

KEN ENTERPRISES LIMITED

(Formerly known as Ken Enterprises Pvt Ltd)

CIN: U17299PN1998PLC012572

Reg Office: 9/621 Industrial Estate near Kalyan Kendra,
Ichalkaranji, Pune- 416115

Email: office@kenindia.in; Tel: +91 230 2437249, 2438538



Date: 06th September, 2025

To
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400051

NSE Symbol: KEN

Sub: Submission of Notice of the 26th Annual General Meeting and Annual Report for year ended 31st March, 2025

Pursuant to provisions of Regulation 34 and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that 26th Annual General Meeting of the Company will be held on Tuesday, 30th September, 2025 at 01.30 PM, at 9/621 Industrial Estate Near Kalyan Kendra, Ichalkaranji, Maharashtra - 416115, India (considered as Deemed Venue) through Video Conferencing / Other Audio Visual Means.

We are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2024-25 which is being sent through electronic mode to the Members. The Annual Report containing the Notice is also uploaded on the Company's website <https://kenindia.in/annual-report.php>.

Request you to please take the details on record.

Kindly take same on record.

Thanking You.
Yours Faithfully

Sincerely,
For Ken Enterprises Limited

Sachin Janardan Mulay
Whole Time Director
DIN: 03532349

DIS RUPT TOR

Ken Enterprises is rewriting the rules
of a capital-intensive business with an
asset-light approach

Forward-looking statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically make, contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-

looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether because of new information, future events or otherwise.

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INTRODUCTION

The global textile sector sustained its downtrend during the last financial year.

Most industry observers felt that this was the longest downtrend in living memory.

The industry was marked by losses or wafer-thin margins across the value chain - from yarn to fabric to apparel manufacture cum marketing.

Ken Enterprises reported profitable growth and the best year in its existence during the last financial year.

Five principal messages of this Annual Report

01

Ken Enterprises is one of the most exciting small-sized players in the textile fabric industry, an attractive proxy for India's growing apparel exports sector

02

The Company grew its revenues and surpluses during a year when India's textile sector performance remained sluggish

03

The Company outperformed the sector on account of its asset-light textile manufacturing approach

04

The Company completed an IPO in FY24-25 that is expected to right-size its Balance Sheet and enhance its competitiveness

05

The Company intends to embark on a business expansion expected to enhance profitability and sustainability

ရတနာဒိပ် disruptor

Good disruptors like Ken Enterprises blend vision and courage. • They see patterns others miss, question assumptions, and challenge industry orthodoxies. • They combine curiosity with impatience, unwilling to accept “this is how it’s always been.” • They are data-informed yet instinct-driven, able to act with speed in ambiguity. • Good disruptors balance boldness with empathy - they transform not just markets, but lives. • They possess the resilience to absorb failure, the adaptability to pivot, and the storytelling power to inspire allies. • Above all, they are guided by purpose, ensuring their disruption creates value, not chaos, leaving systems stronger than they found them.

CORPORATE
SNAPSHOT

**Ken
Enterprises
Limited is
one of the
fastest growing
textile fabric
manufacturers
in India.**

The Company is engaged in the manufacture and export of sustainable fabric products, coupled with strategic product outsourcing alliances.

The Company's products are exported to 25 countries and marketed to leading apparel brands; enhancing their portfolios.

The Company's business has been marked by a rising customer wallet share and a growing proportion of revenues from customers of three years or more.

The Company remains committed to increase the proportion of revenues from value-added structured fabrics.

Our vision

Our vision is to become a ₹1,000 Crore textile company by 2030, emphasizing quality, innovation, efficiency, world-class infrastructure, customer-centric culture, empowered employees, knowledge sharing, wealth creation, and environmental sustainability.

Our mission

Our policy focuses on textile manufacturing, sourcing, supply, export, and trade. We aim to exceed expectations, fostering win-win relationships. Our vision is customer-centric excellence.

Our background

Ken Enterprises, headquartered in Ichalkaranji, was established in 1998 with a vision to deliver quality textile solutions through innovation, integrity, and customer commitment. The Company was promoted by Nikunj Bagdia. What began as a modest manufacturing initiative has evolved into a trusted textile enterprise with a growing presence in domestic and international markets.

Our products

Ken Enterprises specializes in the manufacture of greige and finished fabrics, offering a portfolio of over 1,000 SKUs to address diverse market needs. The Company offers a range of textile products (apparel, home textiles, medical, and industrial applications). Our high-value apparel fabrics, voiles, and double-faced fabrics cater to premium American and European brands, focusing on fine counts, structured designs, and sustainable cotton blends. We also produce durable light canvas fabrics used in shoe uppers, bags, and cargo pants, and contamination-free bed linen fabrics in narrow and wider widths for home textile markets.

Our clients

Ken Enterprises' customer portfolio comprises vendors of globally recognized apparel brands and manufacturers like Zara, H&M and premium Indian brands like Arvind, TCNS Clothing, Raymark and Arvind Limited, among others. The Company collaborates with leading textile wholesalers and export houses. By delivering customized textile solutions; marked by consistent excellence and adherence to delivery timelines, the Company has built enduring customer relationships.

Our facilities

The Company operates two integrated manufacturing units in Shirol Taluka, Ichalkaranji, Maharashtra, covering a total area of approximately 53,263.52 square feet. With an installed production capacity of 145.00 Lakh square metres per annum, the units achieved a 97.31% capacity utilization in FY24-25.

Our certifications

Ken Enterprises enjoys globally recognized certifications that reflect its commitment to quality, sustainability, and ethical manufacturing. The Company holds the ISO 9001:2015 certification for quality management systems and is accredited by Geotek Global Certification Pvt. Ltd. and the International Management Accreditation Board. Its strong

sustainability credentials are reinforced through certifications such as the Global Organic Textile Standard (GOTS), Organic Content Standard (OCS) Blended, Global Recycled Standard (GRS), OEKO-TEX Standard 100, OEKO-TEX Organic Cotton, and FSC – the mark of responsible forestry. Ken Enterprises also holds the Kasturi Cotton Bharat certification, Better Cotton Initiative (BCI), Cotton Made in Africa, Supima Cotton, SOURCERY, and Lenzing EcoVero, alongside a recognition from Lenzing for leading fiber innovation and Liva Natural Fluid Fashion. Ethical and social compliance is ensured through Sedex, the Business Social Compliance Initiative (BSCI), and performance measurement under the Higg Index. The Company strengthened its global integration through GSI registration

and is an approved supplier to leading international retailers and apparel brands including Primark, Inditex, and Target. These certifications and recognitions have established Ken Enterprises as a trusted and responsible partner in the global textile and apparel value chain.

Our talent

At Ken Enterprises, talent represents the cornerstone of our growth. We employ over 214 professionals, including skilled technicians, designers, operational experts, marketing and finance professionals. The Company's average employee age was 36.32 at the close of the last financial year. The Company's employees comprised 14.95% women. The annual revenue per employee of ₹225.61 Lakh was higher than the fabric segment standard in India.

Our awards and accolades

2015-16

The Best Exporter Award by SME Chamber of India (India SME Excellence Award).

2016

Gold Plaque for Best Greige Fabric Export by Texprocil.

2016-17

Appreciation Award for Best Export Achievements by Government of Maharashtra.

2017-18

Appreciation Award for Best Export Achievements by Government of Maharashtra.

2018-19

Silver Plaque for Export Performance by Texprocil.

2018-19

Gold Trophy for Highest Employment Generation (MSME) by Texprocil.

2019-20

Silver Plaque for Outstanding Export Performance (Cotton Fabrics) by Texprocil.

2019-20

Gold Trophy for Highest Employment Generation (MSME) by Texprocil.

2020-21

Gold Plaque for Outstanding Export Performance by Texprocil.

2021-22

Certification under Clothing & Apparel MSME at MSME Award 2022.

2021-22

TFI Exhibitor Award Winner at The Best Product F&A Show 2022.

2021-22

Gold Plaque for Outstanding Export Performance by Texprocil.

2022-23

Gold Plaque for Outstanding Export Performance by Texprocil.

2023-24

TFI Exhibitor Award Winner for participation in TFI.

Our mile- stones

1998

Incorporated as a Private Limited company under the name "Ken Textiles Private Limited."

2004

Commenced manufacturing operations with a dedicated facility for weaving fabrics.

2010

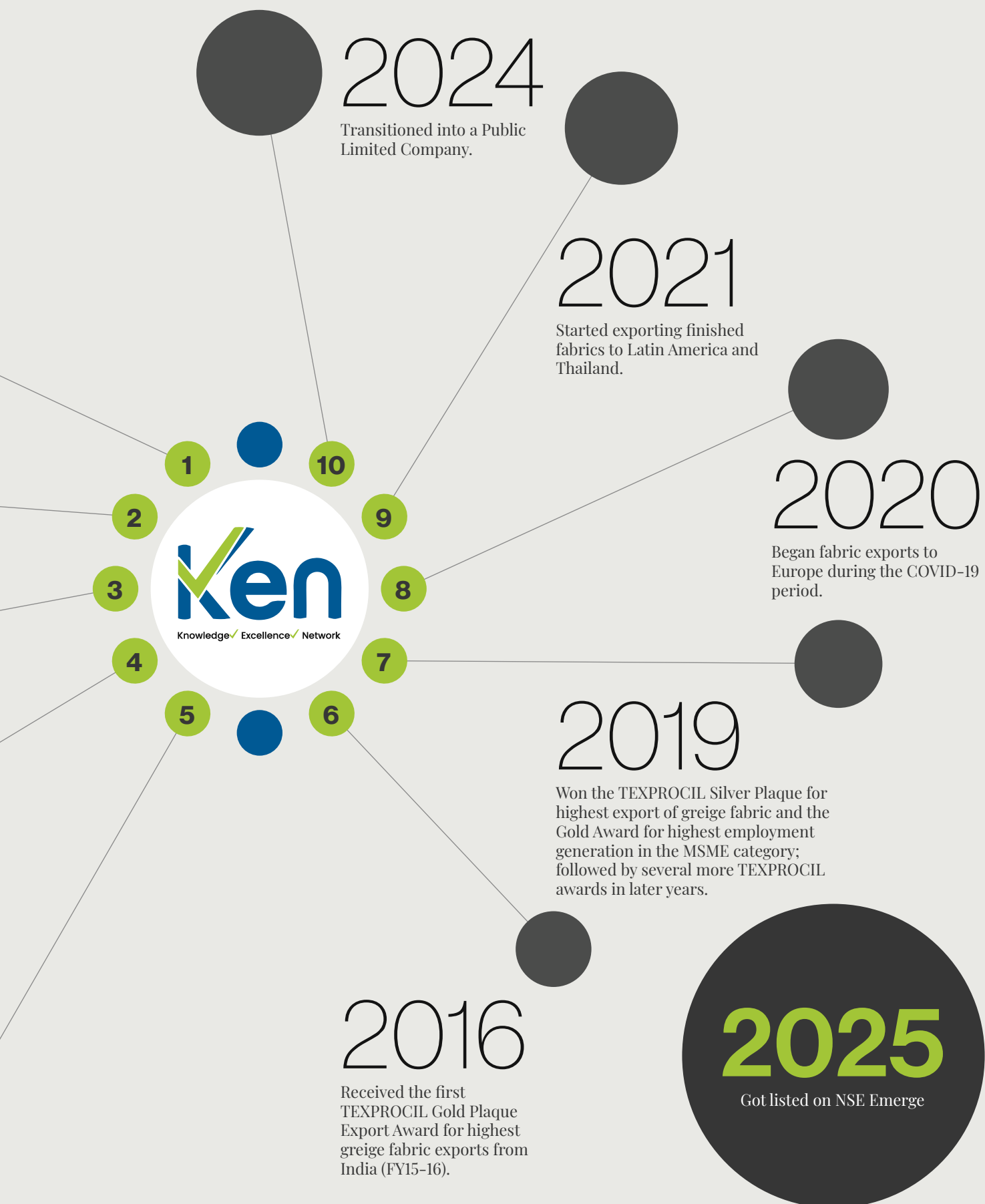
Commercialized Factory II, equipped with 12 Sulzer Projectile machines.

2013

Expanded capacity at Factory I by installing Picanol Air Jet weaving machines.

2014

Entered the global market by commencing fabric exports.





Our global geographic footprint

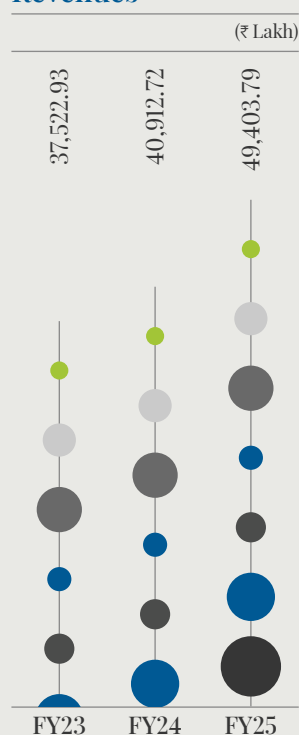


Countries where we export

| | | | | |
|------------|-----------|-------------|--------------------|-----------|
| Argentina | Hong Kong | Mongolia | Portugal | Sri Lanka |
| Bangladesh | Indonesia | Netherlands | Dominican Republic | Thailand |
| Canada | Italy | Oman | South Africa | Turkey |
| Dubai | Japan | Paraguay | South Korea | USA |
| Germany | Mexico | Peru | Spain | Vietnam |

How we have grown across the years

Revenues



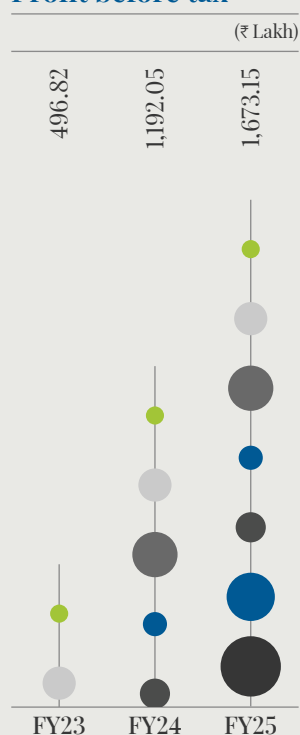
Definition

It highlights the success of the Company's business process and vision, translating into revenues.

Value impact

Aggregate revenue increased by 20.75% to ₹49,403.79 Lakh in FY24-25.

Profit before tax



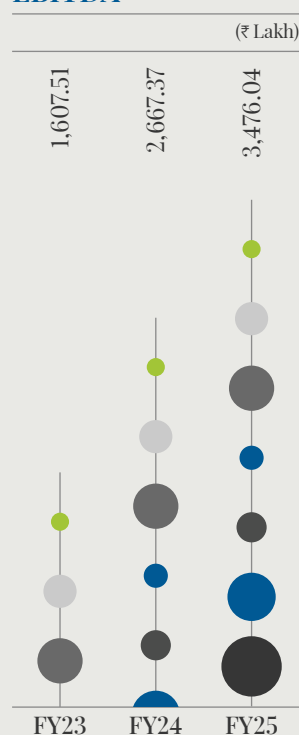
Definition

This highlights the strength of the business model in enhancing shareholder value.

Value impact

The Company reported a 40.36% growth in profit before tax in FY24-25.

EBITDA



Definition

It showcases the Company's ability to optimize operating costs, an index of its competitiveness.

Value impact

The Company's EBITDA for FY24-25 was ₹3,476.04 Lakh, a 30.32% growth over the previous financial year.

EBITDA margin

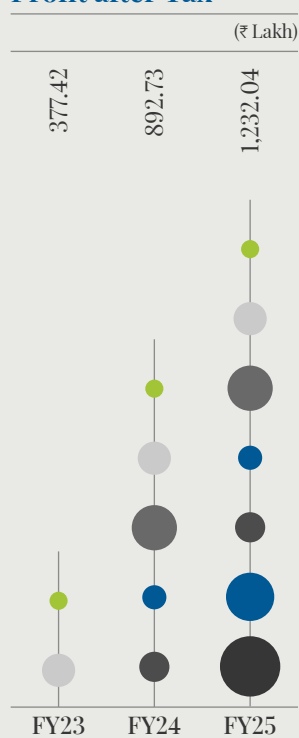


Definition

The Company's profitability as a percentage of revenue, with EBITDA margin serving as a key indicator of operational efficiency. It reflects the surplus generated from core operations before accounting for interest, taxes, depreciation, and amortization.

Value impact

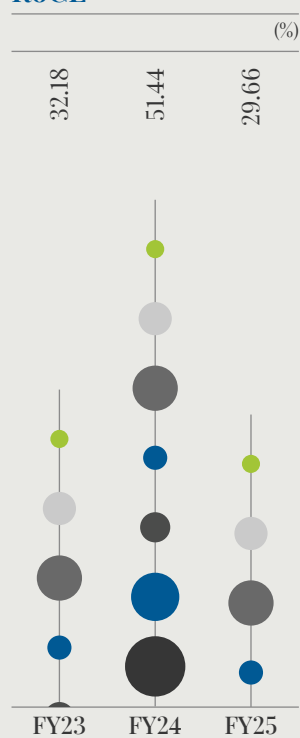
An increase in EBITDA margin from 6.52% to 7.04% signified stronger profitability, driven by higher volumes, asset-light operations, economies of scale, efficient working capital management, and a growing share of value-added products.

Profit after Tax**Definition**

Residual earnings of a company after all operating expenses, interest, taxes and other costs have been deducted from total revenue. It is a key indicator of a company's profitability and financial health, often used by investors and stakeholders to assess performance, sustainability, and value creation.

Value impact

The Company's net profit for FY24-25 was ₹1,232.04 Lakh, a 38.01% growth over the previous financial year.

RoCE**Definition**

It encompasses efficient allocation of equity and debt, working capital discipline, and strategic capital deployment in growth areas.

Value impact

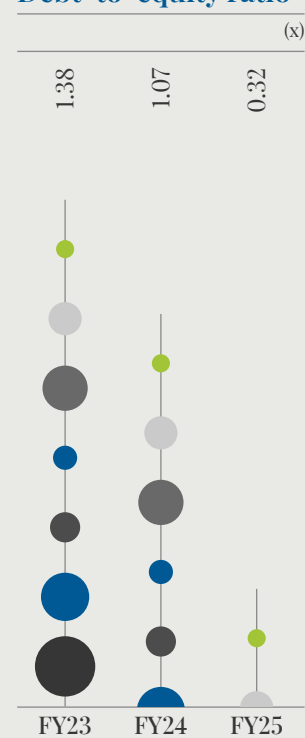
The Company's Profit Before Interest and Tax (PBIT) increased from ₹2,538.89 Lakh in FY23-24 to ₹3,354.72 Lakh in FY24-25, registering a growth of 32.13% over the previous year. Shareholders' funds increased from ₹4,485.23 Lakh in FY23-24 to ₹11,159.82 Lakh in FY24-25, primarily on account of funds infused through the IPO. Despite being in an expansion phase, the Company reported a healthy RoCE of 29.66% in FY24-25, reflecting its ability to generate attractive capital efficiency.

PAT margin**Definition**

It demonstrates how much profit the Company keeps after paying for all expenses, including operating costs, interest, and taxes. It reflects the Company's overall profitability and efficiency in generating returns for shareholders.

Value impact

The Company reported a 2.49% margin in profit before tax in FY24-25, which was 31 bps higher than the previous year.

Debt-to-equity ratio**Definition**

A financial metric that compares a company's total liabilities to its shareholders' equity. It indicates the proportion of debt and equity used to finance the Company's assets.

Value impact

This shows the sharp improvement in debt-to-equity ratio from 1.07 to 0.32 following the IPO. This provides the Company with the opportunity to accelerate growth while maintaining financial discipline.

**Ken
Enterprises
outperformed
the national
economy and the
Indian textiles
sector in
FY24-25.**

National economic
growth

6.5

%, FY24-25

Our Company's
EBITDA growth

30.32

%, FY24-25

Indian textile
sector growth

5.5 - 6

%, FY24-25 (estimated)

Our Company's
PAT growth

38.01

%, FY24-25

Our Company's
RoCE

34.03

%, Return on Capital Employed,
FY24-25 (after deducting
IPO-mobilized funds yet
to be deployed)

Our company's
revenue growth

20.75

%, FY24-25

Our Company's
EBITDA margin
growth

52

BPS, FY24-25

Our culture: This is the secret of our contrarian performance

Most people asked, 'Aren't you focused on becoming the largest grey fabric manufacturer in India?'

We said we would rather be the best instead.

A number of people asked, 'What are you doing to grow your topline?'

We said we would rather enhance our capital efficiency instead.

A number of people asked, 'When are you going to become a truly pan-India brand?'

We chose to remain in Ichalkaranji, leveraging its strong textile ecosystem to build on established strengths and industry linkages

A number of people asked, 'Why don't you integrate backwards to yarn manufacture?'

We said we would prefer to focus on efficient forward integration - fabric manufacture, outsourcing and processing - instead.

A number of people asked, 'When will you extend from grey fabric to apparel manufacture?'

We said that the demand-supply gap in grey and processed fabric was so vast that we would rather specialize in this segment instead.

A number of well-wishers hinted 'If you borrow debt, you would be able to enhance earnings per share and shareholder value.'

We said we would rather stay zero long-term debt for the moment, reduce short-term loans and strengthen our credit rating instead.

Context

In the last few years, we have seen extensive changes in the Indian textile sector.

Competition has increased. Interest rates have been high. The rupee has weakened. ESG commitment has deepened. Compliances and certifications have intensified. Equipment has modernized. Fashion cycles have got shorter. The textile industry has entered a downtrend. Global conflicts have affected incomes. Trade wars are increasing.

Response

In the last few years, Ken transformed its business model with speed.

We resolved to grow faster than the industry average. We questioned existing practices. We remained focused on increasing RoCE. We moderated our break-even point. We broadbased our market. We changed our resource access.

7 ways we have emerged as a disruptor in a competitive sector

The textile sector is one of the largest and most conventional. Ken Enterprises has responded to the industry's reality with a disruptive growth model.



Managing Director's statement

Overview

It gives me pleasure to present to you the first Annual Report of Ken Enterprises Ltd. for the financial year ended FY24-25. This milestone represents not only the formal reporting of our financial and operational performance but the beginning of our engagement with a wider investor and stakeholder community following our public listing.

Performance review, FY24-25

The global and domestic textile sectors have been passing through a challenging period, marked by demand compression, price volatility, and a cautious retail environment. Despite these sectoral headwinds, our Company reported a commendable operational performance during the last financial year, validating the robustness of our business model.

I am pleased to communicate that your Company reported a record performance in FY24-25.

Your Company reported a 20.75% growth in revenues from ₹409.12 Crore in FY23-24 to ₹494.04 Crore in FY24-25. EBITDA strengthened 30.32% from ₹26.67 Crore in FY23-24 to ₹34.76 Crore in FY24-25. Net profit before tax strengthened 40.36% from ₹11.92 Crore in FY23-24 to ₹16.73 Crore in FY24-25. This indicates that the Company reported profitable growth during a challenging year marked by sluggish offtake and increased resource costs.

Despite these prevailing challenges, the business reported superior capital efficiency. Return on Capital Employed normalized to 29.66% from 51.44% due to a higher capital base post IPO; EBITDA margin strengthened from 6.52% to 7.04%

The Company's liquidity hygiene continued to be protected, the volatility and high interest rates



notwithstanding. The Company's net cash position strengthened from ₹6.28 Crore to ₹22.90 Crore from year-start to year-end. Interest cover increased from 1.89 to 1.99 through the year under review, indicating that the Company continues to be fiscally comfortable.

Financial and operational highlights

The realization per meter is directly related to the cotton prices and the SKU / qualities that we make.

The average cotton prices have declined post-2022 (post-COVID highs).

Further due to price pressures, the SKUs have been reverse engineered for lower prices.

Also have to remember that due to INR depreciation against the USD, and the change in product mix, the unit sales realizations are lower, but doesn't mean the profitability is lower.

We can never compare the YoY unit sales realizations in our kind of fabric business as the SKUs are wide and keep changing rapidly.

Favourable global shifts

We find ourselves at the convergence of multiple global and domestic

tailwinds. One of the most significant structural developments has been the gradual rebalancing of global textile sourcing away from China, prompted by forced-labour sanctions against cotton sourced from the Xinjiang region.

The U.S. Uyghur Forced Labor Prevention Act (UFLPA), implemented with increasing stringency, has led to the blacklisting of 26 additional Chinese textile firms as of May 2024. In response, leading global apparel brands—including H&M, Nike, Gap, IKEA, Uniqlo, Inditex, and Patagonia—have publicly distanced themselves from Xinjiang-linked supply chains.

This development is reshaping the global sourcing landscape. While complex, small-batch manufacturing remains in China, bulk, simplified production is shifting to countries like Vietnam, Bangladesh, Cambodia and India. The Indian Texpreneurs Federation estimates a USD 10 Billion opportunity in the U.S. apparel import market that India can tap into over the medium term.

This reconfiguration places a premium on Ken Enterprises' aspiration to evolve into a single-point structured fabric solution provider for Indian apparel exporters.

IPO as strategic inflection point

The Company's Initial Public Offering in 2024 was timely and transformative.

The inflow of ₹53.0273 Crore was strategically deployed to replace high-cost working capital loans, reducing our reliance on short-term debt and improving our liquidity. A portion of the funds was also earmarked for capital expenditure, strengthening

our capacity to meet the evolving needs of global buyers.

Besides, IPO has enhanced our corporate visibility, which should enhance our traction among prominent international customers, specialized talent and other stakeholders.

Our competitive edge

Ken Enterprises has been consciously positioned as a dependable single-point partner for India's apparel exporters. We have created a trusted brand around the promise: 'Ken provides peace of mind.'

Our dependable delivery model is holistic, covering:

- Fast-paced product development and design
- Wide range of products to cater to variety of application under one roof
- Competent raw material sourcing
- Uniform quality assurance
- Full-spectrum certifications in line with responsible sourcing norms
- Resource traceability from raw cotton to final fabric
- Timely dispatch and customer service excellence

This combination of functional competencies and trustworthiness has helped us carve a competitive advantage in a fragmented and performance-sensitive industry.

Looking ahead: An era of opportunity

We believe that India is at the cusp of an apparel export breakout.

The China+1 strategy is being actively pursued by Western buyers.

A geo-political instability in Bangladesh and Pakistan has disrupted their apparel export momentum.

Our company is preparing for this inflection point by investing in deeper integration. As part of our next expansion round, our Company will invest in fabric processing capabilities, bringing us one step closer to the customer, strengthening margins, improving revenue visibility, and deepening customer engagement.

FY25-26: Disciplined growth path

In FY25-26, we expect to strengthen our business.

We expected to report controlled 10% revenue growth, without over leveraging our Balance Sheet and without compromising our margins.

We seek to deepen new product development, covering the manufacture of fabrics aligned with our fall and winter collections

We seek to enter large apparel supply chains with direct brand engagement.

We will deepen the strategic outsourcing of our raw material yarn directly from mills, moderating costs.

We intend to increase our share of outsourced processed fabric volumes, ahead of our own processing commencement.

We intend to reduce working capital debt from 95% to 75% of our sanctioned needs, enhancing our liquidity and upgrading our credit rating from BBB- by two notches during the current financial year.

Conclusion

We are building Ken Enterprises not merely as a fabric manufacturer, but as a solutions partner that enhances the competitiveness of Indian apparel exporters. With a blend of dependable delivery,

scalable operations, and rising relevance in global supply chains, we believe the Company is attractively positioned to enhance stakeholder value in the years ahead.

Warm regards

Nikunj Bagdiya
Chairman and Managing Director

CHIEF FINANCIAL OFFICER'S PERFORMANCE OVERVIEW

A financial review of our business in FY24-25

How we maintained business growth at
a time of sectorial challenge



Big picture

The big picture message is that the Company balanced the need to sustain business momentum and also create a new IPO-catalyzed foundation for the next growth phase in FY24-25.

Profitable growth

During the last decade, the Company scaled its business profitably, validating its resilience. The Company reported 20.75% revenue growth (compared with the Indian GDP growth of 6.5%). The Company reported a 30.01% increase in PAT.

| Year | FY23 | FY24 | FY25 |
|------------------|------|-------|-------|
| Revenue growth % | 4.14 | 9.03 | 20.75 |
| EBITDA growth % | 5.91 | 65.93 | 30.32 |

Rating

The highlight of the Company's performance was how it was perceived by demanding credit rating agencies.

Your Company enhanced its credit rating of BBB- to BBB for long-term borrowings as appraised by Acuité Ratings & Research. This increase represents a validation of the Company's performance, promoter and prospects. This creditable rating is likely to generate positive spin-offs: empowering the Company to mobilize low-cost short-term debt across longer tenures and strengthening its respect as a front-line talent recruiter.

| Year | FY23 | FY24 | FY25 |
|---------------|------|------|------|
| Credit rating | BBB- | BBB- | BBB |

Capital efficiency

Return on Capital Employed was 29.66% compared to 51.44% in the previous year; capital inflows related to the expansion will translate into earnings only across the foreseeable future.

The overall improvement in the health of the business was the result of various long-term priorities:

enhanced product outsourcing in a capital-intensive business coupled with a continuing working capital management discipline. Across the foreseeable future, we expect to generate a return superior to what our risk partners (the shareholders) would be able to generate if they invested in alternative asset classes.

| As on March 31 | FY23 | FY24 | FY25 |
|----------------|-------|-------|-------|
| RoCE% | 32.18 | 51.44 | 29.66 |

Margins

The Company reported creditable profitability during the year under review. EBITDA margin strengthened 6.52% to 7.04%, which was a reflection of an improvement in volumes, asset-light working, economies, working capital management and a larger proportion of value-added products. The improved margins also represented a validation of our volume- and value-driven approach, and activity-based costing (moderating grey fabric manufacturing costs down to one of the lowest in India).

| As on March 31 | FY23 | FY24 | FY25 |
|-----------------|------|------|------|
| EBITDA margin % | 4.28 | 6.52 | 7.04 |

Liquidity

As a policy, we have maximized the use of earnings in business growth, moderating the use of borrowed funds. We place a premium on liquidity, preferring it over profitability when the alternative is between maximum revenues with stretched liquidity and centrist revenues with enhanced liquidity.

Working capital as a proportion of the total employed capital was 81.32% in FY23-24 and 91.72% in FY24-25; the proportion of inventory in the working capital outlay was 280.39% and 123.55% respectively. The working capital tenure extended from 33 days of turnover equivalent in FY23-24 to 49 days in FY24-25. The Company's receivables were 99 days of turnover equivalent during the year under review. As a result the Company experienced lower working capital turns – from 10.49 in FY23-24 to 6.71 in FY24-25 due to a higher working capital deployment. This was driven by an increase in working capital as a proportion of total capital employed (91.72% in FY24-25 vs 81.32% in FY23-24), elongation of the working capital cycle from 32 days to 49 days, and slower receivables recovery (96 days in FY23-24 vs 85 days in FY24-25). These factors led to reduced cash conversion efficiency and lower revenue generated per rupee of working capital.

Over the years, the Company has worked with an under-borrowed Balance Sheet, marked by adequate cash in hand, rising interest cover, strong gearing and lower Net debt/EBITDA. The Company focused on strengthening terms of trade, and leveraging cash in hand to generate raw material discounts (direct yarn sourcing from mills).

The result of this financial discipline was that the Company repaid ₹6.95 Crore during the last financial year. The IPO helped aggregate net worth to fund business expansion and working capital liquidity. The Company will continue to prioritise the efficient use of working capital during the current year.

Working capital intensity

| Year | FY23 | FY24 | FY25 |
|--|-------|-------|-------|
| Working capital as % of total capital employed | 81.08 | 81.32 | 91.72 |

Cash and cash equivalents

| As on March 31 | FY23 | FY24 | FY25 |
|-------------------------------------|------|------|-------|
| Cash and cash equivalents (₹ Crore) | 4.90 | 6.28 | 22.19 |

Exports

The Company is positioned as an international fabrics producer located out of India. The Company services the growing demand of customers across 10 countries. Nearly 21.84% of the Company's revenue was derived from international dispatches, a reflection of its growing competence, confidence and ability to service a large global market with a timely supply of quality material.

| Year | FY23 | FY24 | FY25 |
|---|-------|-------|-------|
| Fabric exports as a % of overall revenues | 23.55 | 23.59 | 21.84 |

Our export sales increased from ₹9,489.24 Lakh in FY23-24 to ₹11,009.06 Lakh in FY24-25, registering a growth of 16.01%. Despite this absolute growth, the percentage contribution of exports to total sales declined from 23.59% in FY23-24 to 22.80% in FY24-25.

FY24-25, our export sales increased from ₹9,489.24 Lakh in FY23-24 to ₹11,009.06 Lakh, registering a growth of 16.01%. Despite this absolute growth, the percentage contribution of exports to total sales declined from 23.59% in FY23-24 to 22.80% in FY24-25.

The decline in the export contribution ratio is not due to a fall in export performance, but primarily due to the higher relative growth in domestic sales during FY24-25.

During the last financial year, the decline in realizations was the result of a decline in raw material costs that translated into lower realisations.

| Year | FY23 | FY24 | FY25 |
|--|-------|-------|-------|
| Average realisation per linear metre (₹) | 70.92 | 62.60 | 56.18 |

Debt management

The Company's total debt declined from ₹47.84 Crore to ₹35.18 Crore; net worth strengthened from ₹44.85 Crore to ₹111.60 Crore; gearing was stronger from 1.09 in FY23-24 to 0.32 in FY24-25 as the Company grew net worth on the one hand and used short-term debt to address working capital requirements. The cost of short-term debt on the Company's books was 9.85% during the year under review (10.25% in the previous year), which will be moderated during the current financial year.

The Company will seek to moderate interest outflow intensity in the business. The Company's interest outflow was high in FY24-25 because almost 50% was accounted by trade creditors whose services cost almost 50% higher than banks. Following the IPO, the Company will use trade finance at almost the bank cost; the replacement of trade creditors with net worth and supply chain finance will help reduce the interest cost as a percentage of revenues to around 2 to 2.5%.

By the virtue of investing in products with strong traction that generate an attractive return within a compressed period of time, the Company is repaying short-term debt with speed. This preference for net worth proved value-accretive, maximizing cash flows and creating a war chest for business growth.

| Year | FY23 | FY24 | FY25 |
|-----------------------------|-------|-------|-------|
| Debt repaid (₹ Crore) | -8.45 | 1.61 | 12.66 |
| Total debt (₹ Crore) | 49.45 | 47.84 | 35.18 |
| Average debt cost % | 9.73 | 9.25 | 11.80 |
| Debt-equity ratio | 1.38 | 1.07 | 0.32 |
| Interest as a % of revenues | 2.65 | 3.35 | 3.48 |

Accruals management

Capital discipline is central to the Company's sustainability. The Company generated ₹1,232.04 in PAT and ₹13.53 Crore in cash profit during the year under review. The Company re-invested ₹13.53 Crore in its business.

| Year | FY23 | FY24 | FY25 |
|---------------------------------|------|-------|-------|
| Business reinvestment (₹ Crore) | 5.24 | 10.21 | 13.53 |

Way forward

The Company enjoyed a strong financial position at the end of the fiscal year under review. The Company's net worth stood at ₹111.60 Crore as on March 31, 2025, with ₹0.77 Crore in long-term debt and ₹34.42 Crore in short-term debt. The Company's large net worth was the outcome of a long-term build-up of surpluses and asset-lightness. In an unpredictable world, this significant net worth bias implies relative de-risking; it provides the Company patient and resilient capital for sustained business growth.

Sachin Mulay
Chief Financial Officer

494.04

₹ Crore, revenues FY24-25

1,000

₹ Crore, projected revenues FY28-29

The big
picture of
where **we** are
headed

7.04

% EBITDA margin, FY24-25

10.30

% projected EBITDA margin, FY28-29

How we intend to enhance our RoCE across the long-term

RoCE measures how effectively a company generates profits from its capital base (equity and debt). In an age of capital-intensive investments and tight financing conditions, this metric helps evaluate whether capital is being deployed productively, if returns are exceeding the cost of capital and how well the management is using shareholder and lender funds.

ROCE indicates if the business is earning enough to cover its higher capital cost.

Without a strong ROCE, growth may be value-destructive, scale may erode rather than enhance returns and capital-intensive projects may under deliver. ROCE ensures that growth translates into value. This is a cleaner, capital-aware metric for judging operational performance.

In capital-intensive sectors, ROCE is essential to gauge if the capital base is being sweated optimally and delivering profitable scale. In our textile business, we seek to focus on value-added fabrics, and export to global brands willing to pay more for sustainability and compliance. The Company will seek to create proprietary weaves, textures, finishes, or digital prints, offer custom collections or co-create designs with clients and reduce pricing pressure.

The addition of fabric processing could improve margins since the ROI exceeds the cost of capital. The

Company could offer end-to-end solutions (yarn sourcing + weaving + finishing + transparent traceability), improving profitability per customer. Besides, certifications (GOTS, Oeko-Tex, Fair Trade and ZDHC compliance) attract better-paying, ESG-conscious clients, enhancing margins. ESG compliance creates scarcity-driven advantage, improves price realizations, and strengthens long-term business sustainability.

The Company will focus on faster inventory rotation, better demand forecasting and tighter credit terms with buyers (especially in exports). It will sustain asset-light models that comprise weaving or finishing outsourcing to trusted partners on a job-work basis, own key proprietary parts (R&D, product development, sampling and quality control) and reduce fixed assets without affecting the EBIT. It will deepen the use of ERP systems to track WIP, order flows and client preferences.

Our RocE-enhancing strategy



Brownfield growth

Our growth strategy revolves around capacity expansion (in-house and outsourcing) while diversifying our product offerings. This will comprise the prudent use of existing infrastructure not owned by us and our own manufacturing facility. This will ensure a seamless transition to a higher production, lower costs and responsiveness to market changes.



Service global brands

We are approved vendors for global brands (ZARA, Primark and Target) and we seek to widen this base. We offer diverse fabrics under one roof and the in-house development of new fabric varieties. We integrate technology and superior materials into our offerings, qualifying us to pitch to more global brands.



Address evolving standards

Continuous quality review helps enhance customer trust and long-term relationships. Our dedicated team checks the quality of raw materials and finished goods, enhancing assurance.



Widening our footprint

We are marketing to customers in 23+ countries. We participate in trade fairs to prospect more customers across a wider global foot print.



Relationship-driven

We derived 66.06% of our revenues from customers of three years or more; we derived 30.40% yarn from vendors of three years or more. Our manufacturing was supported by experienced talent, a significant portion of whom have been with us for three years or more. Strong, mutually beneficial long-term relationships remain a critical driver of performance, bringing deeper knowledge, cost efficiency, and revenue visibility.



Interest management

The Company will seek to moderate interest outflow intensity in the business. The Company's interest outflow was high in FY24-25 because almost 50% was accounted by trade creditors whose services cost almost 50% higher than banks. Following the IPO, the Company will use trade finance at almost the bank cost; the replacement of trade creditors with net worth and supply chain finance will help reduce the interest cost as a percentage of revenues to around 2 to 2.5%, enhancing capital efficiency.

VALUE-CREATION FRAMEWORK

Ken Enterprises and our governance framework



Overview

At Ken Enterprises, we had been privately held for 21 years.

During this period, we managed our Company with a quiet discipline. This discipline shared a number of features with modern-day governance elements.

The central feature of our discipline has been a commitment to keep perpetually growing our business (in the order of profitability, surplus and revenues), taking unpredictability

out of our business, preparing stakeholders of what to expect from our enterprise and deepening our understanding of global best practices.

The result is that governance – also referred to as responsibility – represents the soul of our enterprise. We may not be the size of most textile companies; we are run with a passion to standards and sustainability. This is the measure by which our management is appraised; it is the measure by which our corporate

depth is ascertained. This framework attracts stable like-minded stakeholders.

This framework comprises our Company's stand on ethics, regulatory compliance, best practice benchmarking, digitalization, risk appetite cum mitigation, Board role, strategic direction and desired corporate momentum. We believe that this understanding got us here; this will take us ahead, enhancing stakeholder value in a sustainable way.

Governance at our Company

Trust and respect: Governance has built credibility with our stakeholders. Most recognize us by one word ('dependable').

Risk management: Governance has helped our businesses identify, assess, and mitigate a range of risks, empowering us to outperform across market cycles.

Compliance and legal security: Governance has deepened our commitment to a consistent compliance with laws, regulations, certifications and ethical standards, enhancing our reputation.

Sustainability and social responsibility: Governance has helped us integrate environmental, social, and governance principles, enhancing social accountability.

Investor confidence: Governance assured prospective stakeholders at the time of our IPO of our sound management, facilitating capital access.

What governance means at Ken Enterprises

Ken Enterprises seeks to endure across economic cycles, policy changes and consumer preferences on account of its governance bedrock. At the Company, governance is about

a commitment to generate respect by doing the right thing (as distinct from doing things the right way). This governance framework will deepen clarity of how we will engage with

the world and what the world can expect from us. The elements of the Company's governance resources comprise the following:

Long-term

We have created a transparent medium-term financial roadmap for the benefit of all our stakeholders. This underlines that quantum of value that we seek to create (based on today's understanding of realities), by when and through what businesses. This framework – projected ₹1,000 Crore turnover in three years – represents a fundamental approach to value-creation, attracting like-minded stakeholders. We are also driven by the commitment to endure into the long-term. We will build our business around the power of long-term relationships. We seek to create disproportionate long-term value, a principle that guides all decisions related to space selection, geographies, recruitment, technologies, acquisitions, eco-system compatibility, customer selection and sizable long-term value.

Trust

We put a premium on being trusted completely by our stakeholders, bringing into play a commitment to do best for all our stakeholders covering every single aspect of our operations. The result is that no initiative is too small or insignificant in winning stakeholder trust. This comprises, among other things, a conservative interpretation of accounting policies resulting in credible financials, proactive investment in clean manufacturing processes; delivering precisely what has been promised; a complete alignment with the laws of the land as well as audit and compliance focused.

Board of Directors

We believe that quality of our Board will influence the quality of our strategic decision making and the respect that our Company evokes. The result is that we have embarked on the process to transform our Board one individual at a time. Our Board members will bring a wealth of their understanding and experience to our business. These individuals will bring to our table a complement of values, bandwidth, business understanding and strategic direction. Of the 6 members on our Board of Directors, 3 are Independent.

Controlled growth

We grow our business to the extent our Balance Sheet can permit; this controlled approach (where a greater proportion of earnings are being reinvested) ensures our liquidity and profitability across market cycles. To expand aggressively implies that we may need to price below the market average that could disturb market stability or nurse large unutilized manufacturing capacity until a time that market growth catches up our installed base. We believe that steady growth is the safest and most sustainable response that does not compel us to disturb market pricing and seek lower realisations that could affect our brand and earnings potential. We will balance caution and aggression (strategic aggression and tactical conservatism). In line with this, we will focus on capital investments generating an attractively short-term payback while outsourcing the manufacture of products generated from capital-intensive investment. This will reflect in low gearing and the ability to largely fund our expansions through our earnings.

Doing things, the right way

We remain committed to do the right things (in addition to doing the right things for enhance efficiency). This combination enhances organizational predictability, taking shocks out of the system. This has been articulated through a commitment to value-addition, accounting for a larger customer wallet share, generating a large proportion of revenues from existing customers – a sustainable relationship-driven approach to value maximization. We seek to be recognized as a company with its 'heart in the right place.' We commit to uphold all ethical norms, ensuring that our actions reflect the highest conduct standards. This includes a strict adherence with gender equality, zero sexual harassment tolerance, no patience for unethical behavior, unbiased recruitment, respect for human dignity and compliance with environmental standards.

Purpose

We believe that success is derived from being the best at what we can do. We have chosen to specialize in fabric manufacture rather than generalize. This focus has empowered us to deepen our presence, enhance our brand, and evolve from just another player into one that can be completely trusted. The specialization has strengthened our brand in a progressively commoditizing world. This is of critical relevance in the capital-intensive textile sector (marked otherwise by a perception that scale is more important than scope). We believe that the most passionately run fabric manufacturing companies can deliver high efficiencies, reflected in enhanced asset utilization (or outsourcing), revenues, profitability, reinvestment and sustainability.

Stakeholder relevance

We prioritize the well-being of all stakeholders. Our customers enjoy efficient and cost-effective solutions; our employees must feel a sense of ownership and purpose; to our investors we promise superior returns; our community must benefit from our presence; our government must benefit through tax revenues and job creation; our vendors must grow their businesses by providing products and services to us. By this commitment, we exist not for ourselves but for our entire eco-system – every person associated with our company should benefit.

Knowledge-driven

We are a knowledge-driven organization. We have invested in digitalization with the forward-looking objective to accelerate processes, generate rich data (consumers, customers, consumption, markets etc.) resulting in an accurate understanding of ground realities and informed decision-making. This approach has helped mature the organization into one that is driven largely by technology-aided growth. We believe that, going ahead, our digital investments will strengthen our processes and fact-based decision-making.

Process-driven

We focus on the 'how' over the 'what'. We represent a balance of promoter engagement and professionalized management. We have created a meritocratic culture comprising professionals possessing competence and qualifications. This approach has been complemented by a framework of processes, audits, IT investment, checks and balances that has translated into systemic predictability and relatively de-risked scalability.

Frugality

We conduct ourselves with responsible frugality. We seek to peg any increase in fixed expenses that is either matched or lower than historical inflation. We seek to expand our revenues without sizable capital spending, debt or net worth infusion (through product outsourcing).

Moderating our leverage

We seek to remain under-borrowed with a lower interest intensity in the business that makes it possible to generate a larger value available for reinvestment, strengthening our virtuous cycle.

Our governance framework



Marketing at KEN

Our marketing
strategy is centred
around the 7 pillars

Product
development

01



Compliances
& sustainability
offerings for
international
customers

02



03

Customized
production



04



Experienced customer
service team to cater
seamlessly & with speed
to the needs of the
apparel exporters

05



Commitment
to Right
Quality
requirements



Commitment
to timely
deliveries

06

Transparent supply
chain traceability

07



Building on the above 7 value principles, we have become an invaluable part of the supply chains of most of our customers generating a high degree of repeat business.

HOW WE HAVE DEEPEINED OUR COMPETITIVE ADVANTAGE

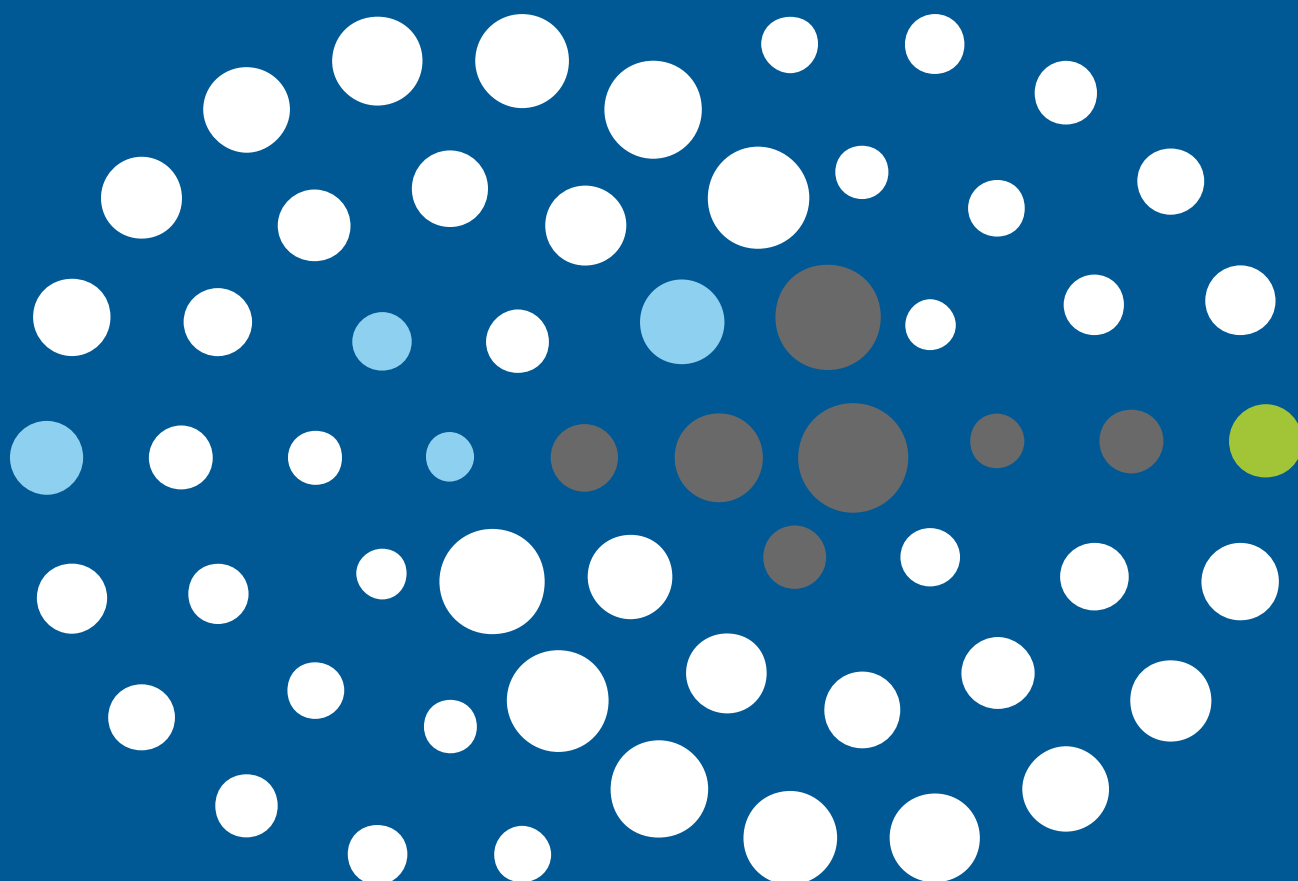
Business strategy

Focus on grey fabric
manufacture

Scale capacity in a
capital-light way

Generate a sizable
surplus across market
cycles

Reinvest surplus into
fabric processing



Enter into
deeper customer
relationships

Generate a larger
multi-year surplus

Scale grey fabric
outsourcing;
enhance fabric value-
addition

Achieve ₹1,000
Crore in turnover by
2029

Ken rides the enduring Ichalkaranji factor

Overview

Ken Enterprises is located in Ichalkaranji, one of the most attractive locations for the organized manufacture of textile fabric in South Asia.

Priorities

There is a growing need to be present in the right global manufacturing location

These locations possess an existing growth platform that enhances a company's competitive edge

These locations need to add attractive bps to the Company's profitability

Realities

Ken Enterprises is located in Ichalkaranji, one of the world's largest cotton fabrics manufacturing hubs outside China

The location is known for its sizable output; decentralized production model and the use of best-in-the-world weaving technology

The location enjoys a complete fabric production eco-system, economies of scale, value-addition, talent cum logistics, a comprehensive platform

What makes Ichalkaranji competitive

Modern infrastructure

100,000

Sale: Number of modern power looms (around 18,000+ shuttleless looms 2,000 automatic looms and 80,000 power looms)

World-class: Modern equipment capable of delivering world-class products, efficiencies and environment responsibility

Production volume

11

Million metres a day of cloth manufacturing capacity

Choice: Provides an extensive choice for buyers and outsourcers

Players: Ichalkaranji's textile industry operates predominantly through small and medium enterprises,

a resilient and flexible production environment.

Product diversification: The town produces a range of fabrics, including cotton poplin, denim, canvas, chiffon, and specialized fabrics like seersucker and herringbone, catering to both domestic and international markets.

Export footprint

30+

Countries where Ichalkaranji textiles are exported directly and indirectly in the form of garments

Mindset: Best in class manufacturing infrastructure, Global production standards, certifications and compliances

Integration: Fabrics from Ichalkaranji are

utilized by renowned international fashion brands, indicating its integration into global supply chains.

Adapted: Ichalkaranji has deepened its global absorption through investments in best in class air-jet looms leading to the manufacture of quality fabric with faster turnaround times

Talent

1,50,000

Number of weavers employed in Ichalkaranji
Talent: Ready availability of trained and experienced workers

Eco-system: Ichalkaranji is equipped with cutting-edge dyeing, printing, and finishing talent cum facilities, allowing for substantial local fabric processing, addressing stringent global standards.

Competencies: The town manufactures a diverse range of fabric – from basic cotton and dyed yarns to premium Dobby, Jacquard, and non-woven textiles.

The management's perspective



Ichalkaranji is one of the most attractive growth proxies of India's textile sector. The location possesses a resident competitive advantage in terms of resource proximity due to all spinners having a local presence, entrepreneurial and shopfloor talent, world-class equipment and presence across the textile value chain. The result is that the Company has helped moderate its break-even point by the virtue of its presence in this location.

The location provides extensive room to explore asset-lightness through responsible outsourcing. This provides a company like Ken Enterprises scalable growth possibilities without corresponding investments in gross block (equipment) – the basis of its long-term profitability.

During the last financial year, the Company emerged as the first company from Ichalkaranji to conclude an IPO and list on the stock exchanges. This access to organized capital flows provides the Company with growth ambition. This makes it an attractive organized sector proxy of one of the most competitive textile manufacturing hubs in Asia (excluding China).



KEN'S COMPETITIVE ADVANTAGE: ASSET-LIGHTNESS

Ken possesses a competitive scalable platform in a capital-intensive sector

Overview

Ken Enterprises is attractively located in a textile hub where a large number of manufacturers have invested in sizable best in class technology capacity, making it possible to outsource sizably and sustainably.

This product outsourcing approach has been secured by a complement of compliances, equipment efficiency, quality standards and delivery timeliness.

Priorities

Most textile players are debt-heavy

Excessive debt affects the growth momentum of most textile players

Growth is directly related to the Company's ability to invest in capex

Realities

Ken Enterprises has leveraged the extensive shuttleless loom availability in Ichalkaranji

The Company has outsourced extensive loom capacity, moderating capital expenditure

Around 15.44% of the Company's production was derived from responsible outsourcing

80.33

% of revenues generated from outsourced manufacture, FY24-25

95

% of outsourced purchases generated from within 25 km, FY24-25

Financial rationale

The investment-to-turnover ratio in textile fabric manufacturing is a critical metric that helps explain why asset-light sourcing models (like contract manufacturing or outsourcing) are becoming increasingly attractive in India.

In textile fabric manufacturing (especially for woven or knitted fabric units), the capital investment required for plant and machinery is relatively high compared to revenues (particularly in lower-margin operations like grey fabric production) – a Gross block: Turnover ratio of 1:2 or even lower ratio in traditional setups. For every ₹1 of capital invested, only ₹2 (or less) is generated as revenue annually.

Asset-light sourcing allows brands or processors to avoid high capital

expenditure on looms, machinery, and land. Capital is instead directed toward design, branding, marketing, and distribution, where returns are higher and faster. In this business model, the Investment: Turnover ratio is 1:8. For every ₹1 of capital invested, ₹8 (or more) is generated as revenue annually, transforming the dynamics of the business.

Flexibility and agility

Demand volatility and fashion cycles require quick scale-up or down, which rigid asset investments do not permit. Responsible sourcing from third-party manufacturers allows companies to stay nimble and reduce idle capacity risk.

Lower fixed costs

Owning manufacturing assets involves high fixed costs: maintenance,

workforce, depreciation, and compliance. Asset-light models enjoy low fixed variable costs, helping maintain margins during slowdowns.

Value-addition

Indian brands and exporters are increasingly focusing on product design, fabric processing, digital printing, and finishing – higher-margin activities – while outsourcing grey fabric production.

Vibrant ecosystem

India has a dense and reliable network of SME units in places like Ichalkaranji, Surat, Erode, Bhiwandi, and Tirupur, specializing in grey and semi-processed fabric. This ecosystem facilitates consistent quality, timely delivery, and cost-effective production without asset ownership.

The management's perspective



Ken Enterprises has positioned itself as a blend of insourced and outsourced production. This has liberated the Company from making sustained investments in equipment, land and infrastructure, transforming a conventional capital-intensive business approach into asset-lightness.

The Company has, on the other hand, invested its management bandwidth in widening its global footprint. In doing so, the Company has transformed what could have been a conventional manufacturing approach into a marketing-driven manufacturing organisation.

This has helped create a new generation textile company – nimble, customer-facing, asset light, higher customer stickiness and more profitable than the industry average.



KEN'S COMPETITIVE ADVANTAGE: PARTNER FOR CUSTOMERS

How we have positioned ourselves as an ideal fabric partner for apparel manufacturers

Dependable partner

| | | |
|---|---|---|
| Capacity Possessing adequate capacity – insourced and outsourced – to service existing and growing customer needs | Choice The capacity to provide a ‘supermarket’ of fabric choices – more than 1,000 – across treatments and finishes | Quantity The capacity to provide small-large-really-large volumes in a single dispatch |
| Quality The capacity to repeat quality consistency batch after batch | Certifications Possess a complement of global certifications (around 13) that enhance assurance | Experience Possess the experience of working in 12 prominent domestic and 4 important international supply chains |
| Traceability Provide a stepwise farm-to-fabric resource traceability matrix, enhancing buyer confidence | New products Invest in a team-driven capacity to develop new products that takes the customer’s business ahead | Service cycles Deepen the Company’s brand around product-plus (comprises the capacity to service around short response times) |
| Pre-established standards Bring to the customer an international way of doing things aligned with the needs of a modern world | Close to customer Provide manufacturers a ‘finished’ fabric solution that makes the product apparel ready | Service engine Validated service engine that services the needs of more than 43 international customers across 25 countries |

Our prominent apparel customers

ZARA (Inditex Group)

The global fast-fashion leader headquartered in Spain. One of KEN Enterprises' prominent international clients. We supply greige and finished fabrics to its vendors that meet its stringent demands of speed, consistency, and quality.

H&M Bangladesh

A sourcing hub for one of the world's most sustainability-focused fashion retailers. KEN collaborates for reliable fabric supply. It supports H&M's high-volume needs with textile precision and environmental compliance.

Arvind Limited

One of India's leading textile and branded apparel companies. Engages KEN for quality greige and value-added fabrics. KEN's advanced weaving capabilities and strict quality control make it a preferred partner.

TCNS Clothing Co. Ltd

The parent company behind women's fashion brands like W, Aurelia and Wishful. KEN provides fashion-forward, dyeable fabrics in small-to-medium batches.

Raymond Limited

Partners KEN for premium textile inputs. KEN's focus on uniform GSM, consistent weave patterns, and process efficiency supports Raymond's reputation for fabric excellence.

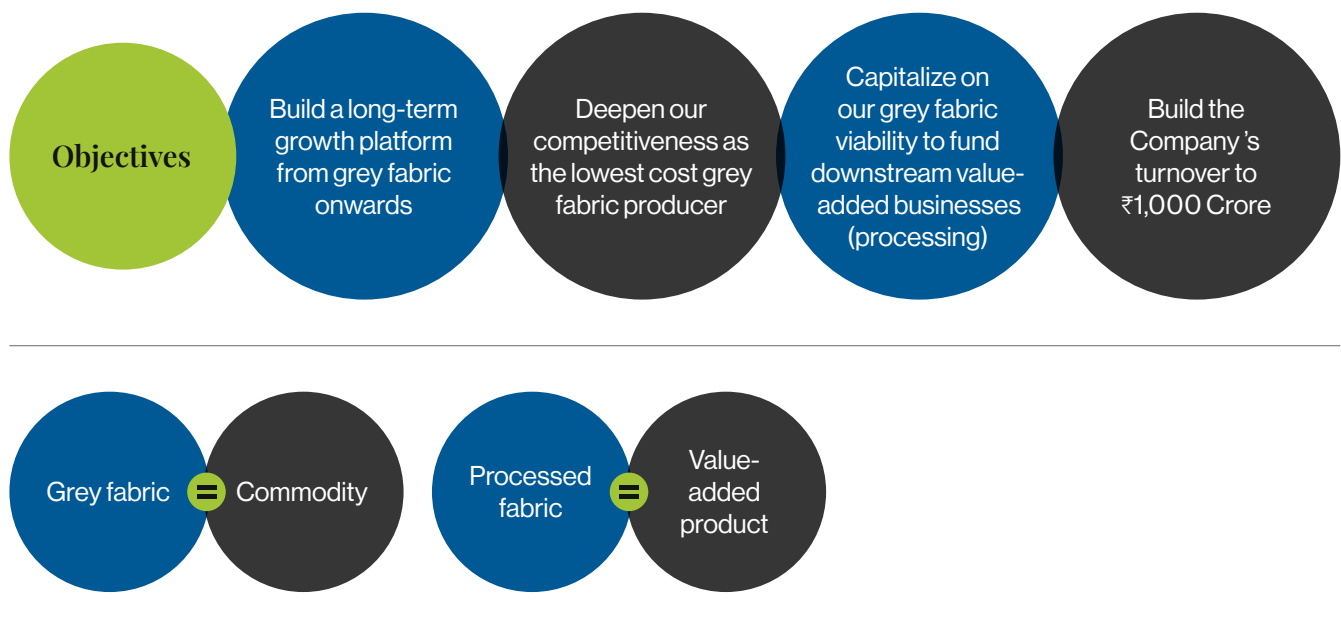
Shahi Exports Pvt. Ltd.

India's largest apparel manufacturer and exporter. Collaborates with KEN for high-volume, production-ready fabrics. KEN's scalable operations and timely logistics help Shahi maintain delivery schedules for major global clients.

KEN'S COMPETITIVE ADVANTAGE: ENHANCING FABRIC VALUE

We will progressively graduate from the manufacture of grey fabric to processed fabric

Ken Enterprises has built a robust base for building its business across the long-term



Product of convenience

Grey fabric is raw and unfinished. It represents a platform that can be transformed into high margin differentiated products

Value-addition

There is a vast room to process grey fabric into dyed, printed and finished form for apparel, home textiles, or industrial use with a corresponding 50 - 150% higher price than grey fabric.

Processing

Processing allows customization through dyeing, printing, and finishing. Producers can cater to

specific fashion trends, customer preferences, and branded needs - increasing brand stickiness and customer loyalty. It supports India's ambitions to serve the fast fashion and designer export markets.

Functional upgradation

Processing imparts technical functionalities: wrinkle resistance, anti-bacterial coating, water repellency, flame retardancy, UV protection. These features open the door to value-added segments like medical textiles, work wear and uniforms, outdoor and sports apparel as well as automotive and industrial fabrics.

Export competitiveness

Global buyers typically demand finished fabrics or garments, not grey fabric. Processed fabrics meet global compliance standards in terms of color fastness, shrinkage, and ecological impact. Countries like China, Bangladesh and Vietnam have built their global apparel success on the back of integrated processing ecosystems — India needs to do the same to compete effectively.

Ecosystem growth

Processing adds value not just economically but socially generates more jobs per tonne of textile

produced; supports allied industries like chemicals, packaging, machinery, and effluent treatment systems; promotes MSMEs that engage in fabric printing, dyeing, embroidery, or garment stitching.

Sustainability and branding leverage

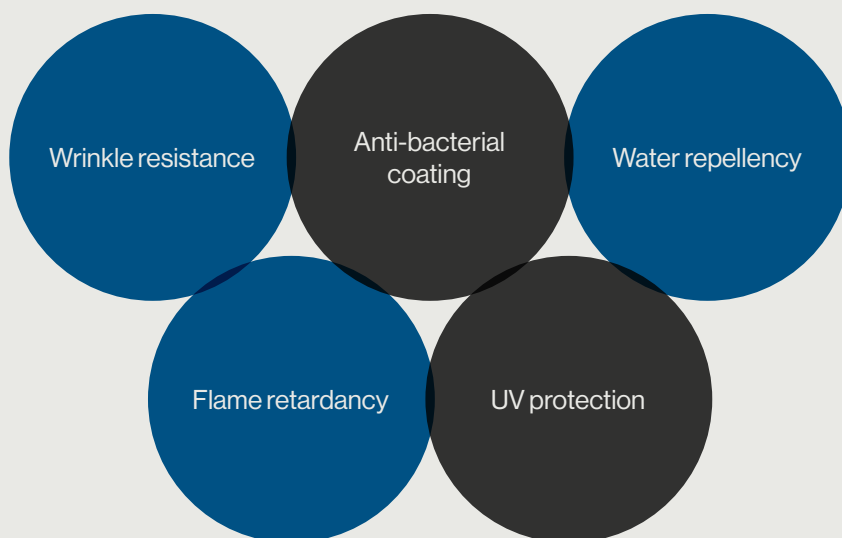
Modern processing (using low-water, non-toxic, energy-efficient methods) enables Indian producers to align with global sustainability expectations. It helps companies pursue eco-certifications (like ZDHC, GOTS and OEKO-TEX), gaining access to premium export markets. Value-

added processed textiles are essential for 'Brand India' to evolve from a raw material supplier to a quality-conscious, finished goods exporter.

Textile processing

For Indian textile producers, textile processing represents the gateway to margin expansion, market diversification, and long-term competitiveness – a pathway up the global textile value chain.

Grey fabric features



Grey fabrics application



KEN'S COMPETITIVE ADVANTAGE: ENHANCED SERVICE

The world needs nimble and responsive fabric manufacturers

Ken Enterprises has built its business model around service, speed and sensitivity

Overview

The one term that is transforming the world of textiles is 'speed of change'.

Cycles shortening: Fashion cycles are shortening the world over, and this shift is reshaping the entire apparel and textile ecosystem - from design to delivery. The traditional model of two fashion seasons a year (Spring/Summer and Autumn/Winter) has given way to micro-seasons, with some fast fashion brands launching new collections every week.

Fast fashion dominance: Brands like Zara, H&M, and Shein pioneered

rapid product drops based on trends, fueling consumer appetite for newness.

Social media & influencers: Platforms like Instagram, TikTok, and Pinterest have democratized trendsetting, accelerating how quickly a look becomes popular and how quickly it fades.

Consumer psychology: A growing emphasis on instant gratification, 'newness', and self-expression leads consumers to buy more frequently, with lower brand loyalty.

Technology in design and manufacturing: Digital design tools, 3D sampling, and AI-based trend forecasting compress development lead times, enabling faster rollouts.

Bottomline

Brands need suppliers who can design, produce, and deliver in weeks, not months. The need of the hour is to invest in agile manufacturing, not just scale. Shorter runs mean higher demand variability and smaller batch production.

How Ken Enterprises has responded

Near-shoring: Shorter lead times incentivize buyers to source closer to market or from suppliers who offer design-to-delivery services. The Company has invested in design teams, strong vendor relationships and quick-response logistics.

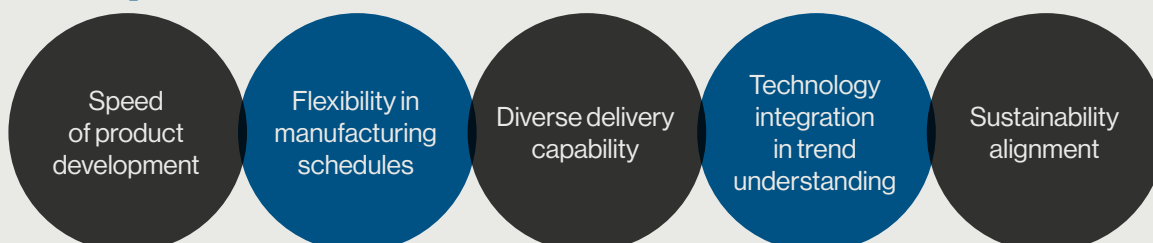
Varying volumes: The Company has specialized in the manufacture of large and small manufacturing batches, deepening its respect as a service-oriented player committed to quick product development turnarounds and quicker inventory replenishments.

Real-time design: The Company has invested in AI tools and real-time data to monitor trends and pivot

designs within days. The Company collaborates digitally and samples rapidly.

Small-batch, custom, and D2C brands: The Company has deepened its competence in shorter cycles and responsiveness, reducing the dominance of traditional players. The Company has compressed its design-to-delivery timeline while staying competitive.

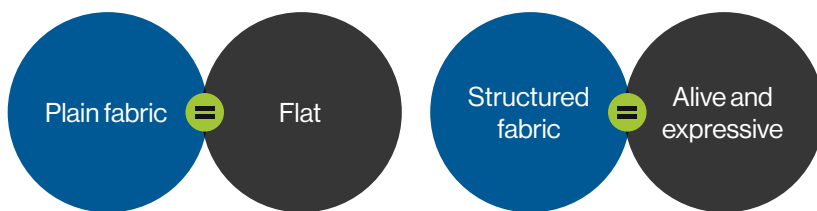
Ken's responsiveness



KEN'S COMPETITIVE ADVANTAGE: STRUCTURED FABRICS

Why we are moving towards structured cotton fabrics

Our approach is designed for value-addition and market relevance



Overview

There is an increasing global preference for structured cotton fabrics over plain cotton fabrics, driven by aesthetic and functional trends.

Structured cotton fabrics – including textures like dobby, 2-3-4 layered fabrics, twill, waffle, seersucker, slub, pique, and jacquard – offer more depth, character, and versatility. This trend is reshaping product design in fashion, home textiles, and lifestyle segments. It provides India with an edge over other competing countries.

Surface interest: Structured cotton has surface interest. It catches light differently, adds dimension, and gives garments a more luxurious and artisanal look. In an era of image-led consumption (Instagram, Pinterest, etc.), textural richness photographs better and looks more premium.

Strategic differentiation: As mass fashion saturates the market with basics, brands and designers are seeking standout fabrics that elevate even simple silhouettes. Structured weaves make simple designs appear

more thoughtful, helping garments look designer-grade without heavy embellishment.

Functional advantages: Some structured fabrics like twill or waffle offer better drape or structure with enhanced breathability, natural wrinkle resistance and greater opacity and coverage. These advantages enhance wearability, especially important in tropical and active wear markets.

Crossover between apparel and home décor: Structured cottons are being used in cushions, throws, table linens, curtains, etc., to offer a tactile luxury. The global trend of 'home as a style statement' has accelerated demand for textured, natural fabrics.

Artisanal and natural aesthetic: Consumers increasingly prefer a 'handmade' look – slightly imperfect, tactile, raw – and structured cotton evokes this aesthetic. Structured fabrics align well with organic, sustainable, and heritage-driven narratives, which are in global demand.

Versatility: Structured cotton is finding application across casual wear (e.g., shirts, summer jackets), occasion wear (e.g., textured sarees, kurta fabrics), child wear (soft slubs and dobby weaves), menswear tailoring alternatives to linen and women's elevated basics.

Brand storytelling: Structured fabrics offer storytelling value – brands use descriptions like 'loom-crafted,' 'heritage dobby,' or 'elevated cotton.' This helps position the garment at a higher price point, even when made from affordable cotton.

Premium: Retailers see structured cottons as a bridge between mass and premium, allowing for mid-market pricing with premium perception. This is considered perfect for D2C brands aiming to offer 'elevated essentials.'

Ken Enterprises' response

The Company invested in in-house product development equipment as well as team of designers.

It created a sampling library for brands to choose from.

It is working directly with brand design teams to co-create.

Big numbers at Ken Enterprises

22

Revenues from structured fabric as a % of overall fabric revenue, FY23-24

30

Revenues from structured fabric as a % of overall fabric revenue, FY24-25

Apparel sector recovery

16.19

USD Billion,
India's apparel exports,
FY22-23

14.53

USD Billion,
India's apparel exports,
FY23-24

15.98

USD Billion,
India's apparel exports,
FY24-25

KEN'S COMPETITIVE ADVANTAGE: ENVIRONMENT CONSCIOUSNESS

The world is gravitating to 'Green to Wear'

Ken Enterprises is in step with this irreversible movement

Overview

The Green to Wear movement in the global apparel sector is gaining ground due to a convergence of environmental urgency, consumer awareness, and industry accountability. It reflects a shift from fast fashion's high environmental cost toward more sustainable, traceable, and responsible production and consumption.

Environmental impact

The fashion industry contributes to 10% of global carbon emissions and is the second-largest consumer of water. Textile dyeing is responsible for 20% of global industrial water pollution. Waste from fast fashion contributes to 92 Million tonnes of clothing ending up in landfills annually.

Green to Wear responds directly through low-impact dyes, waterless finishing, organic and regenerative fibers as well as closed-loop production.

Conscious consumerism: A 2023 McKinsey indicated that 67% of global consumers consider sustainable materials an important purchasing factor. Labels like 'eco-friendly,' 'biodegradable,' and 'carbon neutral' influence purchase decisions.

Retailers under pressure: Global retailers and fashion conglomerates are facing pressure from ESG investors, regulations (EU Green Deal and German Supply Chain Act) and activist campaigns (Fashion Revolution and Clean Clothes Campaign). In turn, retailers demand that suppliers follow environmental traceability norms, such as Higg Index or ZDHC protocols.

Supply chain compliance: Brands now require Tier 1 and Tier 2 suppliers to address carbon footprint disclosures, use certified sustainable inputs and maintain chemical management standards. Those who do not are

losing business, especially from Europe and North America.

Eco-certifications: Certifications like Global Organic Textile Standard, OEKO-TEX®, Fair Trade Certified, Bluesign® and Better Cotton Initiative are becoming entry tickets into premium and conscious global supply chains.

Sustainable materials: New materials like Tencel™, Piñatex, Econyl, hemp, bamboo, banana fibre etc. are being embraced. Indian manufacturers are integrating recycled PET, zero-waste pattern cutting, and green chemistry in processing.

Social and labour justice: Green to Wear includes fair wages, safe working conditions, and transparent human rights practices. This is relevant for India and Bangladesh where global buyers insist on clean energy, ethical labour, and compliance.

Ken Enterprises' response



WHY KEN
ENTERPRISES
ADDRESSES AN
UNPRECEDENTED
SECTORIAL
OPPORTUNITY

The global apparel sector arbitrage opportunity

India

15.98

USD, apparel exports, FY24-25

180

USD, labour cost per month

(Source: PIB, Economic times)

China

159.14

USD Billion, apparel exports, 2024

4,192

USD, labour cost per month

(Source: Texleader.com, Early.app)

Bangladesh

38.482

USD Billion, apparel exports, 2024

113

USD, labour cost per month

(Source: BGEMA, Blog.dol.gov)

Vietnam

44

USD Billion, apparel exports, 2024

420

USD, labour cost per month

(Source: Vietnamlawmagazine, Time chamo.io)

Pakistan

19

USD Billion, apparel exports, 2024

296

USD, labour cost per month

(Source: Royaleuropetextile)

4 trends in the global textile fabric sector that are creating a larger market for Ken Enterprises



Changing user preferences

Consumers increasingly prefer eco-friendly fabrics, organic materials, and functional textiles that offer features like UV protection or moisture-wicking.

Our response: The Company is engaged in new products development in line with global trends and preferences



Expanding population

The Indian and global populations cum incomes are growing, widening the market for fabrics. This increase drives the demand for basic and value-added textile products (clothing, bedding, curtains, and upholstery).

Our response: The Company has been engaged in scaling its production volumes in line with the growing demand for grey fabric.

In the last decade, India's textile sector competitiveness has reached an inflection point

The realities represent the coming together of a large captive market, export headroom and affordable labour cost



Innovations in technology

Automation is improving efficiency and lowering production costs, helping companies meet rising global demand. Digital textile printing allows for high customization, precision, and faster production cycles.

Our response: The Company has invested in modern 20 looms; 35% of the Company's gross block investment was made in assets of less than 15 years old; 100% of the Company's looms are automated



Reshoring and localized production

The COVID-19 pandemic highlighted vulnerabilities in global supply chains, prompting a shift towards reshoring and localized production.

Our response: The Company has secured its resource supply chain (70% of its yarn and fabric outsourcing comes from within 50 kms of its manufacturing facility; 66.06% of the Company's sales were generated from customers of three years or more

Snapshot

- High tariffs and geopolitical uncertainties across the world
- Prominent global retailers are turning to India to avoid elevated tariffs on imports from China and Bangladesh
- Political unrest in some competing nations has enhanced orders for Indian manufacturers

Free trade agreements

India has signed 14 Free Trade Agreements (FTAs), including recent ones with UK, UAE and Australia. These agreements aim to reduce trade barriers and enhance market access for Indian textile products.

Scale and share

India holds about 4% of the global textiles and apparel export market, making it the sixth-largest exporter. This indicates a vast headroom for exports waiting to be explored. In FY23-24, textile exports stood at USD 35.94 Billion, with key markets including the U.S., EU, and UAE.

Robust raw material base

India boasts abundant natural resources like cotton, silk, wool, and jute, providing a strong foundation for textile manufacturing. India is the second-largest producer of cotton, accounting for approximately 23% of world cotton production. It also leads in jute production and ranks second

in man-made fibers like polyester and viscose.

Government policy support

The Indian government has launched several initiatives to bolster the textile sector. These comprise Make in India, PM MITRA Scheme, and Production Linked Incentive schemes.

Sustainability and ethical production

India is positioned to capitalize on a growing global demand for sustainable and ethically produced apparel. The country's focus on eco-friendly production methods, organic materials, and fair-trade practices aligns with international market preferences.

3 emerging success drivers in the global textile business: Traceability, compliances and certifications

Ken Enterprises has invested extensively in each, underlining its presence as a responsible corporate citizen

Consumer awareness

There is a growing demand for ethical and sustainable fashion, which necessitates supply chain transparency - from raw material sourcing to final product delivery. Brands that disclose their sourcing and labor practices earn deeper trust and loyalty.

With the increased usage of organic or recycled cotton in our production, responsible sourcing of raw-material has increasingly become routine and the supply chain has shifted towards the same. Further, with full social compliance on the labour practices, like full medical support, building their monthly saving, 100% banking for all the employees at all levels & other initiatives, Ken is one of the very few textile companies in the region to meet most of the stringent social compliance norms. With these practices in place, Ken has most of the compliance certifications needed by international buyers in US and EU creating trust. Additionally, Ken has created its own mechanism for providing customers a transparent supply chain traceability from farm to fabric.

Regulatory pressure

Laws such as the EU Deforestation Regulation and German Supply Chain Act require companies to ensure traceability in their supply chains and verify that no human rights or environmental laws are violated.

Brand reputation

Transparent supply chains act as a safeguard against potential scandals involving labor exploitation, environmental degradation, or counterfeit products.

ESG integration

Traceability plays a critical role in Environmental, Social, and Governance (ESG) reporting. It allows companies to gather accurate data on their carbon footprint, water usage, worker welfare, and governance policies across the value chain.

Carbon and water footprinting

Detailed traceability allows brands to track environmental metrics across each production stage. This enables lifecycle assessments and sustainability benchmarking.

Certification support

Traceable documentation supports compliance with third-party certifications such as GOTS (Global Organic Textile Standard), OEKO-TEX, and Fair Trade. These certifications serve as proof points for sustainability claims and are prerequisites for entering certain global markets.

Digital transformation

Technologies like block chain, RFID, and cloud-based platforms are revolutionizing traceability by enabling real-time tracking and immutable data recording. More initiatives in the area of digital transformation are underway, creating a portal for the customer to get a complete visibility of orders at various stages of operations.

Market access

Companies with established traceability systems are more likely to meet the compliance expectations of global buyers, including retailers and fashion houses. This facilitates entry into premium international markets and strengthens their global trade relationships. Due to the initiative, the Company has created relationships across most demanding markets like Italy, Portugal, South Korea and Japan.

Proof of compliance

Global brands and retailers demand compliance with stringent norms on safety, sustainability, social responsibility, and chemical usage. Certifications like OEKO-TEX®, GOTS, BCI, SA8000, WRAP, and ISO 14001 act as proof that a supplier meets globally accepted benchmarks, without which many buyers won't even engage.

Developed markets entry need

In the EU, USA, UK, and Japan, regulatory frameworks like REACH (Europe), CPSIA (USA), and Modern Slavery Acts require that imports come from audited certified producers. Without certifications, Indian companies are effectively locked out of these premium markets or are treated as low-tier suppliers.

Supply chain transparency

Global supply chains increasingly demand traceability from fiber to finished product. Certifications ensure traceability, ethical sourcing, and sustainable processes, which give global buyers confidence in long-term relationships. Brands now evaluate not just cost and lead time but also the ESG reputation of their suppliers.

Margins and brand positioning

Certified products command a premium coupled with long-term revenue visibility. Certification enables participation in global fashion and eco-conscious segments, where margins are substantially higher than commoditized fabric or garments.

Risk mitigation

Certifications reduce buyers' exposure to risks like labour violations, toxic dyes or chemicals, non-compliance fines and reputational damage. Indian suppliers with valid, reputed certifications are seen as low-risk partners, critical in today's ESG-driven global landscape.

Long-term success for Indian fabric manufacturers lies in entering large and credible apparel supply chains

Ken Enterprises is widening and deepening its business model to enhance relevance

Global trade opportunities

Following the India-UK Free Trade Agreement finalized in May 2025, the Company has engaged with leading UK retailers such as Tesco, Sainsbury's, and ASOS, initiating product development and sampling to secure nomination as a preferred supplier.

Market expansion

The Indian apparel market is projected to grow attractively driven by increasing consumer demand and a focus on sustainability. By focusing on the finished fabrics business for the domestic market and strengthening the team and opening a Mumbai office, Ken's focus is to serve the domestic brands and become their supply chain partners from design to delivery.

Integrated textile ecosystem

India has an established ecosystem from cotton and MMF yarn production to garmenting, giving it a cost and turnaround advantage. Availability of raw materials domestically lowers input costs and enhances reliability.

Ken is offering Poly, Rayon, Tencel and linen blended cotton fabrics based on market segments and price sensitivity of each segment.

Rising domestic and export demand

India's large and expanding middle class, fashion-conscious youth, and the rapid growth of e-commerce are driving a momentum in the domestic apparel market. On the export front, the country is gaining traction in value-added segments, particularly in technical apparel and sustainable fashion. By working closely with vendor partners to enhance capacity and diversify capabilities, while simultaneously strengthening the marketing and product development teams, the Company is positioned to deepen its market presence and penetration.

(Source: Times of India, Vogue Business, Uni Commerce)

The Indian
apparel market

120.36
USD Billion, 2025

171.60
USD Billion, 2034 (estimated @ 4% CAGR)

The global
apparel market

1.8
USD Trillion, 2024

2.5
USD Trillion, 2034 (estimated, assuming 3.3% CAGR)

Corporate Information

Board of Directors

Mr. Nikunj Hariprasad Bagdiya
Chairman & Managing Director

Mr. Sachin Mulay
Whole-time Director

Mrs. Bina Bagdiya
Non-Executive Non-Independent Director

Ms. Arshita Singh
Independent Director

Mrs. Rashmi Mitkary
Independent Director

Ms. Vinay Kumar Jhawar
Independent Director

Chief Financial Officer

Mr. Sachin Mulay

Company Secretary

Ms. Shailja Dubey

Auditors

Mittal Agarwal & Company
404, Madhu Industrial Park,
Mogra Cross Road, Near Apollo Chamber,
Andheri (E), Mumbai - 400 069

Secretarial Auditor

Aakruti Somani
53 Narsingh Bazaar Flat No. 102.
Indore - 452002, Madhya Pradesh

Cost Auditor: M/s.

Nilesh A. Chalke & Co.,
Cost and Management Accountants,
Kolhapur

Main Banker

Canara Bank
Ichalkaranji, Maharashtra

Registrar & Share Transfer Agents

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi- 110020

Registered Office

9/621, Industrial Estate,
Near Kalyan Kendra, Ichalkaranji - 416 115
Dist. Kolhapur, Maharashtra, India

Manufacturing Facilities

1. Plot No. 46 To 49, 61 To 64,
Sector-F Phase 1, Parvati Co Op Ind Estate,
Yadrav - 416 145
2. Plot No 91, 111 and 112 in Sector C,
Phase II, Parvati Co Op Ind Estate,
Yadrav - 416 145

Notice of 26th Annual General Meeting

Notice is hereby given that the 26th Annual General Meeting of the Members of Ken Enterprises Limited will be held on **Tuesday, September 30, 2025** at 1.30 PM at 9/621 Industrial Estate Near Kalyan Kendra, Ichalkaranji, Maharashtra – 416115 (Deemed Venue) through Video Conferencing/ Other Audio- Visual Means, to transact the following business:

ORDINARY BUSINESS:

Item No: 1

To receive, consider and adopt: **The Audited Standalone and Consolidated Financial Statements of the Company, for the year ended March 31, 2025 together with the Boards' Report and Auditors' Report thereon; and**

Item No: 2

To appoint a director in place of Ms. Bina Hariprasad Bagdiya (DIN: 00415083), Non- Independent Non-Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item No: 3

Approval for Related Party Transactions

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 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as specified in the explanatory statement, for the purpose as defined in the explanatory statement, on such terms and conditions as the Board of Directors (including its committees) may deem fit, up to a maximum aggregate value of defined in the explanatory statement, provided that the said contract(s)/

arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Item No: 4

To appoint Ms. Akruti Somani, Practicing Company Secretaries (Membership No.54612 and COP No. 20395) as Secretarial Auditors of the Company.

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, Ms. Aakruti Somani, a Practicing Company Secretary (Membership No.54612 and COP No. 20395), be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Item No. 5

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 85,000/- (Rupees Eighty Five thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board upon recommendation of the Audit Committee, to be paid to M/s. Nilesch A. Chalke & Co, Cost and Management Accountants, Kolhapur (Firm Registration No. 001113), as Cost Auditors of

the Company for conducting the cost audit for the financial year 2025-26, be and is hereby ratified, confirmed, and approved.”

By order of the Board of Directors
Ken Enterprises Limited

Nikunj Hariprasad Bagdiya

Managing Director & Chairman

Place: Ichalkaranji

Dated: 5th September 2025

DIN: 00415118

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is attached. The relevant details pursuant to regulations 26(4) and 36(3) of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and secretarial standard on general meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re- appointment at this annual general meeting are also annexed.
2. In compliance with the provisions of the Act, SEBI Listing Regulations and Secretarial Standards on General Meeting and MCA Circulars, the 26th Annual General Meeting of the Company is being held through VC/ OAVM on Tuesday, September 30, 2025, at 1:30 PM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at 9/621 Industrial Estate Near Kalyan Kendra, Ichalkaranji, Maharashtra - 416115, India.
3. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, ('MCA Circulars') has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to the M/s., the Registrar and Transfer Agent, by email through its registered email address to info@skylinerta.com or contact@apexfinancials.in.
6. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Skyline Financial Services Private Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by Skyline.
8. Notice of AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with Company, its Registrar and Transfer Agent or CDSL/ NSDL ("Depositories").
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://kenindia.in/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and the AGM Notice is also available on the website of Skyline (agency for providing the Remote e-Voting facility) i.e. www.skylinerta.com

10. For members who have not registered their email address and holding shares in physical mode, can get their email id registered in the system by writing to cs@kenindia.in along with scanned signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any officially valid document (OVD) (e.g.: Driving License, Election Identity Card, Passport, Aadhar) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
11. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA circular issued by MCA, Circular no. 02/2021 dated 13 January 2021 MCA Circular 02/2022 dated 5th May 2022, further latest circular no 10/2022 dated 28.12.2022 and September 25, 2023,
13. The members are requested to send all their communications to the Registrar & Share Transfer Agent M/s Skyline Financial Services Private Limited at D-153 A| 1st Floor | Okhla Industrial Area, Phase – I-New Delhi-110 020.
14. Brief resumes of Directors including those proposed to be appointed /re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annual Report and also enclosed with this notice.
15. The members are requested to intimate any change in their address with pin code, if any, immediately and quote folio number in all correspondence. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, permanent account number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, to their DPs in the case the shares are held in electronic mode and to the company registrar and transfer agents, in the case the shares are held by them in physical form.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 in duplicate, duly filled in, to the RTA at the address mentioned in the Notes. The prescribed form in this regard may also be obtained from the RTA at the address mentioned in the Notes. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Company or RTA
19. In terms of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above, members are advised to dematerialize shares held by them in physical form.
20. For any communication, the shareholders may also send requests to the Company's investor email id: cs@kenindia.in
21. The Board has appointed Ms. Aakruti Somani, ACS-54612, COP No: 20395, failing her Mr. Jayesh Choubisa, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
22. Pursuant to Section 91 of the Act, Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24 September, 2025 to Tuesday, 30th September, 2025 (both days inclusive).

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM).

Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at cs@kenindia.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com respectively.

The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, 27 September, 2025 at 09.00 am and ends on Monday, 29 September, 2025 at 05:00 pm** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Monday, 22 September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless

authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My Easi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| PAN | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>❖ Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p> |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>❖ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</p> |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **KEN ENTERPRISES LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ❖ The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - ❖ It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - ❖ Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@kenindia.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may **register themselves as a speaker by sending their request** in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, cs@kenindia.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN

(self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By order of the Board of Directors
Ken Enterprises Limited

Nikunj Hariprasad Bagdiya

Managing Director & Chairman

Place: Ichalkaranji

Dated: 5th September 2025

DIN: 00415118

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) IN RESPECT OF SPECIAL BUSINESS.

Item no. 3

To ensure stability of supplies in terms of quality and project related assignments, your Company proposes to enter into transaction(s) with following related parties. The description of the transaction and proposed value.

| Name(s) of the related party and nature of relationship | Nature of contracts / arrangements / transactions | Duration of the contracts / arrangements / transactions | Salient terms of the contracts or arrangements or transactions including the value, if any | Date of approval by the Board | Amount paid as advances, if any |
|--|---|--|--|-------------------------------|---------------------------------|
| Kuber Cotspin Private Limited (Subsidiary company) | Sale of goods or services | 18 months starting from 01 st October 2025 to 31 st March 2027) | 1500.00 Lakhs | 30 th May, 2025 | NA |
| Aaren Invotech (Enterprises over which Key Managerial Personnel (KMP) are able to exercise influential control) | Sale of goods or services | 18 months (starting from 01 st October 2025 to 31 st March 2027) | 2000.00Lakhs | 30 th May, 2025 | NA |
| Ken Global Design Private Limited (Enterprises over which Key Managerial Personnel (KMP) are able to exercise influential control) | Sale of goods or services | 18 months (starting from 01 st October 2025 to 31 st March 2027) | 1500.00Lakhs | 30 th May, 2025 | NA |
| Zest Lifestyle Private Limited (Enterprises over which Key Managerial Personnel (KMP) are able to exercise influential control) | Sale of goods or services | 18 months (starting from 01 st October 2025 to 31 st March 2027) | 5000.00Lakhs | 30 th May, 2025 | NA |

None of the Directors/Key Managerial Personnel or their relatives except their direct or indirect holding or directorship in the Company is concerned or interested financially or otherwise is in the said Resolution.

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

Item No: 4

To appoint Ms. Akruti Somani, Practicing Company Secretaries (Membership No.54612 and COP No. 20395) as Secretarial Auditors of the Company.

The Board at its meeting held on September 5, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Ms. Aakruti Somani, a Practicing Company Secretary, a peer reviewed firm (Membership No.54612 and COP No. 20395), as Secretarial Auditors of the Company for a

term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ms. Akruti Somani, a qualified Company Secretary, brings extensive experience in corporate governance, compliance, and secretarial audits. Her expertise in legal frameworks and attention to detail will ensure comprehensive and accurate

secretarial audits, enhancing the Company's regulatory adherence and governance standards.

Ms. Aakruti Somani has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Parikh & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/ CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024

The proposed fees in connection with the secretarial audit shall be Rs. 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Ms. Aakruti Somani.

In addition to the secretarial audit, Ms. Aakruti Somani shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

Item No. 5:

The Board of Directors, at its meeting held on September 5, 2025 upon the recommendation of the Audit Committee, approved the appointment of M/s. Nilesh A. Chalke &

Co, Cost and Management Accountants, Kolhapur (Firm Registration No. 001113), to conduct the audit of the cost records of the Company on a consolidated remuneration of Rs. 85,000/- (Rupees Eighty Five thousand only) (excluding all applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit) for the financial year ending March 31, 2026.

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor, is required to be ratified by the members of the Company. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 5 of this Notice.

By order of the Board of Directors
Ken Enterprises Limited

Nikunj Hariprasad Bagdiya

Managing Director & Chairman

Place: Ichalkaranji

Dated: 5th September 2025

DIN: 00415118

Annexure I

Details of Directors seeking appointment/re-appointment at this Annual General Meeting (Pursuant to Regulation 36(3) of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard 2.

| | |
|--|--|
| Name of Director | Bina Hariprasad Bagdiya |
| DIN | 00415083 |
| Date of Birth and Age | January 15, 1953 and 72 years |
| Nationality | Indian |
| Date of Appointment | September 14, 2024 |
| Date of first appointment on the Board | March 16, 2004 |
| Qualification | Law graduate from Mumbai university and has been on the Board of Directors of the company since its 2004. |
| Experience/Expertise in specific functional areas | She is a law graduate from Mumbai University. She has been a vital member of the Board of Directors at Ken Enterprises Limited since 2004, where she expertly overlook legal, human resource and administrative matters. |
| Terms and Conditions of Appointment | Appointed on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting or as mutually agreed between Board and Bina Hariprasad Bagdiya. |
| The justification for choosing the appointees for appointment as Independent Directors | NA |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Nikunj Hariprasad Bagdiya is the son of Bina Hariprasad Bagdiya |
| Directorship in other Companies | 1. Ken India Foundation 2. Kuber Cotspin Private Limited 3. Zest Lifestyle Private Limited |
| Membership of Committees including Chairmanship if any in other Public Limited Companies (includes only Audit & Stakeholders Relationship Committee) | NA |
| No. of shares held in the Company as on March 31, 2025 | 53,25,000 shares |
| Number of Board meetings attended during the year | 25 |

By order of the Board of Directors
Ken Enterprises Limited

Nikunj Hariprasad Bagdiya
Managing Director & Chairman
DIN: 00415118

Place: Ichalkaranji
Dated: 5th September 2025

Board Report 2024-25

To
The Members of
KEN ENTERPRISES LIMITED
(Formerly known as “Ken Enterprises Private Limited”)

Dear Members,

Your Director's have pleasure in presenting Annual Report of the Company, together with the audited Financial Statements for the financial year ended 31st March, 2025.

1. Financial Results:

The summarized financial highlights of the Company, for the year ended 31st March, 2025 are as follows:

(Figures in lakhs except EPS)

| Particulars | Standalone | | Consolidated | |
|--|------------------|------------------|------------------|------------------|
| | 2024-2025 | 2023-2024 | 2024-2025 | 2023-2024 |
| Revenue from business operations | 48,373.92 | 39,168.22 | 48,280.13 | 40,220.78 |
| Other Income | 1,090.84 | 684.35 | 1,123.66 | 691.94 |
| Total Income | 49,464.75 | 39,852.56 | 49,403.79 | 40,912.72 |
| Less: Expenses | 47,816.61 | 38,676.01 | 47,730.64 | 39,720.67 |
| Profit / (Loss) Before Tax | 1,648.15 | 1,176.56 | 1,673.15 | 1,192.05 |
| Less: - Tax Expenses (Current & Deferred) | 434.81 | 295.41 | 441.10 | 299.32 |
| Net Profit / (Loss) After Tax | 1213.34 | 881.15 | 1,232.05 | 892.73 |
| Basic and Diluted EPS | 6.33 | 4.80 | 6.42 | 4.68 |

2. State of Company's Affairs and Future Outlook:

On Standalone Basis

During the financial year, the Company has earned a total income of Rs. 49,464.75 lakhs as compared to previous year's income of Rs. 39,852.56 lakhs. The Company incurred a profit of Rs. 1213.34 lakhs as against profit of Rs. 881.15 lakhs in the previous year.

On Consolidated Basis

During the financial year, the Company has earned a total income of Rs. 49,403.79 lakhs as compared to previous year's income of Rs. 40,912.72 lakhs. The Company incurred a profit of Rs. 1,232.05 lakhs as against profit of Rs 892.73 lakhs in the previous year.

3. Transfer to Reserves:

On Standalone Basis

The Company has transferred Rs. 1,213.34 lakhs to the reserves and the closing balance of the Reserves and Surplus stands at Rs 8,610.92 lakhs including Securities Premium of Rs. 4,828.01 lakhs.

On Consolidated Basis

The Company has transferred Rs. 1,232.04 lakhs to the reserves and the closing balance of the Reserves and Surplus stands at Rs 8,703.27 lakhs including Securities Premium of Rs. 4,828.01 lakhs.

4. Change in nature of Business:

There was no Change in the nature of Business during the FY 2024-25.

5. Dividend:

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's future plans and expansion has decided that it would be prudent, not to recommend any Dividend for the year under review.

6. INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY:

- During the year under the review, the Company has 1(one) Subsidiary Company named Kuber Cotspin Private Limited.

- ii. During the financial year under review, there were no additions in the subsidiaries or Joint Venture.
- iii. There were no Companies which ceased to be Subsidiary/Associates/Joint Ventures of the Company.
- iv. In accordance with Section 129(3) of the Companies Act, 2013 read with Rule 6 of Companies (Accounts) Rules, 2014, we have prepared Consolidated Financial Statements of the Company, for its subsidiary which form part of the Annual Report.
- v. Further, a statement containing the salient features of the Financial Statements of the subsidiary the prescribed format AOC-1 as “Annexure I” is forming part of the Financial Statements. The statement also provides the details of performance, financial positions of each of its subsidiary

7. Transfer of Unclaimed Dividend to Investor Education and Protection Fund:

Since there was no unpaid/unclaimed Dividend on the books or any Unpaid Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply to your company.

8. Material changes and commitments, if any, affecting the financial position of the company occurred between the end of the financial year to which this financial statement relates and the date of the report:

There have been no material changes and commitments, affecting the financial position of the Company, which has occurred between the end of the financial year for the Company i.e., March 31, 2025, and the date of this Board Report except as stated below:

i. Conversion from Private Limited to Public Limited:

Considering the expansion plans and IPO of the Company, the Board, at its meeting held on May 30, 2024 approved to convert your Company from Private Limited Company to Public Limited Company. Thereafter, your Company has been converted into a Public Limited Company pursuant to a resolution passed by the Shareholders of the Company at the Extra Ordinary General Meeting held on June 1, 2024 and a fresh certificate of incorporation consequent upon conversion from a Private Limited Company to a Public Limited Company was issued by the Registrar of Companies (ROC) on August 5, 2024 in the name of “KEN ENTERPRISES LIMITED”.

ii. Initial Public Offering (“IPO”) and Listing on SME Platform (NSE Emerge)- National Stock Exchange of India Limited (“NSE”)

In order to unlock further potential and unleash greater value creation for all stakeholders, your Company came up with IPO of its equity shares. The equity shares of your Company got listed on Stock Exchanges with effect from February 12, 2025.

The IPO, comprising of Fresh Issue and Offer for Sale (“OFS”) by selling shareholders, was open for subscription from February 5, 2025 to February 7, 2025. The IPO was made pursuant to Regulation 229 (2) of SEBI (ICDR) Regulations. The IPO comprised of 88,99,200 equity shares for cash at a price of Rs. 94/- per equity share (including a security premium of Rs. 84/- per equity share) aggregating to Rs. 8,365.25 Lakhs comprising a Fresh Issue of up to 61,99,200 equity shares aggregating to Rs. 5,827.25 Lakhs by your Company and an Offer for Sale of up to 27,00,000 equity shares aggregating to Rs. 2,538 Lakhs by the Selling Shareholders.

Your Company completed its IPO successfully with participation of several leading domestic and global institutional investors as well as NRIs, HNIs and retail investors. Your Board is gratified and humbled by the faith shown in the Company by investors. Your Board also places on record its appreciation for the support provided by various authorities, Lead Managers, Stock Exchange, Depositories, Counsels, Consultants, Auditors and employees of the Company for making the IPO of the Company a grand success

Your Company received listing and trading approval from NSE on February 11, 2025.

9. Public Deposits:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

10. Extract of Annual Return:

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company for the financial year ended March 31, 2025 can be accessed at <https://kenindia.in>.

11. Changes in Share Capital

The authorized share capital of the company is Rs. 26,00,00,000/- divided into 2,60,00,000 equity share of Rs. 10 each. During the year Company has not made any changes in its Authorized Share Capital.

The paid-up Equity Share Capital as on 31st March, 2025 was Rs. 24,56,54,800 /- divided into 2,45,65,480 Equity Shares of Rs.10/- each and the shares of the Company got subsequently listed on SME Platform of National Stock Exchange Limited ("NSE EMERGE")

During the year under review, the company has undertaken following transactions:

- ❖ The Company has been issued and allotted 1,57,79,480 Equity Shares of Rs. 10 each through Bonus Issue dated May 29, 2024.
- ❖ Further, the Company has been issued, subscribed and allotted to the public as a Fresh Issue of up to 61,99,200 equity shares equity shares for cash at a price of Rs. 94/- per equity share (including a security premium of Rs. 84/- per equity share).

12. Directors and Key Managerial Personnel (KMP):

A) Changes in Directors & KMP during the financial year 2024-25:

There were following changes in the Directors or Key Managerial Personnel of the Company during the financial year 2024-25.

(₹ in Lakhs)

| Sr. No | DIN/PAN | Name of Director | Designation | Nature of Change | Date of Appointment/ Change in designation/Cessation (with effect from) |
|--------|----------|-------------------------------------|--|-----------------------|---|
| 1. | 00415113 | Mr. Krishnakumar Hariprasad Bagdiya | Director | Cessation | September 13, 2024 |
| 2. | 03532349 | Mr. Sachin Janardan Mulay | Whole time Director | Appointment | September 14, 2024 |
| 3. | 03532349 | Mr. Sachin Janardan Mulay | Chief Financial Officer | Appointment | September 13, 2024 |
| 4. | 00415118 | Mr. Nikunj Hariprasad Bagdiya | Managing Director and Chairman | Change in Designation | September 14, 2024 |
| 5. | 00415083 | Ms. Bina Hariprasad Bagdiya | Non-Executive Non-Independent Director | Change in Designation | September 14, 2024 |
| 6. | 10440686 | Mr. Arshita Singh | Non-Executive Independent Director | Appointment | September 14, 2024 |
| 7. | 08960192 | Mr. Rashmi Sagar Mitkary | Non-Executive Independent Director | Appointment | September 14, 2024 |
| 8. | 10743608 | Mr. Vinaykumar Ramgopal Jhawar | Non-Executive Independent Director | Appointment | September 14, 2024 |
| 9. | - | Mr. Shailja Dubey | Company Secretary and Compliance Officer | Appointment | September 13, 2024 |

B) Director retires by rotation:

In accordance with the provisions of Sub-Section (6) of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Bina Hariprasad Bagdiya is liable to retire by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Your directors recommend re-appointment of Ms. Bina Hariprasad Bagdiya as a Non Executive Director of the Company, liable to retire by rotation.

C) Current structure of Directors and Key Managerial Personnel:

The composition of Board of Directors and Key Managerial Personnel (KMP) of the Company as on March 31, 2025 were as follows:

(₹ in Lakhs)

| Name | Designation |
|--------------------------------|---|
| Mr. Nikunj Hariprasad Bagdiya | Chairman and Managing Director |
| Mr. Sachin Janardan Mulay | Whole Time Director and Chief Financial Officer |
| Ms. Bina Hariprasad Bagdiya | Non Independent Non - Executive Director |
| Ms. Arshita Singh | Independent Non-Executive Director |
| Ms. Rashmi Sagar Mitkary | Independent Non-Executive Director |
| Mr. Vinaykumar Ramgopal Jhawar | Independent Non-Executive Director |
| Mr. Shailja Dubey | Company Secretary & Compliance Officer |

13. Meetings of the Board

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. The Agenda of the Meeting is circulated at least a week prior to the date of the meeting. The Board met Twenty-Five [25] times in financial year 2024-2025 on following dates and the maximum interval between any two meetings did not exceed 120 days

(₹ in Lakhs)

| Sr.No | Board Meeting Dates |
|-------|----------------------------------|
| 1. | 17 th June, 2024 |
| 2. | 18 th May, 2024 |
| 3. | 29 th May, 2024 |
| 4. | 27 th May, 2024 |
| 5. | 31 st May, 2024 |
| 6. | 13 th August, 2024 |
| 7. | 10 th August, 2024 |
| 8. | 19 th August, 2024 |
| 9. | 31 st August, 2024 |
| 10. | 5 th September, 2024 |
| 11. | 13 th September, 2024 |
| 12. | 16 th September, 2024 |
| 13. | 25 th September, 2024 |
| 14. | 26 th September, 2024 |
| 15. | 28 th September, 2024 |
| 16. | 14 th November, 2024 |
| 17. | 16 th January, 2025 |
| 18. | 22 th January, 2025 |
| 19. | 24 th January, 2025 |
| 20. | 29 th January, 2025 |
| 21. | 03 rd February, 2025 |
| 22. | 10 th February, 2025 |
| 23. | 27 th February, 2025 |
| 24. | 11 th March, 2025 |
| 25. | 31 st March, 2025 |

The details of attendance of the Director at the meetings are held during the year under review is stated herewith.

| Sr. No | Board Meeting Dates | Mr. Nikunj Hariprasad Bagdiya (Chairman & MD) | Mr. Sachin Janardan Mulay (WTD & CFO) | Mr. Bina Hariprasad Bagdiya (NED) | Ms. Arshita Singh (NED- ID) | Ms. Rashmi Sagar Mulkary (NED-ID) | Mr. Vinaykumar Ramgopal (NED-ID) | Mr. Krishnakumar Hariprasad Bagdiya (Director) |
|--------|----------------------------------|--|--|--------------------------------------|--------------------------------|--------------------------------------|-------------------------------------|---|
| 1) | 17 th June, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 2) | 18 th May, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 3) | 29 th May, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 4) | 27 th May, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 5) | 31 st May, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 6) | 13 th August, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 7) | 10 th August, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 8) | 19 th August, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 9) | 31 st August, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 10) | 5 th September, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 11) | 13 th September, 2024 | Present | NA | Present | NA | NA | NA | Absent |
| 12) | 16 th September, 2024 | Present | Present | Present | Present | Present | Present | NA |
| 13) | 25 th September, 2024 | Present | Present | Present | Present | Present | Present | NA |
| 14) | 26 th September, 2024 | Present | Present | Present | Absent | Absent | Present | NA |
| 15) | 28 th September, 2024 | Present | Present | Present | Present | Present | Present | NA |
| 16) | 14 th November, 2024 | Present | Present | Present | Absent | Absent | Present | NA |
| 17) | 16 th January, 2025 | Present | Present | Present | Present | Absent | Absent | NA |
| 18) | 22 nd January, 2025 | Present | Present | Present | Absent | Present | Absent | NA |
| 19) | 24 th January, 2025 | Present | Present | Present | Absent | Absent | Present | NA |
| 20) | 29 th January, 2025 | Present | Present | Present | Present | Absent | Absent | NA |
| 21) | 03 rd February, 2025 | Present | Present | Present | Absent | Present | Present | NA |
| 22) | 10 th February, 2025 | Present | Present | Present | Present | Present | Present | NA |
| 23) | 27 th February, 2025 | Present | Present | Present | Absent | Present | Present | NA |
| 24) | 11 th March, 2025 | Present | Present | Present | Absent | Present | Present | NA |
| 25) | 31 st March, 2025 | Present | Present | Present | Present | Present | Present | NA |

14. Board Committee.

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and require closer review. The Board Committees are formed with the approval of the Board, and they function under their respective Charters. These Committees play an important role in the overall management of the day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform the duties entrusted to them by the Board. The minutes of the Committee meetings are presented to the Board for review.

Your Company has in place, all the Committee(s) as mandated under the provisions of the Act and Listing Regulations. Currently, there are four Committees of the Board, namely:

- ❖ Audit Committee
- ❖ Nomination and Remuneration Committee
- ❖ Stakeholder Relationship Committee

❖ Corporate Social Responsibility Committee

The Company has four committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee which has been established as a part of the better Corporate Governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes.

I. Audit Committee:

The Board at its meeting held on 16th September, 2024, constituted the Audit Committee ("AC"). The composition of the Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013.

During the financial year 2024-25, the Committee met 6 (Six) times on 16th September, 2024, 26th September, 2024, 14th November, 2024, 29th January, 2025, 3rd February, 2025, 31st March, 2025 and the maximum interval between any two meetings did not exceed 120 days.

The composition of Audit Committee as on 31st March, 2025:

| Sr. No | Name of Member | Designation in Board | Designation |
|--------|--------------------------------|------------------------------------|-------------------|
| 1. | Mr. Vinaykumar Ramgopal Jhawar | Non-Executive Independent Director | Chairman & Member |
| 2. | Ms. Rashmi Sagar Mitkary | Non-Executive Independent Director | Member |
| 3. | Mr. Nikunj Hariprasad Bagdiya | Managing Director and Chairman | Member |

The attendance of the members at the Meeting of Audit Committees held during the FY 2024-25:

| Sr. No | Dates of Committee Meeting | Vinaykumar Ramgopal Jhawar (Chairman) | Rashmi Sagar Mitkary (Member) | Nikunj Hariprasad Bagdiya (Member) |
|--------|----------------------------------|---------------------------------------|-------------------------------|------------------------------------|
| 1. | 16 th September, 2024 | Present | Present | Present |
| 2. | 26 th September, 2024 | Present | Present | Present |
| 3. | 14 th November, 2024 | Present | Present | Present |
| 4. | 29 th January, 2025 | Present | Present | Present |
| 5. | 03 rd February, 2025 | Present | Present | Present |
| 6. | 31 st March, 2025 | Present | Present | Present |

The Company Secretary shall act as the secretary to the Audit Committee.

II. Nomination & Remuneration Committee:

The Board at its meeting held on 16th September, 2024, constituted the Nomination & Remuneration Committee ("NRC"). The Committee is constituted in line with the requirements mandated by the Act.

During the financial year 2024-25, the Committee met 1 (One) on 16th September, 2024.

The Nomination and Remuneration Committee comprises of the following as on 31st March, 2025:

| Sr. No | Name of Member | Designation in Board | Designation |
|--------|--------------------------------|-------------------------------------|-------------------|
| 1 | Ms. Arshita Singh | Non- Executive Independent Director | Chairman & Member |
| 2 | Mr. Vinaykumar Ramgopal Jhavar | Non- Executive Independent Director | Member |
| 3 | Ms. Bina Hariprasad Bagdiya | Non-Executive Director | Member |

The attendance of the members at the Meeting of Audit Committees held during the FY 2024-25:

| Sr. No | Dates of Committee Meeting | Ms. Arshita Singh (Chairman & Member) | Mr. Vinaykumar Ramgopal Jhavar (Member) | Ms. Bina Hariprasad Bagdiya (Member) |
|--------|----------------------------------|---------------------------------------|---|--------------------------------------|
| 1. | 16 th September, 2024 | Present | Present | Present |

III. Stakeholder Relationship Committee

The Board at its meeting held on 16th September, 2024, constituted the Audit Committee (“AC”). SRC of the Company was constituted by the Board in compliance with the provisions of Section 178 of the Companies Act, 2013, to look into the redressal of shareholders’/ investors’ complaints, such as transfer of securities, non-receipt of dividend, notice, annual reports and all other securities holder related matters

During the financial year 2024-25, the Committee met Twice on 16th September 2024 and 31st March, 2025.

The composition and attendance of the members of the SRC for the financial year 2024-25 is as follows:

| Name of Member | Designation in Board | Position in Committee | No. of Meeting attended |
|---------------------------|------------------------------------|-----------------------|-------------------------|
| Ms. Rashmi Sagar Mitkary | Non-Executive Independent Director | Chairman & Member | 2 |
| Ms. Arshita Singh | Non-Executive Independent Director | Member | 2 |
| Mr. Sachin Janardan Mulay | Whole Time Director & CFO | Member | 2 |

IV. Corporate Social Responsibility Committee:

The Board at its meeting held on 16th September, 2024, constituted the Corporate Social Responsibility Committee (“CSR”) under the provisions of section 135 of the Companies Act, 2013. During the year under review, the company has spent the amount as Corporate Social Responsibility as per Section 135 of Companies Act, 2013.

During the financial year 2024-25, the Committee met 3 (Three) times on 16th September, 2024, 18th November, 2024 and 27th March, 2025.

The composition and attendance of the members of the CSR Committee for the financial year 2024-25 is stated as follows: -

| Name of Member | Designation in Board | Position in Committee | No. of Meeting attended |
|--------------------------------|--------------------------------------|-----------------------|-------------------------|
| Mr. Nikunj Hariprasad Bagdiya | Managing Director & Chairman | Chairman and Member | 3 |
| Ms. Arshita Singh | Non- Executive Independent Director. | Member | 3 |
| Mr. Vinaykumar Ramgopal Jhavar | Non- Executive Independent Director. | Member | 3 |

15. Declaration of Independent Director:

- i. The Company has received necessary declarations from all the Independent Directors on the Board of the Company confirming that they meet the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013 and the Rules made there under and Regulation 16(1)(b) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.
- ii. Further, the Independent Directors have also submitted a declaration in compliance with the provision of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, which mandated the inclusion of an Independent Director's name in the data bank of persons offering to become Independent Directors, of Indian Institute of Corporate Affairs ("IICA") for a period of one year or five years or life time till they continue to hold the office of an Independent Director and also completed the online proficiency test, conducted by Indian Institute of Corporate Affairs, wherever applicable.
- iii. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirmed that the Independent Directors fulfill the conditions of independence specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, as amended and are independent from the management of the Company.
- iv. In the opinion of the Board, all the Independent Director are persons possessing attributes of integrity, expertise and experience (including proficiency) as required under the applicable laws, rules and regulations.
- v. The terms and conditions of the said appointment are hosted on website of the Company <https://kenindia.in/>

16. Annual Performance Evaluation:

- i. Pursuant to the provisions of the Companies Act, 2013, a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being

evaluated. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria. The Board has carried out an evaluation of its own performance, the directors individually as well as (including chairman) the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company.

- ii. The Board has devised questionnaire to evaluate the performances of each of Executive, Non-Executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:
 - a. Attendance at the Board Meetings and Committee Meetings;
 - b. Quality of contribution to Board deliberations;
 - c. Strategic perspectives or inputs regarding future growth of Company and its performance;
 - d. Providing perspectives and feedback going beyond information provided by the management.

17. Separate Meetings of Independent Directors:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies, Act, 2013, a separate meeting of the Independent Directors of the Company was held to review the performance of Non-Independent Directors, the Board as whole, including the Chairman of the Company and to discuss the matters related to the quality, quantity and timeliness of flow of information between the Company management and the Board.

18. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a performance evaluation of the individual Directors as well as evaluation of the Board as a whole and its committees has been carried out.

Further, in terms of Para VII of Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company to evaluate the performance of:

- ❖ The Chairman of the Company and performance of Non- Independent Directors and the Board as a whole.

- ❖ Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Further, the Nomination and Remuneration Committee also evaluated the performance of the Board of Directors of the Company.

The following metrics were considered for evaluation:

- a) Generic parameters
- b) Roles and responsibilities to be fulfilled
- c) Participation in Board Processes
- d) Governance
- e) Strategy
- f) Effective Communication
- g) Stakeholder focus
- h) Risk Awareness
- i) The results of evaluation of performance of the Board, it's Committees and of individual Directors was found to be satisfactory.

19. Details of policy developed and implemented by the company on Corporate Social Responsibility initiatives:

Pursuant to the provisions of Section 135 of the Act and the Rules made there under, the Company had duly constituted the Corporate Social Responsibility Committee (CSR Committee) in the Company. As part of its initiatives under CSR, the Company has identified various projects. These projects are in accordance with Schedule VII to the Act.

The details as per the provisions are annexed herewith as "Annexure-II".

20. Directors' Responsibility Statement:

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

- a) In the preparation of annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b) They have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profits of the Company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in

accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that these systems are adequate and operating effectively.

21. Nomination and Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel, including criteria for determining qualifications, positive attributes and Independence of Directors. The said policy is available on the Company's Website

Website Link: <https://kenindia.in/>

22. Vigil Mechanism/Whistle Blower Policy:

In accordance with Section 177 of the Companies Act, 2013, the Company has adopted a Vigil mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

The Company had established a mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our Code of Conduct and Ethics. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases.

We affirm that during the financial year 2024-25, no employee or director was denied access to the Audit Committee.

The Vigil mechanism / Whistle Blower Policy is available on the website of the Company at <https://kenindia.in/>

23. Risk Management Policy:

The Company has laid down a well-defined Risk Management Policy to identify the risk, analyse and to undertake risk mitigation actions. The Board of Directors regularly undertakes the detailed exercise for identification and steps to control them through a well-defined procedure. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through properly defined framework.

24. Significant and Material Orders passed by the Regulators or Courts

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

25. Statutory Auditors

M/s. Mittal Agarwal & Company, Chartered Accountants, Mumbai (Firm Registration No. 131025W), is the Statutory Auditors of the Company. The Statutory Auditor has been appointed at the Annual General Meeting held for FY 2023 - 24 for 5 consecutive years starting from financial year 2023-24 to 2027-28.

The Board of Directors recommends their continuation on the basis of satisfactory performance by them during the year under review.

26. Auditors' Report

The Auditors' Report to the members on the Accounts of the Company for the financial year ended 31st March, 2025 does not contain any qualification and is self-explanatory.

27. Reporting of Fraud by Auditors:

There is no qualification, reservation, adverse remark or disclaimer given by the Auditor in their Report.

28. Internal Auditor:

The report of Internal Auditor issued and the same has been reviewed.

29. Secretarial Audit:

The Board had appointed CS Aakruti Somani, Practicing Company Secretaries (Membership No.54612 and COP No. 20395) as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2025. As per the provisions of Section 204 of the Act read Rules framed there under. The Secretarial Audit Report in Form MR-3 is given as Annexure III and forms part of this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

30. Cost Auditor:

Pursuant to the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records in respect of its manufacturing activities, and such records are duly maintained.

For the financial year 2024-25, M/s. Nilesh A. Chalke & Co, Cost and Management Accountants, Kolhapur (Firm Registration No. 001113), carried out the audit of the cost records maintained by the Company for applicable businesses. The Company has received a certificate

from the said firm confirming their eligibility under Section 141 read with Section 148(3) of the Act and Rule 6(5) of the Companies (Cost Records and Audit) Rules, 2014, for appointment as Cost Auditors.

Based on the recommendation of the Audit Committee, the Board of Directors has re-appointed M/s. Nilesh A. Chalke & Co, Cost and Management Accountants, Kolhapur (Firm Registration No. 001113), as the Cost Auditors of the Company for the financial year 2025-26. The remuneration payable to the Cost Auditors is subject to ratification by the Members at the ensuing Annual General Meeting ("AGM"), as required under Section 148(3) of the Act. Accordingly, a resolution seeking Members' ratification for the remuneration payable to the Cost Auditors is included in Item No. 5 of the Notice convening the AGM. The details of the Cost Auditors and cost audit conducted by them for financial year 2024-25 are furnished below:

31. Disclosure on maintenance of cost records

The Cost records are maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods by the Company.

32. Particulars of Loans, Guarantees or Investments

There are no loans granted, guarantees given and investments made by the Company under Section 186 of the Companies Act, 2013 read with rules framed thereunder except as stated under Note 5, 6 and 16 to the financial statement.

33. Particulars of Loans availed from directors or their relatives

As required under Rule 2(c)(viii) of Companies (Acceptance of deposits) Rules, 2014, there are no loans availed by the Company during the year from its directors and their relatives.

34. Details of difference between amount of the Valuation done at the time of One Time Settlement and the Valuation done while taking loan from the banks or financial institutions along with the reasons thereof

As Company has not done any one-time settlement during the year under review hence no disclosure is required.

35. Related Party Transaction

In line with the requirements of the Act and SEBI Listing Regulations, the Company has formulated a Policy on of Related Party Transactions which is also available on the Company's website at <https://kenindia.in/The> Policy intends to ensure that proper reporting,

approval and disclosure processes are in place for all transactions between the Company and its Related Parties. All related party transactions are placed before the Audit Committee for review and approval.

Pursuant to the provisions of the Act and SEBI Listing Regulations with respect to omnibus approval, prior omnibus approval is obtained for related party transactions on a yearly basis for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm's length. Transactions entered into pursuant to omnibus approval are verified by the Finance Department and a statement giving details of all related party transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

All transactions entered with related parties for the year under review were in ordinary course of business and at arm's length basis except the Material related party transactions, i.e. transactions exceeding 10% of the annual turnover as per the last audited financial statement, were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC-2, annexed as **Annexure-IV**. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large. All related party transactions are mentioned in the notes to the accounts. The Directors draw attention of the members to Note No. 38 to the standalone financial statements which sets out related party disclosure.

Pursuant to the provisions of Regulation 34(3) and 53(f) read with clause 2 of Part A of Schedule V of the SEBI Listing Regulations is not applicable and During the year under review, no person(s) or entity(ies) belonging to the promoter/promoter group which held 10% or more share in the paid-up equity share capital of the Company.

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

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo for the year under review are as follows:

A. Conservation of Energy

- Steps taken or impact on conservation of energy – The Operations of the Company are not energy intensive. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.

- Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- The capital investment on energy conservation equipment – Nil

B. Technology Absorption

- The efforts made towards technology absorption – the minimum technology required for the business has been absorbed.
- The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable
- The expenditure incurred on Research and Development – Not Applicable

C. Foreign exchange earnings and Outgo:

(₹ in Lakhs)

| Particulars | Current Year | Previous Year |
|------------------------------------|--------------|---------------|
| Foreign Exchange Earnings | 2,52.69 | 1,43.47 |
| Foreign Exchange Outgo (CIF Basis) | 1,44.91 | 108.97 |

37. Management Discussion & Analysis Reports:

A detailed report on Management Discussion and Analysis (MDA) Report is included in this Report as **Annexure V**

38. Business Responsibility Report:

As per the provisions of Regulation 34 (2) of the SEBI Listing Regulations, as amended, the Annual Report of the top 1000 listed entities based on market capitalization shall include a Business Responsibility Report ("BRR"), thus the Business Responsibility Report is not applicable to us.

39. Corporate Governance:

In accordance with regulation 15(2) of SEBI LODR, 2015, the requirement of compliance with respect to specified Corporate Governance provisions are not applicable to the Company, as the Company has been listed on the SME exchange at NSE Emerge with effect from February 12, 2025.

40. Corporate Governance:

In accordance with regulation 15(2) of SEBI LODR, 2015, the requirement of compliance with respect to specified Corporate Governance provisions are not applicable to the Company, as the Company has been listed on the SME exchange at NSE Emerge with effect from February 12, 2025.

41. Details in respect of Adequacy of Internal Financial Controls with reference to Financial Statements:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. Based on the report of Internal Audit function, corrective action are undertaken in the respective areas and thereby strengthening the internal controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

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

42. COMPLIANCE WITH SECRETARIAL STANDARDS

The Institute of Company Secretaries of India had revised the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) with effect from October 1, 2017. The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

43 ORDER OF COURT:

No orders are passed by the regulators or courts or Tribunals impacting the going concern status of your company's operation in future.

44. INSIDER TRADING:

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The Code is applicable to promoters, member of promoter group, all Directors and such designated employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations. The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website, <https://kenindia.in/>

45. Affirmations and Disclosures:

- a. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three financial years: There are no instances of non-compliances by the Company necessitating imposition of penalties, strictures on the Company by SEBI or any statutory authority, on any matter related to capital markets.

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

(Rs. in Lakhs)

| Particulars | Object of the issue | Utilized till 31.03.2025 | Pending utilization* |
|---|---------------------|--------------------------|----------------------|
| Unidentified Acquisitions in India and abroad | 625.00 | - | 625.00 |
| Purchase of New Machinery | 453.30 | - | 453.30 |
| Capital Expenditure for renovation of both manufacturing facilities | 376.54 | - | 376.54 |
| To meet working capital requirements | 2,500.00 | 2,500.00 | - |
| General Corporate Expenses | 1,347.89 | 1,347.89 | - |
| Issue Expenses | 524.52 | 524.52 | - |
| Total | 5,827.25 | 4,372.41 | 1,454.84 |

- c. Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year: Not Applicable.

46. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy. Also, the Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- No. of Complaints received: Nil
- No. of Complaints disposed off: Nil
- Pending beyond 90 days
- Disposed-off during FY 2024-25
- Pending as on March 31, 2025

47. COMPLIANCE UNDER THE MATERNITY BENEFIT ACT, 1961

The Company affirms that it has duly complied with the provisions of the Maternity Benefit Act, 1961 during the financial year. All eligible employees, if any, were provided maternity benefits as prescribed under the Maternity Benefit Act, 1961, and the Company continues to ensure a supportive work environment for women employees during and after maternity.

48. Statement pursuant to section 197(12) of the companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 is provided in this Report as Annexure VI which forms part of this Report.

49. Company's policy relating to Director's appointment, payment of remuneration and discharge of their duties:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel, including criteria for determining qualifications, positive attributes and Independence of Directors. The said policy is available on the Company's Website

[https://kenindia.in/pdf/Policies/7.%20NRC%20POLICY\(Remuneration-Policy-for-Directors\).pdf](https://kenindia.in/pdf/Policies/7.%20NRC%20POLICY(Remuneration-Policy-for-Directors).pdf)

50. Details of application/any proceeding pending under the Insolvency and Bankruptcy Code, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

51. Acknowledgement:

The Directors place on record their fathomless appreciation to employees at all levels for their hard work, dedication and commitment, which is vital in achieving the over-all growth of the Company. The Board places on record its appreciation for the support and co-operation the Company has been receiving from its suppliers, distributors, business partners and others associated with it as its trading partners. The Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's endeavor to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests. The Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

For and on behalf of the Board of Directors
Ken Enterprises Limited

Nikunj Hariprasad Bagdiya
Managing Director And Chairman
DIN: 00415118

Sachin Janardan Mulay
Whole Time Director And CFO
DIN: 03532349

Place: Ichalkaranji
Dated: September 5, 2025

Annexure I

Form AOC-1

Statement Pursuant to first proviso to sub-Section (3) of Section 129 of the Companies Act, 2013,
read with rule 5 of Companies (Accounts) Rules, 2014 relating subsidiary Company.

Statement containing salient features of the financial statement of subsidiaries/associate companies/ joint ventures

Part A Subsidiaries

(Information in respect of each subsidiary to be presented with Rs. In Lakhs)

| Sr. No. | Particulars | Details |
|---------|---|-------------------------------|
| 1. | Name of the subsidiary | Kuber Cotspin Private Limited |
| 2. | The date since when subsidiary was acquired | 20.03.2017 |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | NA |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | NA |
| 5. | Share capital/ Partners Contribution | 1,00,000 |
| 6. | Reserves & Surplus/ Partners Current Account | 92,40,066 |
| 7. | Total assets | 9,32,41,216 |
| 8. | Total Liabilities (Excluding Equity and Reserves and surplus) | 8,39,01,149 |
| 9. | Investments | NIL |
| 10. | Turnover | 8,34,11,981 |
| 11. | Profit before taxation | 24,99,930 |
| 12. | Provision for taxation | 6,29,232 |
| 13. | Profit after taxation | 18,70,698 |
| 14. | Proposed Dividend | NIL |
| 15. | Extent of shareholding (in percentage) | 99.99 |

*The subsidiary is identified as per Accounting Standards

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations. NA
- Names of subsidiaries which have been liquidated or sold during the year. NA

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Part “B”: Associates and Joint Ventures

| Name of associates/Joint Ventures | |
|---|----------------|
| 1. Latest audited Balance Sheet Date | Not Applicable |
| 2. Date on which the Associate or Joint Venture was associated or acquired | |
| 3. Shares of Associate/Joint Ventures held by the company on the year end | |
| No. | |
| Amount of Investment in Associates/Joint Venture | |
| Extend of Holding (in percentage) | |
| 4. Description of how there is significant influence | |
| 5. Reason why the associate/joint venture is not consolidated | |
| 6. Net worth attributable to shareholding as per latest audited Balance Sheet | |
| 7. Profit/Loss for the year | |
| i. Considered in Consolidation | |
| ii. Not Considered in Consolidation | |

1. Names of associates or joint ventures which are yet to commence operations. NIL

2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors

Ken Enterprises Limited

Nikunj Hariprasad Bagdiya

Managing Director And Chairman

DIN: 00415118

Sachin Janardan Mulay

Whole Time Director And CFO

DIN: 03532349

Place: Ichalkaranji

Dated: September 5, 2025

Annexure II

Annual Report on Corporate Social Responsibility (CSR) Activities

Brief outline on CSR Policy of the Company:

Ken Enterprises Limited strongly believes that the foundation of its business is deeply rooted in the principles of inclusive growth and social relevance. The Company remains steadfast in its commitment to empowering the common man by supporting their financial aspirations and needs. As a responsible corporate citizen, we recognize the importance of aligning our business objectives with the broader goals of sustainable development and social well-being.

In pursuit of this vision, the Company continues to strengthen its efforts in developing a sustainable and scalable business model that not only fuels future growth but also delivers meaningful impact to society at large.

In line with the regulatory framework and our long-term commitment to social responsibility, the Company has adopted a formal Corporate Social Responsibility (CSR) Policy. This policy serves as a guiding document that outlines our approach, focus areas, and implementation strategy for CSR initiatives. The CSR Policy has been duly recommended by the Corporate Social Responsibility Committee and approved by the Board of Directors, reinforcing our dedication to driving positive change in the communities we serve.

1. Composition of CSR Committee:

| Sr. No | Name of Member | Designation in Board | Designation |
|--------|----------------------------|------------------------------------|-------------------|
| 1 | Nikunj Hariprasad Bagdiya | Managing Director and Chairman | Chairman & Member |
| 2 | Arshita Singh | Non-Executive Independent Director | Member |
| 3 | Vinaykumar Ramgopal Jhawar | Non-Executive Independent Director | Member |

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company : <https://kenindia.in/>
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable
- Average net profit of the company as per section 135(5)- Rs. 6,73,81,399.07/-
 - Two percent of average net profit of the company as per section 135(5): Rs. 13,47,627.98/-
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil.
 - Amount required to be set off for the financial year, if any: Nil
 - Total CSR obligation for the financial year (7a+7b- 7c): Rs. 13,47,627.98/-
- (a) CSR amount spent or unspent for the financial year:

| Total Amount Spent for the Financial Year (in Rs.) | Amount Unspent (in Rs.) | | | | |
|--|---|-------------------|---|---------|-------------------|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount. | Date of transfer. | Name of the Fund | Amount. | Date of transfer. |
| Rs. 13,61,000/- | Nil | - | - | Nil | - |

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

| 1 | 2 | 3 | 4 | 5 | | 6 | 7 | 8 | 9 |
|--------------------|---|---|---------------------|-------------------------|----------|---------------------------------------|---|--|-------------|
| Sr. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project | | Amount Spent for the Project (in Rs.) | Mode of Implementation Direct (Yes or No) | Amount Spent direct Or\through implementing agency | |
| | | | | State | District | | | Name | CSR |
| 1. | Education Intervention work for Tribal children | Yes | No | Madhya Pradesh | Balaghat | 1,11,000/- | Yes | Earth Focus Foundation | CSR00035393 |
| 2. | Animal Welfare | Yes | No | Maharashtra | Thane | 12, 50,000/- | Yes | RKM Foundation | CSR00089305 |
| Total Amount Spent | | | | | | | | | 13,61,000/- |

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs13,61,000/-

(g) Excess amount for set off, if any

| Sr. No. | Particular | Amount |
|---------|---|-------------------|
| (i) | Two percent of average net profit of the company as per section 135(5) | Rs.13,47,627.98/- |
| (ii) | Total amount spent for the Financial Year | Rs.13,61,000/- |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | Rs. 13,375.02/- |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)] | Rs. 13,375.02/- |

7. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

(a) Date of creation or acquisition of the capital asset(s): None

(b) Amount of CSR spent for creation or acquisition of capital asset: NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

For and on behalf of the Board of Directors

Ken Enterprises Limited

Nikunj Hariprasad Bagdiya

Managing Director And Chairman

DIN: 00415118

Sachin Janardan Mulay

Whole Time Director And CFO

DIN: 03532349

Place: Ichalkaranji

Dated: September 5, 2025

Annexure III

Form No. MR-3

Secretarial Audit Report For The Financial Year Ended March 31, 2025

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

To,
The Members of
KEN ENTERPRISES LIMITED
(Formerly known as “Ken Enterprises Private Limited”)
CIN: L17299PN1998PLC012572
9/621 Industrial Estate Near Kalyan Kendra,
Ichalkaranji, Maharashtra - 416115, India

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ken Enterprises Limited, (Formerly known as “Ken Enterprises Private Limited”) having CIN: L17299PN1998PLC012572 (hereinafter referred 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 our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed Public Company hereunder and that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. 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*;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): - viz
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time,
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014*;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008*;
 - 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;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009*;
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018*;

*Not applicable to the Company during the Audit period
6. Other applicable Acts (to the extent the below-mentioned Acts are applicable)
 - ❖ The Factories Act, 1948
 - ❖ The Textiles Committee Act, 1963

- ❖ Textile Development and Regulation Order, 2001
- ❖ Amended Technology Up-Gradation Fund Scheme (ATUFS)
- ❖ Export Promotion Capital Goods Scheme (EPCG Scheme)
- ❖ National Textile Policy, 2000
- ❖ Production-Linked Incentive Scheme in Textiles Products
- ❖ Legal Metrology Act, 2009
- ❖ Bureau of Indian Standards Act, 2016
- ❖ Bureau of Indian Standards Rules, 2018
- ❖ The Micro, Small and Medium Enterprises Development Act, 2006
- ❖ Shops and Establishments laws (State-specific)
- ❖ Stamp Act (State-specific)
- ❖ Professions, Trade, Callings and Employments Act (State-specific)
- ❖ The Environment Protection Act, 1986
- ❖ Environment (Protection) Rules, 1986
- ❖ National Environmental Policy, 2006
- ❖ The Water (Prevention and Control of Pollution) Act, 1974
- ❖ The Air (Prevention and Control of Pollution) Act, 1981
- ❖ Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- ❖ Income Tax Act, 1961
- ❖ Goods and Services Tax Act, 2017
- ❖ Contract Labour (Regulation and Abolition) Act, 1970
- ❖ Employees' Compensation Act, 1923
- ❖ Employees' State Insurance Act, 1948
- ❖ Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- ❖ Payment of Gratuity Act, 1972
- ❖ Maternity Benefit Act, 1961
- ❖ The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- ❖ Child Labour (Prohibition and Regulation) Act, 1986
- ❖ The Code on Wages, 2019
- ❖ Occupational Safety, Health and Working Conditions Code, 2020

- ❖ Industrial Relations Code, 2020
- ❖ Code on Social Security, 2020
- ❖ Trade Marks Act, 1999
- ❖ Foreign Trade (Development and Regulation) Act, 1992
- ❖ Foreign Exchange Management Act, 1999 & Rules
- ❖ Foreign Direct Investment (FDI Policy 2020, RBI Master Directions)
- ❖ Negotiable Instruments Act, 1881
- ❖ Consumer Protection Act, 2019
- ❖ Transfer of Property Act, 1882
- ❖ Information Technology Act, 2000
- ❖ Companies Act, 2013
- ❖ The Sale of Goods Act, 1930
- ❖ The Registration Act, 1908
- ❖ The Indian Contract Act, 1872
- ❖ The Specific Relief Act, 1963
- ❖ Competition Act, 2002
- ❖ Electricity Act, 2003

We have relied on the representations made by the Company, its officers and reports of Internal Auditors for systems and mechanism framed by the Company for compliances under other acts, Laws and regulations applicable to the Company as mentioned above.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreement entered into by the Company with NSE Limited.

We further report that the Board of Directors of the Company has 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.

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, or at shorter Consent for calling Board Meeting whenever it is required and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried out unanimously and there were no dissenting members during the year under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines.

We further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that, as informed, the Company has responded appropriately to notices/queries received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary. We further report that, during the audit period the Company has carried the following transactions/actions bearing on the company affairs in pursuance of applicable acts, rules and regulations etc.

A. Significant Events during the year:

1. Conversion into Public Limited Company

- ❖ The Company was converted from a Private Limited Company to a Public Limited Company pursuant to the approval of the Board at its meeting held on May 30, 2024, and the resolution passed by the shareholders at the Extra-Ordinary General Meeting held on June 1, 2024.
- ❖ A fresh Certificate of Incorporation consequent upon conversion was issued by the Registrar of Companies on August 5, 2024, and the name of the Company was changed to “KEN ENTERPRISES LIMITED.”

2. Initial Public Offering (IPO) and Listing on NSE Emerge

- ❖ The Company made its Initial Public Offering (IPO) comprising 88,99,200 equity shares at a price of ₹94 per equity share (including a premium of ₹84 per equity share), aggregating to ₹8,365.25 lakhs.
 - » Fresh Issue: 61,99,200 equity shares aggregating to ₹5,827.25 lakhs.
 - » Offer for Sale (OFS): 27,00,000 equity shares aggregating to ₹2,538 lakhs by the selling shareholders.
- ❖ The IPO was open for subscription from February 5, 2025 to February 7, 2025, pursuant to Regulation 229(2) of SEBI (ICDR) Regulations.
- ❖ The equity shares of the Company were listed and admitted for trading on the SME Platform of the National Stock Exchange of

India Limited (NSE Emerge) with effect from February 12, 2025, following receipt of listing and trading approval from NSE on February 11, 2025.

B. The Company has carried out any Special Business items through General Meeting held during FY 2024-25:

- i. At the Extra Ordinary General Meeting of the Company held on July 1, 2024, the members approved the following:
 - ❖ Approval of Issuance of Bonus Shares
- ii. At the Extra Ordinary General Meeting of the Company held on July 1, 2024, the members approved the following:
 - ❖ Conversion of Private Limited Company into Public Limited Company:
 - ❖ Altering Memorandum of Private Company by Converting into Public Company:
 - ❖ Altering Object Clause of the Memorandum of Association:
 - ❖ Approval for Adoption of New Set of Articles of Association with New Name:
- iii. At the Extra Ordinary General Meeting of the Company held on September 18, 2024, the members approved the following:
 - ❖ Approval The Issue of Equity Shares to by Way of Initial Public Offering)
- iv. At the Annual General Meeting of the Company held on November 14, 2024, the members approved the following:
 - ❖ Change in designation of Mr. Nikunj Hariprasad Bagdiya (DIN: 004151187) as Managing Director & Chairman of the Company
 - ❖ Change in designation of Mrs. Bina Hariprasad Bagdiya (DIN: 00415083) as Non-Executive Non-Independent Director of the Company
 - ❖ Appointment of Mr. Sachin Janardan Mulay (DIN: 03532349) as Whole-Time Director (WTD) and Chief Financial Officer
 - ❖ Appointment of Ms. Arshita Singh (DIN: 10440686) as Independent Non-Executive Director
 - ❖ Appointment of Ms. Rashmi Sagar Mitkary (DIN: 08960192) as Independent Non-Executive Director

- ❖ Appointment of Mr. Vinaykumar Ramgopal Jhavar (DIN: 10743608) as Independent Non-Executive Director
- ❖ Increase in Borrowing Limits of the Company up to ₹500 Crores or aggregate of paid-up capital and free reserves, whichever is higher
- ❖ Creation of Charge on Movable and Immovable Properties of the Company, both present and future, in respect of borrowings
- ❖ Approval for giving Loan / Guarantee / Security under Section 185 of the Companies Act, 2013
- ❖ Approval for Increase in Limits for Making Investments, Loans, Guarantees

and Securities under Section 186 of the Companies Act, 2013

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Sd/-

CS Aakruti Somani

Practicing company Secretary

M. No: ACS-54612, COP No: 20395

Peer Review No. 2083/2022

UDIN: A054612G001176150

Place: Ichalkaranji

Date: September 5, 2025

Annexure-A of MR-3-Secretarial Audit Report For The Financial Year Ended March 31, 2025

To,
The Members of
KEN ENTERPRISES LIMITED
(Formerly known as “Ken Enterprises Private Limited”)
CIN: LI7299PN1998PLC012572
9/621 Industrial Estate Near Kalyan Kendra,
Ichalkaranji, Maharashtra - 416115, India

The report is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we have followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

CS Aakruti Somani

Practicing company Secretary

M. No: ACS-54612, COP No: 20395

Peer Review No. 2083/2022

UDIN: A054612G001176150

Place: Ichalkaranji

Date: September 5, 2025

Annexure IV

AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

There were no contracts or arrangements or transactions entered during the year ended March 31, 2025, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

No material contracts or arrangements or transactions were entered by the Company with any Related Party, during the period under review.

For and on behalf of the Board of Directors
Ken Enterprises Limited

Nikunj Hariprasad Bagdiya
Managing Director And Chairman
DIN: 00415118

Sachin Janardan Mulay
Whole Time Director And CFO
DIN: 03532349

Place: Ichalkaranji
Dated: September 5, 2025

Annexure V

Management Discussion and Analysis

Global Economy Review

Overview:

Global economic growth declined marginally from 3.3% in 2023 to an estimated 3.2% in 2024. This was marked by a slowdown in global manufacturing, particularly in Europe and parts of Asia coupled with supply chain disruption and weak consumer sentiment. In contrast, the services sector performed more creditably.

The growth in advanced economies remained steady at 1.7% from 2023 to 2024 as the emerging cum developing economies witnessed a growth decline at 4.2% in 2024 (4.4% in 2023).

On the positive side, global inflation was expected to decline from 6.1% in 2023 to 4.5% in 2024 (projected at 3.5% and 3.2% in 2025 and 2026 respectively). This decline was attributed to the declining impact of erstwhile economic shocks, and labour supply improvements. The monetary policies announced by governments the world over helped keep inflation in check as well.

The end of the calendar year was marked by the return of Donald Trump as the new US President. The new US government threatened to impose tariffs on countries exporting to the US unless those countries lowered tariffs for the US to export to their countries. This enhanced global trade and markets uncertainty and emerged as the largest singular uncertainty in 2025.

| Regional growth (%) | 2024 | 2023 |
|-----------------------------------|------|------|
| World output | 3.2 | 3.3 |
| Advanced economies | 1.7 | 1.7 |
| Emerging and developing economies | 4.2 | 4.4 |

(Source: IMF, KPMG, Press Information Bureau, BBC, India Today)

Performance of the major economies, 2024

United States:

Reported GDP growth of 2.8% in 2024 compared to 2.9% in 2023.

China:

GDP growth was 5.0% in 2024 compared to 5.2% in 2023.

United Kingdom:

GDP growth was 0.8% in 2024 compared to 0.4% in 2023.

Japan:

GDP growth was 0.1% in 2024 compared with 1.9% in 2023.

Germany:

GDP contracted by 0.2% in 2024 compared to a 0.3% decline in 2023.

(Source: CNBC, China Briefing, [ons.gov.uk](https://www.ons.gov.uk), Trading Economics, Reuters)

Outlook: The global economy has entered a period of uncertainty following the imposition of tariffs of products imported into the USA and some countries announcing reciprocal tariffs on US exports to their countries. This is likely to stagger global economic growth, the full outcome of which cannot be currently estimated. This risk is supplemented by risks related to conflicts, geopolitical tensions, trade restrictions and climate risks. In view of this, World Bank projected global economic growth at 2.7 per cent for 2025 and 2026, factoring the various economic uncertainties.

(Source: IMF, United Nations)

Indian Economy Review

Overview

The Indian economy grew at 6.5% in FY 2024-25, compared to a revised 9.2% in FY 2023-24. This represented a four-year low due to a moderate slowdown within the Indian economy (marked by slower manufacturing growth and a decline in net investments). Despite the slowdown, India retained its position as the world's fifth-largest economy.

India's nominal GDP (at current prices) was ₹330.68 trillion in FY 2024-25 (₹301.23 trillion in FY 2023-24). The nominal GDP per capita increased from ₹2,15,936 in FY 2023-24 to ₹2,35,108 in FY 2024-25, reflecting the impact of an economic expansion.

The Indian rupee weakened 2.12% against the US dollar in FY 2024-25, closing at ₹85.47 on the last trading day of FY25. In March 2025, the rupee recorded the highest monthly appreciation since November 2018, rising 2.39% (arising out a weakening US dollar).

Inflationary pressures eased, with CPI inflation averaging 4.63% in FY 2024-25, driven by moderating food inflation and stable global commodity prices. Retail inflation at 4.6% in FY 2024-25, was the lowest since the pandemic, catalysing savings creation.

India's foreign exchange reserves stood at a high of \$676 billion as of April 4, 2025. This was the fourth consecutive year when rating upgrades outpaced downgrades on account of strong domestic growth, rural consumption, increased infrastructure investments and low corporate leverage (annualized rating upgrade rate 14.5% exceeded the decade-long average of 11%; downgrade rate was 5.3%, lower than the 10-year average of 6.5%).

Gross foreign direct investment (FDI) into India rose 13.6% to \$81 billion during the last financial year, the fastest pace of expansion since 2019-20. The increase in the year was despite a contraction during the fourth quarter of 2024-25 when inflows on a gross basis declined 6% to \$17.9 billion due to the uncertainty caused by Donald Trump's election

and his assertions around getting investments back into the US.

Growth of the Indian economy

| | FY22 | FY23 | FY24 | FY25 |
|---------------------|------|------|------|------|
| Real GDP growth (%) | 8.7 | 7.2 | 9.2 | 6.5 |

(Source: MoSPI, Financial Express)

Growth of the Indian economy quarter by quarter, FY 2024-25

| | Q1 FY25 | Q2 FY25 | Q3 FY25 | Q4 FY25 |
|---------------------|---------|---------|---------|---------|
| Real GDP growth (%) | 6.5 | 5.6 | 6.2 | 7.4 |

(Source: The Hindu, National Statistics Office)

The banking sector continued its improvement, with gross non-performing assets (NPA) for scheduled commercial banks (SCBs) declining to 2.6% as of September 2024, down from 2.7% in March 2024. The capital-to-risk-weighted assets ratio for SCBs stood at 16.7% as of September 2024, reflecting a strong capital position.

India's exports of goods and services reached \$824.9 billion in FY 2024-25, up from \$778 billion in the previous fiscal year. The Red Sea crisis impacted shipping costs, affecting price-sensitive exports. Merchandise exports grew 6% YoY, reaching \$374.1 billion.

India's net GST collections increased 8.6%, totalling ₹19.56 lakh crore in FY 2024-25. Gross GST collections in FY 2024-25 stood at ₹22.08 lakh crore, a 9.4% increase YoY.

On the supply side, real gross value added (GVA) was estimated to expand 6.4% in FY 2024-25. The industrial sector grew by 6.5%, supported by growth in construction activities, electricity, gas, water supply and other utility services.

India's services sector grew at 8.9% in FY25 (9.0% in FY24), driven by public administration, defence and other services (expanded at 8.8% as in the previous year). In the infrastructure and utilities sector, electricity, gas, water supply and other utility services grew a projected 6.0% in FY25, compared to 8.6% in FY24. Meanwhile, the construction sector expanded at 9.4% in FY25, slowing from 10.4% in the previous year.

Manufacturing activity was subdued in FY25, with growth at 4.5%, which was lower than 12.3% in FY24. Moreover, due to lower public spending in the early part of the year, government final consumption expenditure (GFCE) is anticipated to have slowed to 3.8% in FY25, compared to 8.1% in FY24.

The agriculture sector grew at 4.6% in 2024-25 (1.4% in 2023-24). Trade, hotel, transport, communication and services related to broadcasting segment were estimated to grow at 6.4% in 2024- 25 (6.3% in 2023-24).

From a demand perspective, the private final consumption expenditure (PFCE) exhibited robust growth, achieving 7.2% in FY 2024-25, surpassing the previous financial year's rate of 5.6%.

The Nifty 50 and SENSEX recorded their weakest annual performances in FY 25 in two years, rising 5.3% and 7.5% during the year under review respectively. Gold rose 37.7% to a peak of \$3,070 per ounce, the highest increase since FY 2007-08, indicating global uncertainties.

Total assets managed by the mutual fund (MF) industry jumped 23% or Rs 12.3 lakh crore in fiscal 2025 to settle at Rs 65.7 lakh crore. At close of FY25, the total number of folios had jumped to nearly 23.5 crore, an all-time peak. During last fiscal, average monthly systematic investment plan (SIP) contribution jumped 45% to Rs 24,113 crore.

Foreign portfolio investments (FPIs) in India experienced high volatility throughout 2024, with total inflows into capital markets reaching approximately \$20 billion by year-end. However, there was significant selling pressure in the last quarter, influenced by new tariffs announced by the new US government on most countries (including India).

Outlook

India is expected to remain the fastest-growing major economy. Initial Reserve Bank of India estimates have forecast India's GDP growth downwards from 6.7% to 6.5% based on risks arising from US tariff levies on India and other countries. The following are some key growth catalysts for India in FY26.

Tariff-based competitiveness: India identified at least 10 sectors such as apparel and clothing accessories, chemicals, plastics and rubber where the US' high tariffs give New Delhi a competitive advantage in the American market over other suppliers. While India faced a 10% tariff after the US suspended the 26% additional duties for 90 days, the levy remained at 145% on China, the biggest exporter to the US. China's share of apparel imports into the US was 25%, compared with India's 3.8%, a large opportunity to address differential (Source: Niti Aayog).

Union Budget FY 2025-26: The Union Budget 2025-26 laid a strong foundation for India's economic trajectory, emphasizing agriculture, MSMEs, investment, and exports as the four primary growth engines. With a fiscal deficit target of 4.4% of GDP, the government reinforced fiscal prudence while allocating ₹11.21 lakh crore for capital expenditure (3.1% of GDP) to drive infrastructure development. The February 2025 Budget marked a shift in approach, with the government proposing substantial personal tax cuts. Effective April 1, 2025, individuals earning up to ₹12 lakh annually will be fully exempt from income tax. Economists estimate that the resulting ₹1 lakh crore in tax savings could boost consumption by ₹3-3.5 lakh crore, potentially increasing the

nominal private final consumption Expenditure (PFCE) by 1.5-2% of its current ₹200 lakh crore.

Free trade agreement: In a post-Balance Sheet development, India and the United Kingdom announced a free trade agreement to boost strategic and economic ties. This could lead to a significant increase in the export competitiveness of Indian shipments in the UK across the textiles, toys, leather, marine products, footwear, and gems & jewellery sectors. About 99% of Indian exports to UK will enjoy zero-duty access tariff cuts; India will cut tariffs on 90% of tariff lines and 85% could become fully duty-free within 10 years.

Pay Commission impact: The 8th Pay Commission's awards could lead to a significant salary revision for nearly ten million central government employees. Historically, Pay Commissions have granted substantial pay hikes along with generous arrears. For instance, the 7th Pay Commission more than tripled its monthly salaries, raising the range from ₹7,000 to ₹90,000 to ₹18,000 to ₹12.5 lakh, triggering a widespread ripple effect.

Monsoons: The India Meteorological Department predicted an 'above normal' monsoon in 2025. This augurs well for the country's farm sector and a moderated food inflation outlook.

Easing inflation: India's consumer price index-based retail inflation in March 2025 eased to 3.34 per cent, the lowest since August 2019, raising hopes of further repo rate cuts by the Reserve Bank of India.

Deeper rate cuts: In its February 2025 meeting, the Monetary Policy Committee (MPC) reduced policy rates by 25 basis points, reducing it to 6% in its first meeting of FY 2025-26. Besides, India's CPI inflation is forecasted at 4% for the fiscal year 2025-26.

Lifting credit restrictions: In November 2023, the RBI increased risk weights on bank loans to retail borrowers and NBFCs, significantly tightening credit availability. This led to a sharp slowdown in retail credit growth from 20-30% to 9-13% between September 2023 and 2024. However, under its new leadership, the RBI has prioritized restoring credit flow. Recent policy shifts have removed restrictions on consumer credit, postponed higher liquidity requirements for banks, and are expected to rejuvenate retail lending.

(Source: CNBC, Press Information Bureau, Business Standard, Economic Times, World Gold Council, Indian Express, Ministry of External Affairs, Times of India, Business Today, Hindustan Times, Statistics Times)

Global textile industry review

The textile industry plays a vital role in global economies by producing materials for clothing, home furnishings, and industrial applications. It includes fabrics, yarn, fibers, threads, and related products from natural and synthetic sources. The industry's key segments are home furnishings, floor coverings, textile finishing, and coating mills. Its

growth is driven by population growth, rising demand for man-made fibers, supportive government policies, strong emerging markets and plastic bans. The industry is fragmented, with players ranging from apparel and decor to industrial and medical textiles. The textile market size is estimated at USD 774.33 billion in 2025, and expected to reach USD 920.55 billion by 2030, growing at a CAGR of 3.52% during the forecast period 2025-2030.

Asia-Pacific dominates the global textile market, holding over 50% of the share, driven by major manufacturing hubs in China, India, and Bangladesh. The region benefits from low labor costs, supportive government policies, and a strong supply chain. However, despite its significant contribution to GDP growth, the global textile industry faces increasing environmental scrutiny, particularly around sustainability and recycling. While the US and EU lead with progressive policies, Asian producers continue to grapple with fragmented waste collection, inadequate recycling infrastructure and informal waste management. In 2024, the Asia-Pacific textile market was valued at USD 1,067.49 billion and is projected to reach USD 2,188.99 billion by 2034, growing at a CAGR of 7.45% from 2025 to 2034.

(Source: The Business Research Company, Precedence Research, Textile Today, Statista, Fibre2fashion)

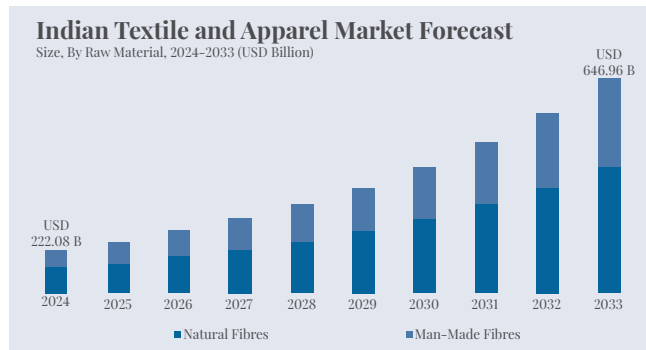
Indian textile industry review

India's textile industry plays a vital role in its economic and cultural heritage, evolving from traditional hand-woven fabrics to modern manufacturing. It offers a wide range of products, from luxury silks to everyday cotton and polyester, supported by rich agricultural resources, skilled labor, and export-focused government initiatives. Grey fabric, an unfinished fabric used before dyeing or finishing, is a key component, with India addressing the needs of domestic and global markets. While the industry faces competition from low-cost producers, it is poised for growth through rising consumption, exports, and government schemes like the Technology Upgradation Fund Scheme (TUFS).

The Indian textile industry is a vital and complex sector that significantly contributes to the nation's economy. Spanning the entire spectrum from raw material production to the final product, this industry integrates several stages, including yarn production, weaving, and fabric manufacturing.

The textile market in India is one of the oldest industries in the country, with a rich heritage that spans centuries. Overall, the industry contributes around 2% to the country's GDP and accounts for 7% of industrial output in value terms. With a 4% share of the global textile and apparel trade, the sector is vital for India's export economy, making up 8.21 % of the country's overall export basket during 2023-24. This sector is broadly divided into several segments including fibre and yarn, processed fabrics, garments, and technical textiles. The garment sector is divided into ready-made garments and customized tailoring.

Textile mills experienced margin pressures, even as cotton prices had stabilized at a two-year low. The industry also grappled with a sharp rise in freight costs, which had increased by nearly 40% due to disruptions in the Red Sea region. This unexpected escalation in transportation expenses created concerns about its impact on operational costs and product pricing, particularly for the cost-sensitive ready-made garment market.



The Indian textile and apparel market size was valued at USD 222.08 Billion in 2024. The market is estimated to reach USD 646.96 Billion by 2033, exhibiting a CAGR of 11.98% from 2025–2033. The rising need for high-end clothes and smart textiles, increasing initiatives from the Indian government to help weavers, and growing use of ethical sustainable materials are key factors that drive the market.

In response to these challenges, India launched initiatives like the Production Linked Incentive (PLI) and PM Mitra schemes to boost investments in man-made fibers and technical textiles, aiming to reduce import dependence. Despite these efforts, the sector still relies heavily on imports from countries like China, Vietnam, and Taiwan. Meanwhile, labor unrest and export declines in Bangladesh's garment industry present growth opportunities for India, as global brands seek more stable and diverse supply chains.

(Source: IMARC, IBEF report, D&B estimates, Press Information Bureau)

Demand scenario

Changing consumer preferences: As of 2024, approximately 37% of India's population lives in urban areas and this is expected to increase to 40% by 2030, driving the demand for urban-friendly, easy-to-maintain textiles, many of which are synthetic.

Growing apparel industry: India's apparel market is projected to generate USD 109.45 billion in revenue in 2025, with an expected compound annual growth rate (CAGR) of 3.26% from 2025 to 2029. The steady growth of the textile industry is driven by rising consumer demand, evolving fashion trends, and increased spending from a growing middle class and urbanization. The athleisure trend, in particular, is boosting demand for synthetic fabrics due to their versatility and performance benefits.

Rising disposable income: India's per capita income was estimated at Rs. 240,000 (USD 2,880) in FY 2025. This rising

income level is contributing to higher spending on clothing, including synthetic textiles.

Technological advancements: Advancements in synthetic fiber technology have improved material performance, fueling growth in the sector. Under the Union Budget 2024–25, the Indian textile industry received an R&D allocation of Rs. 686 crores, with a major focus on eco-friendly and recycled synthetic fibers. Continued investment in research is expected to drive further innovation in this space.

Export potential: In FY 2024–25, exports stood at USD 9.03 billion, reflecting a decline from the previous year but also highlighting the sector's potential amid ongoing challenges and emerging opportunities. India's man-made fiber (MMF) textile exports is estimated to reach USD 11.4 billion by 2030.

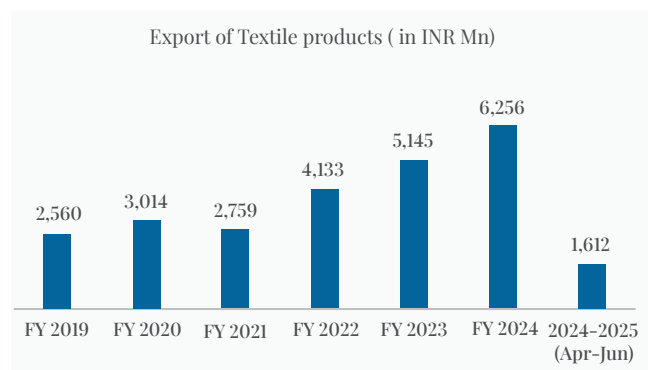
Market trends driven by fashion: Evolving fashion trends, rising brand consciousness, and rapidly changing styles is boosting the demand for synthetic textiles. With the global end-use market for man-made fibers projected to grow by 3.7% by 2025, India's synthetic textile industry is well-positioned to capitalize on opportunities in both domestic and export markets.

Growth in the retail sector: India emerged as the world's third-largest retail market in 2024, with its e-retail sector reaching a GMV of around \$60 billion and hosting the second-largest online shopper base globally.

(Source: Datareportal, Press Information Bureau, Statista, Cleartax, Mint, Manmade and Textiles Export Promotion Council, Ministry of Textiles, Bain & Company)

Export demand

India's textile and apparel exports rose by 6.32% to USD 36.61 billion in FY25, led by ready-made garments, cotton textiles, and rising demand for man-made fibers. Apparel exports grew by 10.03%, while textile exports increased by 3.61%. Its key markets include the US, EU, Bangladesh, UK, and UAE. Growth is fueled by global demand, government schemes like PLI, and a diverse product mix. Despite challenges such as low-cost competition, quality and environmental issues, and market volatility, exports are projected to reach USD 65 billion by FY26, with a focus on innovation, sustainability, and technical textiles.

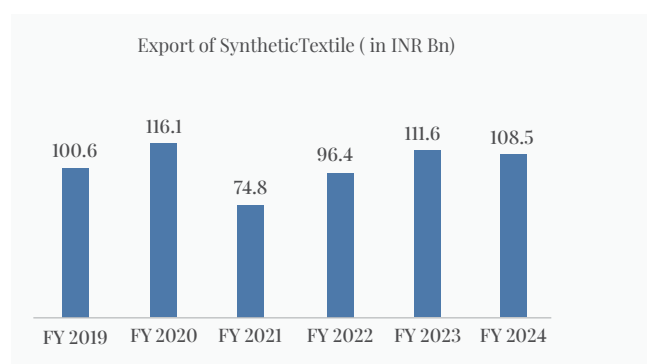


In the fiscal year 2024, the export of textile products experienced a notable increase, reaching Rs. 6,256 million compared to Rs. 5,145 million in FY 2023. This upward trend has been consistent since FY 2019, reflecting robust growth in the sector. The first quarter of FY 2024-25, covering April to June, also saw significant export activity amounting to Rs. 1,612 million.

(Source: Ministry of Commerce, Fibre2Fashion)

Export of synthetic textiles

India's synthetic textile export sector faces both opportunities and challenges. While global demand fluctuates and competition intensifies, there is significant growth potential driven by evolving consumer preferences and expanding domestic production. Its key segments like apparel, fabric, and filament show varied performance, reflecting shifts in global demand towards synthetic fibers such as polyester. Despite facing stiff competition from lower-cost producers, India's market can benefit from increasing global demand for synthetic textiles by focusing on high-value products and strategic investments.



India's synthetic textile exports fluctuated between FY 2019 and FY 2024, peaking at Rs. 116.1 billion in FY 2020, dipping to Rs. 74.8 billion in FY 2021, and gradually recovering to Rs. 108.5 billion by FY 2024. Despite the variations, the sector shows a steady upward trend, driven by rising global demand, evolving consumer preferences, and improved domestic production. The key export partners include the UAE (12%), Bangladesh (10%), and Sri Lanka (4%), emphasizing the importance of strong regional trade ties in sustaining growth and expanding market reach.

(Sources: Ministry of Commerce)

Regulatory landscape

The regulatory environment for the textile and fabric manufacturing industry in India is governed by a robust framework designed to support sustainable growth, ensure quality, and enhance competitiveness. This comprehensive set of policies and initiatives at both national and state levels plays a critical role in driving compliance, fostering innovation, and expanding market access for Indian textile manufacturers.

National Textile Policy (2000)

Outlines a strategic vision to boost competitiveness, attract investment, and promote technology across traditional and technical textiles, aiming to position India as a global textile hub.

Production-Linked Incentive (PLI) Scheme (2020)

With an allocation of Rs. 10,683 crore, the PLI Scheme incentivizes domestic production of MMF apparel, fabrics, and technical textiles, promoting innovation and sustainability.

Technical textiles mission

Focuses on R&D, investment, and innovation in technical textiles for sectors like healthcare, automotive, and geotextiles, enhancing the industry's global competitiveness.

Mega integrated textile regions and parks (MITRA) scheme (2022)

Aims to establish seven mega textile parks with world-class infrastructure over three years to attract investment and support integrated manufacturing.

Environmental regulations

Mandates compliance with waste, effluent, and pollution control under the Environment Protection Act, encouraging sustainable and eco-friendly production practices.

Product safety and quality standards

The Textiles Regulation Act (1988) enforces standards on labeling, safety testing, and material quality to ensure consumer trust and product compliance in global markets.

Export promotion and trade policies

Government incentives support quality enhancement, market access, and trade agreements to increase India's textile and apparel exports, targeting USD 65 billion by FY26.

Growth forecast

India's synthetic textile market is poised for strong growth, with MMF exports projected to rise by 75%, from USD 6.5 billion to USD 11.4 billion by 2030. Driven by cost-effective consumer demand and government initiatives like the PLI scheme, the sector is set to play a key role in boosting overall textile production to USD 250 billion. Technological upgrades and expanded manufacturing capacity will be crucial to strengthening India's global position.

The demand for polyester, a key synthetic material, is forecasted to grow from about 4 million tonnes to 6.7 million tonnes by 2025, reflecting a compound annual growth rate (CAGR) of approximately 15%.

Risk and mitigation

Dependence on third-party manufacturers

Challenge: A significant portion of our production is undertaken through third-party manufacturers on a job-work basis, making us reliant on their performance, quality standards, and delivery timelines.

Mitigation: We address this risk by diversifying our vendor base, implementing strict vendor selection criteria, and conducting regular quality audits. Long-term performance-based relationships and contingency arrangements help ensure continuity and control over outsourced production.

Raw material procurement

Challenge: The absence of long-term contracts with suppliers exposes us to fluctuations in availability, pricing, and quality of raw materials, which can adversely impact margins and operations.

Mitigation: We have established strong relationships with multiple raw material sources and engage in direct sourcing from mills wherever feasible. By leveraging cash availability post-IPO, we negotiate favorable trade terms, improve procurement efficiency, and maintain adequate inventory buffers to avoid disruptions.

Macroeconomic and political conditions in India

Challenge: Our business is vulnerable to domestic economic cycles, inflationary pressures, and political shifts that could affect industrial output, demand, and investor sentiment.

Mitigation: To reduce this exposure, we have diversified our customer base across domestic and international markets. Our flexible operational model allows us to adjust to macroeconomic conditions. Moreover our International exposure is spread across South East Asia, Europe & Latin America mitigating geo-political and FTA risks. Additionally, we stay engaged with policy frameworks through industry associations.

Regulatory changes

Challenge: Sudden or evolving government regulations, including changes in labor, environmental, or tax laws, could affect operational efficiency and cost structures.

Mitigation: Our compliance teams stay updated with regulatory changes, enabling timely and smooth alignment with new rules. We have built internal systems that are adaptable and ensure minimal operational disruption in case of policy shifts.

Debt risk

Challenge: Being a capital-intensive business, profitability can be impacted by interest expenses, especially during phases of expansion or liquidity strain.

Mitigation: The Company continues to maintain a prudent capital structure with low leverage. With a stronger net worth post-IPO and improved credit rating, we are shifting from high-cost trade credit to lower-cost supply chain financing, aiming to reduce interest costs to 2–2.5% of revenue. We also prioritize the use of internal accruals and cash profits for funding growth, enhancing financial sustainability.

Threats and challenges

Fluctuating raw material prices

Volatile global oil prices impact the cost of petroleum-based fibers like polyester, affecting production costs and profit margins.

Rising labor costs

Increasing wages in India are raising production costs, reducing competitiveness against low-wage countries.

Increased competition from low-cost imports

Cheaper imports from Bangladesh and Vietnam challenge domestic producers to innovate and cut costs.

Stringent environmental regulations

Compliance with pollution control laws requires costly investments in sustainable practices, especially for smaller firms. Synthetic textiles also contribute significantly to non-biodegradable waste and environmental pollution.

Outdated technology

Use of obsolete machinery reduces efficiency and productivity, limiting competitiveness in global markets.

Market demand fluctuations

Changing fashion trends and economic shifts cause unpredictable demand, complicating inventory and production planning.

Regulatory challenges

Fragmented and inadequate waste management regulations hinder effective control of synthetic textile waste.

Technological limitations

Blended fabrics and lack of advanced recycling technology limit sustainable production and waste reduction efforts.

Consumer awareness and preferences

Growing demand for eco-friendly textiles may reduce interest in synthetics, affecting sales and brand perception.

Economic factors

Rising input and energy costs, coupled with global economic uncertainty, reduce profitability and affect demand.

Table set forth below are certain key operational and financial metrics for the periods indicated:

| Particulars | Financial year ended March 31, 2025 | Financial year ended March 31, 2024 | Financial year ended March 31, 2023 |
|---------------------------------------|--|--|--|
| Revenue from operations(1) | 48,280.13 | 40,220.78 | 36,396.26 |
| Revenue CAGR (%) from FY 2021–2024(2) | 15.17% | 6.47% | – |
| EBITDA(3) | 2352.38 | 1,975.42 | 481.85 |
| EBITDA (%) Margin(4) | 4.87% | 4.91% | 1.32% |
| EBITDA CAGR (%) from FY 2021–2024(5) | 121.18% | 43.00 % | – |
| EBIT(6) | 3354.72 | 2,538.89 | 1,461.17 |
| ROCE (%) (7) | 29.66% | 51.52% | 32.58% |
| Current ratio(8) | 1.57 | 1.53 | 1.66 |
| Operating cash flow(9) | -1093.41 | 1,667.99 | -239.82 |
| PAT(10) | 1232.04 | 892.73 | 394.85 |
| PAT Margin(11) | 2.55% | 2.22% | 1.08% |
| Net Worth(12) | 11,159.82 | 4,485.23 | 3,592.50 |
| ROE/ RONW(13) | 11.04 | 19.90% | 10.99% |
| EPS(14) | 6.42 | 4.86 | 2.05 |

Notes:

- (1) Revenue from operations is the revenue generated from operations by our Company.
- (2) Revenue CAGR: The three-year compound annual growth rate in Revenue. $[(\text{Ending Value}/\text{Beginning Value})^{(1/N)}]-1$
- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses – Other Income
- (4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (5) EBITDA CAGR: The three-year compound annual growth rate in EBITDA. $[(\text{Ending Value}/\text{Beginning Value})^{(1/N)}]-1$
- (6) EBIT is Earnings before Finance Cost and taxes.
- (7) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term debt.
- (8) Current Ratio: Current Asset over Current Liabilities
- (9) Operating Cash Flow: Net cash inflow from operating activities
- (10) PAT is mentioned as profit after tax for the period.
- (11) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (12) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (13) ROE: Return on Equity is calculated as PAT divided by average shareholders' equity
- (14) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares

The table set forth below are contribution of our top 10 customers towards our revenue from operations: (₹ in lakhs, except stated in %)

| Period | Revenue from Operations | Top 10 Customers Contribution | % of Top 10 Customer Contribution |
|----------------------|-------------------------|-------------------------------|-----------------------------------|
| As at March 31, 2022 | 35,479.84 | 13,087.32 | 36.89% |
| As at March 31, 2023 | 36,396.26 | 14,515.87 | 39.87% |
| As at March 31, 2024 | 40,220.78 | 14,212.31 | 35.34% |
| As at March 31, 2025 | 48,280.13 | 17,328.30 | 35.89% |

Human resources

Our work force is a critical factor in maintaining quality and longevity, which strengthen our competitive position. As of August 31, 2025, we had 214 permanent employees. We train our employees on a regular basis to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. The company has access to the best management coaches who regularly conduct & train the key management team in not only the best practices but also in incorporating AI in routine business while scaling up.

Internal control systems and adequacy

The company has established comprehensive internal control systems and processes designed to align with its unique business operations and complexities. By implementing strong policies and procedures, it ensures business integrity, asset protection, accurate financial reporting, and fraud prevention. These systems undergo regular evaluations to enhance their effectiveness and drive continuous improvement.

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectation and estimations which may be 'forward looking statements' within the meaning of applicable Securities Laws and Regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company. Actual results could differ materially from those expressed in the statements or implied due to the influence of external factors which are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.

ANNEXURE VI

Employee Remuneration

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, DETAILS OF THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION.

a. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25:

A. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

| Sr. No | Name of the Director | Ratio of remuneration to the median remuneration of the employees |
|--------|---|---|
| 1. | Mr. Nikunj Hariprasad Bagdiya | 115.76 |
| 2. | Mr. Sachin Janardan Mulay (Whole Time Director and CFO) | 3.76 |
| 3. | Ms. Bina Hariprasad Bagdiya | 9.33 |
| 4. | Ms. Arshita Singh | N.A |
| 5. | Ms. Rashmi Sagar Mitkary | N.A |
| 6. | Mr. Vinaykumar Ramgopal Jhawar | N.A |
| 7. | Mr. Shailja Dubey (CS) | 0.71 |

B. The percentage increase in remuneration of each director, CFO, CEO, Company

| Sr. No | Name of the Director/KMP | % Increase/(Decrease) over last |
|--------|---|---------------------------------|
| 1. | Mr. Nikunj Hariprasad Bagdiya | 80.92 |
| 2. | Mr. Sachin Janardan Mulay (Whole Time Director and CFO) | N.A |
| 3. | Ms. Bina Hariprasad Bagdiya | 16.67 |
| 4. | Ms. Arshita Singh | N.A |
| 5. | Ms. Rashmi Sagar Mitkary | N.A |
| 6. | Mr. Vinaykumar Ramgopal Jhawar | N.A |
| 7. | Mr. Shailja Dubey (CS) | 100 |

C. The percentage decrease in the median remuneration of employees in the financial year

| | |
|---|-----|
| D. The number of permanent employees on the rolls of the Company | 246 |
|---|-----|

| | |
|---|---|
| E. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | The average increase, if any, is based on the objectives of the policy of the Company that is desired to attract, motivate and retain the employees who drive the organization towards success and helps the Company to retain its industry competitiveness |
|---|---|

* Ms. Arshita Singh, Ms. Rashmi Sagar Mitkary and Mr. Vinaykumar Ramgopal Jhawar has been appointed as directors with effect from 14 September, 2024.

** Mr. Sachin Janardan Mulay (CFO) and Ms. Mr. Shailja Dubey (Company Secretary and Compliance officer) has been appointed with effect from 13 September, 2024.

For and on behalf of the Board of Directors
Ken Enterprises Limited

Nikunj Hariprasad Bagdiya
Managing Director And Chairman
DIN: 00415118

Sachin Janardan Mulay
Whole Time Director And CFO
DIN: 03532349

Place: Ichalkaranji
Dated: September 5, 2025

Standalone Financial Statements

Independent Auditor's Report to the Members of Ken Enterprises Limited

(Formerly known as Ken Enterprises Private Limited)

Report on the Standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of Ken Enterprises Limited (Formerly known as Ken Enterprises Private Limited) ('the Company'), which comprise the balance sheet as at 31 March 2025, the statement of profit and loss, the statement of cash flows for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

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

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to

our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

| Key Audit Matters | How the matter was addressed in our audit |
|--|--|
| 1) IPO Expenses (Refer Note 2 and 38 of the Standalone financial statements) In the Current financial year, the Company initiated its Initial Public Offering and consequently accrued Share Issue Expenses. The total offer expenses aggregating to ₹ 379.32 lacs have been utilised from Securities Premium Account in accordance with section 52 of the Companies Act, 2013. | Our audit procedures include the following: <ul style="list-style-type: none"> Obtained a detailed understanding of such Share Issue Expenses from the Management. Verified all the supporting document related to IPO. Ensured proper accounting treatment for writing off the above-mentioned expenses as per section 52 of the Companies Act, 2013 |

| Key Audit Matters | How the matter was addressed in our audit |
|--|---|
| <p>2) Revenue Recognition</p> <p>Revenue is measured net of returns, discounts and rate difference on the Company's sales.</p> <p>Revenue is recognized when the control of the underlying products has been transferred to the customer. There is a risk of revenue being overstated due to fraud resulting from the pressure on management to achieve performance targets at the reporting period end.</p> | <ul style="list-style-type: none"> • Our audit procedures included the following: Assessing the appropriateness of the revenue recognition accounting policies, including those relating to sales returns, discounts and rate difference. • Performing substantive testing (including year- end cutoff testing) by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included sales invoices/ e-invoice, etc. • For sample customers, obtained and assessed the arrangements with the Company and impact on revenue recognition including their payment terms and right to returns. • For sample customer balances, obtained direct confirmation and tested the reconciliations, if any |

Information other than the standalone 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 Board's Report, Business Responsibility Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls,

that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibility for the Audit of the Standalone financial statements

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

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

- ❖ Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for

one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ❖ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- ❖ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ❖ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ❖ Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated

in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the 'Annexure A', a statement on the matters specified in paragraphs 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 and loss and the statement of cash flows dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
 - (e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act; and
 - (f) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
3. 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:
 - a. The Company does not have any pending litigations which would impact its financial position except contingent liabilities as reported in note 27 to the Standalone financial statements of the Company.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- ❖ directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- ❖ provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- ❖ directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- ❖ provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.

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

f. Based on our examination, which included test checks, the Company has used an 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.

4. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Mittal Agarwal & Company**
Chartered Accountants
(Firm Registration No. 131025W)

Place: Ichalkaranji
Dated: 30/05/2025
UDIN: 25135505BMKSEL9359

Piyush Agarwal
Partner
Membership No. 135505

Annexure A to the Independent Auditors' Report on the standalone financial statements of Ken Enterprises Limited (Formerly known as Ken Enterprises Private Limited) for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- 1a A. The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B. The Company has maintained proper records showing full particulars of Intangible Assets.
- 1b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- 1c The title deeds of immovable properties as disclosed in fixed assets to the Standalone financial statements, are held in the name of the Company.
- 1d According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or Intangible Assets or both during the year.
- 1e According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- 2a According to information and explanations given to us and on the basis of our examination of records of the Company, the management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No material discrepancies were noticed on such physical verification.
- 2b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company except differences as listed below:

(₹ in Lakhs)

| Name of the Bank | Quarter | Particulars of Security Provided | Amount as per Books | Amount as reported in the quarterly return / statements | Difference |
|------------------|---------|----------------------------------|---------------------|---|------------|
| Canara Bank | Mar-25 | Stock | 12,603.24 | 12,533.55 | (69.69) |

- 3 According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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. Accordingly, clause 3(iii) of the Order is not applicable to the Company.
- our opinion the provisions of Sections 185 and 186 of the Act have been complied with.
- 5 The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable to the Company.
- 6 We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods by the Company and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- 4 According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not made any investment and has not provided any guarantee or security as specified under Sections 185 and 186 of the Act. In respect of the loans given by the Company, in

7a The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ("GST"), Income-tax, Duty of Customs, Cess, Provident fund, Employees' State Insurance and other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

7b According to the information and explanations given to us, there are no material dues of income tax, sales tax, value added tax, service tax, goods and service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.

8 According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

9a According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest to any lender during the year.

9b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

9c According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not obtained any loans during the year. Accordingly, provision of clause 3(ix)(c) of the Order is not applicable to the Company.

9d According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

9e According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable to the Company.

9f According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable to the Company.

10a In our opinion, and based on the information and explanations provided to us, the company has utilized the funds raised through the Initial Public Offering (IPO) for the purposes stated in the prospectus, as detailed in Note 36 to the standalone financial statements. Further, the Company has invested unutilized amount in the fixed deposit.

10b According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.

11a Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

11b According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

11c We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

12 According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.

13 In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Act, where applicable, and the details of the

related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

- 14a Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- 14b We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15 In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16a The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the Company.
- 16b The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable to the Company.
- 16c The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable to the Company.
- 16d According to the information and explanations provided to us during the course of audit, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- 17 The Company has not incurred any cash losses in the current financial year and immediately preceding financial year.
- 18 There has been no resignation of the statutory auditors during the year.
- 19 According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, 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 that the 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 In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable to the Company.

For Mittal Agarwal & Company
Chartered Accountants
(Firm Registration No. 131025W)

Place: Ichalkaranji
Dated: 30/05/2025
UDIN: 25135505BMKSEL9359

Piyush Agarwal
Partner
Membership No. 135505

Annexure B to the Independent Auditors' Report on the standalone financial statements of Ken Enterprises Limited (Formerly known as Ken Enterprises Private Limited) for the year ended 31 March 2025

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

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to the standalone financial statements of Ken Enterprises Limited (Formerly known as Ken Enterprises Private Limited) ('the Company') as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10)

of the Act, to the extent applicable to an audit of internal financial controls with reference to the standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to the standalone financial statements

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

Inherent Limitations of Internal Financial Controls with reference to the standalone financial statements

Because of the inherent limitations of internal financial controls with reference to the standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to the standalone

financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Mittal Agarwal & Company**
Chartered Accountants
(Firm Registration No. 131025W)

Place: Ichalkaranji
Dated: 30/05/2025
UDIN: 25135505BMKSEL9359

Piyush Agarwal
Partner
Membership No. 135505

Standalone Balance Sheet

as at March 31st, 2025

(₹ in Lakhs)

| Particulars | Note | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|------|--|--|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| Share Capital | 1 | 2,456.55 | 258.68 |
| Reserves and Surplus | 2 | 8,610.92 | 4,147.52 |
| | | 11,067.46 | 4,406.20 |
| Non Current Liabilities | | | |
| Long Term Borrowings | 3 | 76.67 | 392.85 |
| Long Term Provisions | 4 | 75.20 | 57.58 |
| Current Liabilities | | | |
| Short Term Borrowings | 5 | 3,441.70 | 4,391.54 |
| Trade and Other Payables Due to Micro and Small Enterprises | 6 | 42.63 | 148.14 |
| Other than Micro and Small Enterprises | | 14,385.68 | 13,808.94 |
| Other Current Liabilities | 7 | 265.44 | 223.60 |
| Short Term Provisions | 4 | 61.18 | 134.38 |
| Total | | 29,415.96 | 23,563.23 |
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, Plant and Equipment and Intangible assets | | | |
| Property, Plant and Equipment | 8 | 842.53 | 837.63 |
| Intangible Assets | 8 | 15.94 | 9.76 |
| Non-current investments | 9 | 12.75 | 12.75 |
| Deferred Tax Assets (Net) | 10 | 9.36 | 7.78 |
| Other Non-Current Assets | 11 | 48.08 | 46.24 |
| Current Assets | | | |
| Inventories | 12 | 12,573.24 | 11,128.72 |
| Trade Receivables | 13 | 11,718.27 | 10,103.65 |
| Cash and Cash Equivalents | 14 | 2,211.95 | 620.17 |
| Short-Term Loans and Advances | 15 | 929.50 | 79.29 |
| Other Current Assets | 16 | 1,054.34 | 717.25 |
| Total | | 29,415.96 | 23,563.23 |

See Accompanying Notes to the Financial Statements.1 to 41

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
Whole-time Director and
Chief Financial Officer

Shailja Dubey
Company Secretary

Statement of Standalone Profit and Loss

for the Year ended March 31st, 2025

(₹ in Lakhs)

| Particulars | Note | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|------|---|---|
| Income | | | |
| Revenue from Operations | 17 | 48,373.92 | 39,168.22 |
| Other Income | 18 | 1,090.84 | 684.35 |
| Total Income | | 49,464.75 | 39,852.56 |
| Expenditure | | | |
| Cost of Material Consumed | 19 | 39,313.69 | 31,542.94 |
| Direct Expenses | 20 | 5,629.16 | 5,585.08 |
| Changes in Inventories of Finished Goods and Stock-in-Process | 21 | (696.34) | (1,290.48) |
| Employee Benefits Expense | 22 | 835.48 | 688.22 |
| Finance Costs | 23 | 1,696.54 | 1,348.88 |
| Depreciation and Amortisation Expense | 24 | 121.32 | 128.47 |
| Other Expenses | 25 | 916.76 | 672.90 |
| Total Expenses | | 47,816.61 | 38,676.01 |
| Profit before tax | | 1,648.15 | 1,176.56 |
| Tax Expenses | | | |
| Current year | | 416.73 | 301.81 |
| Earlier Year | | 19.66 | - |
| Deferred Tax | | (1.58) | (6.40) |
| Profit for the year | | 1,213.34 | 881.15 |
| Earnings per Equity share of face value of ₹ 10 each | | | |
| Basic and Diluted (in ₹) | 26 | 6.33 | 4.80 |

See Accompanying Notes to the Financial Statements.1 to 41

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
Whole-time Director and
Chief Financial Officer

Shailja Dubey
Company Secretary

Standalone Cash Flow Statement for the Year ended March 31st, 2025

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| A: Cash Flow from Operating Activities: | | |
| Net Profit before tax as per Statement of Profit and Loss | 1,648.15 | 1,176.56 |
| Adjusted for: | | |
| Depreciation and Amortisation Expense | 121.32 | 128.47 |
| Interest Income | (63.31) | (6.26) |
| Finance Costs | 1,696.54 | 1,348.88 |
| | 1,754.55 | 1,471.09 |
| Operating Profit before Working Capital Changes | 3,402.70 | 2,647.65 |
| Adjusted for: | | |
| Trade Receivables | (1,614.62) | (2,138.31) |
| Other Current Assets | (337.09) | (126.60) |
| Short-Term Loans and Advances | (850.22) | 297.56 |
| Inventories of Finished Goods and Stock-in-Trade | (1,444.52) | (2,316.58) |
| Trade Payables | 471.23 | 3,550.25 |
| Other Liabilities | 41.84 | 41.78 |
| Provisions | 15.75 | 17.80 |
| | (3,717.63) | (674.11) |
| Cash Generated from/(used in) Operations | (314.93) | 1,973.54 |
| Taxes Paid (net) | (507.72) | (176.09) |
| Net Cash Flow from / (used in) Operating Activities | (822.65) | 1,797.45 |
| B: Cash Flow From Investing Activities: | | |
| Purchase of Fixed Assets (Net) | (132.40) | (153.06) |
| Interest Income | 63.31 | 6.26 |
| Long Term Loans and Advances | (1.84) | (4.93) |
| Net Cash Flow used in Investing Activities | (70.94) | (151.73) |
| C: Cash Flow From Financing Activities: | | |
| Interest and Finance Charges | (1,696.54) | (1,348.88) |
| Issue of Share Capital | 5,447.93 | - |
| Changes in Borrowings (Net) | (1,266.02) | (161.05) |
| Net Cash Generated from / (used in) Financing Activities | 2,485.37 | (1,509.92) |
| Net Increase in Cash and Cash Equivalents | 1,591.78 | 135.79 |
| Opening Balance of Cash and Cash Equivalents | 620.17 | 484.38 |
| Closing Balance of Cash and Cash Equivalents | 2,211.95 | 620.17 |

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
Whole-time Director and
Chief Financial Officer

Shailja Dubey
Company Secretary

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

Summary of significant Accounting Policies and Practices

A. Basis of Preparation

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles, Accounting Standards notified under Section 133 of the Companies Act, 2013 and the relevant provisions thereof.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

B. Use Of Estimates

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosures of contingent liabilities as on date of the financial statements and reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates is recognized in the period in which the results are known / materialized.

C. Property, Plant and Equipments

Property, Plant and Equipments are stated at cost less accumulated depreciation and net of impairment, if any. Pre-operation expenses including trial run expenses (net of revenue) are capitalised. Borrowing costs during the period of construction is added to the cost of eligible tangible assets.

D. Intangible Assets

Intangible assets are stated at cost less accumulated amortisation and net of impairments, if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and its cost can be measured reliably.

E. Depreciation And Amortisation

Property, Plant and Equipments

Depreciation on Property, Plant and Equipments is provided to the extent of depreciable amount on the Straight Line Method (SLM) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Intangible Assets

Intangible assets having finite useful lives are amortised on a straight-line basis over their estimated useful lives.

F. Impairment

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

G. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

H. Employee Benefits

(i) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are charged off to the Profit and Loss Account.

(ii) Defined Contribution Plans:

Contributions to defined contribution schemes such as provident fund are charged off to the Profit and Loss Account during the year in which the employee renders the related service.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

(iii) Defined Benefit Plans:

The present value of the obligation under such plan is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit and Loss Account. Termination benefits are recognised as and when incurred.

(iv) Other Long Term Benefits:

Leave encashment is payable to eligible employees who have earned leaves, during the employment and / or on separation as per the Company's policy.

I. Income Taxes

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

J. Inventories

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

Cost of raw materials, stores and spares, packing materials and other products are determined on weighted average basis.

K. Revenue Recognition

Revenue from sale of goods is recognised net of rebates and discounts on transfer of significant risks and rewards of ownership to the buyer. Sale of goods is recognised net of sales tax and value added tax.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

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

L. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non-Current investments are stated at cost. Provision for diminution in the value of Non- Current investments is made only if such a decline is other than temporary.

M. Foreign Currency Transactions

Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Year-end balance of foreign currency monetary item is translated at the year-end rates. Exchange differences arising on settlement of monetary items or on reporting of monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements are recognised as income or expense in the period in which they arise.

N. Earnings Per Share

Basic earnings per share (EPS) is calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by adjusting the number of shares used for basic EPS with the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares. The weighted average number of equity shares and potential equity shares outstanding during the period and for all the period presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

O. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. 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 current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

P. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

Q. Classification of current / non-current liabilities and assets

Liability

A liability has been classified as 'current' when it satisfies any of following criteria:

- ❖ It is expected to be settled in the company's normal operating cycle;
- ❖ It is held primarily for the purpose of being traded;
- ❖ It is due to be settled within twelve months after reporting date; or

The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by issue of equity instrument do not affect its classification.

All other liabilities are classified as non-current.

Assets

An asset has been classified as 'current' when it satisfies any of following criteria:

- ❖ It is expected to be realised in, or is intended for sale or consumption in the company's normal operating cycle;
- ❖ It is held primarily for the purpose of being traded;
- ❖ It is expected to be realised within twelve months after reporting date; or
- ❖ It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current."

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

1 Share Capital

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Authorised Share Capital: | | |
| 2,60,00,000 (1,00,00,000) Equity Shares of ₹ 10 each | 2,600.00 | 1,000.00 |
| Issued, Subscribed and Fully Paid up: | | |
| 2,45,65,480 (25,86,800) Equity Shares of ₹ 10 each | 2,456.55 | 258.68 |
| Total | 2,456.55 | 258.68 |

1.1 The reconciliation of the number of shares outstanding is set out below:

(₹ in Lakhs)

| Particulars | March 31 st , 2025 No. of Shares | March 31 st , 2024 No. of Shares |
|--|--|--|
| Equity Shares at the beginning of the year | 25,86,800 | 25,86,800 |
| Add: Shares issued during the year (Refer Note 38) | 61,99,200 | - |
| Add: Bonus shares issued during the year | 1,57,79,480 | - |
| Equity shares at the end of the year | 2,45,65,480 | 25,86,800 |

The members of the Company, at their Extra Ordinary General Meeting held on May 29th, 2024, approved the issue and allotment of bonus shares of 1,57,79,480 (One Crore Fifty Seven Lakhs Seventy Nine Thousand Four Hundred and Eighty only) Equity Shares of ₹ 10 each credited as fully paid up to the equity shareholders in the proportion of 61 (Sixty One) equity shares for every 10 (Ten) fully paid up equity shares held by them on record date i.e. May 29th, 2024.

1.2 Rights, Preferences and restrictions attached to Equity shares:

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

1.3 The details of Shareholders holding more than 5% shares:

(₹ in Lakhs)

| Name of the Shareholder | March 31 st , 2025 No. of Shares % held | March 31 st , 2024 No. of Shares % held |
|---------------------------------------|---|---|
| Nikunj H Bagdiya | 75,29,580 30.65% | 12,50,800 48.35% |
| Binadevi H. Bagdiya | 39,75,000 16.18% | 7,50,000 28.99% |
| Tradewell FZR, UAE | - | 2,86,000 11.06% |
| Enviro Carban Solutions Limited | - | 2,00,000 7.73% |
| Success Trade Global Limited | 14,20,000 5.78% | - |
| Paramount Investment Solution Limited | 14,20,000 5.78% | - |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

1 Share Capital (Contd.)

1.4 Shares Held by Promoters and Promoter Group at the End of the Year:

(₹ in Lakhs)

| Name of the Promoters | March 31 st , 2025 No. of Shares % held % Change | March 31 st , 2024 No. of Shares % held % Change |
|--------------------------|--|--|
| Nikunj H Bagdiya | 75,29,580 | 12,50,800 |
| | 30.65% | 48.35% |
| | -17.70% | 0.00% |
| Smt. Binadevi H. Bagdiya | 39,75,000 | 7,50,000 |
| | 16.18% | 28.99% |
| | -12.81% | 0.00% |

1.5 Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding March 31st 2025:

Equity shares allotted as fully paid-up bonus shares

| Period ended | No. of Shares | Face Value |
|-------------------------------|---------------|------------|
| March 31 st , 2025 | 1,57,79,480 | 10 |
| March 31 st , 2024 | - | - |
| March 31 st , 2023 | - | - |
| March 31 st , 2022 | - | - |
| March 31 st , 2021 | - | - |

The Company has neither issued any shares for consideration other than cash including bonus shares nor has there been any buy back of shares apart from the above stated issue of bonus shares during the period of five years immediately preceding March 31st, 2025.

2 Reserve and Surplus

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---|--|--|
| Securities Premium | | |
| As per last Balance Sheet | 808.69 | 808.69 |
| Add: Issue of Equity Shares | 5,207.33 | - |
| Less: Initial Public Offer Expenses (Refer note 38) | (379.32) | - |
| Less: Issue of Bonus Shares | (808.69) | - |
| | 4,828.01 | 808.69 |
| Surplus in the Statement of Profit and Loss | | |
| As per last Balance Sheet | 3,338.83 | 2,457.05 |
| Add: Profit for the year | 1,213.34 | 881.15 |
| Less: Issue of Bonus Shares | (769.26) | - |
| Add: Opening Difference of Gratuity Provision | - | (32.69) |
| Less: Difference of Opening Deferred Tax | - | 33.33 |
| | 3,782.91 | 3,338.83 |
| Total | 8,610.92 | 4,147.52 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

3 Long Term Borrowings

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Secured | | |
| From Banks | | |
| Term Loan | | |
| Canara Bank | 239.44 | 522.94 |
| Unsecured | | |
| From Banks | | |
| Yes Bank Limited | - | 26.98 |
| Axis Bank Limited | 20.83 | 40.98 |
| ICICI Bank Limited | - | 20.38 |
| IDFC First Bank Limited | 0.99 | 11.91 |
| Kotak Mahindra Bank Limited | 20.59 | 52.34 |
| From Financial Institutions | | |
| Aditya Birla Finance Limited | 19.46 | 35.98 |
| Cholamandalam Investment & Finance Company Limited | - | 14.45 |
| Fullerton India Credit Company Limited | - | 22.69 |
| Hero Fincorp Limited | 12.84 | 22.71 |
| Kisetsu Saison Finance India Private Limited | - | 27.17 |
| Tata Capital Financial Services Limited | 27.11 | 48.31 |
| Poonawalla Fincorp Limited | 15.83 | 29.20 |
| From Others | | |
| From Related Parties (Refer Note 29) | - | 52.29 |
| Less: Current maturity of Long Term Debt | (280.43) | (535.47) |
| Total | 76.67 | 392.85 |

3.1 Details of Repayment Schedule as well as Security against borrowing from Canara Bank:

Working Capital Term Loan of ₹ 5.08 Crores.

Repayable in 35 monthly installment of ₹ 14,11,111 and Last Installment of ₹ 14,11,115.

Working Capital Term Loan of ₹ 4.31 Crores.

Repayable in 35 monthly installment of ₹ 11,97,000 and Last Installment of ₹ 12,05,000.

Mortgage of Properties:

- Hypothecation of stocks and present and future Book Debts of the Company.
- Hypothecation of existing Plant and Machinery and other Fixed Assets.
- EMT of Office Property situated at CS No. 13122, Plot No. 3, Ward 18/20, Ichalkaranji Coop Industrial Estate, Ichalkaranji 416115 admeasuring (land – 6000 sq. ft. / bldg. 6500 sq. fts.) standing in the name of Kuber Cotspin Private Limited.
- EMT of Property situated at (Factory Unit I) Plot No. 46-48 & 62-64, Sector F Parvati Co-op Industrial Estate Yadrav 416145 (land – 30000 sq. ft./ bldg. 26350 sq. fts.) standing in the name of Mrs. Bina Hariprasad Bagdia.
- EMT of Property situated at (Factory Unit II) Plot No. 91, 111, 112, Sector C Parvati Co-op Industrial Estate Yadrav 416145 (land – 6000 sq. ft./ bldg. 6500 sq. fts.) standing in the name of Company.
- EMT of Property situated at (Industrial N.A. Open land) Gat No. 130 & 131 Near Parvati Coop Industrial Estate, Yadrav, Tal – Shirol (land – 103500 sq. ft.) standing in the name of Nikunj Hariprasad Bagdia.
- EMT of Property situated at (Residence Property) CS No. 7421-B, Chandur Road, Near Panchwati Talkies, Ichalkaranji – 416115 (land – 14800 sq. ft./ bldg. 6000 sq. fts.) Mrs. Bina Hariprasad Bagdia, Krishna Hariprasad Bagdia, Nikunj Hariprasad Bagdia.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

3 Long Term Borrowings (Contd.)

8. EMT of Property situated at Plot no 49 to 61 and Gat no 49 to 65, sector F, Parvati Co-op. Industrial estate, Yadrav, Tal Shirol Dist Kolhapur and industrial building (only ground floor) in the name of Company.

Personal Guarantees:

1. Mr. Nikunj Hariprasad Bagdia, Director of the Company.
2. Mrs. Binadevi Hariprasad Bagdia, Director of the Company.
3. Mr. Krishnakumar Hariprasad Bagdia, Erstwhile Director of the Company.
4. Mr. Sachin Janardan Mulay

Corporate Guarantees:

1. M/s Kuber Cotspin Private Limited”

Rate of Interest:

The Rate of Interest is Repo Rate i.e. RLLR + 0.60.”

3.2 Details of Repayment Schedule and Interest Rate if Unsecured borrowing from Banks and Financial Institutions:

From Banks

Yes Bank Limited

Repayable in 24 monthly installment of ₹ 2,44,792 (including Interest) and the Rate of Interest is 15.99%.

Axis Bank Limited

Repayable in 36 monthly installment of ₹ 2,06,526 (including Interest) and the Rate of Interest is 14.50%.

ICICI Bank Limited

Repayable in 36 monthly installment of ₹ 1,71,517 (including Interest) and the Rate of Interest is 15.75%.

IDFC First Bank Limited

Repayable in 36 monthly installment of ₹ 1,00,409 (including Interest) and the Rate of Interest is 16.00%.

Kotak Mahindra Bank Limited

Loan amount- 40Lakhs, Repayable in 36 monthly installment of ₹ 1,38,662 (including Interest) and the Rate of Interest is 14.97%.

Loan amount- 50Lakhs, Repayable in 36 monthly installment of ₹ 1,73,327 (including Interest) and the Rate of Interest is 14.86%.

From Financial Institutions

Aditya Birla Finance Limited

Repayable in 36 monthly installment of ₹ 1,77,022 (including Interest) and the Rate of Interest is 16.50%.

Cholamandalam Investment & Finance Company Limited

Repayable in 36 monthly installment of ₹ 71,805 (including Interest) and the Rate of Interest is 17.50%.

Fullerton India Credit Company Limited

Repayable in 37 monthly installment of ₹ 1,79,697 (including Interest) and the Rate of Interest is 17.00%.

Hero Fincorp Limited

Repayable in 36 monthly installment of ₹ 1,09,586 (including Interest) and the Rate of Interest is 18.00%.

Kisetsu Saison Finance India Private Limited

Repayable in 24 monthly installment of ₹ 2,48,415 (including Interest) and the Rate of Interest is 17.50%.

Tata Capital Financial Services Limited

Repayable in 36 monthly installment of ₹ 2,28,581 (including Interest) and the Rate of Interest is 16.00%.

Poonawalla Fincorp Limited

Repayable in 36 monthly installment of ₹ 1,44,380 (including Interest) and the Rate of Interest is 17.00%.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

4 Provisions

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Long Term Provisions | | |
| Provision for Gratuity (Refer Note 28) | 75.20 | 57.58 |
| Total | 75.20 | 57.58 |
| Short Term Provisions | | |
| Provision for Gratuity (Refer Note 28) | 6.80 | 8.67 |
| Provision for Income Tax (Net of advances) | 54.38 | 125.71 |
| Total | 61.18 | 134.38 |

5 Short Term Borrowings

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|------------------------------------|--|--|
| Secured | | |
| From Banks | | |
| Canara Bank | | |
| Loan Repayable on Demand | 2,637.65 | 3,320.74 |
| PCFC Facility | 523.62 | 535.32 |
| Current maturity of Long Term Debt | 280.43 | 535.47 |
| Total | 3,441.70 | 4,391.54 |

7.1 Details of Security against borrowing from Canara Bank:

Mortgage of Properties:

- Hypothecation of stocks and present & future Book Debts of the Company.
- Hypothecation of existing Plant & Machinery and other Fixed Assets.
- EMT of Office Property situated at CS No. 13122, Plot No. 3, Ward 18/20, Ichalkaranji Coop Industrial Estate, Ichalkaranji 416115 admeasuring (land – 6000 sq. ft. / bldg. 6500 sq. fts.) standing in the name of Kuber Cotspin Private Limited.
- EMT of Property situated at (Industrial N.A. Open land) Gat No. 130 & 131 Near Parvati Coop Industrial Estate, Yadrav, Tal – Shirol (land – 103500 sq. ft.) standing in the name of Nikunj Hariprasad Bagdia.
- EMT of Property situated at (Residence Property) CS No. 7421-B, Chandur Road, Near Panchwati Talkies, Ichalkaranji – 416115 (land – 14800 sq. ft./ bldg. 6000 sq. fts.) Mrs. Bina Hariprasad Bagdia, Krishna Hariprasad Bagdia, Nikunj Hariprasad Bagdia.
- EMT of Property situated at (Factory Unit II) Plot No. 91, 111, 112, Sector C Parvati Co-op Industrial Estate Yadrav 416145 (land – 6000 sq. ft./ bldg. 6500 sq. fts.) standing in the name of Company.
- EMT of Property situated at (Factory Unit I) Plot No. 46-48 & 62-64, Sector F Parvati Co-op Industrial Estate Yadrav 416145 (land – 30000 sq. ft./ bldg. 26350 sq. fts.) standing in the name of Mrs. Bina Hariprasad Bagdia.
- EMT of Property situated at Plot no 49 to 61 and Gat no 49 to 65, sector F, Parvati Co-op. Industrial estate, Yadrav, Tal Shirol Dist Kolhapur and industrial building (only ground floor) in the name of Company.

Personal Guarantees:

- Mr. Nikunj Hariprasad Bagdia, Director of the Company.
- Mrs. Binadevi Hariprasad Bagdia, Director of the Company.
- Mr. Krishnakumar Hariprasad Bagdia, Erstwhile Director of the Company.
- Mr. Sachin Janardan Mulay

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

5 Short Term Borrowings (Contd.)

Corporate Guarantees:

1. M/s Kuber Cotspin Private Limited

Rate of Interest:

The Rate of Interest is Repo Rate i.e. RLLR + 2.50 i.e. 11.90% p.a.

6 Trade Payables

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| (Unsecured and Considered good) | | |
| Due to Micro and Small Enterprises | 42.63 | 148.14 |
| Other than Micro and Small Enterprises | 14,385.68 | 13,808.94 |
| Total | 14,428.31 | 13,957.08 |
| Out of aforementioned Trade Payables, the company has issued Letter of Credit from Canara Bank amounting to | 3,025.66 | 2,610.12 |

6.1 Sundry Creditors -Dues to Micro and Small Enterprises

Pursuant to disclosure of amount due to Micro, Small and Medium Enterprises as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" (MSMED ACT) included under the head "Trade Payable", the Company has initiated process of seeking necessary information from its suppliers based on the information available with the company regarding the total amount due to supplier as covered under MSMED Act is given below. The company is generally regular in making payment of dues to such enterprise. This has been relied upon by the auditors.

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year | | |
| a. Principal amount due to micro and small enterprises | 42.63 | 148.14 |
| b. Interest due on above | - | - |
| The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |

Note : The above information has been complied in respect of parties to the extent to which they could identify as Micro and small enterprises on the basis of information available with the Company.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

6 Trade Payables (Contd.)

6.2 Ageing of Trade Payables

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Micro Enterprises and Small Enterprises | | |
| Less than 1 Year | 42.63 | 148.14 |
| 1 Year - 2 Years | - | - |
| 2 Years - 3 Years | - | - |
| More than 3 Years | - | - |
| Other than Micro Enterprises and Small Enterprises | | |
| Less than 1 Year | 14,286.82 | 13,753.58 |
| 1 Year - 2 Years | 98.04 | 45.21 |
| 2 Years - 3 Years | 0.82 | 10.15 |
| More than 3 Years | - | - |
| Micro Enterprises and Small Enterprises - Disputed Dues | | |
| Less than 1 Year | - | - |
| 1 Year - 2 Years | - | - |
| 2 Years - 3 Years | - | - |
| More than 3 Years | - | - |
| Other than Micro Enterprises and Small Enterprises - Disputed Dues | | |
| Less than 1 Year | - | - |
| 1 Year - 2 Years | - | - |
| 2 Years - 3 Years | - | - |
| More than 3 Years | - | - |
| | 14,428.31 | 13,957.08 |

7 Other Current Liabilities

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--------------------------|--|--|
| Statutory Dues | 44.72 | 24.34 |
| Advance from Customer | 57.44 | 93.89 |
| Employee Benefit Payable | 75.56 | 78.17 |
| Expenses Payable | 87.71 | 27.20 |
| Total | 265.44 | 223.60 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

8 Property, Plant and Equipment and Intangible Assets

(₹ in Lakhs)

| Particulars | Gross Block | | | Depreciation / Amortisation | | | Net Block | |
|---------------------------------------|---------------------|---------------|-----------------------------|-----------------------------|--------------------|-----------------|--------------------|--|
| | As on 01.04.2024 | Additions | Deductions / Adjustments | As on 31.03.2025 | Upto 01.04.2024 | For the Year | Upto 31.03.2025 | As on 31.03.2024 As on 31.03.2024 |
| Property, Plant and Equipment: | | | | | | | | |
| Land | 27.91 | - | - | 27.91 | - | - | - | 27.91 |
| Land and Building | 277.76 | 17.55 | - | 295.30 | 56.59 | 8.83 | 65.42 | 229.88 |
| Plant and Machinery | 2,558.49 | 87.16 | - | 2,645.65 | 2,008.20 | 95.21 | 2,103.41 | 542.24 |
| Computer | 33.58 | 5.69 | - | 39.27 | 28.60 | 3.20 | 31.81 | 7.46 |
| Passenger Vehicle | 11.85 | - | - | 11.85 | 9.30 | 0.27 | 9.57 | 2.28 |
| Furniture and Fixture | 48.95 | 2.52 | - | 51.47 | 26.33 | 4.63 | 30.96 | 20.51 |
| Office Equipments | 15.38 | 6.94 | - | 22.32 | 7.27 | 2.81 | 10.08 | 12.24 |
| Sub-Total | 2,973.93 | 119.85 | - | 3,093.78 | 2,136.30 | 114.95 | 2,251.25 | 842.53 |
| Intangible Assets: | | | | | | | | |
| Software | 20.18 | 12.55 | - | 32.74 | 10.42 | 6.37 | 16.79 | 15.94 |
| Sub-Total | 20.18 | 12.55 | - | 32.74 | 10.42 | 6.37 | 16.79 | 15.94 |
| Total | 2,994.11 | 132.40 | - | 3,126.51 | 2,146.72 | 121.32 | 2,268.04 | 858.48 |
| Previous Year | 2,841.05 | 156.99 | 3.93 | 2,994.11 | 2,018.25 | 128.47 | 2,146.72 | 847.39 |

FY 23-24

(₹ in Lakhs)

| Particulars | Gross Block | | | Depreciation / Amortisation | | | Net Block | |
|---------------------------|---------------------|---------------|-----------------------------|-----------------------------|--------------------|-----------------|--------------------|--|
| | As on 01.04.2023 | Additions | Deductions / Adjustments | As on 31.03.2024 | Upto 01.04.2023 | For the Year | Upto 31.03.2024 | As on 31.03.2024 As on 31.03.2023 |
| Tangible Assets: | | | | | | | | |
| Land | 27.91 | - | - | 27.91 | - | - | - | 27.91 |
| Land and Building | 277.56 | 0.20 | - | 277.76 | 48.09 | 8.51 | 56.59 | 221.16 |
| Plant and Machinery | 2,420.46 | 141.96 | 3.93 | 2,558.49 | 1,901.31 | 106.90 | 2,008.20 | 550.29 |
| Computer | 30.67 | 2.91 | - | 33.58 | 25.81 | 2.79 | 28.60 | 4.98 |
| Passenger Vehicle | 10.93 | 0.92 | - | 11.85 | 7.93 | 1.37 | 9.30 | 3.00 |
| Furniture and Fixture | 47.29 | 1.66 | - | 48.95 | 22.16 | 4.17 | 26.33 | 25.13 |
| Office Equipments | 13.47 | 1.91 | - | 15.38 | 5.23 | 2.04 | 7.27 | 8.25 |
| Sub-Total | 2,828.31 | 149.55 | 3.93 | 2,973.93 | 2,010.52 | 125.78 | 2,136.30 | 837.63 |
| Intangible Assets: | | | | | | | | |
| Software | 12.74 | 7.44 | - | 20.18 | 7.73 | 2.69 | 10.42 | 9.76 |
| Sub-Total | 12.74 | 7.44 | - | 20.18 | 7.73 | 2.69 | 10.42 | 5.01 |
| Total | 2,841.05 | 156.99 | 3.93 | 2,994.11 | 2,018.25 | 128.47 | 2,146.72 | 847.39 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

FY 2022-23

(₹ in Lakhs)

| Particulars | Gross Block | | | Depreciation / Amortisation | | | Net Block | |
|---------------------------|------------------|---------------|--------------------------|-----------------------------|-----------------|---------------|------------------|------------------|
| | As on 01.04.2022 | Additions | Deductions / Adjustments | As on 31.03.2023 | Upto 01.04.2022 | For the Year | As on 31.03.2023 | As on 31.03.2022 |
| Tangible Assets: | | | | | | | | |
| Land | 27.91 | - | - | 27.91 | - | - | 27.91 | 27.91 |
| Land & Building | 277.56 | - | - | 277.56 | 39.58 | 8.51 | 229.48 | 237.98 |
| Plant & Machinery | 2,299.07 | 121.39 | - | 2,420.46 | 1,775.06 | 126.24 | 519.16 | 524.01 |
| Computer | 25.98 | 4.70 | - | 30.67 | 22.93 | 2.88 | 4.86 | 3.04 |
| Passenger Vehicle | 10.93 | - | - | 10.93 | 6.70 | 1.23 | 3.00 | 4.23 |
| Furniture & Fixture | 44.67 | 2.62 | - | 47.29 | 18.08 | 4.07 | 25.13 | 26.58 |
| Office Equipments | 8.87 | 4.60 | - | 13.47 | 3.67 | 1.56 | 8.25 | 5.20 |
| Sub-Total | 2,695.00 | 133.31 | - | 2,828.31 | 1,866.03 | 144.49 | 817.79 | 828.97 |
| Intangible Assets: | | | | | | | | |
| Software | - | - | - | - | - | - | - | - |
| | 10.65 | 2.09 | - | 12.74 | 4.87 | 2.86 | 5.01 | 5.78 |
| Sub-Total | 10.65 | 2.09 | - | 12.74 | 4.87 | 2.86 | 5.01 | 5.78 |
| Total | 2,705.65 | 135.40 | - | 2,841.05 | 1,870.90 | 147.35 | 822.80 | 834.75 |

FY 2021-22

(₹ in Lakhs)

| Particulars | Gross Block | | | Depreciation / Amortisation | | | Net Block | |
|---------------------------|------------------|---------------|--------------------------|-----------------------------|-----------------|---------------|------------------|------------------|
| | As on 01.04.2021 | Additions | Deductions / Adjustments | As on 31.03.2022 | Upto 01.04.2021 | For the Year | As on 31.03.2022 | As on 31.03.2021 |
| Tangible Assets: | | | | | | | | |
| Land | 27.91 | - | - | 27.91 | - | - | 27.91 | 52 |
| Land & Building | 194.90 | 82.66 | - | 277.56 | 33.57 | 6.01 | 237.98 | 229 |
| Plant & Machinery | 2,278.88 | 20.20 | - | 2,299.07 | 1,638.83 | 136.24 | 524.01 | 519 |
| Computer | 24.22 | 1.76 | - | 25.98 | 21.05 | 1.88 | 3.04 | 5 |
| Passenger Vehicle | 10.93 | - | - | 10.93 | 5.47 | 1.23 | 4.23 | 3 |
| Furniture & Fixture | 42.13 | 2.53 | - | 44.67 | 14.20 | 3.88 | 26.58 | 25 |
| Office Equipments | 4.63 | 4.24 | - | 8.87 | 2.76 | 0.91 | 5.20 | 8 |
| Sub-Total | 2,583.61 | 111.39 | - | 2,695.00 | 1,715.87 | 150.16 | 828.97 | 841.00 |
| Intangible Assets: | | | | | | | | |
| Software | - | - | - | - | - | - | - | - |
| | 7.65 | 3.00 | - | 10.65 | 1.36 | 3.52 | 5.78 | 5 |
| Sub-Total | 7.65 | 3.00 | - | 10.65 | 1.36 | 3.52 | 5.78 | 5.00 |
| Total | 2,591.26 | 114.39 | - | 2,705.65 | 1,717.22 | 153.67 | 834.75 | 846.00 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

9 Non-current investments

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Investment in Equity Shares of other Companies | | |
| Quoted, Fully Paid Up | | |
| Deepjyoti Textiles Limited | 11.75 | 11.75 |
| (1,60,800 (1,60,800) equity shares of ₹ 10 each fully paid up) | | |
| Investment in Equity Shares of Subsidiary Companies | | |
| Unquoted, Fully Paid Up | | |
| Kuber Cotspin Private Limited | 1.00 | 1.00 |
| (999 (999) equity shares of ₹ 10 each fully paid up) | | |
| Total | 12.75 | 12.75 |
| Aggregate amount of investments of quoted and market value thereof | 33.45 | 33.45 |
| Aggregate carrying value of unquoted investments | 1.00 | 1.00 |
| Aggregate amount of impairment in value of investments | - | - |

10 Deferred Tax Assets / (Liabilities) (Net)

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|-------------------------------|--|--|
| Opening | 7.78 | (31.95) |
| Difference of Opening Balance | - | 33.33 |
| Related to fixed assets | (2.38) | 1.92 |
| Gratuity | 3.96 | 4.48 |
| | 1.58 | 6.40 |
| Total | 9.36 | 7.78 |

11 Other Non-Current Assets

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|-----------------------------------|--|--|
| Security Deposits (Refer Note 29) | 48.08 | 46.24 |
| Total | 48.08 | 46.24 |

12 Inventories

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|----------------|--|--|
| Raw materials | 5,603.59 | 4,855.41 |
| Finished goods | 6,969.66 | 6,273.32 |
| Total | 12,573.24 | 11,128.72 |

12.1 Valuation of Inventories are as Valued and Certified by the Management.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

13 Trade Receivables

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---|--|--|
| (Unsecured and Considered good) | | |
| Debts outstanding for a period exceeding 6 months | 1,074.20 | 1,865.93 |
| Other debts (Refer Note 29) | 10,644.06 | 8,237.71 |
| Total | 11,718.27 | 10,103.65 |
| Age of Receivable | | |
| Undisputed Trade Receivables – Considered Good | | |
| Less than 6 months | 10,644.06 | 8,237.71 |
| 6 Months – 1 Year | 747.55 | 1,329.77 |
| 1 Year – 2 Years | 21.41 | 235.70 |
| 2 Years – 3 Years | 118.55 | 133.38 |
| More than 3 Years | 186.70 | 167.08 |
| Undisputed Trade Receivables – Considered Doubtful | | |
| Less than 6 months | - | - |
| 6 Months – 1 Year | - | - |
| 1 Year – 2 Years | - | - |
| 2 Years – 3 Years | - | - |
| More than 3 Years | - | - |
| Disputed Trade Receivables Considered Good | | |
| Less than 6 months | - | - |
| 6 Months – 1 Year | - | - |
| 1 Year – 2 Years | - | - |
| 2 Years – 3 Years | - | - |
| More than 3 Years | - | - |
| Disputed Trade Receivables Considered Doubtful | | |
| Less than 6 months | - | - |
| 6 Months – 1 Year | - | - |
| 1 Year – 2 Years | - | - |
| 2 Years – 3 Years | - | - |
| More than 3 Years | - | - |
| Total | 11,718.27 | 10,103.65 |

14 Cash and Cash Equivalents

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Balances with Banks | | |
| In Current Accounts | 55.69 | 177.84 |
| Cash on Hand | 2.16 | 2.94 |
| Fixed Deposits* | 635.80 | 439.39 |
| Fixed Deposits for unutilised IPO Proceeds | 1,518.30 | - |
| Total | 2,211.95 | 620.17 |

* Deposits of ₹ 635.80 Lakhs (₹ 439.39 lakhs) are given as Margin Security against Letter of Credit Facility.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

15 Short-term loans and advances

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---------------------------------|--|--|
| (Unsecured and Considered good) | | |
| Advances to Suppliers | 890.48 | 53.35 |
| Other Receivables | 14.23 | 13.72 |
| Advances to Employees | 24.80 | 12.22 |
| Total | 929.50 | 79.29 |

16 Other Current Assets

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---------------------------------------|--|--|
| Balance with Indirect Tax Authorities | 541.13 | 526.29 |
| Duty Credit Script Sales Receivable | 354.46 | - |
| Dutydraw Back Receivables | 13.07 | 31.31 |
| Subsidy Receivables | 139.63 | 139.63 |
| Prepaid Expenses | 6.04 | 20.02 |
| Total | 1,054.34 | 717.25 |

17 Revenue From Operations

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|----------------------------------|---|---|
| Sale of Products (Refer Note 29) | 48,328.19 | 39,106.88 |
| Sale of Services | 45.73 | 61.34 |
| Total | 48,373.92 | 39,168.22 |

18 Other Income

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---------------------------------------|---|---|
| Export Incentives | 445.24 | 340.98 |
| Duty Drawback | 254.93 | 166.82 |
| Foreign Exchange Gain | 55.08 | 35.15 |
| Other Income | 0.65 | 1.88 |
| Profit on Sale of Assets | 0.80 | 0.52 |
| Interest from Debtors (Refer Note 29) | 270.82 | 132.75 |
| Interest on Fixed Deposit | 63.31 | 6.26 |
| Total | 1,090.84 | 684.35 |

19 Cost of Materials Consumed

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--------------------------------------|---|---|
| Purchases | 40,061.87 | 32,569.04 |
| | 40,061.87 | 32,569.04 |
| Add: Opening Stock of Raw Materials | 4,855.41 | 3,829.31 |
| Less: Closing Stock of Raw Materials | 5,603.59 | 4,855.41 |
| Total | 39,313.69 | 31,542.94 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

20 Direct Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-------------------------|---|---|
| Job Work Charges | 4,697.47 | 4,674.81 |
| Power and Fuel Expenses | 242.89 | 267.16 |
| Transport Expenses | 442.41 | 342.38 |
| Repairs and Maintenance | 67.40 | 102.81 |
| Packing Material | 79.13 | 65.31 |
| Other Factory Expenses | 99.85 | 132.62 |
| Total | 5,629.16 | 5,585.08 |

21 Changes in Inventories of Finished Goods and Stock-in-Process

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--------------------------------------|---|---|
| Inventories (at close) | | |
| Finished Goods | 6,969.66 | 6,273.32 |
| | 6,969.66 | 6,273.32 |
| Inventories (at commencement) | | |
| Finished Goods | 6,273.32 | 4,982.84 |
| | 6,273.32 | 4,982.84 |
| Total | (696.34) | (1,290.48) |

22 Employee Benefits Expense

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| Salaries, wages and bonus | 591.92 | 523.64 |
| Managerial Remuneration (Refer Note 29) | 203.50 | 114.00 |
| Director Sitting Fees (Refer Note 29) | 1.70 | - |
| Contribution to provident and other funds | 11.95 | 21.57 |
| Gratuity (Refer Note 28) | 19.80 | 18.97 |
| Staff welfare expenses | 6.62 | 10.04 |
| Total | 835.48 | 688.22 |

23 Finance Cost

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-----------------------|---|---|
| Bank charges | 119.71 | 112.81 |
| Interest to Creditors | 233.68 | 159.96 |
| Interest on Loan | 1,342.06 | 1,050.77 |
| Other Interest | 1.09 | 25.34 |
| Total | 1,696.54 | 1,348.88 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

24 Depreciation and Amortisation Expense

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-----------------------------------|---|---|
| Depreciation of tangible assets | 114.95 | 125.78 |
| Depreciation of intangible assets | 6.37 | 2.69 |
| Total | 121.32 | 128.47 |

25 Other Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| Advertisement Expenses | 19.77 | 12.46 |
| Audit Fees | 6.75 | 4.00 |
| Commission Expenses | 422.89 | 297.38 |
| Gain & Loss on Forward Cover Cancellation | 1.56 | (3.56) |
| Insurance Expenses | 82.87 | 56.13 |
| Rent, Rates and Taxes (Refer Note 29) | 77.70 | 34.28 |
| Subscription Charges | 169.01 | 155.07 |
| Miscellaneous Expenses | 0.02 | 4.55 |
| Office Expenses | 41.84 | 29.55 |
| Professional Fees | 13.23 | 9.47 |
| Bad Debts | - | 8.07 |
| Repairs and Maintenance Expenses | 16.84 | 12.38 |
| Printing and Stationary | 6.63 | 6.32 |
| Donation | 0.16 | 2.38 |
| CSR Expenses (Refer Note 32) | 13.61 | - |
| Travelling and Conveyance Expenses | 43.86 | 44.41 |
| Total | 916.76 | 672.90 |

25.1 Payment to Auditor as:

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|----------------------|---|---|
| Statutory Audit Fees | 5.75 | 4.00 |
| Tax Audit Fees | 1.00 | - |
| | 6.75 | 4.00 |

26 Earning Per Share (EPS)

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Share holders (Rs.) | 1,213.34 | 881.15 |
| ii) Weighted Average number of Equity Shares used as denominator for calculating EPS | 1,91,81,517 | 1,83,66,280 |
| iii) Basic and Diluted Earnings per share (Rs.) | 6.33 | 4.80 |
| iv) Face Value per Equity Share (Rs.) | 10.00 | 10.00 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

27 Contingent Liabilities and Commitments

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| (I) Contingent Liabilities (to the extent not provided for) | | |
| a Bank Guarantees opened with banks | - | - |
| b Custom Duty payable against Export Obligation | - | - |
| (II) Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | - | - |

28 Defined Benefit Plans (Unfunded) – Gratuity

i) Reconciliation of opening and closing balances of Defined Benefit obligation:

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| Defined Benefit obligation at beginning of the year | 66.25 | 48.45 |
| Current Service Cost | 12.75 | 10.23 |
| Interest Cost | 4.76 | 3.58 |
| Actuarial (gain) / loss | 2.29 | 5.16 |
| Benefits paid | (4.05) | (1.17) |
| Defined Benefit obligation at year end | 82.00 | 66.25 |

ii) Expense recognized under employment costs during the year :

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-------------------------|---|---|
| Current Service Cost | 12.75 | 10.23 |
| Interest Cost | 4.76 | 3.58 |
| Actuarial (gain) / loss | 2.29 | 5.16 |
| Net Cost | 19.80 | 18.97 |

iii) Actuarial assumptions

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| Mortality Table | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |
| Discount rate (per annum) | 6.72% | 7.19% |
| Rate of escalation in salary (per annum) | 10.00% | 10.00% |
| Attrition Rate | 10.00% | 10.00% |

iv) Amount Recognised in the balance sheet

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| Present Value of Benefit Obligation as the opening of the period | 66.25 | 48.45 |
| Expense Recognized in Statement of Profit or Loss | 19.80 | 18.97 |
| Benefits Paid | (4.05) | (1.17) |
| Present Value of Benefit Obligation As the end of the period | 82.00 | 66.25 |
| Current Liability | 6.80 | 8.67 |
| Non – Current Liability | 75.20 | 57.58 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

28 Defined Benefit Plans (Unfunded) - Gratuity (Contd.)

V) Amount recognized in the Profit and loss account under the defined contribution plan (₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| Amount recognized in the Profit and Loss Account under the defined contribution plan | 19.80 | 18.97 |

29 Related Party Disclosures

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

- i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

| Sr. No. | Name of the Related Party | Relationship |
|---------|--|--|
| 1 | Nikunj Hariprasad Bagdiya | Key Managerial Personnel (KMP) |
| 2 | Krishna Hariprasad Bagdiya (resigned on 13/09/2024) | |
| 3 | Bina Hariprasad Bagdiya | |
| 4 | Rashmi Sagar Mitkary | |
| 5 | Arshita Singh | |
| 6 | Vinaykumar Ramgopal Jhawar | |
| 7 | Sachin Mulay (Chief Financial Officer) appointed on 13/09/2024 | |
| 8 | Shailja Dubey (Company Secretary) appointed on 13/09/2024 | |
| 9 | Kuber Cotspin Private Limited | Subsidiary Company Enterprises over which Key Managerial Personnel (KMP) are able to exercise influential control |
| 10 | Nikunj Hariprasad Bagdiya (HUF) | |
| 11 | Aaren Invotech (Proprietor : Rachna Nikunj Bagdiya) | |
| 12 | Ken Global Design Private Limited | |
| 13 | Zest Lifestyle Private Limited | |

- ii) Transactions during the year with related parties:

(₹ in Lakhs)

| Sr. No. | Nature of Transactions | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---------|---|---|---|
| 1 | Remuneration and Director Sitting Fees | | |
| | Key Managerial Personnel | | |
| | Nikunj Hariprasad Bagdiya | 173.68 | 96.00 |
| | Bina Hariprasad Bagdiya | 21.00 | 18.00 |
| | Sachin Mulay | 8.82 | - |
| | Arshita Singh | 0.50 | - |
| | Vinaykumar Ramgopal Jhawar | 0.60 | - |
| | Rashmi Sagar Mitkary | 0.60 | - |
| 2 | Rent | | |
| | Key Managerial Personnel | | |
| | Bina Hariprasad Bagdiya | 10.00 | 6.00 |
| | Subsidiary Company | | |
| | Kuber Cotspin Private Limited | 3.60 | 2.20 |
| 3 | Sales (Net of Returns) | | |
| | Subsidiary Company | | |
| | Kuber Cotspin Private Limited | 875.69 | 941.34 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

29 Related Party Disclosures (Contd.)

(₹ in Lakhs)

| Sr. No. | Nature of Transactions | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---------|---|---|---|
| | Enterprise over which KMP are able to exercise influential control | | |
| | Aaren Invotech | 1,105.28 | 269.35 |
| | Ken Global Design Private Limited | (0.18) | 1,438.18 |
| | Zest Lifestyle Private Limited | 3,196.41 | 1,840.77 |
| 4 | Interest Income | | |
| | Subsidiary Company | | |
| | Kuber Cotspin Private Limited | 15.79 | 2.68 |
| | Enterprise over which KMP are able to exercise influential control | | |
| | Ken Global Design Private Limited | 83.44 | 110.83 |
| | Aaren Invotech | - | 5.83 |
| | Zest Lifestyle Private Limited | 10.18 | 0.35 |
| 5 | Loans taken from/(Repaid to) | | |
| | Key Managerial Personnel | | |
| | Nikunj Hariprasad Bagdiya | (52.29) | 52.29 |

Closing Balances as at

(₹ in Lakhs)

| Sr. No. | Nature of Transactions | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---------|---|--|--|
| 1 | Security Deposit Given | | |
| | Subsidiary Company | | |
| | Kuber Cotspin Private Limited | 15.30 | 15.30 |
| 2 | Investments | | |
| | Subsidiary Company | | |
| | Kuber Cotspin Private Limited | 1.00 | 1.00 |
| 3 | Trade Receivables | | |
| | Subsidiary Company | | |
| | Kuber Cotspin Private Limited | 792.59 | 742.02 |
| | Enterprise over which KMP are able to exercise influential control | | |
| | Aaren Invotech | 467.21 | 313.71 |
| | Ken Global Design Private Limited | 79.27 | 1,552.81 |
| | Zest Lifestyle Private Limited | 1,089.60 | 1,216.11 |
| 4 | Long term Borrowings | | |
| | Key Managerial Personnel | | |
| | Nikunj Hariprasad Bagdiya | - | 52.29 |

30 Segment Information

The Company operates in single business segment i.e. Textile manufacturing hence segment information has not been provided. Further the Company conducts its business in only one Geographical Segment, viz., India.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

31 Ratios

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 | Changes | Reason |
|--|--|--|---------|-------------------------------|
| (i) Current Ratio (Total current assets/Total current liabilities) | 1.57 | 1.21 | 29.30% | Increase in Current Assets |
| (ii) Debt-Equity Ratio (Total Debt/Total Equity) | 0.32 | 1.09 | -70.72% | Increase in Equity due to IPO |
| (iii) Debt Service Coverage Ratio (Earnings available for debt service/Debt Service) | 1.53 | 1.25 | 22.77% | |
| (iv) Inventory Turnover Ratio (Sale of Products (Refer Note 29)/Average Inventory) | 4.08 | 3.93 | 3.91% | |
| (v) Trade Receivables Turnover Ratio (Revenue from Operation/Average Trade Receivable) | 4.43 | 4.34 | 2.26% | |
| (vi) Trade Payables Turnover Ratio (Net Credit Purchases (Refer Note 29) (Raw Material, Packing Material and Purchase of Traded Goods) / Average Trade Payable) | 2.82 | 2.67 | 5.58% | |
| (vii) Net Capital Turnover Ratio (Revenue from Operations/Working Capital (Total Current Assets less Total Current Liabilities)) | 4.70 | 9.93 | -52.68% | Increase in Working Capital |
| (viii) Return on Equity (Profit for the Year/Total Equity) | 10.96% | 20.00% | -45.18% | Increase in Equity |
| (ix) Net Profit Ratio (Profit for the Year/Revenue from Operations) | 2.51% | 2.25% | 11.50% | |
| (x) Return on Capital Employed (Profit before Tax and Finance Costs/ Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)) | 29.81% | 52.00% | -42.67% | Increase in Equity due to IPO |
| (xi) Return on Investment (Income Generated from Invested funds/ Average Invested Funds) | NA | NA | NA | |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

32 Corporate Social Responsibility (CSR)

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| (i) Amount required to be Spent by the Company during the Year | 13.48 | NA |
| (ii) Amount of Expenditure Incurred | 13.61 | NA |
| (iii) Shortfall at the End of the Period | (0.13) | NA |
| (iv) Total of Previous Years Shortfall | Nil | NA |
| (v) Reason for Shortfall | NA | NA |
| (vi) Nature of CSR Activities | NA | NA |
| (vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard, | NA | NA |
| (viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately. | NA | NA |

33 Disclosure of Transactions With Struck Off Companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

34 No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- Crypto Currency or Virtual Currency
- Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- Relating to borrowed funds:
 - Wilful defaulter
 - Registration of charges or satisfaction with Registrar of Companies

35 Particulars of Loans, Guarantees or Investments covered under Section 186(4) of the Companies Act, 2013

There are no loans granted, guarantees given and investments made by the Company under Section 186 of the Companies Act, 2013 read with rules framed thereunder.

36 Difference in quarterly statements submitted to banks and books of accounts

Name of the Bank: Canara Bank

(₹ in Lakhs)

| Quarter | Particulars of Security Provided | Amount as per Books | Amount as reported in the quarterly return / statements | Difference |
|---------|----------------------------------|---------------------|---|------------|
| Jun-23 | Stocks | 8,919.87 | 8,919.87 | - |
| Sep-23 | Stocks | 9,768.71 | 9,726.53 | (42.18) |
| Dec-23 | Stocks | 10,404.56 | 10,404.56 | - |
| Mar-24 | Stocks | 11,128.72 | 10,631.67 | (497.06) |
| Jun-24 | Stocks | 11,725.07 | 11,725.07 | - |
| Sep-24 | Stocks | 11,851.99 | 11,851.99 | - |
| Dec-24 | Stocks | 12,060.30 | 12,060.30 | - |
| Mar-25 | Stocks | 12,603.24 | 12,533.55 | (69.69) |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

36 Difference in quarterly statements submitted to banks and books of accounts (Contd.)

The variance arises due to routine entries posted during the book closure process, which typically completes after filing statements with the banks. One reason for this discrepancy is that stock in transit is not considered in the statements submitted to the bank, but it is accounted for in both purchases and stock in transit in the books of accounts. Therefore, the timing and treatment of these entries create differences between the bank's statement and the company's internal financial records.

37 In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated as realizable in the ordinary course of business and the provision for all known liabilities are adequate.

38 During the financial year 2024-25, the Company has made an Initial Public Issue of 61,99,200 Equity shares of face value ₹ 10 each at a price of ₹ 94 per Equity share aggregating to ₹ 5,827.25 Lakhs and made allotment of fully paid-up Equity Shares and an Offer For Sale of up to 27,00,000 Equity Shares of face value ₹ 10 each at a price of ₹ 94 per Equity share aggregating to ₹ 2,538.00 Lakhs by the Selling Shareholders of the Company.

Out of gross proceeds of IPO for ₹ 5.827.25 Lakhs, the company has utilised the proceeds in the following manner:-

Name of the Bank: Canara Bank

(₹ in Lakhs)

| Particulars | Object of the issue | Utilised till 31.03.2025 | Pending utilisation* |
|---|---------------------|-----------------------------|-------------------------|
| Unidentified Acquisitions in India and abroad | 625.00 | - | 625.00 |
| Purchase of New Machinery | 453.30 | - | 453.30 |
| Capital Expenditure for renovation of both manufacturing facilities | 376.54 | - | 376.54 |
| To meet working capital requirements | 2,500.00 | 2,500.00 | - |
| General Corporate Expenses | 1,347.89 | 1,347.89 | - |
| Issue Expenses | 524.52 | 524.52 | - |
| Total | 5,827.25 | 4,372.41 | 1,454.84 |

* The amount pending utilisation is held in the form of fixed deposits

39 Earnings in foreign exchange:

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-----------------|---|---|
| Export of goods | 10,563.69 | 9,019.10 |

39 With effect from April 1, 2023, the Ministry of Corporate Affairs (MCA) has made it mandatory for every company, which uses accounting software for maintaining its books of account, to use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses a accounting software Tally Edit Log software to maintain its books of accounts. Which record the audit trail of each and every transaction created in books of account along with the date when such changes were made further audit trail feature can not be disable in Tally Edit Log hence each and every transaction have audit trail.

With a view to address the above challenges while ensuring compliance with the MCA notification and mitigate the risks involved therein, the Company has appropriately designed and implemented alternate mitigating controls over direct change at database level.

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

- 40** Debit and Credit balances are subject to confirmation and reconciliation if any.
- 41** Previous year figures have been regrouped / reclassified, wherever necessary, to correspond with current year classification.

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
"Whole-time Director and
Chief Financial Officer"

Shailja Dubey
Company Secretary

Ken Enterprises Limited

(Formerly known as Ken Enterprises Private Limited)

Depreciation as per IT Act

| Sr. No. | Particulars | Rate | WDV as on 01/04/24 | Additions | | Deductions | Net Cost as on 31/03/2025 | Depreciation | | | WDV as on 31/03/25 |
|--------------|------------------------|------|--------------------|--------------------|--------------------|------------|---------------------------|--------------------|------------|--------------------|--------------------|
| | | | | More than 180 days | Less than 180 days | | | At Normal Rates | Additional | Total | |
| 1 | Building | 10% | 1,27,15,665 | 12,11,392 | 5,43,140 | - | 1,44,70,198 | 14,19,863 | - | 14,19,863 | 1,30,50,335 |
| 2 | Plant and Machinery | 15% | 6,15,35,737 | 23,27,378 | 70,82,222 | - | 7,09,45,337 | 1,01,10,634 | - | 1,01,10,634 | 6,08,34,703 |
| 3 | Furniture and Fixtures | 10% | 21,33,216 | 1,16,058 | 1,35,886 | - | 23,85,160 | 2,31,722 | - | 2,31,722 | 21,53,438 |
| 4 | Computer and Laptop | 40% | 10,43,995 | 2,77,948 | 2,91,006 | - | 16,12,949 | 5,86,979 | - | 5,86,979 | 10,25,970 |
| 5 | Motor Vehicles | 15% | 85,022 | - | - | - | 85,022 | 12,753 | - | 12,753 | 72,269 |
| 6 | Intangible Assets | 25% | 6,04,848 | 9,05,423 | 3,50,000 | - | 18,60,271 | 4,21,318 | - | 4,21,318 | 14,38,953 |
| Total | | | 7,81,18,483 | 48,38,200 | 84,02,255 | - | 9,13,58,937 | 1,27,83,269 | - | 1,27,83,269 | 7,85,75,668 |

| Sr. No. | Particulars | Rate | WDV as on 01/04/23 | Additions | | Deductions | Net Cost as on 31/03/2024 | Depreciation | | | WDV as on 31/03/24 |
|--------------|------------------------|------|--------------------|--------------------|--------------------|------------|---------------------------|--------------------|------------|--------------------|--------------------|
| | | | | More than 180 days | Less than 180 days | | | At Normal Rates | Additional | Total | |
| 1 | Building | 10% | 1,41,09,017 | 19,500 | - | - | 1,41,28,517 | 14,12,852 | - | 14,12,852 | 1,27,15,665 |
| 2 | Plant and Machinery | 15% | 5,74,41,554 | 27,76,684 | 1,07,41,728 | - | 7,09,59,966 | 98,38,365 | - | 98,38,365 | 6,11,21,601 |
| 3 | Furniture and Fixtures | 10% | 22,01,029 | 5,12,931 | 4,34,726 | - | 31,48,685 | 2,93,132 | - | 2,93,132 | 28,55,553 |
| 4 | Computer and Laptop | 40% | 14,40,018 | 2,76,850 | 1,05,052 | - | 18,21,920 | 7,07,758 | - | 7,07,758 | 11,14,162 |
| 5 | Motor Vehicles | 15% | - | - | 91,916 | - | 91,916 | 6,894 | - | 6,894 | 85,022 |
| 6 | Intangible Assets | 40% | - | 3,70,000 | 3,74,112 | - | 7,44,112 | 2,22,822 | - | 2,22,822 | 5,21,290 |
| Total | | | 7,51,91,618 | 39,55,965 | 1,17,47,534 | - | 9,08,95,116 | 1,24,81,823 | - | 1,24,81,823 | 7,84,13,293 |

Notes on Standalone Financial Statements

for the Year ended March 31st, 2025

Consolidated Financial Statements

Independent Auditor's Report to the Members of Ken Enterprises Limited

(Formerly known as Ken Enterprises Private Limited)

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of **Ken Enterprises Limited (Formerly known as Ken Enterprises Private Limited)** ('the Holding Company') and its subsidiary (the Holding Company and Subsidiary together referred as "the Group"), which comprise the balance sheet as at 31 March 2025, the statement of profit and loss, the statement of cash flows for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Group as at 31 March 2025, the profit and its cash flows 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 Consolidated Financial Statements section of our report. We are independent of

the Group, its associates and jointly controlled entities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

| Key Audit Matters | How the matter was addressed in our audit |
|--|--|
| 1) IPO Expenses (Refer Note 2 and 38 of the consolidated Financial Statements) In the Current financial year, the Company initiated its Initial Public Offering and consequently accrued Share Issue Expenses. The total offer expenses aggregating to ₹ 379.32 lacs have been utilised from Securities Premium Account in accordance with section 52 of the Companies Act, 2013. | Our audit procedures include the following: <ul style="list-style-type: none"> • Obtained a detailed understanding of such Share Issue Expenses from the Management. • Verified all the supporting document related to IPO. • Ensured proper accounting treatment for writing off the above-mentioned expenses as per section 52 of the Companies Act, 2013 |

| Key Audit Matters | How the matter was addressed in our audit |
|--|--|
| <p>2) Revenue Recognition</p> <p>Revenue is measured net of returns, discounts and rate difference on the Company's sales.</p> <p>Revenue is recognized when the control of the underlying products has been transferred to the customer. There is a risk of revenue being overstated due to fraud resulting from the pressure on management to achieve performance targets at the reporting period end.</p> | <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessing the appropriateness of the revenue recognition accounting policies, including those relating to sales returns, discounts and rate difference. Performing substantive testing (including year- end cutoff testing) by selecting samples of revenue transactions recorded during the year by verifying the underlying documents, which included sales invoices/ e-invoice, etc. For sample customers, obtained and assessed the arrangements with the Company and impact on revenue recognition including their payment terms and right to returns. For sample customer balances, obtained direct confirmation and tested the reconciliations, if any |

Information other than the consolidated financial statements and auditors' report thereon

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in

accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance

with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

- ❖ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ❖ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, 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 ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- ❖ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ❖ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiary included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report that

- there are no qualifications or adverse remarks in these CARO reports;
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 consolidated balance sheet, the consolidated statement of profit and loss and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
 - (e) On the basis of the written representations received from the directors of the Holding Company taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act; and
 - (f) With respect to the adequacy of the internal financial controls with reference to the Consolidated Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
 3. 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:
 - a. The Group does not have any pending litigations which would impact its financial position except contingent liabilities as reported in note 27 to the Consolidated Financial Statements of the Company.
 - b. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - ❖ directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - ❖ provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - ❖ directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - ❖ provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (d) (i) and (d) (ii) contain any material mis-statement.
 - e. The Company has not declared or paid any dividend during the year.
 - f. Based on our examination, which included test checks, the Company has used an 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.

4. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company and its subsidiary companies which are incorporated in India to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other

details under Section 197(16) which are required to be commented upon by us.

For **Mittal Agarwal & Company**
Chartered Accountants
(Firm Registration No. 131025W)

Place: Ichalkaranji
Dated: 30/05/2025
UDIN: 25135505BMKSEN1727

Piyush Agarwal
Partner
Membership No. 135505

Annexure A to the Independent Auditors' Report on the consolidated financial statements of Ken Enterprises Limited (Formerly known as Ken Enterprises Private Limited) for the year ended 31 March 2025

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of **Ken Enterprises Limited** (Formerly known as Ken Enterprises Private Limited) (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary company, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to the Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are

recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to the Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to the consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls with reference to the consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to the consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **Mittal Agarwal & Company**
Chartered Accountants
(Firm Registration No. 131025W)

Place: Ichalkaranji
Dated: 25/05/2025
UDIN: 25135505BMKSEN1727

Piyush Agarwal
Partner
Membership No. 135505

Consolidated Balance Sheet as at March 31st, 2025

(₹ in Lakhs)

| Particulars | Note | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---|------|--|--|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| Share Capital | 1 | 2,456.55 | 258.68 |
| Reserves and Surplus | 2 | 8,703.27 | 4,226.55 |
| | | 11,159.82 | 4,485.23 |
| Minority Interest | | 0.04 | 0.04 |
| Non Current Liabilities | | | |
| Long Term Borrowings | 3 | 76.67 | 392.85 |
| Long Term Provisions | 4 | 75.20 | 57.58 |
| Current Liabilities | | | |
| Short Term Borrowings | 5 | 3,441.70 | 4,391.54 |
| Trade and Other Payables Due to | 6 | | |
| Micro and Small Enterprises | | 42.63 | 148.14 |
| Other than Micro and Small Enterprises | | 14,403.84 | 14,385.55 |
| Other Current Liabilities | 7 | 269.53 | 224.04 |
| Short Term Provisions | 4 | 70.06 | 138.29 |
| Total | | 29,539.49 | 24,223.27 |
| ASSETS | | | |
| Non-Current Assets | | | |
| Property, Plant and Equipment and Intangible assets | | | |
| Property, Plant and Equipment | 8 | 866.53 | 861.63 |
| Intangible Assets | 8 | 15.94 | 9.76 |
| Non-current investments | 9 | 11.75 | 11.75 |
| Deferred Tax Assets (Net) | 10 | 9.36 | 7.78 |
| Other Non-Current Assets | 11 | 32.89 | 30.95 |
| Current Assets | | | |
| Inventories | 12 | 12,818.34 | 11,254.20 |
| Trade Receivables | 13 | 11,222.07 | 10,605.29 |
| Cash and Cash Equivalents | 14 | 2,219.25 | 628.35 |
| Short-Term Loans and Advances | 15 | 1,230.21 | 82.77 |
| Other Current Assets | 16 | 1,113.13 | 730.79 |
| Total | | 29,539.49 | 24,223.27 |

See Accompanying Notes to the Financial Statements.

1 to 43

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
Whole-time Director and
Chief Financial Officer

Shailja Dubey
Company Secretary

Consolidated Statement of Profit and Loss

for the Year ended March 31st, 2025

(₹ in Lakhs)

| Particulars | Note | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|------|---|---|
| Income | | | |
| Revenue from Operations | 17 | 48,280.13 | 40,220.78 |
| Other Income | 18 | 1,123.66 | 691.94 |
| Total Income | | 49,403.79 | 40,912.72 |
| Expenditure | | | |
| Cost of Material Consumed | 19 | 39,313.69 | 32,546.95 |
| Direct Expenses | 20 | 5,639.21 | 5,594.32 |
| Changes in Inventories of Finished Goods and Stock-in-Process | 21 | (815.96) | (1,277.14) |
| Employee Benefits Expense | 22 | 848.44 | 699.43 |
| Finance Costs | 23 | 1,681.57 | 1,346.84 |
| Depreciation and Amortisation Expense | 24 | 121.32 | 128.47 |
| Other Expenses | 25 | 942.36 | 681.79 |
| Total Expenses | | 47,730.64 | 39,720.67 |
| Profit Before Tax | | 1,673.15 | 1,192.05 |
| Tax Expenses | | | |
| Current year | | 423.02 | 305.71 |
| Earlier Year | | 19.66 | 0.01 |
| Deferred Tax | | (1.58) | (6.40) |
| Profit After Tax Before Minority Interest | | 1,232.04 | 892.73 |
| Less: Share of Profit transferred to Minority Interest | | - | - |
| Profit After Tax | | 1,232.04 | 892.73 |
| Earnings per Equity share of face value of ₹ 10 each | | | |
| Basic and Diluted (in ₹) | 26 | 6.42 | 4.86 |

See Accompanying Notes to the Financial Statements.

1 to 43

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
Whole-time Director and
Chief Financial Officer

Shailja Dubey
Company Secretary

Consolidated Cash Flow Statement for the Year ended March 31st, 2025

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| A: Cash Flow from Operating Activities: | | |
| Net Profit before tax as per Statement of Profit and Loss | 1,673.15 | 1,192.05 |
| Adjusted for: | | |
| Depreciation and Amortisation Expense | 121.32 | 128.47 |
| Interest Income | (318.33) | (136.33) |
| Finance Costs | 1,681.57 | 1,346.84 |
| | 1,484.56 | 1,338.99 |
| Operating Profit before Working Capital Changes | 3,157.71 | 2,531.04 |
| Adjusted for: | | |
| Trade Receivables | (616.78) | (2,451.03) |
| Other Current Assets | (382.35) | (138.81) |
| Short-Term Loans and Advances | (1,147.44) | 361.46 |
| Inventories of Finished Goods and Stock-in-Trade | (1,564.14) | (2,303.24) |
| Trade Payables | (87.22) | 3,793.40 |
| Other Liabilities | 45.48 | 33.46 |
| Provisions | 15.75 | 17.79 |
| | (3,736.69) | (686.96) |
| Cash Generated from/(used in) Operations | (578.98) | 1,844.08 |
| Taxes Paid (net) | (514.43) | (176.09) |
| Net Cash Flow from / (used in) Operating Activities | (1,093.41) | 1,667.99 |
| B: Cash Flow From Investing Activities: | | |
| Purchase of Fixed Assets (Net) | (132.40) | (153.06) |
| Interest Income | 318.33 | 136.33 |
| Long Term Loans and Advances | (1.94) | (4.93) |
| Net Cash Flow from / (used in) Investing Activities | 183.98 | (21.66) |
| C: Cash Flow From Financing Activities: | | |
| Interest and Finance Charges | (1,681.57) | (1,346.84) |
| Issue of Share Capital | 5,447.93 | - |
| Changes in Borrowings (Net) | (1,266.02) | (161.05) |
| Net Cash Generated from / (used in) Financing Activities | 2,500.33 | (1,507.89) |
| Net Increase in Cash and Cash Equivalents | 1,590.90 | 138.44 |
| Opening Balance of Cash and Cash Equivalents | 628.35 | 489.91 |
| Closing Balance of Cash and Cash Equivalents | 2,219.25 | 628.35 |

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
Whole-time Director and
Chief Financial Officer

Shailja Dubey
Company Secretary

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

1 Principles of Consolidation

The Consolidated Financial Statements relate to Ken Enterprises Limited (Formerly known as Ken Enterprises Private Limited) ("the Company") and its subsidiary. The Consolidated Financial Statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses as per Accounting Standard 21 – "Consolidated Financial Statements" notified by Companies (Accounting Standards) Rules, 2006.
- b) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve, as the case may be.
- c) Minority Interest in the net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separately from liabilities and equity of the Company's shareholders. Minority interest in the net assets of consolidated subsidiaries consists of:
 - i. The amount of equity attributable to minority at the date on which investment in a subsidiary is made; and
 - ii. The minority share of movements in equity since the date the parent subsidiary relationship came into existence.
- d) Minority's share of net profit for the year of consolidated subsidiaries is identified and adjusted against the Profit After Tax of the Group.
- e) Investment in associates where the Company directly or indirectly through subsidiaries hold not more than 20% of equity, are accounted for using equity method as per Accounting Standard 23 – Accounting for Investments in Associates in Consolidated Financial Statements notified by Companies (Accounting Standards) Rules, 2006.
- f) The Group accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.
- g) The difference between the cost of investment in the associates and the Group's share of net assets at the time of acquisition of share in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- h) The financial statements of the subsidiaries and associates used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2025.
- i) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Holding Company's separate financial statements.
- j) The list of subsidiary companies, joint ventures and associates which are included in the consolidation and the Group's holdings therein are as under:

| Sr. No. | Name of the Company | Nature | Extent of Control | Country of |
|---------|---------------------|--------|------------------------------------|------------|
| | | | As on 31 st March, 2025 | |

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

2 Summary of significant Accounting Policies and Practices

A. Basis of Preparation

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles, Accounting Standards notified under Section 133 of the Companies Act, 2013 and the relevant provisions thereof.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

B. Use Of Estimates

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities and disclosures of contingent liabilities as on date of the financial statements and reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates is recognized in the period in which the results are known / materialized.

C. Property, Plant and Equipments

Property, Plant and Equipments are stated at cost less accumulated depreciation and net of impairment, if any. Pre-operation expenses including trial run expenses (net of revenue) are capitalised. Borrowing costs during the period of construction is added to the cost of eligible tangible assets.

D. Intangible Assets

Intangible assets are stated at cost less accumulated amortisation and net of impairments, if any. An intangible asset is recognised if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and its cost can be measured reliably.

E. Depreciation And Amortisation

Property, Plant and Equipments

Depreciation on Property, Plant and Equipments is provided to the extent of depreciable amount on the Straight Line Method (SLM) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Intangible Assets

Intangible assets having finite useful lives are amortised on a straight-line basis over their estimated useful lives.

F. Impairment

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

G. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Profit and Loss Statement in the period in which they are incurred.

H. Employee Benefits

(i) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are charged off to the Profit and Loss Account.

(ii) Defined Contribution Plans:

Contributions to defined contribution schemes such as provident fund are charged off to the Profit and Loss Account during the year in which the employee renders the related service.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

(iii) Defined Benefit Plans:

The present value of the obligation under such plan is determined based on an actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses arising on such valuation are recognised immediately in the Profit and Loss Account. Termination benefits are recognised as and when incurred.

(iv) Other Long Term Benefits:

Leave encashment is payable to eligible employees who have earned leaves, during the employment and / or on separation as per the Company's policy.

I. Income Taxes

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

J. Inventories

Items of inventories are measured at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition.

Cost of raw materials, stores and spares, packing materials and other products are determined on weighted average basis.

K. Revenue Recognition

Revenue from sale of goods is recognised net of rebates and discounts on transfer of significant risks and rewards of ownership to the buyer. Sale of goods is recognised net of sales tax and value added tax.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

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

L. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non-Current investments are stated at cost. Provision for diminution in the value of Non- Current investments is made only if such a decline is other than temporary.

M. Foreign Currency Transactions

Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Year-end balance of foreign currency monetary item is translated at the year-end rates. Exchange differences arising on settlement of monetary items or on reporting of monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements are recognised as income or expense in the period in which they arise.

N. Earnings Per Share

Basic earnings per share (EPS) is calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by adjusting the number of shares used for basic EPS with the weighted average number of shares that could have been issued on the conversion of all dilutive potential equity shares. The weighted average number of equity shares and potential equity shares outstanding during the period and for all the period presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

O. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. 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 current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

P. Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

Q. Classification of current / non-current liabilities and assets

Liability

A liability has been classified as 'current' when it satisfies any of following criteria:

- ❖ It is expected to be settled in the company's normal operating cycle;
- ❖ It is held primarily for the purpose of being traded;
- ❖ It is due to be settled within twelve months after reporting date; or

The company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by issue of equity instrument do not affect its classification.

All other liabilities are classified as non-current."

Assets

An asset has been classified as 'current' when it satisfies any of following criteria:

- ❖ It is expected to be realised in, or is intended for sale or consumption in the company's normal operating cycle;
- ❖ It is held primarily for the purpose of being traded;
- ❖ It is expected to be realised within twelve months after reporting date; or
- ❖ It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current."

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

1 Share Capital

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Authorised Share Capital: | | |
| 2,60,00,000 (1,00,00,000) Equity Shares of ₹ 10 each | 2,600.00 | 1,000.00 |
| Issued, Subscribed and Fully Paid up: | | |
| 2,45,65,480 (25,86,800) Equity Shares of ₹ 10 each | 2,456.55 | 258.68 |
| Total | 2,456.55 | 258.68 |

1.1 The reconciliation of the number of shares outstanding is set out below:

(₹ in Lakhs)

| Particulars | March 31 st , 2025 No. of Shares | March 31 st , 2024 No. of Shares |
|--|--|--|
| Equity Shares at the beginning of the year | 25,86,800 | 25,86,800 |
| Add: Shares issued during the year (Refer Note 38) | 61,99,200 | - |
| Add: Bonus shares issued during the year | 1,57,79,480 | - |
| Equity shares at the end of the year | 2,45,65,480 | 25,86,800 |

The members of the Company, at their Extra Ordinary General Meeting held on May 29th, 2024, approved the issue and allotment of bonus shares of 1,57,79,480 (One Crore Fifty Seven Lakhs Seventy Nine Thousand Four Hundred and Eighty only) Equity Shares of ₹ 10 each credited as fully paid up to the equity shareholders in the proportion of 61 (Sixty One) equity shares for every 10 (Ten) fully paid up equity shares held by them on record date i.e. May 29th, 2024.

1.2 Rights, Preferences and restrictions attached to Equity shares:

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

1.3 The details of Shareholders holding more than 5% shares:

(₹ in Lakhs)

| Name of the Shareholder | March 31 st , 2025 No. of Shares % held | March 31 st , 2024 No. of Shares % held |
|---------------------------------------|---|---|
| Nikunj H Bagdiya | 75,29,580 30.65% | 12,50,800 48.35% |
| Binadevi H. Bagdiya | 39,75,000 16.18% | 7,50,000 28.99% |
| Tradewell FZR, UAE | - 0.00% | 2,86,000 11.06% |
| Enviro Carban Solutions Limited | - 0.00% | 2,00,000 7.73% |
| Success Trade Global Limited | 14,20,000 5.78% | - |
| Paramount Investment Solution Limited | 14,20,000 5.78% | - |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

1 Share Capital (Contd.)

1.4 Shares Held by Promoters and Promoter Group at the End of the Year:

(₹ in Lakhs)

| Name of the Promoters | March 31 st , 2025 No. of Shares % held % Change | March 31 st , 2024 No. of Shares % held % Change |
|-----------------------|--|--|
| Nikunj H Bagdiya | 75,29,580 30.65% -17.70% | 12,50,800 48.35% 0.00% |
| Binadevi H. Bagdiya | 39,75,000 16.18% -12.81% | 7,50,000 28.99% 0.00% |

1.5 Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding March 31st 2025:

Equity shares allotted as fully paid-up bonus shares

| Year ended | No. of Shares | Face Value |
|-------------------------------|---------------|------------|
| March 31 st , 2025 | 1,57,79,480 | 10 |
| March 31 st , 2024 | - | - |
| March 31 st , 2023 | - | - |
| March 31 st , 2022 | - | - |
| March 31 st , 2021 | - | - |

The Company has neither issued any shares for consideration other than cash including bonus shares nor has there been any buy back of shares apart from the above stated issue of bonus shares during the period of five years immediately preceding March 31st, 2025.

2 Reserve & Surplus

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---|--|--|
| Capital Reserve | | |
| As per last Balance Sheet | 14.73 | 14.73 |
| Securities Premium | | |
| As per last Balance Sheet | 808.69 | 808.69 |
| Add: Issue of Equity Shares | 5,207.33 | - |
| Less: Initial Public Offer Expenses (Refer note 38) | (379.32) | - |
| Less: Issue of Bonus Shares | (808.69) | - |
| | 4,828.01 | 808.69 |
| Surplus in the Statement of Profit and Loss | | |
| As per last Balance Sheet | 3,403.13 | 2,509.77 |
| Add: Profit for the year | 1,232.04 | 892.73 |
| Add: Opening Difference of Gratuity | - | (32.69) |
| Less: Issue of Bonus Shares | (769.26) | - |
| Less: Difference of Opening Deferred Tax | - | 33.33 |
| Less: Opening Liability of Provision for Tax | (5.38) | - |
| | 3,860.54 | 3,403.13 |
| Total | 8,703.27 | 4,226.55 |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

3 Long Term Borrowings

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Secured | | |
| From Banks | | |
| Term Loan | | |
| Canara Bank | 239.44 | 522.94 |
| Unsecured | | |
| From Banks | | |
| Yes Bank Limited | - | 26.98 |
| Axis Bank Limited | 20.83 | 40.98 |
| ICICI Bank Limited | - | 20.38 |
| IDFC First Bank Limited | 0.99 | 11.91 |
| Kotak Mahindra Bank Limited | 20.59 | 52.34 |
| From Financial Institution | | |
| Aditya Birla Finance Limited | 19.46 | 35.98 |
| Cholamandalam Investment & Finance Company Limited | - | 14.45 |
| Fullerton India Credit Company Limited | - | 22.69 |
| Hero Fincorp Limited | 12.84 | 22.71 |
| Kisetsu Saison Finance India Private Limited | - | 27.17 |
| Tata Capital Financial Services Limited | 27.11 | 48.31 |
| Poonawalla Fincorp Limited | 15.83 | 29.20 |
| From Others | | |
| From Related Parties (Refer Note 29) | - | 52.29 |
| Less: Current maturity of Long Term Debt | (280.43) | (535.47) |
| Total | 76.67 | 392.85 |

3.1 Details of Repayment Schedule as well as Security against borrowing from Canara Bank:

Working Capital Term Loan of ₹ 5.08 Crores.

Repayable in 35 monthly installment of ₹ 14,11,111 and Last Installment of ₹ 14,11,115.

Working Capital Term Loan of ₹ 4.31 Crores.

Repayable in 35 monthly installment of ₹ 11,97,000 and Last Installment of ₹ 12,05,000.

Mortgage of Properties:

- Hypothecation of stocks and present and future Book Debts of the Company.
- Hypothecation of existing Plant and Machinery and other Fixed Assets.
- EMT of Office Property situated at CS No. 13122, Plot No. 3, Ward 18/20, Ichalkaranji Coop Industrial Estate, Ichalkaranji 416115 admeasuring (land – 6000 sq. ft. / bldg. 6500 sq. fts.) standing in the name of Kuber Cotspin Private Limited.
- EMT of Property situated at (Factory Unit I) Plot No. 46-48 & 62-64, Sector F Parvati Co-op Industrial Estate Yadrav 416145 (land – 30000 sq. ft./ bldg. 26350 sq. fts.) standing in the name of Mrs. Bina Hariprasad Bagdia.
- EMT of Property situated at (Factory Unit II) Plot No. 91, 111, 112, Sector C Parvati Co-op Industrial Estate Yadrav 416145 (land – 6000 sq. ft./ bldg. 6500 sq. fts.) standing in the name of Company.
- EMT of Property situated at (Industrial N.A. Open land) Gat No. 130 & 131 Near Parvati Coop Industrial Estate, Yadrav, Tal – Shirol (land – 103500 sq. ft.) standing in the name of Nikunj Hariprasad Bagdia.
- EMT of Property situated at (Residence Property) CS No. 7421-B, Chandur Road, Near Panchwati Talkies, Ichalkaranji – 416115 (land – 14800 sq. ft./ bldg. 6000 sq. fts.) Mrs. Bina Hariprasad Bagdia, Krishna Hariprasad Bagdia, Nikunj Hariprasad Bagdia.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

3 Long Term Borrowings (Contd.)

8. EMT of Property situated at Plot no 49 to 61 and Gat no 49 to 65, sector F, Parvati Co-op. Industrial estate, Yadrav, Tal Shirol Dist Kolhapur and industrial building (only ground floor) in the name of Company.

Personal Guarantees:

1. Mr. Nikunj Hariprasad Bagdia, Director of the Company.
2. Mrs. Binadevi Hariprasad Bagdia, Director of the Company.
3. Mr. Krishnakumar Hariprasad Bagdia, Erstwhile Director of the Company.
4. Mr. Sachin Janardan Mulay

Corporate Guarantees:

1. M/s Kuber Cotspin Private Limited

Rate of Interest:

The Rate of Interest is Repo Rate i.e. RLLR + 0.60.

3.2 Details of Repayment Schedule and Interest Rate of Unsecured borrowing from Banks and Financial Institutions:

Yes Bank Limited

Repayable in 24 monthly installment of ₹ 2,44,792 (including Interest) and the Rate of Interest is 15.99%.

Axis Bank Limited

Repayable in 36 monthly installment of ₹ 2,06,526 (including Interest) and the Rate of Interest is 14.50%.

ICICI Bank Limited

Repayable in 36 monthly installment of ₹ 1,71,517 (including Interest) and the Rate of Interest is 15.75%.

IDFC First Bank Limited

Repayable in 36 monthly installment of ₹ 1,00,409 (including Interest) and the Rate of Interest is 16.00%.

Kotak Mahindra Bank Limited

Loan amount- 40Lakhs, Repayable in 36 monthly installment of ₹ 1,38,662 (including Interest) and the Rate of Interest is 14.97%.

Loan amount- 50Lakhs, Repayable in 36 monthly installment of ₹ 1,73,327 (including Interest) and the Rate of Interest is 14.86%.

From Financial Institutions

Aditya Birla Finance Limited

Repayable in 36 monthly installment of ₹ 1,77,022 (including Interest) and the Rate of Interest is 16.50%.

Cholamandalam Investment & Finance Company Limited

Repayable in 36 monthly installment of ₹ 71,805 (including Interest) and the Rate of Interest is 17.50%.

Fullerton India Credit Company Limited

Repayable in 37 monthly installment of ₹ 1,79,697 (including Interest) and the Rate of Interest is 17.00%.

Hero Fincorp Limited

Repayable in 36 monthly installment of ₹ 1,09,586 (including Interest) and the Rate of Interest is 18.00%.

Kisetsu Saison Finance India Private Limited

Repayable in 24 monthly installment of ₹ 2,48,415 (including Interest) and the Rate of Interest is 17.50%.

Tata Capital Financial Services Limited

Repayable in 36 monthly installment of ₹ 2,28,581 (including Interest) and the Rate of Interest is 16.00%.

Poonawalla Fincorp Limited

Repayable in 36 monthly installment of ₹ 1,44,380 (including Interest) and the Rate of Interest is 17.00%.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

4 Provisions

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Long Term Provisions | | |
| Provision for Gratuity (Refer Note 28) | 75.20 | 57.58 |
| Total | 75.20 | 57.58 |
| Short Term Provisions | | |
| Provision for Gratuity (Refer Note 28) | 6.80 | 8.67 |
| Provision for Income Tax (Net of advances) | 63.26 | 129.62 |
| Total | 70.06 | 138.29 |

5 Short Term Borrowings

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|------------------------------------|--|--|
| Secured | | |
| From Banks | | |
| Canara Bank | | |
| Loan Repayable on Demand | 2,637.65 | 3,320.74 |
| PCFC Facility | 523.62 | 535.32 |
| Current maturity of Long Term Debt | 280.43 | 535.47 |
| Total | 3,441.70 | 4,391.54 |

7.1 Details of Security against borrowing from Canara Bank:

Mortgage of Properties:

- Hypothecation of stocks and present & future Book Debts of the Company.
- Hypothecation of existing Plant & Machinery and other Fixed Assets.
- EMT of Office Property situated at CS No. 13122, Plot No. 3, Ward 18/20, Ichalkaranji Coop Industrial Estate, Ichalkaranji 416115 admeasuring (land – 6000 sq. ft. / bldg. 6500 sq. fts.) standing in the name of Kuber Cotspin Private Limited.
- EMT of Property situated at (Industrial N.A. Open land) Gat No. 130 & 131 Near Parvati Coop Industrial Estate, Yadrav, Tal – Shirol (land – 103500 sq. ft.) standing in the name of Nikunj Hariprasad Bagdia.
- EMT of Property situated at (Residence Property) CS No. 7421-B, Chandur Road, Near Panchwati Talkies, Ichalkaranji – 416115 (land – 14800 sq. ft./ bldg. 6000 sq. fts.) Mrs. Bina Hariprasad Bagdia, Krishna Hariprasad Bagdia, Nikunj Hariprasad Bagdia.
- EMT of Property situated at (Factory Unit II) Plot No. 91, 111, 112, Sector C Parvati Co-op Industrial Estate Yadrav 416145 (land – 6000 sq. ft./ bldg. 6500 sq. fts.) standing in the name of Company.
- EMT of Property situated at (Factory Unit I) Plot No. 46-48 & 62-64, Sector F Parvati Co-op Industrial Estate Yadrav 416145 (land – 30000 sq. ft./ bldg. 26350 sq. fts.) standing in the name of Mrs. Bina Hariprasad Bagdia.
- EMT of Property situated at Plot no 49 to 61 and Gat no 49 to 65, sector F, Parvati Co-op. Industrial estate, Yadrav, Tal Shirol Dist Kolhapur and industrial building (only ground floor) in the name of Company.

Personal Guarantees:

- Mr. Nikunj Hariprasad Bagdia, Director of the Company.
- Mrs. Binadevi Hariprasad Bagdia, Director of the Company.
- Mr. Krishnakumar Hariprasad Bagdia, Erstwhile Director of the Company.
- Mr. Sachin Janardan Mulay

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

5 Short Term Borrowings (Contd.)

Corporate Guarantees:

1. M/s Kuber Cotspin Private Limited

Rate of Interest:

The Rate of Interest is Repo Rate i.e. RLLR + 2.50 i.e. 11.90% p.a.

6 Trade Payables

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| (Unsecured and Considered good) | | |
| Due to Micro and Small Enterprises | 42.63 | 148.14 |
| Other than Micro and Small Enterprises | 14,403.84 | 14,385.55 |
| Total | 14,446.47 | 14,533.69 |
| Out of aforementioned Trade Payables, the company has issued Letter of Credit from Canara Bank amounting to | 3,025.66 | 2,610.12 |

6.1 Sundry Creditors -Dues to Micro and Small Enterprises

Pursuant to disclosure of amount due to Micro, Small and Medium Enterprises as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" (MSMED ACT) included under the head "Trade Payable", the Company has initiated process of seeking necessary information from its suppliers based on the information available with the company regarding the total amount due to supplier as covered under MSMED Act is given below. The company is generally regular in making payment of dues to such enterprise. This has been relied upon by the auditors.

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year | | |
| a. Principal amount due to micro and small enterprises | 42.63 | 148.14 |
| b. Interest due on above | - | - |
| The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| The amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |
| The amount of interest accrued and remaining unpaid at the end of each accounting year | - | - |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006 | - | - |

Note : The above information has been compiled in respect of parties to the extent to which they could identify as Micro and small enterprises on the basis of information available with the Company.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

6 Trade Payables (Contd.)

6.2 Ageing of Trade Payables

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Micro Enterprises and Small Enterprises | | |
| Less than 1 Year | 42.63 | 148.14 |
| 1 Year - 2 Years | - | - |
| 2 Years - 3 Years | - | - |
| More than 3 Years | - | - |
| Other than Micro Enterprises and Small Enterprises | | |
| Less than 1 Year | 14,290.43 | 14,188.85 |
| 1 Year - 2 Years | 98.04 | 165.21 |
| 2 Years - 3 Years | 14.45 | 31.49 |
| More than 3 Years | 0.92 | - |
| Micro Enterprises and Small Enterprises - Disputed Dues | | |
| Less than 1 Year | - | - |
| 1 Year - 2 Years | - | - |
| 2 Years - 3 Years | - | - |
| More than 3 Years | - | - |
| Other than Micro Enterprises and Small Enterprises - Disputed Dues | | |
| Less than 1 Year | - | - |
| 1 Year - 2 Years | - | - |
| 2 Years - 3 Years | - | - |
| More than 3 Years | - | - |
| | 14,446.47 | 14,533.69 |

7 Other Current Liabilities

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--------------------------|--|--|
| Statutory Dues | 46.56 | 24.79 |
| Advance from Customer | 57.44 | 93.89 |
| Employee Benefit Payable | 76.32 | 78.17 |
| Expenses Payable | 89.21 | 27.20 |
| Total | 269.53 | 224.04 |

Notes on Consolidated Financial Statements

for the Year ended March 31st, 2025

8 Property, Plant and Equipment and Intangible Assets

(₹ in Lakhs)

| Particulars | Gross Block | | | Depreciation / Amortisation | | | Net Block | | | |
|--------------------------------|---------------------|-----------|-----------------------------|-----------------------------|--------------------|-----------------|-----------------------------|--------------------|---------------------|---------------------|
| | As on 01.04.2024 | Additions | Deductions / Adjustments | As on 31.03.2025 | Upto 01.04.2024 | For the Year | Deductions / Adjustments | Upto 31.03.2025 | As on 31.03.2025 | As on 31.03.2024 |
| Property, Plant and Equipment: | | | | | | | | | | |
| Land | 51.91 | - | - | 51.91 | - | - | - | - | 51.91 | 51.91 |
| Land and Building | 277.76 | 17.55 | - | 295.30 | 56.59 | 8.83 | - | 65.42 | 229.88 | 221.16 |
| Plant and Machinery | 2,558.49 | 87.16 | - | 2,645.65 | 2,008.20 | 95.21 | - | 2,103.41 | 542.24 | 550.29 |
| Computer | 33.58 | 5.69 | - | 39.27 | 28.60 | 3.20 | - | 31.81 | 7.46 | 4.98 |
| Passenger Vehicle | 11.85 | - | - | 11.85 | 9.30 | 0.27 | - | 9.57 | 2.28 | 2.55 |
| Furniture & Fixture | 48.95 | 2.52 | - | 51.47 | 26.33 | 4.63 | - | 30.96 | 20.51 | 22.62 |
| Office Equipments | 15.38 | 6.94 | - | 22.32 | 7.27 | 2.81 | - | 10.08 | 12.24 | 8.12 |
| Sub-Total | 2,997.93 | 119.85 | - | 3,117.78 | 2,136.30 | 114.95 | - | 2,251.25 | 866.53 | 861.63 |
| Intangible Assets: | | | | | | | | | | |
| Software | 20.18 | 12.55 | - | 32.74 | 10.42 | 6.37 | - | 16.79 | 15.94 | 9.76 |
| Sub-Total | 20.18 | 12.55 | - | 32.74 | 10.42 | 6.37 | - | 16.79 | 15.94 | 9.76 |
| Total | 3,018.11 | 132.40 | - | 3,150.51 | 2,146.72 | 121.32 | - | 2,268.04 | 882.48 | 871.39 |
| Previous Year | 2,865.05 | 156.99 | 3.93 | 3,018.11 | 2,018.25 | 128.47 | - | 2,146.73 | 871.39 | |

(₹ in Lakhs)

| Particulars | Gross Block | | | Depreciation / Amortisation | | | Net Block | | | |
|---------------------|---------------------|-----------|-----------------------------|-----------------------------|--------------------|-----------------|-----------------------------|--------------------|---------------------|---------------------|
| | As on 01.04.2023 | Additions | Deductions / Adjustments | As on 31.03.2024 | Upto 01.04.2023 | For the Year | Deductions / Adjustments | Upto 31.03.2024 | As on 31.03.2024 | As on 31.03.2023 |
| Tangible Assets: | | | | | | | | | | |
| Land | 51.91 | - | - | 51.91 | - | - | - | - | 51.91 | 51.91 |
| Land and Building | 277.56 | 0.20 | - | 277.76 | 48.09 | 8.51 | - | 56.59 | 221.16 | 229.48 |
| Plant and Machinery | 2,420.46 | 141.96 | 3.93 | 2,558.49 | 1,901.31 | 106.90 | - | 2,008.20 | 550.29 | 519.16 |
| Computer | 30.67 | 2.91 | - | 33.58 | 25.81 | 2.79 | - | 28.60 | 4.98 | 4.86 |
| Passenger Vehicle | 10.93 | 0.92 | - | 11.85 | 7.93 | 1.37 | - | 9.30 | 2.55 | 3.00 |
| Furniture & Fixture | 47.29 | 1.66 | - | 48.95 | 22.16 | 4.17 | - | 26.33 | 22.62 | 25.13 |
| Office Equipments | 13.47 | 1.91 | - | 15.38 | 5.23 | 2.04 | - | 7.27 | 8.12 | 8.25 |
| Sub-Total | 2,852.31 | 149.55 | 3.93 | 2,997.93 | 2,010.52 | 125.78 | - | 2,136.30 | 861.63 | 841.79 |
| Intangible Assets: | | | | | | | | | | |
| Software | 12.74 | 7.44 | - | 20.18 | 7.73 | 2.69 | - | 10.42 | 9.76 | 5.01 |
| Sub-Total | 12.74 | 7.44 | - | 20.18 | 7.73 | 2.69 | - | 10.42 | 9.76 | 5.01 |
| Total | 2,865.05 | 156.99 | 3.93 | 3,018.11 | 2,018.25 | 128.47 | - | 2,146.72 | 871.39 | 846.80 |
| Previous Year | 2,729.65 | 135.40 | - | 2,865.05 | 1,870.90 | 147.35 | - | 2,018.25 | 846.80 | |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

9 Non-current investments

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Investment in Equiry Shares of other Companies | | |
| Quoted, Fully Paid Up | | |
| Deepjyoti Textiles Limited | 11.75 | 11.75 |
| (1,60,800 (1,60,800) equity shares of ₹ 10 each fully paid up) | | |
| Total | 11.75 | 11.75 |
| Aggregate amount of investments of quoted and market value thereof | 33.45 | 33.45 |
| Aggregate carrying value of unquoted investments | 1.00 | 1.00 |
| Aggregate amount of impairment in value of investments | - | - |

10 Deferred Tax (Assets) / (Liabilities) (Net)

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|-------------------------------|--|--|
| Opening | 7.78 | (31.95) |
| Difference of Opening Balance | - | 33.33 |
| Related to fixed assets | (2.38) | 1.92 |
| Gratuity | 3.96 | 4.48 |
| | 1.58 | 39.73 |
| Total | 9.36 | 7.78 |

11 Other Non-Current Assets

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|-----------------------------------|--|--|
| Security Deposits (Refer Note 29) | 32.89 | 30.95 |
| Total | 32.89 | 30.95 |

12 Inventories

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|----------------|--|--|
| Raw materials | 5,603.59 | 4,855.41 |
| Finished goods | 7,214.75 | 6,398.80 |
| Total | 12,818.34 | 11,254.20 |

12.1 Valuation of Inventories are as Valued and Certified by the Management.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

13 Trade Receivables

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---|--|--|
| (Unsecured and Considered good) | | |
| Debts outstanding for a period exceeding 6 months | 1,074.20 | 1,966.04 |
| Other debts (Refer Note 29) | 10,147.87 | 8,639.25 |
| Total | 11,222.07 | 10,605.29 |
| Age of Receivable | | |
| Undisputed Trade Receivables – Considered Good | | |
| Less than 6 months | 10,377.40 | 8,639.25 |
| 6 Months – 1 Year | 417.91 | 1,417.67 |
| 1 Year – 2 Years | 109.31 | 247.91 |
| 2 Years – 3 Years | 130.76 | 133.38 |
| More than 3 Years | 186.70 | 167.08 |
| Undisputed Trade Receivables – Considered Doubtful | | |
| Less than 6 months | - | - |
| 6 Months – 1 Year | - | - |
| 1 Year – 2 Years | - | - |
| 2 Years – 3 Years | - | - |
| More than 3 Years | - | - |
| Disputed Trade Receivables Considered Good | | |
| Less than 6 months | - | - |
| 6 Months – 1 Year | - | - |
| 1 Year – 2 Years | - | - |
| 2 Years – 3 Years | - | - |
| More than 3 Years | - | - |
| Disputed Trade Receivables Considered Doubtful | | |
| Less than 6 months | - | - |
| 6 Months – 1 Year | - | - |
| 1 Year – 2 Years | - | - |
| 2 Years – 3 Years | - | - |
| More than 3 Years | - | - |
| Total | 11,222.07 | 10,605.29 |

14 Cash and Cash Equivalents

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| Cash on Hand | 3.66 | 4.46 |
| Balances with Banks | | |
| In Current Accounts | 61.50 | 184.51 |
| Fixed Deposits* | 635.80 | 439.39 |
| Fixed Deposits for unutilised IPO Proceeds | 1,518.30 | - |
| Total | 2,219.25 | 628.35 |

* Deposits of ₹ 635.80 Lakhs (₹ 439.39 lakhs) are given as Margin Security against Letter of Credit Facility.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

15 Short-term loans and advances

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---------------------------------|--|--|
| (Unsecured and Considered good) | | |
| Advances to Suppliers | 890.48 | 55.24 |
| Other Receivables | 14.23 | 13.72 |
| Loans and Advances | 300.00 | |
| Advances to Employees | 25.51 | 13.81 |
| Total | 1,230.21 | 82.77 |

16 Other Current Assets

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---------------------------------------|--|--|
| Balance with Indirect Tax Authorities | 561.01 | 536.99 |
| Balance with Direct Tax Authorities | - | 2.83 |
| Duty Credit Script Sales Receivable | 392.14 | - |
| Dutydraw Back Receivables | 14.32 | 31.31 |
| Subsidy Receivables | 139.63 | 139.63 |
| Prepaid Expenses | 6.04 | 20.02 |
| Total | 1,113.13 | 730.79 |

17 Revenue From Operations

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|----------------------------------|---|---|
| Sale of Products (Refer Note 29) | 48,234.40 | 40,159.44 |
| Sale of Services | 45.73 | 61.34 |
| Total | 48,280.13 | 40,220.78 |

18 Other Income

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---------------------------------------|---|---|
| Export Incentives | 482.92 | 340.98 |
| Duty Drawback | 266.06 | 176.86 |
| Foreign Exchange Gain | 54.85 | 35.38 |
| Other Income | 0.70 | 1.88 |
| Profit on Sale of Assets | 0.80 | 0.52 |
| Interest from Debtors (Refer Note 29) | 255.02 | 130.07 |
| Interest on Fixed Deposit | 63.31 | 6.26 |
| Total | 1,123.66 | 691.94 |

19 Cost of Materials Consumed

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--------------------------------------|---|---|
| Purchases | 40,061.87 | 33,573.04 |
| | 40,061.87 | 33,573.04 |
| Add: Opening Stock of Raw Materials | 4,855.41 | 3,829.31 |
| Less: Closing Stock of Raw Materials | 5,603.59 | 4,855.41 |
| Total | 39,313.69 | 32,546.95 |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

20 Direct Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|----------------------------------|---|---|
| Job Work Charges | 4,697.47 | 4,674.81 |
| Power and Fuel Expenses | 242.89 | 268.05 |
| Transport Expenses | 442.41 | 342.38 |
| Clearing and Forwarding Expenses | 10.06 | 8.35 |
| Repairs and Maintenance | 67.40 | 102.81 |
| Packing Material | 79.13 | 65.31 |
| Other Factory Expenses | 99.85 | 132.62 |
| Total | 5,639.21 | 5,594.32 |

21 Changes in Inventories of Finished Goods and Stock-in-Process

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--------------------------------------|---|---|
| Inventories (at close) | | |
| Finished Goods | 7,214.75 | 6,398.80 |
| | 7,214.75 | 6,398.80 |
| Inventories (at commencement) | | |
| Finished Goods | 6,398.80 | 5,121.66 |
| | 6,398.80 | 5,121.66 |
| Total | (815.96) | (1,277.14) |

22 Employee Benefits Expense

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| Salaries, wages and bonus | 604.88 | 534.85 |
| Managerial Remuneration (Refer Note 29) | 203.50 | 114.00 |
| Director Sitting Fees (Refer Note 29) | 1.70 | - |
| Contribution to provident and other funds | 11.95 | 21.57 |
| Gratuity (Refer Note 28) | 19.80 | 18.97 |
| Staff welfare expenses | 6.62 | 10.04 |
| Total | 848.44 | 699.43 |

23 Finance Cost

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-----------------------|---|---|
| Bank charges | 120.54 | 113.45 |
| Interest to Creditors | 233.68 | 159.96 |
| Interest on Loan | 1,342.06 | 1,050.77 |
| Other Interest | (14.71) | 22.67 |
| Total | 1,681.57 | 1,346.84 |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

24 Depreciation and Amortisation Expense

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-----------------------------------|---|---|
| Depreciation of tangible assets | 114.95 | 125.78 |
| Depreciation of intangible assets | 6.37 | 2.69 |
| Total | 121.32 | 128.47 |

25 Other Expenses

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| Advertisement Expenses | 19.77 | 12.46 |
| Audit Fees | 8.25 | 5.33 |
| Commission Expenses | 431.58 | 302.77 |
| Gain & Loss on Forward Cover Cancellation | 1.56 | (3.56) |
| Insurance Expenses | 83.36 | 56.34 |
| Rent, Rates and Taxes (Refer Note 29) | 74.28 | 35.79 |
| Subscription Charges | 169.01 | 155.07 |
| Miscellaneous Expenses | 0.02 | 4.55 |
| Office Expenses | 43.98 | 29.99 |
| Professional Fees | 13.59 | 9.47 |
| Bad Debts | - | 8.07 |
| Repairs and Maintenance Expenses | 16.84 | 12.38 |
| Printing and Stationary | 6.63 | 6.32 |
| Donation | 0.16 | 2.38 |
| CSR Expenses (Refer Note 32) | 13.61 | - |
| Professional Tax | 0.05 | - |
| Interest- Late Payment | 15.79 | - |
| Travelling and Conveyance Expenses | 43.86 | 44.41 |
| Total | 942.36 | 681.79 |

25.1 Payment to Auditor as:

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|----------------------|---|---|
| Statutory Audit Fees | 6.75 | 5.18 |
| Tax Audit Fees | 1.50 | - |
| | 8.25 | 5.18 |

26 Earning Per Share (EPS)

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Share holders (Rs.) | 1,232.04 | 892.73 |
| ii) Weighted Average number of Equity Shares used as denominator for calculating EPS | 1,91,81,517 | 1,83,66,280 |
| iii) Basic and Diluted Earnings per share (Rs.) | 6.42 | 4.86 |
| iv) Face Value per Equity Share (Rs.) | 10.00 | 10.00 |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

27 Contingent Liabilities and Commitments

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| (I) Contingent Liabilities (to the extent not provided for) | | |
| a Bank Guarantees opened with banks | - | - |
| b Custom Duty payable against Export Obligation | - | - |
| (II) Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) | - | - |

28 Defined Benefit Plans (Unfunded) - Gratuity

i) Reconciliation of opening and closing balances of Defined Benefit obligation:

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---|---|---|
| Defined Benefit obligation at beginning of the year | 66.25 | 48.45 |
| Current Service Cost | - | 10.23 |
| Interest Cost | - | 3.58 |
| Actuarial (gain) / loss | - | 5.16 |
| Benefits paid | - | (1.17) |
| Defined Benefit obligation at year end | 66.25 | 66.25 |

ii) Expense recognized under employment costs during the year :

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-------------------------|---|---|
| Current Service Cost | - | 10.23 |
| Interest Cost | - | 3.58 |
| Actuarial (gain) / loss | - | 5.16 |
| Net Cost | - | 18.97 |

iii) Actuarial assumptions

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| Mortality Table | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |
| Discount rate (per annum) | 6.72% | 7.26% |
| Rate of escalation in salary (per annum) | 10.00% | 10.00% |
| Attrition Rate | 10.00% | 10.00% |

iv) Amount Recognised in the balance sheet

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| Present Value of Benefit Obligation as the opening of the period | 66.25 | 48.45 |
| Expense Recognized in Statement of Profit or Loss | - | 18.97 |
| Benefits Paid | - | (1.17) |
| Present Value of Benefit Obligation As the end of the period | 66.25 | 66.25 |
| Current Liability | 6.80 | 8.67 |
| Non - Current Liability | 75.20 | 57.58 |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

28 Defined Benefit Plans (Unfunded) - Gratuity (Contd.)

V) Amount recognized in the Profit and loss account under the defined contribution plan (₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|--|---|---|
| Amount recognized in the Profit and Loss Account under the defined contribution plan | - | 18.97 |

29 Related Party Disclosures

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

| Sr. No. | Name of the Related Party | Relationship |
|---------|--|--|
| 1 | Nikunj Hariprasad Bagdiya | Key Managerial Personnel (KMP) |
| 2 | Krishna Hariprasad Bagdiya (resigned on 13/09/2024) | |
| 3 | Bina Hariprasad Bagdiya | |
| 4 | Rashmi Sagar Mitkary | |
| 5 | Arshita Singh | |
| 6 | Vinaykumar Ramgopal Jhawar | |
| 7 | Sachin Mulay (Chief Financial Officer) appointed on 13/09/2024 | |
| 8 | Shailja Dubey (Company Secretary) appointed on 13/09/2024 | |
| 9 | Nikunj Hariprasad Bagdiya (HUF) | Enterprises over which Key Managerial Personnel (KMP) are able to exercise influential control |
| 10 | Aaren Invotech (Proprietor : Rachna Nikunj Bagdiya) | |
| 11 | Ken Global Design Private Limited | |
| 12 | Zest Lifestyle Private Limited | |

ii) Transactions during the year with related parties:

(₹ in Lakhs)

| Sr. No. | Nature of Transactions | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---------|---|---|---|
| 1 | Remuneration and Director Sitting Fees | | |
| | Key Managerial Personnel | | |
| | Nikunj Hariprasad Bagdiya | 173.68 | 96.00 |
| | Bina Hariprasad Bagdiya | 21.00 | 18.00 |
| | Sachin Mulay | 8.82 | - |
| | Arshita Singh | 0.50 | - |
| | Vinaykumar Ramgopal Jhawar | 0.60 | - |
| | Rashmi Sagar Mitkary | 0.60 | - |
| 2 | Rent | | |
| | Key Managerial Personnel | | |
| | Bina Hariprasad Bagdiya | 10.00 | 6.00 |
| 3 | Sales (Net of Returns) | | |
| | Enterprise over which KMP are able to exercise influential control | | |
| | Aaren Invotech | 1,105.28 | 269.35 |
| | Ken Global Design Private Limited | (0.18) | 1,438.18 |
| | Zest Lifestyle Private Limited | 3,196.41 | 1,840.77 |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

29 Related Party Disclosures (Contd.)

(₹ in Lakhs)

| Sr. No. | Nature of Transactions | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|---------|---|---|---|
| 4 | Interest Income | | |
| | Enterprise over which KMP are able to exercise influential control | | |
| | Ken Global Design Private Limited | 83.44 | 110.83 |
| | Aaren Invotech | - | 5.83 |
| | Zest Lifestyle Private Limited | 10.18 | 0.35 |
| 5 | Loans taken from /(Repaid to) | | |
| | Key Managerial Personnel | | |
| | Nikunj Hariprasad Bagdiya | (52.29) | 52.29 |

Closing Balances as at

(₹ in Lakhs)

| Sr. No. | Nature of Transactions | As at March 31 st , 2025 | As at March 31 st , 2024 |
|---------|---|--|--|
| 1 | Trade Receivables | | |
| | Enterprise over which KMP are able to exercise influential control | | |
| | Aaren Invotech | 467.21 | 313.71 |
| | Ken Global Design Private Limited | 79.27 | 1,552.81 |
| | Zest Lifestyle Private Limited | 1,089.60 | 1,216.11 |
| 2 | Long term Borrowings | | |
| | Key Managerial Personnel | | |
| | Nikunj Hariprasad Bagdiya | - | 52.29 |

30 Segment Information

The Company operates in single business segment i.e. Textile manufacturing hence segment information has not been provided. Further the Company conducts its business in only one Geographical Segment, viz., India.

31 Ratios

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 | Changes | Reason |
|---|--|--|---------|-------------------------------|
| (i) Current Ratio (Total current assets/Total current liabilities) | 1.57 | 1.21 | 29.89% | Increase in Current Assets |
| (ii) Debt-Equity Ratio (Total Debt/Total Equity) | 0.32 | 1.07 | -70.44% | Increase in Equity due to IPO |
| (iii) Debt Service Coverage Ratio (Earnings available for debt service/Debt Service) | 1.55 | 1.25 | 23.23% | |
| (iv) Inventory Turnover Ratio (Sale of Products (Refer Note 29)/Average Inventory) | 4.01 | 3.98 | 0.75% | |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

31 Ratios (Contd.)

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 | Changes | Reason |
|--|--|--|---------|-------------------------------|
| (v) Trade Receivables Turnover Ratio (Revenue from Operation/Average Trade Receivable) | 4.42 | 4.29 | 3.17% | |
| (vi) Trade Payables Turnover Ratio (Net Credit Purchases (Refer Note 29) (Raw Material, Packing Material and Purchase of Traded Goods) / Average Trade Payable) | 2.76 | 2.66 | 4.07% | |
| (vii) Net Capital Turnover Ratio (Revenue from Operations/Working Capital (Total Current Assets less Total Current Liabilities)) | 4.65 | 10.02 | -53.56% | Increase in Working Capital |
| (viii) Return on Equity (Profit for the Year/Total Equity) | 11.04% | 19.90% | -44.53% | Increase in Equity |
| (ix) Net Profit Ratio (Profit for the Year/Revenue from Operations) | 2.55% | 2.22% | 14.97% | |
| (x) Return on Capital Employed (Profit before Tax and Finance Costs/Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)) | 29.66% | 51.44% | -42.35% | Increase in Equity due to IPO |
| (xi) Return on Investment (Income Generated from Invested funds/Average Invested Funds) | NA | NA | NA | |

32 Corporate Social Responsibility (CSR)

(₹ in Lakhs)

| Particulars | As at March 31 st , 2025 | As at March 31 st , 2024 |
|--|--|--|
| (i) Amount required to be Spent by the Company during the Year | 13.48 | NA |
| (ii) Amount of Expenditure Incurred | 13.61 | NA |
| (iii) Shortfall at the End of the Period | (0.13) | NA |
| (iv) Total of Previous Years Shortfall | Nil | NA |
| (v) Reason for Shortfall | NA | NA |
| (vi) Nature of CSR Activities | NA | NA |
| (vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard, | NA | NA |
| (viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately. | NA | NA |

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

33 Disclosure of Transactions With Struck Off Companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

34 No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- i Crypto Currency or Virtual Currency
- ii Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- iii Relating to borrowed funds:
 - a) Wilful defaulter
 - b) Registration of charges or satisfaction with Registrar of Companies

35 Particulars of Loans, Guarantees or Investments covered under Section 186(4) of the Companies Act, 2013

There are no loans granted, guarantees given and investments made by the Company under Section 186 of the Companies Act, 2013 read with rules framed thereunder.

36 Difference in quarterly statements submitted to banks and books of accounts

Name of the Bank: Canara Bank

(₹ in Lakhs)

| Quarter | Particulars of Security Provided | Amount as per Books | Amount as reported in the quarterly return / statements | Difference |
|---------|----------------------------------|---------------------|---|------------|
| Jun-23 | Stocks | 8,919.87 | 8,919.87 | - |
| Sep-23 | Stocks | 9,768.71 | 9,726.53 | (42.18) |
| Dec-23 | Stocks | 10,404.56 | 10,404.56 | - |
| Mar-24 | Stocks | 11,128.72 | 10,631.67 | (497.06) |
| Jun-24 | Stocks | 11,725.07 | 11,725.07 | - |
| Sep-24 | Stocks | 11,851.99 | 11,851.99 | - |
| Dec-24 | Stocks | 12,060.30 | 12,060.30 | - |
| Mar-25 | Stocks | 12,603.24 | 12,533.55 | (69.69) |

The variance arises due to routine entries posted during the book closure process, which typically completes after filing statements with the banks. One reason for this discrepancy is that stock in transit is not considered in the statements submitted to the bank, but it is accounted for in both purchases and stock in transit in the books of accounts. Therefore, the timing and treatment of these entries create differences between the bank's statement and the company's internal financial records.

37 In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated as realizable in the ordinary course of business and the provision for all known liabilities are adequate.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

- 38** During the financial year 2024-25, the Company has made an Initial Public Issue of 61,99,200 Equity shares of face value ₹ 10 each at a price of ₹ 94 per Equity share aggregating to ₹ 5,827.25 Lakhs and made allotment of fully paid-up Equity Shares and an Offer For Sale of up to 27,00,000 Equity Shares of face value ₹ 10 each at a price of ₹ 94 per Equity share aggregating to ₹ 2,538.00 Lakhs by the Selling Shareholders of the Company.

Out of gross proceeds of IPO for Rs. 5.827.25 Lakhs, the company has utilised the proceeds in the following manner:-

(₹ in Lakhs)

| Particulars | Object of the issue | Utilised till 31.03.2025 | Pending utilisation |
|---|---------------------|-----------------------------|---------------------|
| Unidentified Acquisitions in India and abroad | 625.00 | - | 625.00 |
| Purchase of New Machinery | 453.30 | - | 453.30 |
| Capital Expenditure for renovation of both manufacturing facilities | 376.54 | - | 376.54 |
| To meet working capital requirements | 2,500.00 | 2,500.00 | - |
| General Corporate Expenses | 1,347.89 | 1,347.89 | - |
| Issue Expenses | 524.52 | 524.52 | - |
| Total | 5,827.25 | 4,372.41 | 1,454.84 |

39 Earnings in foreign exchange:

(₹ in Lakhs)

| Particulars | Year Ended March 31 st , 2025 | Year Ended March 31 st , 2024 |
|-----------------|---|---|
| Export of goods | 10,563.69 | 9,019.10 |

- 40** With effect from April 1, 2023, the Ministry of Corporate Affairs (MCA) has made it mandatory for every company, which uses accounting software for maintaining its books of account, to use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company uses a accounting software Tally Edit Log software to maintain its books of accounts. Which record the audit trail of each and every transaction created in books of account along with the date when such changes were made further audit trail feature can not be disable in Tally Edit Log hence each and every transaction have audit trail.

With a view to address the above challenges while ensuring compliance with the MCA notification and mitigate the risks involved therein, the Company has appropriately designed and implemented alternate mitigating controls over direct change at database level.

- 41** Debit and Credit balances are subject to confirmation and reconciliation if any.
- 42** Previous year figures have been regrouped / reclassified, wherever necessary, to correspond with current year classification.

Notes on Consolidated Financial Statements

for the year ended March 31st, 2025

43 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

(₹ in Lakhs)

| Name of the Entity | Net Assets i.e. Total Assets Minus Total Liabilities | | Share in Profit or Loss | |
|---|--|------------|-------------------------------------|------------|
| | As % of consolidated net assets | Amount (₹) | As % of consolidated profit or loss | Amount (₹) |
| A. Parent | | | | |
| Ken Enterprises Limited | 99.33% | 11,085.13 | 98.48% | 1,213.34 |
| B. Subsidiary | | | | |
| a) Indian | | | | |
| 1 Kuber Cotspin Private Limited | 0.67% | 74.65 | 1.52% | 18.71 |
| b) Foreign | | | | |
| C. Step Down Subsidiary | | | | |
| a) Indian | | | | |
| D. Minority Interests in all subsidiaries | 0.00% | 0.04 | 0.00% | - |
| E. Associates (Investments as per the equity method) | | | | |
| a) Indian | | | | |
| b) Foreign | - | - | - | - |
| F. Joint Ventures(as per proportionate consolidation/ Investment as per the equity method) | | | | |
| a) Indian | | | | |
| b) Foreign | - | - | - | - |

As per our report of even date
For **Mittal Agarwal & Company**
Chartered Accountants
Registration No. 131025W

For and on behalf of the Board

Piyush Agarwal
Partner
M. No. 135505

Nikunj Bagdiya
Managing Director
DIN - 00415118

Bina Bagdiya
Director
DIN - 00415083

Place: Ichalkaranji
Date: 30/05/2025

Sachin Mulay
"Whole-time Director and
Chief Financial Officer"

Shailja Dubey
Company Secretary

Notes

[illegible]

Notes



Ken Enterprises Limited

Registered address

9/621, Industrial Estate Rd, near Kalyan Kendra,
Kamgar Chal, Jawaharnagar, Ichalkaranji,
Maharashtra 416115

Factory address

Plot No. 46 to 48, 62 to 64, Sector -F Phase
1, Parvati Co Op Ind Estate, Yadrav - 416 145
District: Kolhapur, Maharashtra, India