SHREEDHAR
SHREEDHAR SPINNERS PRIVATE LIMITED
503 Matharu Arcade Subhash Road Vile Parle East Mumbai 400057 India
Tel No. 91-22-45158777 Email: export.spinners@shreedhar.com
GSTIN:27ABFCS0669E1ZA CIN: U17299MH2020PTC351591

BOARD'S REPORT

To
The Members of
SHREEDHAR SPINNERS PRIVATE LIMITED

Your directors have pleasure in presenting the 05th Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS

The financial performance of your Company for the year ending March 31, 2025 is summarized below:

(Amount in Lakh)

Particulars	Current Year	Previous Year
Revenue from Operations	13,426.67	12,613.85
Other Income	15.94	21.31
Total Income	**13,442.61**	**12,635.16**
Expenses during the year	13,032.62	12,217.41
Net Profit / (Loss) before Tax	**409.99**	**417.76**
Tax Expense	11.70	-
Deferred Tax	-	-
Net Profit / (Loss) after Tax	**398.29**	**417.76**

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the reporting period the total income of the Company was Rs. 13,442.61 Lakh (PY Rs. 12,635.16 Lakh). During the reporting period, the Company earned a profit of Rs. 398.29 Lakh (PY Rs. 417.76 Lakh). The Board is taking the necessary steps to improve the performance of the Company and to have better working results in the coming years.

3. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

The Company has not transferred any amounts in the Reserves in terms of Section 134(3)(J) of the Companies Act, 2013. The balance of the Profit & Loss account stood at Rs. 658.25 Lakh as at March 31, 2025.

4. DIVIDEND

To conserve the resources of the Company, your directors do not recommend dividend for the financial year ended on 31st March, 2025.

5. CHANGE IN THE NATURE OF BUSINESS

During the period, the Company has not changed its line of business in such a way that amounts to commencement of any new business or discontinuance, sale or disposal of any of its existing businesses or hiving off any segment or division.

6. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates on the date of this report.

7. **SHARE CAPITAL**

During the year, the Company increased its Authorised Share Capital from Rs. 15,00,00,000 to Rs. 25,00,00,000 by creation of new 1,00,00,000 equity shares ranking pari-passu with the existing shares of the Company. The Company has following capital structure as on March 31, 2025:

Type of share capital	No. of Shares	Share Capital (in INR)
Authorised Share Capital		
Equity Shares (Face Value of Rs. 10 each)	2,50,00,000	25,00,00,000
Issued, Subscribed and Paid-Up Share Capital		
Equity Shares (Face Value of Rs. 10 each)	1,50,00,000	15,00,00,000

During the year under reporting, the Company has not raised its capital by issue of fresh shares.

8. **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

There were no unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, remaining unclaimed/ unpaid in relation to the Company hence the Company is not required to transfer any amount to Investor Education and Protection Fund (IEPF).

9. **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS AS PER SECTION 186 OF THE COMPANIES ACT, 2013**

During the reporting period, the Company has not provided loans, nor has it provided guarantee which falls under the provisions of Section 186 of the Companies Act, 2013.

Sr. No.	CIN/LLPIN/PAN/any other registration no.	Name of Party	Type of person (individual / entity)	Nature of Transaction	In case of loan, rate of interest	Brief on the transaction	Amount	Special Resolution passed (y/n)
----------------------NIL----------------------								

10. **INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY**

During the reporting period, our Company does not have any subsidiary/ joint venture. However, the Company continues to be a Subsidiary Company of Shreedhar Cotsyn Private Limited.

11. **DEPOSITS**

During the year under reporting, your Company has not invited any deposits from public/shareholders as per Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

Disclosure relating to deposits covered under Chapter V of the Companies Act under Rule 8(5) the Companies (Acceptance of Deposits) Rules, 2014 are as follows:

Sr. No.	Particulars	Amount
(i)	Deposits acceptance during year	0
(ii)	Deposits remained unpaid or unclaimed at end of year	0
(iii)	Amount of default in repayment of deposits or payment of interest thereon beginning of year	0
(iv)	Maximum amount of default in repayment of deposits or payment of interest thereon during year	0
(v)	Amount of default in repayment of deposits or payment of interest thereon end of year	0
(vi)	Number of cases of default in repayment of deposits or payment of interest thereon beginning of year	0
(vii)	Maximum number of cases of default in repayment of deposits or payment of interest thereon during year	0
(viii)	Number of cases of default in repayment of deposits or payment of interest thereon end of year	0
(ix)	Details of deposits which are not in compliance with requirements of Chapter V of the Act	0

12. DISCLOSURE RELATING TO THE PROVISION OF SECTION 73 OF COMPANIES ACT, 2013 READ WITH RULE (2) (1)(C)(VIII) OF THE COMPANIES (ACCEPTANCE OF DEPOSIT) RULES 2014.

During the year the Company has received unsecured loans and advances from Directors and the same are disclosed under the financial statements prepared for the financial year ended on 31st March, 2025.

13. RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The form AOC 2 delineating transactions with related party is enclosed as *Annexure – A* to this report. Further the Related Party Transactions has been disclosed in Notes forming part of Financial Statements of the Company.

14. **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year, the Board of Directors, at its meeting held on 14th September, 2024, appointed Mr. Varesh Goyal (DIN: 10776868) as an Additional Director (Non-Executive) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, to hold office up to the date of the 04th Annual General Meeting of the Company.

At the said 04th Annual General Meeting, the members approved the appointment of Mr. Varesh Goyal as a Non-Executive Director of the Company by passing an Ordinary Resolution, and accordingly, he has been regularised as Director of the Company.

Composition of the Board of Directors as on 31/03/2025 is as follows:

Sr No.	Name of Director	Designation	DIN/PAN	Date of Appointment
1	Vishal Rajendra Prasad Agarwal	Director	00376242	09/12/2020
2	Dharmendra Mohandas Goyal	Director	00163777	09/12/2020
3	Varesh Goyal	Director	10776868	14/09/2024

Mr. Mitesh Pravinbhai Patel is the Company Secretary of the Company w.e.f. 02nd March, 2024.

The Company being a Private Company, provisions of Section 203 relating to appointment of Key Managerial Personnel are not applicable except appointment of Company Secretary.

15. **DECLARATIONS / DISCLOSURE OF INTEREST BY DIRECTORS**

The Company has received declarations from all Directors pursuant to the provisions of Section 164(2) of the Act and disclosure of interest pursuant to the provisions of Section 184(1) of the Act confirming their interest in the other entities.

16. **DECLARATION BY INDEPENDENT DIRECTORS**

The Company does not require to appoint Independent Directors, hence the same clause is not applicable.

17. **STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO THE INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTOR APPOINTED DURING THE YEAR.**

The Company does not require to appoint Independent Directors, hence the same clause is not applicable.

18. **NUMBER OF MEETING OF THE BOARD OF DIRECTORS**

During the Financial Year, the Company held 7 Board Meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of the Companies Act, 2013 were adhered to while considering the time gap between the two meetings.

Sr. No.	Date of Meeting	No. of Directors Entitled to attend Meeting	No. of Directors present at the meeting
1	01-05-2024	2	2
2	14-06-2024	2	2
3	24-06-2024	2	2
4	10-09-2024	2	2
5	14-09-2024	3	3
6	13-12-2024	3	3
7	13-03-2025	3	3

19. **PRESENCE/ATTENDANCE OF DIRECTORS IN THE MEETINGS**

Details of attendance of Directors of Board Meeting during the year under review is as follows:

Sr.No	Name of Director	Board Meeting		Committee Meeting		AGM Attendance (27/09/2024)
		No. of Meeting Entitlement	Number of Meetings attended	No. of Meeting Entitlement	Number of Meetings attended	
1	Vishal Rajendra Prasad Agarwal	7	7	-	-	Yes
2	Dharmendra Mohandas Goyal	7	7	-	-	Yes
3	Varesh Goyal	3	3	-	-	Yes

20. **MANAGERIAL REMUNERATION**

During the year, the Company had three Directors. Details of managerial remuneration paid during the year is as follows:

Sr. No.	Name of Director	Remuneration Paid (in INR)
1	Vishal Rajendra Prasad Agarwal	Nil
2	Dharmendra Mohandas Goyal	Nil
3	Varesh Goyal	Nil

21. **GENERAL MEETING**

The general meetings of the shareholders of the Company were held on the following dates, during the period:

Sr. No.	Type of Meeting	Date of Meeting	No. of Members entitled to Attend	No. of members attended
1	Annual General Meeting	27-09-2024	24	23

22. **COMPOSITION OF AUDIT COMMITTEE**

As per the provision of Section 177 along with rules prescribed under the Companies Act, 2013, the Company is not required to constitute Audit Committee.

23. **NOMINATION AND REMUNERATION COMMITTEE**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Director's qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

24. **BOARD EVALUATION**

The provision of section 134(3) (p) relating to board evaluation is not applicable to the Company.

25. **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;

iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

iv. The directors had prepared the annual accounts on a going concern basis; and

v. Company being unlisted sub clause (e) of section 134(5) is not applicable.

vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

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The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board`s report. To ensure effective Internal Financial Controls the Company has laid down the following measures:

i. All legal and statutory compliances are ensured on a monthly basis. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.

ii. The Board satisfies that the Company has internal controls commensurate to the size of business and operations of the Company.

27. **FRAUD REPORTING**

There were no frauds reported by the auditor during the year under sub-section (12) of section 143 other than those which are reportable to the Central Government.

28. **EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of Section 134(3)(a) and 92(3) the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules including all amendments and/or re-enactments for the time being in force, the requirement for preparing an extract of annual return to be made part of Board's Report has been omitted. Accordingly, the extract of the annual return in form MGT-9 is not required to be annexed to the Board's Report. Furthermore, the Company does not have any functional website for the publication of the Annual Return.

29. **REVISION OF FINANCIAL STATEMENT**

There was no revision of the financial statements for the year under reporting.

30. **ISSUE OF DEBENTURES / BORROWINGS**

The Company has a mix of secured and unsecured borrowings as on 31st March, 2025. Unsecured borrowings are from the related parties. Full particulars of loans and borrowings (long term and short term) are disclosed in the financial statements for the financial year ended on 31st March, 2025.

31. **CORPORATE SOCIAL RESPONSIBILITIES (CSR)**

The Company does not meet the criteria specified under Section 135 of Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 so there is no requirement to constitution of Corporate Social Responsibility Committee as well as no disclosure is required to be made under section 134(o) of the Act.

32. **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

Conservation of energy:

Steps taken / impact on conservation of energy, with special reference to the following:

1	Steps taken or impact on conservation of energy:	The Company is taking adequate steps to conserve the energy at all the levels and also implementing various measures for reduction in consumption of energy.
2	Steps taken by the company for utilizing alternate sources of energy including waste generated:	The Company continues to explore measures which will help in conservation and saving of energy including monitoring of consumption
3	Capital investment on energy conservation equipment:	During the year, there are no capital investment made on energy consumption equipment

Technology absorption:

1	Efforts, in brief, made towards technology absorption:	NA
2	Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.:	NA
3	In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:	During the year, the company has not imported any technology.
	Details of technology imported:	NA
	Year of import:	NA
	Whether the technology been fully absorbed:	NA
	If not fully absorbed, areas where absorption has not taken place, and the reasons therefore:	NA
4	The expenditure incurred on Research and Development:	During the year, the Company has not spent towards research & development

Foreign exchange earnings and Outgo:

Foreign exchange earnings	Nil
Foreign exchange Outgo	Nil

33. **BUSINESS RISK MANAGEMENT**

The Company has structured risk management policy. The Risk management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continuing basis.

The Company has devised a proper risk management system commensurate with the size of its operations and complexities involved in the business.

34. **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**
There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

35. **AUDITORS:**

♦ **Statutory Auditors**
During the 04th Annual General Meeting of the Company, M/s. M R B & Associates, Chartered Accountants, (FRN: 136306W) were appointed as Statutory Auditors of the Company and holds office for a period of five years till conclusion of the Annual General Meeting of the Company to be held for the financial year ended on 31st March, 2029.

M/s. M R B & Associates, Chartered Accountants have confirmed their eligibility to continue in the office of Statutory Auditors of the Company and also provided their consent for the same.

♦ **Audit & Audit Report**
M/s. M R B & Associates, Chartered Accountants has conducted audit for the financial year ended on March 31, 2025 and has submitted their report thereon. There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

♦ **Cost Auditor and Cost Records**
Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, M/s. KVM & Co., Cost Accountants, Ahmedabad (FRN: 000458), was appointed as Cost Auditors of the Company for the financial year 2024-25 for conducting audit of the cost accounting records maintained by the Company in respect of its manufacturing activities for the financial year 2024-25.

M/s. KVM & Co., Cost Accountants, Ahmedabad, Cost Auditors of the Company for the Financial year 2024-25 have been re-appointed as Cost Auditors for conducting audit of the cost accounting records maintained by the Company in respect of its manufacturing activities for the financial year 2025-26. Necessary resolution for ratification of payment of remuneration to the said Cost Auditors is included in the Notice of the ensuing Annual General Meeting.

♦ **Secretarial Auditor**
The Secretarial Audit is not applicable to the Company as it is not covered under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

36. **CREDIT RATING OF SECURITIES**
The Company is not required to obtain any credit rating of its securities.

37. **DETAILS OF CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC).**
No corporate insolvency resolution process is initiated against your Company under Insolvency and Bankruptcy Code, 2016 (IBC).

38. **DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONETIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**
The Company has not made any settlement with any Bank or Financial Institution during the year.

39. **DETAILS OF FAILURE TO IMPLEMENT ANY CORPORATE ACTION.**
During the year the Company has not failed to execute any corporate action.

40. **STATEMENT REGARDING COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS.**
The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

41. **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.**
The Company has adopted a policy regarding Sexual Harassment and has formed an 'Internal Complaints Committee" under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, there were no cases filed pursuant Sexual Harassment of Women at Workplace.

(i)	Number of Sexual Harassment complaints received	0
(ii)	Number of Sexual Harassment complaints disposed off	0
(iii)	Number of Sexual Harassment complaints beyond 90 days	0

42. **STATEMENT THAT THE COMPANY HAS COMPLIED WITH MATERNITY BENEFIT ACT.**
The Company has duly complied with the provisions of the Maternity Benefit Act, 1961 and the rules made thereunder, to the extent applicable. Necessary facilities and benefits as mandated under the said Act have been extended to eligible women employees of the Company.

43. **NUMBER OF EMPLOYEES AS ON THE CLOSURE OF FINANCIAL YEAR.**
During the year, the Company has following employees

(i)	Female Employees	22
(ii)	Male Employees	111
(iiI)	Transgender	-
	Total	**133**

44. **VIGIL MECHANISM / WHISTLE BLOWER POLICY.**
In accordance with the provisions of Section 177(9) of the Companies Act, 2013, the Board of Directors has, as a measure established a Vigil Mechanism ('Whistle Blower Policy') for its Directors and employees. The said mechanism provides a channel for reporting genuine concerns or grievances, ensures adequate safeguards against victimization of persons who use such mechanism, and makes provision for direct access to the Chairperson of the Board and/or Directors in appropriate or exceptional cases. The Vigil Mechanism is intended to foster a culture of accountability, transparency, and ethical conduct in the Company.

45. **DESIGNATED PERSON DESIGNATED PERSON UNDER SECTION 89 OF COMPANIES ACT, 2013.**
In accordance with Rule 9(4) of the Companies (Management and Administration) Rules, 2014, an officer has to be designated, who will be responsible for furnishing and extending co-operation for providing information to the Registrar or any other authorized officer with respect to beneficial interest in shares of Company under the Act in accordance with Rule 9(4) of Companies (Management and Administration) Rules, 2014.

Accordingly, the Board of Directors has appointed Mr. Dharmendra Mohandas Goyal, Director as designated Person in terms of Section 89 of Companies Act, 2013 read with Rule 9(4) of Companies (Management and Administration) Rules, 2014.

46. **CAUTIONARY STATEMENT**
The statements contained in the Board's Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable laws and regulations.

Various factors such as economic conditions, changes in government regulations, tax regime, other statues, market forces and other associated and incidental factors may however lead to variation in actual results.

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

a) Issue of equity shares with differential rights as to dividend, voting or otherwise.

b) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOP referred to in this Report.

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

48. **ACKNOWLEDGEMENT**
Your directors wish to express their grateful appreciation to the continued co-operation received from the banks, government authorities, customers, vendors and shareholders during the year under review. Your directors also wish to place on record their deep sense of appreciation for the committed service of the executives, staff, and workers of the Company.

For & on behalf of the Board of Directors of
SHREEDHAR SPINNERS PRIVATE LIMITED

SHREEDHAR SPINNERS PVT. LTD. MUMBAI

Dharmendra Mohandas Goyal	**Vishal Rajendra Prasad Agarwal**
DIN : 00163777	**DIN : 00376242**
Director	**Director**

Date: 05th June, 2025
Place: Mumbai

SHREEDHAR SPINNERS PRIVATE LIMITED

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ANNEXURE - A
Form AOC 2

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

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

The Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length during the financial year.

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

Sr. No.	CIN/LLPIN/PAN of Related Party	Name of Related Party	Nature of Relationship	Nature of Transactions	Amount
1	AAPCS0761E	Shreedhar Cotsyn Private Limited	Holding Company	Interest On Loan	1,19,51,790
2	AAIPA3209K	Kusum Devi Agarwal	Relative of Director	Interest On Loan	5,29,758
3	AACCR0335A	Ram Krupa Properties Pvt Ltd	Directors Interested Company	Interest On Loan	5,20,686
4	AAPCS0761E	Shreedhar Cotsyn Private Limited	Holding Company	Sales	25,25,54,456.17
5	AAPCS0761E	Shreedhar Cotsyn Private Limited	Holding Company	Purchase	5,36,10,027.09

For & on behalf of the Board of Directors of
SHREEDHAR SPINNERS PRIVATE LIMITED

SHREEDHAR SPINNERS PVT. LTD. MUMBAI

Dharmendra Mohandas Goyal
DIN : 00163777
Director

Vishal Rajendra Prasad Agarwal
DIN : 00376242
Director

Date: 05th June, 2025
Place: Mumbai