

35th ANNUAL REPORT

2023-24

S R INDUSTRIES LTD

CIN: L29246PB1989PLC009531

CONTENTS

PARTICULARS	PAGE NO.
Notice of 33 rd Annual General Meeting	01
Proxy Form	10
Attendance Slip	25
Route Map	26
Board's Report	27
Report on Corporate Governance	38
Secretarial Audit Report (MR-3)	53
Management Discussion and Analysis Report (MDAR)	57
Auditor's Report as on 31 st March, 2024	63
Balance Sheet as on 31 st March, 2024	71
Statement of Profit and Loss as on 31 st March, 2024	72
Cash Flow Statement as on 31 st March, 2024	84

COMPANY INFORMATION

CIN: L29246PB1989PLC009531

WEBSITE: www.srfootwears.com

E-MAIL ID: srindustries9531@gmail.com

ISIN: INE329C01011

REGISTRAR OF COMPANIES

Punjab & Chandigarh

1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh - 160019

REGISTERED OFFICE

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

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd

Address: C-101, Embassy 247, LBS. Marg,
Vikhroli (West), Mumbai – 400083, Maharashtra

STATUTORY AUDITOR

M/s Krishna Rakesh & Co., Chartered Accountant, FRN: 009088N

Address: 143, Kohat Enclave, 2nd Floor, Pitampura, Delhi -110034

BOARD OF DIRECTORS

1. Mr. Pankaj Dawar (Additional Director)
2. Mr. Manish Kumar Gupta (Additional Director)
3. Mr. Sanjeev Kumar Sapra (Additional Director, Non-Executive & Independent)
4. Mrs. Deepti Datta (Additional Director, Non-Executive & Independent)
5. Mr. Deepak Logani (Additional Director, Non-Executive & Independent)

CHIEF FINANCIAL OFFICER (KMP)

Mr. Manish Kumar Gupta

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Shivam Sharma

SECRETARIAL AUDITOR

M/s Meenu G & Associates,

Address: 9089/2, Multani Dhanda, Pahar Ganj, New Delhi- 110055

STOCK EXCHANGE WHERE COMPANY IS LISTED

BSE Limited (Bombay Stock Exchange)

BOARD COMMITTEES

A. AUDIT COMMITTEE

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

B. NOMINATION AND REMUNERATION COMMITTEE

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

C. STAKEHOLDER RELATIONSHIP COMMITTEE

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

S R INDUSTRIES LIMITED

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

CIN: L29246PB1989PLC009531 E-mail: srindustries9531@gmail.com

(Rehabilitate from Corporate Insolvency Resolution Process)

NOTICE

Notice is hereby given that the 33rd (Thirty Third) Annual General Meeting (“AGM” or “the Meeting”) of the members of S R Industries Limited (“The Company”) will be held on Monday, December 30, 2024 at 02:00 P.M. (IST) at Royal Park Resorts, NH21, Godown Area, Zirakpur, Punjab-140603 to transact the following business:

ORDINARY BUSINESS:

Item No.: 1

To take note the Audited Standalone Financial Statements of the Company for the Financial ended March 31, 2024 together with Auditors’ and Directors’ Report thereon.

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

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company including Balance Sheet as at March 31, 2024, Profit and Loss accounts, Cash Flow statement for the financial year ended on March 31, 2024 with all the notes annexed together with the Auditors’ Report thereon be and are hereby taken into account by the Board of Directors of the Company”.

Item No.: 2

To Appoint M/s Krishan Rakesh & Co., Chartered Accountants as the Statutory Auditors of the Company:

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 139 and 142 and other applicable provisions, if any, of the Act, read with Companies (Audit and Auditors) Rules 2014 as may be applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation made by the Audit Committee, the approval of the members of the Company be and is hereby accorded for the appointment of M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N, Peer Review Certificate No.: 016602), as Statutory Auditor of the Company for a term of 5 (five) consecutive years from financial year 2024-2025 till the conclusion of the 38th Annual General Meeting to be held in the year 2029 at such remuneration as mentioned in the explanatory statement and any amendment in the terms of their appointment including remuneration as may be decided by the Board of Directors or the Audit Committee of the Company as the case may be.”

SPECIAL BUSINESS:

Item No.: 3.

To Appointment of Mr. Pankaj Dawar (DIN: 06479649) as a Managing Director of the Company:

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 Sections 164, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Pankaj Dawar (DIN: 06479649), as Managing Director (Executive Director) of the Company without any remuneration for a period of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive), upon the terms and conditions as mutually decided by the Board and Director in a manner as the Board may deem fit and acceptable to Mr. Pankaj Dawar.”

“RESOLVED FURTHER THAT Mr. Pankaj Dawar (DIN: 06479649) in the capacity of Managing Director shall have right to manage the ordinary course business or affairs of the Company with also entrusted with among others the powers, authorities, functions, duties, responsibilities by the Board of Directors of the Company, from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

Item No.: 4.

To Appoint Mr. Manish Kumar Gupta (DIN: 05331936) as a Director of the Company:

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 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the approval of the members of the Company be and is hereby accorded for the appointment of, Mr. Manish Kumar Gupta (DIN: 05331936) who was appointed as an Additional Director of the Company by Monitoring Committee (constituted under the provisions of the Insolvency and Bankruptcy Code (IBC)) with effect from September 18, 2024 and the term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature be and is hereby appointed as a Executive Director of the Company being liable to retire by rotation and not liable to receive any remuneration from the Company.”

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

Item No. 5.

To Appointment of Mr. Deepak Logani (DIN: 10842487) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and on the basis of the recommendation of the Board of the Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Deepak Logani (DIN: 10842487) as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation and he meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.”

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

Item No.: 6.

To Appointment of Mrs. Deepti Datta (DIN: 10842930) as an Independent Woman Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and on the basis of the recommendation of the Board of the Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mrs. Deepti Datta (DIN: 10842930) as a Director (Non-executive Independent Woman Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). She is not liable to retire by rotation and she meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.”

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

Item No.: 7.

To Appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and on the basis of the recommendation of the Board of the Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation and he meets the criteria for independence under Section 149(6) of the Companies Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.”

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director(s) of the Company be and are hereby jointly or severally authorized on the behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns along with the filing necessary e-forms with the Registrar of Companies or any other authorities.”

Item No.: 8.

To approve the private placement of 0.01% Compulsory Convertible Debenture in one or more tranches:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and subject to other applicable Rules, Regulations, Guidelines, Notifications, Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India and any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any statutory or regulatory authorities, as may be required, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, time to time in one or more tranches, on a preferential basis and private placement basis, up to 5,00,00,000 (Five Crore) unsecured, unrated and unlisted 0.01% Compulsory Convertible Debentures of face value of INR 10/- (INR Ten Rupees) each (“CCDs”) at a price of INR 10/- per CCD (“CCD Issue Price”), against dues, aggregating up to INR

50,00,00,000/- (upto Rupees Fifty Crores), each convertible into, fully paid-up equity shares of the Company of face value of INR 10/- each at a conversion price of INR 10/-, (“Conversion Price”) to Bazel International Limited (hereinafter referred to as ‘Proposed Allottee’), for a tenure of 3 years.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment of CCDs shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and as may be determined by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the CCDs, to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of CCDs, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle matters as may be required in this regard.

Item No.: 9.

To increase the borrowing powers of the Company

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

RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed under the Act, (including any statutory modifications and re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby recorded to increase the borrowing powers of the Company, to borrow for the purpose of the business of Company any sum or sums of moneys for and on behalf of the Company in Indian Rupees and/or in any foreign currency (i) by way of availing of long/short term loans and all kinds of financial assistance by all permissible methods, secured/ unsecured from banking companies, financial institutions, bodies corporate or any person(s), (ii) by way of issue of commercial papers, rupee denominated bonds/senior notes to eligible person(s), lenders, investor(s) (iii) by way of issue of redeemable non-convertible debentures, subordinated debentures, bonds or any other security or instrument(s) on private placement basis as well as by way of public issue by issue of shelf-disclosure documents, prospectus, shelf prospectus, information memorandum, offering circular or otherwise, from persons, institutional investors, Foreign Institutional Investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, provident funds, pension funds, superannuation funds, gratuity funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, or (iv) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by mortgage, charge, hypothecation, lien, pledge or otherwise of the Company’s assets and properties, whether movable or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company’s bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount borrowed and outstanding at any point of time shall not exceed INR 100/- Crore (Rupees One Hundred Crores only);

RESOLVED FURTHER THAT the Board or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to secure any further consent or approval of the Members of the Company to the intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Item No.: 10

Adoption of new set of Articles of Association (AOA) of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approval(s), approval of the Members of the Company be and is hereby accorded to adopt the new set of Articles of Association (**‘AOA’**), in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the new AOA, as placed before the Members and initialed by the Chairman for identification, shall come into effect upon filing with and approval by the Registrar of Companies or any other appropriate authority, as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), the Chief Financial Officer and the Company Secretary be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to this resolution.”

Item No.: 11

Power to give loans or invest funds of the Company in excess of the limits specified under section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of the Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the

powers conferred by this resolution) to, inter alia, (a) give any loan to any person or other body corporate (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 100,00,00,000 (Rupees One Hundred Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

**By order of the Board of Directors,
For S R Industries Ltd.,**

Sd/-

**Shivam Sharma
Company Secretary & Compliance Officer
M. No.: A 42083**

Date: December 06, 2024

Place: New Delhi

Notes: -

1. We are writing to inform you about the 33rd Annual General Meeting (AGM) of S R Industries Ltd. (the Company), scheduled for Monday, December 30, 2024 at 2:00 P.M. (IST). As you may be aware, the Company underwent a Corporate Insolvency Resolution Process (CIRP), initiated by the Hon'ble NCLT, Chandigarh Bench on December 21, 2021. Following this process, Bazel International Limited (BIL) emerged as the Successful Resolution Applicant (SRA) and was granted approval by the Adjudicating Authority on July 1, 2024. As a result, BIL along with its Associates acquired 95% majority stake in the Company. Due to the ongoing CIRP, we have not received Trading Approval from BSE Limited, NSDL and CDSL. Consequently, our equity shares are currently non-active with ISIN INE329C01011. Unfortunately, this means we cannot conduct e-voting or hold the AGM via video conferencing. In light of these circumstances, we will convene the 33rd AGM physically at our Registered Office or with in local limits of registered office. We will provide further details on the meeting logistics in due course.

Further, RTA , NSDL and CDSL are in the process of updating the list of shareholders pursuant to NCLT order only 5% shareholding are with Public and rest lies with BIL along with is associates under the Promoter group.

Furthermore, all relevant para as stated under Annexure-B with respect to e-voting instructions and joining the meeting virtually through video conferencing shall stand omitted from Notice of 33rd Annual General

Meeting dated 30th December 2024 and followings notes shall be inserted in Notes Section forming the part of this Notice.

2. A Member entitled to attend and vote at the AGM is entitled to appoint Proxy or where that is allowed, one or more proxies to attend and vote on a poll instead himself or herself and a proxy need not be a member of the company. proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

3. Proxies submitted on behalf of the Companies and other Bodies Corporate, Societies, Trust etc. must be supported by an appropriate resolution, as the case may be applicable.

4. No Gift in any kind shall be distributed at the Annual General Meeting.

5. As a measure of economy, copies of the Annual Report shall not be distributed at the Meeting, therefore members are requested to bring their own copies at the Meeting.

6. Attendance slip, proxy form, and the rout map of the venue of the AGM are annexed hereto.

7. An explanatory statement as required under the section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto. Information required pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulation) for Item No. 2,3,4,5,6,7,8,9, 10 and 11 are annexed to this notice.

8. In accordance with the SS- 2 issued by the Institute of Company Secretaries of India (ICSI) read with Clarification/ Guidance on applicability of Secretarial Standards-2 revised w.e.f. 1st April, 2024 issued by the ICSI, In fact the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

9. Relevant Documents referred to in the accompanying Notice and other documents, as the applicable will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. srindustries9531@gmail.com or can write us at our corporate office at II-B / 20, First Floor Lajpat Nagar, New Delhi-110024

10. Ms. Meenu Gupta, Practicing Company Secretary [M. No.: 52702, COP:26274] has been appointed as the Scrutinizer to scrutinize the voting process in fair and transparent manner.

11. In relation of CIRP processing of the Company and as per Hon'ble NCLT, Chandigarh Bench vide order dated 01-07-2024, has reduce previous public equity share capital holding as per the approved resolution plan. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e. Monday, December 23, 2024. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for voting as provided in the Notice convening the Meeting, which is available on the website of the Company.

12. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the BSE Limited [BSE] www.bseindia.com, where the equity shares of the Company are listed.

13. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. They are also requested to bring their copy of the Annual report to the Annual General Meeting.

14. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

15. Members are requested to bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM Place will be strictly on the basis of the Entry Slip available at the counters at the meeting venue in exchange of the attendance Slip.

16. As the equity shares are lying in non-active or Temporary ISIN of the company, the facility for voting through remote e-voting has not been provided to the members to cast their votes virtually before the date of AGM. Therefore, the members/proxy(s) attending the meeting can cast their vote through ballot paper at the time of ensuing AGM. Due to not payment of fees and other payment which are subjects to the part of CIRP but all these issues are still pending, so that in the goods faith and in relation of compliances, the Company calling AGM physically and intimating the shareholders as per old records available with the RTA. The Board of the Company is arranging all the data and intimate to shareholders and related authorities accordingly.

**By order of the Board of Directors,
For S R Industries Ltd.,**

Sd/-

Shivam Sharma

Company Secretary & Compliance Officer

M. No.: A 42083

Date: 6th December, 2024

Place: New Delhi

Form No. MGT-11
Proxy form

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

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

1. Name:
Signature:, or failing him

2. Name:
Signature:, or failing him

3. Name:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Members of S R INDUSTRIES LTD to be held on December 30, 2024 at 02.00 p.m. within the limits of registered Office of the Company at Royal Park Resorts, NH21, Godown Area, Zirakpur, Punjab-140603 and at any adjournment thereof in respect of such resolutions as indicated below:

Sl. No. Particulars

Ordinary Business

1. To take note the Audited Standalone Financial Statement of the Company for the Financial ended March 31, 2024 together with Auditors' Report thereon.
2. To Appointment of M/s Krishan Rakesh & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration:

Special Business

3. To Appointment of Mr. Pankaj Dawar (DIN: 06479649) as a Managing Director of the Company.
4. To Appointment of Mr. Manish Kumar Gupta (DIN: 05331936) as a Director of the Company.
5. To Appointment of Mr. Deepak Logani (DIN: 10842487) as an Independent Director of the Company.
6. To Appointment of Mrs. Deepti Datta (DIN: 10842930) as an Independent Woman Director of the Company.
7. To Appointment of Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Director of the Company.
8. To approve the private placement of 0.01% Compulsory Convertible Debenture in one or more tranches:
9. To increase the borrowing powers of the Company
10. Adoption of New set of articles of association
11. To approve limits specified under section 186 of the Companies Act, 2013

Signed this..... day of..... 2024.

Signature of shareholder.....

Signature of Proxy holder(s)

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

Annexure to Notice

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

Item No.:2:

Appointment of M/s Krishan Rakesh & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration:

S R Industries Limited (the Company) was registered under The Corporate Insolvency Resolution Process (CIRP) and initiated by the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024, after the rehabilitating from CIRP and pursuant to the provisions of the Companies Act, 2013 (the Act) read with rules and SEBI Listing Regulations, the applicable terms of the CIRP, the Resolution Professional (RP) appointed as statutory Auditor for the financial year 2023-24 to conduct statutory audit of the Company. Furtherance of the above process the Board of Directors of the Company in their meeting held on Friday, December 06, 2024 and after evaluating and considering various factors like industry/commercial experience, competency and eligibility of the audit team or firm, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company, based on the recommendation of the Audit Committee, recommended the appointment of M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N), registered with Institute of Chartered Accountants of India and having valid Peer Review Certificate No.: 016602, as the Statutory Auditors of the Company, for a period of five consecutive years from the conclusion of Thirty Third (33rd) AGM till the conclusion of Thirty Eight (38th) AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

It is further to be mentioned that M/s Krishan Rakesh & Co. has consented to act as the appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

Following disclosures as per Regulation 36(5) of SEBI Listing Regulations:

Proposed fees payable to the statutory auditor(s) along with terms of appointment and any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.	Rs. 90,000/- (Rupees Ninety Thousand Only) p.a.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N), registered with Institute of Chartered Accountants of India and having valid Peer Review Certificate No.: 016602. The Firm has significant experience to provide quality services in the areas of Statutory, Internal & Tax Audit, M&A due-diligence and corporate restructuring, Investigation, Accounting outsourcing, Taxation (Direct and Indirect), Company Law Matters, Management Consultancy, Fixed Assets Verification and other.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of reappointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 2 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.: 2 of the Notice for approval by the Members.

Item No.: 3.

To appoint Mr. Pankaj Dawar (DIN: 06479649) as a Managing Director of the Company:

S R Industries Limited (the Company) was registered under The Corporate Insolvency Resolution Process (CIRP) and initiated by the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited (BIL) emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024. After such approval the Company become subsidiary of the BIL and as per provisions of the ACT the BIL proposed to appoint BIL's Managing Director Mr. Pankaj Dawar (DIN: 06479649) as the Director of the S R Industries Limited. The Monitoring Committee (constituted under the provisions of the Insolvency and Bankruptcy Act, 2006 read with relevant rules and notification or circulars, if any and Hon'ble NCLT, Chandigarh Bench) appointed Mr. Pankaj Dawar (DIN: 06479649) as additional director w.e.f. September 18, 2024. The Board of Directors of the Company's meeting held on Friday, November 22, 2024 proposed to member for appointment or change in designation of Mr. Pankaj Dawar (DIN: 06479649) from additional director (Non-executive Director) to Managing Director (Executive Director) without any remuneration for a period of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive) and he is liable to retire by rotation.

Mr. Pankaj Dawar, aged 52 years (approx.) Managing Director of Bazel International Limited and other entity having more than 25 years' experience in leadership role wherein he has instrumental in transforming various business. Mr. Pankaj having many key achievements but out of them some are advisor of XO Footwear Private Limited (from September, 2020 to July, 2022), CEO of Mehta Trans Logistics Private Limited (from July 2015 to June 2018) and Project Manager for Bajaj Finserv in 2008. Mr. Pankaj Dawar had privilege to be first National Operational Head-Retail Assets with Yes Bank.

His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to appoint Mr. Pankaj Dawar as Managing Director of the Company.

The Board proposed to appoint Mr. Pankaj Dawar as Managing Director for a period of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He will not eligible for remuneration but in case Nomination and Remuneration Committee deem fit and recommend to the Board, he will be eligible for sitting fees and benefits, perquisites/ allowances like House rent allowance, conveyance allowance, leave travel allowance, bonus, reimbursement of medical expenses (whether in India or abroad) and medical insurance premium for self and family, fees of clubs subject to maximum of two clubs which will include admission fees but will not include life membership fees, use of car with driver and telephone and internet facilities at residence and mobile phone facility, personal accident insurance, assignment of key man and other insurance policies obtained by the Company and such other perquisites and special allowances as may be determined by the Board from time to time. Provisions of the Part-II of Schedule V to the Companies Act, 2013 are not applicable on this appointment because the company is not paying any remuneration to Mr. Pankaj Dawar.

Mr. Pankaj Dawar is interested in the said resolution as it pertains to his own appointment. The other relatives of Mr. Pankaj Dawar may be deemed to be interested in the said resolution at Item No. 3 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors (except Mr. Pankaj Dawar), Key Managerial Personnels except interested director of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 3 of the accompanying Notice for the approval by the Members.

Item No.: 4.

To Appoint Mr. Manish Kumar Gupta (DIN: 05331936) as a Director of the Company:

The Monitoring Committee (constituted under the provisions of the Insolvency and Bankruptcy Act, 2006 read with relevant rules and notification or circulars, if any and Hon'ble NCLT, Chandigarh Bench) appointed Mr. Manish Kumar Gupta (DIN: 05331936) as additional director w.e.f. September 18, 2024 and he is liable for retire by rotation.

Pursuant to Section 161(1) of the Companies Act, 2013 ('Act') and Articles of Association of the Company, Mr. Manish Kumar Gupta shall hold office only up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as Director. Mr. Manish Kumar Gupta has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. Mr. Manish Kumar Gupta holds a Master of Business Administration (MBA) and brings 17 years of extensive experience in finance and accounting leadership roles. Throughout his career, he has demonstrated expertise in financial management, strategic planning, and driving operational efficiency, making him a valuable asset in steering financial performance and organizational growth.

Mr. Manish Kumar Gupta is interested in the said resolution as it pertains to his own appointment. The other relatives of Mr. Manish Kumar Gupta may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors (except Mr. Manish Gupta), Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 4 of the accompanying Notice for the approval by the Members.

Item No. 5.

To Appoint Mr. Deepak Logani (DIN: 10842487) as an Independent Director of the Company:

Pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and pursuant to the recommendation of the Board of Directors of the Company in their meeting held on November 22, 2024 appointed Mr. Deepak Logani (DIN: 10842487) as an Additional Director (Non-Executive Independent) on Board of the Company w.e.f. November 22, 2024. In terms of the provisions of Section 161(1) of the Act, Mr. Deepak Logani (DIN:

10842487) holds office up subject to the approval of members of the Company. The Board proposed to appoint Mr. Deepak Logani as Director for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive).

Mr. Deepak Logani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Deepak Logani, aged approximately 58 years, is a graduate from Delhi University, bringing with him a wealth of experience in business management, governance, and business marketing. The Company has received a declaration from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. In the opinion of the Board, Mr. Deepak Logani fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

He has registered himself in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"). He has also confirmed that he is not debarred from appointment by any order of SEBI/MCA/ RBI or any other authority. He meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company. The Board considers that his association would be of immense benefit to the Company and considering the background and experience of Mr. Deepak Logani, the Board recommends the resolution set out at Item No. 5 in relation of appointment of Mr. Deepak Logani as an Independent Director, for the approval of members of the Company as a Special Resolution. Additional information including brief profile etc. pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 5 is given into this Notice.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for the approval by the Members.

Item No.: 6.

To Appointment of Mrs. Deepti Datta (DIN: 10842930) as an Independent Woman Director of the Company:

Pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and pursuant to the recommendation of the Board of Directors of the Company in their meeting held on November 22, 2024 appointed Mrs. Deepti Datta (DIN: 10842930) as an Additional Director (Non-Executive Independent Woman Director) on Board of the Company w.e.f. November 22, 2024. In terms of the provisions of Section 161(1) of the Act, Mrs. Deepti Datta (DIN: 10842930) holds office up subject to the approval of members of the Company. The Board proposed to appoint Mrs. Deepti Datta (DIN: 10842930) as Director for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive).

Mrs. Deepti Datta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Ms. Deepti Datta, approximately 40 years old, holds a Master's degree in Business Administration (MBA) with a specialization in Finance and is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI). With her extensive expertise in finance, governance, management, company law, and securities law, she brings a wealth of

experience in corporate governance, compliance, and strategic management. The Company has received a declaration from Mrs. Deepti Datta that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations. In the opinion of the Board, Mrs. Deepti Datta fulfils the conditions for her appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

She has registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"). She has also confirmed that she is not debarred from appointment by any order of SEBI/ MCA/ RBI or any other authority. Mrs. Deepti Datta meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company. The Board considers that her association would be of immense benefit to the Company and considering the background and experience of Mrs. Deepti Datta, the Board recommends the resolution set out at Item No. 6 in relation of appointment of Mrs. Deepti Datta as an Independent Woman Director, for the approval of members of the Company as a Special Resolution. Additional information including brief profile etc. pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 6 is given into this Notice.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 6 of the accompanying Notice for the approval by the Members.

Item No.: 7.

To Appoint Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Independent Director of the Company:

Pursuant to the provisions of section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) rules, 2014 and the provisions of Regulation 17, 25 and any other applicable regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as amended from time to time and pursuant to the recommendation of the Board of Directors of the Company in their meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Additional Director (Non-Executive Independent) on Board of the Company w.e.f. November 22, 2024. In terms of the provisions of Section 161(1) of the Act, Mr. Sanjeev Kumar Sapra (DIN: 10842495) holds office up subject to the approval of members of the Company. The Board proposed to appoint Mr. Sanjeev Kumar Sapra (DIN: 10842495) as a Director for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive).

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Sanjeev Kumar Sapra (aged 52 approx.), is a qualified Company Secretary from ICSI and has a bachelor's degree in commerce from Delhi University, he is certified by NSE for NCFM since 1998 (Capital and Derivative Market) and participated in first programme on launch of derivatives in India in 1998 conducted by ICSI and NSE. He has expertise in Company Law - Capital Market & Securities Laws - Economic and Commercial Laws - Industrial Labor and General Laws, also having rich experience of governance, management expertise. He is visiting faculty of Institute of Company Secretaries of India and other financial institutions.

The Company has received a declaration from Mr. Sanjeev Kumar Sapra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing

Regulations. In the opinion of the Board, he fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations.

He has registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"). Mr. Sanjeev Kumar Sapra has also confirmed that he is not debarred from appointment by any order of SEBI/ MCA/ RBI or any other authority. Mr. Sanjeev Kumar Sapra meets the skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company. The Board considers that his association would be of immense benefit to the Company and considering the background and experience of Mr. Sanjeev Kumar Sapra, the Board recommends the resolution set out at Item No. 7 in relation of appointment of Mr. Sanjeev Kumar Sapra as an Independent Director, for the approval of members of the Company as a Special Resolution. Additional information including brief profile etc. pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) in respect of appointment at Item Nos. 7 is given into this Notice.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

The Board commends the Ordinary Resolution set out at item no. 7 of the accompanying Notice for the approval by the Members.

Item No.: 8.

To approve the private placement of 0.01% Compulsory Convertible Debenture in one or more tranches:

The Board of Directors of the Company at their meeting held on December 06, 2024, subject to necessary approvals, has approved issuance of upto 5,00,00,000 (Five Crore) unsecured, unrated and unlisted Compulsory Convertible Debentures of face value of INR 10/- (INR Ten Rupees) each ("CCDs") at a price of INR 10/- per CCD ("CCD Issue Price"), against dues, aggregating up to INR 50,00,00,000/- (upto Rupees Fifty Crores), each convertible into, fully paid-up equity shares of the Company of face value of INR 10/- each at a conversion price of INR 10 /- ("Conversion Price") which may be exercised in one or more tranches within a period of 3 (three) years from the date of allotment of the of CCDs, to Bazel International Limited (hereinafter referred to as 'Proposed Allottee'), for a tenure of 3 years, by way of preferential issue"), in one or more tranches, at par.

The Proposed Allottee shall be entitled to require the Company to convert the CCDs held into fully paid-up equity shares of the Company after 3 (three) years from the date of allotment of the first tranche of CCDs (such equity shares shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of 10/- (INR Ten) per equity share.

In accordance with Sections 23, 42, 62 and 71 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, a Company is not entitled to make a private placement of the CCDs unless the proposed offer of the CCDs has been previously approved by the shareholders by a special resolution, so that the Board is seeking for their approval of the members.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

(i) The board meeting was held on December 06, 2024 to approve issuance of securities subject to approval of shareholder.

(ii) The total number of securities, kinds of securities and price at which security is being offered: Issuance of upto 5,00,00,000 (Five Crore) unsecured, unrated and unlisted 0.01% Compulsory Convertible Debentures in one or more tranches of face value of INR 10/- (INR Ten Rupees) each ("CCDs") at a price of INR 10/- per CCD ("CCD Issue Price"), against dues, aggregating up to INR 50,00,00,000/- (upto Rupees Fifty Crores), each convertible into, fully paid-up equity shares of the Company of face value of INR 10/- each at a conversion price of INR 10 /- ("Conversion Price") after a period of 3 (three) years, on preferential basis.

(iii) Basis or justification for the price at which offer or invitation being made / conversion:

The Conversion Price of CCDs into equity shares of the Company has been determined in accordance with the provisions of ICDR Regulations and valuation report issued by the Registered valuer Mr. Hemang Shah.

Each CCD shall be convertible into such number of fully paid equity shares determined by dividing the par value of the CCD by the Conversion Price. The equity shares to be issued on conversion of the CCDs, whether at the option of the Proposed Allottee or by the Company, shall happen at a Conversion Price of Rs 10/- (Rupees Ten) per equity share. This Conversion Price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of ICDR Regulations with the relevant date for the computation of the aforesaid price being as per provisions of the Act and SEBI ICDR Regulation.

(iv) Material terms of raising such securities:

1. The preferential issue of CCDs is subject to, inter alia, the following Conditions Precedent: i. The passing of this Special Resolution by the Shareholders of the Company.

ii. The Company's fund-raising process for potential extinguishment of dues; and

iii. Fulfillment of other conditions precedent as are customary for transactions of this nature. 2. The CCDs shall carry 0.01% coupon rate per annum.

3. The CCDs shall be converted into equity shares after 3 years from the date of issuance & allotment of First Tranche. The equity shares to be issued to the CCD holder shall rank in all respects pari passu with the existing Equity Shares.

4. The Proposed Allottee i.e. Bazel International Limited shall after three years, be entitled to apply for and be allotted such number of equity shares as are determined by dividing the par value of the CCD by the Conversion Price against each CCD, in part or full, at a conversion price of INR 10/- (INR Ten), without payment of any additional consideration.

5. The term of CCDs shall not exceed 3 (three) year from the date of allotment of the first tranche.

(v) Objects of the Issue:

The proceeds from the issue will be utilized for meeting the requirements of funds for general working and related operations of the Company.

(vi) Total number of securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to raise funds aggregating of upto 5,00,00,000 (Five Crore) unsecured, unrated and unlisted 0.01% Compulsory Convertible Debentures in one or more tranches of face value of INR 10/- (INR Ten Rupees) each ("CCDs") at a price of INR 10/- per CCD ("CCD Issue Price"), against dues, aggregating up to INR 50,00,00,000/- (upto Rupees Fifty Crores), each convertible into, fully paid-up equity shares of the Company of face value of INR 10/- each

at a conversion price of INR 10 /- ("Conversion Price") per CCD shall be in the form of dues on application(s).

(vii) Kinds of securities offered and the price at which security is being offered:

0.01% Compulsory convertible Debentures in one or more tranches at Rs. 10/- each.

(viii) Principal terms of assets charged as securities: The CCDs proposed to be issued will be unsecured.

(ix) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price: NIL

(x) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer: CCD will be issue to promoter company i.e. Bazel International Limited.

(xi) Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the Registered Valuer:

Price arrived as per the valuation report issued by Mr. Hemang Shah, Registered valuer dated 6th December, 2024.

(xii) Name and address of valuer who performed valuation:

Mr. Hemang Shah

Securities or Financial Assets Registration No.- IBBI/RV/03/2020/12854, Co-venture hub, 314-316, 3rd floor, kalp business hub, Above SBI Bank, Bahucharji road, Kareli baugh, Vadodara- 390018

(xiii) Relevant date with reference to which the price has been arrived at: 6th December, 2024.

(xiv) The class or classes of persons to whom the allotment is proposed to be made: Allotment to Promoter of SR Industries i.e. Bazel International Limited, viz, Body corporate.

(xv) Intention of promoters, directors or key managerial personnels to subscribe to the offer:

Bazel International Limited being promoter intend to subscribe to the proposed issue.

(xvi) The proposed time within which the allotment shall be completed: The allotment of CCDs shall be completed on or before 60 days from the date of receipt of application money from the Proposed Allottee.

(xvii) The change in control, if any, in the company that would occur consequent to the preferential offer; No change in control

(xviii) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: No securities has been allotted during the year.

(xix) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable. The allotment of CCDs is proposed be made for cash consideration.

(xx) The pre issue and post issue shareholding pattern of the Company in the following format

Pre issue and after CIRP shareholding pattern:

Pre shareholding pattern

Category of Shareholder	No of fully paid-up equity share capital	Shareholding as a % of total number of shares
Promoter & Promoter Group	1,88,81,788 ²	95.98%
Public	7,91,712	4.02%
Total	1,96,73,500	100%

This shareholding pattern are subject to the restructuring and provisions of the Companies Act, 2013 and SEBI (Listing Regulation) and minimum public shareholding rules or regulation, it may be change accordingly.

Post shareholding pattern

Category of Shareholder	No of fully paid-up equity share capital	Shareholding as a % of total number of shares
Promoter & Promoter Group	68881788	95.98%
Public	791712	4.02%
Total	69673500	100%

The Shareholding structure shall be changed because of subject to the rules and regulations, This conversion will be done after 3 year in the rate of 1:1 as per determined by Registered value.

Item No.: 9.

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to set the borrowing limit upto Rs. 100 Crores (Rupees Hundred Cores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, set this limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 100 Crores (Rupees One Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company. Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company, if any exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution. Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 100 Crores. Accordingly, the approval of the members of the Company is sought for set the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 100 Crores (Rupees One Hundred Crores) as stated in the resolutions.

Item No.10:

Adoption of new set of Articles of Association (AOA) of the Company

The existing Articles of Association (**AOA**) of the Company are based on the provisions of the Companies Act, 1956 (the “erstwhile Act”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “new Act”).

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held on December 06, 2024 has approved the adoption of new set of Articles of Association of the Company. In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. A copy of the proposed set of new AOA of the Company would be available for public inspection at the registered office of the Company and on the Company’s website for electronic inspection up to the date of the Annual General Meeting (“AGM”).

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 10 of AGM Notice.

The Board recommends passing of the resolution set out at Item No. 10 for the approval of the members of the Company by way of a **Special Resolution**.

Item No. 11

Power to give loans or invest funds of the Company in excess of the limits specified under section 186 of the Companies Act, 2013.

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to ₹ 100,00,00,000 (Rupees One Hundred Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 11 of AGM Notice.

The Board recommends passing of the resolution set out at Item No. 11 for the approval of the members of the Company by way of a **Special Resolution**.

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 as prescribed by Institute of Company Secretaries of India:

Name of Director	Mr. Pankaj Dawar	Mr. Manish Kumar Gupta	Mr. Deepak Logani	Mr. Deepti Datta	Mr. Sanjeev Kumar Sapra
DIN	06479649	05331936	10842487	10842930	10842495
Age (in year, approx.)	51	37	58	40	52
Qualification	CS	MBA	Graduate	CS, MBA	CS, Graduate
Brief Profile and expertise in specific functional area	Mr. Pankaj Dawar (DIN: 06479649), approximately 51 years old, is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI). He possesses strong expertise in company law and securities law, with significant experience in corporate governance, management, and compliance	[Mr. Manish Kumar Gupta holds a Master of Business Administration (MBA) and brings 17 years of extensive experience in finance and accounting leadership roles, Throughout his career, he has demonstrated expertise in financial management, strategic planning, and driving operational efficiency, making him a valuable asset in steering financial performance and organizational growth.	Mr. Deepak Logani (aged 58 approx.), is a graduate from [Delhi University and having rich experience in business management, governance and business marketing.	Ms. Deepti Datta, approximately 40 years old, holds a Master's degree in Business Administration (MBA) with a specialization in Finance and is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI).	Mr. Sanjeev Kumar Sapra (aged 52 approx.), is a qualified Company Secretary from ICSI and has a bachelor's degree in commerce from Delhi University, he is certified by NSE for INCFM since 1998 (Capital and Derivative Market) and participated in first programme on launch of derivatives in India in 1998 conducted by ICSI and NSE.
Skills and capabilities required for the role and the	He possesses strong expertise in company law and securities	He have good experience of 17 years of extensive	He having rich experience in business management,	She have expertise in finance, governance,	He has expertise in Company Law - Capital

manner in which the Directors meet the requirement	law, with significant experience in corporate governance, management, and compliance	experience in finance and accounting leadership roles, financial management, strategic planning, and driving operational efficiency, making him a valuable asset in steering financial performance and organizational growth.	governance and business marketing.	management, company law, and securities law, she brings a wealth of experience in corporate governance, compliance, and strategic management.	Market & Securities Laws - Economic and Commercial Laws - Industrial Labor and General Laws, also having rich experience of governance, management expertise. He is listing faculty of Institute of Company Secretaries of India and other financial institutions.
Term and conditions of appointment	Appointment as Managing Director term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both days inclusive) and he is liable for retire by rotation.	Appointed as Director (Executive) and CFO of the Company, he is liable for retire by rotation.	Appointed as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation	Appointed as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). She is not liable to retire by rotation	Appointed as a Director (Non-executive Independent Director) of the Company for a term of 5 (five) consecutive years commencing from November 22, 2024 to November 21, 2029 (both day of inclusive). He is not liable to retire by rotation
Details of Remuneration sought to be paid	NA	NA	Sitting Fee for attending the Board and Committee Meetings of the Company, if Board approved	Sitting Fee for attending the Board and Committee Meetings of the Company, if Board approved	Sitting Fee for attending the Board and Committee Meetings of the Company, if Board approved
Details of remuneration last drawn	NA	NA	NA	NA	NA
Date of first appointment on the Board	18-09-2024	18-09-2024	22-11-2024	22-11-2024	22-11-2024
Shareholding in the Company	NA	NA	NA	NA	NA
Relationship with other Directors,	None (Holding Company Bazel	None (Holding Company Bazel	None	None	None

Manager and other Key Managerial Personnel of the Company	International Limited proposed to appoint)	International Limited proposed to appoint)			
Number of Meetings of the Board attended during the year	NA	NA	NA	NA	NA
Other Directorships	1. Imax Global Ventures Limited, Director 2. Bazel International Limited, Managing Director 3. Indianhawks Foods Private Limited, Director 4. Avenue Tradelink Private Limited, Director 5. RUSV Real Estate Private Limited, Director	1. Bazel International Limited, CFO, 2. B2C Eventures Private Limited, Director 3. Zalika Real Estate Private Limited, Director	NA	NA	NA

**By order of the Board of Directors,
S R Industries Ltd.,**

**Sd/-
Shivam Sharma
Company Secretary & Compliance Officer
M. No.: A 42083
Date: December 06, 2024
Place: New Delhi**

S R INDUSTRIES LIMITED

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

CIN: L29246PB1989PLC009531 E-mail: srindustries9531@gmail.com

(Rehabilitate from Corporate Insolvency Resolution Process)

33rd ANNUAL GENERAL MEETING **Monday, December 30, 2024 at 02:00 p.m.**

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

Name of the Shareholder:

Ledger Folio No.:

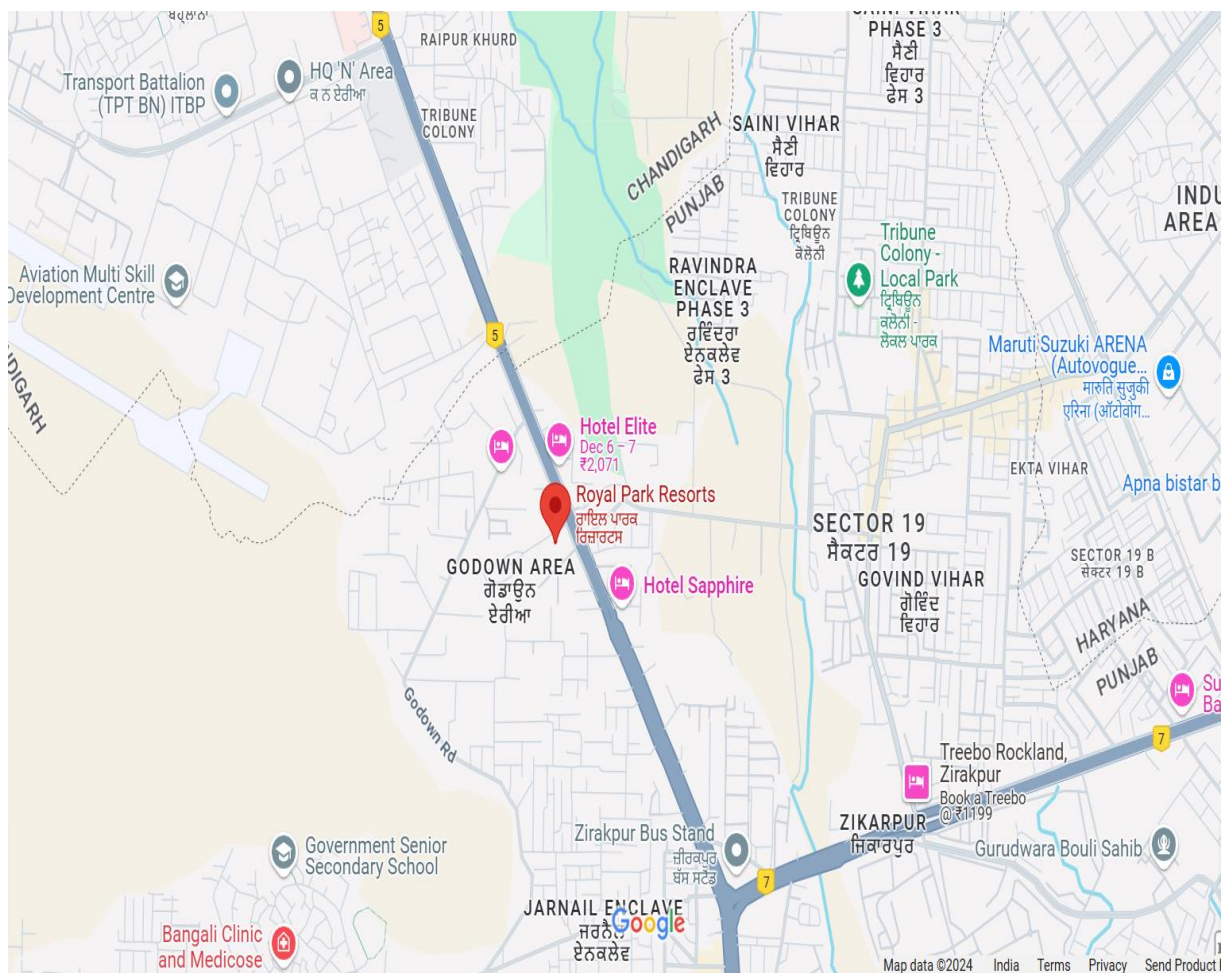
Address:

No. of Shares held:

Name of the Proxy:

I/We hereby record my/ our presence at the Annual general Meeting of the Company held on Monday, December 30, 2024 AT 02.00 P.M.

ROUTE MAP FOR 33rd ANNUAL GENERAL MEETING Held at Royal Park Resorts, NH21, Godown Area, Zirakpur, Punjab-140603



BOARD'S REPORT

Dear Members

As you know very well that the Company was in Corporate Insolvency Resolution Process (CIRP) during the financial year 2023-24, so that in relation to compliance of the Insolvency & Bankruptcy Code, 2016 (Code), all the power of the Board of Directors of the Company are suspended and vested with Resolution Professional (RP) appointed by Hon'ble NCLT, Chandigarh Bench as the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024 and recently appointed Board is presenting the 35th Director Report of the Company.

FINANCIAL PERFORMANCE

The standalone financial statements for the financial year ended March 31, 2024, forming part of this Annual Report, have been prepared in accordance with Companies Act, 2013 (**"the Act"**) and the relevant rules issued thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 (**"SEBI Listing Regulations"**) and applicable Indian Accounting Standards.

(Rs. in Hundred)		
Particulars	FY 2023-24	FY 2022-23
Revenue from Operations	0.00	689854.56
Other Income	15482.78	26919.83
Total Income of the company	15482.78	716774.39
Less: Depreciation/ Amortisation/ Impairment	0.00	170007.74
Less: Finance Costs	0.00	0.00
Profit/(loss) before Exceptional items and Tax Expense	(10002.90)	(558445.15)
Add/(loss): Exceptional items	0.00	0.00
Profit /(loss) before Tax Expense	(10002.90)	(558445.15)
Less: Tax Expense (Current & Deferred)	0.00	(1070.32)
Profit/(loss) for the year (1)	(10002.90)	(557374.83)
Other Comprehensive Income (2)	0.00	3046.31
Total Comprehensive Income (1+2)	(10002.90)	(554328.52)

Proceedings of Liquidation Under the Insolvency Bankruptcy Code, 2016(IBC) read with Insolvency and Bankruptcy Board of India (IBBI)(Liquidation Process) Regulations 2016:-

- S R Industries Limited (the Company) was registered under The Corporate Insolvency Resolution Process (CIRP) and initiated by the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited (BIL) emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024.
- As on date, the Company has rehabilitated from CIRP and new management has taken the charge over the Company. BIL along with its associates has paid full amount as proposed in the plan. NCLT has passed order dated 1st July, 2024.
- Pursuant to abovementioned NCLT order New Directors have been appointed on the Board and
- Structuring of new shareholders is under process for which coordination with RP, RTA, CDSL and NSDL is undergoing.
- **Post-CIRP shareholding pattern**

Category of Shareholder	No of fully paid-up equity share capital	Shareholding as a % of total number of shares
Promoter & Promoter Group	1,88,81,788	95.98%
Public	7,91,712	4.02%
Total	1,96,73,500	100%

- Pursuant to the approval of Resolution plan, the SRA will infuse an amount of INR 11.70 Crore (Indian Rupees One Crore Only) for the purpose of acquiring 1,88,81,788 (One Crore Eighty Eight Lakh Eighty One Thousand Seven Hundred Eighty Eight) equity shares in the Corporate Debtor. All existing Preference and equity shares other than 1,88,81,788 equity share held by promoters and 7,91,712 equity share held by Public (i.e. issued and paid up shares as on the date of approval of Resolution Plan) of the company (S R Industrial Limited) shall stand canceled, extinguished and annulled. After changing in the Capital structuring, Corporate Debtor (SRA) will become the subsidiary of the BIL.
- Further after the approval of resolution plan, the Paid-up 14,60,000 Preference Share of Rs. 100/- each shall be cease to be members of the Corporate Debtor and all their existing shareholding will be extinguished and annulled.

COMPANY OVERVIEW

S R Industries Ltd (SRIL) is currently navigating a challenging scenario, wherein the company's performance has been adversely impacted by a liquidity crunch. Pursuant to an order dated December 21, 2021, from the National Company Law Tribunal, Chandigarh Bench (Order No. CP

(IB) No. 198/Chd/Pb/2018), the company is undergoing the Corporate Insolvency Resolution Process (CIRP).

As a result, Shri Rajender Kumar Jain, Insolvency Professional (IP), has been appointed as the Interim Resolution Professional and subsequently confirmed as the Resolution Professional. Presently, the CIRP process is still pending, and the IP has

taken over the management and operations of the company. Consequently, all the powers of the Board of Directors of SRIL are suspended, and all powers are vested with the Resolution Professional. During the year 23-24 there were no any business activity in the Company.

RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

Due to CIRP proceeding, there is no business activity during the year 2023-24.

RESERVES

During the financial year 2023-24, there is no profit to transfer to the reserve, so that during the year loss transferred to the reserve.

CASH AND EQUIVALENTS

As on March 31, 2024, the Company is having cash and cash equivalents balance of Rs. 3.30 lakhs as at March 31, 2024.

NETWORTH OF THE COMPANY

As on March 31, 2024, the Company is not engaged in any business activity and the Net worth of the Company is in negative position.

DIVIDEND

Due to the non-functioning of the Company, the management after considering holistically the relevant circumstances and keeping in view the Company's financial position has decided that not to recommend any dividend for financial year 2023-2024.

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

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

- Hon'ble NCLT Chandigarh has passed the order dated 1st July, 2024; resolution plan was approved pursuant to that new Board is duly appointed.
- Restructuring of Share Capital as per the Approved Resolution Plan is under the process.
- Rs. 11,70,00,000/- fresh funds were infused by Resolution Applicant.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

CHANGES IN CAPITAL STRUCTURE

During the period under review, no change has taken place with regard to capital structure of the Company.

Details of share capital of the Company as on March 31, 2024 is as under:

Paid- up Share Capital

As on March 31, 2024, Issued, Subscribed and Paid-up Capital of the Company is Rs. 19,64,57,000/- divided into 1,96,45,700 Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The Company's equity shares are listed on BSE Limited.

HOLDING, SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Company does not have any subsidiaries or associate company as on March 31, 2024, so there is no requirement of statement in

Form: AOC-1, under section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014.

SR Industries Limited underwent a Corporate Insolvency Resolution Process (CIRP) pursuant to the order of the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, dated December 21, 2021. Following the successful completion of the CIRP process, Bazel International Limited emerged as the Successful Resolution Applicant (SRA). Consequently, with the approval of the Resolution Plan, SR Industries Limited has become a subsidiary of Bazel International Limited, effective from the date of approval of the Resolution Plan. As a result, the management and control of SR Industries Limited have been vested with Bazel International Limited, which will oversee the company's operations and strategic direction. The acquisition is expected to bring in new opportunities and growth prospects for SR Industries Limited.

RELATED PARTY TRANSACTIONS

During the year there is no related Party Transaction (RPTs), AOC-2, not required to attached herewith.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of clause (c) of sub-section (3) of Section 134 of the Act, the Board of Directors of your Company confirms that:

- a. In the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed and there are no material departures from the same;
- b. The Directors have 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 as at March 31, 2024 and of the profit of the company for the year ended on that date;

- c. The Directors had taken proper and sufficient care for the 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 fraud and other irregularities;
- d. The annual accounts prepared and signed by the Auditors and Resolution Professional of the Company on a going concern basis;
- e. The Directors had laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

During the year, the Company was in CIRP process and the all the managerial powers are vested with RP, the RP was managing the internal financial control and previous Board of the Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention of and detection of fraud and errors, the accuracy & completeness of the accounting records and the timely preparation of reliable financial disclosures.

DIRECTOR AND KEY MANAGEMENT PERSONNEL (“KMP”)

Due to the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC Code) was initiated against S R Industries Limited (the Company) by the Adjudicating Authority (Hon'ble NCLT, Chandigarh Bench) on December 21, 2021. Pursuant to the Request for Resolution Plan (RFRP) process, Bazel International Limited emerged as the Successful Resolution Applicant (SRA) and was granted approval by the Adjudicating Authority vide its order dated July 1, 2024. After the following the completion of the CIRP process, the newly appointed Board of Directors of the Company is in the process of taking control over the affairs of the Company. The Monitoring Committee appointed Mr. Pankaj Dawar (DIN: 06479649) as additional Director and Mr. Manish Kumar Gupta (DIN: 05331936) as additional Director w.e.f. September 18, 2024 and in furtherance of this the Board of Directors meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as Additional Director (Non-executive Independent Director), Mrs. Deepti Datta (DIN: 10842930) as a Non-Executive Woman Independent Director and Mr. Deepak Logani, (DIN: 10842487) as a Non-Executive Independent Director, Mr. Shivam Sharma (M. No.: A42083) as Company Secretary & Compliance Officer and also proposed to appoint Mr. Manish Kumar Gupta as CFO and change in designation of Mr. Pakaj Dawar and appointed as Additional Director (Managing Director) of the Company w.e.f. November 22, 2024.

BOARD DIVERSITY

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions are not applicable on the Company during the year.

FAMILIARISATION PROGRAMEE

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions are not applicable on the Company during the year.

DETAILS OF BOARD MEETINGS

Due to the Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC Code) was initiated against S R Industries Limited (the Company) by the Adjudicating Authority (Hon'ble NCLT, Chandigarh Bench) on December 21, 2021. Pursuant to the Request for Resolution Plan (RFRP) process, Bazel International Limited emerged as the Successful Resolution Applicant (SRA) and was granted approval by the Adjudicating Authority vide its order dated July 1, 2024. After the following the completion of the CIRP process, the newly appointed Board of Directors of the Company is in the process of taking control over the affairs of the Company.

COMMITTEES OF THE BOARD

As on March 31, 2024, the Board had all Statutory Committees i.e. the Audit Committee, the Nomination & Remuneration Committee and the Stakeholders Relationship Committee. The Committees consists of balanced majority of Independent Directors in the committee. The details are available in the Corporate Governance Report forming part of this Annual Report.

During the financial year 2023-2024, due to CIRP proceeding no committee meeting held.

DECLARATION BY INDEPENDENT DIRECTORS

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions are not applicable on the Company during the year.

BOARD EVALUATION

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions are not applicable on the Company during the year.

OUTCOME OF EVALUATION PROCESS

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions are not applicable on the Company during the year.

REMUNERATION POLICY

There was no change carried out in the policy during the year under review.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions was not applicable on the Company during the year.

CORPORATE RESPONSIBILITY SOCIAL

During the year, provisions of this section is not applicable on the Company.

RISK MANAGEMENT POLICY

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble

NCLT appointed for manage the Company, so that the related provisions was not applicable on the Company during the year.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT U/S 186

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

ANNUAL RETURN

In accordance with the provisions of Section 92(3) and 134 (3)(a) of the Act, as the information provided by the RP has the uploaded the Annual Return of the Company is available on the website of the Company.

STATUTORY AUDITORS

Pursuant to provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, read with Insolvency and Bankruptcy Code, 2016, RP appointed Mr. M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N, Peer Review Certificate No.: 016602) for audit the financial 2023-24 of the Company and the Board took note the same, in furtherance of this Board of Directors of the Company proposed to appoint M/s Krishan Rakesh & Co., Chartered Accountants (Firm Registration No.: 009088N, Peer Review Certificate No.:

016602), be and is hereby appointed as Statutory Auditor of the Company for a term of 5 (five) consecutive years from financials year 2024-2025 till the conclusion of the 38th Annual General Meeting to be held in the year 2029.

REPORTING OF FRAUD BY AUDITORS

During the year, under section 143(12) of the Act, neither the Internal Auditors, Statutory Auditors nor Secretarial Auditors have reported to the Audit Committee or the Board of the Company any fraud by its officers or employees and therefore no details are required to be disclosed under Section 134(3) (ca) of the Act.

COST AUDITORS AND COST AUDIT REPORT

During the year 2023-24, there is no requirement to appoint Cost Auditor.

SECRETARIAL AUDITORS

Pursuant to the applicable provisions of the Act, the RP has appointed M/s Meenu G. and Associates, Practicing Company Secretaries as secretarial auditor of the Company of the Company to conduct the audit of the secretarial records for the financial year ending March 31, 2024 and report annexed herewith.

INTERNAL AUDITOR

During the year 2022-23, as the Company was under CIRP and accordingly no Internal Auditor was appointed during the said period.

For upcoming financial years, the Company is under the process of appointment of Internal Auditor of the company.

HUMAN RESOURCES

The Management recognises that people are a key resource and endeavours to enable its employees to deliver on business requirements while meeting their personal and professional aspirations. The Human resources plays a pivotal role in enabling smooth implementation of key strategic decisions. The Management aims at providing an environment where continuous learning takes place to meet the changing demands and priorities of the business including emerging businesses. Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions was not applicable on the Company during the year.

CORPORATE GOVERNANCE

A separate report on corporate governance, along with a certificate from the Practicing Company Secretary regarding the compliance of conditions of corporate governance norms as stipulated under SEBI Listing Regulations is annexed and forms part of the Annual Report.

All Board members and Senior Management Personnel have affirmed in writing their compliance with and adherence to the code of conduct adopted by the Company for FY24.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND

FOREIGN EXCHANGE EARNINGS/OUTGO

The particulars as prescribed under Sub-section (3)(m) of Section 134 of the Act read with the Companies (Accounts) Rules, 2014 are enclosed as **Annexure-A** to the Board's Report.

PARTICULARS OF EMPLOYEES

Due to the CIRP proceeding, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions was not applicable on the Company during the year.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

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

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

Your Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, inter-alia, to redress complaints received regarding sexual harassment. All employees (permanent, Contractual, temporary, trainees) are covered

under this policy. The Company has not received any sexual harassment complaints during the year 2023-24 and hence no complaint is outstanding as on March 31, 2024.

ISSUE OF COMPULSORY CONVERTIBLE DEBENTURE

The Board of Directors of the Company proposed to offer, issue and allot, time to time in one or more tranches, on a preferential basis and private placement basis, up to 5,00,00,000 (Five Crore) unsecured, unrated and unlisted Compulsory Convertible Debentures of face value of INR 10/- (INR Ten Rupees) each ("CCDs") at a price of INR 10/- per CCD ("CCD Issue Price"), against dues, aggregating up to INR 50,00,00,000/- (upto Rupees Fifty Crores), each convertible into, fully paid-up equity shares of the Company of face value of INR 10/- each at a conversion price of INR 10 /- ("Conversion Price") to Bazel International Limited (hereinafter referred to as 'Proposed Allottee'), after 3 years on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

OTHER DISCLOSURES

(i) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

As per the requirement of Rule 8(5)(vii) of The Companies (Accounts) Rules, 2014,¹ we are pleased to report that there were no significant and material orders passed by the Regulators, Courts or Tribunals that would impact the going concern status of S R Industries Limited and its operations in future. However, it is noteworthy that the Company is currently undergoing the

Corporate Insolvency Resolution Process (CIRP) vide order dated CP(IB) No. 198/Chd/Pb/2019 dated December 21, 2021 was initiated by the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench). Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024.

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

No amount/ shares are underlying for transferring to IEPF.

(iii) **DEPOSITS**

During the year, the Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act, read with the (Companies Acceptance of Deposits) Rules, 2015 and as such, no amount on account of principal or interest related thereto was outstanding as on date of the Balance Sheet i.e. March 31, 2024.

(iv) **COMPLIANCE WITH SECRETARIAL STANDARD ON BOARD AND GENERAL MEETINGS**

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

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

There were no significant and material orders passed by the Regulators, Courts or Tribunals which would impact the going concern status of the Company and its operations in future. The Company was under CIRP vide order dated CP(IB) No. 198/Chd/Pb/2019 dated 21.12.2021. The Request of the Resolution Plan has been published thrice vide dated 05.12.2022.eight Expression of Interest have been received. The last date of receipt of the Resolution Plans was 24.12.2022.

On 1st July, 2024 Hon'ble NCLT Chandigarh passed the order and approved the Resolution plan. The Company is taking requisite efforts to implement the same.

(vi) **DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS**

There are no specific disclosures required under 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.

GENERAL

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

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

receive any remuneration or commission from any of its subsidiaries.

CAUTIONARY STATEMENT

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

APPRECIATION

AND

ACKNOWLEDGEMENT

The Directors take this opportunity to express their deep sense of gratitude to the Central Government, State Government, Stock Exchanges and its members, Banks, Financial Institutions, Shareholders, Lenders, Depositories, Registrar and Share Transfer Agents and Business Associates for their continued support.

Your directors would also like to record its appreciation for the support and cooperation your Company has been receiving from its clients and everyone associated with the Company.

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

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

For and on behalf of the Board

Sd/-

Pankaj Dawar
Chairman & Managing Director
DIN: 06479649

Date: December 06, 2024

Place: New Delhi

Annexure

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

1. CONSERVATION OF ENERGY

The Management is aware of the energy crises prevailing in the country and utilizes its energy sources in the best possible manner.

2. TECHNOLOGY ABSORPTION

Company upgrades the technology used by it as and when the need arises.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

- i) The total foreign exchange earned in terms of actual inflows during the financial year – Nil
- ii) Total foreign exchange in terms of actual outgo during the financial year - Nil

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company believes that Corporate Governance is the driving force that governs and steers the Company towards achieving its goal ensuring transparency, accountability, responsibility and integrity. The Company believes in abiding by the Code of Corporate Governance so as to be a responsible corporate citizen and to serve the best interests of all stakeholders and the society at large. The Company seeks to achieve this goal by being transparent in its business dealings, by disclosure of all relevant material information in an easily understood manner and by being fair to all stakeholders and by ensuring that the Company's activities are managed by a professionally competent Board of Directors.

The Company has over the years followed the best practices of Corporate Governance by adhering to the practices laid by the Management and the principles and directions laid down by the Securities and Exchange Board of India or other regulatory framework, issued from time to time. The Company has also followed the implementation of schedule of Corporate Governance Code pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Directors are pleased to report the same as under:

BOARD OF DIRECTORS

During the year 2023-24 under review, S R Industries Ltd (SRIL/the Company) was facing challenging scenario, wherein the company's performance has been adversely impacted by a liquidity crunch. Pursuant to an order dated December 21, 2021, from the National Company Law Tribunal, Chandigarh Bench (Order No. CP (IB) No. 198/Chd/Pb/2018), the company is undergoing the Corporate Insolvency Resolution Process (CIRP).

As a result, Shri Rajender Kumar Jain, Insolvency Professional (IP), has been appointed as the Interim Resolution Professional and subsequently confirmed as the Resolution Professional. During the year 2023-24 the CIRP process was pending, and the IP has taken over the management and operations of the company. Consequently, all the powers of the Board of Directors of SRIL are suspended and vested with the Resolution Professional.

Sr.No.	Name of Director	DIN	Category
1	Mr. Amit Mahajan	00038593	Whole Time Director
2	Mr. Munish Mahajan	00818243	Managing Director
3	Mr. Udit Mayor	02425273	Independent & Non-Executive
4	Mrs. Anu Kumari	08870494	Independent & Non-Executive
5	Mr. Gaurav Jain	08906400	Independent & Non-Executive
6.	Mrs. Sangeeta Mahajan	00818293	Non- Executive Director

Furtherance of the CIRP, the Monitoring Committee appointed Mr. Pankaj Dawar (DIN: 06479649) as additional Director and Mr. Manish Kumar Gupta (DIN: 05331936) as additional Director w.e.f. September 18, 2024.

The Board of Directors in their meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as Additional Director (Non-executive Independent Director), Mrs. Deepti Datta (DIN: 10842930) as a Non-Executive Woman Independent Director and Mr. Deepak Logani, (DIN: 10842487) as a Non-Executive Independent Director, Mr. Shivam Sharma (M. No.: A42083) as Company Secretary & Compliance Officer and also proposed to appoint Mr. Manish Kumar Gupta as CFO and change in designation of Mr. Pakaj Dawar and appointed as Additional Director (Managing Director) of the Company w.e.f. November 22, 2024, these are subject to the provisions of the Act and approval of the members of the Company.

MEETING OF INDEPENDENT DIRECTORS

During the financial year 2023-24, due to the CIRP proceeding, no meeting of Independent Directors was held.

MEETING OF BOARD OF DIRECTORS

During the financial year 2023-24, due to the CIRP proceeding, no meeting of Board of Directors was held.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

During the financial year 2023-24, due to the CIRP proceeding, no familiarization program was held during the year.

SKILLS/ EXPERTISE/ COMPETENCE OF THE BOARD OF DIRECTORS

Core skills /expertise/ competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board along with the Directors who possess such skills / expertise/ competencies. However, during the year 2023-24 the Company was under CIRP and all the power and authorities vested with the RP.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT DIRECTORS

Due to the CIRP proceeding in the year 2023-24, the Board of the Company has been suspended and the Hon'ble NCLT appointed RP for manage the Company, so that the related provisions was not applicable on the Company during the year.

BOARD COMMITTEES

The Board of directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the company's strategic direction, management policies and their effectiveness, and ensures that shareholders' long term interests are being saved. The board has constituted three committees namely, Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. The board is authorized to constitute additional functional committees, from time to time, depending on the business needs and as per the requirements of the law.

The Company is currently undergoing implementation of Hon'ble NCLT Chandigarh order passed on 1st July, 2024. Some of the changes are already done like appointment of new Directors. Resignation of old Directors from the Board and restructuring of share capital is under process. Compliance related to SEBI regulations is also under process.

➤ AUDIT COMMITTEE

The Audit committee as on 31st March, 2024 comprises of the following members and due to the CIRP, no Audit Committee meeting held during the year:

Name	Designation
Mr. Udit Mayor, Independent Director	Chairman
Mr. Amit Mahanjan, Director (Commercial)	Member
Mrs. Anu Kumari, Independent Director	Member

The Committee's composition meets with the requirements of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the erstwhile applicable Clause 49 of the Listing Agreement. The Audit Committee of the Company has such powers as are detailed in Section 177 of the Companies Act, 2013 and provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members of the committee are qualified, experienced and professional having knowledge in industry, finance, project monitoring, company law and other related matters.

After CIRP process the Board of Directors of the Company reconstruct Audit Committee w.e.f. November 22, 2024, with following members:

Name	Designation
Mrs. Deepti Datta, Independent Director	Chairperson
Mr. Sanjeev Kumar Sapra, Independent Director	Member
Mr. Pankaj Dawar, Managing Director	Member

POWERS OF AUDIT COMMITTEE:

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

TERMS OF REFERENCE OF AUDIT COMMITTEE:

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity
3. Approval for payment to statutory auditors for any services rendered by the statutory auditors
4. Reviewing, with management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - A. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
 - B. Changes, if any, in accounting policies and practices and reasons for the same
 - C. Major accounting entries involving estimates based on the exercise of judgment by management
 - D. Significant adjustments made in the financial statements arising out of audit findings
 - E. Compliance with listing and other legal requirements relating to financial statements
 - F. Disclosure of any related party transactions

G. Modified opinion(s) in the draft auditor's report

5. Reviewing, with management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or a rights issue, making appropriate recommendations to the board to take up steps in this matter
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process
8. Approval or any subsequent modification of transactions of the listed entity with related parties
9. Scrutiny of inter-corporate loans and investments
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary
11. Evaluation of internal financial controls and risk management systems
12. Reviewing, with management, performance of statutory and internal auditors, adequacy of the internal control systems
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
14. Discussion with internal auditors of any significant findings and follow up thereon
15. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern
17. To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
18. To review the functioning of the whistle blower mechanism
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
20. Reviewing the following information:
 - a) The Management discussion and Analysis of the financial condition and results of operations
 - b) Statement of significant related party transactions submitted by management
 - c) Management letters / letters of internal control weaknesses issued by the statutory auditors
 - d) Internal audit reports relating to internal control weaknesses
 - e) Appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
 - f) Statement of deviations:
- (i) Quarterly statement of deviation(s) including the report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(1)
- (ii) Annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7).

MEETING DETAILS:

During the financial year 2023-24 under review, no Audit Committee meeting held.

➤ **NOMINATION AND REMUNERATION COMMITTEES**

The Nomination and Remuneration Committee, as on 31st March, 2024 comprised of:

Name	Designation
Mrs. Anu Kumari, Independent Director	Chairperson
Mr. Gaurav Jain, Independent Director	Member
Mr. Udit Mayor, Independent Director	Member

The Committee's constitution and terms of reference are in compliance with Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, After CIRP process the Board of Directors of the Company reconstruct Nomination and Remuneration Committee w.e.f. November 22, 2024, with following members:

Name	Designation
Mrs. Deepti Datta, Independent Director	Chairperson
Mr. Sanjeev Kumar Sapra, Independent Director	Member
Mr. Deepak Logani, Independent Director	Member

TERMS OF REFERENCE OF THE COMMITTEE:

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

RESPONSIBILITIES OF THE COMMITTEE:

1. Reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board
2. Identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company
3. Recommending to the Board on the selection of individuals nominated for directorship
4. Making recommendations to the Board on the remuneration payable to the Directors / KMPs / Senior officials so appointed / re-appointed
5. Assessing the independence of the Independent directors
6. Such other key issues / matters as may be referred by the Board or as may be necessary in view of the Listing Regulations and provisions of the Companies Act, 2013 and rules framed there under

7. To make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of services of an Executive director as an employee of the Company subject to the provisions of the law and their service contract.
8. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks
9. To devise a policy on Board diversity
10. To develop a succession plan for the Board and to regularly review the plan.

MEETING DETAILS

During the financial year 2023-24 under review, no Nomination and Remuneration Committee meeting held. The Company is under of formulating Nomination and Remuneration Policy.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The performance evaluation criteria of independent directors not applicable on the Company as the Company was under CIRP process.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee comprises of:

NAME	DESIGNATION
Mr. Udit Mayor, Independent Director	Chairman
Mrs. Anu Kumari, Independent Director	Member
Mr. Amit Mahajan, Director (Commercial)	Member

The Committee's constitution and terms of reference are in compliance with Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

After CIRP process the Board of Directors of the Company reconstruct Stakeholder Relationship Committee w.e.f. November 22, 2024, with following members:

Name	Designation
Mrs. Deepti Datta, Independent Director	Chairperson
Mr. Sanjeev Kumar Sapra, Independent Director	Member
Mr. Deepak Logani, Independent Director	Member

NAME AND DESIGNATION OF COMPLIANCE OFFICER

During the financial year 2023-24, the company was in CIRP proceeding, so that no Company Secretary and Company officer was appointed for said period but the Board in its meeting held on November 22, 2024 appointed Mr. Shivam Sharma (M. No.: A42083) as Company Secretary & Compliance Officer w.e.f. November 22, 2024.

DETAILS OF SHAREHOLDERS' COMPLAINTS

During the financial year 2023-24,

No. of shareholders' complaints received so far: Nil

No. of shareholders' complaints not solved to the satisfaction of shareholders: Nil

No. of shareholders' complaints pending: Nil

REMUNERATION OF DIRECTORS

1. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED ENTITY

There were no pecuniary transactions of the non-executive directors of the company vis-à-vis the company.

2. CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Non-executive directors are only paid sitting fees for attending board or committee meetings, if any.

3. ADDITIONAL DISCLOSURES

- a) All elements of remuneration package of individual directors summarized under major groups have been provided in MGT-9 annexed with Board's report.
- b) Details of fixed component and performance linked incentives are nil.
- c) No service contract has been entered with the respective individuals. However, their appointment is valid for 5 years from the date of appointment. Further, no severance fees is paid to any director.
No stock options have been issued by the company

INDEPENDENT DIRECTOR DATA BANK REGISTRATION

During the financial year 2023-24, due to the CIRP proceeding, such provisions was not applicable on the Company during the year, the Board of Directors meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as Additional Director (Non-executive Independent Director), Mrs. Deepti Datta (DIN: 10842930) as a Non-Executive Woman Independent Director and Mr. Deepak Logani, (DIN: 10842487) as a Non-Executive Independent Director and all these directors have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs (IICA).

INFORMATION PROVIDED TO THE BOARD

Pursuant to the Regulation 17(7) read with Part A of Schedule II of SEBI Listing Regulations during the financial year 2023-24 were not placed with Board due to the CIRP process.

REMUNERATION TO EXECUTIVE AND NON-EXECUTIVE DIRECTORS

Due to CIRP process during the financial year 2023-24, no remuneration paid to the executive and non-executive directors of the Company.

DETAILS OF COMPLIANCE OFFICER

During the year 2023-24, all the power of Board of Directors and other officer was vested with RP, so the during the year no Compliance officer was appointed.

GENERAL BOADY MEETING:

ANNUAL GENERAL MEETEING

During the year 2023-24 no Annual General Meeting of the members of the Company called or held by RP.

EXTRA ORDINARY GENERAL MEETING

During the year 2023-24 no Extra ordinary General Meeting of the members of the Company called or held by RP.

POSTAL BALLOT

During the year 2023-24 no postal ballot was conducted by RP or members of the Company.

PARTICULARS OF SPECIAL RESOLUTION PASSED IN LAST THREE YEARS

In this regard in 2022-23: No Special Resolution pass,

In 2021-22: No Special Resolution pass

In 2020-21: No Special Resolution pass in Annual General Meeting

MEANS OF COMMUNICATIONS

During the year 2023-24, the Company was in CIRP proceeding and in these relations the RP has communicate proper way and as per provisions of the Insolvency and Bankruptcy Code, 2016.

Calander for the financial year 2024-25

Pursuant to the CIRP proceeding, June, 2024 and September, 2024 quarter compliance were the part of RP hand and recently appointed Board i.e. November 22, 2024 and they are arranging information and taking control over the management, they will seeking the compliance afterward of November, 2024 and in this relation the they proposed the disclosure of financials of the company for the quarter and nine month ended December, 2024, on or before February 14, 2024, and for the quarter/ year ended March 31, 2025, on or before May 30, 2025.

GENERAL SHARHEOLDERS INFORMATION

Annual General Meeting: Monday, December 30, 2024

Time : 02:00 P.M. (IST)

Financial Year : 2023-24

Name of Stock Exchange: BSE

Stock Code : 513515

Listing Fees : As the Company was in CIRP, so that there are listing fees were pending with the Company, the RP are coordinating with BSE authority because these fees are pending with BSE during the CIRP period.

Register of Transfer Agent: **REGISTRAR AND SHARE TRANSFER AGENT (RTA)**

M/s Link Intime India Pvt. Ltd.,

C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083

Tel: +91 22 49186000, Fax: +91 22 49186060
Email: mumbai@linkintime.co.in

Address for Correspondence: E- 217, Industrial Area, Phase 8 B, Mohali, Punjab-160055
(Note: as the Company CIRP process was not in existence and the
The Board of Directors are seeking to change the registered office of
the Company and they will communicate accordingly)
Corporate Office : II-B / 20, First Floor Lajpat Nagar, Delhi, 110024
It will be Corporate office of the Company with current effect
ISIN : INE329C01011

SHARE TRANSFER SYSTEM

The transfer of shares in physical form is done by the Registrar and Share Transfer Agent – M/s Link Intime India Pvt. Ltd. and returned within a period of 15 days from the date of receipt of document complete in all respect. The particulars of movement of shares in dematerialized mode are also placed before the stakeholder's Relationship Committee.

DISTRIBUTION OF SHAREHOLDING

During the year, the Company was in CIRP process and all the details are subject to the information of providing by RP and RTA, so that the details of distribution of shareholding are not with the Company for the year 2023-24.

the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited (BIL) emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024 and as the resolution approved by the AA, the shareholding pattern of the company has been changed. As per the approved resolution details are as below:

Pre-CIRP shareholding pattern (as on 31.03.2020)

Category of Shareholder	No of fully paid-up equity share capital	Shareholding as a % of total number of shares
Promoter & Promoter Group (Erstwhile Promoters)	38,39,265	19.77%
Public & Others	1,57,84,235	80.23%
Total	1,96,73,500	100

Note:

In the capital structure the Company has also Preference Share, details are:
14,60,000 Preference Share of Rs. 100/- each.

Post-CIRP shareholding pattern

Category of Shareholder	No of fully paid-up equity share capital	Shareholding as a % of total number of shares
Promoter & Promoter Group	1,88,81,788	95.98%
Public	7,91,712	4.02%
Total	1,96,73,500	100%

Pursuant to the approval of Resolution plan, the SRA will infuse an amount of INR 11.70 Crore (Indian Rupees One Crore Only) for the purpose of acquiring 1,88,81,788 (One Crore Eighty Eight Lakh Eighty One Thousand Seven Hundred Eighty Eight) equity shares in the Corporate Debtor. All existing Preference and equity shares other than 1,88,81,788 equity share held by promoters and 7,91,712 equity share held by Public (i.e. issued and paid up shares as on the date of approval of Resolution Plan) of the company (S R Industrial Limited) shall stand canceled, extinguished and annulled. After changing in the Capital structuring, Corporate Debtor (SRA) will become the subsidiary of the BIL.

Further after the approval of resolution plan, the Paid-up 14,60,000 Preference Share of Rs. 100/- each shall be cease to be members of the Corporate Debtor and all their existing shareholding will be extinguished and annulled.

CREDIT RATINGS

During the year no credit rating was obtained.

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

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

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

No major penalty was levied on the company by any statutory authority, subject to the CIRP procedure was pending with Hon'ble NCLT, Chandigarh.

c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel was denied access to the Audit Committee

The company has revised the vigil mechanism / whistle blower policy and the same is also disclosed on the website of the company at http://www.srfootwears.com/uploads/8/3/9/7/8397024/whistle_blower_policy.pdf and displayed at the conspicuous place in the company. Further, we hereby affirm that no personnel were denied access to the Audit Committee.

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

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

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

The company does not have any subsidiary / associate / joint ventures within the meaning of Companies Act, 2013 and Accounting Standards.

f) Web link where policy on dealing with related party transactions

The Company is under the process of formulation of this policy.

g) Disclosure of commodity price risks and commodity hedging activities

At present there is no commodity price risk in the company.

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

Not applicable

(i) a certificate from a practicing company secretary that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is appended hereunder:

Certificate is attached herewith

(j) Policy for determining materiality of event or Information

The Objective of this policy is to outline the guidelines to be followed by the Company for consistent, transparent and timely public disclosures of material information events/information and to ensure that such information is adequately disseminated to the stock Exchange(s) where the securities of the Company are listed in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality. The Company is under the process of formulation of this policy.

(k) Policy of Preservation of Records

This policy sets the Standards for classifying, managing and storing the records of the Company. The Purpose of this policy is to establish framework for effective records Management and the process for Subsequent archival of such records. The Company is under the process of formulation of this policy.

(I) KYC and AML Policies

This policy is made to prevent criminal elements from using Company form laundering activities and to enable the Company to know/ understand its customers and their financial dealings better which, in turn, would help the Company to manage risks prudently.

The Company is under the process of formulation of this policy.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

No physical shares are lying as undelivered / unclaimed.

For and on behalf of the Board

Sd/-

Pankaj Dawar

Chairman & Managing Director

DIN: 06479649

Date: December 06, 2024

Place: New Delhi

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of S. R. Industries Limited having CIN: L29246PB1989PLC009531 and having registered office at E-217, Industrial Area, Phase 8B, Mohali, Punjab – 160071 (hereinafter referred to as 'the Company') (as per MCA master data record), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, as the CIRP proceeding pending with Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) since 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024 and in this regard the Monitoring Committee appointed Mr. Pankaj Dawar (DIN: 06479649) and Mr. Manish Kumar Gupta (DIN: 05331936) as Additional Directors w.e.f. September 18, 2024. Further, the Board of Directors at their meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Additional Director (Non-executive Independent Director), Mrs. Deepti Datta (DIN: 10842930) as a Non-Executive Woman Independent Director, Mr. Deepak Logani (DIN: 10842487) as a Non-Executive Independent Director, Mr. Shivam Sharma (M. No.: A42083) as the Company Secretary & Compliance Officer of the Company and also appointed Mr. Manish Kumar Gupta as Chief Financial Officer and proposed change in designation of Mr. Pakaj Dawar as an Additional Director (Managing Director) of the Company w.e.f. November 22, 2024.

Based on above, the Company was in CIRP proceeding as on March 31, 2024 and all the power of Board of Directors were suspended and all the power are vested with Resolution Professional. So that, I hereby certify that none of the Directors on the Board of the Company as on December 06, 2024 have not been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

5	Mr. Deepak Logani	10842487	22-11-2024	Additional Director (Non-Executive Independent Director)
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Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Meenu G & Associates
Company Secretaries**

Sd/-

**Meenu Gupta
Proprietor**

Membership No. 52702

COP No. 26274

PRN: 2443/2022

Place: New Delhi

Date: 06.12.2024

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

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

I have examined the compliance of conditions of Corporate Governance by S R Industries Ltd for the year ended on March 31, 2024, as stipulated in Regulation 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In my opinion and to the best of my information as considered necessary and explanations furnished to me by the Company & its officers, as the CIRP proceeding pending with Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) since 21.12.2021. Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited emerged as the Successful Resolution Applicant (SRA), which was granted the approval of the AA vide its order dated 01.07.2024 and in this regard the Monitoring Committee appointed Mr. Pankaj Dawar (DIN: 06479649) and Mr. Manish Kumar Gupta (DIN: 05331936) as Additional Directors w.e.f. September 18, 2024. Further, the Board of Directors at their meeting held on November 22, 2024 appointed Mr. Sanjeev Kumar Sapra (DIN: 10842495) as an Additional Director (Non-executive Independent Director), Mrs. Deepti Datta (DIN: 10842930) as a Non-Executive Woman Independent Director, Mr. Deepak Logani (DIN: 10842487) as a Non-Executive Independent Director, Mr. Shivam Sharma (M. No.: A42083) as the Company Secretary & Compliance Officer of the Company and also appointed Mr. Manish Kumar Gupta as Chief Financial Officer and proposed change in designation of Mr. Pakaj Dawar as an Additional Director (Managing Director) of the Company w.e.f. November 22, 2024.

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

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

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

For Meenu G & Associates
Company Secretaries

Sd/-

Meenu Gupta
Proprietor

Membership No. 52702
COP No. 26274
UDIN: A052702F003285536
PRN: 2443/2022

Place: New Delhi
Date: 06.12.2024

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies [Appointment and Remuneration Personnel) Rules, 2014]

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

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **S R Industries Ltd** (hereinafter called as “the Company”) for the financial year ended on **31st March, 2024** (hereinafter called as the “period under review”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and Compliance-Mechanism in place to the extent, in the manner but subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, checked the applicability of the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable during the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) 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;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable during the period under review.**
- (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review.**

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

- Secretarial Standards issued by The Institute of Company Secretaries of India
- The Listing Agreements entered into by the Company with Stock Exchanges; **Not Applicable during the period under review as no new listing agreement has been executed**

During the period under review and as per the explanations and clarifications given to me and the representations made by the management, the Company has complied with the provisions of applicable Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above. The attention is drawn to the following points: -

- The Company was in Corporate Insolvency Resolution Process (CIRP) during the financial year 2023-24. In compliance to the provisions of Insolvency & Bankruptcy Code, 2016 (Code), all the power of the Board of Directors of the Company were suspended and vested with Resolution Professional (RP) appointed by Hon'ble NCLT, Chandigarh Bench as the Adjudicating Authority (AA/ Hon'ble NCLT, Chandigarh Bench) on 21.12.2021.
- The Company was under CIRP Process during the period under review and hence, operations and compliances were looked upon by the Resolution Professional.

- Due to CIRP Process, the Company was not in operation. Consequently, the provisions of specific industry laws were not applicable on the Company during the period under review.
- Pursuant to the process of Request for Resolution Plan (RFRP), Bazel International Limited was admitted as the Successful Resolution Applicant (SRA), which was granted the approval of the Adjudicating Authority vide its order dated 01.07.2024. After the following the completion of the CIRP process, the newly appointed Board of Directors of the Company is in the process of taking control over the affairs of the Company.

I further report that

1. During the financial year 2023-2024, due to CIRP proceeding no Board Meetings or Committee Meetings were held.
2. Post completion of CIRP process, the Board of Directors of the Company reconstructed the Committees of the Board w.e.f. November 22, 2024. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
3. 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.

**For Meenu G & Associates
Company Secretaries**

Sd/-

Meenu Gupta

Proprietor

Membership No. 52702

COP No. 26274

UDIN: A052702F003285481

PRN: 2443/2022

Place: New Delhi

Date: 06.12.2024

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

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

My Secretarial Audit Report for the financial year ended on 31st March 2024 of even date is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Disclaimer

4. Where ever required, I 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 are the responsibility of management.
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.

For Meenu G & Associates
Company Secretaries

Sd/-

Meenu Gupta
Proprietor
Membership No. 52702
COP No. 26274
UDIN: A052702F003285481
PRN: 2443/2022

Place: New Delhi
Date: 06.12.2024



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERVIEW

1) INDUSTRY STRUCTURE AND DEVELOPMENTS

The shoes industry has witnessed significant developments in recent years, driven by changing consumer preferences, technological advancements, and shifting global dynamics.

Current Industry Trends:

- Sustainability and Eco-Friendliness: With growing environmental concerns, the shoes industry has seen a rise in demand for eco-friendly and sustainable products.¹
- E-commerce and Digitalization: The COVID-19 pandemic has accelerated the shift to online shopping, forcing companies to adapt to digital platforms and omnichannel retailing.
- Innovation and Technology: Advances in materials science, 3D printing, and robotics are transforming the manufacturing process, enabling faster production, and reducing waste.

Developments in the Indian Shoes Industry:

- The Indian footwear market is expected to grow at a CAGR of 10-12% from 2023 to 2028, driven by increasing demand for formal and casual footwear.
- The government's initiatives, such as the Production-Linked Incentive (PLI) scheme, aim to promote domestic manufacturing and exports.

SR Industries Limited's Rehabilitation:

As SR Industries Limited recently underwent rehabilitation from the Corporate Insolvency Resolution Process (CIRP), it's essential to focus on rebuilding and revitalizing the company. This may involve:

- Restructuring and Refinancing: Reorganizing the company's debt and financial structure to ensure stability and growth.

- Operational Efficiency: Implementing cost-saving measures, improving supply chain management, and enhancing manufacturing processes.
- Strategic Partnerships: Collaborating with other companies or investors to access new markets, technologies, or resources.

II) OPPORTUNITIES AND THREATS

Opportunities and Threats for SR Industries Limited in the Shoes Industry:

Opportunities:

1. Growing Demand for Comfort and Sustainability: Increasing consumer focus on comfort, sustainability, and eco-friendliness presents an opportunity for SR Industries Limited to develop and market products that cater to these needs. The global footwear market is expected to grow at a CAGR of 4.5% from 2023 to 2028, driven by increasing demand for comfortable and sustainable footwear.
2. Expansion into E-commerce and Digital Platforms: Leveraging the rise of e-commerce and digital platforms can help SR Industries Limited increase its online presence, reach a wider audience, and improve sales. The global e-commerce market is expected to reach \$6.5 trillion by 2023, growing at a CAGR of 17.5%. This presents an opportunity for SR Industries Limited to expand its online presence.
3. Government Initiatives and Support: The Indian government's initiatives, such as the Production-Linked Incentive (PLI) scheme, can provide SR Industries Limited with opportunities for growth, subsidies, and incentives. The Indian government's Production-Linked Incentive (PLI) scheme is expected to attract investments worth ₹2,000 crore in the footwear industry. (Source: Press Information Bureau, Government of India)
4. Partnerships and Collaborations: Collaborating with other companies, designers, or influencers can help SR Industries Limited access new markets, technologies, and customers.
5. Rebuilding and Rebranding: After rehabilitation from CIRP, SR Industries Limited can focus on rebuilding its brand, improving its reputation, and attracting new customers.

Threats:

1. Intense Competition: The shoes industry is highly competitive, with many established brands and new entrants, which can make it challenging for SR Industries Limited to gain market share. The global footwear market is highly competitive, with over 10,000 manufacturers worldwide.
2. Fluctuating Raw Material Costs: Volatility in raw material prices, such as leather, rubber, and other components, can impact SR Industries Limited's profit margins and pricing strategy. The global leather market is expected to experience fluctuations in prices due to changes in demand and supply. (Source: Leather and Hide Council)
3. Changing Consumer Preferences: Rapidly changing consumer preferences, trends, and fashion styles can make it difficult for SR Industries Limited to keep up with demand and stay relevant. The global footwear market is expected to experience changes in consumer preferences, with a growing demand for sustainable and eco-friendly products. (Source: Nielsen Global Sustainability Report).

4. Regulatory Challenges: Compliance with regulations, such as environmental and labor laws, can be time-consuming and costly for SR Industries Limited.
5. Economic Uncertainty: Economic downturns, inflation, or other macroeconomic factors can impact consumer spending, demand, and SR Industries Limited's revenue.

III) SEGMENT-WISE OR PRODUCT- WISE PERFORMANCE

As there is no business activity in the Company because the Company was in CIRP process since 2021 and SR Industries Limited currently operates in a single product segment, namely Footwears. The company's performance is comprehensively evaluated in this report, providing insights into its financials, operations, and market presence. By focusing on a single product category, the company aims to optimize its resources, enhance product quality, and strengthen its market position in the footwear industry.

IV) OUTLOOK

The outlook for SR Industries Limited remains challenging, as the company navigates its recovery from the Corporate Insolvency Resolution Process (CIRP). While the Indian footwear market is projected to grow at a CAGR of 10-12% from 2023 to 2028, SR Industries Limited's ability to capitalize on this trend is uncertain. The company's emergence from CIRP is a positive step, but it will need to demonstrate significant improvements in operational efficiency, financial management, and product competitiveness to regain market traction and drive growth.

V) RISKS AND CONCERNS

As SR Industries Limited emerges from the Corporate Insolvency Resolution Process (CIRP), the company faces several risks and challenges that could impact its financial performance, operations, and future prospects. The following are some of the key risks and concerns:

1. Post-CIRP Rehabilitation Risks:

- Challenges in regaining stakeholder confidence, including customers, suppliers, and employees.
- Potential difficulties in accessing new credit facilities or refinancing existing debt.
- Risks associated with implementing the resolution plan and meeting its obligations.

2. Business and Market Risks:

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

3. Financial Risks:

- High debt levels, which could impact the company's ability to meet its financial obligations and invest in growth initiatives.

- Limited financial flexibility, which could restrict the company's ability to respond to changing market conditions.

- Exposure to foreign exchange fluctuations, which could impact the company's import costs and export revenue.

4. Operational Risks:

- Dependence on a limited number of manufacturing facilities, which could disrupt production and impact sales.

- Exposure to labor unrest and industrial disputes, which could impact production and operations.

- Dependence on third-party logistics and transportation providers, which could disrupt the supply chain and impact delivery times.

5. Regulatory and Compliance Risks:

- Exposure to changes in government policies and regulations, which could impact the company's operations and financial performance.

- Compliance risks related to labor laws, environmental regulations, and tax laws, which could result in fines and penalties.

6. Corporate Governance and Management Risks:

- Risks related to the company's corporate governance structure and practices, which could impact the company's reputation and financial performance.

- Dependence on key management personnel, which could impact the company's operations and financial performance if they were to leave the company.

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

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

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

VI) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

SR Industries Limited has established internal control systems to ensure the accuracy, reliability, and compliance of its financial reporting and operational processes. However, given the company's recent rehabilitation from the CIRP process, there are concerns regarding the adequacy and effectiveness of these internal controls.

Internal Control Systems:

1. Financial Controls: The company has implemented financial controls, including budgeting, forecasting, and financial reporting. However, the effectiveness of these controls may have been impacted by the CIRP process.

2. **Operational Controls:** The company has established operational controls, including production planning, inventory management, and quality control. However, the company's recent rehabilitation from CIRP may have disrupted these controls.
3. **Compliance Controls:** The company has implemented compliance controls, including regulatory compliance, tax compliance, and labor law compliance. However, the company's recent rehabilitation from CIRP may have created new compliance risks.

Concerns Regarding Adequacy and Effectiveness:

1. **Lack of Robustness:** The company's internal control systems may lack robustness, given the disruptions caused by the CIRP process.
2. **Inadequate Documentation:** The company's internal control systems may not be adequately documented, which could impact their effectiveness.
3. **Insufficient Training:** The company's employees may not have received sufficient training on internal control systems, which could impact their effectiveness.
4. **Limited Resources:** The company's recent rehabilitation from CIRP may have limited its resources, which could impact the adequacy and effectiveness of its internal control systems.

Remedial Measures:

1. **Review and Strengthening of Internal Controls:** The company plans to review and strengthen its internal control systems to ensure their adequacy and effectiveness.
2. **Documentation and Training:** The company plans to document its internal control systems and provide training to its employees to ensure their effectiveness.
3. **Resource Allocation:** The company plans to allocate sufficient resources to support the implementation and maintenance of its internal control systems.

By implementing these remedial measures, SR Industries Limited aims to strengthen its internal control systems and ensure their adequacy and effectiveness in supporting the company's financial reporting and operational processes.

VII) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

SR Industries Limited's financial performance has been significantly impacted by the Company's recent history, including its admission into the Corporate Insolvency Resolution Process (CIRP) in 2021. As a result, there was no business activity during the CIRP period.

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

Financial Performance:

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

Operational Performance:

The Company's operational performance was non-existent during the CIRP period, as all business activities were suspended. However, with the approval of the Resolution Plan, the Company has commenced its operations anew.

Key Observations:

1. Revenue Growth: The Company's revenue is expected to grow as it resumes its business operations.
2. Cost Rationalization: The Company aims to rationalize its costs and improve operational efficiency.
3. Working Capital Management: The Company will focus on effective working capital management to ensure liquidity and support business growth.

VIII) MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

During the financial year 2023-24, SR Industries Limited underwent a significant transformation due to the Corporate Insolvency Resolution Process (CIRP). As a result, there were no business activities, and consequently, no employees were engaged during this period.

Industrial Relations:

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

Employee Strength:

As of March 31, 2024, the company had zero employees on its payroll due to the suspension of business activities during the CIRP period.

IX) SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

As SR Industries Limited was under the Corporate Insolvency Resolution Process (CIRP) since 2021, the company did not have any business operations during the financial year 2023-24. Consequently, there are no significant changes in key financial ratios to report. However, the company's financial statements for the financial year 2023-24 reflect the impact of the CIRP process, including: - Zero revenue due to the suspension of business activities - Significant reduction in expenses due to the cessation of operations - Changes in the company's asset and liability structure due to the CIRP process. The company's financial performance and key financial ratios are expected to be significantly impacted in the future as it resumes its business operations under the approved Resolution Plan.

XI CHANGE IN RETURN ON NET WORTH

The Return on Net Worth (RONW) of SR Industries Limited has been significantly impacted due to the company's admission into the Corporate Insolvency Resolution Process (CIRP) in 2021. As a result, the company's RONW for the financial year 2023-24 is negative, reflecting the substantial losses incurred during the CIRP period. The negative RONW is primarily attributable to the absence of business operations, resulting in zero revenue, and the significant expenses incurred during the CIRP process. The company's RONW is expected to remain under pressure until it resumes its business operations and achieves a stable level of profitability under the approved Resolution Plan.

Independent Auditors Report

Being Board is Suspended as company is under CIRP, the report is addressed –

To the Members of S R Industries Limited Report on the Audit of the Standalone Financial Statements

Disclaimer of Opinion

We have audited the financial statements of **M/s S R Industries Limited** (“the Company”), which comprise the balance sheet as at 31st March 2024, and the statement of Profit and Loss and for the year then ended, the statement of Changes in Equity and the statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

We do not express an opinion on the Ind AS financial statement of the company. Because of the significance of the matters described in Basis for disclaimer of Opinion section to this report and the uncertainties involved, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on the Ind AS financial statements.

Basis for Disclaimer of Opinion

1. Note No. 1 to the financial statement explains that since Resolution Professional has taken charge of the company on 21.12.2021 and is unable to express any opinion with respect to these financial statements except for the limited consideration of the corporate insolvency resolution process cost incurred by the Interim/Resolution Professional in accordance with the provisions of the Insolvency & Bankruptcy Code, 2016 and has signed these accounts for the limited purpose of filing the same with the Registrar of Companies. These signatures shall not be construed to imply any opinion with respect to the accuracy or true and fair view or otherwise of these financial statements in any other way.
2. Resolution Professional has appointed independent valuers to conduct valuation of the assets of the company and assets/collaterals held as securities, we are unable to comment on the impact of the same, if any, on the financial statements.
3. Note No.1 to the financial statement that the Resolution Professional has filed an application with the Hon'ble NCLT Chandigarh bench for reversal of certain PUF/ Avoidance transactions carried out by the erstwhile management of the company during the previous years under the IBC and we are unable to comment upon the same.

4. Inventory records were not provided to us for checking. These were not physically verified by us.
5. We are unable to confirm or verify balances of accounts receivable and account payable included in the Balance Sheet of total amount of Rs 351.83 lakhs and Rs 652.07 Lakhs respectively as at 31.03.2024.
6. Most of the vouchers and other supporting documents were not made available to us for verification.
7. Note No 37 to financial statement GST Returns filed monthly by the Company are subject to reconciliation and the differences, if any, with the Books of Accounts, will be dealt with at the time of filing of Annual Return in Form GSTR9 and GSTR9C by the company. GSTR9 & 9C has not been filed by the company since F/Y 2020-21 to 2022-23.
8. Note No 39 Regarding verification and admission of claims by RP and due to pending finalization of resolution plan, the impact of such claims have not been considered in the preparation of the financial statement.

Key Audit Matters

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

S.No.	Key Audit Matter	Auditors Response
1.	Company under CIRP	Nil

Information other than the financial statements and auditors' report thereon

The RP 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 but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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.

Emphasis of Matter

1. Note No. 36 The Banks (SBI and UCO Bank) have classified the accounts of the Company as Non-Performing Assets on 30.06.2017 and issued notices under SARFAESI Act, 2002 on 02.05.2018 and 24.09.2018 respectively.

The Company submitted proposal to State Bank of India for settlement of its dues through One Time Settlement Scheme (OTS) on 10.07.2019. State Bank of India approved the same vide Sanction Letter Mo SAMB/CHD/T-1/1920 dated 11.02.2020. The total debt was settled for an amount of Rs. 850 Lakhs against the outstanding amount of Rs 1340.37 Lakhs. However, the company defaulted to make the payment as per the said OTS Scheme.

As per the scheme, the Company was required to deposit Rs. 50 Lakhs as upfront which was in addition to the amount required to be paid. The Company submitted another proposal to State Bank of India on 27.08.2020 for extension of time for payment of balance unpaid compromise amount of Rs. 722 lakhs upto 31.03.2021. State Bank of India approved the same vide Sanction Letter No. SAMB/CHD/T-1/956/A dated 29.10.2020.

As per the extended timeline, the Company was required to deposit Rs. 722 Lakhs. The Company paid only Rs. 138 Lakhs till 31.03.2021 inclusive of upfront payment and the Company and promoters could not fulfill its commitment to repay the balance in time.

State Bank of India has classified the accounts of the company as Recalled Assets Account on 29.09.2021 and balance due has been transferred to Recalled Assets account by the Bank.

2. Resolution Professional has filed an application with the Hon'ble NCLT Chandigarh bench for reversal of certain PUFE/ Avoidance transactions carried out by the erstwhile management of the company during the previous years under the IBC and we are unable to comment upon the same.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's RP is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, RP 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.

The RP is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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.

Due to insufficient staff and availability of relevant record in our opinion , the company does not has an adequate internal financial internal control system over financial reporting, and such internal financial controls over financial reporting were not operating effectively as at March 31st 2024 . We have not been provided with the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management

- Conclude on the appropriateness of management s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our wort; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. This report does not include a statement on the matters specified in paragraph 3 and 4 of the Companies (Auditors Report) Order 2020 (“the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, since in our opinion and according to the information & explanation given to us, the said order is not applicable to the company.
2. As required by Section 143 (3) of the Act, we report that:
 - a) is described in the Basis of Disclaimer of Opinion paragraph, we sought but were unable to obtain all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) Due to possible effects of the matter described in the Basis of Disclaimer paragraph, we are unable to state whether proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
 - c) Due to possible effects of the matter described in the Basis of Disclaimer paragraph, we are unable to state whether the Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) Due to possible effects of the matter described in the Basis of Disclaimer paragraph , we are unable to state whether the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) The matter described in the Basis of Disclaimer paragraph above, in our opinion , may have an adverse effect on the functioning of the company.
 - f) As per management, neither written representations has been received from the Directors As On March 31, 2024 and nor taken on record by the Board of Directors regarding disqualifications of Directors as on March 31, 2024 from being appointed as a Director in terms of Section 164 (2) of the Act . So we are unable to comment upon this.
 - g) This report does not include report relating to internal financial controls as required u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.

- h) With respect to the Other matters to be included in the Auditor s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. Due to possible effects of the matter described in the Basis of Disclaimer of opinion paragraph , we are unable to state whether the company has disclosed the impact of pending litigations on its financial position in its financial statements.
- ii. Due to possible effects of the matter described in the Basis of Disclaimer of opinion paragraph we are unable to state whether the company has made provision as required under the applicable law or accounting standards , for material foreseeable losses ,if any, on long term contract including derivate contracts.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The RP has represented that, to the best of it s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or other wise, that the Intermediary shall, whether, directly or indirectly tend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like. on behalf of the Ultimate Beneficiaries;
- (b) The RP has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. No dividend have been declared or paid during the year by the company.
- vi. Since the Company S R Industries Limited is undergoing CIRP ,

as initiated by Hon'ble NCLT dated 21 12.2021 , during the financial year ended 31.03.2024 no board meeting was held as the powers of the Board remain suspended as per the provisions of Insolvency and Bankruptcy Code 2016.

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

Place : Delhi
Date : 06-12-2024
UDIN : 24087891

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

S R INDUSTRIES LIMITED

Balance sheet as at March 31, 2024

(Rs. in Hundred)

Particulars	Notes	AS AT 31.03.2024	AS AT 31.03.2023
Assets			
Non-current assets			
a) Property, plant and equipment	3	1,334,379.18	1,334,379.18
b) Financial assets			
i) Other Non current financial assets	4	258.00	258.00
Total non-current assets		1,334,637.18	1,334,637.18
Current assets			
a) Inventories	5	203,133.01	225,532.41
b) Financial assets			
i) Trade receivables	6	351,834.37	351,834.37
ii) Cash and cash equivalent	7	3,302.98	52,520.31
iii) Bank balance other than cash and cash equivalent	8	25,000.00	0.00
iv) Loans	9	90,272.11	90,593.80
d) Other current assets	10	64,839.15	65,480.60
Total current assets		738,381.62	785,961.49
Total assets		2,073,018.80	2,120,598.67
Equity and liabilities			
Equity			
a) Equity share capital	11	1,964,570.00	1,964,570.00
b) Other equity	12	(5,217,195.42)	(5,207,192.52)
Total equity		(3,252,625.42)	(3,242,622.52)
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Long Term Borrowings	13	667,502.48	955,581.32
b) Provisions	14	45,641.23	40,668.19
c) Deferred Income	15	84,865.27	70,013.26
Total non-current liabilities		798,008.98	1,066,262.77
Current liabilities			
a) Financial liabilities			
i) Short Term Borrowings	16	3,711,137.69	3,398,058.85
ii) Trade payables	17	652,070.23	692,459.17
b) Provisions	18	0.00	4,973.04
c) Deferred Income	19	0.00	14,852.01
d) Other liabilities	20	164,427.33	186,615.36
Total current liabilities		4,527,635.25	4,296,958.42
Total equity & liabilities		2,073,018.80	2,120,598.67

Significant accounting policies

1-2

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

In terms of our report of even date annexed

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

Countersigned by:

Place : Delhi
Date : 06-12-2024

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

Sd/-
R.K. Jain
Resolution Professional
(Regd. No. IBBI/IPA-001/IP-
P00543/2017-18/10968)

S R INDUSTRIES LIMITED

Statement of Profit and Loss For the year ended 31st March, 2024

(Rs. in Hundred)

Particulars	Note No.	Year ended 31.03.2024	Year ended 31.03.2023
<u>Income</u>			
Revenue from operations	21	0.00	689,854.56
Other Income	22	15,482.78	26,919.83
Total income		15,482.78	716,774.39
<u>Expenses</u>			
Cost of materials consumed	23	0.00	693,645.33
Changes in stock of finished goods, stock-in-trade and Work-in-progress	24	0.00	(31,074.65)
Employee benefit expenses	25	8,280.26	182,606.05
Depreciation and amortization expense	3	0.00	170,007.74
Other expenses	26	17,205.43	260,035.06
Total Expenses		25,485.69	1,275,219.53
Profit before tax		(10,002.90)	(558,445.15)
Tax expenses: <u>Current tax</u>			
Current year		0.00	0.00
Deferred tax		0.00	(1,070.32)
Profit for the year		(10,002.90)	(557,374.83)
Other comprehensive Income			
Re-measurement gains/(losses) on defined benefit plans		0.00	4,116.63
Income tax relating to items		0.00	1,070.32
Net Other Comprehensive income for the period		0.00	3,046.31
Total Comprehensive income for the year		(10,002.90)	(554,328.52)
Earning per share Basis/ Diluted (Rs.)		(0.05)	(2.82)

Significant accounting policies

1-2

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

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

Countersigned by:

Place : Delhi
Date : 06-12-2024

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

Sd/-
R.K. Jain
Resolution Professional
(Regd. No. IBBI/IPA-001/IP-
P00543/2017-18/10968)

S R INDUSTRIES LIMITED

Notes of the financial statements for the year ended March 31, 2024

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
4 Other Non current financial assets		
Security Deposits	258.00	258.00
	258.00	258.00
5 Inventories		
(a) Raw Materials	57,807.21	78,418.59
(b) Work-in-progress	51,379.56	51,379.56
(c) Finished Goods	906.58	906.58
(d) Consumable	91,836.73	91,836.73
(d) Stores and spares	1,202.92	2,990.95
	203,133.01	225,532.41
6 Trade receivables		
(Unsecured considered good unless otherwise stated)		
A) Not Due		
- Undisputed Trade receivables – considered good	0.00	0.00
B) Due but not received		
- Undisputed Trade receivables – considered good		
i) Outstanding for a period upto 6 months	0.00	0.00
ii) Outstanding for a period 6 months to 1 year	0.00	0.00
iii) Outstanding for a period 1 year to 2 year	0.00	21,984.37
iv) Outstanding for a period 2 year to 3 year	0.00	0.00
v) Outstanding for a period exceeding 3 years	0.00	0.00
Undisputed Trade Receivables - Considered doubtful		
i) Outstanding for a period upto 6 months		
ii) Outstanding for a period 6 months to 1 year	21,984.37	99,170.00
iii) Outstanding for a period 1 year to 2 year	99,170.00	34,490.00
iv) Outstanding for a period 2 year to 3 year	34,490.00	196,190.00
v) Outstanding for a period exceeding 3 years	196,190.00	0.00
Disputed Trade Receivables - Considered Good	0.00	0.00
Disputed Trade Receivables - Considered doubtful	0.00	0.00
	351,834.37	351,834.37

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

S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
7 Cash and cash equivalents		
Bank balances in current accounts	2,033.94	51,251.26
Cash in hand & imprest	1,269.05	1,269.05
	3,302.98	52,520.31
8 Bank balance other than cash and cash equivalent		
Bank Deposit with more than three months maturity	25,000.00	0.00
	25,000.00	0.00
9 Loans		
Others Advances	90,272.11	90,593.80
	90,272.11	90,593.80
10 Other Current Assets		
Balance with Revenue Authorities	62,428.38	63,605.28
I.Tax Advances	2,122.73	1,875.31
Interest Receivable	288.04	0.00
	64,839.15	65,480.60
11 Equity share capital		
<u>Authorised</u>		
2,15,00,000 (Previous Year 2,15,00,000 Shares) Equity shares of Par Value of Rs. 10/- each	2,150,000.00	2,150,000.00
	2,150,000.00	2,150,000.00
<u>Issued Share Capital</u>		
1,96,73,500 (Previous Year 1,96,73,500) Equity Shares of par value of Rs. 100/- each	1,967,350.00	1,967,350.00
	1,967,350.00	1,967,350.00
<u>Subscribed & paid up</u>		
1,96,45,700 (Previous Year 1,96,45,700) Equity Shares of par value of Rs. 100/- each	1,964,570.00	1,964,570.00
	1,964,570.00	1,964,570.00
Total	1,964,570.00	1,964,570.00

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

Equity shares

Particulars	No. of shares	No. of shares
No. of Shares outstanding at the beginning of the year	19,645,700	19,645,700
	0	0
No. of Shares outstanding at the end of the year	19,645,700	19,645,700

S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
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b) The company has only one class of equity shares having a par value of Rs. 10/- each. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

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

Equity Shares

Person	NOS (%age)	NOS (%age)
1. Amit Mahajan S/o Late Sh. Y.D. Mahajan	13,50,313 (6.86%)	13,50,313 (6.86%)
2. Geeta Kirti Ambani and Amar Kirti Ambani	11,02,500 (5.60%)	11,02,500 (5.60%)

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

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

Name of Promoter	% Change during the Year	NOS (%age)	NOS (%age)
1. Amit Mahajan S/o Late Sh. Y.D. Mahajan		13,50,313 (6.86%)	13,50,313 (6.86%)
2. Ramesh Chander Mahajan		5,60,800 (2.85%)	5,60,800 (2.85%)
3. Amit Mahajan S/o R.C. Mahajan		4,11,450 (2.09%)	4,11,450 (2.09%)
4. Anuj Mahajan		4,06,250 (2.06%)	4,06,250 (2.06%)
5. Universal Cyber Infoway Private Limited		3,93,177 (2.00%)	3,93,177 (2.00%)
6. Pride Properties Private Limited		3,12,675 (1.59%)	3,12,675 (1.59%)
7. Susang Mac Private Limited		2,59,500 (1.32%)	2,59,500 (1.32%)
8. Suman Mahajan		1,85,100 (0.94%)	1,85,100 (0.94%)
9. Munish Mahajan		10,000 (0.05%)	10,000 (0.05%)

12 Other equity

Reserves & surplus

As per last balance Sheet	(6,365,390.89)	(5,808,016.07)
Add: Net Profit / Loss after tax transferred from Statement of Profit & Loss	(10,002.90)	(557,374.83)

Sub Total

(6,375,393.80)	(6,365,390.89)
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Securities premium reserve

As per last balance Sheet	118,050.00	118,050.00
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Sub Total

118,050.00	118,050.00
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Other Comprehensive Income

As per last balance Sheet	4,398.75	1,352.45
Re-measurement gains/(losses) on defined benefit plans	0.00	3,046.31

Sub Total

4,398.75	4,398.75
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S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
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Other reserves

Authorised - Preference shares

1,50,00,000 (Previous Year 1,50,00,000) 8% Non Cumulative Redeemable
Preference Shares of Par Value of Rs. 10/-

1,500,000.00 1,500,000.00

1,500,000.00	1,500,000.00
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Issued - Preference Shares

98,11,106 (Previous Year 98,11,106) 8% Non Cumulative Redeemable
Preference Shares of Par Value of Rs. 10/-

981,110.62 981,110.62

981,110.62	981,110.62
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Subscribed & paid up - Preference Shares

98,11,106 (Previous Year 98,11,106) 8% Non Cumulative Redeemable
Preference Shares of Par Value of Rs. 10/-

981,110.62 981,110.62

981,110.62	981,110.62
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Preference shares

Particulars	No. of Shares	No. of Shares
No. of Shares outstanding at the beginning of the year	9,811,106	9,811,106
No. of share issued during the current year	0	0
No. of Shares outstanding at the end of the year	9,811,106	9,811,106

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

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

Shares held by promoters at the end of the year

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

S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
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Terms/ rights attached to Preference Shares

The Company has issued 98,11,106 Redeemable Preference Shares of INR 10 each. These Preference Shares redeemed on 14th October, 2031 at par. The Preference Shares carry a dividend of 8% per annum payable at the discretion of the company and subject to approval of the lenders. The dividend rights are non-cumulative. The Preference Shares rank ahead of the Equity Shares in the event of a liquidation

The Management of the company has decided not to pay dividend for the year under consideration.

Capital reserve

As per last balance sheet

54,639.00

54,639.00

Sub Total

54,639.00

54,639.00

Total

(5,217,195.42)

(5,207,192.52)

13 Long Term Borrowings

Term Loan

(A) From Banks*

Term Loan from SBI (Secured)**	454,046.58	454,046.58
Term Loan from UCO Bank (Secured)**	805,667.73	805,667.73
Interest Accrued and due	313,078.84	313,078.84
Less : Current Maturities	(1,259,714.31)	(880,372.99)
Less : Interest accrued and due	(313,078.84)	(379,341.33)

(B) Unsecured loans

- From Directors	557,497.03	557,497.03
- From Intercompany	110,005.45	85,005.45

Total

667,502.48

955,581.32

NOTES

Terms & Conditions

Effective Interest rate	Installment (No.)	Installment (No.)
SBI	10.00%	28.00
UCO BANK	12.00%	28.00

The Term Loan facilities from Banks are secured by first pari passu charge on the entire current assets of the company present and future and on the entire fixed assets of the company (both present & future), including : equitable mortgage of land & building of the Company's factory at Village Singha Tehsil Haroli, Distt. UNA (H.P.) and personal guarantee of the following

- 1) Sh. Ramesh Chander Mahajan
- 2) Sh. Amit Mahajan
- 3) Sh. Amit Mahajan
- 4) Smt. Sangeeta Mahajan
- 5) Smt. Suman Mahajan
- 6) Sh. Munish Mahajan

S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
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The company has made provisioning of simple interest in the financial statements for the first 3 Quarters on the amounts due towards SBI at the rate of 10% and UCO Bank at the rate of 12%. However, now, since the Corporate . Insolvency Resolution Process has been initiated against the Company and the accounts of the Company have been classified as NPA, thus, there is no credible information on the basis of which the liability of the Company can be ascertained, therefore, provision of interest earlier made during the first 3 quarters has now been reversed while preparing the Annual Results for the year as the management is expecting full waiver of interest as per the Resolution Plan to be approved under Corporate Insolvency Resolution Process. For more information, refer Note No. 24

The entire amount due to SBI and UCO Bank has become overdue for payment and has been classifies as NPA.

14 Provisions

Provision for employee benefits	45,641.23	45,641.23
Less : Current Liabilities	0.00	4,973.04
Total	45,641.23	40,668.19

15 Deferred Income

Deferred Income on account of Investment Subsidy	7,220.00	7,220.00
Deferred Income on account of Govt. grant for Property, Plant and Equipment	77,645.27	77,645.27
	84,865.27	84,865.27
Less : Current Liabilities	0.00	14,852.01
Total	84,865.27	70,013.26

Government Grants had been received for the purchase of certain items of Property, Plant and Equipment. There are no unfulfilled conditions or contingencies attached to these Grants.

16 Short Term Borrowings

Loans repayable on demand

Secured

From banks		
-State Bank of India	853,056.65	853,056.65
-UCO Bank	868,684.18	868,684.18
Interest accrued and due	416,603.71	416,603.71
Current Maturities of Long Term Borrowings	1,259,714.31	880,372.99
Interest Accrued & Due	313,078.84	379,341.33
	3,711,137.69	3,398,058.85

S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
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17 Trade Payable

Total outstanding dues of Micro Enterprises and Small Enterprises

Disclosure under the Micro, Small and Medium

Enterprises Development Act, 2006 (MSMED Act):

Particulars

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

Other trade payables	652,070.23	692,459.17
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Total	652,070.23	692,459.17
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Trade Payable Ageing Schedule

i. MSME

ii. Others

Less than 1 Year	0.00	0.00
1-2 Years	0.00	0.00
2-3 Years	0.00	692,459.17
More than 3 Years	652,070.23	0.00
More than 3 Years	0.00	0.00
iii. Disputed dues- MSME	0.00	0.00
iv. Disputed dues- Others	0.00	0.00

652,070.23	692,459.17
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18 Provisions

Provision for employee benefits	0.00	4,973.04
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0.00	4,973.04
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S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	AS AT 31.03.2024	AS AT 31.03.2023
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19 Deferred Income

Deferred Income on account of		
Investment Subsidy	0.00	2,000.00
Govt. grant for Property, Plant and Equipments	0.00	12,852.01

0.00	14,852.01
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20 Other Liabilities

Statutory Dues Payables	6,462.77	5,869.57
Other liabilities and payables	157,964.56	180,745.79

164,427.33	186,615.36
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S R INDUSTRIES LIMITED

(Rs. in Hundred)

Particulars	Year ended 31.03.2024	Year ended 31.03.2023
21 Revenue from operations		
Sale of Products	0.00	689,854.56
Total	0.00	689,854.56
22 Other income		
Deferred Income- Govt. Grant	0.00	26,919.83
Misc. Income	834.21	0.00
Interest Received	2,474.12	0.00
Scrap	12,174.45	0.00
Total	15,482.78	26,919.83
23 Cost of materials consumed		
Inventory at the beginning of the year	170,255.32	234,925.45
Add: Purchase	643.00	628,975.20
	170,898.32	863,900.65
Less: Inventory Returned	21,254.38	0.00
Less: Inventory at the end of the year	149,643.94	170,255.32
Cost of materials consumed	0.00	693,645.33
24 Changes in stock-in-trade		
Opening stock		
Work-in-progress	51,379.56	20,091.53
Finished Goods	906.58	1,119.96
	52,286.14	21,211.49
Closing stock		
(b) Work-in-progress	51,379.56	51,379.56
(c) Finished Goods	906.58	906.58
	52,286.14	52,286.14
Total	0.00	(31,074.65)
25 Employee benefits expense		
Salaries and wages	8,280.26	178,049.00
Contribution to provident and other funds	0.00	2,913.57
Staff welfare expense	0.00	1,643.48
Total	8,280.26	182,606.05

S R INDUSTRIES LIMITED

(Rs. in Hundred)

	Particulars	Year ended 31.03.2024	Year ended 31.03.2023
26 Other expenses			
	Manufacturing Expenses		
	Power and Fuel	0.00	47,495.32
	Other manufacturing Expenses	0.00	115,235.82
		0.00	162,731.13
	Repairs and maintenance		
	Plant and machinery	0.00	2,673.08
		0.00	2,673.08
	Other Expenses		
	Rent	0.00	2,020.00
	Insurance	1,493.38	160.66
	Bank charges	21.24	139.42
	<u>Auditor's Remuneration</u>		
	-As audit Fees	900.00	0.00
	Selling Expenses	0.00	59,400.91
	Vehicle Running & Maintenance	57.98	0.00
	Travelling and conveyance	282.65	1,598.97
	Legal and professional fees	8,341.20	21,614.50
	Other Expenses	6,108.98	9,696.39
		17,205.43	94,630.84
	Total	17,205.43	260,035.06

S R INDUSTRIES LIMITED

Notes of the financial statements for the year ended Mar 31,2024

3(a) Property, plant and equipment

Rs. In Hundred

Description	Gross Block				Depreciation				Net Block	
	As on 01.04.2023	Additions the year	Sales/ During Adjustments	Total 31.03.2024	Upto 01.04.2023	For the Year	Adjustments/ Sales	Total as on 31.03.2024	As on 31.03.2024	As on 31.03.2023
Land	163,753.92	0.00	0.00	163,753.92	0.00	0.00	0.00	0.00	163,753.92	163,753.92
Buildings	748,554.54	0.00	0.00	748,554.54	203,497.31	0.00	0.00	203,497.31	545,057.23	545,057.23
Plant and Equipment	1,574,526.11	0.00	0.00	1,574,526.11	1,101,182.33	0.00	0.00	1,101,182.33	473,343.78	473,343.78
Furniture and fixtures	150,933.48	0.00	0.00	150,933.48	133,738.81	0.00	0.00	133,738.81	17,194.67	17,194.67
Vehicles	30,536.92	0.00	0.00	30,536.92	28,323.91	0.00	0.00	28,323.91	2,213.01	2,213.01
Others (Moulds & Dies)	215,531.04	0.00	0.00	215,531.04	82,714.47	0.00	0.00	82,714.47	132,816.57	132,816.57
Current year	2,883,836.01	0.00	0.00	2,883,836.01	1,549,456.83	0.00	0.00	1,549,456.83	1,334,379.18	1,334,379.18
Previous year	2,883,836.01	0.00	0.00	2,883,836.01	1,379,449.09	170,007.74	0.00	1,549,456.83	1,334,379.18	1,504,386.92

S R INDUSTRIES LIMITED

Cash flow statement for the year ended March 31, 2024

(Rs. in Hundred)

	For the year ended March 31, 2024	For the year ended March 31, 2023
A. <u>Cash flow from operating activities</u>		
Net Profit before tax & exceptional items	(10,002.90)	(558,445.15)
Adjustment for :		
Depreciation	0.00	170,007.74
Bad debts, advances and securities written off	0.00	(12,067.82)
Deferred Income Recognised during the year	0.00	(14,852.01)
Provision of Expected credit loss	0.00	0.00
Interest paid	0.00	0.00
Operating Profit before Working Capital Facilities	(10,002.90)	(415,357.24)
Adjustment for :		
Trade & other receivable	(24,036.86)	349,201.89
Inventories	22,399.41	34,221.52
Trade payable	(62,576.96)	55,685.78
	(64,214.42)	439,109.19
Cash generated from operation	(74,217.33)	23,751.95
Interest paid	0.00	0.00
Tax paid	0.00	0.00
Net Cash used in operating activities	(74,217.33)	23,751.95
B. <u>Cash flow from investing activities</u>		
Purchase of fixed assets	0.00	0.00
Sale/Adjustment of fixed assets	0.00	0.00
Investments	0.00	0.00
Fair Value of Investments	0.00	0.00
	0.00	0.00
Net Cash used in investing activities	0.00	0.00

S R INDUSTRIES LIMITED

Cash flow statement for the year ended March 31, 2024

(Rs. in Hundred)

	For the year ended March 31, 2024	For the year ended March 31, 2023
C. <u>Cash flow from financing activities</u>		
Payment / Receipts of long term borrowings	25,000.00	22,672.29
Redemption of Preference Capital	0.00	0.00
Net Cash used in financing activities	25,000.00	22,672.29
Net increase/(decrease) in cash & cash equivalents	(49,217.33)	46,424.24
Cash & cash equivalent opening	52,520.31	6,096.07
Cash & cash equivalent closing	3,302.98	52,520.31

In terms of our report of even date annexed

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

Countersigned by:

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

Place : Delhi
Date : 06-12-2024

Sd/-
R.K. Jain
Resolution Professional
(Regd. No. IBBI/IPA-001/IP-
P00543/2017-18/10968)

S R INDUSTRIES LIMITED

Statement of changes in equity for the year ended March 31, 2024

Equity share capital

(Rs. in Hundred)

(1) Current Reporting Period	Amounts
Balance as at April 1, 2023	1,964,570.00
Changes in equity share capital during the year	0.00
Balance as at March 31, 2024	1,964,570.00

(2) Previous Reporting Period	
Balance as at April 1, 2022	1,964,570.00
Changes in equity share capital during the year	0.00
Balance as at March 31, 2023	1,964,570.00

Other equity

(1) Current Reporting Period

Particulars	8% Non Cumulative Redeemable Preference Shares	Accumulated Losses	Securities premium reserve	Other Comprehensive Income	Capital reserves	Total
As at April 1, 2023	981,110.62	(6,365,390.89)	118,050.00	4,398.75	54,639.00	(5,207,192.52)
Profit / Loss for the year	0.00	(10,002.90)	0.00	0.00	0.00	(10,002.90)
Other Comprehensive Income	0.00			0.00	0.00	0.00
As at March 31, 2024	981,110.62	(6,375,393.80)	118,050.00	4,398.75	54,639.00	(5,217,195.42)

(2) Previous Reporting Period

Particulars	8% Non Cumulative Redeemable Preference Shares	Accumulated Losses	Securities premium reserve	Other Comprehensive Income	Capital reserves	Total
As at April 1, 2022	981,110.62	(5,808,016.07)	118,050.00	1,352.45	54,639.00	(4,652,864.00)
Profit / Loss for the year	0.00	(557,374.83)	0.00	0.00	0.00	(557,374.83)
Other Comprehensive Income	0.00	0.00	0.00	3,046.31	0.00	3,046.31
As at March 31, 2023	981,110.62	(6,365,390.89)	118,050.00	4,398.75	54,639.00	(5,207,192.52)

In terms of our report of even date annexed

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

For and on behalf of the board
S R INDUSTRIES

Place : Delhi
Date :

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

Sd/-
R.K. Jain
Resolution Professional
(Regd. No. IBBI/IPA-001/IP-
P00543/2017-18/10968)

S R INDUSTRIES LIMITED

Notes to the financial statements for the year ended March 31, 2024

27 Income Taxes

The major components of income tax expense for the year ended 31 March 2024 and 31 March 2023 are:

A. Statement of profit and loss:

(i) Profit & loss section

	<i>(Rs. in Hundred)</i>	
	March 31, 2024	March 31, 2023
Current income tax charge	0.00	0.00
MAT credit entitlement	0.00	0.00
Adjustments in respect of current income tax of previous year	0.00	0.00
Deferred tax:		
Relating to origination and reversal of temporary differences	0.00	(1,070.32)
Income tax expense reported in the statement of Profit & loss	0.00	(1,070.32)

(ii) OCI Section

Deferred tax related to items recognised in OCI during the year:

Net loss/(gain) on remeasurements of defined benefit plans	0.00	1,070.32
Income tax charged to OCI	0.00	1,070.32

B. Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for FY ended 31 March 2024 and 31 March 2023:

	March 31, 2024	March 31, 2023
Accounting profit before tax from continuing operations	(10,002.90)	(557,374.83)
Profit/(loss) before tax from a discontinued operation	0.00	0.00
Accounting profit before income tax	(10,002.90)	(557,374.83)
At India's statutory income tax rate of 26.00% (31 March 2023: 26.00%)	0.00	0.00
Adjustments in respect of current income tax of previous years		
Expenses not allowed as deduction	0.00	0.00
Adjustments in respect of current income tax of previous year	0.00	0.00
Adjustment in respect of Income not credited to profit and loss	0.00	0.00
Adjustment in respect of brought forward of losses	0.00	0.00
	0.00	0.00
Income tax expense reported in the statement of profit and loss	0.00	0.00
Income tax attributable to a discontinued operation	0.00	0.00
	0.00	0.00

Deferred tax

Deferred tax relates to the following:

	<i>(Rs. in Hundred)</i>	
	Balance sheet	
	March 31, 2024	March 31, 2023
Accelerated depreciation for tax purposes	0.00	0.00
B/F Losses / Disallowances u/s 43B / 40A	0.00	0.00
Ind AS adjustments	0.00	0.00
Deferred tax expense/(income)	0.00	0.00
Net deferred tax assets/(liabilities)	0.00	0.00

Reflected in the balance sheet as follows:

	March 31, 2024	March 31, 2023
Deferred tax assets (continuing operations)	0.00	0.00
Deferred tax liabilities (continuing operations)	0.00	0.00
Deferred tax liabilities, net	0.00	0.00

Reconciliation of deferred tax liabilities (net):

	March 31, 2024	March 31, 2023
Opening balance as of 1 April	0.00	0.00
Tax (income)/expense during the period recognised in Profit & loss	0.00	0.00
Tax (income)/expense during the period recognised in OCI	0.00	0.00
Discontinued operation	0.00	0.00
Closing balance as at 31 March	0.00	0.00

27 Fair values measurements

(i) Financial instruments by category						
Particulars	March 31, 2024			March 31, 2023		
	FVTOCI	FVTPL	Amortised cost	FVTOCI	FVTPL	Amortised cost
Financial assets						
Other financial assets (non current)	0.00	258.00	0.00	0.00	258.00	0.00
Trade receivables	0.00	351,834.37	0.00	0.00	351,834.37	0.00
Cash and cash equivalents	0.00	3,302.98	0.00	0.00	52,520.31	0.00
Bank balance other than cash and cash equivalent	0.00	25,000.00	0.00	0.00	0.00	0.00
Loans	0.00	90,272.11	0.00	0.00	90,593.80	0.00
Total financial assets	0.00	470,667.47	0.00	0.00	495,206.48	0.00
Financial liabilities						
Long term borrowing	0.00	0.00	667,502.48	0.00	0.00	955,581.32
Short term borrowing	0.00	0.00	3,711,137.69	0.00	0.00	3,398,058.85
Trade payables	0.00	652,070.23	0.00	0.00	692,459.17	0.00
Other financial liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Total financial liabilities	0.00	652,070.23	4,378,640.16	0.00	692,459.17	4,353,640.16

(ii) Fair value hierarchy

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

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

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

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

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

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

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

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

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

Fair value measurement using				
Date of valuation	Total	Quoted prices in active (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets				
Other deposits	31-Mar-24 0.00	0.00	0.00	0.00
	31-Mar-23 0.00	0.00	0.00	0.00

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

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

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

28 Components of other comprehensive income (OCI)

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

	Year ended March 31, 2024	Year ended March 31, 2023
Fair Valuation of Equity Instruments	0.00	0.00
Remeasurement of defined benefit obligation	0.00	4,116.63
Income tax effect	0.00	1,070.32
	0.00	3,046.31

S R INDUSTRIES LIMITED

Notes to the financial statements for the year ended March 31, 2024

30 Capital Management

For the purpose of the Company's capital management, capital includes issued equity attributable to the equity shareholders of the Company, Liability Component of compound financial instrument (CFI), security premium and all other equity reserves. The primary objective of the Company's capital management is that it maintains an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is arrived at after dividing the net debt by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents and other bank balances.

(Rs. In Hundred)

Particulars	31 March 2024	31 March 2023
Total Liabilities	5,325,644.22	5,363,221.19
Less: Cash & Cash Equivalents	3,302.98	52,520.31
Net debts	5,322,341.24	5,310,700.88
Total equity	(3,252,625.42)	(3,242,622.52)
Gearing ratio (%)	-163.63%	-163.78%

Derivative instruments and unhedged foreign currency exposure

The Company has no outstanding derivative instrument at the year end. The amount of foreign currency exposure that are not hedged by

31 March 2024	31 March 2023	31 March 2024	31 March 2023
Foreign Currency	Amount	Foreign Currency	Amount
-	-	-	-

S R INDUSTRIES LIMITED

Notes to the financial statement for the year ended March 31, 2024

31 Ratios

(i) Current ratio= Current Assets/ Current Liabilities

(Rs. in Hundred)

Particulars	March 31, 2024	March 31, 2023
Current assets	738,381.62	785,961.49
Current liabilities	4,527,635.25	4,296,958.42
Ratio	0.16	0.18
% change from previous year	(10.84%)	

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

Particulars	March 31, 2024	March 31, 2023
Total Debt	4,378,640.16	4,353,640.16
Total Equity	(3,252,625.42)	(3,242,622.52)
Ratio	(1.35)	(1.34)
% change from previous year	0.26%	

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

The company is under insolvency resolution process during the current year, therefore the Interest expense is not being recognised during the current year. The payment of debt is subject to realisation of assets and the same will be as per the scheme approved by the Hon'ble NCLT Chandigarh. Therefore this ratio doesn't apply to the company.

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

Particulars	March 31, 2024	March 31, 2023
Net profit after tax	(10,002.90)	(557,374.83)
Average total shareholders equity	(3,252,625.42)	(3,242,622.52)
Ratio	0.00	0.17
% change from previous year	98.21%	

Reason for change more than 25%

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

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

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

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

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

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

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

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

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

S R INDUSTRIES LIMITED

Notes to the financial statement for the year ended March 31, 2024

company.

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

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

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

Particulars	March 31, 2024	March 31, 2023
Net profit after tax	(10,002.90)	(557,374.83)
Finance cost	0.00	0.00
Other income	(15,482.78)	(26,919.83)
EBIT	(25,485.69)	(584,294.66)
Total assets	2,073,018.80	2,120,598.67
Current liabilities	4,527,635.25	4,296,958.42
Capital employed	(2,454,616.45)	(2,176,359.75)
Ratio	0.01	0.27
% change from previous year	(96.13%)	

Reason for change more than 25%:

The company is under insolvency resolution process and the operation of the company has been discontinued during the current year. The networth of the company has been turned (-)ve.

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

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

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

S R INDUSTRIES LIMITED

Notes to the financial statement for the year ended March 31, 2024

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

- a) There are no proceedings has been initiated or pending against the entity under the Benami Transactions (Prohibitions) Act, 1988.
- b) **Compliance with approved Scheme(s) of Arrangements**
There are none Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- c) **Corporate Social Responsibility Expenditure**
The provision of Corporate Social Responsibility under section 135 of the Act is not applicable to the company.
- d) **Details of Crypto Currency or Virtual Currency**
The company has not entered in any transaction relating to Crypto Currency or Virtual Currency during the year.
- e) **Relationship with Struck off Companies:**
The entity has not entered into any transaction with such entities whose name has been stuck off u/s 248 of the Act.
- f) **Utilization of Borrowings**
No borrowings from banks and financial institutions were taken during the year other than OD Limit on Fixed deposits held as Current Assets.
- g) **Wilful Defaulter**
The company has not declared as wilful defaulter. However Hon'ble National Company Law Tribunal Chandigarh Bench, on an application filed by UCO Bank under the provisions of the Insolvency & Bankruptcy Code 2016 (IBC), had admitted the Company M/s. S R Industries Limited (Corporate Debtor) into Insolvency vide its order dated 21.12.2021 and initiated the Insolvency Resolution Process of the Corporate Person (CIRP) of the Company and appointed the Interim Resolution Professional vide the same order. The Interim Resolution Professional was confirmed as Resolution Professional by the COC, in its duly conducted COC meeting.
- h) **Compliance with number of layers of companies**
The company has been complied with the provision relating to layers of companies.
- i) **Registration of charges or satisfaction with Registrar of Companies:**
The company has registered all the charges with Registrar of Companies within the statutory period.
- j) **Undisclosed income**
There is no such income which has not been disclosed in the books of accounts. No such income is surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

1. Corporate Information

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

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

Hon'ble National Company Law Tribunal Chandigarh Bench, on an application filed by UCO Bank under the provisions of the Insolvency & Bankruptcy Code 2016 (IBC), had admitted the Company M/s. S R Industries Limited (Corporate Debtor) into Insolvency vide its order dated 21.12.2021 and initiated the Insolvency Resolution Process of the Corporate Person (CIRP) of the Company and appointed the Interim Resolution Professional vide the same order. The Interim Resolution Professional was confirmed as Resolution Professional by the COC , in its duly conducted COC meeting.

As provided under the IBC, with effect from the Insolvency Commencement Date/ appointment of the Interim Resolution Professional, the powers of Board of Directors of the Company stand suspended and shall be exercised by the Interim/ Resolution Professional. However, the Directors (Powers Suspended) continue to be responsible for their Duties and Responsibilities.

In view of the fact –

- a) That the Directors (Powers Suspended) are not willing to sign the annual accounts for the period under consideration; and
- b) That the Resolution Professional has filed an application with the Hon'ble NCLT Chandigarh bench for reversal of certain PUF/ Avoidance transactions carried out by the erstwhile management of the company during the previous years under the IBC;

The Resolution Professional is unable to express any opinion with respect to these financial statements except for the limited consideration- of the corporate insolvency resolution process cost incurred by the Interim/Resolution Professional accordance with the provisions of the Insolvency & Bankruptcy Code,2016 and has signed these accounts for the limited purpose of filing the same with the Registrar of Companies. These signatures shall not be construed to imply any opinion with respect to the accuracy or true and fair view or otherwise of these financial statements in any other way.

Since the Company S R Industries Limited is undergoing CIRP , as initiated by Hon'ble NCLT dated 21.12.2021 , during the financial year ended 31.03.2024 no board meeting was held as the powers of the Board remain suspended as per the provisions of Insolvency and Bankruptcy Code 2016.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

2. Significant Accounting Policies

2.1 Basis of Preparation of standalone Ind AS financial statements

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

For all periods up to and including the year ended 31st March 2024, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

In respect of financial information for the year ended 31st March 2024, the Company followed the same Accounting Policies and accounting policy choices (both mandatory exceptions and optional exceptions available as per Ind AS 101) as initially adopted on transition date i.e. 1st April 2016.

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

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

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

2.2 Summary of Significant Accounting Policies

(A) Property, Plant & Equipment

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

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

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

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

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

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

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

S. No.	Nature of Asset	Useful Life (Years)
1	Buildings	30.00
2	Plant & Machinery	15.00
3	Other Equipment	10 to 15
4	Vehicles	8.00
5	Moulds& Dies	15.00
6	Furniture/Fittings	10.00

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

(B) Current versus Non-Current Classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

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

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

(C) Taxes

Current Income Tax

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

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

(ii) Deferred Tax

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

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

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

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

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

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

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

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

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

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

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

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

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

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

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets or other current liabilities in the balance sheet.

(D) Inventory

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- i) Raw materials/ Stores & Spares: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- ii) Finished goods and Work In Progress: Cost includes cost of direct materials and labor and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on the basis of cost or net realizable value whichever is lower.
- iii) Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

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

However, the value of all the Inventories are stated as per last Balance Sheet. The same was not Physically verified during the year under audit.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

(E) Financial Instruments

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

a) Financial Assets

The Company classified its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- i. Business model test: The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows (rather than to sell the instrument prior to its contractual maturity to released its fair value change), and
- ii. Cash flow characteristics test: Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate to the gross carrying amount of financial assets. When calculating the effective interest rate the Company estimates the expected cash flow by considering all contractual terms of the financial instruments. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

➤ Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL) FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL. A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's statement of financial position) when:

1. the rights to receive cash flows from the asset have expired, or
2. the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

➤ the Company has transferred the rights to receive cash flows from the financial assets or

➤ The Company has retained the contractual right to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with IND AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the financial asset and credit risk exposure (if any).

Financial assets measured at amortized cost e.g. Loans, security deposits, trade receivable, bank balance.

The Company follows "simplified approach" for recognition of impairment loss allowance on trade receivables. Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

For recognition of impairment loss on other financial assets and risk exposure (if any), the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss.

However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12- months ECL.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward- looking estimates are analyzed.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Financial Liabilities

Initial recognition and measurement:

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. The Company financial liabilities include loans and borrowings including bank overdraft, trade payable, trade deposits and other payables.

Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 0-12 months of recognition. Trade and other payables are presented as current liabilities unless

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

payment is not due within 12 months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using EIR method.

Financial Liabilities at fair value through profit & loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in IND AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognized in OCI. These gains/losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss.

Loans & Borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

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

(F) Cash & Cash Equivalents

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

(G) Mandatorily Redeemable Preference Shares

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

A mandatorily redeemable preference shares with dividends paid at the issuer's discretion, which effectively comprises: a financial liability (the issuer's obligation to redeem the shares in cash); and an equity instrument (the holder's right to receive dividends if declared. Such preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the mandatorily redeemable preference shares with dividends declared at the issuer's discretion, the present value of the redeemable amount is calculated using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortized cost (net of transaction costs) until it is extinguished on redemption. The unwinding of the discount on this component is recognized in profit or loss and classified as interest expense.

The remainder of the proceeds is recognized and included in equity as per Ind AS 32. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not premeasured in subsequent years.

Transaction costs are apportioned between the liability and equity components of such preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

(H) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the best estimate.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

(I) Employee Benefits

- Short term obligations

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employee's service up to the end of reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligation in the balance sheet.

- **Other Long-term employee benefit obligations:**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured based on the actuarial valuation using projected unit credit method at the year end. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the term of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

Gratuity Obligations:

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

- Service cost comprising current service cost, past service cost, gain & loss on curtailments and non-routine settlements.
- Net interest expenses or income.

(J) Revenue Recognition:

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The- Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue is measured on the basis of contracted price, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for such discounts and rebates. Revenue is only recognized to the extent that it is highly probable a significant reversal will not occur.

Our customers have the contractual right to return goods only when authorised by the Company. An estimate is made of goods that will be returned and a liability is recognised for this amount using a best estimate based on accumulated experience.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations. Interest income is recognised using the effective interest rate (EIR) method.

(K) Leases

Company, as a lessee

The Company as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements (if any), if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset.

The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease(if any). Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately.

The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

(L) Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a. Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b. Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- c. Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value

measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring and non-recurring fair value measurement, such as derivative instruments measured at fair value.

External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decided, after discussions with the Company's external valuers which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

The management in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

(M) Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements.

Operating lease commitments - Company as lessee

The Company has taken various properties on leases. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it does not retain all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared.

Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

b. Defined benefit plans

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates.

c. Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(N) Borrowing Costs

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset is substantially ready for their intended use. Where funds are borrowed specifically to finance a project, the amount capitalized represents the actual borrowing incurred. Where surplus funds are available out of money borrowed specifically to finance project, the income generated from such current investments is deducted from the total capitalized borrowing cost. Where funds used to finance a project form part of general borrowings, the amount capitalized is calculated using a weighted average of rate applicable to relevant general borrowing of the Company during the year. Capitalization of borrowing cost is suspended and charged to profit and loss during the extended periods when the active development on the qualifying project is interrupted. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the borrowing costs.

(O) Impairment of Non-Financial Assets:

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired (if any). If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the assets recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

After impairment depreciation is provided on the revised carrying amount of the asset over its remaining economic life.

An assessment is made in respect of assets at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

(P) Government Grants:

Government grants (if any) are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset. However, if any export obligation is attached to the grant related to an asset, it is recognized as income on the basis of accomplishment of the export obligation.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual installments.

(Q) Earnings per share:

Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended). Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holder of Company (after deducting preference dividends and attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period, attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

34 Contingent liabilities

(a) The Central Excise Authorities, Mumbai had imposed duty and penalty aggregating to Rs. 44.00 Lacs for purchase of certain items against CT-3 forms without payment of duty in earlier years as shown in the following table:

(Amount in Rs. Lakhs)

S.No.	SCN No. & Date Order No. & Date	Party	Penalty
1	DGAE/DZU/37/98 dated 21.06.2001	M/s Parshava Textiles Pvt Ltd	9.00
2	DGAE/DZU/37/98 dated 04.07.2001	M/s Baroda Textiles Ltd	35.00
Total			44.00

The above stated matter is sub-judice before the Honourable High Court.

(b) Interest on bank borrowings has not been provided for during the year due to the reasons mentioned in Note No. 12 (Borrowings), thus, the liability of the company is understated to the extent of interest not provided for and the liability in respect of the same may arise in future.

- 35** BSE has imposed a penalty amounting to Rs.1,24,52,540/- for non compliance. RP has filed a request with BSE for waiver of such penalty. No provision has been taken in the accounts for the said liability as RP is of the opinion that the said amount shall be waived by BSE. Necessary adjustments shall be made after receiving final orders from BSE.

36 Bank Borrowings

a) The Banks (SBI and UCO Bank) have classified the accounts of the Company as Non- Performing Assets on 30.06.2017 and issued notices under SARFAESI Act, 2002 on 02.05.2018 and 24.09.2018 respectively.

b) The Company submitted proposal to State Bank of India for settlement of its dues through One Time Settlement Scheme (OTS) on 10.07.2019. State Bank of India approved the same vide Sanction Letter No. SAMB/CHD/T-1/1920 dated 11.02.2020. The total debt was settled for an amount of Rs. 850 Lakhs against the outstanding amount of Rs 1340.37 Lakhs. However, the company defaulted to make the payment as per the said OTS Scheme.

As per the scheme, the Company was required to deposit Rs. 50 Lakhs as upfront which was in addition to the amount required to be paid as per the schedule given below:-

<i>(Rs in Lakhs)</i>	
Date	Amount
Upto 11.03.2020	100.00
Upto 11.05.2020	210.00
Upto 11.07.2020	240.00
Upto 11.08.2020	250.00
Total	800.00

The Company submitted another proposal to State Bank of India on 27.08.2020 for extension of time for payment of balance unpaid compromise amount of Rs. 722 lakhs upto 31.03.2021. State Bank of India approved the same vide Sanction Letter No. SAMB/CHD/T-1/956/A dated 29.10.2020.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

As per the extended timeline, the Company was required to deposit Rs. 722 Lakhs as per the schedule given below:

<i>(Rs in Lakhs)</i>	
Date	Amount
Upto 28.11.2020	120.00
Upto 31.10.2020	240.00
Upto 31.12.2020	240.00
Upto 31.03.2021	122.00
Total	722.00

The Company paid only Rs. 138 Lakhs till 31.03.2021 inclusive of upfront payment and the Company and promoters could not fulfil its commitment to repay the balance in time. State Bank of India has classified the accounts of the company as Recalled Assets Account on 29.09.2021 and balance due has been transferred to Recalled Assets account by the Bank.

37 Goods and Services Tax (GST)

The GST Returns filed monthly by the Company are subject to reconciliation and the differences, if any, with the Books of Accounts, will be dealt with at the time of filing of Annual Return in Form GSTR9 and GSTR9C by the company. GSTR9 & 9C has not been filed by the company from F/Y 2020-21 to F/Y 2022-2023

38 Deferred Tax

The Company offsets deferred tax assets and liabilities if and only if it has a legally enforceable right to set off the deferred tax assets with deferred tax liabilities provided it relates to taxes levied by the same tax authority.

The Company has brought forward business losses amounting to Rs. 1844.10 Lakhs (pertaining to AY 2019- 20 to A.Y. 2021-22)

The Company has brought forward unabsorbed depreciation amounting to Rs. 2224.07 lakhs that are available for offsetting for an indefinite period against future taxable profits of the Company.

The Company has not recognized Deferred Tax Asset as a matter of prudence specifically in the light of accumulated losses and due to continuing losses incurred by the company in the past. Further, it seems that there will be no taxable profits in near future for utilization of this deferred tax asset.

39 Claims Admitted :

Claims of Rs 54,63,52,403.00 admitted till the date of audit as per list of claims provided by RP, out of which Statutory dues amounts to Rs 1,79,99,099.00 for which no provision has been made in the books of accounts during the year. Detail of Statutory Dues is as follows:

S.No.	Particulars	Amount
1	Income tax department	10,904,270.00
2	Custom Dues	670,153.00
3	PF Dues	6,424,676.00
TOTAL		17,999,099.00

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

40 Related Party Transactions

In accordance with the Accounting Standards (Ind AS-24) on Related Party Disclosures, where control exists and where key management personnel are able to exercise significant influence and, where transactions have taken place during the year, along with description of relationship as identified, are given below:-

A. Relationships

Key Managerial Personnel :

Munish Mahajan	:	Mg. Director
Sangeeta Mahajan	:	Director
Amit Mahajan	:	CFO Cum Whole Time Director

B. The following transactions were carried out with related parties in the ordinary course of business :-

(Rs. in Hundred)

31.03.2024	31.03.2023
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Balance of Short Term Borrowings

Amit Mahajan	486,186.94	486,186.94
R.C. Mahajan	71,310.09	71,310.09

Employee Benefits Exp

Company Secretary	0.00	300.00
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41 Fair Value of Financial Instruments

The management assessed that carrying values of trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors, other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair value of loans from banks and other financial liabilities are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities. The valuation requires management to use observable and unobservable inputs in the model, out of which the significant observable and unobservable inputs are disclosed below. Management regularly assesses a range of reasonably possible alternatives for those significant observable and unobservable inputs and determines their impact on the total fair value of loans from banks and other financial liabilities.

The fair value of the financial assets and liabilities is reported at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a liquidation or forced sale.

S R INDUSTRIES LIMITED

Notes to Financial Statements for the year ended 31 March 2024

Fair Value Hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) market prices in active markets for identical assets/ liabilities.

Level 2: Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

- 42 The Income Tax Authorities has raised the demand of Rs 1,44,79,671.00 (including accrued interest) for the Assessment year 2017-18 vide demand ref: no. 2018201737040266463C and for Rs 18,92,570.00 (including accrued interest) for Assessment Year 2018-19 vide demand ref: no. 2019201837063789773C for which no provision has been made in the books of accounts , as claim has not been filled by the Income Tax Authorities till the date of audit.
- 43 As there are no foreign currency payable at the end of the year and hence foreign currency exposure not hedged by derivative instruments or otherwise have been disclosed.
- 44 The inventories are taken as per records of the company. As there are no operations in the company during the year, the value of Inventories as were appearing as on 31.03.2023 are being taken as on 31.03.2024.
- 45 The accumulated losses of the company as on 31st March 2024 exceeds its Paid Up Capital & Free Reserves. Since the net worth of the company have become negative, it is a Sick Industrial Unit. In view of uncertainty, the financial statements of the company have been prepared on Going Concern Basis during the pendency of Insolvency & bankruptcy Proceedings.
- 46 **Earnings per share (EPS)**

The numerators and denominators used to calculate Basic and Diluted Earnings per share:

Particulars	Rs. In Hundred	
	Year Ended 31-Mar-24	Year Ended 31-Mar-23
Profit attributable to the Equity Shareholders–(A) (Rs)	(10,002.90)	(557,374.83)
Weighted average number of Equity Shares outstanding during the year (B)	19,673,500	19,673,500
Nominal value of Equity Shares (Rs)	10.00	10.00
Total Equity Share (B)	19,673,500	19,673,500
Basic Earnings per share(Rs) – (A)/(B)	(0.05)	(2.83)
Calculation of profit attributable to Shareholders		
Profit Before Tax	(10,002.90)	(558,445.15)
Income Tax	0.00	0.00
Income Tax / Deferred Tax Adjustment	0.00	(1,070.32)
Profit attributable to Shareholders	(10,002.90)	(557,374.83)

- 47 Previous year figures have been regrouped/ reclassified/ recalculated as and where the same were necessary. A Company undergoing Corporate Insolvency Resolution Process vide NCLT order under the IBC

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

Countersigned by:

Sd/-
(K.K.Gupta)
Partner

Sd/-
Rajender Kumar Jain
Resolution Professional
(Regd. No. IBB/PA-001/IP-
P00543/2017-18/10968)

Place : Delhi

Date : 06-12-2024

M.No.:087891