



ANNUAL REPORT

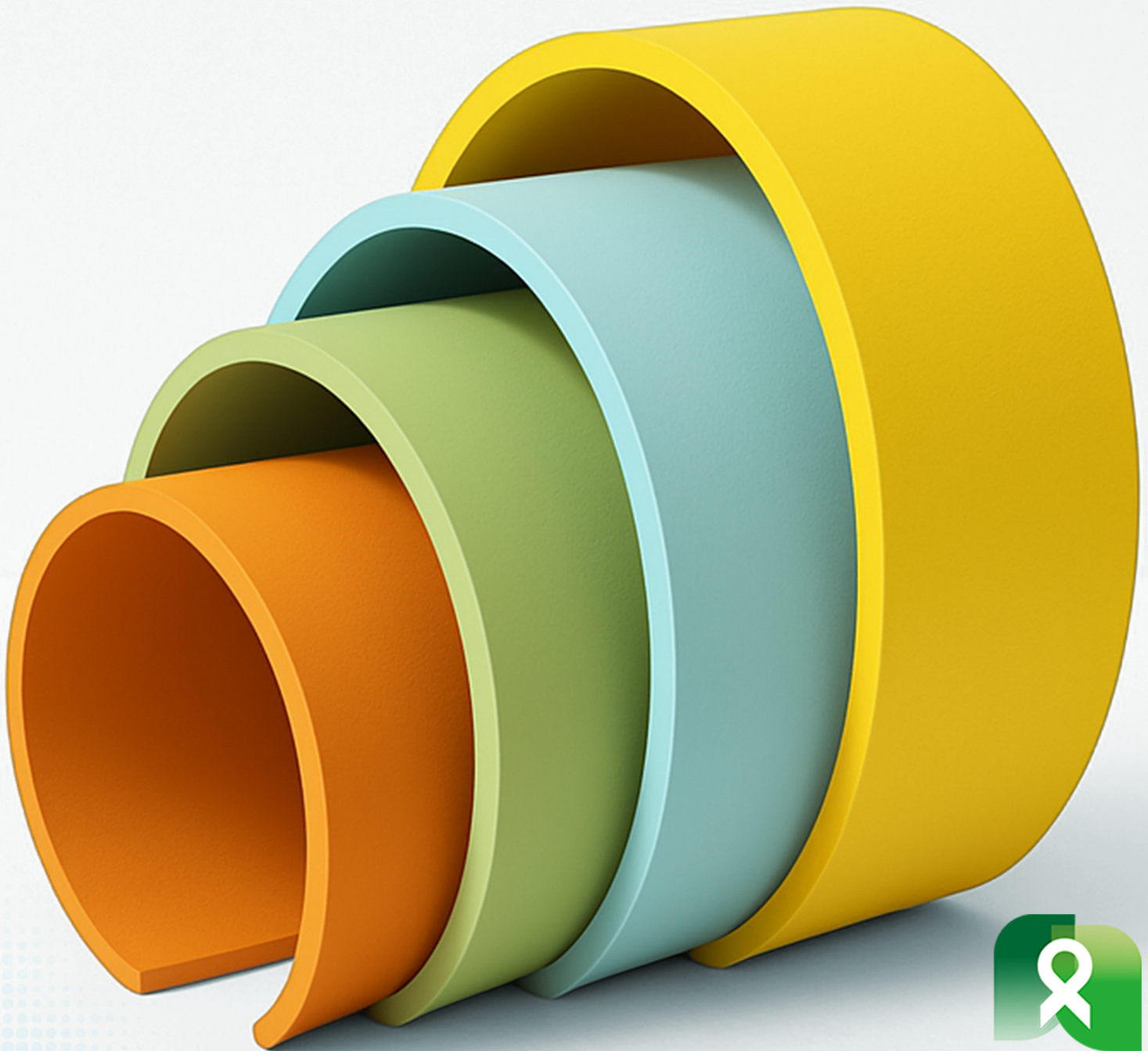
— 2025 —

DURLAX[®]
TOP SURFACE LTD.
LUXOR[®] | **HERONITEZ**[®]
ACRYLIC UV SOLID SURFACE | LUXURY SOLID SURFACE



Bend the Rules of Design

With Luxor's thermoformable surfaces, creativity knows no bounds.



SILICA-FREE
SURFACE
HEALTHY LIVING

At Durlax, success is not measured by numbers alone, but by the trust we build, the opportunities we create, and the positive impact we deliver to our stakeholders and the communities we serve.

With this purpose, we look forward to strengthening our foundation and achieving greater milestones in the year ahead.



Our project *Redefines* excellence.

CRAYON
Red-Hot RH-103



Antimicrobial
finish



Seamless
edges



UV
resistant



Fire
resistant

LUXOR[®]

ACRYLIC UV SOLID SURFACE

COOL COLOURS, WARM VIBES BRING
SUMMER TO LIFE WITH LUXOR.



+91 9137702122



www.durlax.com



info@durlaxindia.com



BOARD OF DIRECTORS

CHAIRMAN & MANAGING DIRECTOR

Mr. SHRAVAN SUTHAR

DIRECTORS

Mr. NARAYAN SAMANTRA

Mr. BHAVESH JAIN

Ms. PALAK JAIN

Mr. LALIT SUTHAR, Whole time Director

CHIEF FINANCIAL OFFICER

Ms. KALPANA M. NIKAM

COMPANY SECRETARY

Ms. KOMAL BIRLA

AUDITORS

M/s N K MITTAL & ASSOCIATES

SECRETARIAL AUDITOR

M/s RAHUL A. JAIN & CO.

BANKERS

PUNJAB NATIONAL BANK

AXIS BANK

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.

CORPORATE IDENTIFICATION NUMBER

L74999MH2010PLC202712

REGISTERED OFFICE

Unit No. 1601, 16th Floor,
Synergy Business Park Premises Co-op Society Ltd,
Bhd Virwani Industrial Estate, Sahakarwadi,
Off Vishweshwar Nagar Road, Goregaon (E), Mumbai - 400 063.
Tel.: (022) 61560 000

15TH ANNUAL GENERAL MEETING

On Thursday, the 25th September, 2025
at 12.30 P.M. through VC/OAVM

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About the company:

We are engaged in the business of manufacturing premium solid surface materials, catering to diverse applications across India through a robust distribution network of distributors and direct customers. Our products are also exported to international markets including the USA, Mexico, Dubai, Bahrain, Greece, and Nepal. We operate under three brands - **LUXOR®**, **ASPIRON®**, and **HERONITEZ™** - each offering a comprehensive range of high-quality solid surfaces designed to meet the evolving needs of our customers.



Luxor® used in Sikkim Museum

KEY EVENTS AND MILESTONES

Year	Key Events / Milestone / Achievements
2010	Incorporated Private Limited Company in style of 'Durlax Archtech Private Limited'
2011	Launch of our brand 'Luxor®' and 'Aspiron®'
2016	Our annual revenues from operations crossed ₹ 30 Crores for the first time
	Receipt of ISO 9001:2015 certification in respect of providing sourcing, trading and supply chain services
	Receipt of ISO 14001:2015 certification in respect of Manufacturer and Trader of various kinds of Solid Surfaces.
2017	Established State of the Art manufacturing unit at Vapi, Gujarat.
	Started commercial production
	First time exported our product under our own brand
2018	Our annual revenues from operations crossed ₹ 40 Crores for the first time
2023	Conversion of our company from Private Limited Company to Public Limited Company.
2024	Listed on NSE Emerge Platform
2025	2024–25 marked a defining year for Durlax. With the launch of Heronitez™ , we expanded our portfolio, while also achieving a historic milestone-crossing the ₹100 crore turnover benchmark for the first time and closing the year at ₹122.65 crore .



LUXOR®

ACRYLIC UV SOLID SURFACE



Aspeon - Party
PP-157

Refined surfaces for refined spaces!



+91 9137702122



www.durlax.com



info@durlaxindia.com

ACE TECH Exhibition Mumbai

14th November to 17th November 2024



LUXOR[®]

ACRYLIC UV SOLID SURFACE

The surface that sets
the standard.



PEBBLON-Cream PM-307



Our Factory at Vapi

We are proud to be Made in India, aligned with the country's Amrit Kaal vision for infrastructure, urbanization, and self-reliant manufacturing. As India's only manufacturer using German continuous casting technology, we offer unmatched quality, customization, and delivery speed — giving architects, developers, and institutions a compelling alternative to imports

Our Values & Goals

Guided by our mission to cross ₹1000 Cr revenue by FY30, we remain committed to:

- Becoming a Top 3 brand in India's premium surfaces space
- Expanding across all Indian states and 20 global markets
- Embedding ESG principles in every facet of product and process
- Building a high-performance culture that scales with ambition



BOWLING COMPETITION



Exhibitions and award



Winning the **Grand Stand Award** inspires us to keep raising the bar for exhibition excellence!

We're honoured to receive the **Grand Stand Award**. This recognition highlights our relentless pursuit of excellence and innovation in exhibition design. It's a celebration of hard work, creativity, and incredible support from our team and community. We're excited to continue raising the bar in every project we undertake.

DURLAX
TOP SURFACE LIMITED

Together, we transform

ace **ACE REFLECT**

Join us at the exhibition from

10th 11th 12th

May 2024

VISIT US

PUNE
AGRICULTURE COLLEGE GROUND

STALL NO. P-42

LUXOR **ASPIRON**

DURLAX
TOP SURFACE LIMITED

BIG 5 Construct Egypt

The most influential construction event in Egypt

25-27 JUNE 2024

Egypt International Exhibition Center Stand No- 2E21
11 AM - 7 PM

LUXOR **ASPIRON** **HERONITEZ**

Exhibitions and award

DURLAX®
TOP SURFACE LTD.
LUXOR | HERONITEZ

Experience Innovation
at **BIG 5 Construct Saudi**

Date - 24th - 27th Feb 2025
Stall No - 6 E89, Hall 6
Location - Saudi Arabia
Riyadh Front Exhibition & Conference Center located at ROSHN Front

Visit us to learn more about our **Acrylic solid surfaces** and how they redefine design.

DURLAX®
TOP SURFACE LTD.
LUXOR | HERONITEZ

DISCOVER INNOVATION
YOUR GATEWAY TO UNTAPPED POTENTIAL.

VISIT US :

ASD INTERIORS 2025

Stall No. 77/2 **Hall No. Pavillion B**

10th - 13th JAN 2025

Milan Mela Ground, Opp Science City, Kolkata.

DURLAX®
TOP SURFACE LIMITED

ace
ARCHITECTURE CONSTRUCTION ENGINEERING
TECH

YOU'RE INVITED!
DISCOVER, CONNECT,
AND BE INSPIRED.

JOIN US IN BENGALURU

18TH TO 20TH OCTOBER 2024 **HALL NO. 3 STALL NO. E-27**

BANGALORE INTERNATIONAL EXHIBITION CENTER (BIEC)

LUXOR® ASPIRON®
ACRYLIC SOLID SURFACES SOLID SURFACES

HERONITEZ
ACRYLIC SOLID SURFACES

SCAN TO REGISTER

DURLAX®
LUXOR | HERONITEZ

Experience Innovation
at **30 MosBuild**

The Future of **Acrylic solid surfaces** is here!
Visit us to know more.

Date - 1st - 4th April 2025
Stall No - F5030, Hall 6
Location - Russia
Crocus Expo Center, Moscow, Russia Pavilion 2

DURLAX®
TOP SURFACE LIMITED

BIG 5 Global

DUBAI

BIG 5 EXPO
THE FUTURE OF BUILDING INNOVATION STARTS HERE.

TOGETHER WE CONNECT, TOGETHER WE INNOVATE!

VISIT US AT:

DUBAI WORLD TRADE CENTRE
HALL : PAVILION HALL
BOOTH : PAV E62

26th TO 29th NOVEMBER 2024

HERONITEZ
ACRYLIC SOLID SURFACES

LUXOR® ASPIRON®
ACRYLIC SOLID SURFACES SOLID SURFACES

DURLAX®
TOP SURFACE LIMITED

BIG 5 Construct South Africa

See you at the largest construction event in South Africa!

4th to 6th June 2024

VISIT US!

Hall no. 2, Stand No- 445
Gallagher Convention Centre, Johannesburg, South Africa

SEE YOU THERE!

LUXOR® ASPIRON® HERONITEZ
ACRYLIC SOLID SURFACES SOLID SURFACES

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15TH (FIFTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF DURLAX TOP SURFACE PRIVATE LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 25, 2025 AT 12:30 P.M. (IST), THROUGH VIDEO CONFERENCING ("VC") /OTHER AUDIO-VISUAL MEANS("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the Financial Year ended 31st March, 2025:

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March, 2025 including the audited Balance Sheet as on March 31, 2025 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

"RESOLVED THAT the audited financial statements of the company comprising of the Balance Sheet as at March 31, 2025, the statement of Profit & Loss and the Cash Flow Statement for the year ended on that date together with the Notes forming part thereof and Annexures thereto alongwith the Report of the Board of Directors and Auditor's, thereon, be and is hereby approved and adopted."

2. Re-appointment of Director:

To appoint a director in place of Mr. Lalit Suthar (DIN: 02985324), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the company be, and is hereby accorded for re-appointment of Mr. Lalit Suthar (DIN: 02985324), as a Whole-time Director, to extent that he is required to retire by rotation."

SPECIAL BUSINESS:

3. Appointment of Cost Auditor's and Remuneration

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013, read with the applicable Rules, members of the Company hereby appoint M/s H. S. BAJAJ & Co., Cost Accountants (Firm Registration No. 100222) and the remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to M/s H. S. BAJAJ & Co., Cost Accountants (Firm Registration No. 100222), appointed as Cost Auditors of the Company for the Financial Year 2025-2026.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

4. INCREASE IN THE MANAGERIAL REMUNERATION LIMIT PAYABLE TO MR. SHRAVAN SUTHAR, MANAGING DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26:

To increase the managerial remuneration limit payable to Mr. Shravan Suthar (DIN: 02985316), Managing Director of the Company for the financial year 2025-26; and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the managerial remuneration

limit payable to Mr. Shravan Suthar (DIN: 02985316), Managing Director, for the FY 25-26 computed in the manner as laid down in Section 198 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification(s) or reenactment(s) thereof, or any other law and Article of Association of the Company and based on the recommended by the Nomination and Remuneration Committee of the Company, the consent of the shareholders be and is hereby accorded for revision in the remuneration paid to Mr. Shravan Suthar (DIN: 02985316), Managing Director of the Company from Rs. 36,00,000/- p.a. (Rupees Thirty Six Lakhs per annum) to Rs. 42,00,000/- p.a. (Rupees Forty Two Lakhs per annum) inclusive of perquisites with liberty to the Board of Directors (after referring and approving from the Nomination and Remuneration Committee) to alter and vary the conditions of the said remuneration payable in such a manner as may be agreed to between the Board and Mr. Shravan Suthar for the remaining period of his term, on the terms and conditions and remuneration set out by the Board.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby authorized severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

5. INCREASE IN THE MANAGERIAL REMUNERATION LIMIT PAYABLE TO MR. LALIT SUTHAR, WHOLE-TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26:

To increase the managerial remuneration limit payable to Mr. Lalit Suthar (DIN: 02985324), Whole-time Director of the Company for the financial year 2025-26; and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder and as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the managerial remuneration limit payable to Mr. Lalit Suthar (DIN: 02985324), Whole-time Director, for the FY 25-26 computed in the manner as laid down in Section 198 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification(s) or reenactment(s) thereof, or any other law and Article of Association of the Company and based on the recommended by the Nomination and Remuneration Committee of the Company, the consent of the shareholders be and is hereby accorded for revision in the remuneration paid to Mr. Lalit Suthar (DIN: 02985324), Whole-Time Director of the Company from Rs. 36,00,000/- p.a. (Rupees Thirty Six Lakhs per annum) to Rs. 42,00,000/- p.a. (Rupees Forty Two Lakhs per annum) inclusive of perquisites with liberty to the Board of Directors (after referring and approving from the Nomination and Remuneration Committee) to alter and vary the conditions of the said remuneration payable in such a manner as may be agreed to between the Board and Mr. Lalit Suthar remaining period of his term, on the terms and conditions and remuneration set out by the Board.

RESOLVED FURTHER THAT any Directors of the Company be and are hereby authorized severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

6. CREATION OF CHARGE

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

"RESOLVED THAT the consent of the members of the Durlax Top Surface Limited (the "Company") be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modifications or re-enactments thereof), to the Board of Directors of the Company ("Board") to transfer, sell, lease, assign, deliver or otherwise dispose off, mortgage and/or charge (in addition to the mortgages/charges previously created), in such form and manner and at such time and on such terms as the Board may determine, all the immovable and movable properties of the Company, wheresoever situate, present and future, or the whole or substantially the whole of the undertaking or undertakings of the Company and/or conferring power, to enter upon and to take possession of assets of the Company in certain events, to or in favour of corporate entities, banks, security trustee/debenture trustee, lenders' agent and/or financial institutions and/or multilateral agencies and/or other creditors (together referred to as the "Lenders") to secure the financial assistance provided and/or to be provided by them to the Company or any other body corporate, aggregating together with all interest, additional interest, default interest, further interest, principal amounts, premia on prepayment, any fee, costs, charges, expenses including any increase arising out of any devaluation/ fluctuations in the rate of currency exchange and all other monies whatsoever stipulated in or payable under their respective financing documents and any other agreements and amendments thereto that have or may be entered into by the Company or by such other body corporate or to secure any debenture issued/to be issued or otherwise to charge the assets of the Company for monies availed/to be availed by way of loans (in rupee currency and/or in foreign currency) and securities (comprising of fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured/unsecured premium notes and/or floating rates notes/bonds/fund based/non fund based limits/guarantee or other debt instruments), issued/to be issued by the Company or any other body corporate, from time to time, upto a sum not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lenders the documents for creating the aforesaid security interest, mortgage and/or the charge and to do all such acts deeds and things as may be necessary for giving effect to the above resolution."

7. BORROWING LIMITS

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

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013, other applicable provisions (including statutory modifications thereof), if any, the consent of the members of Durlax Top Surface Limited ("Company") be and is hereby accorded to the Board of Directors of the Company ("Board"), to borrow by way of loans/debentures (whether secured or unsecured)/bonds/deposits/fund based/non fund based limits/guarantee, any sum or sums of money, either in Indian or foreign currency, from time to time from banks and/or financial institutions and/or multilateral agencies and/or export import banks and/or other creditors, which together with the moneys already borrowed by the Company shall not exceed in the aggregate at any one time, Rs. 200 Crores (Rupees Two Hundred Crores Only), irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution."

8. LOANS TO DIRECTORS ETC.

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 185 and all other applicable provisions of the Companies Act, 2013 (the “Act”) and relevant Rules, as amended, and other applicable laws, if any, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”, which term shall be deemed to include any Committee of the Board or officer(s) authorised by the Board) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), up to a sum not exceeding Rs.200 Crores [Rupees Two Hundred Crore Only] at any point in time, in its absolute discretion deemed beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the Board is hereby authorised to negotiate, finalise, agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/agreements/papers/ writings for giving effect to this Resolution.

9. LOANS AND INVESTMENTS BY 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 Section 186 and other applicable provisions of the Companies Act 2013 (the “Act”) and relevant Rules, as amended, SEBI (LODR) Regulations 2015, Foreign Exchange Management Act, 1999 and other applicable laws, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company (“Board”, which term shall be deemed to include any Committee of the Board or officer(s) authorised by the Board); (a) to give any loan to any person or other body corporate; (b) to give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in its absolute discretion deemed beneficial and in the best interest of the Company, provided that the outstanding amount of aforesaid in aggregate shall not at any time exceed the limit of Rs. 200 Crores [Rupees Two Hundred Crore Only].

RESOLVED FURTHER THAT the Board is hereby authorised to negotiate, finalise, agree the terms and conditions of the aforesaid loan/guarantee/security/investments etc. and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/ agreements/papers/writings for giving effect to this Resolution.

By order of the Board of Directors
For **Durlax Top Surface Limited**

Sd/-

Komal Upendra Birla

Company Secretary and Compliance Officer

Registered Office:

Unit No. 1601, 16th Floor Synergy Business
Park Premises Coop Society Ltd,
Behind Virwani Industrial estate,
Shahakarwadi Off Vishweshwar Nagar Road,
Goregaon East, Mumbai - 400063

Place: **Mumbai**

Date : **August 29, 2025**

NOTES-FORMING PART OF THE NOTICE

1. In terms of General circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA'), the Annual General Meeting ('AGM') is being held through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the MCA Circulars, the AGM of the Company is being held through VC/OAVM on Thursday, September 25, 2025 at 12:30 P.M. (IST)
2. Details of the Directors seeking appointment /re-appointment in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards- 2 on General Meetings, as applicable are annexed to this notice.
3. Register of members and Share Transfer Books of the Company will remain closed from Friday, 19th September, 2025 to Thursday, 25th September, 2025 (both days inclusive) for annual closing.
4. In terms of the MCA Circulars, the physical attendance of the Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Institutional /Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) attending the meeting through VC/OAVM are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Compliance Officer by email through its registered email address to cs@durlaxindia.com with a copy marked to evoting@ndsl.co.in.
6. The company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. The Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.
7. In case of joint holders, the Member whose name appears as the first holders in the order of names as per the Register of Members of the company entitled to vote during the AGM.
8. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
9. Attention of the members is invited to the provisions of Section 124(6) of the Companies Act, 2013 with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 amended from time to time ("IEPF Rules"), which inter alia requires the Company to transfer the equity shares, on which the dividend has remained unpaid and unclaimed for a continuous period of seven years, to IEPF. The said Shares, once transferred to IEPF can be claimed after following due procedure prescribed under the IEPF Rules.
10. To register email address for all future correspondence and update the bank account details, please follow the below process Demat Holding: Please contact your DP and follow the process advised by your DP.
11. Since the AGM will be held through VC / OAVM, the Route Map does not form part of the Notice.
12. Members may note that the Notice and Annual Report will also be available on the Company's website <https://www.durlax.com/>, websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com, and on the website of NSDL, www.evoting.nsdl.com.
13. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM. Members can request the same by sending an email to cs@durlaxindia.com till the date of the AGM.

14. Members seeking any information with regards to Financial Statements or any matters to be placed at the AGM, are requested to write to the Company on or before September 19, 2025 through email at cs@durlaxindia.com. The same will be replied by the Company suitably.
15. Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request in advance at least seven days before the AGM to cs@durlaxindia.com. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities demat account number/ folio number, email id, mobile number to cs@durlaxindia.com in advance at least 7 days prior to meeting.
16. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the AGM once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
17. **Voting through Electronic Means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended) and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

The Members, whose names appear in the Register of Members /list of Beneficial Owners as on Thursday, September 18 are entitled to vote on the resolutions, set forth in this Notice. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the 'cut-off date' of Thursday, September 18, 2025. Any person holding shares in physical form and non- individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut- off date i.e. Thursday, September 18, 2025 may obtain the login ID and password by sending a request on cs@durlaxindia.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

Mr. Rahul A Jain, Proprietor of Rahul Jain & Co., Practicing Company Secretary (ICSI M. No. A42889 and Certificate of Practice No. 23684) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at AGM, in a fair and transparent manner and he has communicated willingness to be appointed and shall be available for the same purpose.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchange i.e., NSE Limited within two working days of conclusion of the AGM by the Company.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the NSE Portal (NEAPS).

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 15th Annual General Meeting i.e., Thursday, September 25, 2025.

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/

2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.durlax.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 22nd September, 2025 at 9:00 A.M. and ends on 24th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 18th September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 18th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 6. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 7. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrahulajain@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr Sagar S. Gudhate at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@durlaxindia.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@durlaxindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

1. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@durlaxindia.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3:**

The Board of Directors of the Company has, on the recommendation by the Audit Committee, appointed M/s H. S. BAJAJ & Co., Cost Accountants (Firm Registration No. 100222) as the Cost Auditors for the financial year 2025-2026 at a remuneration of Rs. 70,000/- (Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

As per Section 148 of the Companies Act, 2013 ("ACT") and applicable Rules thereunder, the turnover of the company being Rs. 100 crores and above for the financial year 2024-25, cost audit for the company would be applicable.

The Board considers the appointment and the remuneration payable to the Cost Auditors as fair and reasonable.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out at item no. 4 of the Notice, except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Ordinary Resolution, as set out at item no. 4 of the Notice, for approval of the members.

Item No. 4 & 5:

Increase in remuneration of Mr. Shravan Suthar the Managing Director & Mr. Lalit Suthar Whole-Time Director of the Company:

They both were appointed as the Managing Director and Whole-Time Director of the Company for a period of 5 years with effect from January 07, 2023. The appointment was approved by Members of the Company by way of Special resolution dated January 07, 2023 in the Extra Ordinary General Meeting. The Company has been paying remuneration to them in accordance with the provision of the Companies Act, 2013 and same has been approved by the Members of the Company by way of Special resolution in the Extra Ordinary General Meeting dated January 07, 2023 and subsequent increase in remuneration by way of Special resolution in the Annual General Meeting dated 16th September, 2024. They have been paid remuneration as per remuneration approved in AGM on 16th September, 2024 for the year 2024-25 till date.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 29, 2025, approved and accordingly recommends to the members an increase in the managerial remuneration in the ongoing term compared to previous year and hence thereby seeking Members consent to ratify the amount paid to both of them during the year 2025-26.

Based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company in their meeting held on August 29, 2025 it was proposed to increase the remuneration of Mr. Shravan Suthar from Rs. 36,00,000 lakhs per annum to Rs. 42,00,000 lakhs per annum for his remaining tenure and for Mr Lalit Suthar from Rs. 36,00,000 lakhs per annum to Rs. 42,00,000 lakhs per annum for his remaining tenure. Based on the resolution passed by the Nomination and Remuneration Committee and the Board of Directors at their meetings held on August 29, 2025, the said resolution is placed before the Members for their approval.

Additional information in respect of both the Directors, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

Except Mr. Shravan Suthar and Mr. Lalit Suthar and their relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution. Both Directors are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

The Board of Directors recommends the proposal and the resolution for approval of members of the Company, as set out at Item No. 04 & 05 of the Notice.

ANNEXURE TO NOTICE:
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

Pursuant to Secretarial Standard 2 issued by the Institute of Companies Secretaries of India

Name of Director	Mr. Shravan Suthar	Mr. Lalit Suthar
Category	Managing Director	Whole-Time Director
DIN	02985316	02985324
Date of Birth	15/12/1980	16/07/1984
Age	44	41
Qualification	Diploma in Construction Technology & certified course in interior design and decoration	Certified course in interior design and decoration
Date of First Appointment on the Board	03/05/2010	03/05/2010
Expertise in specific functional area	He has an experience of over 21 years in the field of Solid Surface Industry.	He has an experience of over 19 years in the field of Solid Surface Industry with respect to sales strategy, territory management and lead generation.
Terms & Conditions of Appointment/ Reappointment	As per the resolution at item No. 4 of the notice convening this meeting.	As per the resolution at item No. 5 of the notice convening this meeting, Mr. Lalit Suthar is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration last drawn	Rs. 36,00,000 p.a.	Rs. 36,00,000 p.a.
Remuneration proposed	Rs. 42,00,000 p.a.	Rs. 42,00,000 p.a.
Relationship with Directors/Key managerial Personnel	He is brother of Mr. Lalit L. Suthar – Whole-time Director	He is brother of Mr. Shravan L. Suthar – Managing Director
List of Companies in which directorship is held as on 31st March, 2025	2	1
Listed entities from which the Director has resigned from Directorship in last 3(three) years	NIL	NIL
No. of Meetings of the Board Attended during the year	11	11
No. of Shares held	6501399	1843129

Item No. 6:

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. Hence, it is proposed to seek a consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013

While arranging for the borrowings, the lenders will require security, including creation of charge on the assets and/or the whole of the undertakings of the Company. Accordingly, a Special resolution is proposed in terms of Section 180 (1) (a) of the Companies Act, 2013 at agenda item no. 6 to provide authority to the Board of Directors to create charge against property of the Company upto a sum not exceeding Rs 200 Crores (Rupees Two Hundred Crores only).

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

Item No. 7:

In terms of Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company by passing a Special Resolution.

In view of proposed new projects, businesses, it is proposed to increase the borrowing powers of the Board. Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserves i.e. up to Rs 200 Crores (Rupees Two Hundred Crores only) by passing a Special Resolution in terms of Section 180 (1) (c) of the Companies Act, 2013, proposed at agenda item no. 7.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

Item No. 8:

In terms of Section 185 of the Companies Act, 2013 (Act) provides that a company may advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a Special Resolution is passed by the Members of the company in general meeting.

In view of the above, a Special Resolution is proposed at agenda Item No. 8, which is an enabling resolution to authorize the Board of Directors for providing such loan, guarantee or security upto a sum not exceeding Rs 200 Crores (Rupees Two Hundred Crore only).

None of the Directors, Key Managerial Personnel and/or their relatives of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

The Board of Directors recommend the resolution set out at Item No. 8 of the accompanying Notice for the approval of the Members.

Item No. 9:

In terms of Section 186 of the Companies Act 2013 (the Act), inter alia, provides that no company shall directly or indirectly (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; (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more, except with previous approval of members by a Special resolution.

In view of the above, a Special Resolution is proposed at agenda Item No. 9, which is an enabling resolution to authorize the Board of Directors to give any loan, to give any guarantee, to provide security or to acquire securities of any other body corporate upto a sum not exceeding Rs 200 Crores (Rupees Two Hundred Crore only).

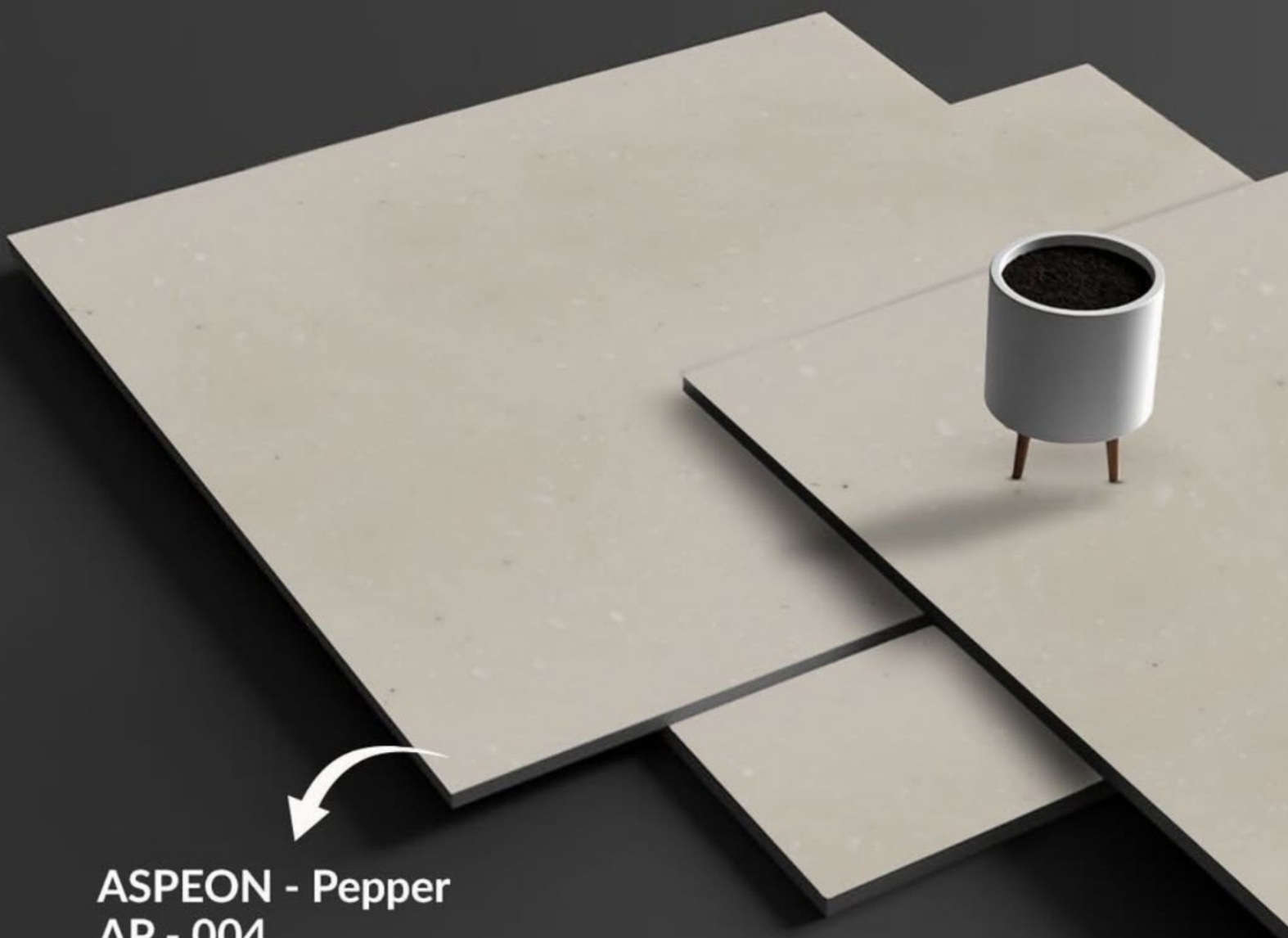
None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

The Board of Directors recommend the resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

By order of the Board of Directors
For **Durlax Top Surface Limited**

Sd/-
Komal Upendra Birla
Company Secretary and Compliance Officer

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DIRECTORS' REPORT

- 1) Your Directors are pleased to present the Fifteenth (15th) Annual Report together with the Audited Financial Statements for the year ended 31st March, 2025.



Left is Mr. Lalit Suthar - Sales Director
and Right is
Mr. Shravan Suthar - Managing Director

2) <u>Financial Results</u>	For the year ended on 31.3.2025 (Rs. in lacs)	For the year ended on 31.3.2024 (Rs. in lacs)
Revenue from Operations	12,265.25	9076.42
Other Income	216.76	7.51
Total Revenue	12,482.01	9083.93
Less: Interest	374.54	378.59
: Depreciation	245.43	223.77
: Other Expenses	10,865.32	7972.90
: Prior period expense	0.00	96.40
Profit before Tax	996.72	412.28
Less: Current Tax	259.35	13.00
: Deferred Tax	-12.29	-0.06
Profit after Tax	749.66	399.34
EPS	4.79	3.21

3) **DIVIDEND:**

Your Directors have retained the reserves and surplus as they have plans for expansion and diversification of Business. The Company is in the growth stage and so it is better to retain its Reserves and Surplus and reinvest to support the expansion and diversification plans.

4) **OPERATIONAL HIGHLIGHTS:**

The Company earned operational income of Rs.12,265.25 lacs compared to Rs. 9076.42 lacs for the previous year. The other income is Rs. 216.76 lacs compared to Rs. 7.51 lacs in the previous year. The revenue increased by 35% during the year.

5) **CHANGES IN THE NATURE OF BUSINESS, IF ANY:**

During the year the Company is in the business of manufacturing solid surface material. There is no change in nature of the business of the Company. The Company has its registered office at Mumbai.

6) **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as under:

(A) Conservation of energy:

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

- (i) The Company has taken all effective steps to conserve the energy by installing latest equipment's for conservation of energy. As a stand-by arrangement in case of no supply of electricity, the Company has installed generator set.
- (ii) The cumulative effect of the Energy conversations steps taken by the Company has considerably reduced the consumption of Energy and saved the cost.

(iii) The Company's per unit consumption of Electricity is as follows:

Particulars	2024-25	2023-24
Total Units Consumed	509145	581187
Total amount of Electricity consumed	49,48,888/-	Rs. 58,70,691/-

(B) Technology absorption:

- (i) Efforts, in brief, made towards technology absorption. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.: During the year, the Company has not taken any technical knowhow from anyone and hence not applicable.
- (ii) Expenditure incurred on Research and Development:

The Company has not incurred any expenditure on research and development.

(C) Foreign exchange earnings and Outgo:

Particulars	Amt (in Rs.)
Foreign Exchange earned in terms of actual inflows during the year	1,66,67,839
Foreign Exchange outgo during the year in terms of actual outflows	1,40,15,978

7) RISK MANAGEMENT POLICY:

The Company has a structured Risk Management policy. The Risk Management process is designed to safeguard the organization from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are integrated with the management process such that they receive the necessary consideration during decision making.

8) CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions of Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2013 is not applicable to the Company.

9) PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Details of loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review are given in the notes to financial statements.

10) RELATED PARTY TRANSACTIONS:

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions during the year, which may have potential conflict with the interest of the company at large. The details of the transactions with the related parties are disclosed in the notes to Financial Statements.

11) DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Rules framed thereunder, Mr. LALIT LAXMICHAND SUTHAR (holding DIN: 02985324) Whole Time Director of the Company retire by rotation at the forthcoming Annual General Meeting and he being eligible, offers himself for reappointment.

Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

1. Mr. Shravan Suthar, Managing Director (DIN: 02985316)
2. Mr. Lalit Suthar, Whole Time Director (DIN: 02985324)
3. Ms. Kalpana Nikam, Chief Financial Officer
4. Ms. Komal Upendra Birla, Company Secretary

Independent Directors

1. Mr. Narayan Uttam Samantra (DIN: 09798498)
2. Mr. Bhavesh Rajendra Jain (DIN: 10745884)
3. Ms. Palak Jain (DIN: 09182098)

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried the evaluation of its own performance, Individual Directors, its Committees, including the Chairman of the Board on the basis of attendance, contribution and various criteria as recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its committees, experience and expertise, performance of specific duties and obligations etc were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

The performance of each of the non-independent directors (including the Chairman) was also evaluated by the Independent Directors at the separate meeting held of Independent Directors of the Company.

REMUNERATION POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for Determining, Qualifications, Positive Attributes and Independence of a Director and also a Policy for remuneration of Directors, Key managerial Personnel and senior management.

DECLARATION BY INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

12) NUMBER OF MEETING OF BOARD OF DIRECTORS:

During the year 11 (Eleven) Board Meetings and were convened and held on 20/05/2024, 07/06/2024, 11/06/2024, 18/06/2024, 21/06/2024, 26/06/2024, 22/07/2024, 22/08/2024, 13/11/2024, 30/01/2025 and 28/02/2025. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Name of the Director	Category of the Director	No of Board Meeting Attended
Mr. SHRAVAN SUTHAR	Managing Director	11/11
Mr. LALIT SUTHAR	Whole-time Director	11/11
Mr. NARAYAN SAMANTRA	Independent Director	11/11
Ms. PALAK JAIN	Independent Director	4/4
Mr. BHAVESH JAIN	Independent Director	4/4

Independent Directors Meeting was held on 22nd August, 2024 in the Financial year 2024-25 wherein all the above three Independent Directors were present.

Disclosure on the compliance of Secretarial Standards:

The Directors confirm to the best of their knowledge and belief that the Company has complied with the applicable provisions of Secretarial Standards on the Meeting of the Board of Directors issued by the Institute of Company Secretaries of India.

13) AUDIT COMMITTEE:

During the year, the Audit Committee met 4 (Four) times on 29/05/2024, 22/08/2024, 13/11/2024 and 30/01/2025. The Board has accepted all recommendations of Audit Committee and accordingly, no disclosure is required to be made in respect of non-acceptance of any recommendation of the Audit Committee by the Board.

Name of the Director	Position in the Committee	Category of Director	No of Meeting Attended
Mr. NARAYAN SAMANTRA	Chairman	Non-Executive Independent Director	4/4
Ms. PALAK JAIN (Appointed w.e.f 22.08.2024)	Member	Non-Executive Independent Director	3/3
Mr. SHRAVAN SUTHAR	Member	Managing Director	4/4
Ms. ROXY TENIWAL (Resigned w.e.f 22.08.2024)	Member	Non-Executive Independent Director	3/3

14) **SHAREHOLDERS RELATIONSHIP COMMITTEE:**

The Committee, inter alia, started overseeing and reviewing all matters connected with the shares and looks into shareholders complaints.

During the year, the Shareholders Relationship Committee met 4 (Four) times on 29/05/2024, 22/08/2024, 13/11/2024 and 30/01/2025.

Name of the Director	Position in the Committee	Category of Director	No of Meeting Attended
Mr. NARAYAN SAMANTRA	Chairman	Non-Executive Independent Director	4/4
Ms. PALAK JAIN (Appointed w.e.f 22.08.2024)	Member	Non-Executive Independent Director	3/3
Mr. BHAVESH JAIN (Appointed w.e.f 22.08.2024)	Member	Non-Executive Independent Director	3/3
Ms. ROXY TENIWAL (Resigned w.e.f 22.08.2024)	Member	Non-Executive Independent Director	2/2
Mr. ABHISHEK BANSAL (Resigned w.e.f 22.08.2024)	Member	Non-Executive Independent Director	2/2

15) **NOMINATION AND REMUNERATION COMMITTEE:**

The Committee met only once on 22/08/2024 during the year.

Name of the Director	Position in the Committee	Category of Director	No of Meeting Attended
Mr. NARAYAN SAMANTRA	Chairman	Non-Executive Independent Director	1/1
Ms. PALAK JAIN (Appointed w.e.f 22.08.2024)	Member	Non-Executive Independent Director	1/1
Mr. BHAVESH JAIN (Appointed w.e.f 22.08.2024)	Member	Non-Executive Independent Director	1/1
Ms. ROXY TENIWAL (Resigned w.e.f 22.08.2024)	Member	Non-Executive Independent Director	1/1
Mr. ABHISHEK BANSAL (Resigned w.e.f 22.08.2024)	Member	Non-Executive Independent Director	1/1

16) DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down 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.

17) ANNUAL RETURN:

The Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is placed at the website of the Company.

18) SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company.

19) DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

20) AUDITORS:**♦ STATUTORY AUDITORS:**

M/s N K Mittal & Associates., Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company at the 13th Annual General Meeting of the Company to hold office till Eighteenth Annual General Meeting to be held in the year 2028. As required under Listing Regulations, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

♦ SECRETARIAL AUDIT:

M/s. Rahul Jain & Co., Practicing Company Secretaries, was appointed as Secretarial Auditors of the Company for the financial year 2024-25 pursuant to the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in prescribed form MR-3 is attached as Annexure II to this Report.

21) OBSERVATION OF AUDITORS:

There are no qualifications, reservations or adverse remarks made by the Auditors. The other observations of the auditors are self-explanatory and do not call for further information.

22) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal management of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company.

The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

23) **SHARES:**

a. **BUY BACK OF SECURITIES:**

The Company has not bought back any of its securities during the year under review.

b. **SWEAT EQUITY:**

The Company has not issued any Sweat Equity Shares during the year under review.

c. **BONUS SHARES:**

The Company has not issued any Bonus Shares during the year under review.

d. **EMPLOYEES STOCK OPTION PLAN:**

The Company has not provided any Stock Option Scheme to the employees.

e. **FRESH ISSUE OF SHARES:**

The Company vide Prospectus dated June 11, 2024 issued below securities via Initial Public Offering and on June 26, 2024 the Company's Securities were listed on NSE Emerge Platform.

INITIAL PUBLIC OFFER OF 60,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF DURLAX TOP SURFACE LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹ 68 PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 58 PER EQUITY SHARE) ("OFFER PRICE").

24) **CORPORATE GOVERNANCE REPORT:**

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to SME listed Company notified by Securities and Exchange Board of India vide notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015, hence the same has not been annexed to the Board's Report.

25) **MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report is appended as Annexure - I to this Report.

26) **PARTICULARS OF EMPLOYEES:**

The ratio remuneration of each director Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i. Company Your Directors Remuneration (including commission and variable pay) to the median remuneration of the employees of your company for the year 2024-25 was as under:

Name of Director	Designation	Ratio of remuneration of each Director to the Median employee's Remuneration
Mr. Shravan Suthar	Managing Director	20.39
Mr. Lalit Suthar	Whole Time Director	20.39

- ii. The percentage increase in the remuneration of each director, Chief Executive Officer, Chief Financial Officer and Company Secretary, if any in the financial year:

Name	Designation	Increase/(Decrease) (%)
Mr. Shravan Suthar	Managing Director	20
Mr. Lalit Suthar	Whole Time Director	100
Ms. Kalpana Nikam	Chief Financial Officer	No Change
Ms. Komal Birla	Company Secretary	No Change

- iii. The percentage decrease in the median remuneration of employees in the financial year: **6.72%**
- iv. The number of permanent employees on the rolls of the Company as on 31.03.2025: **77**
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: **10% increase in salaries of some of the Employees and 20% to 100% increase in Managerial Remuneration of Directors during F.Y. 2024-25.**
- vi. Affirmation that the remuneration is as per the remuneration policy of the company. The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through the compensation package, the company endeavours to attract, retain, develop and motivate high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay: **The Company affirms that the remuneration is as per remuneration policy of the Company.**
- vii. Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with reference to remuneration of employees in excess of the limits prescribed – **None of the employees were in receipt of remuneration above 8 lakh 50 thousand per month or Rs. One crore Two lakhs per annum and above.**

27) COST AUDIT:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 dated 31/12/2014, the activity of our Company falls under Non-regulated sectors and hence, cost audit is not applicable to the Company for the Financial Year 2024-25.

28) MATERIAL CHANGES AND COMMITMENT IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR TILL THE DATE OF THE REPORT:

Since the closure of the last Financial Year i.e., since March 31, 2024, the Company vide Prospectus dated June 11, 2024 issued its securities via Initial Public Offering and the Company got listed on NSE Emerge stock exchange on June 26, 2024. Therefore, the Company now being a Listed Company the Financial Position of the Company is varied.

29) HUMAN RESOURCES:

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance. During the year, Company has adopted Human Rights Policy Statement to express Company's commitment to do business with ethical values and embrace practices that supports human rights, and labour laws on a continuous basis. During the Lockdown period caused by the global pandemic, Company promptly responded and adopted the Work from Home Policy and ensured timely payment of monthly remuneration to its employees. After the initiation of operations, proper care is taken to provide safe and healthy work environment to employees by providing regular health checkups, thermal screening and regular sanitization of work place.

30) POLICY RELATING TO ANTI SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has placed a Policy to treat women employees with dignity and no discrimination against them plus zero tolerance toward any sexual abuse – to abide by letter and spirit requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules there under and redressal of complaints of sexual harassment at work place. All employees (permanent, contractual, temporary, trainees) are supposed to adhere to the conduct themselves as prescribed in this policy.

During the year under review, details are as follows:

Particulars	Number of complaints
Number of complaints of sexual harassment received in the year	0
Number of complaints disposed off during the year	0
Number of cases pending for more than ninety days	0

31) DETAILS OF SIGNIFICANT & MATERIAL ORDERS IMPACTING THE GOING CONCERN STATUS/ COMPANY'S OPERATIONS IN FUTURE:

No significant, material orders have been passed by the regulators or courts or tribunals impacting the going concern status of the Company or Company's operations in future.

32) PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading pursuant to new SEBI (Prohibition & Insider Trading) Regulation 2015 in place of SEBI (Prohibition & Insider Trading) Regulation 1992 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the 'Trading Window' is closed. The Board is responsible for implementation of the Code. All Directors and the designated employees have confirmed compliance with the Code.

33) COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

34) DETAILS OF APPLICATION UNDER THE IBC, 2016 DURING THE YEAR ALONG WITH THEIR STATUS:

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016.

35) DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OF FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of loans taken from Banks and Financial Institutions.

36) CAUTIONARY STATEMENT:

Statements in these reports describing company's projection statements, expectations and hopes are forward looking statements. Though, these are based on reasonable assumption, the actual results may differ.

37) ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

Shravan Suthar
Managing Director
DIN: 02985316

Lalit Suthar
Whole-time Director
DIN: 02985324

Mumbai, 13th May, 2025

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MANAGEMENT DISCUSSION AND ANALYSIS REPORT

For the Financial Year Ended March 31, 2025

1. Economic and Industry Overview

FY 2024–25 saw India's real GDP grow **6.5%**, with **Construction up 9.4%** and **Financial, Real Estate & Professional Services up 7.2%**, supporting fit-out demand in our end markets. Globally, the IMF's **April-2025 WEO** projects growth to **slow to 2.8% in 2025** (from 3.3% in the January update), reflecting tighter financial conditions and trade tensions. These dynamics create a resilient domestic base for Durlax even as global momentum moderates.

Acrylic solid surfaces continue to gain share across residential, commercial and institutional settings. Reputable estimates size the **global market at ~US\$1.87 bn (2023)**, projected to **~US\$3.23 bn by 2033 (~5.6% CAGR)**, driven by demand for **seamless, non-porous** materials with high cleanability and design flexibility. This hygiene focus aligns with **NSF/ANSI 51** requirements for food-contact materials, and sustainability-minded specifications increasingly seek **low-emitting materials (e.g., UL GREENGUARD Gold)**—a direction of travel that benefits high-quality acrylic surfaces.

Domestic demand remains strong: **~4.59 lakh homes sold in 2024** across the top-7 cities (ANAROCK), and **office leasing hit a record 48.9 mn sq ft in H1-2025** (Knight Frank), both signaling robust fit-out cycles in which solid surfaces are specified for corporate, hospitality, healthcare and public infrastructure projects. Industry estimates place the **India acrylic solid surface market at ~US\$140–145 mn in 2025**, with a **~7–8% CAGR** outlook, indicating a growing addressable base for Durlax. In line with green-building preferences, our **Luxor Acrylic UV Solid Surface is listed on the GRIHA product registry (valid 17 May 2024 – 16 May 2026)**, supporting project compliance with domestic low-emitting criteria.

In March 2025, the Government of India imposed a five-year anti-dumping duty on imports of *Acrylic Solid Surfaces* from China, following DGTR's final findings (F. No. 06/06/2023-DGTR, 26 Dec 2024) that concluded dumped imports caused material injury to the domestic industry; the measure (Notification No. 07/2025-Customs (ADD)) covers specified tariff items (including 3506 99 99, 39205111/19/99, 39206390, 39219039, 39269069) and prescribes a rate of up to USD 0.18/kg (with a NIL rate for one named producer), thereby leveling the playing field for Indian manufacturers.

2. Company Overview and FY 2024-25 Performance

Durlax Top Surface Ltd., a listed entity since June 2024, continues to build a strong brand-led presence in the engineered surface market through our flagship brands **Luxor®** and **Heronite™**. With our manufacturing base in Vapi, Gujarat, Durlax specializes in high-quality decorative solid surfaces and adhesives catering to a wide variety of design needs.

During FY 2024–25, our Company achieved a **revenue of ₹122.65 crores**, reflecting significant growth over the previous year. Of this, **exports contributed ₹17 crores**, marking a milestone in our international business journey. The Company is targeting **₹25 crores in export revenue for FY 2025–26**, with focused efforts in **Middle East, Europe, and the United States**.

Our profitability also improved significantly:

- EBITDA increased to **₹14.00 crores** from **₹11.04 crores** in FY24
- PAT margin improved to **6.12%**, up from **4.40%** in the previous year

Our credit rating of **ACUTE BBB- / A3** with a stable outlook reinforces confidence in our financial prudence.

3. Growth Drivers and Strategic Initiatives

Expanding Export Horizons

Durlax has laid a solid foundation for international growth. Our active participation in **Big 5 exhibitions across Dubai, Saudi Arabia, South Africa, and Egypt** has significantly improved brand visibility. Strategic sales partnerships are being established globally to facilitate efficient last-mile delivery and market penetration.

Domestic Strength and Market Presence

Durlax products are installed at **25+ airports**, among them **Goa (MOPA), Ahmedabad, Trichy, Kolkata, Lucknow, Bhubaneswar, Guwahati, Bagdogra, Vizag (GMR), and Chennai (Phase II)**, with a growing presence at **international hubs** including **Mumbai International, Kathmandu International, and Maldives International**. Beyond aviation, our participation in **Kartavya Bhavan 3**—the first of the ten **Common Central Secretariat** buildings—underscores premium institutional acceptance: the project uses **Luxor Acrylic UV Solid Surface** for key **exterior** features and for **all washroom and cafeteria counters**, highlighting our reliability for high-traffic, hygiene-critical applications.

Channel and Digital Outreach

We maintain an active presence on **Instagram (@durlax.official)** and other digital platforms to engage design professionals and end consumers. Brand awareness has been boosted via curated experiences like **bowling competition with leading architects and interior designers**, aimed at relationship-building and sustained engagement.

We are also strengthening **online sales channels** and planning a more structured **digital outreach strategy** in FY 2025–26, including dedicated online sales teams.

Application Growth Across Verticals

Rising awareness around hygiene, aesthetics, and sustainability has led to increased adoption of acrylic solid surfaces in **healthcare, education, hospitality, and infrastructure** sectors. Our product versatility and customization capabilities uniquely position us to cater to these evolving needs.

4. Human Capital and Organizational Focus

At Durlax, we firmly believe that our **people will fuel our next phase of growth**. In FY 2025–26, we rolled out a **structured incentive plan**, directly linked to performance and designed to reward the **right sales behaviors**. The goal is to create a results-oriented culture driven by accountability, ownership, and growth.

To support our aggressive targets, we are **scaling up hiring across departments** with a focus on quality, attitude, and long-term fit. A significant portion of our investment in FY 2025–26 will be towards **Human Resource development**, training, and retention to build a future-ready organization.

5. Risks and Mitigation

- **Working Capital Intensity:** Inventory and receivable cycles remain high due to SKU diversity. This is being addressed through analytics-led stock optimization and faster cash collection practices.
- **Raw Material Price and Forex Risk:** With raw materials constituting ~79% of sales and 13% business from exports, price and forex fluctuations are being mitigated via vendor negotiation, supply chain diversification, and improved operating margins.
- **Competitive Landscape:** While the market is fragmented, our brand strength, superior finishes, and reliability give us a competitive edge.

6. Outlook for FY 2025–26

We enter FY 2025–26 with strong momentum. Our **export target of ₹25 crores**, coupled with deeper brand penetration, digital expansion, and people-focused strategies, position us well for sustainable growth. We will continue investing in **process innovation, technology, and customer relationships** to deliver long-term value to all stakeholders.

The solid surface industry is at the cusp of exponential growth — and Durlax is ready to lead it.

For and on behalf of the Board of Directors
Durlax Top Surface Ltd.

Date: May 13, 2025

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info@durlaxindia.com

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

To,
The Members,

DURLAX TOP SURFACE LIMITED

Unit No 1601 16th Floor, Synergy Business Park,
Premises Coop Society, Ltd Bhd Virwani Industrial,
Estate Sahakarwadi Off, Vishweshwar Nagar
Road, Goregaon East, Goregaon East, Mumbai,
Maharashtra, India, 400063

CIN: L74999MH2010PLC202712

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DURLAX TOP SURFACE LIMITED** (CIN: L74999MH2010PLC202712) having its registered office at Unit No 1601 16th Floor, Synergy Business Park, Premises Coop Society, Ltd Bhd Virwani Industrial, Estate Sahakarwadi Off, Vishweshwar Nagar Road, Goregaon East, Goregaon East, Mumbai, Maharashtra, India, 400063 (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2025 (hereinafter referred to as ("the audit period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner, and subject to the reporting made hereinafter.

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

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii. The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
 - e) The Securities and Exchange Board of India (Issue and listing of Non-convertible Securities) Regulations, 2021
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi. Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading companies, the following laws/acts are also, inter alia, applicable to the Company:
- a) The Water (Prevention and Control of Pollution) Act, 1974;
 - b) The Air (Prevention and Control of Pollution) Act, 1981
 - c) The Environment (Protection) Act, 1986 and rules thereunder;
 - d) The Petroleum Act, 1934 and the Petroleum Rules, 2002;
 - e) The Legal Metrology Act, 2009 and rules made thereunder;
 - f) The Hazardous and other Wastes (Management and Transboundary Movement) Rules, 2016
 - g) Standards of Weights and Measures Act, 1976

We have also examined compliance with the applicable Secretarial Standards with regard to meetings of the Board of Directors (SS-1), General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

We further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the Meeting.

As per the minutes of the Board Meetings duly recorded and signed by the Chairman, the decisions at the Meetings were unanimous and no dissenting views have been recorded.

We further report that

Based on the information provided and representations made by the Company, there were adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that

We further report that during the period under review, the Company has passed the following special resolutions:

1. To increase overall managerial remuneration payable from 11% of the net profits of the company.
2. Increase in the managerial remuneration limit payable to Mr. Shravan Suthar, Managing Director of the company, in excess of 5% of the net profits of the company for the Financial Year 2024-25

3. Increase in the managerial remuneration limit payable to Mr. Lalit Suthar, Whole-time Director of the company, in excess of 5% of the net profits of the company for the Financial Year 2024-25

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

For Rahul A. Jain & Co.

Rahul A. Jain

Company Secretary in Practice

ACS 42889

CP No.23684

Peer review no: 5691/2024

UDIN: A042889G000363825

Place: Thane

Date: 13th May, 2025

‘Annexure - A’

To,
The Members,
DURLAX TOP SURFACE LIMITED

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

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company like, Income Tax, GST, Customs, etc.
4. Wherever required, we have obtained the Management representations about the compliance of applicable 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 the Management in terms of Section 134 (5) (f) of the Companies Act, 2013. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Thane
Date: 13th May, 2025

For Rahul A. Jain & Co.
Rahul A. Jain
Company Secretary in Practice
ACS 42889
CP No.23684
Peer review no: 5691/2024
UDIN: A042889G000363825

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INDEPENDENT AUDITOR'S REPORT

To the Members of
Durlax Top Surface Limited
(Formerly known as Durlax India Private Limited)

Report on the Audit of the Financial Statements

Opinion:

We have audited the Financial Statements of Durlax Top Surface Limited (Formerly known as Durlax India Private Limited) ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of profit and loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Other Information:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, 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 in the audit or otherwise appears to be materially misstated.

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

Responsibilities of Management and those charged with Governance for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the 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, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of 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 basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is included in "Annexure A" to this auditor's report. Such description forms integral part of this report.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is given as per **Annexure "B"**.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, is given as per **Annexure "C"**
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position as on 31st March, 2025.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The management has represented that, to the best of its 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 otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- v. The management has represented, that, to the best of its 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
- vi. Based on our audit procedures, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) and (v) contain any material mis-statements
- vii. The company has not declared or paid any dividend during the year.
- viii. Based on our examination which included test checks, the company has used accounting software's for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the respective software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.
- ix. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act. During the year company has paid remuneration in excess of the limits prescribed under section 197 with the approval of the members by passing ordinary resolution at the AGM dated 16th September 2024. The MCA has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

N K Mittal & Associates

Chartered Accountants

Firm Registration Number: 113281W

CA (Dr.) N K Mittal

Partner

Membership No. 046785

UDIN: 25046785BMIHUD5264

Place: Mumbai

Date: 13th May, 2025

Annexure A to Independent Auditor's report:

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.
- 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.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Annexure B” to the Independent Auditor’s Report

Referred to in paragraph 9 of the Independent Auditor’s Report of even date to the members of **Durlax Top Surface Limited (Formerly Known as Durlax India Private Limited)** on the financial statement as of and for the period ended 31st March 2025.

- (1) (a) (A) In our Opinion and according to the information given to us, the company is maintaining proper records showing full particulars, including quantitative details and situation of its Property, Plant & Equipment.
- (B) The Company is maintaining proper records showing full particulars of intangible assets.
- (b) In our Opinion and according to the information given to us, the Property, Plant & Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- (c) In our Opinion and according to the information given to us and on the basis of our examination of the records of the Company, the company does not hold any immovable property during the year, hence 3(i) (c) is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- (2) (a) According to the information given to us, the inventories have been physically verified by the management during the current year at reasonable intervals. Discrepancies noticed on physical verification of Inventories as compared to book records were not materials and have been properly dealt with in the books of accounts.
- (b) The Company has been sanctioned working capital limits in excess of INR 5 Crore in aggregate from the bank during any point of time of the year on the basis of security of stocks and book debts.
- (3) According to the information and explanations given to us and on the basis of our examination of the records, the Company has made investments and has granted loans or advances in the nature of loans, unsecured, to other parties during the year, in respect of which the requisite information is as below. The Company has not made any investments and has not granted any loans or advances in the nature of loans, unsecured, to companies, firms or limited liability partnerships during the year. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured, to companies, firms, limited liability partnerships or any other parties during the year.
 - (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not given any loans or advances in the nature of loans or stood guarantee or provided security to subsidiaries. The Company does not hold any investment in any joint ventures or associates.
 - (b) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has given unsecured loans and unsecured advances in the nature of loans to parties other than subsidiaries as listed below. The Company has not stood guarantee or provided security to parties other than subsidiaries.

(₹ in lacs)

Particulars	Advances in the nature of loans
Aggregate amount granted/ provided during the year	
- Related	0.00
- Others	2.86
Balance outstanding as at balance sheet date in respect of such cases	
- All Parties	14.27

- c) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investments made, and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided to the related party of the Company are not prejudicial to the Company's interest.
- d) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that in respect of the interest free loans and advances in the nature of loans given, the schedule of repayment of principal have not been stipulated and the repayments or receipts have been regular.
- d) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that no amount is overdue for more than ninety days except for amounts of ₹ 13.98 lakhs details of which are given hereunder.

(₹ in lacs)

No of Cases	Principal overdues	Interest overdues	Total overdues	Remarks, if any
03	13.98	-	13.98	Principal
Total	13.98	-	13.98	

- e) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f) According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, except as under:

Particulars	All Parties	Promoters	Related Party
Aggregate amount of loans/ advances in nature of Loans	-	-	-
- Repayable on demands (A)	14.27	-	-
Aggregate does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	14.27	-	-
Percentage of Loans/ advances	100%	-	-

- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (5) In our Opinion and according to the information and explanation given to us, the company has not accepted any deposit from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013.
- (6) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act.

In respect of Company Products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (7) (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has been generally regular in depositing undisputed statutory dues, including Income-tax, Service tax, Cess and other material statutory dues, as applicable, with the appropriate authorities. As explained to us, the company did not have any dues on account of Provident fund, ESIC, Sales Tax, Custom Duty and excise duty.

According to the information and explanation given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31st, 2025 for a period of more than six months from the date on when they become payable.

Name of Statute	Nature of Dues	Amount (INR in lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	1647.79	FY 2017-18	Commissioner of Income Tax Appeal
Goods and Service Tax Act, 2017	GST	1133.57	FY 2017-18	Commissioner of GST (Appeal)
Goods and Service Tax Act, 2017	GST	164.50	FY 2018-19	Commissioner of GST (Appeal)

- (8) According to the information and explanations given to us and to the best of our knowledge and belief there are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (9) a) As per the information and explanation given to us and based on examination of records of the company, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) In our opinion and according to the information and explanations given to us, the Company has applied the term loans for the purpose for which the loans were obtained.
- d) According to the information and explanations given to us, and the audit procedures performed by us, and on an overall examination of the Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- e) According to the information and explanations given to us and on an overall examination of the Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and audit procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (10) a) According to the records of the company examined by us and as per the information and explanations given to us, the Company has raised money by way of initial public offer during the year.
- b) As per the information and explanation given to us and based on examination of records of the company, the company The Company has made an Initial Public Offer (IPO) of 60,00,000 (Fresh Issue : 42,00,000 & Offer for Sale (OFS) : 18,00,000) number of Equity Shares of face value of Rs. 10/- each fully paid up for cash at a price of Rs. 68/- each (including share premium of Rs. 58/- each). The equity shares of the Company got listed on NSE Emerge platform on June 26, 2024.
- 11) a) As per the information and explanation given to us and based on examination of records of the company, no fraud by the company nor any fraud on the company has been noticed or reported during the year.
- b) As per the information and explanation given to us and based on examination of records of the company, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with Central Government.
- c) As per the information and explanation given to us and based on examination of records of the company, no whistle- bower complaints have been received

- 12) As per the information and explanation given to us and based on examination of records of the company, the Company is not a Nidhi Company hence, reporting under clause xii of the Order not applicable.
- 13) As per the information and explanation given to us and based on examination of records of the company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where ever applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.
- 14) As per section 138 of Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, Company has an internal auditor system commensurate with its size and nature of its business. We have considered the internal audit report of the company issued till date for the period under audit.
- 15) As per the information and explanation given to us and based on examination of records of the company, the company has not entered into any non-cash transactions with Directors nor persons connected with them. The provisions of section 192 of Companies Act have been complied.
- 16) a) In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) a, b and c of the Order is not applicable.
- b) In our opinion, there is no core investment company within the group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- 17) The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.) There has been no resignation of the Statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- 19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) a) As per the information and explanation given to us and based on examination of records of the company, Schedule VII to the Companies Act is not applicable to the Company.
- b) As per the information and explanation given to us and based on examination of records of the company, subsection (5) and sub-section (6) of section 135 of the Companies Act are not applicable to the Company.
- 21) In our opinion and according to the information and explanations given to us, the company does not have investments in subsidiaries/ associates or joint venture companies. Accordingly, paragraph 3(xxi) of the Order is not applicable.

For N K Mittal & Associates

Chartered Accountants

Firm Registration Number: 113281W

CA (Dr.) N K Mittal

(Partner)

Membership Number: 046785

UDIN: 25046785BMIHUD5264

Place: Mumbai

Date : 13th May, 2025

ANNEXURE “C” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements section of our report to the Members of **Durlax Top Surface Limited** (formerly known as Durlax India Private Limited) of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Durlax Top Surface Limited** (Formerly Known as Durlax India Private Limited) (the “Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the standards on auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal financial 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 ICAI.

For N K Mittal & Associates

Chartered Accountants

Firm's Registration Number: 113281W

CA (Dr.) N K Mittal

(Partner)

Membership Number: 046785

UDIN: 25046785BMIHUD5264

Place: Mumbai

Date: 13th May, 2025

BALANCE SHEET AS AT 31ST MARCH, 2025

(₹ in Lakhs)

Particulars	Note No.	As at 31 March, 2025	As at 31 March, 2024
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2	1,662.77	1,242.77
(b) Reserves and surplus	3	4,105.65	919.99
(c) Money received against share warrants			
		5,768.42	2,162.76
2 Share application money pending allotment			
3 Non-current liabilities			
(a) Long-term borrowings	4	667.11	2,070.88
(b) Deferred tax liabilities (net)	5	62.56	74.86
(c) Other long-term liabilities	6	-	-
(d) Long-term provisions	7	-	-
		729.67	2,145.74
4 Current liabilities			
(a) Short-term borrowings	8	3,916.56	3,999.83
(b) Trade payables	9	821.39	2,141.07
(c) Other current liabilities	10	110.53	92.79
(d) Short-term provisions	11	131.37	11.32
		4,979.85	6,245.01
		11,477.93	10,553.51
II ASSETS			
1 Non-current assets			
(a) Property, Plant and equipments & Intangible Assets	12		
(i) Property, Plant and equipments		1,839.43	2,032.94
(ii) Intangible assets		2.03	1.99
(iii) Fixed assets held for sale			
		1,841.47	2,034.93
(b) Non-current investments	13	-	47.52
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	14	25.86	12.85
(e) Other non-current assets	15	382.14	75.72
		408.00	136.09
2 Current assets			
(a) Current investments	16	47.52	-
(b) Inventories	17	4,993.90	4,930.31
(c) Trade receivables	18	3,503.40	3,008.77
(d) Cash and Bank Balance	19	115.38	122.60
(e) Short-term loans and advances	20	14.27	13.96
(f) Other current assets	21	554.00	306.84
		9,228.46	8,382.48
		11,477.93	10,553.51
See accompanying notes forming part of the financial statements	1 to 38		

In terms of our report attached.

For N K Mittal & Associates

Chartered Accountants

Firm Registration Number: 113281W

CA (Dr.) N K Mittal

Partner

Membership Number: 046785

For Durlax Top Surface Limited
Shravan Suthar

Managing Director

DIN : 02985316

Kalpna Joshi

Chief Financial Officer

Lalit Suthar

Whole Time Director

DIN : 02985324

Komal Birla

Company Secretary

Place : Mumbai

Date : 13th May, 2025

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars		Note No.	For the year ended 30 March, 2025	For the year ended 31 March, 2024
I	Revenue from operations (gross)	22	12,265.25	9,076.42
II	Other income	23	216.76	7.51
III	Total revenue (I + II)		12,482.01	9,083.93
IV	Expenses			
	(a) Cost of materials consumed	24	9,803.38	7,447.64
	(b) Purchases of stock-in-trade		-	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-13.21	-329.54
	(d) Employee benefits expense	25	231.30	169.79
	(e) Finance costs	26	374.54	378.59
	(f) Depreciation and amortisation expense	12	245.43	223.77
	(g) Other expenses	27	843.85	685.01
	Total expenses		11,485.29	8,575.26
V	Profit / (Loss) before Prior Period items (III - IV)		996.72	508.68
VI	Prior Period Depreciation Item		-	96.40
VII	Profit / (Loss) before Exceptional and extraordinary items and tax (V - VI)		996.72	412.28
VIII	Exceptional and Extraordinary items			
IX	Profit / (Loss) before tax (VII - VIII)		996.72	412.28
X	Tax expense:			
	(a) Current tax		259.35	13.00
	(b) Deferred tax		-12.29	-0.06
XI	Profit / (Loss) from continuing operations (IX - X)		749.66	399.34
XII	Profit / (Loss) from discontinuing operations (before tax)			
XIII	Tax expense of discontinuing operations			
XIV	Profit / (Loss) from discontinuing operations (after tax) (XII - XIII)		-	-
XV	Profit / (Loss) for the year (XI + XIV)		749.66	399.34
XVI	Earnings per equity share:			
	(1) Basic	28	4.79	3.21
	(2) Diluted		4.79	3.21

In terms of our report attached.

For N K Mittal & Associates

Chartered Accountants

Firm Registration Number: 113281W

CA (Dr.) N K Mittal

Partner

Membership Number: 046785

For Durlax Top Surface Limited
Shravan Suthar

Managing Director

DIN : 02985316

Kalpana Joshi

Chief Financial Officer

Lalit Suthar

Whole Time Director

DIN : 02985324

Komal Birla

Company Secretary

Place : Mumbai

Date : 13th May, 2025

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2025

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before taxes	996.72	412.28
Adjustment for:		
Add: Depreciation & Amortizations	245.43	320.17
Add: Interest Expenses	335.04	336.03
Operating Profit before Working capital changes	1,577.19	1,068.48
Adjustments for:		
(Increase)/ Decrease in Trade Receivable	-494.63	-1,421.51
(Increase)/ Decrease in Short Term Loans & Advances & Other Current Assets	-247.47	-201.05
(Increase)/ Decrease in Long Term Loans & Advances	-13.00	-
(Increase)/ Decrease in Other Non-Current Assets	4.50	4.40
(Increase)/ Decrease in Inventories	-63.59	-1,082.10
Increase/ (Decrease) in Other Current Liabilities	17.74	-82.81
Increase/ (Decrease) in Short Term Provisions	-	-
Increase/ (Decrease) in Long Term Liability	-	-3.17
Increase/ (Decrease) in Trade Payables	-1,319.68	58.97
Cash Generated from/used in Operations	-538.94	-1,658.79
Direct Taxes paid	-139.31	-1.68
Net Cash Flow from Operating Activities (A)	-678.25	-1,660.47
CASH FLOW FROM INVESTING ACTIVITIES		
Sale / (Purchase) of Property, Plant & Equipment (Including Capital goods)	-51.96	-311.32
(Increase)/ Decrease in Fixed Deposit	-301.60	-24.30
(Increase)/ Decrease in Current Investments	47.52	-
(Increase)/ Decrease in Non Current Investments	-47.52	-47.52
Net Cash Flow from Investing Activities (B)	-353.57	-383.14
CASH FLOW FROM FINANCING ACTIVITIES		
Shares Issue	420.00	2.70
Securities Premium on shares	2,436.00	5.40
Increase/ (Decrease) in Short Term Borrowings	-83.27	2,041.80
Increase/ (Decrease) in Long Term Borrowings	-1,403.77	337.97
Interest paid	-335.04	-336.03
Net Cash Flow from Financing Activities (C)	1,033.92	2,051.84
Net Increase / (Decrease) in Cash & Cash Equivalents	2.10	8.23
Cash and cash equivalents at the beginning of the year / Period	12.20	3.97
Cash and cash equivalents at the end of the year/ Period	14.29	12.20

In terms of our report attached.

For N K Mittal & Associates

Chartered Accountants

Firm Registration Number: 113281W

CA (Dr.) N K Mittal

Partner

Membership Number: 046785

For Durlax Top Surface Limited
Shravan Suthar

Managing Director

DIN : 02985316

Kalpana Joshi

Chief Financial Officer

Lalit Suthar

Whole Time Director

DIN : 02985324

Komal Birla

Company Secretary

Place : Mumbai

Date : 13th May, 2025

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)**1 Company Background**

Durlax Top Surface Private Limited (the 'Company') previously known as Durlax India Private Limited was incorporated on 03rd May 2010 as a private limited company under the Companies Act, 1956. The Company is engaged in the business of Trading & Manufacturing Solid Surface Sheet. The Company has been converted into a public limited company on 29th March, 2023.

2 Summary of Significant Accounting Policies**A. Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 (as amended) and Companies (Accounts Standards) Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

B. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management of the Company to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized. Significant estimates used by management in the preparation of these financial statements includes estimates of the economic useful lives of property, plant and equipment.

C. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be easily measured.

Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership are transferred to the buyer, there is no continuing management involvement with the goods, the amount of revenue can be measured reliably, recovery of the consideration is probable and the associated costs and possible return of goods can be estimated reliably. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns, value added tax, GST and applicable trade discounts and allowances, but inclusive of excise duty. Revenue includes shipping and handling costs billed to the customer.

Export entitlements

Export entitlements from government authorities are recognized in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Other Income

Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

D. Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost of an asset comprises of its purchase price and direct cost attributable to bringing the asset to its present condition for its intended use and borrowing cost on qualifying assets.

Leasehold improvements are depreciated on a straight line basis over the period of lease.

Advances paid towards acquisition of property, plant and equipment, outstanding at each balance sheet date are disclosed as capital advances.

The Management estimates the useful lives of the assets as per the indicative useful life prescribed in Schedule II to the Companies Act, 2013.

Block of assets	Estimated useful lives (years)	
	By management	Per schedule II
Building	40	30
Plant & Machinery	25	25
Office Equipment	5	5
Computers	3	3
Vehicles	8	8
Furniture and fixtures	10	10

E. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset are capitalized as part of the cost of that asset till the date of capitalization of qualifying asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

F. Foreign currency transactions

Transactions denominated in foreign currencies are recorded at the exchange rates closely prevailing on the date of the transaction. At the year-end, all the monetary assets and liabilities denominated in foreign currencies are restated into rupee equivalents at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All exchange differences arising on such restatements are reflected in the Statement of Profit and Loss.

G. Earnings per share

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

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

H. Employee benefits

- The Company contributes to the statutory provident fund of the Regional Provident Fund Commissioner, in accordance with the Employees' Provident Fund and Miscellaneous Provision Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.
- Gratuity is a post employment benefit and is a defined benefit plan. The liability recognized in the Balance Sheet represents the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets (if any), together with adjustments for unrecognized past

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

service costs. The Company's obligation in respect of the plan is provided for based on actuarial valuation carried out as at the Balance Sheet date by an independent actuary using the projected unit credit method. Actuarial gain or loss arising from experience adjustments and changes in actuarial assumptions are credited or charged to the Statement of Profit and Loss in the year in which such gain or loss arise.

- (iii) All short term employee benefits are recorded as expenses. Short term employee benefits including salaries, non monetary benefits (such as medical care).

I. Tax expense

Tax expense comprises current tax and deferred tax at the applicable enacted or substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period. Tax liability has been computed being higher of Minimum Alternate Tax (MAT) and tax under normal provisions of Income-tax Act. MAT credit are being recognized that there is convincing evidence that the Company will pay normal tax. The excess tax paid under MAT provisions being over and above regular tax liability can be carried forward for a period of ten years from the year of recognition and is available for set off against future tax liabilities computed under regular tax provisions. Deferred tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originates in one period and is capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

J. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturity of three months or less.

K. Impairment

At each Balance Sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication of impairment based on internal or external factors. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the Statement of Profit and Loss.

L. Leases

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Lease rentals in respect of assets taken under operating leases are charged to statement of profit and loss on a straight line basis over the lease term unless other systematic basis is more representative of the time pattern of the benefit.

M. Contingent liabilities

The Company creates a provision where there is a present obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Contingent Liabilities which are not recorded in the Financial Statements are as under:

- a) The Company has imported Plant & Machinery under EPCG Scheme for which the company has legal obligation to export goods within Six year from date of licenses, the details of licenses are as follows:

Sr. No.	Date of Issue of License	License No	Amount of Goods to be exported in USD	Amount of Goods to be Exported in INR @ 85.58	Amount of duty to be paid
1	28-10-2016	0330045650*	1,635,320.00	139,950,686	18,452,971
	TOTAL			139,950,686	18,452,971

**The company has obtained an extension from DGFT for fulfilling its export obligation, now extended until 28.04.2026.*

If the company is not able to comply with this export obligation then the company shall be liable to pay custome duty of Rs. 1,84,52,971/-

In respect of EPCG License Nos. 330046421 dated 19.01.2017 and 330047328 dated 08.06.2017, the Company has fulfilled the export obligation and submitted the closure applications to the DGFT. However, as of the date of approval of the financial statements (May 13, 2025), the final closure letters are awaited. Accordingly, in the absence of official confirmation from DGFT, the corresponding amount has been disclosed as a contingent liability to the tune of Rs. 85,69,301/-

The company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of Rs. 73,69,200/- to obtain this Bank Guarantee the company has offered fixed deposit with PNB to the tune of Rs. 18,43,050/-.

- b) The Company has imported Raw Material under Advance Licenses Scheme and is under a legal obligation to export goods within Eighteen Months from the date of license, however the company was not able to fulfil these export obligations, hence the company has made an application to the concerned authority to extent time period to enable it to fulfil the export obligations. This application is not yet decided upon by the concern authority. The details of aforesaid advanced licenses are as follows:

Sr. No.	Date of Issue of License	License No	Amount of Goods to be exported in USD	Amount of Goods to be Exported in INR @ 85.58	Amount of duty to be paid
1	10-04-2017	0310812402	245,000.00	20,967,100	3,909,966
2	27-07-2017	0310814878	700,000.00	59,906,000	7,805,696
	TOTAL			80,873,100	11,715,662

If the company is not able to comply with this export obligation then the company shall be liable to pay custom duty of Rs. 1,17,15,662/-

The Company has taken Bank Guarantee from Punjab National Bank in favor of DGFT to the tune of Rs. 32,72,000/- to obtain this Bank Guarantee the company has provided fixed deposit with PNB to the tune of Rs. 10,33,000/- as collateral security.

- c) The Company has not taken any Group Gratuity Policy or made any provision for likely Gratuity Liabilities which may arise in future.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

- d) A potential tax liability of INR 1,647.79 lakhs may arise for the Financial Year 2017–18, in connection with the appeal filed before the Commissioner of Income Tax (Appeals) [CIT(A)]. The appeal is currently pending for disposal.
- e) A potential tax liability of INR 1,133.57 lakhs may arise for the Financial Year 2017–18, in connection with the appeal filed before the Commissioner of GST (Appeals) [Comm.(A)]. The appeal is currently pending for disposal.
- f) A potential tax liability of INR 164.50 lakhs may arise for the Financial Year 2018-19, in connection with the appeal filed before the Commissioner of GST (Appeals) [Comm.(A)]. The appeal is currently pending for disposal.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
Note 2 Share Capital

(₹ in Lakhs)

Sl. No.	Particulars	31-Mar-25 Rs.	31-Mar-24 Rs.
1	Share Capital		
a	Authorised	2,000.00	2,000.00
b	Issued, Subscribed and Paid Up		
	Equity Shares		
	1,66,27,701 Equity Shares of Rs. 10 each/-, Fully Paid Up	1,662.77	1,242.77
	Previous Year 1,24,00,701 Shares of Rs.10/- each.		
	TOTAL	1,662.77	1,242.77
c	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period		
	Equity Shares of Rs 10/- Each, Fully paid up	31-Mar-25	31-Mar-24
		No.	Amount (Rs.)
	At the Beginning of the year	12,427,701	124,277,010
	Issued during the period – IPO Issue	4,200,000	42,000,000
	Issued during the period – sweat equity		-
	Issued during the year		27,000
	At the end of the year	16,627,701	166,277,010
d	Terms/ Rights attached to Equity Shares (eg.Dividend rights, Voting Rights)		
	The Company has only one class of equity shares having a par value of Rs.10/- Per share with voting rights as to dividend and voting. Each Holder of equity shares is entitled to one vote per share.		
	During the year ended 31st March 2025, no dividend is declared. (Previous year - Nil)		
	The Company has made an Initial Public Offer (IPO) of 60,00,000 (Fresh Issue : 42,00,000 & Offer for Sale (OFS) : 18,00,000) number of Equity Shares of face value of Rs. 10/- each fully paid up for cash at a price of Rs. 68/- each (including share premium of Rs. 58/- each). The equity shares of the Company got listed on NSE Emerge platform on June 26, 2024.		
	In the event of Liquidation of the Company, after distribution of all preferential payments, the holders of equity shares will be entitled to receive the remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.		
e	Details of Shareholder holding more than 5% shares of the company:		
	Equity Shares of Rs. 10/- each Held By	31-Mar-25	31-Mar-24
		No	% Holding in the Class
	Shravan Suthar	6,501,399	39.10%
	Lalit Suthar	1,813,129	10.90%
	Pankaj Suthar	826,893	4.97%
	Laxmichand Suthar	894,280	5.38%
	Total	10,035,701	60.36%
	The above information is as per register of share holders / members.		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

f)	Shareholding of promoters and promoters group			
a)	As on 31-03-2025			
	Promoter's name	No. of shares	% of total	% change
			Shares	during year
	Shravan Suthar	6,501,399	39.10%	-27.70%
	Lalit Suthar	1,813,129	10.90%	-3.69%
	Pankaj Suthar	826,893	4.97%	-1.68%
	Laxmichand Suthar	894,280	5.38%	-1.82%
	Total	10,035,701	60.36%	-34.88%
b)	As on 31-03-2024			
	Promoter's name	No. of shares	% of total	% change
			Shares	during year
	Shravan Suthar	8,301,399	66.80%	-0.15%
	Lalit Suthar	1,813,129	14.59%	-0.03%
	Pankaj Suthar	826,893	6.65%	-0.01%
	Laxmichand Suthar	894,280	7.20%	-0.02%
	Total	11,835,701	95.24%	-0.21%

Note 3 Reserves and surplus

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Security premium		
Balance at the beginning of the year	200.16	194.76
Addition during the year	2,436.00	5.40
Utilisation during the year	-	-
Balance at the end of the year	2,636.16	200.16
(b) Share Application Money		
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	719.83	320.50
Add: Profit / (Loss) for the year	749.66	399.34
Others		
Closing balance	1,469.49	719.83
Total	4,105.65	919.99

Note 4 Long-Term Borrowings

(₹ in Lakhs)

Particulars	Non current portion	
	As at 31st March, 2025	As at 31st March, 2024
Secured Loan		
(a) Term loan		
Term Loan	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	Non current portion	
	As at 31st March, 2025	As at 31st March, 2024
(b) Secured Loan From Bank		
Term Loan	330.09	360.65
Vehicle Loan	-	-
Unsecured loans		
From Directors	90.37	1,095.95
From Director's Relative	223.87	296.37
From Body Corporates	6.58	247.14
From Banks and FI	16.19	70.78
	667.11	2,070.88

Secured loan

- The Company has availed machinery term loan facility of INR 54.86 lakhs at the ROI of 9.50% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, Security Deposit of Rs. 16.46 lakhs @ 8.50% and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI Repayment of INR 1.15 lakhs
- The Company has availed machinery term loan facility of INR 206.00 lakhs at the ROI of 11.00% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, Security Deposit of Rs. 20.60 lacs @ 7.50% and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI Repayment of INR 4.48 lakhs
- The Company has availed term loan facility of INR 300.00 lakhs at the ROI of 11.75% for 3 years from Tata Capital against the lien of Fixed Deposit of Rs. 150.00 lakhs and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI Repayment of 36 Months.

Unsecured Loans

- Received from Directors & Directors Relative to the company. The terms and conditions of repayment of principal and payment of interest are not specified. Hence, the same is considered as long-term and interest-free.
- Business unsecured loan from Ambit Finvest Private Limited of INR 50.00 lakhs at the ROI 16.00% for 3 years repayable in EMI of 1.75 lakhs
- Business unsecured loan from HDFC Bank Limited of INR 35.15 lakhs at the ROI 15.00% for 3 years repayable in EMI of 1.21 lakhs
- Business unsecured loan from Hero Fincorp Limited of INR 30.15 lakhs at the ROI 17.00% for 3 years repayable in EMI of 1.08 lakhs
- Other loans repositing interest rate at the 9.00%

The company has not defaulted on repayment of secured/ unsecured loans and interest during the year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

Note 5 Deferred Tax Liability

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
At the beginning of the Accounting Period	74.86	74.92
Add : Addition or reversal	-12.29	-0.06
Less : Deletion or reversal	-	-
Total	62.56	74.86

Note 6 Other long-term liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Security Deposit considered good	-	-
Total	-	-

Note 7 Long-term provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Provision for employee benefits:		
There are no provisions for employee benefits for current year.	-	-
Total	-	-

Note 8 Short-term borrowings

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Loans repayable on demand		
<u>From Banks- Secured</u>		
Bank Overdraft	2,946.55	3,036.40
Letter of Credit	598.50	662.86
Other Loan repayable within year (Secured and Unsecured)	371.51	300.57
Total	3,916.56	3,999.83

Secured loan

- 1) The Company has availed Medium term working capital facility of INR 1100.00 lakhs at the ROI of 9.85% from Punjab National Bank against the Hypothecation of Stock & Books Debts and Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar and Mr. Pankaj Suthar.
- 2) The Company has availed Medium term working capital facility of INR 1900.00 lakhs at the ROI of 9.25% from Axis Bank Ltd against the Hypothecation of entire Current assets & pari Pasu on Land, Building, Plant & Machinery, Office Premises no 301 & Shop No 01 and 02 and Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar and Mr. Pankaj Suthar.
- 3) The Company has availed Letter of Credit facility of INR 730.00 lakhs in the form Cash Margin FDR @ 15% from Punjab National Bank against Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar and Mr. Pankaj Suthar.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

- 4) The Company has availed term loan facility of INR 323.00 lakhs at the ROI of 9.85% from Punjab National Bank against the charge on Plant & Machinery, Factory Land & Building and Personal Guarantee by Mr. Shravan Suthar, Mr. Lalit Suthar, Mr. Laxmichand Suthar and Mr. Pankaj Suthar against the repayment of INR 46.14 lakhs Quarterly.
- 5) The Company has availed machinery term loan facility of INR 54.86 lakhs at the ROI of 9.50% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, Security Deposit of Rs. 16.46 lakhs @ 8.50% and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI Repayment of INR 1.15 lakhs
- 6) The Company has availed machinery term loan facility of INR 206.00 lakhs at the ROI of 11.00% for 5 years from Mahindra & Mahindra Financial Services Limited against the charge on Plant & Machinery, Security Deposit of Rs. 20.60 lacs @ 7.50% and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI Repayment of INR 4.48 lakhs
- 7) The Company has availed term loan facility of INR 300.00 lakhs at the ROI of 11.75% for 3 years from Tata Capital against the lien of Fixed Deposit of Rs. 150.00 lakhs and Personal Guarantee by Mr. Shravan Suthar and Mr. Lalit Suthar against the EMI Repayment of 36 Months.

Unsecured loan

- 1) Business unsecured loan from Deutsche Bank of INR 39.7 lakhs at the ROI 17.00% for 5 years repayable in EMI of 1.42 lakhs
- 2) Business unsecured loan from Ambit Finvest Private Limited of INR 50.00 lakhs at the ROI 16.00% for 3 years repayable in EMI of 1.75 lakhs
- 3) Business unsecured loan from HDFC Bank Limited of INR 35.15 lakhs at the ROI 15.00% for 3 years repayable in EMI of 1.21 lakhs
- 4) Business unsecured loan from Hero Fincorp Limited of INR 30.15 lakhs at the ROI 17.00% for 3 years repayable in EMI of 1.08 lakhs

The company has not defaulted on repayment of secured/ unsecured loans and interest during the year.

Note 9 Trade payables

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) MSME *		
Less than 1 year		
1 to 2 Years		
2 to 3 Years		
More than 3 years		
(b) Disputed dues - MSME*		
Less than 1 year		
1 to 2 Years		
2 to 3 Years		
More than 3 years		
c) Others		
Less than 1 year	814.32	2,097.19
1 to 2 Years	7.08	43.88
2 to 3 Years		
More than 3 years		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
d) Disputed dues - Others		
Less than 1 year		
1 to 2 Years		
2 to 3 Years		
More than 3 years		
Total	821.39	2,141.07

(*Refer Note No 34)

Note 10 Other current liabilities

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advance From Customers	59.75	37.64
Employee Related Payables	20.20	18.27
Statutory Liabilities	14.82	20.30
Other Payables	15.75	16.59
Total	110.53	92.79

Note 11 Short-term provisions

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Provisions for expenses	-	-
(b) Provision For Taxation	131.37	11.32
Total	131.37	11.32

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
12. PROPERTY, PLANT AND EQUIPMENTS & INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	PROPERTY, PLANT AND EQUIPMENTS						INTANGIBLE		Total
	Building	Computers	Motor Vehicle	Plant & Machinery	Furniture and Electrical Fittings	Trade Mark & software			
COST OR VALUATION									
At 31 March 2023	863.09	46.94	49.59	2,547.39	229.28	0.95		3,737.23	
Additions		1.19	12.85	295.33	-	1.95		311.32	
Disposals								-	
Other adjustments								-	
At 31 March 2024	863.09	48.13	62.43	2,842.72	229.28	2.90		4,048.55	
Additions	-	1.04	-	50.30	-	0.63		51.96	
Disposals									
Other adjustments									
At 31 March 2025	863.09	49.17	62.43	2,893.02	229.28	3.53		4,100.52	
DEPRECIATION									
At 31 March 2023	208.96	42.76	47.11	1,246.12	148.05	0.46		1,693.45	
Charge for the year	120.67	2.10	4.31	148.98	43.66	0.45		320.17	
Disposals								-	
Other adjustments								-	
At 31 March 2024	329.63	44.86	51.42	1,395.10	191.71	0.91		2,013.62	
Charge for the year	39.46	1.25	3.35	191.81	8.96	0.59		245.43	
Disposals									
Other adjustments									
At 31 March 2025	369.09	46.11	54.77	1,586.92	200.67	1.49		2,259.05	
NET BLOCK - Property, Plant & Equipments									
At 31 March 2024	533.46	3.28	11.02	1,447.62	37.57	-		2,032.94	
At 31 March 2025	494.00	3.06	7.66	1,306.10	28.61	-		1,839.43	
NET BLOCK - Intangible assets									
At 31 March 2024	-	-	-	-	-	1.99		1.99	
At 31 March 2025	-	-	-	-	-	2.03		2.03	

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
Note 13 Non-current investments

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Non Trade, Unquoted (Value at Cost, unless stated otherwise) 4752 Shares (PY: Nil) of Rs. 1000 each of the Mumbai District Central Co-Op Bank Ltd, Mumbai	-	47.52
Total	-	47.52

Note 14 Long-term loans and advances

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Security Deposits considered good*	25.86	12.85
Total	25.86	12.85

* Security deposit represents utility, fixed deposit under CST given in the normal course of business realisable after twelve months from the reporting period.

Note 15 Other non-current assets

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Pre operative expenses	18.13	22.63
MAT Credit	-	-
Fixed Deposits	364.01	53.09
Total	382.14	75.72

Note 16 Current investments

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
4752 Shares (PY: Nil) of Rs. 1000 each of the Mumbai District Central Co-Op Bank Ltd, Mumbai	47.52	-
Total	47.52	-

Note 17 Inventories
(At lower of cost and net realisable value)

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Raw materials	1,623.51	1,573.13
(b) Work-in-progress	844.50	795.76
(c) Finished goods	2,491.22	2,521.71
(d) Recyclable Stock	34.66	39.71
Total	4,993.90	4,930.31

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
Note 18 Trade receivables

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Undisputed, considered good		
Less than 6 months	3,187.85	2,905.64
6 months and 1 Year	242.80	54.52
1 to 2 Years	72.75	48.61
2 to 3 Years	-	-
More than 3 years		
(A)	3,503.40	3,008.77
b) Undisputed, considered doubtful		
Less than 6 months		
6 months and 1 Year	-	-
1 to 2 Years		
2 to 3 Years		
More than 3 years		
Less : Provision for Doubtful debts		
(B)	-	-
c) Disputed, considered good		
Less than 6 months		
6 months and 1 Year		
1 to 2 Years		
2 to 3 Years		
More than 3 years		
(C)		
d) Disputed, considered doubtful		
Less than 6 months		
6 months and 1 Year		
1 to 2 Years		
2 to 3 Years		
More than 3 years		
Less : Provision for Doubtful debts		
(D)		
Total	3,503.40	3,008.77

Note 19 Cash and Bank Balance

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Cash on hand	12.95	11.54
(b) Cheques, drafts on hand	-	-
(c) <u>Balances with banks</u>		
(i) In current accounts	1.34	0.66
(ii) Margin Money with Bank*	101.09	110.41
Total	115.38	122.60

*Margin Money represents a Fixed Deposit which is a lien against the Letter of Credit

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
Note 20 Short-term loans and advances

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Unsecured, considered good	14.27	13.96
Total	14.27	13.96

Note 21 Other current assets

(₹ in Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Prepaid Expenses	301.11	17.46
Gst Credit	45.35	85.99
Advance to Creditors	63.78	174.79
Balance with Revenue Authorities*	111.88	16.48
Other Current Assets	31.87	12.13
Total	554.00	306.84

*Refer to Note no 35

Note 22 Revenue from operations

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Sale of products*	12,201.95	9,076.42
Sale of services	63.30	-
Other operating revenues	-	-
<u>Less:</u>		
GST	-	-
Total	12,265.25	9,076.42

* includes Branch sales of INR 30.14 Lacs and INR 6.74 Lacs Respectively

Note 23 Other income

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Interest Income from Fixed Deposit	17.09	7.51
Interest Income for Late Payment received	199.63	-
Foreign Exchange Difference Gain	0.03	-
Total	216.76	7.51

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
Note 24. a Cost of materials consumed

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Opening stock	1,573.13	820.57
Add: Purchases *	9,853.76	8,200.20
	11,426.88	9,020.77
Less: Closing stock	1,623.51	1,573.13
Cost of material consumed	9,803.38	7,447.64
Total	9,803.38	7,447.64

* includes Branch purchase of INR 30.14 Lacs and INR 6.74 lacs Respectively

Note 24. c Changes in inventories of finished goods, work-in-progress and stock-in-trade

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
<u>Inventories at the end of the year:</u>		
Finished goods	2,491.22	2,521.71
Work-in-progress	844.50	795.76
Recyclable Stock	34.66	39.71
	3,370.39	3,357.18
<u>Inventories at the beginning of the year:</u>	-	-
Finished goods	2,521.71	2,156.99
Work-in-progress	795.76	345.02
Recyclable Stock	39.71	525.63
	3,357.18	3,027.64
Net (increase) / decrease	-13.21	-329.54

Note 25 Employee benefits expense

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Directors Remuneration	72.00	48.00
Salaries and wages	144.21	111.30
Contributions to provident and other funds	9.65	5.09
Staff welfare expenses	5.45	5.39
Total	231.30	169.79

Note 26 Finance costs

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Processing fees (Loan)	31.52	29.74
Interest Expenses on		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Term Loan	25.14	61.34
Cash Credit	259.37	239.99
Business Loan	45.95	21.89
Bill Discounting	-	-
Bank Charges	7.98	12.81
Other Finance Cost	4.58	12.80
Total	374.54	378.59

Note 27 Other expenses

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Manufacturing Expenses	356.61	351.16
Sub Contractor Charges	36.48	-
<u>Other Expenses</u>		
Audit Fees	2.65	2.25
Business Promotion Expenses	11.77	5.87
Commission Expenses	40.64	6.63
Computer and Internet Expenses	0.04	0.03
Courier & Postage Charges	5.24	6.51
Foreign Exchange Fluctuation	-	1.31
Fuel Charges & Vehicle Expenses	11.88	13.60
GST Expenses	9.45	0.71
Insurance	0.03	4.72
Legal Fees	3.00	0.45
Miscellaneous Expenses	9.55	3.73
Office Expenses	20.38	15.87
Packing & Forward Expenses	0.43	-
Power & Electricity Expenses	2.94	1.98
Printing & Stationery	10.22	14.44
Professional Fees	83.15	95.30
Recruitment Charges	0.45	1.57
Rent Rates & Taxes	28.90	21.03
Repairs & Maintenance Expenses	2.63	11.08
Telephone, Mobile & Internet Expenses	3.38	2.73
Tours & Travels Expense	67.36	50.43
Pre-operative Expenses Written Off	4.50	4.40
Exhibition Expenses	115.62	36.65
Stamp Duty, Registration Fees Paid	7.96	25.22
ROC Filing Fees	0.54	3.53

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Sitting fees to Directors	2.66	3.75
Listing Expenses	5.40	0.06
Total	843.85	685.01

Note 28 Earning per equity shares

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31 March, 2024
Net Profit after Tax	74,965,788.75	39,933,804.40
Weighted Average number of Shares	15,638,112	12,426,887
Earning Per Shares (EPS)	4.79	3.21

Note No 29 : Related Party Transactions
List of Related Party, as disclosed by Management :-
Key Managerial Persons and their Relatives

1. Shravan Suthar- Managing Director
2. Lalit Suthar- Whole Time Director
3. Kalpana Joshi-CFO w.e.f 19.09.2023
3. Sunil Khalate- CFO upto 18.09.2023
4. Narayan Uttam Samantra- Independent Director
5. Bhavesh Jain- Independent Director w.e.f 22.08.2024
6. Palak Jain- Independent Director w.e.f 22.08.2024
7. Abhishek Bansal- Independent Director upto 22.08.2024
8. Roxy Rajendra Teniwal- Independent Director upto 22.08.2024
9. Honey Bansal- Company Secretary upto 22.06.2023
10. Sejal Solanki- Company Secretary upto 20.05.2024
11. Komal Birla- Company Secretary w.e.f 20.05.2024

Entities in which KMP are interested

1. Laxmichand Suthar HUF
2. SDC Enterprises (Shravan Suthar HUF)
3. Lalit Suthar HUF
4. Pankaj Suthar HUF
5. Laxmichand Suthar Proprietorship
6. Lalit Suthar Proprietorship
7. Shravan Design Co
8. Ardent Projects
9. Kuber Trading Co
10. Neev Furnitech

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
Relatives of Key Managerial Persons

1. Laxmichand Suthar
2. Durga Laxmichand Suthar
3. Pankaj Suthar
4. Rinku Chauhan
5. Urmila Suthar
6. Nirma Suthar
8. Neev Suthar
9. Takshay Suthar
10. Saisha Suthar

Transactions with Key Managerial Persons and their Relatives
(₹ in Lakhs)

Particulars	31.03.25	31.03.24
Part A : Transaction during the year/period		
Borrowings Received:		
Shravan Suthar	649.68	1,166.91
Lalit Suthar	298.57	121.87
Neev Furnitech	-	89.27
Pankaj Suthar	-	62.99

(₹ in Lakhs)

Particulars	31.03.25	31.03.24
Borrowings Repaid		
Shravan Suthar	1,686.26	650.19
Lalit Suthar	267.57	119.42
Laxmichand Suthar	18.44	46.76
Neev Furnitech	51.59	38.19
Urmila Suthar	2.47	-
Pankaj Suthar	-	60.00
Managerial Remuneration		
Lalit Suthar	36.00	18.00
Shravan Suthar	36.00	30.00
Sitting Fees		
Abhishek Bansal	0.30	1.17
Roxy Teniwal	0.34	1.29
Narayan Uttam Samantra	1.00	1.29
Bhavesh Jain	0.36	-
Palak Jain	0.36	-
Salary Paid		
Sunil Khalate	-	2.00
Kalpana Nikam	4.8	2.57
Sejal Solanki	0.3	1.84
Honey Bansal	-	1.38
Komal Birla	2.6	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	31.03.25	31.03.24
Sub Contractor		
Ardent Projects	36.48	-
Sales:		
Ardent Projects	76.29	30.33
Neev Furnitech	4.44	19.51
Rent:		
Laxmichand Suthar	3.00	3.00
Shravan Suthar	6.00	18.00
Purchase:		
Ardent Projects	1.56	6.11
Kuber Trading	136.00	252.00

(₹ in Lakhs)

Particulars	31.03.25	31.03.24
Closing balances at the end of year		
Expenses Payable		
Shravan Suthar	6.04	30.47
Laxmichand Suthar	6.48	3.24
Salary Payable		
Sunil Khalate	-	-
Kalpana Joshi	0.40	0.38
Sejal Solanki	-	0.10
Honey Bansal	-	1.38
Komal Birla	0.25	-
Sitting Fees Payable		
Abhishek Bansal	-	1.07
Roxy Teniwal	0.75	1.19
Narayan Uttam Samantra	0.90	1.19
Bhaves Jain	0.33	-
Palak Jain	0.33	-
Debtors		
Ardent Projects	44.16	8.53
Neev Furnitech	3.65	2.33
Creditors		
Kuber Trading	3.95	7.22
Long-Term Borrowings:		
Shravan Suthar	59.37	1095.95
Lalit Suthar	31.00	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

(₹ in Lakhs)

Particulars	31.03.25	31.03.24
Laxmichand Suthar	191.35	209.79
Neev Furnitech	-	51.59
Laxmichand Suthar HUF	32.52	32.52
Urmila Suthar	-	2.47

30 Event occurring after the Balance Sheet Date

To the best of knowledge of the management, there are no events occurring after the Balance sheet date that provide additional information materially affecting the determination of the amount relating to the conditions existing at the Balance sheet date that requires adjustment to the Assets or Liabilities of the Company.

31 In the opinion of the board and as certified by the management, all expenses charged to revenue and cash transaction entered into are genuine and have been solely and exclusively incurred for the business of the Company.

32 In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

33 Some of Trade Receivables, Trade Payables, Loans and advances and other current and non current are subject to confirmation and reconciliation. Consequential adjustment thereof, if any, will be given effect into the books of accounts in the year of such adjustment.

34 Micro and Small Enterprises

Particulars	As at 31st March, 2025	As at 31st March, 2024
Amount due to vendor	-	-
a) the principal amount and the interest due thereon	-	-
b) the amount of interest paid	-	-
c) the amount of interest due and payable	-	-
d) the amount of interest accrued and remaining unpaid	-	-
e) the amount further interest remaining due and payable	-	-

35 Amounts paid Under Protest

The Company has deposited the following amounts under protest with Government authorities in respect of disputed statutory dues. These amounts have been classified as "Other Current Assets" in the financial statement, pending final adjudication

Nature of Statutory Dues	Amount paid Under protest (₹)	Authority before which matter is pending	Financial Year	Remarks
Income Tax	55.00 lakhs	CIT (A)	2017-18	Dispute on disallowance of Purchase
GST	36.29 lakhs	Comm. (A)	2017-18	Dispute on disallowance of Purchase
GST	5.59 lakhs	Comm. (A)	2018-19	Dispute on disallowance of Purchase

These amounts have been accounted for as "Other Current Assets" in the Balance Sheet, pending final resolution of the disputes. The management, based on legal advice, believes that there are valid grounds to contest the demands and is hopeful of a favorable outcome. Accordingly, no provision has been made in the books of account for these disputed amounts.

Contingent liabilities relating to the above matters, where applicable, have been separately disclosed in Note 2.M to the financial statements.

36 Other statutory information

i) The Company has not traded or invested in crypto currency or virtual currency during the year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)

- ii) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
 - iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
 - iv) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.
 - v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
 - vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries
 - vii) The Company has not been declared wilful defaulter by any banks / financial institution or government or any government authority.
 - viii) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the current year or previous year.
 - ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
 - x) The Company has not obtained any term loans from banks and financial institution during the year.
 - xi) The Company does not have any transactions and outstanding balances during the current as well previous year with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 37 Ratios : As per Annexure "A"
- 38 Figures of the previous year have been regrouped, reclassified and/or rearranged whenever necessary to compare with the figures of the current year.

Signatures to Notes 1 to 38

In terms of our report attached.

For N K Mittal & Associates

Chartered Accountants

Firm Registration Number: 113281W

CA (Dr.) N K Mittal

Partner

Membership Number: 046785

For Durlax Top Surface Limited

Shravan Suthar

Managing Director

DIN : 02985316

Kalpana Joshi

Chief Financial Officer

Lalit Suthar

Whole Time Director

DIN : 02985324

Komal Birla

Company Secretary

Place : Mumbai

Date : 13th May, 2025

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Contd.)
Annexure “A”
Financial Ratio

Particulars	As at 31 March, 2025	As at 31 March, 2024	Difference	Reason for change in the ratio by more than 25% in 2024-25 & 2023-24
(a) Current Ratio	1.85	1.34	38.06%	Increase due to the a significant rise in current assets, indicating improved short-term liquid
(b) Debt-Equity Ratio	0.79	2.81	-71.69%	Reduction in debt and increase in equity capital by infusion of capital during the year.
(c) Debt Service Coverage Ratio	0.34	0.27	27.91%	Due to higer EBIT and reduction in debt servicing costs.
(d) Return on Equity Ratio	0.19	0.20	-7.26%	NA
(e) Inventory turnover ratio	1.98	1.70	16.43%	NA
(f) Trade Receivables turnover ratio	3.77	3.95	-4.63%	NA
(g) Trade payables turnover ratio	6.65	3.88	71.30%	Increase in expenses and early payment.
(h) Net capital turnover ratio	3.84	5.08	-24.35%	NA
(i) Net profit ratio	6.11%	4.40%	38.92%	Due to the Increase in Revenue
(j) Return on Capital employed	0.21	0.18	16.71%	NA
(k) Return on Investment	NA	NA	NA	

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