. Ltd.
5		Deepak	4	2	Yes	-		-	-

	10842 487	Logani - Non Executive - Independe nt Director							
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*AC- Audit Committee

NRC- Nomination and Remuneration Committee

SRC- Stakeholder Relationship Committee

RMC- Risk Management Committee

Skills/expertise competencies of the Board of Directors:

The following is the list of core skills/competencies identified by the Board as required in the context of your Company's business and that the said skills are available within the Board Members:

Skills	Business Leadership	Financial Expertise	Risk Management	Global Experience	Corporate Governance	Industry and Sector Experience	Management
Pankaj Dawar	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Manish Kumar Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Deepti Datta	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Sanjeev Kumar Sapra	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Deepak Logani	Yes	Yes	Yes	NA	Yes	NA	Yes

Familiarisation programme

On an ongoing basis, the Company endeavours to keep the Board including independent directors abreast with matters relating to the industry in which Company operates. The independent directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. As a part of on boarding of independent directors during the year, they were familiarized about, inter alia, covering the following:

- Organisational structure
- Key highlights about the business and financials
- Risk management process
- Assurance framework Details of familiarization programmes for FY 2024-25 are placed on the Company's website and can be accessed at <https://www.srfootwears.co.in/dur46>

Independent Directors

The Independent Directors play a pivotal role in decision-making at the Board level. They bring objectivity and external perspective which helps in balanced judgements and upholds the interests of all stakeholders. Their independent oversight contributes to the Company's sustainable growth and

good governance. Based on the declarations received from all independent directors, the Board has confirmed that, in their opinion, independent directors of the Company are persons of integrity, possess relevant expertise and experience and fulfil the conditions specified in the Act and SEBI Listing Regulations and are independent of the management.

All Independent Directors of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment / re-appointment have been issued to the Independent Directors which inter-alia explains the role, function, duties and responsibilities as an Independent Director of the Company. The terms and conditions of their appointment/re-appointment are disclosed on the Company's website and can be accessed at <https://www.srfootwears.co.in/dur46>

Declaration by Independent Directors

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1)(b) of the SEBI Listing Regulations. In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

At the time of appointment and thereafter at the beginning of each financial year or whenever there is any change in the circumstances which may affect their status, the Independent Directors submit declaration confirming their independence and compliance with various eligibility criteria laid down by the Company among other disclosures and the Company also ensures that its Directors meet the aforesaid eligibility criteria. All such declarations are placed before the Board for its information.

In the opinion of the Board, it is confirmed that Independent Directors of the Company fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

Further, no Independent Director resigned before the expiry of his/her tenure during the year under review.

Meeting of Independent Directors

The Independent Directors meet separately at least once in a Financial Year, without the attendance of non-independent Directors and members / representatives of management of the Company. They meet to discuss and form an independent opinion on the agenda items, various other Board-related matters, identify areas where they need clarity or information from management and to annually review the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Board.

During the Financial Year 2024-25, the Independent Directors of the Company met once on February 26, 2025.

Familiarization Program for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programs in compliance with the requirement of Listing Regulations, The Independent Directors inter-alia discuss the issues arising out of Committee meetings and Board discussion including the quality, quantity and timely flow of information between

the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Performance Evaluation Criteria for Independent Directors

In terms of the requirement of the Act and SEBI (LODR) Regulations, the Board of Directors has made formal annual evaluation of its own performance, and that of its Committees and Individual Directors (including Independent Directors) in accordance with the manner specified by the Nomination and Remuneration Committee of Directors.

Performance of every Director and the Board was evaluated after seeking inputs from all the Directors and the performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members. The criteria for performance evaluation of the Board and its Committees include aspects like composition, effectiveness of processes and other measures. Performance of individual Directors was evaluated on parameters such as competency, contribution to the Board, independent judgement etc.

In a separate meeting of the Independent Directors of the Company held on 26th February, 2025, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated as stipulated under the SEBI Listing Regulations.

Independent Director Data Bank Registration

During the financial year 2024-25, the Board of Directors meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as Additional Director (Non-executive Independent Director), Mrs. Deepti Datta (DIN: 10842930) as a Non-Executive Woman Independent Director and Mr. Deepak Logani, (DIN: 10842487) as a Non-Executive Independent Director and all these directors have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs (IICA).

Remuneration Policy:

The remuneration policy shall be reviewed and revised periodically to ensure alignment with the Company's strategic objectives, industry best practices, and regulatory requirements.

A. Remuneration to Executive Directors: Pursuant to the provisions of Section 197 of the Companies Act, 2013 ("the Act"), read with Schedule V of the Act, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the remuneration payable to Executive Directors of the Company shall be governed by the following terms and conditions:

a. Quantum of Remuneration: The remuneration payable to Executive Directors shall be determined by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors, subject to the provisions of the Act and SEBI LODR.

b. Components of Remuneration: The remuneration payable to Executive Directors may comprise of the following components:

a. Basic Salary

b. Perquisites

c. Allowances

d. Commission (if any)

e. Stock Options (if any)

f. Other benefits

if board may thin fit, may change the components as the case may be.

- c. Performance Criteria: The remuneration payable to Executive Directors shall be linked to their individual performance and the Company's financial performance.
- d. Disclosure Requirements: The Company shall disclose the remuneration payable to Executive Directors in the Directors' Report and the Annual Report, as required under the Act and SEBI LODR.
- e. Shareholder Approval: The remuneration payable to Executive Directors shall be subject to the approval of the shareholders of the Company, as required under the Act.
- f. Central Government Approval: In cases where the remuneration payable to Executive Directors exceeds the limits prescribed under Schedule V of the Act, the Company shall obtain the prior approval of the Central Government.

B. Remuneration to Non-Executive Directors and Independent Directors:

i. Sitting Fees and Reimbursement of Expenses

- a. The Non-Executive Directors and Independent Directors of the Company shall be entitled to receive sitting fees for attending Board meetings and Committee meetings, as applicable.
- b. The quantum of sitting fees shall be determined by the Nomination and Remuneration Committee (NRC) and approved by the Board of Directors.
- c. The Company shall reimburse the Non-Executive Directors and Independent Directors for their actual boarding and lodging expenses incurred while traveling for attending Board meetings or other official engagements on behalf of the Company.

ii. Ceiling/Limits on Remuneration

- a. The remuneration payable to Non-Executive Directors and Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to the ceiling/limits prescribed under the Companies Act, 2013, read with Schedule V of the Companies Act, 2013, and rules made thereunder or any other enactment for the time being in force.

iii. Compliance with Statutory Provisions

- a. The Company shall comply with the provisions of the Companies Act, 2013, read with rules framed thereunder and Schedules thereto, and regulations mentioned under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, while paying remuneration to Non-Executive Directors and Independent Directors.

iv. Prohibition on Stock Options and Share-Based Payments

- a. Independent Directors shall not be eligible to receive Stock Options or participate in any share-based payment schemes of the Company.

v. Professional Services

- a. Any remuneration paid to Non-Executive Directors and Independent Directors for professional services rendered by them shall not be considered as part of their remuneration for the purposes of clause (b) above, subject to the following conditions:
- b. The services are rendered by the Director in their professional capacity.
- c. In the opinion of the NRC, the Director possesses the requisite qualification for the practice of that profession.

vi. Disclosure Requirements

- a. The Company shall disclose the remuneration paid to Non-Executive Directors and Independent Directors in the Directors' Report and the Annual Report, as required under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

C. Remuneration to Key Managerial Personnel, Senior Management Personnel and other Employee:

The Company shall determine the remuneration of Key Managerial Personnel, Senior Management Personnel, and other employees based on the following principles:

a. Negotiation and Consideration: The remuneration shall be negotiated with the prospective appointee, taking into account the size of the Company, the profile of the appointee, responsibility to be shouldered by him/her, and industry benchmarks.

b. Approval: The remuneration of Key Managerial Personnel and Senior Management Personnel shall be approved by the Nomination and Remuneration Committee (NRC) and/or the Board of Directors, as applicable, based on the guiding principles for determining remuneration stated above.

c. Remuneration Structure: The Key Managerial Personnel, Senior Management Personnel, and other employees of the Company shall be paid monthly and/or annual remuneration, as per the Company's HR policies and/or as may be approved by the NRC and/or the Board of Directors.

d. Components of Remuneration: The remuneration structure may include various components, such as:

- Basic Salary
- Performance-Based Incentives
- Allowances
- Benefits
- Stock Options (if applicable)
- Other benefits

if board may thin fit, may change the components as the case may be.

e. Disclosure Requirements: The Company shall disclose the remuneration paid to Key Managerial Personnel, Senior Management Personnel, and other employees in the Directors' Report and the Annual Report, as required under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

D. Annual Appraisal Process:

The annual appraisal process shall be conducted to evaluate the performance of all employees, including Managing and Executive Directors, Key Managerial Personnel, Senior Management Personnel, and other employees.

Organization-Wide Increments the Committee shall approve organization-wide increments to the existing remuneration/compensation structure on an annual basis. In approving the increments, the Committee shall consider the following factors:

a. Business Results: The Company's financial performance, including revenue growth, profitability, and other key performance indicators.

b. Competitive Compensation Market Scenario: The prevailing compensation trends and practices in the industry, including market rates for similar positions.

c. Other Factors: Any other factors that the Committee deems relevant, including the Company's overall performance, industry trends, and economic conditions.

Details of Remuneration to Executive and Non-Executive Director:

Sr. No.	Name	Designation	Remuneration
1.	Pankaj Dawar	Managing Director	Nil
2.	Manish Kumar Gupta	Director & CFO	Nil
3.	Deepti Datta	Independent Director	Nil
4.	Sanjeev Kumar Sapra	Independent Director	Nil
5.	Deepak Logani	Independent Director	Nil

Note: The Company is not paying remuneration or other related benefits to any members of Board of Directors of the Company, in this regards the company is paying sitting fees only to the Independent Directors.

Name and Designation of Compliance Officer

During the financial year 2024-25, Mr. Shivam Sharma (M. No.: A42083) was appointed as Company Secretary & Compliance Officer w.e.f. November 22, 2024.

1. Audit Committee

Brief Description Pursuant to the Act and SEBI Listing Regulations, the Company has an Audit Committee, which meets the composition prescribed with a minimum of two-third of its members (including Chairman) being independent directors. All members are non-executive directors, are financially literate and have accounting or related financial management expertise.

The constitution of the Audit Committee is as follows:

1. Ms. Deeti Datta (Chairperson);
2. Mr. Sanjeev Kumar Sapra (Member);
3. Mr. Pankaj Dawar (Member);

Power of Audit Committee

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

Terms of Reference of Audit Committee:

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report in terms of clause (c) of subsection 3 of Section 134 of the Act.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions
 - Modified opinion(s) in the draft audit report, if any.

- e) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of public issue or rights issue or preferential issue or qualified institutions placement , and making appropriate recommendations to the Board to take up steps in this matter;
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the Company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the Company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n) Discussion with internal auditors of any significant findings and follow up there on;
- o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) To review the functioning of the Whistle Blower mechanism;
- s) Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- t) Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 on quarterly basis;
- u) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the listed entity and its shareholders; and
- v) Undertake/ carrying out any other function as is mentioned in the terms of reference of the Audit Committee or as may be assigned by the Board of Directors, from time to time, or as may be stipulated under any law, rule or regulation including Listing Regulations and the Act.

The Audit Committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) Internal audit reports relating to internal control weaknesses;
- d) Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- e) Statement of deviations;
- f) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); and Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

Meeting Details:

During the year, two (2) Audit Committee Meetings were held, the details of which are as follows: -

Date of Meeting: 06-12-2024, 11-02-2025

Name of the Director	Category	No. of Meeting held	No. of Meetings Attended
Deepti Datta	Non-Executive Independent Director	2	2
Sanjeev Kumar Sapra	Non-Executive Independent Director	2	2
Pankaj Dawar	Managing Director	2	2

The Board has accepted all the recommendations proposed by the Audit Committee during the Financial Year. A detailed charter of the Audit Committee is available on the website of your Company: https://www.srfootwears.co.in/files/policies/policy_03.pdf.

2. Nomination and Remuneration Committee

Pursuant to section 178 of the Act and Regulation 19 of the SEBI Listing Regulations, the Company has constituted a Nomination and Remuneration Committee (NRC). The terms of reference of the Committee are in accordance with the Act and SEBI Listing Regulations. These broadly include formulation of criteria for determining qualifications, positive attributes and independence of a director, recommendation of persons to be appointed to the Board and senior management and specifying the manner for effective evaluation of performance of Board, its Committees, Chairperson and individual directors, recommendation of remuneration policy for directors, key managerial personnel and other employees, formulation of criteria for evaluation of performance of independent directors and the Board, devising a policy on Board diversity and such other matters as may be prescribed under the Act and SEBI Listing Regulations.

The constitution of the Nomination and Remuneration Committee is as follows:

1. Ms. Deeti Datta (Chairperson)
2. Mr. Deepak Logani (Member)
3. Mr. Sanjeev Kumar Sapra (Member)

Terms of Reference of the Committee:

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

Responsibilities of the Committee:

1. Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board
2. Identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company
3. Recommending to the Board on the selection of individuals nominated for directorship
4. Making recommendations to the Board on the remuneration payable to the Directors / KMPs / Senior officials so appointed / re-appointed
5. Assessing the independence of the Independent directors
6. Such other key issues / matters as may be referred by the Board or as may be necessary in view of the Listing Regulations and provisions of the Companies Act, 2013 and rules framed there under 37
7. To make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of services of an Executive director as an employee of the Company subject to the provisions of the law and their service contract.
8. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
8. To devise a policy on Board diversity
9. To develop a succession plan for the Board and to regularly review the plan.

Meeting Details:

During the year, one (1) Nomination and Remuneration Committee Meetings were held, the details of which are as follows:

Date of Committee meeting: 06-12-2024

Name of the Director	Category	No. of Meeting held	No. of Meetings Attended
Deepti Datta	Non-Executive Independent Director	1	1
Deepak Logani	Non-Executive Independent Director	1	1
Sanjeev Kumar Sapra	Non-Executive Independent Director	1	1

The Board has accepted all the recommendations proposed by the Committee during the Financial Year, if any. A policy/charter on Nomination and Remuneration committee is available on the website of your Company: https://www.srfootwears.co.in/files/policies/policy_02.pdf.

4. Stakeholders Relationship Committee

Pursuant to the Section 178 of the Act and Regulation 20 of SEBI Listing Regulations, the Company has constituted a Stakeholders Relationship Committee (SRC). This Committee specifically looks into the grievances of the equity shareholders of the Company. The terms of reference of the SRC are aligned with the regulatory requirements mandated by the Act and Part D of Schedule II of the SEBI Listing Regulations.

The constitution of the Stakeholders Relationship Committee is as follows:

1. Ms. Deeti Datta (Chairperson);
2. Mr. Deepak Logani (Member);
3. Mr. Sanjeev Kumar Sapra (Member)

Details of the investor complaints received during FY 2024-25:

No. of complaints outstanding at the beginning of the year	No. of complaints received	No. of complaints not solved to the satisfaction of the shareholders	No. of complaints solved	No. of complaints pending at the
0	0	0	0	0

Date of Committee meeting: 06-12-2024

Name of the Director	Category	No. of Meeting held	No. of Meetings Attended
Deepti Datta	Non-Executive Independent Director	1	1
Deepak Logani	Non-Executive Independent Director	1	1
Sanjeev Kumar Sapra	Non-Executive Independent Director	1	1

Responsibilities:

The responsibilities of the Committee shall include the following:

1. Approval of issue of duplicate certificates for securities and transmission of securities.
2. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
3. Review of measures taken for effective exercise of voting rights by shareholders.
4. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
5. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
6. Oversee the statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund. Review of movements in shareholding and ownership structures of the Company.
7. Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders.
8. Suggest and drive implementation of various investor-friendly initiatives.
9. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The Board has accepted all the recommendations proposed by the Committee during the Financial Year, if any. A policy/charter of the Stakeholder Relationship Committee is available on the website of your Company: https://www.srfootwears.co.in/files/policies/policy_01.pdf.

General Body Meeting:

Extra Ordinary General Meeting

During the year 2024-25, no Extra Ordinary General Meeting of the members of the Company was held.

Annual General Meeting

During the year 2024-25, the 34th Annual General Meeting of the members of the Company called or held on 30th December, 2024.

Particulars of Special Resolution Passed in Last Three Years

S.No.	AGM	Special Resolution
1.	2021-2022	No, During the year the Company was in CIRP
2.	2022-2023	No, During the year the Company was in CIRP
3.	2023-2024	Details of Special Resolutions; 1. To Appointment of Mr. Deepak Logani (DIN: 10842487) as an Independent Director of the Company; 2. To Appointment of Mrs. Deepti Datta (DIN: 10842930) as an Independent Woman Director of the Company; 3. To Appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Director of the Company; 4. To increase the borrowing powers of the Company; 5. Adoption of New set of articles of association; 6. To approve limits specified under section 186 of the Companies Act, 2013;

Whether any resolutions are proposed to be conducted through postal ballot:

There is no immediate proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing AGM require passing of a resolution through postal ballot.

Whether any special resolution passed last year through postal ballot and details of voting pattern:

During the year under review, the Company did not pass any special resolutions through postal ballot

Means of Communication

Quarterly and annual financial results are published in Hindi "Jansatta" and English "Financial Express" and can also be seen on the website of the Company, i.e., <https://www.srfootwears.co.in/>

Code on prohibition of Insider Trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company has formulated the Code of Conduct for Prevention of Insider Trading ("Code") to regulate and monitor trading by Designated Persons ("DPs") and their immediate relatives. The Code, inter alia, lays down the procedures to be followed by DPs while trading/dealing in Company shares/derivatives and while sharing Unpublished Price Sensitive Information (UPSI). The Code includes the obligations and responsibilities of DPs, obligation to maintain the structured digital database, mechanism for prevention of insider trading and handling of UPSI, process to familiarise with the sensitivity of UPSI, transactions which are prohibited and manner in which permitted transactions in the securities of the Company shall be carried out etc. The Company periodically circulates the

informatory e-mails along with the FAQs on Insider Trading Code, Do's and Don'ts etc. to the employees (including new employees) to familiarise them with the provisions of the Code. The Company also conducts frequent workshops/ training sessions to educate and sensitise the employees/ designated persons.

Related Party Transactions

Your Company has adopted a Policy on Related Party Transactions (RPTs) in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The Policy aims to ensure proper reporting, approval, and disclosure of transactions between the Company and its related parties. It is available on the Company's website at https://www.srfootwears.co.in/files/policies/policy_06.pdf. The Policy specifically addresses the review and approval process for material RPTs, taking into account potential or actual conflicts of interest that may arise. All related party transactions entered into by the Company and its subsidiaries that exceeded the thresholds based on their respective standalone turnover were placed before the Audit Committee for prior review and approval. The Company also obtains prior omnibus approval from the Audit Committee on an annual basis for transactions that are repetitive in nature and are entered into in the ordinary course of business and at arm's length. During the financial year 2024–25, all RPTs entered into were in the ordinary course of business and on an arm's length basis.

General Shareholders Information

Day and Date	Thursday, August 21, 2025
Mode of Conduct	Through physical mode
Time	12:30 P.M.
Venue of the AGM	5 th Floor, Plot No. 2, Sahibzada Ajit Singh Nagar, Sector 67 Road, Sas Nagar-160055
Financial Year	01st April, 2024-31st March, 2025
Dividend Payment	No dividend declared by the Board
Name and address of the Stock Exchange	BSE Limited Add.: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra, 400001
Annual Listing Fees	As the Company was under CIRP, there were listing fees pending with BSE. The Resolution Professional (RP) was coordinating with BSE authorities regarding these dues, as they pertained to the CIRP period. However, after the completion of the CIRP, the rehabilitation of the Company, and the reconstitution of the Board of Directors on 22 November, 2024. In this regard the Company have made waiver the Annual Listing Fees during the CIRP period and till date the application was pending with BSE.
Stock Code	513515
Address for correspondence	II-B/20, First Floor, Lajpat Nagar, New Delhi-110024

Financial Results Calendar for 2025-26:

Your Company's financial year starts on April 1 and ends on March 31 every year. The calendar for approval of quarterly financial results is as under:

Quarter ended	Proposed schedule
June, 2025	August 14, 2025
September, 2025	November 14, 2025
December, 2025	February 14, 2026
March, 2026	May 30, 2026

Registrar and Share Transfer Agent ('RTA')

In terms of regulation 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') MUFG Intime India Pvt. Ltd. was appointed as the Registrar and Share Transfer Agent and handles all relevant corporate registry services.

MUFG Intime India Pvt. Ltd,

Add. 44 Community Center, 2nd Floor, Naraina Industrial Area,

Phase I, Near PVR, Naraina, New Delhi - 110028.

Tel: 011 - 4141 0592/93/94, Email : delhi@linkintime.co.in

SEBI Registration No.: INR000004058

Name, Designation and Address of the Compliance officer

Mr. Shivam Sharma,

Company Secretary & Compliance Officer

Corporate office: II-B/20, First Floor Lajpat Nagar, New Delhi-110024

Ph: 011-46081516, E-mail: srindustries9531@gmail.com, Web: <https://www.srfootwears.co.in/>

Share Transfer System

All transmission, transposition, issue of duplicate share certificate(s), etc., as well as requests for dematerialisation/ rematerialisation are processed at MUFG Intime India Pvt. Ltd., registrar and share transfer agent of the company and the work related to dematerialisation/rematerialisation is handled by MUFG Intime India Pvt. Ltd. through connectivity with NSDL and CDSL. The Company does not accept physical mode of transfers in compliance to SEBI and MCA circulars.

Green Initiative

As a responsible corporate citizen, your Company fully supports the 'Green Initiative' of the Ministry of Corporate Affairs (MCA), Government of India, which encourages electronic communication of corporate documents to shareholders. In alignment with the SEBI Listing Regulations and the applicable MCA and SEBI circulars — MCA General Circular No. 9/2024 dated September 19, 2024, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 — companies have been exempted from printing and dispatching physical copies of the Annual Report. Accordingly, your Company has sent the Integrated Annual Report for the financial year ended March 31, 2025, in electronic form to shareholders who have registered their email addresses with the Company, its Registrar and Share Transfer Agent (RTA), or their respective Depository Participants (DPs). Your Company encourages all shareholders to actively support this green initiative by registering or updating their email addresses: Shareholders holding shares in dematerialized form may register or update their email IDs with their respective Depository Participants (DPs). Shareholders holding shares in physical form are requested to register their email addresses with the Company's RTA by submitting duly signed KYC update forms along with the requisite details.

Details of Shareholding

Distribution of Shareholding as on March 31, 2025:

During the financial year 2024–25, the Company was undergoing rehabilitation following the CIRP. During this period, all relevant information was dependent on disclosures provided by the Resolution Professional (RP) and the Registrar and Transfer Agent (RTA). Accordingly, the details regarding the distribution of shareholding were not available with the Company until the reconstitution of the Board on November 22, 2024.

Pursuant to the Request for Resolution Plan (RFRP) process, Bazel International Limited (BIL) emerged as the Successful Resolution Applicant (SRA). The resolution plan submitted by BIL was approved by the Hon'ble Adjudicating Authority (AA) vide its order dated July 1, 2024. In accordance with the approved resolution plan, the shareholding pattern of the Company has undergone changes. The revised shareholding details are as follows:

Category-wise shareholding pattern as on March 31, 2025:

Particulars	No. of share	Share in %
Other Bodies Corporate	44528	0.23
Corporate Bodies (Promoter Group)	18099620	92.00
Promoter	590205	3.00
Clearing Member	62	0.00
Hindu Undivided Family	50993	0.26
Non-Resident Indians (Rep.)	934	0.00
Non Resident Indians (Non.rep)	556	0.00
Public	882428	4.49
Trust	4174	0.02
Total	19673500	100.00

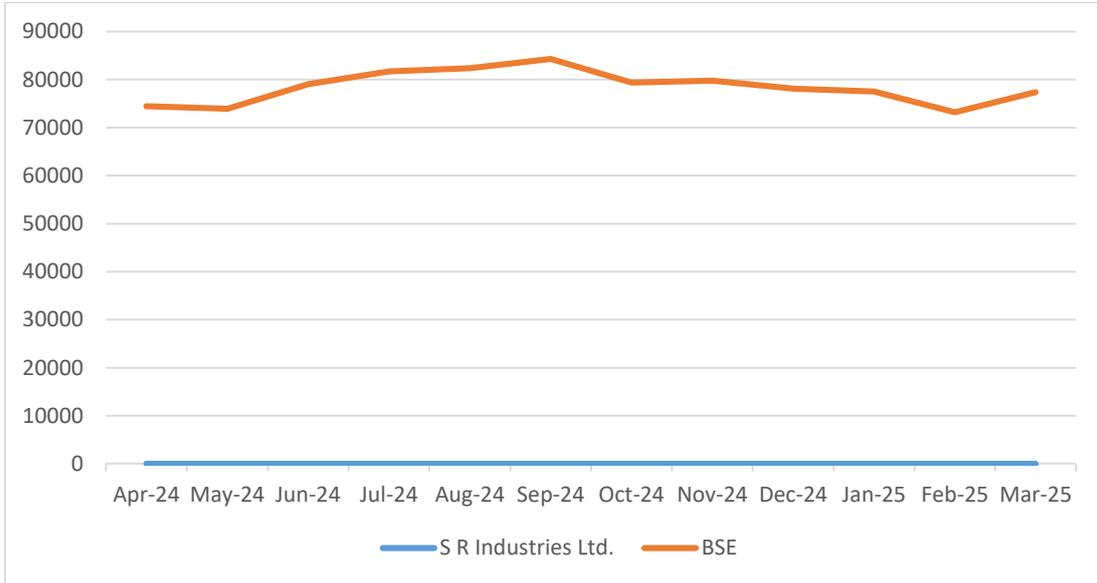
Stock Price Data

Monthly high and low in BSE during the financial year 2024-25:

Month	High Price (Rs.)	Low Price (Rs.)	Close Price (Rs.)
Apr-24	1.77	1.35	1.41
May-24	1.56	1.2	1.55
Jun-24	1.56	1.23	1.45
Jul-24	1.65	1.3	1.65
Aug-24	1.68	0.95	1.32
Sep-24	1.38	1.15	1.32
Oct-24	1.9	1.37	1.71
Nov-24	1.79	1.58	1.59
Dec-24	3.12	1.52	3.12

The share trading data pertains to the period from April 2024 to December 2024. During this time, the Company was undergoing the Corporate Insolvency Resolution Process (CIRP). Consequently, only public shareholding was permitted to trade on the stock exchange, while the previous promoters' shareholding remained under trading restrictions imposed by the BSE. Subsequent to the allotment of 1,96,73,500 equity shares under ISIN: INE329C01011, pursuant to the approved resolution plan, the BSE suspended trading in the Company's equity shares effective from December 30, 2024, citing corporate action-related adjustments. Accordingly, only the trading activity of the public shareholders is available and has been reported for the aforesaid period. The suspension remains in place until further corporate actions are completed and the listing compliance requirements are fulfilled.

Performance in comparison to indices:



Change in Capital structure after CIRP

Allotment of Equity Shares Pursuant to Approved Resolution Plan During the year under review, the Company was under the Corporate Insolvency Resolution Process (CIRP) in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016. The Hon’ble National Company Law Tribunal (NCLT), Chandigarh Bench approved the Resolution Plan submitted by the successful resolution applicant. Pursuant to the terms of the approved Resolution Plan, the entire existing shareholding of the erstwhile promoters and promoter group was extinguished, and the public shareholding was reduced to approximately 5% of the post-resolution equity capital. In furtherance of the implementation of the Resolution Plan, the Board of Directors of the Company allotted 1,96,73,500 equity shares of the Company. Out of this:

- 1,86,89,825 equity shares were allotted to the new promoter and promoter group and
- 9,83,675 equity shares were allotted to the eligible public shareholders in accordance with the provisions of the approved plan.

The relevant details and disclosures relating to the allotment have been appropriately filed with the statutory authorities and stock exchange(s), and are provided herein below:

Sr. No.	Name	No. of Holding	% of holding
Promoter & Promoter Group			
1.	Bazel International Limited	98,56,424	50.10%
2.	Sam Realtown Private Limited	19,67,350	10.00%
3.	Ams Infrastructure Private Limited	17,70,615	9.00%
4.	Masatya Technologies Private Limited	35,21,556	17.90%
5.	Mr. Kapil Garg	5,90,205	3.00%
6.	Expertpro Realty Private Limited	9,83,675	5.00%
Public			
1.	Public Holding	9,83,675	5.00%
		1,96,73,500	100.00%

In this regard, the Company has submitted an application to the BSE Limited for the listing and trading approval of 1,96,73,500 equity shares allotted pursuant to the approved Resolution Plan. As on date, the said application is pending with BSE for their review and necessary approvals.

Consequently, the trading in the Company's equity shares continues to remain suspended by BSE due to the said corporate action involving the allotment of equity shares. The Company is actively pursuing the matter and is committed to complying with all applicable regulatory requirements to facilitate the resumption of trading at the earliest.

Foreign Exchange Risk and Hedging Activities

During the year under review, the Company did not enter into any hedging arrangements or derivative contracts to mitigate foreign exchange risk, as there were no significant exposures requiring such measures.

Manufacturing Unit

The Company has a manufacturing unit at Village Singha, Tehsil Haroli, District Una, Himachal Pradesh - 177220. Due to the CIRP, the manufacturing unit is currently not in operation.

Credit Ratings

During the financial year no credit rating was obtained.

Relationship between Board of Directors

There is no familiar or material relationship between any of the Directors of the Company, except for Mr. Pankaj Dawar, Managing Director, and Mr. Manish Kumar Gupta, Director & CFO. Both individuals also serve as Directors on the Board of the holding company, thereby having a common directorial association at the group level. The Board confirms that, apart from this association, all Directors act independently and in accordance with their fiduciary responsibilities, ensuring that the governance of the Company remains transparent, impartial, and aligned with the best interests of all stakeholders.

Dispute Resolution Mechanism at Stock Exchanges (SMART ODR):

As per SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, a common Online Dispute Resolution Portal (ODR Portal) has been established for investors to facilitate online conciliation and arbitration of disputes related to securities. Investors can now opt for arbitration with Stock Exchanges in case of any dispute against your Company or its RTA regarding delays or defaults in processing investor service requests. This is in addition to the existing SCORES system, where investors initially lodge their complaints or grievances against your Company. If an investor is not satisfied with the resolution provided by your Company, RTA, or SCORES, they may initiate the Online Dispute Resolution process through the ODR Portal at <https://smartodr.in/odr/login/>.

The link to the ODR Portal is also displayed on your Company's website at https://www.srfootwears.co.in/files/contact-us/contact-us_01.pdf. In compliance with SEBI guidelines, your Company has communicated this Dispute Resolution Mechanism to all Members holding shares in physical form. As on March 31, 2025, no matters, relating to your Company, were pending in SMART ODR mechanism

Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large

There is no such related party transaction that may have potential conflict with the interests of the listed entity at large.

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

There was a non-compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to file the Corporate Governance Report with the Stock Exchange within 21 days from the end of the quarter. However, the Company delayed in filing the XBRL format of the Corporate Governance Report for the quarter ended December 2024. The delay occurred inadvertently due to oversight regarding the applicability of Regulation 27(2). The Company has since taken corrective measures and has subsequently filed the report in XBRL format with BSE.

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

All the mandatory and non-mandatory requirements have been duly complied with by the company to the extent applicable to the company.

Web link where policy for determining ‘material’ subsidiaries is disclosed

Web link where policy for determining ‘material’ subsidiaries is disclosed at <https://www.srfootwears.co.in/dur46>

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not applicable

Policy for determining materiality of event or Information

The Objective of this policy is to outline the guidelines to be followed by the Company for consistent, transparent and timely public disclosures of material information events/information and to ensure that such information is adequately disseminated to the stock Exchange(s) where the securities of the Company are listed in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality. Web link where policy for determining materiality of event or Information is disclosed at <https://www.srfootwears.co.in/dur46>

Whistle-blower policy/vigil mechanism

The Company has a whistle-blower policy encompassing vigil mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the SEBI Listing Regulations. The said policy has been appropriately communicated to the employees within the organization and has also been hosted on the Company’s website, which can be accessed at <https://www.srfootwears.co.in/dur46>

Shareholders’ Right

Your Company is committed to ensuring timely, accurate, and equitable dissemination of information to all shareholders. All material disclosures, including quarterly financial results, press

releases, investor presentations, and recordings or transcripts of earnings calls, are made available on the Company's website at <https://www.srfootwears.co.in/>. Additionally, the same information is also uploaded on the website of the BSE Limited (BSE), where the shares of your Company are listed.

Code of Conduct

The Board of Directors has adopted a comprehensive Code of Business Conduct and Ethics (“the Code”) applicable to all Board Members and Senior Management Personnel of the Company. The Code is aimed at promoting ethical conduct, transparency, and accountability in the management of the affairs of the Company. It is available on the Company’s website at: https://www.srfootwears.co.in/files/policies/policy_14.pdf.

All Board Members and Senior Management Personnel have affirmed compliance with the Code during the financial year under review and a declaration for the same is annexed in this report as **Annexure ‘I’**. In addition, the Board has also adopted a separate Code of Conduct for Independent Directors, in accordance with the provisions of the Companies Act, 2013, which outlines their roles, duties, and responsibilities in ensuring good corporate governance.

Audit Qualification

Your Company’s Financial Statements are unqualified, and all the required information is contained in the Statutory Auditors’ Report of the Company. For more information, you may kindly refer to the Statutory Auditors’ Report and the Financial Statements.

Reporting of Internal Auditor

The Internal Auditor of your Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Audit Committee meetings to report their findings of the internal audit to the Audit Committee Members.

Disclosure of Accounting Treatment in Preparation of Financial Statements

The Financial Statements of the Company have been prepared in accordance with the applicable provisions of the Companies Act, 2013, including Section 133, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Company has followed the Indian Accounting Standards (Ind AS) as prescribed and notified by the Ministry of Corporate Affairs, in line with the accounting principles generally accepted in India, and as issued by the Institute of Chartered Accountants of India (ICAI).

Fees paid to Statutory Auditors

Total fees for all services paid by your Company to the Statutory Auditors, is Rs. 90,000/- (Rupees Ninety Thousand Only) for the financial year 2024-2025.

Conflict of Interest

The designated Senior Management Personnel of the Company have confirmed that no material, financial, or commercial transactions were entered into during the year under review that could potentially result in a conflict of interest with the Company. All disclosures, as required under the applicable laws and the Code of Conduct, have been duly made to the Board.

Details of Loans and Advances in the Nature of Loans to Firms/Companies in Which Directors Are Interested

Relevant disclosures pertaining to loans or advances made by the Company to firms or companies in which Directors are interested are provided in the Standalone Financial Statements forming part. For further details, please refer to Notes of the Standalone Financial Statements.

Proceeds from public issues, rights issues, preferential issues etc.

During the FY 2024-25, your Company had not raised any fund through public issues, rights issues.

Compliance with Secretarial Standards

Your Company complies with all applicable secretarial standards.

MD & CFO Certification in accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

The certificate duly signed by the Managing Director and the Chief Financial Officer (CFO) of the Company was placed before the Board. A copy of the same is annexed to this report as **Annexure 'II'**

Statutory Certificates

Certificate on Corporate Governance by Company Secretary

The Company has complied with all mandatory requirements specified under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. A certificate from M/s. Meenu G. & Associates, Practicing Company Secretary, confirming compliance with Corporate Governance requirements for the financial year 2024–25 is also annexed to this report as **Annexure 'III'**

Certificate under Schedule V of SEBI Listing Regulations

Pursuant to the requirements of Schedule V of the SEBI Listing Regulations, a certificate M/s. Meenu G. & Associates, Practicing Company Secretary, has been obtained confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as a Director by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), or any other statutory authority as on March 31, 2025. This certificate is annexed to this report as **Annexure 'IV'**.

Link of policies of the Company

Pursuant to the requirements of the SEBI Listing Regulations, link of the policies of the company is given here. The details are annexed to this report as **Annexure 'V'**.

For and on behalf of the Board

Sd/-

Pankaj Dawar

Chairman & Managing Director

DIN: 06479649

Date: 27-06-2025

Place: New Delhi

Annexure-I

Declaration for compliance with Code of Conduct

I, Pankaj Dawar, Managing Director of S R Industries Limited, hereby declare that as on March 31, 2025, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for Board of Directors and Senior Management Personnel, as adopted by the Company.

For and on behalf of the Board of Directors
S R Industries Limited,

Sd/-

Pankaj Dawar

Managing Director

Place: New Delhi

Date: 27-06-2025

Annexure-II

Certification by Managing Director (MD) and Chief Financial Officer (CFO)

[Pursuant to Regulation 17(8) and Para B of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2025 which are fraudulent, illegal or violation of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We further certify that we have indicated to the auditors and the Audit Committee:
 - a. There have been no significant changes in internal control system during the year;
 - b. There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of
S R Industries Limited,

Sd/-
Pankaj Dawar
Managing Director
DIN: 06479649

Sd/-
Manish Kumar Gupta
Chief Financial Officer
DIN: 05331936

Date: 27-06-2025
Place: New Delhi

Annexure-III

Certificate of Compliance with Corporate Governance pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members,
S R Industries Ltd.
CIN: L29246PB1989PLC009531
E- 217, Industrial Area, Phase 8b,
Mohali, Punjab, India, 160071

We have examined the compliance of conditions of Corporate Governance by S R Industries Ltd. for the year ended on March 31, 2025, as stipulated in Regulation 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

For Meenu G. & Associates
(Company Secretaries)

Sd/-
Meenu Gupta
Proprietor
Membership No. A52702
COP No. 26274
UDIN: A052702G000656338
PR No: 2443/2022
Place: New Delhi
Date: 25.06.2025

Annexure-IV

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C Clause (10) (i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
S R Industries Ltd.
CIN: L29246PB1989PLC009531
E- 217, Industrial Area, Phase 8b,
Mohali, Punjab, India, 160071

I have examined the disclosures received from the Directors of S R Industries Ltd. ('the Company') bearing CIN: L29246PB1989PLC009531 and having its registered office at E- 217, Industrial Area, Phase 8b, Mohali, Punjab, India, 160071 and the relevant registers, records, forms and returns maintained by the Company and as made available to me for the purpose of issuing this Certificate for the Financial Year ending 31st March 2025, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I have considered non-disqualification to include non-debarment by Regulatory/ Statutory Authorities.

In my opinion and to the best of my information and knowledge and according to the explanations provided by the Company, its officers and authorized representatives, I hereby certify that none of the Directors on the Board of the Company, as listed hereunder for the Financial Year ended 31st March 2025, have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company	Designation
1	Mr. Pankaj Dawar	06479649	18-09-2024	Managing Director
2	Mr. Manish Kumar Gupta	05331936	18-09-2024	Director & CFO
3	Mr. Sanjeev Kumar Sapra	10842495	22-11-2024	Director (Non-Executive Independent Director)
4	Mrs. Deepti Datta	10842930	22-11-2024	Director (Non-Executive Independent Director)
5	Mr. Deepak Logani	10842487	22-11-2024	Director (Non-Executive Independent Director)

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

For Meenu G & Associates
(Company Secretaries)

Sd/-

Meenu Gupta

Proprietor

Membership No. A52702

COP No. 26274

UDIN: A052702G000656283

PR No: 2443/2022

Place: New Delhi

Date: 25.06.2025

Annexure- V

Link of the policies of the Company:

Sr. No.	Policy	Link
1.	Vigil Mechanism/Whistle Blower Policy [Regulation 22 of SEBI Listing Regulations and as defined under Section 177 of the Act]	https://www.srfootwears.co.in/files/policies/policy_09.pdf
2.	Code of Practices and Procedures for Fair disclosure of unpublished price sensitive information [Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations]	https://www.srfootwears.co.in/files/policies/policy_12.pdf
3.	Terms of Appointment of Independent Directors [Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV to the Act]	https://www.srfootwears.co.in/files/policies/policy_10.pdf
4.	Familiarisation Program [Regulations 25(7) and 46 of SEBI Listing Regulations]	https://www.srfootwears.co.in/files/dur46/dur_17A.pdf
5.	Policy for Related Party Transactions [Regulation 23 of SEBI Listing Regulations and as defined under the Act]	https://www.srfootwears.co.in/files/policies/policy_06.pdf
6.	Policy on determining Material Subsidiary [Regulation 24 of the SEBI Listing Regulations]	https://www.srfootwears.co.in/files/policies/policy_17.pdf
7.	Material Events Policy [Regulation 30 of SEBI Listing Regulations]	https://www.srfootwears.co.in/files/policies/policy_08.pdf
8.	Website Content Archival Policy [SEBI Listing Regulations]	https://www.srfootwears.co.in/files/policies/policy_15.pdf
9.	Policy on Preservation of Documents [Regulation 9 of SEBI Listing Regulations]	https://www.srfootwears.co.in/files/policies/policy_13.pdf
10.	Remuneration Policy [Regulation 19 of the SEBI Listing Regulations and as defined under Section 178 of the Act]	https://www.srfootwears.co.in/files/policies/policy_02.pdf
11.	Code of Conduct [Regulation 17 of the SEBI Listing Regulations]	https://www.srfootwears.co.in/files/policies/policy_14.pdf
12.	Policy on board diversity [Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]	https://www.srfootwears.co.in/files/policies/policy_18.pdf
13.	Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders [Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations]	https://www.srfootwears.co.in/files/policies/policy_05.pdf
14.	MGT-7 Annual Return for the FY 2024-25	https://www.srfootwears.co.in/files/annual-returns/SRIND_ARET_FY2024-25.pdf

Annexure-F

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Overview

This report contains statements that may be classified as "forward-looking statements" within the meaning of applicable laws and regulations. These statements represent the beliefs, intentions, expectations, or projections of S R Industries Limited (SRIL/ the Company) regarding its future operations, strategies, objectives, and performance. Such forward-looking statements are inherently subject to a number of risks, uncertainties, and assumptions. These include, but are not limited to changes in government policies or regulations, domestic and global political or economic developments, fluctuations in market conditions, technological advancements, competitive pressures, dependence on key suppliers, and other factors that may impact the Company's business operations and strategic initiatives.

As a result, actual outcomes and results may differ materially from those expressed or implied in these forward-looking statements. S R Industries Limited undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, unless required by applicable laws.

1) Industry structure and developments

India's Footwear Industry is flourishing and currently stands as the world's second largest producer of footwear, following China. The country's leather, non-leather footwear and product exports rose by about 25% in the current fiscal year of 2024-25 to USD 5.7 billion and is projected to cross USD 6.5 billion mark by the end of the next financial year. **(Source: The Council for Leather Exports).**

The footwear market has experienced a noteworthy rise in demand which is primarily driven by lifestyle changes, economic growth and an increased emphasis on health; particularly after the COVID-19 pandemic. Consumers no longer consider footwear as a functional requirement rather than they treat it as a lifestyle accessory. There has been a surge in the overall demand of footwear particularly from the younger generation, whom we consider as our target customers. The footwear industry is forecasted to grow at a CAGR of 12 to 14% in the next 5 years. With both the Government and the RBI undertaking major fiscal and monetary expansionary measures, the footwear Industry is poised to witness a higher surge in the demand for footwear in the near future. There have been considerable developments in the footwear Industry driven by changing consumer preferences, technological advancements, and shifting global dynamics.

The industry is a significant employer, providing nationwide employment opportunities and contributing extensively towards the growth trajectory of the Indian economy. A report by

Invest India on the non-leather footwear industry has predicted remarkable growth for the sector, with an anticipated 8 (eight) fold expansion by the year 2030. There is a considerable shift from the unorganized to the organized Sector thereby boosting the growth of branded footwear and BIS certified products. To add to all this, the Government's initiatives, such as the Production-Linked Incentive (PLI) scheme aims to promote both domestic manufacturing as well as exports.

Though the uncertainty over global tariffs looms over all the economies at large and may pose as a major obstacle to growth but the management is still optimistic in its view that with the increasing demand of footwear globally, the Indian footwear industry is poised to become a significant player in the global market; offering unique and diverse products that appeal to customers worldwide

Growth of the Premium Segment in Indian Footwear

India's socio-economic growth has fueled a rising middle class with higher disposable income and aspirational lifestyles, driving demand for branded and premium footwear. Changing consumer preferences, influenced by evolving lifestyles, social media, and fashion trends, have led to increased demand for stylish yet comfortable footwear. The growing focus on fitness and wellness has further propelled demand for functional, branded products. As a result, the Indian footwear market is witnessing rapid transformation, with both new and established players expanding their premium offerings to meet evolving consumer expectations.

Online platforms and Emerging Retail Innovations

The rise of e-commerce in India, supported by robust logistics and digital infrastructure, has created new opportunities for businesses to reach untapped markets. Companies are investing heavily in digital platforms, while innovations like Omni-channel retailing, Buy Now Pay Later (BNPL), and quick commerce are enhancing the shopping experience. These developments, combined with consumers' growing comfort with digital tools, have driven greater convenience, choice, and price transparency—making online retail a key growth driver for the footwear industry.

2) Opportunities and Challenges

Opportunities:

The Indian Footwear Industry is expected to experience significant growth due to various favorable macro-economic factors. There has been a spurt in country's infrastructural development coupled with increasing urbanization and changing consumption patterns which is playing a major role in the growth of the organized retail sector in the footwear Industry.

The Indian Government's initiatives, such as the Production-Linked Incentive (PLI) scheme, can provide S R Industries Limited with opportunities for growth, subsidies, and incentives. The Indian Government's Production-Linked Incentive (PLI) scheme is expected to attract investments worth Rs. 2,000 crores in the footwear industry. (Source: Press Information Bureau, Government of India)

The Indian footwear industry benefits from a strong comparative advantage, driven by economies of scale, access to cost-efficient skilled labor, and abundant raw materials. With this solid foundation, the industry holds immense potential to emerge as a global manufacturing hub for exports while also creating significant employment opportunities. Recognizing this potential, S R Industries is actively pursuing strategic collaborations with companies, designers, and influencers to expand into untapped markets and enhance its market share.

The growth of India's economy has led to noticeable changes in the consumption patterns of footwear. The positive socio-economic changes in tier II and III cities along with a conducive business environment, have opened up new opportunities for growth.

Challenges:

Global tariffs may significantly impact the Indian footwear industry. High tariffs in key markets like the US and EU may reduce competitiveness of Indian footwear by making Indian footwear products more expensive compared to those from countries with preferential trade agreements. This hampers export growth and affects margins for manufacturers.

Approximately 70–80% of the footwear sector still remains unorganized, with numerous small-scale manufacturers offering products at lower prices due to reduced overheads and taxes. This fragmentation leads to quality inconsistencies and makes it difficult for organized players to maintain competitive pricing and market presence.

Volatility in raw material prices, such as leather, rubber, and other components, can impact S R Industries Limited's profit margins and pricing strategy. The global leather market is expected to experience fluctuations in prices due to changes in demand and supply. (Source: Leather and Hide Council)

With growing consumer awareness about environmental issues, there is an increasing demand for eco-friendly and sustainable footwear. Manufacturers face pressure to adopt green practices and materials, which may require significant investment and technological upgrades.

Global brands like Nike, Adidas, and Puma have established a strong presence in India, offering premium products and extensive marketing. The domestic manufacturers often lack the resources for such expensive branding efforts, making it challenging to compete in the premium segment.

3) Segment-wise or Product Wise Performance:

There was no major business activity in the Company during the last financial year as the Company emerged out of the CIRP process in the month of July 2024 and thereafter took all the necessary steps towards complying with all the statutory and regulatory requirements.

As S R Industries Limited recently underwent rehabilitation from the Corporate Insolvency Resolution Process (CIRP), the main focus was on rebuilding and revitalizing the company which involved steps towards:

- **Restructuring and Refinancing:** Reorganizing the company's debt and financial structure to ensure stability and growth.
- **Operational Efficiency:** Implementing cost-saving measures, improving supply chain management, and enhancing manufacturing processes.
- **Strategic Partnerships:** Collaborating with other companies or investors to access new markets, technologies, or resources.

The Company was under the Corporate Insolvency Resolution Process (CIRP) since December 2021, and pursuant to the order dated 1st July 2024 of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench under the provisions of the Insolvency and Bankruptcy Code, 2016, it has been rehabilitated and during the period the manufacturing activities of the Company remained shut down.

Post-CIRP, it has not been an easy task to immediately resume the Company's manufacturing operations due to various operational, financial, and regulatory challenges. In view of this, the Company has strategically entered the footwear market as a trader to maintain its market presence and generate revenue until it is in a position to restart its own manufacturing activities.

The Company has diversified into the footwear segment with a primary focus on products such as EVA Flip Flops, Lifestyle Footwear, Sports Sandals, and Sports Shoes including Die-Cut Joggers and Running Shoes with IMEVA midsoles. In addition to this, the Company has also ventured into trading activities in the sports footwear category.

The Company's performance is comprehensively evaluated in this report, providing detailed insights into its financial position, operational activities, and market strategy. By focusing on a specific product category, the Company aims to optimize its resources, improve product quality, and strengthen its position in the footwear industry.

4) Outlook

The present outlook for S R Industries Limited remains challenging, as the company navigates its recovery from the Corporate Insolvency Resolution Process (CIRP). However, the management is optimistic that with the Indian footwear market projected to grow at a CAGR of 12 to 14% in the next 5 years i.e. from 2025 to 2030, S R Industries Limited's will be able to capitalize on this trend, though to a limited extent. However, the long-term outlook remains positive and bullish. The company's emergence from CIRP is a positive step in this

direction and the Company is optimistic to demonstrate significant improvements in its operational efficiency, financial management, and product competitiveness to regain market traction and drive growth.

The Company was under the Corporate Insolvency Resolution Process (CIRP) from December 2021 to July 2024. As part of its strategic revival plan, the Company has ventured into the footwear market with the launch of its new brand, “**Pacalop**.”

Positioned as a bold and playful flip-flop brand, **Pacalop** is specifically designed to resonate with modern youth, particularly millennials and Gen Z consumers who value individuality, practicality, and style. The brand aims to disrupt the traditional footwear segment by offering products that combine vibrant, youthful aesthetics with comfort and durability.

Pacalop’s identity is centered around a forward-thinking, approachable, and authentic persona, emphasizing self-expression and creativity. With a digital-first strategy, the brand plans to deploy quirky and engaging marketing campaigns, supported by community-driven initiatives, to build strong customer loyalty and long-term brand affinity.

The launch of **Pacalop** aligns with the broader consumer shift towards personalized, experience-oriented, and purpose-driven brands, strategically positioning the Company for sustainable growth within the youth lifestyle and fashion-forward footwear segments.

The management is confident that **Pacalop** holds substantial potential to capture market share by catering to the evolving tastes and preferences of today’s youth, while simultaneously enhancing the Company’s footprint in the competitive footwear industry.

The launch of **Pacalop** marks a significant and promising step in the Company’s post-CIRP revival strategy. By targeting the rapidly growing millennial and Gen Z demographic, the Company is strategically aligning itself with emerging consumer trends that favor personalization, self-expression, and digital engagement.

The brand’s strong emphasis on digital-first marketing, combined with its focus on community-building and authentic storytelling, positions **Pacalop** well to build a distinctive brand identity in a highly competitive market. Given the rising demand for affordable, fashionable, and comfortable footwear, **Pacalop** has the potential to create a niche and drive meaningful revenue growth.

Looking ahead, the Company’s success will largely depend on the effective execution of its digital strategies, timely product innovation, supply chain management, and the ability to scale operations efficiently. With its fresh brand outlook and youth-centric positioning, the Company is well-placed to capitalize on market opportunities and strengthen its presence in the lifestyle and fashion footwear industry in the near to medium term.

5) Risk and Concerns

As S R Industries Limited emerges from the Corporate Insolvency Resolution Process (CIRP), the company faces several risks and challenges that could impact its financial

performance, operations, and future prospects. The following are some of the key risks and concerns:

a) Post-CIRP Rehabilitation Risks:

- Challenges in regaining stakeholder confidence, including customers, suppliers, and employees.
- Potential difficulties in accessing new credit facilities or refinancing existing debt.

b) Business and Market Risks:

- Intense competition in the footwear industry, which could lead to downward pressure on prices and margins.
- Fluctuations in demand and market trends, which could impact sales and revenue.
- Dependence on a limited number of suppliers, which could disrupt the supply chain and impact production.

c) Financial Risks:

- High debt levels, which could impact the company's ability to meet its financial obligations and invest in growth initiatives.
- Limited financial flexibility, which could restrict the company's ability to respond to changing market conditions.
- Exposure to foreign exchange fluctuations, which could impact the company's import costs and export revenue.

d) Operational Risks:

- Dependence on a limited number of manufacturing facilities, which could disrupt production and impact sales.
- Exposure to labor unrest and industrial disputes, which could impact production and operations.
- Dependence on third-party logistics and transportation providers, which could disrupt the supply chain and impact delivery times.

e). Regulatory and Compliance Risks:

- Exposure to changes in government policies and regulations, which could impact the company's operations and financial performance.
- Compliance risks related to labor laws, environmental regulations, and tax laws, which could result in fines and penalties.

f) Corporate Governance and Management Risks:

- Risks related to the company's corporate governance structure and practices, which could impact the company's reputation and financial performance.
- Dependence on key management personnel, which could impact the company's operations and financial performance if they were to leave the company.

The company is taking steps to mitigate these risks and concerns, including:

- Implementing a robust risk management framework
- Strengthening its corporate governance structure and practices.
- Improving its operational efficiency and supply chain management.
- Enhancing its financial management and reporting systems.
- Focusing on regaining stakeholder confidence and trust.

However, these risks and concerns could still impact the company's financial performance and future prospects.

6) Internal control system and their adequacy

The Company has put in place adequate Internal Financial Controls ('IFC') with reference to the financial statements commensurate with the size, scale and complexity of operations.

IFC ensure orderly and efficient conduct of the business, including adherence to company's policies, safeguarding of assets, prevention and detection of frauds, errors, accuracy, completeness of accounting records and timely preparation of reliable financial information.

IFC framework is independently evaluated by the external agency apart from periodic evaluation by In-House Internal Audit function for necessary improvement, wherever required. Based on the results of such assessments, no reportable material weakness or significant deficiencies in the design or operation of Internal Financial Controls was observed.

Further, the Statutory Auditors of the Company also reviewed ICOFR ('Internal Financial Controls over Financial Reporting') of the Company as on March 31, 2025 and issued their report, which forms part of the Independent Auditor's report.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them. The Company has a Management Information System in place which is an integral part of the control mechanism. The Company continues to strengthen its risk management and internal control capabilities by improving its policies and procedures.

The Managing Director and CFO Certificate included in the Corporate Governance Report confirms the existence of effective internal control systems and procedures in the Company. The Audit Committee reviews the effectiveness of the IFC framework of the Company.

Concerns Regarding Adequacy and Effectiveness:

- a). Lack of Robustness: The company's is working towards making its internal control systems more robust and dynamic, given the disruptions caused by the CIRP process.
- b). Documentation: The company's is making concerted efforts in improving the documentation of its internal control systems.
- c). Limited Resources: The resource constraint also poses a serious challenge for further strengthening the Company's internal control system. However, the Company is making concerted efforts towards further strengthening the Internal controls.

Remedial Measures:

- a). Review and Strengthening of Internal Controls: The company plans to review and strengthen its internal control systems to ensure their adequacy and effectiveness.
- b). Documentation and Training: The company plans to document its internal control systems and provide further training to its employees to ensure their effectiveness.
- c). Resource Allocation: The company plans to allocate sufficient resources to support the implementation and maintenance of its internal control systems.

S R Industries Limited is in the process of implementing these measures rigorously with the aim to strengthen its internal control systems and ensure that they are adequate and effective in supporting the company's financial reporting and operational processes.

7) Discussion on financial performance with respect to operational performance

S R Industries Limited's financial performance has been significantly impacted by the Company's recent history, including its admission into the Corporate Insolvency Resolution Process (CIRP) in 2021. As a result, there was no major business activity post the completion of the CIRP process.

The Adjudicating Authority (AA/Hon'ble NCLT, Chandigarh Bench) approved the Resolution Plan submitted by Bazel International Limited, the Successful Resolution Applicant (S RA), on July 1, 2024. This marked a significant milestone in the Company's journey, as it emerged out from the CIRP process.

Financial Performance:

The Company's financial performance during the CIRP period was severely impacted, with no revenue generated due to the suspension of business activities. The Company's financials reflect the significant challenges faced during this period.

Operational Performance:

During the financial year 2024–25, S R Industries Limited (S RIL) underwent a significant transformation following its emergence from the Corporate Insolvency Resolution Process (CIRP). This process culminated in the approval of a resolution plan by the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, on July 1, 2024.

Key developments undertaken during the current financial year included:

- **Board Restructuring:** The company appointed a new set of directors and established a duly constituted board, along with all requisite committees, to steer its future operations.
- **Operational Resumption:** While the company has resumed trading activities in footwear, it is in the process of revamping its production capabilities, which is expected to take some additional time.
- **Capital Restructuring:** As part of the post-CIRP restructuring, Bazel International Limited has become the holding company of S R Industries Ltd.

The Company stepped into the spotlight last year with the launch of D2C (Direct to Consumer) footwear brand-Pacalop, targeting the Indian youth. The Company plans to follow Spring Summer and Autumn Winter fashion cycle for this brand. A school shoe range is also in the pipeline and is currently in the Research and Development phase. The Company is planning to enter the footwear market with 10 carefully engineered SKU's focusing on ergonomic silhouettes, aesthetic colour palettes and differential comfort experience.

The Company is currently in active discussions with the multiple distribution partners and platforms so as to increase its market penetration and improve accessibility for the targeted customer. The Company is working on the "AAA" strategy i.e. improving the availability, affordability and accessibility of their footwear for the targeted customers.

8) Material development in human resources / industrial relations front, including number of people employed

Industrial Relations:

The company's industrial relations were impacted due to the CIRP process. However, with the approval of the Resolution Plan, the company is committed to rebuilding its relationships with its stakeholders, including employees.

Employee Strength:

As of March 31, 2025, the company has 6 employees on its payroll.

9) Significant changes in key financial ratios

During the financial year 2024–25, S R Industries Limited (S RIL) emerged out of the Corporate Insolvency Resolution Process (CIRP) in the month of July 2024. Consequently, the company did not undertake significant business operations during this period. As a result, there were no substantial changes in key financial ratios.

The company's financial statements for the year reflect the impact of the CIRP process, including:

- **Minimal Revenue:** Revenue from operations was recorded at Rs. 0.84 Lakh for the year ended March 31st, 2025.
- **Reduced Expenses:** Operating expenses were significantly lower due to limited activities.
- **Asset and Liability Adjustments:** Changes in the company's asset and liability structure occurred as part of the CIRP process.

Given the limited operations during this period, the company's financial performance and key financial ratios are not indicative of its future performance as the company has not yet resumed full-fledged operations.

10) Details of significant changes

Required details are here:

	Year ended March 31, 2025	Year ended March 31, 2024
i. Current Ratio		
Current assets	1,63,197	7,38,382
Current Liabilities	5,709	45,27,635
Current ratio	28.59	0.16
% Change from Previous Year	17428%	
ii. Debt Equity Ratio		
Total Debt	1,52,383	43,78,640
Total Equity	12,07,235	(32,52,625)
Ratio	0.13	(1.35)

% Change from Previous Year	109%	
iii. Return on Equity Ratio		
Net Profit after Tax	(86,634)	(10,003)
Average total shareholder's equity capital	12,07,235	(32,52,625)
Ratio	(0.072)	0.00
% Change from Previous Year	NA	
iv. Debt Service Coverage Ratio		
Net Operating Income	0.00	0.00
Total Interest and Principal Payment	2137.75	0.00
Ratio	0.00	0.00

(v) Inventory turnover ratio = Cost of goods sold/ Average Inventory

As the company has not commenced its commercial operations, therefore there is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(vi) Trade receivables turnover ratio = Credit sales/ Average trade receivables

As the company has not commenced its commercial operations, therefore there is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(vii) Trade payables turnover ratio = Net credit purchase/ Average trade payables

As the company has not commenced its commercial operations, therefore there is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(viii) Net capital turnover ratio= Sales/ net Working Capital

As the company has not commenced its commercial operations, therefore there is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(ix) Net profit ratio= Net profit after tax/ Sales

As the company has not commenced its commercial operations, therefore there is no revenue from operation during the current year therefore this ratio is not applicable to the company.

Note: It is noted that during the financial year 2024-2025, the Company was successfully rehabilitated from the Corporate Insolvency Resolution Process (CIRP) as per the order dated 01st July 2024, passed by the Hon'ble National Company Law Tribunal, Chandigarh Bench. Following the CIRP, the Successful Resolution Applicant, Bazel International Limited along with its associates, settled and paid off all specified past liabilities. As a result, there have been significant changes in the Company's financial ratios. Additionally, during the year, the Company did not generate any income from business or commercial activities, which has led to certain ratios reflecting negative figures or being reported as Nil.

INDEPENDENT AUDITORS REPORT

To the Members of S R Industries Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Financial Statements of **S R Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as on 31st March, 2025, its Loss (including statement of other comprehensive income), for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 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 there under, 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 are sufficient and appropriate to provide a basis for our opinion.

Basis for Disclaimer of Opinion

1. The Resolution Professional took charge of S R Industries Limited (the "Company") on 21-12-2021. Subsequently, control of the Company was taken over by Bazel International Limited (the Successful Resolution Applicant, SRA) on 22.11.2024 by appointing a new Board of Directors, in accordance with the order dated 01.07.2024 issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench (Hon'ble NCLT).

The UCO Bank account (Account No. 02360210003602) continues to be operated by the Resolution Professional (RP) for the purpose of settling the pending liabilities, as identified and monitored by the Monitoring Agency of the Company.

2. The company has written off all the Assets & Liabilities as on the date of take over as per the plan submitted and approved by the Hon'ble NCLT.
3. Certain parties, who have made certain supplies have filed legal suits before the Hon'ble NCLT against the Resolution Professional, the Successful Resolution Applicant (SRA), and the Company for recovery of their dues. The SRA has already filed the necessary replies with the Hon'ble NCLT to contest such claims, in accordance with the order dated 01.07.2024 passed by the Hon'ble NCLT.

4. Necessary statutory claims, including those related to PF/ESI, Customs, GST, Income Tax, HPSEB, and any other dues up to the date of takeover, have been written off in the books of account as per the Resolution Plan approved by the Hon'ble NCLT vide order dated 01 July 2024. Necessary actions are being taken with the concerned departments to resolve the same which is still pending.

Key Audit Matters

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

Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report but does not include the Financial Statements and our auditors' 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 such 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 have required to report that fact. we have nothing to report in this regard.

Emphasis of Matter

- i. *We draw attention to Note No. 33 to the financial statement relating to the Contingent Liabilities of the company.*
- ii. *We draw attention to Note No. 42 to the financial statement regarding the GST Returns filed on monthly basis by the Company are subject to reconciliation and the differences.*
- iii. *We draw attention to Note No. 45 to the financial statement regarding the change of management of the company pursuant to the Order dated 01 July 2024 issued by the Hon'ble NCLT in favour of Successful Resolution Applicant ("SRA")*

Management's responsibility for the financial statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, 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 is free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we have 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 for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure -A" a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. 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;
 - c) The Balance Sheet, the Statement of Profit & Loss dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended from time to time;
 - e) On the basis of written representations received from the directors as on 31st March, 2025, taken

on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025, from being appointed as a director in terms of Section 164(2) of the Act.

- f) This report does not include report relating to internal financial controls as required u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06 2017 issued by MCA.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company have pending litigations on its financial position in its financial statements as duly stated in Disclaimer Opinion above.
 - ii. According to the information and explanations provided to us, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend have been declared or paid during the year by the company.
- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail, where enabled, has been preserved by the company as per the

statutory requirements for record retention.

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No. 009088N

Place : Delhi
Date : 27-05-2025
UDIN : 25087891BMIDZP6626

K.K. Gupta
(Partner)
M.No. 087891

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory

1. In respect of Company's Property, Plant and Equipment and Intangible Assets
 - a. (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets;

(B) The company has maintained proper records showing full particulars of intangible assets.
 - b. As explained to us, all the property, plant and equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification;
 - c. According to information & explanation given to us, 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) disclosed in the financial statements are held in the name of the company.
 - d. The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets);
 - e. Further, no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
2. (a) Physical verification of inventory has been conducted at regular intervals during the year by the concerned management and no discrepancy were found during such verification.

(b) The company has not been sanctioned working capital limits in excess of 5 crore rupees during any point of time of the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
3. As informed to us the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. Hence, reporting under clause 3(iii) of the Order is not applicable.
4. According to the information and explanations given to us, the company has complied with section 185 and 186, wherever applicable, of the Companies Act, 2013.
5. According to the information and explanations given to us the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Hence, reporting under clause 3(v) of the Order is not applicable.

6. The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
7. In respect of the statutory and other dues:
 - a. As per information and explanations given to us, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees 'state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
 - b. We, according to information and explanations given to us, there are no any dues referred to in sub-clause (a) have not been deposited on account of any dispute.
8. According to information and explanations given to us, there were no unrecorded transactions in the books of account which have to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961),
9. Based on our audit procedure and on the basis of information and explanation given to us by the management we are of the opinion that:
 - (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender,
 - (b) The company has not been declared as willful defaulter by any bank or financial institution or government and any government authority;
 - (c) As explained to us, term loans obtained during the year were applied for the purpose for which that were obtained by the company
 - (d) The company has not raised funds on short term and hence, reporting under clause 3(ix)(d) of the Order is not applicable.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - (f) The company has not raised loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable
10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company allotted equity shares to the Promoter, Promoter Group, and Public pursuant to the Resolution Plan approved by the Hon'ble NCLT, Chandigarh Bench, under the provisions of the Insolvency and Bankruptcy Code, 2016. The allotment was carried out in accordance with the approved Resolution Plan.

11. (a) Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud by the company or fraud on the company has been noticed/reported during the course of our audit for the year ended March 31, 2025.

(b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According the information and explanation given to us no whistle-blower complaints have been received during the year.
12. The provisions of clause (xii) of the order are not applicable as the company is not a Nidhi Company as specified in the clause.
13. According to information and explanations given to us and on the basis of our examination of records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. (a) The company has an adequate internal audit system commensurate with the size and nature of its business;

(b) The report of the internal auditor for the period under audit has duly been considered by the Statutory Auditors.
15. According to information and explanation given to us the company has not entered into any non-cash transaction with the director or any person connected with him during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) According to the information and explanations given to us, and in view of its business activities, 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, the company has not conducted any Non-Banking Financial or Housing Finance activities accordingly reporting under clause 3(xvi)(b) of the Order is not applicable.

(c) According to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The company has incurred cash losses during the current financial year and previous financial year.
18. There is no resignation of statutory auditors received during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. (a) The provision sub-section (5) of section 135 of the Act is not applicable to company, therefore the company is not required to transfer any amount to the fund specified in section 135 of the Act.
- (b) No Such amount is required to be transfer to special account in compliance of the provision go sub-section (6) of section 135 of the Act.

**For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn No. 009088N**

**Place: Delhi
Dated: 27-05-2025
UDIN: 25087891BMIDZP6626**

**Sd/-
K.K. Gupta
(Partner)
M.No. 087891**

S R INDUSTRIES LIMITED
CIN: L29246PB1989PLC009531
Balance sheet as at March 31, 2025

Particulars	Notes	(Rs. in Hundred)	
		AS AT 31.03.2025	AS AT 31.03.2024
Assets			
Non-current assets			
a) Property, plant and equipment	3	12,02,131.10	13,34,379.18
b) Financial assets			
i) Other Non-current financial assets	4	0.00	258.00
Total non-current assets		12,02,131.10	13,34,637.18
Current assets			
a) Inventories	5	107.80	2,03,133.01
b) Financial assets			
i) Trade receivables	6	0.00	3,51,834.37
ii) Cash and cash equivalent	7	16,539.90	3,302.98
iii) Bank balance other than cash and cash equivalent	8	0.00	25,000.00
iv) Loans	9	95,278.26	90,272.11
c) Other current assets	10	51,270.90	64,839.15
Total current assets		1,63,196.85	7,38,381.62
Total assets		13,65,327.95	20,73,018.80
Equity and liabilities			
Equity			
a) Equity share capital	11	19,67,350.00	19,64,570.00
b) Other equity	12	(7,60,114.60)	(52,17,195.42)
Total equity		12,07,235.40	(32,52,625.42)
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Long Term Borrowings	13	1,52,383.48	6,67,502.48
b) Provisions	14	0.00	45,641.23
c) Deferred Income	15	0.00	84,865.27
Total non-current liabilities		1,52,383.48	7,98,008.98
Current liabilities			
a) Financial liabilities			
i) Short Term Borrowings	16	0.00	37,11,137.69
ii) Trade payables	17	0.00	6,52,070.23
b) Other liabilities	18	5,709.07	1,64,427.33
Total current liabilities		5,709.07	45,27,635.25

Total equity & liabilities		13,65,327.95	20,73,018.80
Significant accounting policies	1-2		

The accompanying notes are an integral part of the financial statements.
In terms of our report of even date annexed

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No.: 009088N

For and on behalf of the Board
S R Industries Limited

Sd/-
(K.K.Gupta)
Partner
M.No.:087891
Place: Delhi
Date: 27-05-2025
UDIN: 25087891BMIDZP6626

Sd/-
Pankaj Dawar
(Managing Director)
DIN: 06479649
Place: Santiago, USA
Date: 27-05-2025

Sd/-
Manish Kumar Gupta
(Director cum CFO)
(DIN: 05331936)
Place: Delhi
Date: 27-05-2025

Sd/-
Shivam Sharma
(Company Secretary)
(PAN: GACPS4345Q)
Place: New Delhi
Date: 27-05-2025

S R INDUSTRIES LIMITED
CIN: L29246PB1989PLC009531
Statement of Profit and Loss
For the year ended March 31, 2025

Particulars	Note No.	(Rs. in Hundred)	
		Year ended 31.03.2025	Year ended 31.03.2024
Income			
Revenue from operations			
Other Income	19	840.63	15,482.78
Total income		840.63	15,482.78
Expenses			
Cost of materials consumed	20	0.00	0.00
Changes in stock of finished goods, stock-in-trade and Work-in-progress	21	0.00	0.00
Finance Costs	22	2,137.75	0.00
Employee benefit expenses	23	29,158.50	8,280.26
Depreciation and amortization expense	3	0.00	0.00
Other expenses	24	56,168.86	17,205.43
Total Expenses		87,465.11	25,485.69
Profit before tax		(86,624.48)	(10,002.90)
Tax expenses:			
Current tax			
Current year	25	0.00	0.00
Previous year	25	10.00	0.00
Profit for the year		(86,634.48)	(10,002.90)
Other comprehensive Income			
Re-measurement gains/(losses) on defined benefit plans		0.00	0.00
Income tax relating to items		0.00	0.00
Net Other Comprehensive income for the period		0.00	0.00
Total Comprehensive income for the year		(86,634.48)	(10,002.90)
Earnings per share Basis/ Diluted (Rs.)		(0.44)	(0.05)
Significant accounting policies	1-2		

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

In terms of our report of even date annexed

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No.: 009088N

For and on behalf of the Board
S R Industries Limited

Sd/-
(K.K.Gupta)
Partner
M.No.:087891
Place: Delhi
Date: 27-05-2025
UDIN: 25087891BMIDZP6626

Sd/-
Pankaj Dawar
(Managing Director)
DIN: 06479649
Place: Santiago, USA
Date: 27-05-2025

Sd/-
Manish Kumar Gupta
(Director cum CFO)
(DIN: 05331936)
Place: Delhi
Date: 27-05-2025

Sd/-
Shivam Sharma
(Company Secretary)
(PAN: GACPS4345Q)
Place: New Delhi
Date: 27-05-2025

S R INDUSTRIES LIMITED
CIN: L29246PB1989PLC009531
Cash Flow Statement
for the year ended March 31, 2025

		(Rs. in Hundred)	
Particulars		For the year ended March 31, 2025	For the year ended March 31, 2024
A. <u>Cash flow from operating activities</u>			
Net Profit before tax & exceptional items		(86,624.48)	(10,002.90)
<u>Adjustment for :</u>			
Depreciation		0.00	0.00
Bad debts, advances and securities written off		0.00	0.00
Deferred Income Recognised during the year		0.00	0.00
Provision of Expected credit loss		0.00	0.00
Interest paid		0.00	0.00
Operating Profit before Working Capital Facilities		(86,624.48)	(10,002.90)
Adjustment for :			
Trade & other receivable		(70,613.28)	(24,036.86)
Inventories		(107.80)	22,399.41
Trade payable		5,709.07	(62,576.96)
		(65,012.01)	(64,214.41)
Cash generated from operation		(1,51,636.48)	(74,217.31)
Interest paid		0.00	0.00
Tax paid		0.00	0.00
Net Cash used in operating activities		(1,51,636.48)	(74,217.31)
B. <u>Cash flow from investing activities</u>			
Purchase of fixed assets		(2,781.50)	0.00
Sale/Adjustment of fixed assets		0.00	0.00
Investments		0.00	0.00
Fair Value of Investments		0.00	0.00
		(2,781.50)	0.00
Net Cash used in investing activities		(2,781.50)	0.00
C. <u>Cash flow from financing activities</u>			
Payment / Receipts of long term borrowings		1,52,383.48	25,000.00
Repayment of Borrowing		(11,54,728.58)	0.00

	Increase in Share Capital		11,70,000.00	0.00
	Net Cash used in financing activities		1,67,654.90	25,000.00
	Net increase/(decrease) in cash & cash equivalents		13,236.92	(49,217.31)
	Cash & cash equivalent opening		3,302.98	52,520.31
	Cash & cash equivalent closing		16,539.90	3,303.00

In terms of our report of even date annexed

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No.: 009088N

For and on behalf of the Board
S R Industries Limited

Sd/-
(K.K.Gupta)
Partner
M.No.:087891
Place: Delhi
Date: 27-05-2025
UDIN: 25087891BMIDZP6626

Sd/-
Pankaj Dawar
(Managing Director)
DIN: 06479649
Place: Santiago, USA
Date: 27-05-2025

Sd/-
Manish Kumar Gupta
(Director cum CFO)
(DIN: 05331936)
Place: Delhi
Date: 27-05-2025

Sd/-
Shivam Sharma
(Company Secretary)
(PAN: GACPS4345Q)
Place: New Delhi
Date: 27-05-2025

S R INDUSTRIES LIMITED
CIN: L29246PB1989PLC009531
Statement of changes in equity
for the year ended March 31, 2025

Equity share capital							(Rs. in Hundred)
(1) Current Reporting Period		Amounts					
Balance as at April 1, 2024		21,50,000.00					
Changes in equity share capital during the year		0.00					
Balance as at March 31, 2025		21,50,000.00					
(2) Previous Reporting Period							
Balance as at April 1, 2023		21,50,000.00					
Changes in equity share capital during the year		0.00					
Balance as at March 31, 2024		21,50,000.00					
Other equity							
(1) Current Reporting Period							
Particulars	8% Non-Cumulative Redeemable Preference Shares	Accumulated Losses	Securities premium reserve	Other Comprehensive Income	Capital reserves	Total	
As at April 1, 2024	9,81,110.62	(63,75,393.80)	1,18,050.00	4,398.75	54,639.00	(52,17,195.42)	
Profit / Loss for the year	0.00	(86,634.48)	0.00	0.00	0.00	(86,634.48)	
Additions during the year	(9,81,110.62)	57,01,913.68	(1,18,050.00)	(4,398.75)	(54,639.00)	45,43,715.30	
Other Comprehensive Income	0.00	0.00		0.00	0.00	0.00	
As at March 31, 2025	0.00	(7,60,114.60)	0.00	0.00	0.00	(7,60,114.60)	
(2) Previous Reporting Period							
Particulars	8% Non-Cumulative Redeemable Preference Shares	Accumulated Losses	Securities premium reserve	Other Comprehensive Income	Capital reserves	Total	
As at April 1, 2023	9,81,110.62	(63,65,390.89)	1,18,050.00	4,398.75	54,639.00	(52,07,192.52)	
Profit / Loss for the year	0.00	(10,002.90)	0.00	0.00	0.00	(10,002.90)	
Other Comprehensive Income	0.00	0.00	0.00	0.00	0.00	0.00	
As at March 31, 2024	9,81,110.62	(63,75,393.80)	1,18,050.00	4,398.75	54,639.00	(52,17,195.42)	

In terms of our report of even date annexed

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No.: 009088N

For and on behalf of the Board
S R Industries Limited

Sd/-
(K.K.Gupta)
Partner
M.No.:087891
Place: Delhi
Date: 27-05-2025
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Sd/-
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(Managing Director)
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Place: Santiago, USA
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Sd/-
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(DIN: 05331936)
Place: Delhi
Date: 27-05-2025

Sd/-
Shivam Sharma
(Company Secretary)
(PAN: GACPS4345Q)
Place: New Delhi
Date: 27-05-2025

S R INDUSTRIES LIMITED
CIN: L29246PB1989PLC009531
Notes of the financial statements
for the year ended March 31, 2025

3. Property, plant and equipment

Rs. In Hundred

Description	Gross Block				Depreciation				Net Block	
	As on	Additions	Sales/	Total	Upto	For	Adjustments	Total as on	As on	As on
	01.04.2024	During the year	Adjustments	31.03.2025	01.04.2024	the Year	Sales	31.03.2025	31.03.2025	01.04.2024
Land	1,63,753.92	0.00	0.00	1,63,753.92	0.00	0.00	0.00	0.00	1,63,753.92	1,63,753.92
Buildings	7,48,554.54	0.00	0.00	7,48,554.54	2,03,497.31	0.00	0.00	2,03,497.31	5,45,057.23	5,45,057.23
Plant and Equipment	15,74,526.11	2,781.50	0.00	15,77,307.61	11,01,182.33	0.00	0.00	11,01,182.33	4,76,125.28	4,73,343.78
Furniture and fixtures	1,50,933.48	0.00	0.00	1,50,933.48	1,33,738.81	0.00	0.00	1,33,738.81	17,194.67	17,194.67
Vehicles	30,536.92	0.00	30,536.92	0.00	28,323.91	0.00	28,323.91	0.00	0.00	2,213.01
Others (Moulds & Dies)	2,15,531.04	0.00	2,15,531.04	0.00	82,714.47	0.00	82,714.47	0.00	0.00	1,32,816.57
Current year	28,83,836.01	2,781.50	2,46,067.96	26,40,549.55	15,49,456.83	0.00	1,11,038.38	14,38,418.45	12,02,131.10	13,34,379.18
Previous year	28,83,836.01	0.00	0.00	28,83,836.01	15,49,456.83	0.00	0.00	15,49,456.83	13,34,379.18	13,34,379.18

S R INDUSTRIES LIMITED
CIN: L29246PB1989PLC009531
Notes of the financial statements
for the year ended March 31, 2025

4. Other Non-current financial assets

(Rs. in Hundred)

	Particulars	AS AT 31.03.2025	AS AT 31.03.2024
	Other Non-current financial assets		
	Security Deposits	0.00	258.00
		0.00	258.00

5. Inventories

	(a) Raw Materials	107.80	57,807.21
	(b) Work-in-progress	0.00	51,379.56
	(c) Finished Goods	0.00	906.58
	(d) Consumable	0.00	91,836.73
	(d) Stores and spares	0.00	1,202.92
		107.80	2,03,133.01

6. Trade receivables

(Unsecured considered good unless otherwise stated)			
	A) Not Due		
	- Undisputed Trade receivables – considered good	0.00	0.00
	B) Due but not received		
	- Undisputed Trade receivables – considered good		
	i) Outstanding for a period upto 6 months	0.00	0.00
	ii) Outstanding for a period 6 months to 1 year	0.00	0.00
	iii) Outstanding for a period 1 year to 2 year	0.00	0.00
	iv) Outstanding for a period 2 year to 3 year	0.00	0.00
	v) Outstanding for a period exceeding 3 years	0.00	0.00
	Undisputed Trade Receivables - Considered doubtful		
	i) Outstanding for a period upto 6 months		
	ii) Outstanding for a period 6 months to 1 year	0.00	21,984.37
	iii) Outstanding for a period 1 year to 2 year	0.00	99,170.00
	iv) Outstanding for a period 2 year to 3 year	0.00	34,490.00
	v) Outstanding for a period exceeding 3 years	0.00	1,96,190.00
	Disputed Trade Receivables - Considered Good	0.00	0.00
	Disputed Trade Receivables - Considered doubtful	0.00	0.00
		0.00	3,51,834.37

No trade receivables are due from Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member. Trade receivables are non-interest bearing and generally on terms of 30-90 days.

7. Cash and cash equivalents

	Particulars	AS AT 31.03.2025	AS AT 31.03.2024
	Bank balances in current accounts	16,539.90	2,033.94
	Cash in hand & imprest	0.00	1,269.05
		16,539.90	3,302.98

8. Bank balance other than cash and cash equivalent

Bank Deposit with more than three months maturity	0.00	25,000.00
	0.00	25,000.00

9. Loans

Others Advances	95,278.26	90,272.11
	95,278.26	90,272.11

10. Other Current Assets

Balance with Revenue Authorities	50,754.96	62,428.38
I. Tax Advances	283.44	2,122.73
Advances to Suppliers	232.50	0.00
Interest Receivable	0.00	288.04
	51,270.90	64,839.15

11. Equity share capital

Authorised		
2,15,00,000 (Previous Year 2,15,00,000 Shares) Equity shares of Par Value of Rs. 10/- each	21,50,000.00	21,50,000.00
	21,50,000.00	21,50,000.00
Issued Share Capital		
1,96,73,500 (Previous Year 1,96,73,500) Equity Shares of par value of Rs. 100/- each	19,67,350.00	19,67,350.00
	19,67,350.00	19,67,350.00
Subscribed & paid up		
1,96,73,500 (Previous Year 1,96,45,700) Equity Shares of par value of Rs. 100/- each	19,67,350.00	19,64,570.00
Total	19,67,350.00	19,64,570.00

a) The reconciliation of number of shares outstanding and the amount of Share Capital as at the opening and closing dates is set out below:

Equity shares

Particulars	No. of shares	No. of shares
No. of Shares outstanding at the beginning of the year	1,96,45,700	1,96,45,700
Issued During the Year	27,800	0
No. of Shares outstanding at the end of the year	1,96,73,500	1,96,45,700

b) The company has only one class of equity shares having a par value of Rs. 10/- each. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

c) Following Shareholders hold equity shares more than 5% of the Total equity shares of the company at the end of the period:

Equity Shares

Person	NOS (%age)	NOS (%age)
Amit Mahajan S/o Late Sh. Y.D. Mahajan	0.00	13,50,313 (6.86%)
Geeta Kirti Ambani and Amar Kirti Ambani	0.00	11,02,500 (5.60%)
Bazel International Limited	9856424 (50.10%)	0.00
Sam Realtown Private Limited	1967350 (10.00%)	0.00
Ams Infrastructure Private Limited	1770615 (9.00%)	0.00
Masatya Technologies Private Limited	3521556 (17.90%)	0.00
Expertpro Realty Private Limited	983675 (5.00%)	0.00

d) The company has not issued any bonus shares during the period of last 5 years.

e) Shares held by promoters at the end of the year

Name of Promoter	% Change during the Year	NOS (%age)	NOS (%age)
Amit Mahajan S/o Late Sh. Y.D. Mahajan	(6.86%)	0.00%	13,50,313 (6.86%)
Ramesh Chander Mahajan	(2.85%)	0.00%	5,60,800 (2.85%)
Amit Mahajan S/o R.C. Mahajan	(2.09%)	0.00%	4,11,450 (2.09%)
Anuj Mahajan	(2.06%)	0.00%	4,06,250 (2.06%)
Universal Cyber Infoway Private Limited	(2.00%)	0.00%	3,93,177 (2.00%)
Pride Properties Private Limited	(1.59%)	0.00%	3,12,675 (1.59%)
Susang Mac Private Limited	(1.32%)	0.00%	2,59,500 (1.32%)
Suman Mahajan	(0.94%)	0.00%	1,85,100 (0.94%)
Munish Mahajan	(0.05%)	0.00%	10,000 (0.05%)
Bazel International Limited	50.10%	98,56,424 (50.10%)	0.00%
Sam Realtown Private Limited	10.00%	19,67,350 (10.00%)	0.00%
Ams Infrastructure Private Limited	9.00%	17,70,615 (9.00%)	0.00%
Masatya Technologies Private Limited	17.90%	35,21,556 (17.90%)	0.00%
Expertpro Realty Private Limited	5.00%	9,83,675 (05.00%)	0.00%

12. Other equity

Reserves & surplus		
As per last balance Sheet	(63,75,393.80)	(63,65,390.89)
Gain on Liquidation	57,01,913.68	0.00
Add: Net Profit / Loss after tax transferred from		
Statement of Profit & Loss	(86,634.48)	(10,002.90)
Sub Total	(7,60,114.60)	(63,75,393.80)
Securities premium reserve		
As per last balance Sheet	1,18,050.00	1,18,050.00
Adjusted during the year	1,18,050.00	0.00
Sub Total	0.00	1,18,050.00

Other Comprehensive Income

As per last balance Sheet	4,398.75	4,398.75
Less: Transferred	4,398.75	0.00
Sub Total	0.00	4,398.75

Other reserves

Authorised - Preference shares		
1,50,00,000 (Previous Year 1,50,00,000) 8% Non-Cumulative		
Redeemable Preference Shares of Par Value of Rs. 10/-	15,00,000.00	15,00,000.00
	15,00,000.00	15,00,000.00
Issued - Preference Shares		
0 (Previous Year 98,11,106) 8% Non-Cumulative		
Redeemable Preference Shares of Par Value of Rs. 10/-	0.00	9,81,110.62
	0.00	9,81,110.62
Subscribed & paid up - Preference Shares		
0 (Previous Year 98,11,106) 8% Non-Cumulative		
Redeemable Preference Shares of Par Value of Rs. 10/-	0.00	9,81,110.62
	0.00	9,81,110.62

Preference shares

Particulars	No. of Shares	No. of Shares
No. of Shares outstanding at the beginning of the year	98,11,106	98,11,106
Written off during the year	98,11,106	0

No. of Shares outstanding at the end of the year	0	98,11,106
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Following Shareholders hold Preference shares more than 5% of the Total equity shares of the company at the end of the period:

Person	NOS (%age)	NOS (%age)
1. Amit Mahajan S/o Late Sh. Y.D. Mahajan	0.00	5,69,481 (39.01%)
2. Pride Properties Private Limited	0.00	1,42,400 (09.75%)
3. Beckons Industries Private Limited	0.00	75,000 (05.14%)
4. Universal Cyber Infoway Private Limited	0.00	4,36,350 (29.89%)
5. R.C. Mahajan	0.00	87,500 (05.99%)
6. Amit Mahajan S/o R.C. Mahajan	0.00	75,269 (05.15%)
7. Krishna Garden Private Limited	0.00	74,000 (05.07%)

Shares held by promoters at the end of the year

Name of Promoter	NOS (%age)	NOS (%age)
1. Amit Mahajan S/o Late Sh. Y.D. Mahajan	0.00	5,69,481 (39.01%)
2. Pride Properties Private Limited	0.00	1,42,400 (09.75%)
3. Beckons Industries Private Limited	0.00	75,000 (05.14%)
4. Universal Cyber Infoway Private Limited	0.00	4,36,350 (29.89%)
5. R.C. Mahajan	0.00	87,500 (05.99%)
6. Amit Mahajan S/o R.C. Mahajan	0.00	75,269 (05.15%)
7. Krishna Garden Private Limited	0.00	74,000 (05.07%)

Particulars	AS AT 31.03.2025	AS AT 31.03.2024
Capital reserve		
As per last balance sheet	54,639.00	54,639.00
Transferred During the Year	54,639.00	0.00
Sub Total	0.00	54,639.00
Total	(7,60,114.60)	(52,17,195.42)

13. Long Term Borrowings

Term Loan		
(A) From Banks*		
Term Loan from SBI (Secured)**	0.00	4,54,046.58

Term Loan from UCO Bank (Secured)**	0.00	8,05,667.73
Interest Accrued and due	0.00	3,13,078.84
Less : Current Maturites	0.00	(12,59,714.31)
Less : Interest accrued and due	0.00	(3,13,078.84)
(B) Unsecured loans		
- From Directors	1,000.00	5,57,497.03
- From Intercompany	1,51,383.48	1,10,005.45
Total	1,52,383.48	6,67,502.48

The company has been taken over by New management. All the liabilities of the bank have been paid as per order passed by the Hon'ble NCLT.

Balance amount have been transferred to Reserve & Surplus.

14. Provisions

Provision for employee benefits	0.00	45,641.23
Total	0.00	45,641.23

15. Deferred Income

Deferred Income on account of Investment Subsidy	0.00	7,220.00
Deferred Income on account of Govt. grant for Property, Plant and Equipment	0.00	77,645.27
	0.00	84,865.27
Less : Current Liabilities	0.00	0.00
Total	0.00	84,865.27

16. Short Term Borrowings

Loans repayable on demand		
Secured		
From banks		
-State Bank of India	0.00	8,53,056.65
-UCO Bank	0.00	8,68,684.18
Interest accrued and due	0.00	4,16,603.71
Current Maturities of Long Term Borrowings	0.00	12,59,714.31
Interest Accrued & Due	0.00	3,13,078.84
	0.00	37,11,137.69

17. Trade Payable

Total outstanding dues of Micro Enterprises and Small Enterprises	
Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act):	
Particulars	

i) Principal amount due to suppliers under MSMED Act	0.00	0.00
ii) Interest accrued and due to suppliers under MSMED Act on the above amount	0.00	0.00
iii) Payment made to suppliers (other than interest) beyond appointed day during the year	0.00	0.00
iv) Interest paid to suppliers under MSMED Act	0.00	0.00
v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	0.00	0.00
v) Interest due and payable to suppliers under MSMED Act towards payments already made	0.00	0.00
vi) Interest accrued and remaining unpaid at the end of the accounting year	0.00	0.00
vii) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	0.00	0.00
Other trade payables	0.00	6,52,070.23
Total	0.00	6,52,070.23

Trade Payable Ageing Schedule

i. MSME		
ii. Others		
Less than 1 Year	0.00	0.00
1-2 Years	0.00	0.00
2-3 Years	0.00	0.00
More than 3 Years	0.00	6,52,070.23
More than 3 Years	0.00	0.00
iii. Disputed dues- MSME	0.00	0.00
iv. Disputed dues- Others	0.00	0.00
	0.00	6,52,070.23

18. Other Liabilities

Statutory Dues Payables	127.98	6,462.77
Other liabilities and payables	5,581.09	1,57,964.56
	5,709.07	1,64,427.33

19. Other income

Misc. Income	0.00	834.21
Interest Received	840.63	2,474.12
Scrap	0.00	12,174.45

Total	840.63	15,482.78
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20. Cost of materials consumed

Inventory at the beginning of the year	1,49,643.94	1,70,255.32
Add: Purchase	107.80	643.00
	1,49,751.74	1,70,898.32
Less: Inventory Returned / woff	1,49,643.94	21,254.38
Less: Inventory at the end of the year	107.80	1,49,643.94
Cost of materials consumed	0.00	0.00

21. Changes in stock-in-trade

Opening stock		
Work-in-progress	0.00	51,379.56
Finished Goods	906.58	906.58
	906.58	52,286.14
Less : Woff During the Year	906.58	0.00
Closing stock		
(b) Work-in-progress	0.00	51,379.56
(c) Finished Goods	0.00	906.58
	0.00	52,286.14
Total	0.00	0.00

22. Finance Cost

Interest on:		
Others	2,137.75	0.00
	2,137.75	0.00

23. Employee benefits expense

Salaries and wages	29,158.50	8,280.26
Total	29,158.50	8,280.26

24. Other expenses

Manufacturing Expenses		
Power and Fuel	4,175.00	0.00
	4,175.00	0.00
Repairs and maintenance		
Plant and machinery	3,010.91	0.00
	3,010.91	0.00
Other Expenses		
Advertising Expenses	222.53	0.00
Insurance	0.00	1,493.38
Bank charges	11.17	21.24
Auditor's Remuneration		

-As audit Fees	900.00	900.00
Vehicle Running & Maintenance	0.00	57.98
Travelling and conveyance	56.81	282.65
Legal and professional fees	30,606.19	8,341.20
Other Expenses	17,186.24	6,108.98
	48,982.95	17,205.43
Total	56,168.86	17,205.43

26. Fair values measurements

(i) Financial instruments by category						(Rs. in Hundred)
Particulars	March 31, 2025			March 31, 2024		
	FVTOC I	FVTPL	Amortised cost	FVTOCI	FVTPL	Amortised cost
Financial assets						
Other financial assets (non-current)	0.00	0.00	0.00	0.00	258.00	0.00
Trade receivables	0.00	0.00	0.00	0.00	3,51,834.37	0.00
Cash and cash equivalents	0.00	16,539.90	0.00	0.00	3,302.98	0.00
Bank balance other than cash and cash equivalent	0.00	0.00	0.00	0.00	25,000.00	0.00
Loans	0.00	95,278.26	0.00	0.00	90,272.11	0.00
Total financial assets	0.00	1,11,818.16	0.00	0.00	4,70,667.47	0.00
Financial liabilities						
Long term borrowing	0.00	0.00	1,52,383.48	0.00	0.00	6,67,502.48
Short term borrowing	0.00	0.00	0.00	0.00	0.00	37,11,137.69
Trade payables	0.00	0.00	0.00	0.00	6,52,070.23	0.00
Other financial liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Total financial liabilities	0.00	0.00	1,52,383.48	0.00	6,52,070.23	43,78,640.16

(ii) Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is insignificant to the fair value measurements as a whole.

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: valuation techniques for which the lowest level inputs that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: valuation techniques for which the lowest level input which has a significant effect on fair value measurement is not based on observable market data.

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities, other than those whose fair values are close approximations of their carrying values.

Financial assets and liabilities measured at fair value - recurring fair value measurements for which fair values are disclosed at 31 March 2023

	Fair value measurement using					
	Date of valuation	Total	Quoted prices in active markets	Significant observable Inputs		Significant unobservable inputs
			(Level 1)	(Level 2)		(Level 3)
Financial assets	-	-	-	--	-	-

There have been no transfers between Level 1 and Level 2 during the period.

Assets and liabilities which are measured at amortised cost for which fair values are disclosed at 31 March 2023:

	Date of valuation	Fair value measurement using Total	Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
			(Level 1)	(Level 2)	(Level 3)
Financial assets					
Other deposits	31-Mar-25	0.00	0.00	0.00	0.00
	31-Mar-24	0.00	0.00	0.00	0.00

There have been no transfers between Level 1 and Level 2 during the period.

For cash and cash equivalents, trade receivables, other receivables, short term borrowing, trade payables and other current financial liabilities the management assessed that their fair value is approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of the Company's long-term interest free security deposits are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the market borrowing rate as at the end of the reporting period. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

27. Components of other comprehensive income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Fair Valuation of Equity Instruments	0.00	0.00
Remeasurement of defined benefit obligation	0.00	0.00
Income tax effect	0.00	0.00
Total	0.00	0.00

28. Capital Management

For the purpose of the Company's capital management, capital includes issued equity attributable to the equity shareholders of the Company, Liability Component of compound financial instrument (CFI), security premium and all other equity reserves. The primary objective of the Company's capital management is that it maintains an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure,

the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is arrived at after dividing the net debt by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents and other bank balances.

Particulars	31 March 2025	31 March 2024
Total Liabilities	1,58,092.55	53,25,644.22
Less: Cash & Cash Equivalents	16,539.90	3,302.98
Net debts	1,41,552.65	53,22,341.24
Total equity	12,07,235.40	(32,52,625.42)
Gearing ratio (%)	11.73%	-163.63%

Derivative instruments and unhedged foreign currency exposure

The Company has no outstanding derivative instrument at the year end. The amount of foreign currency exposure that are not hedged by derivative instruments or otherwise are as under -

31 March 2025	31 March 2024	31 March 2025	31 March 2024
Foreign Currency	Foreign Currency	Foreign Currency	Foreign Currency
-	-	-	-

29. Ratios

(i) Current ratio= Current Assets/ Current Liabilities (Rs. in Hundred)

Particulars	March 31, 2025	March 31, 2024
Current assets	1,63,196.85	7,38,381.62
Current liabilities	5,709.07	45,27,635.25
Ratio	28.59	0.16
% change from previous year	17428.18%	

Reason for change more than 25%

The ratio has increased due to completion of the resolution plan during the current financial year.

(ii) Debt Equity ratio = Total debt/ Total equity

Particulars	March 31, 2025	March 31, 2024
Total Debt	1,52,383.48	43,78,640.16
Total Equity	12,07,235.40	(32,52,625.42)
Ratio	0.13	(1.35)
% change from previous year	109.38%	

Reason for change more than 25%

The ratio has increased due to completion of the resolution plan during the current financial year.

(iii). Debt Service Coverage Ratio= Net Operating Income/ Total interest and principal payments

Particulars	March 31, 2025	March 31, 2024
Net Profit after tax	(86,634.48)	(10,002.90)
Add: Depreciation	0.00	0.00
Add: Finance cost	2,137.75	0.00
Net operating income	(84,496.73)	(10,002.90)
Interest cost on borrowings	2,137.75	0.00
Principal repayments	11,54,72,858.00	0.00
Total interest and principal repayments	11,54,74,995.75	0.00
Ratio	(0.00)	0.00
% change from previous year	(100.00%)	

Reason for change more than 25%

The ratio has decreased due to completion of the resolution plan during the current financial year.

(iv) Return on Equity (ROE) Ratio= Net profit after tax / Average total Shareholders' Equity

Particulars	March 31, 2025	March 31, 2024
Net profit after tax	(86,634.48)	(10,002.90)
Average total shareholders' equity	12,07,235.40	(32,52,625.42)
Ratio	(0.07)	0.00
% change from previous year	(2433.49%)	

Reason for change more than 25%

The ratio has decreased due to completion of the resolution plan during the current financial year.

(v) Inventory turnover ratio = Cost of goods sold/ Average Inventory

The company was under insolvency resolution process and the operation of the company has been discontinued during the current year. There is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(vi) Trade receivables turnover ratio = Credit sales/ Average trade receivables

The company was under insolvency resolution process and the operation of the company has been discontinued during the current year. There is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(vii) Trade payables turnover ratio = Net credit purchase/ Average trade payables

The company was under insolvency resolution process and the operation of the company has been discontinued during the current year. There is no purchase of material during the current year therefore this ratio is not applicable to the company.

(viii) Net capital turnover ratio= Sales/ net Working Capital

The company was under insolvency resolution process and the operation of the company has been discontinued during the current year. There is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(ix) Net profit ratio= Net profit after tax/ Sales

The company was under insolvency resolution process and the operation of the company has been discontinued during the current year. There is no revenue from operation during the current year therefore this ratio is not applicable to the company.

(x) Return on capital employed ratio= Earnings before interest and tax (EBIT)/ (Total Assets - Total Current Liabilities)

Particulars	March 31, 2025	March 31, 2024
Net profit after tax	(86,634.48)	(10,002.90)
Finance cost	0.00	0.00
Other income	(840.63)	(15,482.78)
EBIT	(87,475.11)	(25,485.69)
Total assets	13,65,327.95	20,73,018.80
Current liabilities	5,709.07	45,27,635.25
Capital employed	13,59,618.88	(24,54,616.45)
Ratio	(0.06)	0.01
% change from previous year	(719.66%)	

Reason for change more than 25%:

The company was under insolvency resolution process and the operation of the company has been discontinued during the current year.

(xi) Return on investment ratio= Net Profit (PAT)/ Cost of Investment*100

There is no investment by the company during the current year, therefore this ratio is not applicable to the company.

30. There are no loan outstanding or granted to promoter, directors, KMPs and related parties (as defined under Companies Act, 2013), either severally or jointly with any other person either repayable on demand or without specifying any term of period of repayment.

31. Other Disclosure as per amendment in Schedule-III dated 24th March, 2021.

a) There are no proceedings has been initiated or pending against the entity under the Benami Transactions (Prohibitions) Act, 1988

b) Compliance with approved Scheme(s) of Arrangements

There are none Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

c) Corporate Social Responsibility Expenditure

The provision of Corporate Social Responsibility under section 135 of the Act is not applicable to the company.

d) Details of Crypto Currency or Virtual Currency

The company has not entered in any transaction relating to Crypto Currency or Virtual Currency during the year.

e) Relationship with Struck off Companies:

The entity has not entered into any transaction with such entities whose name has been stuck off u/s 248 of the Act.

f) Utilization of Borrowings

No borrowings from banks and financial institutions were taken during the year other than OD Limit on Fixed deposits held as Current Assets.

g) Wilful Defaulter

The company has not declared as wilful defaulter. However, Hon'ble National Company Law Tribunal Chandigarh Bench, on an application filed by UCO Bank under the provisions of the Insolvency & Bankruptcy Code 2016 (IBC), had admitted the Company M/s. S R Industries Limited (Corporate Debtor) into Insolvency vide its order dated 21.12.2021 and initiated the Insolvency Resolution Process of the Corporate Person (CIRP) of the Company and appointed the Interim Resolution Professional vide the same order. The Interim Resolution Professional was confirmed as Resolution Professional by the COC, in its duly conducted COC meeting.

h) Compliance with number of layers of companies

The company has been complied with the provision relating to layers of companies.

i) Registration of charges or satisfaction with Registrar of Companies:

The company has registered all the charges with Registrar of Companies within the statutory period.

j) Undisclosed income

There is no such income which has not been disclosed in the books of accounts. No such income is surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

1. Corporate Information

S R Industries Limited (the Company)(CIN: L29246PB1989PLC009531) is a Public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on a recognized stock exchange in India.

The Company is having its operations in the State of Punjab (Mohali) and Himachal Pradesh (Una) and is principally engaged in the manufacturing of Footwear comprising of the facilities including Rubber Outsole Moulding, EVA Sheet, Cutting and preparation, Stitching, Assembly line for shoes. The footwear division manufactures goods for various companies such as Bata, Fila etc.

Hon'ble National Company Law Tribunal Chandigarh Bench, on an application filed by UCO Bank under the provisions of the Insolvency & Bankruptcy Code 2016 (IBC), had admitted the Company M/s. S R Industries Limited (Corporate Debtor) into Insolvency vide its order dated 21.12.2021 had approved the Plan of Successful resolution applicant (SRA) and passed the order in their favor dated 01st July, 2024

That the SRA has taken over the management of the company vide order dated 1st July, 2024

2. Significant Accounting Policies

2.1 Basis of Preparation of standalone Ind AS financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

For all periods up to and including the year ended 31st March 2025, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

In respect of financial information for the year ended 31st March 2025, the Company followed the same Accounting Policies and accounting policy choices (both mandatory exceptions and optional exceptions availed as per Ind AS 101) as initially adopted on transition date i.e. 1st April 2016.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Plan assets under defined benefit plans.
- Certain financial assets and liabilities.

The financial information is presented in Indian Rupees (INR).

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

2.2 Summary of Significant Accounting Policies

(A) Property, Plant & Equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses, directly attributable and related to acquisition and installation of the concerned assets and is further adjusted by the amount of GST credit availed wherever applicable. Cost includes borrowing cost for long term construction projects if recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect of others assets, depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

S. No. Nature of Asset Useful Life (Years)

1	Buildings	30.00
2	Plant & Machinery	15.00
3	Other Equipment	10 to 15
4	Vehicles	8.00
5	Moulds& Dies	15.00
6	Furniture/Fittings	10.00

However, No Depreciation is being provided for the year as their was no operations in the company during the year under audit.

(B) 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 realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading;

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

- Expected to be realized 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.

The Company classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(C) Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 (as amended) and Income Computation and Disclosure Standards (ICDS) enacted in India by using the tax rates and tax laws that are enacted or substantively enacted, at the reporting date in India where the Company operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;

Deferred tax assets (including MAT credit, if any) are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

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Notes to Financial Statements for the year ended 31 March 2025

➤ When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax including Minimum Alternate Tax (MAT) recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during specified period, i.e. the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

Goods & Service Tax (GST) paid on acquisition of assets or on incurring expenses

- Expenses and assets are recognized net of the amount of GST paid, except:
- When the tax incurred on a purchase of assets or services is not recoverable from the taxation

Authority in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable

When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets or other current liabilities in the balance sheet.

(D) Inventory

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- i) Raw materials/ Stores & Spares: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

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Notes to Financial Statements for the year ended 31 March 2025

ii) Finished goods and Work In Progress: Cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on the basis of cost or net realizable value whichever is lower.

iii) Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Net realizable 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.

However, the value of all the Inventories are stated as per last Balance Sheet.

(E) Financial Instruments

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

a) Financial Assets

The Company classified its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets are recognized 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- i. Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to released its fair value change), and

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Notes to Financial Statements for the year ended 31 March 2025

ii. Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the Company estimates the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

➤ Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

1. the rights to receive cash flows from the asset have expired, or
2. the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

➤ the Company has transferred the rights to receive cash flows from the financial assets or

➤ The Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

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Notes to Financial Statements for the year ended 31 March 2025

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the financial asset and credit risk exposure (if any).

Financial assets measured at amortized cost e.g. Loans, security deposits, trade receivable, bank balance.

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

For recognition of impairment loss on other financial assets and risk exposure (if any), the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12- months ECL.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward- looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward- looking estimates are analyzed.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Financial Liabilities

Initial recognition and measurement:

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits and other payables.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 0-12 months of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using EIR method.

Financial Liabilities at fair value through profit & loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss.

Loans & Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

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

(F) Cash & Cash Equivalents

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

(G) Mandatorily Redeemable Preference Shares

A mandatorily redeemable preference shares with dividends paid at the issuer's discretion, which effectively comprises: a financial liability (the issuer's obligation to redeem the shares in cash); and an equity instrument (the holder's right to receive dividends if declared. Such preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the mandatorily redeemable preference shares with dividends declared at the issuer's discretion, the present value of the redeemable amount is calculated using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortized cost (net of transaction costs) until it is extinguished on redemption. The unwinding of the discount on this component is recognized in profit or loss and classified as interest expense.

The remainder of the proceeds is recognized and included in equity as per Ind AS 32. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not premeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of such preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

(H) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the best estimate.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

(I) Employee Benefits

- Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's service up to the end of reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligation in the balance sheet.

- Other Long-term employee benefit obligations:

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured based on the actuarial valuation using projected unit credit method at the year end. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the term of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

Gratuity Obligations:

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

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 recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

- Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.
- Net interest expenses or income.

(J) Revenue Recognition:

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The- Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

recognized to the extent that it is highly probable a significant reversal will not occur.

Our customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations. Interest income is recognised using the effective interest rate (EIR) method.

(K) Leases

Company, as a lessee

The Company as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements (if any), if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset.

The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease(if any). Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately.

The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(L) Fair Value Measurement

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet 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 the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability, or
- ii. 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 by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a. Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value

measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring and non-recurring fair value measurement, such as derivative instruments measured at fair value.

External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decided, after discussions with the Company's external valuers which valuation techniques and inputs to use for each case.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies.

The management in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

(M) Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements.

Operating lease commitments - Company as lessee

The Company has taken various properties on leases. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it does not retain all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

b. Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates.

c. Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(N) Borrowing Costs

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset is substantially ready for their intended use. Where funds are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing incurred. Where surplus funds are available out of money borrowed specifically to finance project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rate applicable to relevant general borrowing of the Company during the year. Capitalization of borrowing cost is suspended and charged to profit and loss during the extended periods when the active development on the qualifying project is interrupted. All other borrowing costs are expensed in the period in which they occur. 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 arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the borrowing costs.

(O) Impairment of Non-Financial Assets:

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired (if any). If any indication exists, or when annual impairment testing for an asset is required, the

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

Company estimates the assets recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

After impairment depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made in respect of assets at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

(P) Government Grants:

Government grants (if any) are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset. However, if any export obligation is attached to

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2025

the grant related to an asset, it is recognized as income on the basis of accomplishment of the export obligation.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual installments.

(Q) Earnings per share:

Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended). Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of Company (after deducting preference dividends and attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period, attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

S R INDUSTRIES LIMITED**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2025**

		<i>(Rs. in Hundred)</i>	
		As at March 31, 2025	As at March 31, 2024
32	Estimated amount of contracts remaining to be executed on Capital Account and not provided for: (Net of Advances)	NIL	NIL
33	<u>Contingent Liabilities not provided for</u>		
i)	Counter guarantee given in favour of banks against Bank Guarantees issued.	NIL	NIL
ii)	Claim against Company not acknowledged as debts Creditors l	59,192.02	NIL
iii)	Contingent Liability before/during the commencement of CIRP		
	HPSEB	16,827.75	16,827.75
	Central Excise	44,000.00	44,000.00
	BSE	1,245,25.40	1,245,25.40
	Income tax department	1,09,042.70	1,09,042.70
	Income tax department (A.Y.2018-19 &2017-18)	1,63,722.41	1,63,722.41
	Custom Dues	6,701.53	6,701.53
	PF Dues	64,246.76	64,246.76
	Creditors of the company had filed application with Hon'ble NCLT for recovery. Hon'ble NCLT has passed orders dt 01-07-2024 In favour of Successful Resolution Applicant ("SRA") at the amount approved.		
	The case of Central Excise is before Hon'ble High Court and is also subject to the orders of Hon'ble NCLT		
	RP has filed a request with BSE for waiver of such penalty as per the orders of Hon'ble NCLT		
	All Statutory Dues are being written off in the books of accounts as per order of the Hon'ble NCLT. Necessary action is being taken with the concerned departments to clear the same.		
	All the above Contingent Liabilities are subject to final approval. If any Contingent Liabilities occur then the same shall be paid by the Holding Company i.e. M/s Bazel International Ltd.		
iv)	Letters of Credit opened in favour of Inland/Overseas suppliers	NIL	NIL

34. Expenditure In Foreign Currency (on accrual basis) :

		<i>(Rs. in Hundred)</i>	
a)	CIF value of Imports	NIL	NIL
b)	Expenditure in Foreign Currency		
	- Foreign Travelling	NIL	NIL
c)	Earning in Foreign Currency	NIL	NIL

35. Balances of certain debtors, creditors, loans and advances are subject to confirmation.

36. In the opinion of the Management current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated except where indicated otherwise.

S R INDUSTRIES LIMITED**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2025**

37. The inventories are taken as per records duly certified by the Company. The same have been valued in accordance with Accounting Policies.

38. Segmental Reporting :

The Company is a Manufacturing & trading company. The Company is managed organizationally as a unified entity with various functional heads reporting to the top management and is not organized along product lines. There are therefore, no separate segments within the company as defined by AS-17 (Segmental Reporting) issued by ICAI.

39. As per the information available with the Company in response to the enquiries from existing suppliers with whom Company deals, none of the suppliers are registered with The Micro, Small and Medium Enterprises Development Act, 2006.

40. Additional Information Pursuant to Para 5 of the Part II of Schedule III of the Companies Act, 2013:

(Rs. in Hundred)

Particulars of Sales & stocks	Year Ended March 31, 2025	Year Ended March 31, 2024
<u>Opening stock</u>	NIL	NIL
<u>Purchases</u>	NIL	NIL
<u>Sales</u>	NIL	NIL
<u>Closing Stocks</u>	NIL	NIL

41. Earnings per share (EPS):

The numerators and denominators used to calculate Basic Earning per share:

(Rs. in Hundred)

	Year Ended March 31, 2025	Year Ended March 31, 2024
Profit/(Loss) for the year	(86,624.48)	(10,002.90)
Less : Provision for Income Tax / Deferred Tax	0.00	0.00
Less : Income Tax adjustments	10.00	0.00
Profit/(Loss) attributable to the Equity Shareholders – (A)	(86,634.48)	(10,002.90)
Basic /Weighted average number of Equity Shares outstanding during the year (B)	1,96,73,500	1,96,73,500
Nominal value of Equity Shares (Rs)	10	10
Basic/Diluted Earnings per share (Rs) – (A)/(B)	(0.44)	(0.05)

S R INDUSTRIES LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2025

42. The GST Returns filed monthly by the Company are subject to reconciliation and the differences, if any, with the Books of Accounts, will be dealt with at the time of filing of Annual Return in Form GSTR9 and GSTR9C by the company. GSTR9 & 9C has not been filed by the company from F/Y 2020-21 to F/Y 2022-2023
43. Tax Expense is the aggregate of current year income tax and deferred tax charged to the Profit and Loss Account for the year.

Current Year Charges

No provision for Income tax has been made during the current financial year.

Deferred Tax Liability/Asset

The Company estimates the deferred tax charge using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year.

However, Deferred tax asset has not been recognized in terms of Ind AS 12 issued by ICAI by adopting the conservative approach in respect of ascertained profitability in the future years.

44. Related Party Disclosures:

In accordance with the Accounting Standards (Ind AS-24) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, alongwith description of relationship as identified, are given below:-

A. Relationships

(i) Key Managerial Personnel

Pankaj Dawar	:	Mg. Director
Deepak Logani	:	Director
Sanjeev Kumar Sapra	:	Director
Deepti Datta	:	Director
Shivam Sharma	:	Co. Secretary
Manish Kumar Gupta	:	CFO Cum Director

(ii) Holding Company

Bazel International Ltd

(iii) Enterprises owned or significantly

Influenced by key management

AMS Infrastructure Pvt Ltd

Personnel or their relatives

Masatya Technologies Pvt Ltd

- B. The following transactions were carried out with related parties in the ordinary course of business :-

Rs. In Hundred

Particulars	2024-2025	2023-2024
<u>Remuneration</u>		
Shivam Sharma	4,885.14	0.00
<u>Advance (Liabilities)</u>		
Closing Balance as on 31.03.2025		
Pankaj Dawar	1,000.00	0.00

S R INDUSTRIES LIMITED

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2025

Bazel International Ltd	18,289.48	25,000.00
AMS Infrastructure Pvt Ltd	22,685.35	0.00
Masatya Technologies Pvt Ltd	15,990.35	0.00

C. The Corporate Insolvency Resolution Process (CIRP) of the company registered as S R Industries Limited was initiated by the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024. As per Ind AS 24 the list of related parties upto 01st July 2024 are given below:

Mr. Udit Mayor	Director
Mr. Munish Mahajan	Managing Director
Mrs. Sanjeeta Mahajan	Director
Mr. Amit Mahajan	Whole Time Director & CFO
Mr. Gaurav Jain	Director
Mrs. Anu Kumari	Director

45. As per the approved Resolution Plan, by order dated 01 July 2024 of the Hon'ble NCLT, Bazel International Limited (the Successful Resolution Applicant), along with its associates, appointed the Board of Directors of the Company on 22-11-2024. Thereafter, in accordance with the order of the Hon'ble NCLT and the approved Plan, the Company has written off all assets and liabilities appearing in the books of account and debited/credited to Reserves & Surplus. The Company is also taking necessary actions with the statutory departments to resolve all old related matters.

46. Previous years' figures have been regrouped / recasted wherever necessary.

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No.: 009088N

For and on behalf of the Board
S R Industries Limited

Sd/-
(K.K.Gupta)
Partner
M.No.:087891
Place: Delhi
Date: 27-05-2025
UDIN: 25087891BMIDZP6626

Sd/-
Pankaj Dawar
(Managing Director)
DIN: 06479649
Place: Santiago, USA
Date: 27-05-2025

Sd/-
Manish Kumar Gupta
(Director cum CFO)
(DIN: 05331936)
Place: Delhi
Date: 27-05-2025

Sd/-
Shivam Sharma
(Company Secretary)
(PAN: GACPS4345Q)
Place: New Delhi
Date: 27-05-2025