



SUNITA TOOLS LIMITED

(Formerly known as Sunita Tools Pvt Ltd)

SUNITA

TOOLS LIMITED

38th

ANNUAL REPORT

2024-25

INDEX

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CORPORATE INFORMATION

CIN: U29220MH1988PLC045850

BOARD OF DIRECTORS:

EXECUTIVE DIRECTORS:

- ☞ Satish Kumar Pandey
- ☞ Sanjay Kumar Pandey
- ☞ Ragini Satish Pandey

NON- EXECUTIVE DIRECTORS:

- ☞ Uma Pandey

INDEPENDENT DIRECTORS:

- ☞ Nikhil Malpani
- ☞ Diksha Maheshwari

KEY MANAGERIAL PERSON:

- ☞ Satish Kumar Pandey (CFO and Managing Director)
- ☞ Ragini Satish Pandey (Whole Time Director)
- ☞ Sanjay Kumar Pandey (Whole Time Director)
- ☞ Rupal Pankaj Dedhia (Company Secretary)

STATUTORY AUDITOR:

M/s K M A & Co.,
Chartered Accountants
 124-126/2B, Ostwal Ornate, Opp.
 Jain Mandir, Jesal Park, Bhayandar (East),
 Thane- 401105, Maharashtra.

REGISTERED OFFICE:

Survey No. 66, Plot No. A, Valiv,
 Sativali Road, Vasai East, Palghar, Thane 401208.

COMMITTEES:

AUDIT COMMITTEE:

- ☞ Nikhil Malpani (Chairman)
- ☞ Diksha Maheshwari (Member)
- ☞ Satish Kumar Pandey (Member)

STAKEHOLDERS RELATIONSHIP COMMITTEE:

- ☞ Diksha Maheshwari (Chairman)
- ☞ Uma Pandey (Member)
- ☞ Sanjay Kumar Pandey (Member)

NOMINATION REMUNERATION COMMITTEE:

- ☞ Diksha Maheshwari (Chairman)
- ☞ Nikhil Malpani (Member)
- ☞ Uma Pandey (Member)

REGISTRAR AND SHARE TRANSFER AGENT:

KFIN TECHNOLOGIES LIMITED

Selenium Tower-B, Plot 31 & 32, Gachibowli,
 Financial District, Nanakramguda, Serilingampally,
 Hyderabad – 500 032, Telangana.

Tel No.: +91 40 6716 2222

Email: sunitatools.ipo@kfintech.com

Website: www.kfintech.com

Investor Grievance Email: inward.ris@kfintech.com

In case of any Queries relating Annual Report, Contact:

Mr. Satish Kumar Pandey (Managing Director)

Survey No. 66, Plot No. A, Valiv, Sativali Road,
 Vasai East, Palghar, Thane – 401208,
 Maharashtra.

Tel: 9136019995.

NOTICE

NOTICE is hereby given that the **Thirty Eight Annual General Meeting** of the Members of **Sunita Tools Limited** will be held on **Saturday, July 26, 2025 at 12:30 P.M.** at through Video Conferencing/ Other Audio/Video means (VC/OAV) to transact the following business:

ORDINARY BUSINESS:

- 1) TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 2) TO CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**
- 3) TO APPOINT MR. SANJAY KUMAR PANDEY (DIN: 00739482) AS WHOLE TIME DIRECTOR, LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**
- 4) TO RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

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

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, the consent and approval of the Members of the Company (“Members”) be and is hereby accorded, M/s. K. M. A. & Co., Chartered Accountants (Firm Registration No. 111899W), be and are hereby re-appointed as the Statutory Auditors of the Company for second term of three Consecutive years, who shall hold office from the conclusion of this 38th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2028 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT any director of the company, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS:

- 5) TO APPROVE THE RAISING OF CAPITAL THROUGH PERMISSIBLE METHODS.**

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions of the Companies Act, 2013, and the applicable rules thereunder (the ‘Companies Act’), the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Rules, Regulations, Guidelines, Notifications and Circulars, if any, prescribed by the Government of India, the Reserve Bank of India (‘RBI’), the Securities and Exchange Board of India (‘SEBI’), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘ICDR Regulations’), the equity listing agreement executed with Stock Exchanges (‘Stock Exchanges’), on which the Company’s equity shares are listed, relevant Registrar of Companies (‘ROC’), or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (the 'Listing Regulations') and any other applicable law or regulation, (including any statutory amendment(s) modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded, to create, offer, issue and allot in one or more tranches, by way of a further public offer/issue, qualified institutions placement, private placement, rights issue or a combination thereof of equity shares of the Company, not exceeding 5 Lakhs (Five Lakhs Only), having face value of Rs. 10 (Rupees Ten) each (the 'Equity Shares'), to all eligible investors, including residents and/or non-residents and/or institutions/banks/venture capital funds/alternative investment funds/foreign portfolio investors, mutual funds/pension funds, multilateral financial institutions, qualified institutional buyers and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the 'Investors'), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate amount as may be decided by board or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities through public issue(s) or offer for sale or private placement(s) or any combination(s) thereof at such time or times, at such price or prices, at a discount or premium to market price or prices as permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Company ("Issuer").

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions: (a) the Securities to be so created, offered, issued and allowed shall be subject to the provisions of the Memorandum and Articles of Association of the Company (b) the Equity Shares that may be issued by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects; and (c) Equity Shares to be issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate reorganization or restructuring.

RESOLVED FURTHER THAT in case of further public offer, the equity shares shall be issued by the Company in compliance with the requirements of the SEBI ICDR Regulations and other applicable laws. All monies received out of the further public offer shall be transferred to a separate bank account referred in section 40(3) of the Companies Act, 2013, as applicable; and if the application monies received pursuant to the Issue are not refunded within such time, as specified by SEBI and in accordance with the applicable law, the Company shall pay interest on failure thereof, as per the applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or equity shares on conversion of Securities, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities or equity shares as the case may be, on one or more stock exchanges in India.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determination of investors to whom the shares will be offered and allowed in accordance with applicable law, timing for issuance of such shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, monitoring agent, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as

necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to offer document and/or letter of offer and/or placement document(s) and/or circular, documents and agreements including filing of registration statements, offer document and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT:

- the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/agreements, memoranda, documents, etc., with such agencies, to seek the listing of shares on Stock Exchanges.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of its powers herein conferred by this resolution to any Committee of Director or Chairman and Managing Director or Chief Finance Officer or Company Secretary or any other director of the Company to give effect to the above resolutions.”

Registered Office:

Survey No. 66, Plot No. A, Valiv,
Sativali Road, Vasai East, Thane,
Palghar, Maharashtra - 401208
Tel : 9136019995
CIN: U29220MH1988PLC045850
Website: <https://www.sunitatools.com/>
Email: info@sunitatools.com

**By order of the Board of Directors
FOR SUNITA TOOLS LIMITED
(Formerly known as Sunita Tools Private Limited)**

Sd/-

**Satish Kumar Pandey
Managing Director
(DIN: 00158327)**

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), via its General Circular No. 09/2024 dated September 19, 2024, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 & September 25, 2023 (collectively referred to as "MCA Circulars"), and SEBI, via its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and in line with other circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, has permitted companies whose AGM is due in the calendar year 2025 to conduct the same through Video Conferencing ("VC") and/or Other Audio Visual Means ("OAVM") facilities.

In view of the above circulars issued by the MCA and SEBI from time to time, the Company is convening the 38th AGM through VC/OAVM, without the physical presence of the Members. The deemed venue for the AGM will be the Registered Office of the Company.

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 EGM/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, EGM/AGM shall be conducted through VC / OAVM.

2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.** Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
3. Institutional Investors who are Members of the Company are encouraged to attend and vote at the AGM through e-voting facility. Corporate Members and Institutional Investors intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by email at cs.smishra@gmail.com with a copy marked to evoting@nsdl.com.
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. 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
6. Members are requested to: (a) intimate to the Company/their Depository Participant ("DP"), changes, if any, in their registered address at an early date; (b) quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence.
7. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same by writing to

info@sunitatools.com mentioning their Folio No. /DP ID and Client ID. The Notice convening the 38th AGM has been uploaded on the website of the Company at <https://www.sunitatools.com/> and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited (BSE) at <http://www.bseindia.com> respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

Non-resident Indian members are requested to inform the RTA, KFin Technologies Ltd situated at Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, 500032 immediately about:

- a. Change in their residential status on return to India for permanent settlement
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
9. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company's website at <https://www.sunitatools.com/> website of BSE Limited at www.bseindia.com Further, the Notice of AGM shall also be available on the website of the e-voting agency- NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI 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 e-voting on the date of the AGM will be provided by NSDL.
11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
12. Pursuant to MCA 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, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
13. Corporate members (other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation to attend AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to cs.smishra@gmail.com with a copy marked to evoting@nsdl.com.
14. The statutory documents of the Company and/or the documents referred to in this Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM, i.e. Saturday, July 26, 2025. Members seeking to inspect can send an e- mail to info@sunitatools.com.

15. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA to receive all communication (including Annual Report) in electronic mode.
16. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Company's RTA.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates and self-attested copy of PAN Card and Aadhar Card for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
19. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, July 19, 2025 to Friday, July 25, 2025**.
20. SEBI has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/> login and the same can also be accessed through the Company's Website at <https://www.sunitatools.com/>

A. Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on **Tuesday, July 22, 2025 (9:00 A.M.)** and ends on **Friday, July 25, 2025 (5:00 P.M.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Saturday, July 19, 2025** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date **Saturday, July 19, 2025**.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date i.e. **Saturday, July 19, 2025** may obtain the login ID and password by sending a request at evoting@nsdl.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, July 22, 2025 at 9:00 A.M. and ends on Friday, July 25, 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. Saturday, July 19, 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 Saturday, July 19, 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.	1. 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. 2. 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 
Individual Shareholders holding securities in demat mode with CDSL	- 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. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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 cs.smishra@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 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:

1. 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 info@sunitatools.com
2. 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 info@sunitatools.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.**
3. 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.
4. 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 EGM/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 EGM/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 EGM/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 info@sunitatools.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance at least 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@sunitatools.com
7. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@sunitatools.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ ask questions during the meeting. The member who has not registered themselves an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.
9. If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or call at 022 -4886 7000.
10. All grievances connected with the facility for voting by electronic means may be addressed to (NSDL) National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 or send an email to evoting@nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. For, any other queries regarding Participating in AGM or other matter kindly write to info@sunitatools.com, In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: mohammed.shanoor@kfintech.com
21. The Board of Directors of the Company has appointed **Mr. Satyajit Mishra, Practising Company Secretary (Membership No: F5759)**, as Scrutinizer for conducting the voting process of remote e-voting and e-voting during AGM in a fair and transparent manner.
22. The scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
23. The Results will be declared on receipt of Scrutinizer's Report at the registered office of the Company at Survey No. 66, Plot No. A, Valiv, Sativali Road, Vasai East, Thane, Palghar, Maharashtra - 401208. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.sunitatools.com/> and on the website of NSDL immediately and communicated to the stock exchange.
24. **All queries relating to Share Transfer and allied subjects should be addressed to:**

KFin Technologies Limited



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Selenium Tower-B, Plot 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Telangana-500032

Registered Office:

Survey No. 66, Plot No. A, Valiv,
Sativali Road, Vasai East, Thane,
Palghar, Maharashtra - 401208
Tel : 9136019995
CIN: U29220MH1988PLC045850
Website: <https://www.sunitatools.com/>
Email: info@sunitatools.com

Date: June 30, 2025

Place: Thane

**By order of the Board of Directors
FOR SUNITA TOOLS LIMITED
(Formerly known as Sunita Tools Private Limited)**

Sd/-
Satish Kumar Pandey
Managing Director
(DIN: 00158327)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 5 of the accompanying Notice dated June 30, 2025. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 4 of the said Notice.

Item no. 4:

This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), though statutorily not required in terms of Section 102 of the Act.

The Members at the Thirty Eighth Annual General Meeting ('AGM') of the Company held on July 26, 2025, had approved Re-appointment of M/s. K. M. A. & Co., Chartered Accountants (Firm Registration No. 111899W), as the Statutory Auditors of the Company for second term of three Consecutive years, to hold office from the conclusion of the Thirty Eighth AGM till the conclusion of the Forty First AGM of the Company to be held in the year 2028.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s. K. M. A. & Co, as the Statutory Auditors of the Company, for second term of three Consecutive years, from the conclusion of Thirty Eighth AGM till the conclusion of the Forty First AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. K. M. A. & Co. have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. M/s. K. M. A. & Co. is registered in Mumbai.

The Board, in consultation with the Audit Committee shall approve the remuneration of the Statutory Auditors for the remaining part of the tenure. Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice. Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members.

Item no. 5:

The Company intends to raise capital and hence, a Special Resolution is being proposed to give necessary authority to the Board of Directors to decide and finalize the timing and the terms of the issue, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals.

The said Special Resolution, if passed, shall also have effect of allowing the Board, on behalf of the Company, to offer issue and allot the Securities.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice, except to the extent of their shareholding interest, if any, in the Company.

The Board recommends the special Resolution as set out at Item No. 5 of the Notice for approval of members of the company.

The details as required to be disclosed under Regulation 30 read with SEBI master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024

Sr. No	Particulars	Details
1	Type of securities proposed to be issued (viz., equity shares, convertibles, etc.)	Equity Shares and / or other eligible securities (hereinafter referred to as “Securities”) or any combination thereof, in accordance with applicable law, in one or more tranches
2	Type of issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment etc.)	Any permissible mode or a combination thereof, by way of further public issue, debt issue, rights issue, ADRs, private placement, qualified institutions placement (“QIP”), or any other method in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), and other applicable law, to such investors that may be permitted to invest in such issuance of securities, or any combination thereof
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Total shares not exceeding 5 Lakhs.
4	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): Not Applicable	
5	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s): Not Applicable	
6	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s): Not Applicable	
7	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s): To be determined by the Board	
8	Any cancellation or termination of proposal for issuance of securities including reasons thereof: Not Applicable	

Annexure – A

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Particulars	Mr. Sanjay Kumar Pandey
Current Position	Whole Time Director
Age:	56 Years
Qualification:	He does not have any specific qualification & does not hold any Bachelor / Master or any professional degree
Experience:	More than 17 years of experience in the field of Moulds and Dies Industry
Expertise in specific functional areas	Mr. Sanjay Kumar Pandey is an expert in the Moulds and Dies industry. He is also responsible for the manufacturing processes and overall operations of the company.
Brief Resume of the Director	Sanjay Kumar Pandey, aged 56 years is one of the Promoters and currently designated as Chairperson and Whole Time Director of our Company. He was appointed on the Board of our Company w.e.f November 01, 2006. He does not have any specific qualification & does not hold any Bachelor / Master or any professional degree. He has more than 17 years of experience in the field of Moulds and Dies Industry. He is responsible for the manufacturing and overall working of our Company. He sets and evolves the strategic direction for our company and its portfolio of offerings, while nurturing a strong leadership team to drive its execution
Remuneration last drawn	Rs. 20,40,000/- (Rupees Twenty Lakh Forty Thousand Only)
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.
Date of first Appointment:	November 01, 2006
Number of Board Meetings attended during the year:	05 (Five)
Shareholding in the Company:	15,86,600 Equity Shares
Relationship with Other Directors:	➤ Sanjay Kumar Pandey and Satish Kumar Pandey are Brothers. ➤ Sanjay Kumar Pandey and Uma Pandey are related to each other as Husband and Wife. ➤ Sanjay Kumar Pandey and Ragini Pandey are related to each other as the Brother in Law and Sister in Law.
Other Directorships:	1. Sunita Leoquip Aerospace Private Limited 2. Sunita Imperial Aerospace Private Limited
Memberships / Chairmanship of Committees:	He is a member of Stakeholders Relationship Committee of Sunita Tools Limited

BOARD'S REPORT

To,
The Members,

Your Directors take pleasure in presenting their Thirty Eighth Annual Report on the Business and Operations of the Company and the Accounts for the Financial Year ended 31st March, 2025 (period under review).

1. FINANCIAL PERFORMANCE OF THE COMPANY:

The summary of the financial performance for the financial year ended March 31, 2025 and the previous financial year ended March 31, 2024 is given below:

Standalone and Consolidated Financial Performance:

(₹ in lakhs)

Particulars	Standalone		Consolidated	
	31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Total Income	3014.83	2628.00	3071.11	2628.00
Less: Expenditure	2239.35	1950.89	2270.24	1950.89
Profit before Depreciation and tax	775.48	677.11	800.87	677.11
Less: Depreciation	93.55	63.35	115.54	63.35
Profit before Tax	681.93	613.76	685.33	613.76
Provision for Taxation	172.81	128.77	172.81	128.77
Profit after Tax	509.12	484.99	512.51	484.99
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income	-	-	-	-
Earnings Per Share (FV of Rs.10/- per share)				
(1) Basic	8.53	9.83	8.58	9.83
(2) Diluted	8.53	9.83	8.58	9.83

2. REVIEW OF OPERATIONS

Standalone:

The Total Income of the Company stood at ₹ 3014.83 lakhs for the year ended March 31, 2025 as against ₹ 2628.00 lakhs in the previous year. The Company made a net profit of ₹ 509.12 lakhs for the year ended March 31, 2025 as compared to the net profit of ₹ 484.99 lakhs in the previous year.

Consolidated:

The Consolidated Total Income of the Company stood at ₹ 3071.11 lakhs for the year ended March 31, 2025 as against ₹ 2628.00 lakhs in the previous year. The Company made a net profit of ₹ 512.51 lakhs for the year ended March 31, 2025 as compared to the net profit of ₹ 484.99 lakhs in the previous year.

3. CASH FLOW STATEMENTS

As required under regulation 34 of the SEBI (LODR) Regulations, 2015, a Cash Flow Statement forms part of Annual Report.

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

The Board has decided not to transfer any amount to the Reserves for the year under review.

5. DIVIDEND:

The dividend policy for the year under review has been formulated taking into consideration of growth of the company and to conserve resources, the Directors do not recommend any dividend for year ended March 31, 2025.

6. TRANSFER OF UNPAID AND UNCLAIMED DIVIDENDS TO INVESTOR EDUCATION AND PROTECTION FUND

The Ministry of Corporate Affairs under Sections 124 and 125 of the Companies Act, 2013 requires dividends that are not encashed/ claimed by the shareholders for a period of seven consecutive years, to be transferred to the Investor Education and Protection Fund (IEPF). In FY 2024-25, there was no amount due for transfer to IEPF.

7. SHARE CAPITAL

The authorized share capital of the company is Rs. 7,00,00,000/- divided into 70,00,000 equity shares of Rs. 10/-

The Paid up capital of the Company is Rs. 6,11,00,000/- divided into 61,10,000 Equity shares of Rs. 10/-

Company has appointed M/s Kfin Technologies Limited as the Registrar and Transfer Agent of the Company.

8. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the "Amended Listing Regulations"), is presented in a separate section forming part of the Annual Report as **Annexure III**".

9. CHANGE IN NATURE OF BUSINESS, IF ANY

There has been no change in nature of business of the Company during the FY under review.

10. DISCLOSURES BY DIRECTORS

The Board of Directors has submitted notice of interest in Form MBP 1 under Section 184(1) as well as intimation by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Code of Conduct of the Company.

Certificate of Non-Disqualification of Directors received from Satyajit Mishra & Co., Practicing Company Secretary is annexed to the Board's Report as **"Annexure IV"**.

11. SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY

As on March 31, 2025, the Company has two subsidiaries, namely Sunita Leoquip Aerospace Private Limited, incorporated on April 25, 2024, and Sunita Imperial Aerospace Private Limited, incorporated on September 4, 2024. There are no Associate Companies or Joint Venture Companies within the meaning of Section 2(6) of the Act.

Company's consolidated financial statements included in this Annual Report incorporates the accounts of its subsidiaries prepared as per Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company as "Annexure V".

12. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the FY and the date of this Report.

13. EXTRACT OF ANNUAL RETURN:

The Annual Return of the Company as on 31st March, 2025 is available on the website of the Company at <https://www.sunitatools.com/>

14. CHANGE IN SHARE CAPITAL:

There were no changes in Share Capital for year ended March 31, 2025.

15. FAMILIARISATION PROGRAMME FOR DIRECTORS

As a practice, all Directors (including Independent Directors) inducted to the Board go through a structured orientation programme. Presentations are made by Senior Management giving an overview of the operations, to familiarise the new Directors with the Company's business operations. The Directors are given an orientation on the products of the business, group structure and subsidiaries, Board constitution and procedures, matters reserved for the Board, and the major risks and risk management strategy of the Company.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

i. Change in Directors & Key Managerial Personnel:

During the year, there were no changes in the Company's directors and Key Managerial Personnel.

ii. Retirement by Rotation of the Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sanjay Kumar Pandey, Chairperson & Whole Time Director of the Company, retires by rotation and offers himself for re- appointment.

The brief resume of Mr. Sanjay Kumar Pandey, the nature of his expertise in specific functional areas, names of the companies in which he has held directorships, his shareholding etc. are furnished in the **Annexure - A** to the notice of the ensuing AGM.

iii. Independent Directors

Our Company has received annual declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence provided in Section 149(6) of the Companies Act, 2013 and Regulations 16(1) (b) & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and there has been no change in the circumstances, which may affect their status as Independent Director during the year.

The Independent Directors met on March 21, 2025, without the attendance of Non-Independent Directors and members of the Management. The Independent Directors reviewed the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of

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

17. **BOARD MEETINGS:**

The Company held Six meetings of its Board of Directors during the year on May 03, 2024, May 22, 2024, July 04, 2024, September 03, 2024, October 30, 2024 and February 05, 2025.

Attendance of Director:

Sr. No.	Name of the director	Board Meeting			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
					(Y/N/NA)
1.	Satish Kumar Pandey	6	6	100%	Y
2.	Ragini Satish Pandey	6	6	100%	Y
3.	Sanjay Kumar Pandey	6	6	100%	Y
4.	Uma Pandey	6	6	100%	Y
5.	Diksha Maheshwari	6	6	100%	Y
6.	Nikhil Malpani	6	6	100%	Y

18. **COMMITTEES OF THE BOARD:**

(a) Audit Committee:

The Audit Committee, as per Section 177 of Companies Act, 2013, was constituted on June 17, 2023 under the chairmanship of Mr. Nikhil Malpani. During the year, the committee met Twice (2) times with full attendance of all the members. The composition of the Audit Committee as at March 31, 2025 and details of the Members participation at the Meetings of the Committee are as under

Name of Director	Category	Position in the committee	Attendance at the Audit Committee Meetings held on	
			22-05-2024	30-10-2024
Nikhil Malpani	Independent Director	Chairman	Yes	Yes
Diksha Maheshwari	Independent Director	Member	Yes	Yes
Satish Kumar Pandey	Managing Director	Member	Yes	Yes

The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management, the Half Yearly Unaudited Financial Statements and the Auditor's Limited Review Report thereon / Audited Annual Financial Statements and Auditors' Report thereon before submission

to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the Financial Statements and / or recommendation, if any, made by the Statutory Auditors in this regard.

- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Accounting Standard Policy.
- Review the investments made by the Company.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Auditors, Internal Auditors, Chief Financial Officer are invited to attend the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee.

(b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee, as per Section 178(1) of Companies Act, 2013, was constituted on June 17, 2023 under the Chairmanship of Mrs. Diksha Maheshwari. During the year, the committee met once with full attendance of all the members. The composition of the Nomination and Remuneration Committee as at March 31, 2025 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Remuneration Committee held on 30.10.2024
Diksha Maheshwari	Independent Director	Chairman	Yes
Nikhil Malpani	Independent Director	Member	Yes
Uma Pandey	Non-Executive Non-Independent Director	Member	Yes

The terms of reference of the Committee as per Companies Act 2013 and SEBI (LODR) 2015, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) Use the services of an external agencies, if required;
 - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

The Company has formulated a Remuneration Policy which is annexed to the Board's Report in "Annexure I".

(c) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee, as per Section 178 (5) of Companies Act, 2013, was constituted vide Board Resolution dated June 17, 2023. The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Companies Act, 2013. During the year, the committee met one time with full attendance of all the members. The composition of the Stakeholders Relationship Committee as at March 31, 2025 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Position in the committee	Attendance at the Stakeholders' Relationship Committee held on 30.10.2024
Ms. Diksha Maheshwari	Independent Director	Chairperson	Yes
Mr. Uma Pandey	Non-Executive Non-Independent Director	Member	Yes
Mr. Sanjay Kumar Pandey	Chairperson and Whole Time Director	Member	Yes

The terms of reference of the Committee are:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the year, no complaints were received from shareholders. There are no balance complaints. The Company had no share transfers pending as on March 31, 2025.

Ms. Rupal Dedhia, Company Secretary is the Compliance Officer of the Company.

19. BOARD'S PERFORMANCE EVALUATION:

The Board of Directors carried out an annual evaluation of the Board itself, its Committees and individual Directors. The entire Board carried out performance evaluation of each Independent Director excluding the Independent Director being evaluated. The Nomination Remuneration Committee also carried out evaluation of every director's performance.

The evaluation was done after taking into consideration inputs received from the Directors, setting out parameters of evaluation. Evaluation parameters of the Board and Committees were mainly based on Disclosure of Information, Key functions of the Board and Committees, Responsibilities of the Board and Committees, etc. Evaluation parameters of

Individual Directors including the Chairman of the Board and Independent Directors were based on Knowledge to Perform the Role, Time and Level of Participation, Performance of Duties and Level of Oversight and Professional Conduct etc.

Independent Directors in their separate meeting evaluated the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole.

20. CORPORATE SOCIAL RESPONSIBILITY

During the year, the Company has in place a CSR policy laid down in accordance with the provisions of Companies Act, 2013 and rules made thereunder. The Company under its CSR policy, affirms its commitment of seamless integration of marketplace, workplace, environment and community concerns with business operations by undertaking activities / initiatives that are not taken in its normal course of business and/or confined to only the employees and their relatives and which are in line with the broad-based list of activities, areas or subjects that are set out under schedule VII of the Companies Act, 2013.

The company has spent an amount of **Rs. 12.98 Lakhs** on CSR activities as specified in Schedule VII of the Companies Act, 2013, against the 2% of average profit for the last three years.

The company has spent an amount of **Rs. 12.98 Lakhs** to Sunita Educational Trust for supporting initiatives that empower young people and marginalized communities through education and skill development

Details of CSR activities are given in Annexure – VI to this Report.

21. AUDITORS:

i. Statutory Auditors:

The Board has recommended re-appointment of M/s K.M.A & Co., Chartered Accountants as the statutory auditors of the Company for second term of three Consecutive years, from the conclusion of 38th Annual General Meeting till the conclusion of the 41st Annual General Meeting to be held in the year 2028.

ii. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Satyajit Mishra & Co., a firm of Company Secretaries in Practice (CP No. 4997), to undertake the Secretarial Audit of the Company for the F.Y. 2025-26 and F.Y. 2026-27 in its meeting held on June 30, 2025. The Secretarial Audit Report for F.Y. 2024-25 is annexed herewith as “**Annexure II**”.

iii. Cost Auditor:

The provisions of Section 148 of the Companies Act, 2013 is not applicable to the Company.

iv. Internal Auditor:

The Board of Directors based on the recommendation of the Audit Committee and pursuant to the provisions of section 138 of the Act read with the Companies (Accounts) Rules, 2014, has appointed M/s RSL & Co., Chartered Accountants as the Internal Auditors of your Company for the F.Y. 2025-26 and F.Y. 2026-27 in its meeting held on June 30, 2025. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board.

22. AUDITOR’S REPORT:

The Statutory Auditor's Report does not include any qualifications, reservations, or adverse remarks. However, the Secretarial Auditor's Report contains certain qualifications. The Reports of the Statutory Auditor and Secretarial Auditor are given as an Annexure, which forms part of this report.

23. VIGIL MECHANISM / WHISTLE – BLOWER POLICY:

Pursuant to the provisions of Section 177(9) of the Act, read with the Rules made thereunder, the Company has adopted a Whistle-Blower Policy for Directors and Employees to report genuine concerns and to provide adequate safeguards against victimization of persons who may use such mechanism. The functioning process of this mechanism has been more elaborately mentioned in the Corporate Governance Report which forms part of this Annual Report. The said Policy is available on Company's website at <https://www.sunitatools.com/>

24. INTERNAL AUDIT & CONTROLS:

Pursuant to provisions of Section 138 read with rules made there under, the Board has appointed M/s RSL & Co., Chartered Accountants, as an Internal Auditors of the Company to check the internal controls and functioning of the activities and recommend ways of improvement. The Internal Audit is carried out on half yearly basis; the report is placed in the Audit Committee Meeting and the Board Meeting for their consideration and direction.

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2024-25.

25. RISK ASSESSMENT AND MANAGEMENT:

The Company has been on a continuous basis reviewing and streamlining its various operational and business risks involved in its business as part of its risk management policy. The Company also takes all efforts to train its employees from time to time to handle and minimize these risks.

26. LISTING WITH STOCK EXCHANGES:

Sunita Tools Limited is listed on the SME Platform of the BSE Limited. It has paid the Annual Listing Fees for the year 2024-25 to BSE Limited.

27. COMPLIANCE WITH SECRETARIAL STANDARDS:

In terms of Section 118(10) of the Act, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

28. *PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 & Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below.

- a) The median remuneration of employees of the Company during the financial year is Rs. 2,64,684/-
- b) Percentage increase/decrease in the median remuneration of employees in the financial year 2024-25 : Not Applicable
- c) Number of permanent employees on the rolls of the Company as on March 31, 2024: 50 (Fifty)
- d) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
- e) There is no employee covered under the provisions of section 197(14) of the Companies Act, 2013.

There was no employee in the Company who drew remuneration of Rs. 1,00,00,000/- per annum during the period under review. Hence, the Company is not required to disclose any information as per Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014.

29. POLICIES AND DISCLOSURE REQUIREMENTS:

In terms of provisions of the Companies Act, 2013 the Company has adopted following policies which are available on its website <https://www.sunitatools.com/>

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

i. Conservation of Energy

- a) **The steps taken or impact on conservation of energy** – The Operations of the Company are not energy intensive. However, adequate measures have been initiated for conservation of energy.
- b) **The steps taken by the Company for utilizing alternate source of energy** – Company shall consider on adoption of alternate source of energy as and when necessities.
- c) **The Capital Investment on energy conversation equipment** – No Capital Investment yet.

ii. Technology Absorption

- a) **The efforts made towards technology absorption.** – Minimum technology required for Business is absorbed.
- b) **The benefits derived like product improvement, cost reduction, product development or import substitution** – Not Applicable.
- c) **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)** – Not Applicable.
 1. the details of technology imported;
 2. the year of import;
 3. whether the technology been fully absorbed;
 4. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof

iii. The expenditure incurred on Research and Development – Not Applicable.

iv. Foreign exchange earnings and Outgo - Not Applicable.

31. PARTICULARS OF LOANS, INVESTMENTS AND GUARANTEES:

The Board has obtained approval from the shareholders of the company in Extra Ordinary General Meeting of the company by way of Special Resolution to authorize the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) for making Investments in other bodies corporate / giving Loans to any other person / providing Guarantees / Securities on behalf of loan availed by any other person, from time to time, on such terms and conditions and with or without security as the Board of Directors may think fit which, together with the investments made / loans given / guarantees / securities already made by the Company, which may exceed 60% of paid up share capital and free reserves and securities premium OR 100% of free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, whichever is more, provided that the total amount of investments made / loans given / guarantees / securities already made by the Company, shall not at any time exceed the limit of Rs. 100,00,00,000/- (Rupees Hundred Crores Only). However, the Board has yet not given any loan.

32. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

No contracts / arrangements / transactions entered by the Company during the financial year with related parties. Thus Disclosure in form AOC-2 is not required. Further, during the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The details of the related party transactions as required under Indian Accounting Standard (IND-AS) – 24 are set out in Note to the financial statements forming part of this Annual Report.

33. DEPOSITS:

The Company did not accept / hold any deposits from public / shareholders during the year under review.

34. PREVENTION OF INSIDER TRADING:

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised “Code of Conduct for Prevention of Insider Trading” (“the Insider Trading Code”). The object of the Insider Trading Code is to set framework, rules and procedures which all concerned persons should follow, while trading in listed or proposed to be listed securities of the Company. During the year, the Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“the Code”) in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. The Code is available on the Company’s website <https://www.sunitatools.com/>

35. RELATED PARTY TRANSACTIONS

All transactions entered into with related parties as defined under the Act during the FY 2024-25 were in the ordinary course of business and on an arm’s length pricing basis and do not attract the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the FY which were in conflict with the interest of the Company.

36. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company’s operations in future.

37. FRAUD REPORTING

There have been no frauds reported by the Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

38. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the Requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and an Internal Complaints Committee has been set up to redress complaints received regarding Sexual Harassment at workplace, with a mechanism of lodging & redress the complaints. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

Your Directors further state that pursuant to the requirements of Section 22 of Sexual Harassment of Women at Work place (Prevention, Prohibition & Redressal) Act, 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review. The details are as follows:

Category	Number
Number of sexual harassment complaints received during the year	0
Number of sexual harassment complaints disposed of during the Year	0
Number of cases pending for a period exceeding ninety days	0

39. HUMAN RESOURCES:

The Company has established an organization structure that is agile and focused on delivering business results. With regular communication and sustained efforts it is ensuring that employees are aligned on common objectives and have the right information on business evolution.

40. CORPORATE GOVERNANCE:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 exempts companies which have listed their specified securities on SME Exchange from compliance with corporate governance provisions.

Since the equity share capital of your Company is listed exclusively on the SME Platform of BSE, the Company is exempted from compliance with Corporate Governance requirements, and accordingly the reporting requirements like Corporate Governance Report, Business Responsibility Report etc. are not applicable to the Company.

41. DISCLOSURES:

The following disclosures are not applicable to the company:

1. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year.
2. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

42. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
- ii. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- iii. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. They have prepared the annual accounts on a going concern basis.
- v. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

43. CAUTIONARY STATEMENTS:

Statements in this Annual Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

44. ACKNOWLEDGEMENTS:

The Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company. The Directors express their gratitude towards each one of them.

Registered Office:

Survey No. 66, Plot No. A, Valiv,
Sativali Road, Vasai East, Thane,
Palghar, Maharashtra - 401208

Tel : 9136019995

CIN: U29220MH1988PLC045850

Website: <https://www.sunitatools.com/>

Email: info@sunitatools.com

Date: June 30, 2025

Place: Thane

**By order of the Board of Directors
FOR SUNITA TOOLS LIMITED
(Formerly known as Sunita Tools Private Limited)**

Sd/-

**Satish Kumar Pandey
Managing Director
(DIN: 00158327)**

Annexures to Board's Report (Contd).
Annexure – I
Remuneration Policy

This Remuneration Policy relating to remuneration for the directors, key managerial personnel and other employees, has been formulated by the Nomination and Remuneration Committee (hereinafter “Committee”) and approved by the Board of Directors.

Objectives:

The objectives of this policy are to stipulate criteria for:

- Appointment, reappointment, removal of Directors, KMPs and Senior Management
- Determining qualifications, positive attributes and independence of a director and recommend to the Board
- Retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage to run the operations of the Company successfully
- Consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth

Criteria for Appointment:

- Ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment
- Age, number of years of service, specialized expertise and period of employment or association with the Company
- Special achievements and operational efficiency which contributed to growth in business in the relevant functional area
- Constructive and active participation in the affairs of the Company
- Exercising the responsibilities in a bonafide manner in the interest of the Company
- Sufficient devotion of time to the assigned tasks
- Diversity of the Board
- Demonstrable leadership qualities and interpersonal communication skills, devote to the role, compliant with the rules, policies and values of the Company and does not have any conflicts of interest
- Transparent, unbiased and impartial and in accordance with appropriate levels of confidentiality.
- Appointment of Directors and KMPs in compliance with the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder or any other enactment for the time being in force

Criteria for Remuneration:

The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interests of the Company and its shareholders, promoting a culture of meritocracy and creating a linkage to corporate and individual performance, and emphasizing on line expertise and market competitiveness so as to attract the best talent. It also ensures the effective recognition of performance and encourages a focus on achieving superior operational results.

The level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate the directors, key managerial personnel and other employees of the quality required to run the Company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration to directors, key managerial personnel and senior management personnel should also involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The remuneration of the Non-Executive Directors shall be based on their contributions and current trends, subject to regulatory limits. Sitting fees is paid for attending each meeting(s) of the Board and Committees thereof. Additionally equal amount of commission may be paid to Non-executive directors on a pro-rata basis, within limits approved by shareholders.



Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,
The Members,
SUNITA TOOLS LIMITED
Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUNITA TOOLS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the information provided by the Company, its officers, agents, authorized representatives and the explanations and clarifications given to me and representations made by Management during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2025, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 and made available to me and according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the 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;

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MISHRA

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(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

During the year under review, the Company has not brought back any of its Securities.

- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- f. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

During the year under review, the Company has not issued any shares/ securities to its employee.

- i. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

During the year under review, the Company has not issued any Non-Convertible and Redeemable Preference Shares/ any other Non-Convertible Securities.

- j. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- k. Other laws as applicable specifically to the Company as identified by the management, that is to say:

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- i. The Shop and Establishment Act, 1948
- ii. The Code on Wages, 2019
- iii. The Code on Social Security, 2019
- iv. The Customs Act, 1962

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **except** to the extent as mentioned below:

- I. *The Company filed various forms (Form AOC-4 XBRL, SH-7, 3 sets of MGT-14 and MGT-15) with additional fees and submitted AGM voting results to BSE with delay and paid SOP fine. The Company has also given prior intimation of Schedule of Analysts/Investors meets with marginal delays and missed filing transcripts and presentations for investors meets held on July 1, 2024, and February 11, 2025.*

I further report that, the compliance by the Company of applicable financial laws such as Direct and Indirect Tax Laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured, if any and recorded as part of the minutes.



Satyajit Mishra & Co.

Company Secretaries

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates / reports taken on record by the Board of Directors of the Company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the Company has no events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

For Satyajit Mishra & Co.

Company Secretaries

Peer Reviewed

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Satyajit Mishra

Membership No.:5759

CP No.:4997

PR No. 1769/2022

UDIN: F005759G000682371

Place: Mumbai

Date: June 30,2025



ANNEXURE – I

To,
The Members
SUNITA TOOLS LIMITED
Mumbai.

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

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

SATYAJIT
MISHRA

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Date: 2025.06.30
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Satyajit Mishra & Co.

Company Secretaries

For Satyajit Mishra & Co.
Company Secretaries
Peer Reviewed

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SATYAJIT MISHRA
Date: 2025.06.30
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Satyajit Mishra
Membership No.:5759
CP No.:4997
PR No. 1769/2022
UDIN: F005759G000682371

Place: Mumbai
Date: June 30,2025

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Sunita Tools Limited has been in the Engineering and Mould base Industry for more than three and half decades providing one of its kind customized solutions to various industries with a vision to fulfill tomorrow's requirements today. We manufacture Ground Plates, Mould Bases and Precision CNC Machining. Our products are a pre-requisite and act as food to the Manufacturing industries be it Automotive, Pharmaceutical, Electronics, Consumer Goods and most of the Manufacturing Sectors. Our products are mould base and machining parts which are industrial capital goods which undergoes stringent quality tests to meet industry standards before they are delivered to our clients. Our ability to produce customized quality products, compatible products, guidance throughout the design and manufacturing process, after sale technical support provides us significant competitive advantages. Our commitment to compatibility makes our products & services a flexible and versatile choice compared to others. We endeavor to promptly address any concerns of our business associates through significant senior management engagement.

Our strength lies in our ability to deliver customized, high-quality products, offer expert guidance throughout the design and manufacturing process, and provide comprehensive after-sales technical support. This commitment to compatibility and customer satisfaction sets us apart, making our products and services a flexible and dependable choice. We are dedicated to promptly addressing any concerns raised by our business associates through direct engagement with senior management.

Our venture into the defence sector is nearing commencement, with our manufacturing facility in Faridabad poised to produce Empty Artillery Shells of 155mm M107 design and other calibres, including 120mm. We have made significant progress in setting up our manufacturing facility, having already acquired the necessary plant and machinery for our first manufacturing line. With machine trials and trial production slated to begin soon, we are on track to commence full-scale production. Furthermore, we have secured several Letters of Intent (LOIs) that are expected to be converted into orders once production commences, providing a strong foundation for our growth in this sector.



In a strategic initiative to strengthen and diversify our presence in the Indian engineering, aerospace, and defence market, **Sunita Tools Limited Defence and Aerospace** Vertical is embarking on manufacturing empty artillery shells. This marks the beginning of our journey, with plans to further explore the production of filled shells. Additionally, we have initiated research and development efforts to manufacture CCF fuses and PGK fuses, which are expected to revolutionize the usage patterns of these weapons. With these developments in place, we are poised for forward integration of our product offerings, particularly empty artillery shells, which will significantly transform our business landscape and position us as a major player in the defence sector.



We are strategically positioned to form partnerships with prominent defense and aerospace industry leaders, fostering collaborative innovation, knowledge sharing, and adherence to best practices. This expansion is anticipated to boost production capabilities, generate new employment opportunities, and drive regional economic growth. By leveraging our subsidiary for manufacturing operations, we are implementing a structured approach to ensure operational continuity and optimize efficiency, ultimately positioning Sunita Tools for long-term success.

Sunita Tools Limited Mould base, Defence and Aerospace Vertical has started to spread its wings across the globe. We have entered into marketing and business development tie up with agents in Saudi Arabia, Bahrain, Kuwait, UAE, USA and NATO countries to develop and explore these markets for our products and acquire new customers and orders.

INDUSTRY OVERVIEW:

Sunita Tools are expected to produce high-precision Mould bases and Engineering components across varied industries including aerospace, electronics, Brown goods, Household and automotive due to which market demand is expected to showcase a robust growth over the forecast period. As product design is becoming highly complex, the demand for high-quality products manufactured and supplied within stipulated time rapidly further increases generating strong demand with cutting edge technology such as CNC machines. High-precision and large size machine tools enabled efficient production, enhanced quality products, and reduced material wastage.

Industrial automation and investment in smart and integrated tools are being done in order to achieve greater speed and higher efficiency for several applications such as cutting, boring and drilling. Such factors are showing prominent impact on the demand. CNC machines are modern data-driven tools that offer efficient and precision materials processing across several industries such as automotive and metal fabrication. CNC machines provide enhanced production capacity and high-precision parts along with enhanced personnel safety resulting in the largest revenue share in the market.

Source: <https://www.fortunebusinessinsights.com/industry-reports/machine-tools-market-101693>

GLOBAL ECONOMY

The global economy registered a decline in growth from 3.2% in 2024 to an estimated 3.1% in 2023. Asia is expected to contribute significantly to global growth in 2024-25, despite the weaker-than-expected recovery in China, sustained weakness in USA, rising energy costs in Europe, weak global consumer sentiment due to the Ukraine-Russia war, and the Red Sea crisis resulting in increased logistics costs. A tightening monetary policy translated into increased policy rates and interest rates for new loans.

Growth in advanced economies is estimated to decline from 1.5 percent in 2023 to 1.4 percent in 2024 and there's no clear indication of further decline in 2025 as policy tightening takes effect. Emerging markets and developing countries are projected to maintain a 4.0% growth rate, contributing to global economic stability and progress. Global inflation is projected to decline steadily from 6.9 percent in 2023 to 5.8 percent in 2024 on account of a tighter monetary policy coupled with relatively lower international commodity prices. Core inflation is expected to decrease gradually, as inflation is not expected to return to its target until 2025 in most cases. The US Federal Reserve approved a much-anticipated interest rate hike that raising the benchmark borrowing costs to their highest in over 22 years.

INDIAN ECONOMY

The overall macro environment for India has been much better than many or most of the developed and the developing economies. There have been setbacks like continuation of regional conflicts with some parts of the world, and its consequent impacts on the respective currencies, interest rates, access to those markets and commodity prices which may have created some negative influences. However, as it seems today, the inherent strength of India economy

coupled with the incentivization and promotion of industry by the Government has been a solid positive and the driver of the Indian economy and we expect the approach and the trend to continue.

OPPORTUNITIES

- The need for superior quality products in market.
- Global Market Expansion: Exploring new markets, partnerships, and export opportunities.
- Constant upgradation of the technology enables us to emerge as a leader in this fast-paced environment.
- Consolidation/acquisitions/restructuring opens out opportunities for the business.
- Creating connected data-driven factories for real-time monitoring and optimization.
- Implementing advanced quality control methods, such as AI-powered inspection and predictive analytics.

THREATS:

- Enhanced competition from both local and global players and the rise of disruptive business models in manufacturing industry and the emergence of new technology, the company runs the risk of obsolescence.
- A dependence on technology and third-party platforms exposes us to threats posed on the internet such as virus attacks leading to execution failures and disclosure of client information.
- Adapting to evolving industry standards, laws, and regulations.
- Risks of theft, counterfeiting, and unauthorized use of proprietary technologies.
- Intensifying competition from low-cost countries and emerging markets.
- Rapid technological advancements can render existing equipment and processes outdated.



OUTLOOK

Tooling, Moulds, Dies, Mouldbases, Jigs Fixtures is the "Astra & Shastra" (weapon) in the endeavour for India to become a formidable player in the field of global manufacturing.

This Toolings, Moulds, Mouldbases etc US\$ 2.50 billion Industry supports the US\$ 90 billion capital goods Industry of India which is the back bone of the manufacturing side of our US\$ 3 trillion Indian Economy. India is posing as a creditable global alternative as manufacturing hub in it's quest to breach US\$ 5 billion GDP mark. To do this, tooling Industry would need to nearly double in 5 years.

Defence Market of the World is ever increasing, and Made in India for the World products are being promoted by the Indian Government, This market is supposedly over 500 billion on its own, As of today the empty artillery shells demand across the world is of over 30 million pieces and with manufacturing capacity across the globe of around 1.5 million only there is a huge demand to be catered to

These same shells if supplied filled with explosives they again are a massive market and with artillery shells becoming into the most dependable ammunition for any military of the world and with modern fuses like CCF and PGK these become very precision weapons and also open up a new market for shell manufacturers, Accordingly opening huge markets for company like ours.

RISKS MANAGEMENT:

The Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks. Any unexpected changes in regulatory framework pertaining to fiscal benefits and other related issues can affect our operations and profitability. The key factor in determining a Company's capacity to the Company to take risks and manage them effectively and efficiently. However, the Company is well aware of the above risks and as part of business strategy has put in a mechanism to ensure that they are mitigated with timely action.



The Company has an elaborate Risk Management Framework, which is designed to enable risks to be identified, assessed and mitigated appropriately. The Board of Directors of the Company has entrusted to oversee implementation/ monitoring of Risk Management Plan and Policy; and continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed. In the opinion of the Board of Directors, none of these risks affect and/or threaten the existence of the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of operations. The comprehensive system enables efficient operations, optimal resource utilization, safeguard of assets and compliance with applicable laws and regulations. These control measures strengthen the Company and protect it from loss or unauthorized use of assets by way of adequate checks and balances. The Company authorizes records and reports all transactions.

The scope and authority of the Internal Audit function is well defined, and an independent firm of Chartered Accountants serves as the internal auditor to execute the internal audit function. The management and audit committee of the Board observe and then recommend corrective measures, based on such audits to improve operations.

REVIEW OF OPERATIONS:

The Total Income of the Company stood at ₹ 3014.83 lakhs for the year ended March 31, 2025 as against ₹ 2628.00 lakhs in the previous year. The Company made a net profit of ₹ 509.12 lakhs for the year ended March 31, 2025 as compared to the net profit of ₹ 484.99 lakhs in the previous year.

HUMAN RESOURCES:

The Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

DETAILS ON SIGNIFICANT CHANGES

Sr. No.	Ratio Analysis	Ratio		Difference (in %)	Reasons for Differences, if Difference is More than 25%.
		31-Mar-25	31-Mar-24		
1	Current Ratio	1.42	3.60	-60.53%	This is due to increase in current liabilities than current assets which shows business able to receive the dues from its debtors efficiently.
2	Debt Equity Ratio	0.09	0.31	-71.38%	Debt equity ratio has decreased due to increased in net worth.
3	Debt Service Coverage ratio	19.87	7.19	176.32%	It indicate your business generates enough income to manage payments on a new loan and still make a profit
4	Return on Equity Ratio	0.14	0.27	-49.00%	Decreased in ratio due to increased average shareholder fund i.e. due to increase in security premium
5	Inventory Turnover	1.91	2.40	-20.24%	This is due to increase in revenue
6	Trade Receivable Turnover Ratio	2.14	2.00	6.96%	Not Significant
7	Trade Payable Turnover Ratio	7.45	6.47	15.10%	This is due to increase in purchases
8	Net Profit ratio	0.17	0.19	-7.54%	Not Significant
9	Return on Capital Employed	0.15	0.24	-36.38%	This is due to increase in shareholder equity
10	Return on Investment	0.01	0.00	100%	This is due to decreases in investments

*As of the time we print this Annual Report the company is total LONG TERM DEBT FREE Company.

SAFE HARBOUR:

This document contains statements about expected future events, financial and operating results of the businesses, which are forward-looking. By their nature, forward-looking statements require the businesses to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of Sunita Tools Limited's Annual Report, FY2024-25





CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
SUNITA TOOLS LIMITED
Survey No.66, Plot No.A, Valiv,
Sativali Road, Vasai East, Palghar,
Vasai East IE, Thane 401208.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SUNITA TOOLS LIMITED** having CIN: U29220MH1988PLC045850 and having registered office at Survey No. 66, Plot No. A, Valiv, Sativali Road, Vasai East, Palghar, Vasai East IE, Thane 401208 produced before me by the Company for the purpose of issuing this certificate, in accordance with Regulation 34(3) read with Sub-clause 10(i) Para C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal **www.mca.gov.in**) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2025 has been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of the Director	Designation	DIN	Date of appointment
1.	Mr. Satish Pandey	Managing Director	00158327	26/05/2023
2.	Mrs. Ragini Satish Pandey	Whole-time director	00158343	26/05/2023

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3.	Mr. Sanjay Kumar Pandey	Whole-time director	00739482	26/05/2023
4.	Mrs. Uma Pandey	Director	00739382	26/05/2023
5.	Ms. Diksha Maheshwari	Independent Director	10200518	07/06/2023
6.	Mr. Nikhil Malpani	Independent Director	09816032	07/06/2023

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

For Satyajit Mishra & Co.
Practicing Company Secretaries

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Date: 2025.06.30
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Satyajit Mishra
Membership No.:5759
CP No.:4997
PR No. 1769/2022
UDIN: F005759G000682468

Dated this June 30, 2025 at Mumbai.

Annexures to Board's Report (Contd).
Annexure - V
Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A": Subsidiaries:

Sr. No.	Name of the subsidiary	Sunita Leoquip Aerospace Private Limited	Sunita Imperial Aerospace Private Limited
1.	The date since when subsidiary was acquired	April 25, 2024	September 4, 2024
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A.
4.	Share capital	1,00,00,000.00	-
5.	Other Equity	3,39,039	-
6.	Total assets	1,90,35,072	-
7.	Total Liabilities	86,95,034	-
8.	Investments	0.00	-
9.	Turnover	46,18,805	-
10.	Profit before taxation	3,39,039	-
11.	Provision for taxation	0.00	-
12.	Profit after taxation	3,39,039	-
13.	Proposed Dividend	0.00	-
14.	Extent of shareholding (In percentage)	55%	-

Part "B": Associates and Joint Ventures: - Not Applicable

Annual Report on CSR Activities for Financial Year 2024-25
1. Brief outline on CSR Policy of the Company:

The Company's CSR policy is in alignment with the guidelines provided by the Ministry of Corporate Affairs (MCA). The Board has formulated a CSR Policy with the main objective that "the Company shall undertake the CSR activities that help the surrounding communities possible in its means and meeting the regulatory requirements.

Details of the policy can be seen at the company's website: <https://www.sunitatools.com/investor-relations.php>

2. Composition of CSR Committee:

As per Section 135(9) of Companies Act 2013, Company has spent Rs. 12.98 Lakhs which is below the threshold of ₹50 lakhs, the constitution of a CSR Committee is not applicable to our company.

3. Provide the web-link where CSR Policy and CSR projects approved by the board are disclosed on the website of the company. <https://www.sunitatools.com/investor-relations.php>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable

Not Applicable for the financial year under review.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: NIL

6. Average net profit of the company as per section 135(5): 519.25 Lakhs

7. (a) Two percent of average net profit of the company as per section 135(5): 10.38 Lakhs

(b) Surplus arising out of the CSR projects or programmers or activities of the previous financial years: Not Applicable

(c) Amount required to be set off for the financial year, if any: NIL

(d) CSR Budget approved by Board on the recommendation of CSR Committee: 12.98 Lakhs

(e) Total CSR obligation for the financial year (7a+7b-7c): 12.98 Lakhs

8. (a) CSR amount spent or ~~unspent~~ for the financial year: 12.98 Lakhs

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).*		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
12.98 Lakhs	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: NA

(c) Details of CSR amount spent against other than ongoing projects for the financial year: 12.98 Lakhs

(d) Amount spent in Administrative Overheads: Nil

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

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 12.98 Lakhs

(g) Excess amount for set off, if any: 2.6 Lakhs

NOTE: During the year, the Company has in place a CSR policy laid down in accordance with the provisions of Companies Act, 2013 and rules made thereunder. The Company under its CSR policy, affirms its commitment of seamless integration of marketplace, workplace, environment and community concerns with business operations by undertaking activities / initiatives that are not taken in its normal course of business and/or confined to only the employees and their relatives and which are in line with the broad-based list of activities, areas or subjects that are set out under schedule VII of the Companies Act, 2013.

The company has spent an amount of Total Amount of 12.98 Lakhs on CSR activities as specified in Schedule VII of the Companies Act, 2013, against the 2% of average profit for the last three years.

The Company had deposited a sum of Rs. 12.98 Lakhs pertaining to CSR expenditure for the year ended on 31st March 2025 as per specified under Schedule VII of the Companies Act, 2013 before due date and for the financial year ended on 31st March 2025, the company has spent an amount of Rs. 12.98 Lakhs to Sunita Educational Trust for supporting initiatives that empower young people and marginalized communities through education and skill development.

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	10.38 Lakhs
(ii)	Total amount spent for the Financial Year	12.98 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2.6 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	2.6 Lakhs

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

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

FOR SUNITA TOOLS LIMITED
(Formerly known as Sunita Tools Private Limited)

Sd/-
Satish Kumar Pandey
Managing Director
(DIN: 00158327)



K M A & CO

124-126/2B, Ostwal Ornate, Opp. Jain Mandir, Jesal Park, Bhayandar (E) Thane - 401105
TELE. : 9653173124 / 9892757042 , MOB. 9820132736 EMAIL ID : cakmaco2016@gmail.com

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SUNITA TOOLS LIMITED
CIN: U29220MH1988PLC045850
Survey No.66, Plot No.A,
Valiv, Sativali Road, Vasai East,
Palghar, Vasai East IE,
Thane, Vasai, Maharashtra, India, 401208.

Report on Audit of Financial Statements

We have audited the accompanying financial statements of **SUNITA TOOLS LIMITED**, which comprise the Balance Sheet as at **31st March 2025**, and the Statement of Profit and Loss and Cash Flow Statement for the year ended 31st March 2025, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are 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, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- A. In the case of the Balance Sheet, of the state of affairs of the Company as at **31st March 2025**.
- B. In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- C. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

1. As required by section 143 (3) of the Act, we report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
- c) The Balance Sheet, Statement of Profit and Loss, and 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 applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014
- e) On the basis of written representations received from the directors as on **March 31, 2025**, and taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 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 and the operating effectiveness of such controls, refer to our report in "**Annexure A**", which is based on the Auditors' Reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.
- 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 Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- ii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
- iii. (a) 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;

(b) 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

(c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) of 11(e), as provided under (a) and (b) above, contain any material mis-statement.

(d) The Company has not declared and paid dividend during the year
Hence we don't comment on the compliance with section 123 of the
Companies Act, 2013.

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11(g) of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has used an accounting software (Tally Prime Edit Log) for maintaining its books of accounts for the financial year ended March 31, 2025 which has a feature of recording Audit Trial.
- (ii) The Audit trail feature was enabled and operated throughout entire financial year.
- (iii) All the transaction recorded in the software are covered in the Audit Trail feature.
- (iv) Further,during the course of our audit we did not come across any instance of the audit trial feature being tampered with

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure B**" a statement on the matters Specified in paragraphs 3 and 4 of the Order.

For K M A & CO.
Chartered Accountants

Firm Regn. 111899W

UDIN: 25044900BMJJNW8151

Mumbai, the 09th Day of May , 2025

Sd/-

Keshav Chaubey
(Senior Partner)
Membership No. 0044900

ANNEXURE “A” TO THE INDEPENDENT AUDIT REPORT

Referred to in paragraph 1(f) of our report of even date:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SUNITA TOOLS LIMITED** (“the Company”) as of and for the year ended March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended as of 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 Accountant of India (‘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 the company’s business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 judgments, 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 Group's internal financial controls system over financial reporting.

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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 and its subsidiary companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **March 31, 2025**, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

For K M A & CO.
Chartered Accountants

Firm Regn. 111899W

UDIN: 25044900BMJJNW8151

Mumbai, the 09th Day of May , 2025

Sd/-

Keshav Chaubey
(Senior Partner)
Membership No. 044900

ANNEXURE “B” TO THE INDEPENDENT AUDIT REPORT

Referred to in paragraph 2 of our report of even date:

1) FIXED ASSETS

- a) The company has maintained proper records showing full particulars including the quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year, there is regular program of verification which in our opinion is reasonable having regard to its assets. No material discrepancies were noticed on verification.

2) INVENTORY

- a) The stock of finished goods and stores has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) The procedure of physical verification of stock followed by the management is reasonable and adequate in relation to the size of the company and nature of business.
- c) The company maintains proper records of inventory and no discrepancies were noticed on verification between the physical stock and the books of records. On the basis of our examination of stock records, we are of the opinion that the valuation of stock is fair and proper in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year.

3) LOANS GRANTED

- a) The company has not granted unsecured loans to individual/shareholder for which proper register is required to be maintained under section 189 of the companies act.
- b) In respect of loans and advances in the nature of loan given by the company, parties have repaid the principal amounts as stipulated and have also been regular in payment of interest wherever applicable.

4) LOAN TO DIRECTORS AND INVESTMENT BY COMPANY

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 Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) PUBLIC DEPOSITS

The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) COST RECORDS

As informed to us, the maintenance of cost records has not been specified by the central government under sub section (1) of section 148 of the Act, in the respect of the activities carried on by the company. However the company has maintained all the relevant records which are required for working out the cost of materials sold.

7) STATUTORY DUES

- a) The company is very regular in making payments to Employees State Insurance Corp., to the Goods and Services tax and other statutory authorities on due dates wherever these provisions are applicable and no outstanding balances for more than 6 months is noticed.
- b) According to the information and explanation given to us , no undisputed amounts payable in respect of income tax, wealth tax, Goods and Services tax, customs duty,are outstanding , as at **31/03/2025** for the period more than six months from the date they became payable.
- c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.

8) UNRECORDED INCOME

There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961.

9) REPAYMENT OF LOANS

- a) The company has not defaulted in repayment of dues to financial institutions or banks.
- b) In our opinion no debentures were issued nor have securities been created in respect of issue of debentures.

10) UTILISATION OF IPO AND FURTHER PUBLIC OFFER

Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon. However the company has raised share capital by offering the shares on preferential basis to the public and same has been utilised for the object of the company.

11) FRAUDS – NOTICED / REPORTED

No frauds or errors made by the company has been noticed or reported during the year.

12) NIDHI COMPANIES

In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13) RELATED PARTY TRANSACTIONS

In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) INTERNAL AUDIT SYSTEM

According to section 138(1) of the Companies Act, 2013 the company has appointed internal auditor the report of which has been verified by us where no adverse comment has been raised.

15) NON-CASH TRANSACTION

Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company and hence not commented upon.

16) REGISTRATION UNDER SECTION 45-IA OF RBI ACT, 1934

- 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) CASH LOSSES

The Company has not incurred any cash loss in the financial year and in the immediately preceding financial year, and hence reporting under this clause is not applicable.

18) RESIGNATION OF STATUTORY AUDITOR

There has been no resignation of Statutory Auditor of the Company during the year.

19) MATERIAL UNCERTAINTY

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating the Company is 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 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 the liabilities falling due within a period of one year from the balance sheet date, will get discharge by the company as and when they fall due.

20) TRANSFER TO FUND SPECIFIED UNDER SCHEDULE VII OF COMPANIES ACT, 2013

Based upon the audit procedures performed and the information and explanations given by the management, provision of section 135 of the Companies Act 2013 is applicable to the company. The Company has complied with section 135 of the Companies Act 2013 based on which the company has transferred the funds to the specified registered entity.

21) QUALIFICATION OR ADVERSE AUDITOR REMARKS IN OTHER GROUP COMPANIES

Based upon the audit procedures performed and the information and explanations given by the management, there are no such qualification or adverse remarks by the auditor in the Companies (Auditor's Report) Order, 2020 report of the company incorporated in India and included in the consolidated financial statements.

**For K M A & CO.
Chartered Accountants
Firm Regn. 111899W**

UDIN: 25044900BMJJNW8151

Mumbai, the 09th Day of May , 2025

Sd/-

**Keshav Chaubey
(Senior Partner)
Membership No. 044900**

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Balance Sheet as on 31st March 2025

(Rs. in Lakhs)

Particulars	Note numbers	As on 31st March 2025	As on 31st March 2024
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(A) Share Capital	2	611.00	562.50
(B) Money received against Share Warrant		138.50	-
(C) Reserves and Surplus	3	3,978.82	2,000.17
Total Shareholder Fund		4,728.32	2,562.67
(2) Non-Current Liabilities			
(A) Long-term borrowings	4	10.16	437.81
Total Non-current Liabilities		10.16	437.81
(3) Current Liabilities			
(A) Short-term borrowings	5A	403.75	345.97
(B) Trade payables	5B		
- Total outstanding dues of micro enterprises and small enterprises		163.40	238.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises		175.13	14.96
(C) Deferred tax liability	7A	39.89	5.10
(D) Other current liabilities	5C	76.38	120.18
(E) Short-term provisions	5D	148.54	122.84
Total current Liabilities		1,007.10	847.98
Total Liabilities		1,017.25	1,285.79
Total Equity & Liabilities		5,745.56	3,848.47
II.Assets			
(1) Non-current assets			
<i>(A) Property, Plant & Equipment</i>			
(i) Tangible assets	6	947.16	624.92
(B) Long term loans and advances	7B	20.34	168.53
(C) Long term Investment	7C	175.28	-
(D) Other non-current assets	7D	906.64	-
Total Non Current Assets		2,049.43	793.45
(2) Current Assets			
(A) Inventories	8A	1,844.95	1,225.74
(B) Trade receivables	8B	1,462.24	1,302.22
(C) Cash and cash equivalents	8C	82.90	217.68
(D) Short-term loans and advances	8D	217.58	265.50
(E) Other current assets	8E	88.47	43.88
Total Current Assets		3,696.14	3,055.02
Total		5,745.56	3,848.48
Significant Accounting Policies	1.3		

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

As per our attached report of even date

For **K M A & Co.**

Chartered Accountants
Firm registration No.:
FRN : 111899W

Sd/-

Keshav Chaubey

(Senior Partner)

Membership No. : 044900
UDIN :

Dated : 9th May, 2025
Place: Mumbai

For and on behalf of the Board of Directors of
Sunita Tools Ltd

Sd/-

Sanjay K. Pandey

Whole Time Director

Din: 00739482

Sd/-

Satish K. Pandey

Chief Financial Officer &
Managing Director

Din: 00158327

Sd/-

Rupal Pankaj Dedhia
Company Secretary
Membership No: 68289

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Profit and Loss statement for the year ended on 31st March, 2025

(Rs. in Lakhs)

Particulars	Note numbers	For year ended on 31st March 2025	For year ended on 31st March 2024
Income			
I. Revenue from operations	9	2,962.12	2,609.06
II. Other Income	10	52.72	18.94
III. Total Income (I +II)		3,014.83	2,628.00
IV. Expenses:			
Cost of materials consumed			
Raw Material Consumed	11	2,392.29	1,473.91
Changes in inventories of finished goods, work-in-progress	11.1	(805.41)	(133.68)
Employee benefit expense	12	285.27	267.26
Financial costs	13	51.61	112.24
Depreciation and amortization expense	14	93.55	63.35
Other expenses	15	315.61	231.16
Total Expenses		2,332.90	2,014.23
V. Profit before exceptional, prior period and extraordinary items and tax	(III - IV)	681.93	613.77
VI. Exceptional Items			-
VII. Profit before extraordinary items and tax (V - VI)		681.93	613.77
VIII. Extraordinary Items			-
IX. Profit before tax (VII - VIII)		681.93	613.77
X. Tax expense:			
(1) Current tax		138.02	122.84
(2) Deferred tax		34.79	5.95
(3) Short/(Excess) provision		-	(0.01)
Total Tax expense		172.81	128.77
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	509.12	484.99
XII. Profit/(Loss) from discontinuing operations			-
XIII. Tax expense of discounting operations			-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)			-
XV. Profit/(Loss) for the period (XI + XIV)		509.12	484.99
XVI. Earning per equity share:			
(1) Basic		8.53	9.83
(2) Diluted		8.53	9.83
Significant Accounting Policies	1.3		

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

As per our attached report of even date

For and on behalf of the Board of Directors of
Sunita Tools Ltd

For **K M A & Co.**
Chartered Accountants
Firm registration No.:
FRN : 111899W

Sd/-

Keshav Chaubey

(Senior Partner)

Membership No. : 044900
UDIN :

Dated : 9th May, 2025
Place: Mumbai

Sd/-

Sanjay K. Pandey

Whole Time Director

Din: 00739482

Sd/-

Satish K. Pandey

Chief Financial Officer &
Managing Director

Din: 00158327

Sd/-

Rupal Pankaj Dedhia
Company Secretary
Membership No: 68289

Cash flow statement for the year ended on 31st March 2025

(Rs. in Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Cash flow from operating activities		
Net profit before tax	681.93	613.77
Adjustments for :		
Add : Expenses		
Depreciation	93.55	63.35
Provision for gratuity	-	-
Finance cost	51.61	105.84
Less: Income		
Interest income	0.86	0.15
Profit on sale of fixed assets	30.75	-
Operating profit before working capital adjustment	795.48	782.81
Adjustment for changes in working capital		
Increased/(decreased) in trade and other payable	84.64	(201.13)
Increased/(decreased) other current liabilities	(43.80)	18.97
(Increased)/decreased in other non current asset	(906.64)	3.80
(Increased)/decreased in trade and other receivables	(160.02)	(683.57)
(Increased)/decreased in other Short term Loans & Advances	47.91	49.98
(Increased)/decreased in other Long term Loans & Advances	148.19	(2.00)
(Increased)/decreased in changes in inventories	(619.21)	(302.53)
(Increased)/decreased in short-term provisions	-	-
(Increased)/decreased in other current assets	-	36.00
Cash flow generated from operations	(653.45)	(297.68)
Direct taxes paid	(156.91)	(40.56)
Net cash flow from operating activities (A)	(810.36)	(338.24)
Cash flow from investing activities		
Sale of fixed assets	-	6.50
Interest received	0.86	0.15
Purchase of building and plant and machinery	(385.04)	(276.55)
Long term Investment	(175.28)	-
Net Cash flow from Investing activities (B)	(559.46)	(269.90)
Cash flow from financing activities		
Proceed from short term borrowings	57.78	(536.20)
Proceed from long term borrowings	(427.65)	(343.07)
Increased in share capital through conversion of loan	-	-
Issued equity shares during the year	48.50	132.00
Share application money pending allotment	138.50	-
Security premium amount received	1,469.53	1,623.30
Finance cost	(51.61)	(105.84)
Net cash flow From financing activities (C)	1,235.05	770.18
Increase/(Decrease) in cash and cash equivalents (A+B+C)	(134.77)	162.05
Cash and cash equivalent at the beginning of the year	217.68	55.63
Cash & cash equivalent at the end of the year	82.90	217.68

1 The Cash Flows has been prepared under the indirect method as set out in AS 3, Statement of Cash Flows.
2.Figures in brackets represent outflow of cash and cash equivalents.

Significant Accounting Policies

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

As per our attached report of even date

For and on behalf of the Board of Directors of
**Sunita Tools Ltd.(Formerly known as
Sunita Tools Private Limited)**

For K M A & Co.

Chartered Accountants
Firm registration No.:
FRN : 111899W

Sd/-

Keshav Chaubey

(Senior Partner)
Membership No. : 044900
UDIN :

Sd/-

Sanjay K. Pandey

Whole Time Director
Din: 00739482

Sd/-

Rupal Pankaj Dedhia
Company Secretary
Membership No: 68289

Dated : 9th May, 2025
Place: Mumbai

Notes to Standalone Financial Statements for the year ended March 31, 2025

1 Company Overview and Significant Accounting Policies

1.1 Company Overview

M/s Sunita Tools Ltd (Formerly known as Sunita Tools Private Limited) Company incorporated on 12th January 1988 , having its registered office at Survey No.66, Plot No.A, Valiv, Sativali Road, Vasai East, Palghar, Vasai East IE, Thane, Vasai, Maharashtra, India, 401208. The nature of the operations and principal activities of the company is manufacturing, machining & grinding of engineering of goods, steel plates & manufacture of mould base & dies sets.

1.2 Basis of preparation and presentation of Financial Statements

These financial statements have been prepared in accordance with generally accepted accounting principles ('GAAP') in India under the historical cost convention on the accrual basis of accounting. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013 (hereinafter together referred to as 'the Act') and Schedule III of the Act.

- a) Section 26 of part I of Chapter III of the Act
- b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and
- c) Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

The financial information have been compiled from:

- a) the audited financial statement of the Company as at March 31, 2025 which have been approved by the Board of Directors at their meeting held on May 09, 2025.
- a) the audited financial statement of the Company as at March 31, 2024 which have been approved by the Board of Directors at their meeting held on May 22, 2024.

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

Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company's most significant estimates include those on the useful life of assets, deferred taxes and provision for taxes. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates.

1.3 Significant accounting policies

a) Current-non-current classification

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- b. it is held primarily for the purposes of being traded;
- c. it is expected to be realised within 12 months after the reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a. it is expected to be settled in the company's normal operating cycle;
- b. it is held primarily for the purposes of being traded;
- c. it is due to be settled within 12 months after the reporting date; or
- d. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes all incidental costs related to acquisition and installation, other pre-operative costs and interest on borrowed funds, if any, used to finance the acquisitions of fixed assets and is capitalized up to the date the assets are ready for commercial use.

Depreciation is provided over the estimated useful life of the assets using written down value method. The rates of depreciation used are those which have been calculated as per the method specified in Schedule II of the Companies Act, 2013. The new Companies Act prescribes that the asset should be written off over its useful life as estimated by the management and provides the indicative useful lives for the different class of assets. Other assets are depreciated over their balance useful life.

c) Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the statement of profit and loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.

d) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

e) Inventories

Inventory consists of Raw material, store and spares and Finished goods is valued at cost. Cost of inventories comprises of all cost of purchases and other costs incurred in bringing the inventory to their present location and condition. Cost is assigned on First-In-First-Out (FIFO) basis. Obsolete, defective and unserviceable stocks are provided for, wherever required.

f) Cash and cash equivalents

Cash equivalents represent highly liquid investments with remaining maturities, at the date of purchase/investment, of three months or less. As of the balance sheet date, the Company had no such investment. Cash and cash equivalents comprise of cash in hand and balance in bank accounts.

g) Revenue recognition

Sales revenue is recognized when property in the goods with all risk rewards and effective control of goods usually associated with ownership are transferred to buyer at price. Sales comprise trading sales and are exclusive of excise duty and local taxes and sales return.

The various discounts and rate differences on the sales those accepted/rejected are accounted in the year, however if the same is of material amount affecting the current year profit/loss are separately shown under the prior period head of the profit and loss account.

h) Other operational revenue

Other operational revenue represent income earned from the activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract.

i) Interest

Interest income is recognized on a time proportion basis by considering the amount outstanding and rate applicable.

j) Employee benefits

Contributions to secure retiral benefits in respect of provident fund, based on applicable rules/status, are charges to revenue.

k) Borrowing cost

As per AS 16, borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

l) Income taxes

Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961), deferred tax charge or benefit (reflecting the tax effect of timing differences between accounting income and taxable income for the period) and minimum alternate tax.

Current tax

Provision for income tax is recognized based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

Deferred tax

The deferred tax charge or benefit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantially enacted as at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future, however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

m) Earnings per share

The Company reports basic earnings per share (EPS) in accordance with Accounting Standard - 20. The basic earnings per share is computed by dividing the net profit/loss attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The Company has no potentially dilutive equity shares outstanding during the period.

n) Segment Reporting

The Company operates in a single primary business segment . Hence, there are no reportable segment as per AS 17 Segment Reporting.

o) Provisions and contingent liabilities

The Company recognizes a provision when there is a present obligation arising from 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 may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

p) Leases

Operating Lease:

Where the lessor effectively retain substantially all the risks & benefits of ownership of leased item , these are classified as operating lease. Operating lease payments are recognised as expenses in the statement of profits & loss accounts on straight line basis over lease term. Initial cost such as legal cost, brokerage costs ,etc are recognised immediately in the statement of profit & loss account.

q) Foreign Currency transaction

Foreign currency transactions are accounted for at the exchange rate prevailing on transaction date. Foreign currency monetary assets & liabilities are translated at year end exchange rate. The exchange differences arising on foreign currency transactions are recognised as income or expense in the period in which they arise.

r) Previous year figures

Previous figures have been regrouped /reclassified whenever necessary .

s) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Standalone Financial Statements for the year ended March 31, 2025

2(a) Equity share capital

Particulars	(Rs. in Lakhs)	
	As on 31st March 2025	As on 31st March 2024
(a) Authorised Capital:		
70,00,000 Equity Shares of Rs.10/- each	700.00	600.00
Total	700.00	600.00
(b) Issued, Subscribed and Paid up Capital:		
56,25,000 Equity Shares of Rs. 10/- each fully paid up	562.50	430.50
Issued during the year		
4,85,000 Equity Shares of Rs. 10/- each fully paid up	48.50	132.00
Total	611.00	562.50

2(b) The reconciliation of the numbers of shares outstanding as at year end is set out below:

Particulars	As at March 31, 2025 Nos	As at March 31, 2024 Nos
Equity Shares		
Shares outstanding at the beginning of the year	56,25,000	43,05,000
56,25,000 Equity Shares of Rs. 10/- each fully paid up		
Issued during the year		
13,20,000 Equity Shares of Rs. 10/- each fully paid up		13,20,000
4,85,000 Equity Shares of Rs. 10/- each fully paid up	4,85,000	
Shares Outstanding at the end of the period	61,10,000	56,25,000

2(c) Name of Equity Shareholders holding more than 5% equity shares

Name of shareholders	Number of Shares held	% of Holding
Sangeeta Kumar Pandey		
March 31, 2025	6,52,460.00	10.68%
March 31, 2024	6,52,460.00	11.60%
Satish Kumar Pandey		
March 31, 2025	14,35,630.00	23.50%
March 31, 2024	14,35,630.00	25.52%
Saniav Kumar Pandey		
March 31, 2025	15,86,600.00	25.97%
March 31, 2024	15,86,600.00	28.21%

2(d) Shares held by promoters at the end of the year March 31, 2025

Name of Promoter	Number of Shares held	% of Holding
Sangeeta Kumar Pandey		
March 31, 2025	6,52,460.00	10.68%
March 31, 2024	6,52,460.00	11.60%
Satish Kumar Pandey		
March 31, 2025	14,35,630.00	23.50%
March 31, 2024	14,35,630.00	25.52%
Saniav Kumar Pandey		
March 31, 2025	15,86,600.00	25.97%
March 31, 2024	15,86,600.00	28.21%
Ragini Satish Pandey		
March 31, 2025	2,78,290.00	4.55%
March 31, 2024	2,78,290.00	4.95%

2(e) In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held at the time of commencement of winding-up.

2(f) The Shareholders have all other rights as available to equity shareholders as per the provisions of The Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

2(g) The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. Equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company.

2(h) No dividend is declared by the Company during the year ended on March 31, 2025.

2(i) During the year the company has issued fully paid up 4,85,000 equity shares having face value of Rs 10 each and 1,38,500 convertible warrants having face value of Rs. 10/- each through preferential issue

3 Reserve & surplus

Particulars	(Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
(A) Reserves and Surplus		
Balance in Profit & Loss Account.	376.87	(108.12)
Add: Profit during the year	509.12	484.99
Total (1)	885.99	376.87
(B) Security Premium		
Opening Balance	1,623.30	-
Add: Security Premium	1,469.53	1,623.30
Total (2)	3,092.83	1,623.30
Total Reserves and Surplus (1+2)	3,978.82	2,000.17

Notes to Standalone Financial Statements for the year ended March 31, 2025

4 Long Term Borrowings

Particulars	(Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Secured Loans		
Term loans from Banks	10.16	437.81
Total	10.16	437.81

(1) Details of security for Business Loan-Term Loan from Yes Bank

- i. Security: Mortgage of property, Plot No 40, survey no 66, village wadiv, golani naka, piakapada city-vasai, district - Palghar,Maharashtra, Link road - 401202.
ii Loan Tenure is 180 months.

(2) Details of security for Car Loan from Yes Bank i. Security:

- i.The loan has been secured against Car.
ii Loan Tenure is 72 months

5A Short term Borrowing

Particulars	(Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Secured Loans		
Bank Overdraft	373.49	192.19
Unsecured Loans (3)	30.27	150.73
Current maturities of long term loans		
Term loan	-	3.05
Total	403.75	345.97

1) Details of Security for CC/Overdraft from Bank of Maharashtra:

The cash credit facility availed from Bank of Maharashtra , Malad west branch (Mumbai) has been secured by hypothecation of Fixed deposit

i. Primary Security : Hypothecation of stocks & receivable, debtors upto 120 days shall be reckoned for DP purpose. Obsolete stock, and debtors from associated and related concerns would not be considered for calculation of DP.

ii. Secondary security :Plot No 38,survey no 66/1 of village wadiv hissa no part wadiv Taluka vasai, district Palghar

iii. Guarantee: Personal Guarantors are Mr Satish Kumar Pandey,Mr Sanjay Kumar Pandey and Mrs Ragini Satish Pandey

Rate of Interest: Subject to change upward and downward as the case may be , in line with movement of Repo Linked Lending Rate(RLLR). At present RLLR is 8.20%.

Repayment : On demand

2) Details of Security for CC/Overdraft form ICICI Bank

The Cash Credit facility availed from ICICI Bank , Goregaon East Branch (Mumbai)

i. Primary Security : Hypothecation of Stocks & receivable of ,Debtors Upto 120 days shall be reckoned for DP purpose.

ii.Secondary security :71 And 81 Dhawalgiri CHSL.Near Megh Malhar Complex, Yashodham Goregaon East,Mumbai Maharashtra India 400063,Plot No. 38, Wadiv Phata Satawli

Naik Pada, Plot No 38,S No.66 Achor Mark Industrial, Naik Pada link road/ Pol Road, Vasai Road , District Palghar

iii.Guarantee: Personal Guarantors are Mr Shyama Tiwari, Satish Kumar Bihari Pandey,Sanjay Kumar Pandey and Ragini Satish Pandey

Rate of Interest : Subject to change Upward and Downward as the case may be ,In line with movment of Repo Linked Lending rate is 6.25% and Spread is 3.25%

Note : All overdraft facilities limit will be reviewed on every 12 Months

3) Loan from related parties are interest free.

5B Trade payables

Particulars	(Rs in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	163.40	238.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises	175.13	14.96
Total	338.53	253.89

Particulars	(Rs in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Trade payables to Related Parties		
Trade payables to Others	338.53	253.89
Total	338.53	253.89

Trade payables ageing schedule

Particulars	(Rs In Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	162.52	0.88	-	-	163.40
(ii) Others	175.13	-	-	-	175.13
(iii) Disputed Dues – MSME	-	-	-	-	-
(iv) Disputed Dues – Others	-	-	-	-	-
Total	337.66	0.88	-	-	338.53

Particulars	(Rs In Lakhs)				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	235.07	3.87	-	-	238.94
(ii) Others	10.91	3.28	0.77	-	14.96
(iii) Disputed Dues – MSME	-	-	-	-	-
(iv) Disputed Dues – Others	-	-	-	-	-
Total	245.98	7.15	0.77	-	253.89

5C Other current liabilities

Particulars	(Rs In Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Advance from customers	3.44	6.20
Rent Deposit	15.00	15.00
Statutory Dues	16.01	49.49
Salary & Gratuity Payable	16.57	39.91
Outstanding Liabilities	25.36	9.58
Total	76.38	120.18

5D Short-term provisions

Particulars	(Rs In Lakhs)	
	As at March 31, 2025	As at March 31, 2024
Provision for Tax	148.54	122.84
Total	148.54	122.84

Sunita Tools Ltd. (Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Notes to Standalone Financial Statements for the year ended March 31, 2025

6 Property, Plant and Equipment

March 31, 2025

(Rs In Lakhs)

Description of Assets	Opening Written down Value			As at March 31, 2025	Depreciation For the year	Closing Written down Value	
	As at April 01, 2024	Additions during the year	Deductions during the year			As at March 31, 2025	As at March 31, 2024
Building	33.05	7.12	-	40.17	3.51	36.65	33.05
Computer	4.93	2.23	-	7.16	2.84	4.32	4.93
Electrical Installation	6.57	1.63	-	8.20	1.95	6.25	6.57
Furniture	4.16	-	-	4.16	1.08	3.08	4.16
Office Equipment	3.69	1.66	-	5.34	2.01	3.34	3.69
Plant & Machinery	545.09	403.07	-	948.16	77.20	870.97	545.09
Vehicle	19.36	0.09	-	19.45	4.97	14.49	19.36
Land	8.06	-	-	8.06	-	8.06	8.06
Total	624.91	415.79	-	1,040.70	93.55	947.16	624.91

March 31, 2024

(Rs In Lakhs)

Description of Assets	Opening Written down Value			As at March 31, 2024	Depreciation For the year	Closing Written down Value	
	As at April 01, 2023	Additions during the year	Deductions during the year			As at March 31, 2024	As at March 31, 2023
Building	31.76	4.47	-	36.23	3.18	33.05	31.76
Computer	4.40	3.42	-	7.82	2.89	4.93	4.40
Electrical Installation	8.41	0.41	-	8.83	2.26	6.57	8.41
Furniture	5.61	-	-	5.61	1.45	4.16	5.61
Office Equipment	4.99	1.05	-	6.04	2.35	3.69	4.97
Plant & Machinery	331.33	264.61	6.50	589.44	44.35	545.09	331.34
Vehicle	23.65	2.58	-	26.23	6.87	19.36	23.66
Land	8.06	-	-	8.06	-	8.06	8.06
Total	418.22	276.54	6.50	688.26	63.35	624.92	418.21

Sunita Tools Ltd. (Formerly known as Sunita Tools Private Limited)
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Notes to Standalone Financial Statements for the year ended March 31, 2025

7A Deferred Tax Asset/(Liability)

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
- On account of depreciation	(39.89)	(5.10)	
Total	(39.89)	(5.10)	

7B Long term loans and advances

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Deposits	20.34	168.53	
Total	20.34	168.53	

7C Long term Investments

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
a Investment Properties	120.28	-	
b 5,50,000 Equity Shares of Rs.10/-each Sunita Leoguin Aerospace Private Ltd.	55.00	-	
Total	175.28	-	

7D Other non current assets

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Capital Advance	238.27	-	
Deposit	668.37	-	
Total	906.64	-	

8A Inventories:

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Raw Material	211.89	398.09	
WIP and Finished Goods	1,633.06	827.65	
Total	1,844.95	1,225.74	

8B Trade receivables:

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Sundry Debtors			
Less than six months	882.24	620.58	
More than six months	580.00	681.64	
Total	1,462.24	1,302.22	

100000

Ageing for Trade receivables
MARCH 31, 2025

(Rs In Lakhs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	882.24	470.19	107.51	2.29	-	1,462.24
Total	882.24	470.19	107.51	2.29	-	1,462.24

MARCH 31, 2024

(Rs In Lakhs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	620.58	668.01	4.21	7.93	1.49	1,302.22
Total	620.58	668.01	4.21	7.93	1.49	1,302.22

8C Cash and cash equivalents

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Cash & Bank Balances:			
- Cash Balance	7.32	5.11	
- Current account	0.12	192.57	
Other Balances with Bank			
Deposit with maturity of less than 12 months	75.45	20.00	
Total	82.90	217.68	

8D Short term loans & advances

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Loan to Employees	7.28	14.41	
Advances to Creditors	20.30	132.11	
Other advances	190.00	118.97	
Total	217.58	265.50	

8E Other current assets

(Rs In Lakhs)			
Particulars	As at March 31, 2025	As at March 31, 2024	
Balance with Govt authorities	61.46	43.88	
Excess of Expenditure on CSR	27.02	-	
Total	88.47	43.88	

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
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Notes to Standalone Financial Statements for the year ended March 31, 2025

9 Revenue from operations:

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Sales	2,390.72	2,053.04
O.M.S. Sales	543.58	517.19
Labour services	27.53	23.60
Export Sales	0.24	4.49
Receipts of Transport Charges	-	10.58
Receipts of Packing Charges	0.05	0.17
Total	2,962.12	2,609.06

10 Other Income:

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Rent Received	21.00	18.79
Interest on Income Tax Refund	-	0.15
Interest Received on fixed deposit	0.86	-
Profit on sale of fixed assets	30.75	-
Loading and Unloading charges	0.06	-
Discount Received	0.05	-
Total	52.72	18.94

11 Raw Material Consumed :

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Opening Stock of Raw Material	398.09	229.24
Add: Purchases	2,206.08	1,642.75
Less: Closing Stock of Raw Material	211.89	398.09
Total	2,392.29	1,473.91

11.1 Changes in inventories of finished goods, work-in-progress :

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Opening Stock of WIP & Finished Materials	827.65	693.96
Less: Closing Stock of WIP & Finished Materials	1,633.06	827.65
Total	(805.41)	(133.68)

12 Employee benefit expenses:

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Wages & Salaries	167.86	157.55
Directors Remuneration	66.78	64.80
Annual leave encashment	14.94	12.73
Skilled Worker training stipend	13.80	17.16
Payment of Bonus	17.17	10.97
Gratuity	-	-
Staff Welfare Expenses	4.11	3.51
Employer PF	0.45	0.39
Employer ESIC	0.15	0.15
Total	285.27	267.26

13 Financial costs:

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Payment of Interest		
Interest on cash credit	15.98	-
Interest on term loan	25.11	105.50
Interest on auto loan	-	0.34
Other Financial Expenses		
Processing Fees	10.51	6.40
Total	51.61	112.24

Notes to Standalone Financial Statements for the year ended March 31, 2025

14 Depreciation and amortization expense:

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Depreciation	93.55	63.35
Total	93.55	63.35

15 Other Expenses:

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Audit Fees	2.35	2.30
Business Promotion Expenses	9.88	4.48
Brokerage	9.83	17.85
Bank Charges	7.00	6.41
Motor Car Running Expenses	-	-
Computer Expenses	3.43	0.83
Conveyance Charges	0.17	0.29
Custom Duty Charges	0.06	-
Consultancy charges	7.06	-
Corporate Social Responsibility Expenses	12.98	-
Courier Charges	0.39	0.09
Discount on sale	0.10	-
Difference of Exchange rate	-	-
Factory License Renewal	-	-
Electrical Expenses	0.37	-
EV Charging Services	0.02	-
General Expenses	9.23	2.95
Insurance	0.71	1.26
MSME Interest	-	0.09
Machining Charges/ Labour Charges	66.73	32.35
Postage & Telegram	-	0.03
Packing & Forwarding charges	4.91	4.84
Power & Fuel	100.19	79.56
Printing & Stationery	0.87	0.48
Professional Charges	14.21	11.25
Rates & Taxes	2.52	4.52
Rent Paid	5.83	8.38
Repairs & Maintenance	6.10	2.35
Loading & Unloading	6.42	0.01
Security Service Charges	5.03	4.44
Store Consumables	14.69	8.74
Skilled Worker training stipend	-	-
Sundry Balances W/off	3.56	-
Telephone Expenses	0.78	0.67
Transport Charges	16.37	28.73
Travelling Expense (Domestic)	3.23	7.97
Travelling Expense (Foreign)	0.61	0.30
Round off (P)	(0.00)	0.01
Total	315.61	231.16

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
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Notes to Standalone Financial Statements for the year ended March 31, 2025

16

Note
Ratio Analysis

Ratio	Numerator	Denominator	March 31,2025	March 31,2024	% change from March 31, 2024 to March 31, 2025
Current ratio	Current Assets	Current Liabilities (Includes short term borrowings)	1.42	3.60	-60.53%
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.09	0.31	-71.38%
Debt Service Coverage ratio	EBITDA	Interest & Lease Payments + Principal Repayments	19.87	7.19	176.32%
Return on Equity ratio	Net Profits after taxes – Preference Dividend Revenue	Average Shareholder's Equity	0.14	0.27	-49.00%
Inventory Turnover ratio	Revenue from sales of Products	Average Inventory	1.91	2.40	-20.24%
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivable	2.14	2.00	6.96%
Trade Payable Turnover Ratio	Purchase of Goods	Average Trade Payables	7.45	6.47	15.10%
Net Profit ratio	Net Profit After Tax	Revenue from operations	0.17	0.19	-7.54%
Return on Capital Employed	Earnings before interest and taxes	Tangible Net Worth + long term borrowing	0.15	0.24	-36.38%
Return on Investment	Gain/Interest Income from Investment	Investment	0.01	0.00	100.00%

Percentage Change from 31st March 2024 to 31st March 2025

Particular	Reasons
Current ratio	This is due to increase in current liabilities than current assets which shows business able to receive the dues from its debtors efficiently.
Debt- Equity Ratio	Debt equity ratio has decreased due to increased in net worth.
Debt Service Coverage ratio	It indicate your business generates enough income to manage payments on a new loan and still make a profit
Return on Equity ratio	Decreased in ratio due to increased avg shareholder fund i.e due to increased in security premium
Inventory Turnover ratio	This is due to increase in inventory
Trade Payable Turnover Ratio	This is due to increased in purchases
Return on Capital Employed	This is due to increased in shareholder equity
Return on Investment	This is due to decreases in investments

Notes to Standalone Financial Statements for the year ended March 31, 2025

17 Related party disclosure

(a) Related Parties

Name of the party	Nature of relationship
Mr. Satish Kumar Bihari Pandey	Chief Financial Officer & Managing Director
Mrs. Ragini Satish Pandey	Whole Time Director
Mr. Sanjay Kumar Pandey	Whole Time Director
Uma S Pandey	Director
Rupal Pankaj Dedhia	Company secretary
Mrs. Sangeeta Kumar Bihari Pandey	Relative of Director
Kumar. Bihari. Pandey	Relative of Director
Mrs. Sunita Virendra Tiwari	Relative of Director
Abheshek S Pandey	Relative of Director
Shweta S Pandey	Relative of Director
Mrs. Neeta Pandey	Relative of Director
Ms. Shruti Pandey	Relative of Director
Mr. Sarvagya Pandey	Relative of Director
Mrs. Shyama Tiwari	Relative of Director
Sunita Die Parts Pvt. Ltd.	Company in which relatives of director has significant influence
Sun-I.T.A.Microsystem	Partnership Firm in which director has significant influence
Sunita Engineering Works	Sole Proprietorship in which relatives of director has significant influence
M/S S B Industries	Enterprise in which director has significant influence
Sunita Leoquip Pvt Ltd	Subsidiary Company

(b) Particulars of transactions with related parties

	(Rs In Lakhs)	
Particulars	March 31, 2025	March 31, 2024
Loans :		
Mrs. Sangeeta Kumar Bihari Pandey		
Opening Balance	99.03	110.16
Loan Taken	-	5.52
Loan Repaid	(89.22)	(16.64)
Closing Balance	9.81	99.03
Mrs. Sunita Virendra Tiwari		
Opening Balance	10.55	10.58
Loan Taken	-	-
Loan Repaid	-	(0.03)
Closing Balance	10.55	10.55
Mrs. Ragini Satish Pandey		
Opening Balance	34.05	53.66
Loan Taken	24.00	108.86
Loan Repaid	(51.89)	(128.47)
Converted into equity share capital	-	-
Closing Balance	6.17	34.05
Mr. Sanjay Kumar Pandey		
Opening Balance	3.18	-
Loan Taken	129.33	147.63
Loan Repaid	(132.51)	(144.45)
Converted into equity share capital	-	0.00
Closing Balance	-	3.18
Mr. Satish Kumar Bihari Pandey		
Opening Balance	3.91	15.88
Loan Taken	67.35	162.24
Loan Repaid	(71.26)	(174.21)
Converted into equity share capital	-	-
Closing Balance	0.00	3.91
Mrs. Uma Saniav Pandey		
Opening Balance	-	-
Loan Taken	26.47	-
Loan Repaid	(22.73)	-
Closing Balance	3.74	-
Advance given		
Sunita Leoquip Aerospace Pvt. Ltd.		
Opening Balance	-	-
Advance Given	25.96	-
Advance Received	-	-
Closing Balance	25.96	-
Sunita Die Parts Pvt Ltd		
Opening Balance	84.22	-
Advance Given	113.88	-
Advance Received	(79.20)	-
Closing Balance	118.90	-
Sunita Engineering Works		
Opening Balance	-	-
Advance Given	0.20	-
Advance Received	(0.60)	-
Closing Balance	(0.40)	-

Shweta S Pandey		
Opening Balance	-	-
Advance Given	-	-
Advance Received	-	-
Closing Balance	-	-
Outstanding balances Payable/(Receivable)		
Sunita Die Parts Pvt. Ltd.	(118.90)	(84.22)
Sunita Engineering Works	0.40	-
Sun-I.T.A.Microsystem	-	0.36
Rent Deposit		
M/S S B Industries		
Opening Balance	143.17	143.17
Deposit Accepted	525.21	-
Deposit Repaid	-	-
Closing Balance	668.38	143.17
Director Remuneration		
Mr Satish Kumar Bihari Pandey	20.40	20.40
Mrs. Ragini Satish Pandey	12.00	12.00
Mr Sanjay Kumar Pandey	20.40	20.40
Uma Pandey	12.00	12.00
Professional Charges		
Sun-I.T.A.Microsystem	-	6.53
Rent paid		
M/S S B Industries	-	7.31
Investments in Subsidiary		
Sunita Leoquip Pvt Ltd	55.00	-

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

18 Earnings per share

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Profits attributable to the equity holders of the Company (in lakhs)	509.12	484.99
Weighted average number of equity shares (Numbers)	59,68,743	49,32,541
Earnings per share (basic)	8.53	9.83
Earnings per share (diluted)	8.53	9.83
Face value per equity share (Rs.)	10	10

19 Commitments and Contingent liabilities

There are no commitments & contingent liabilities as on balance sheet dates.

20 The entire raw material consumption of the company is indigenous.

21 Inflow & outflow in foreign currency.

Particulars	(Rs In Lakhs)	
	For year ended on 31st March 2025	For year ended on 31st March 2024
Foreign Inflow	0.24	4.49

22 Other statutory information

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company do not have any transactions with companies struck off.
- (iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have 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 have 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 have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.
- The Company has used all borrowings from bank and financial institution for the specific purpose for which it was taken at balance sheet date.
- Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification.

Significant Accounting Policies

1.3

As per our attached report of even date
For K M A & Co.
Chartered Accountants
Firm registration No.:

FRN : 111899W

Sd/-

Keshav Chaubey
(Senior Partner)
Membership No. : 044900
UDIN :

Dated : 9th May, 2025
Place: Mumbai

For and on behalf of the Board of Directors of **Sunita Tools
Ltd.(Formerly known as Sunita Tools Private Limited)**

Sd/-

Sanjay K. Pandey **Satish K. Pandey**
Whole Time Chief Financial
Director Officer & Managing
Director
Din: 00739482 Din: 00158327

Sd/-

Rupal Pankaj Dedhia
Company Secretary
Membership No:
68289



K M A & CO

124-126/2B, Ostwal Ornate, Opp. Jain Mandir, Jesal Park, Bhayandar (E) Thane - 401105

TELE. : 9653173124 / 9892757042 , MOB. 9820132736 EMAIL ID : cakmaco2016@gmail.com

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SUNITA TOOLS LIMITED
CIN: U29220MH1988PLC045850
Survey No.66, Plot No.A, Valiv,Sativali
Road, Vasai East, Palghar, Vasai East
IE,
Thane, Vasai, Maharashtra, India, 401208.

Report on the Audit of the Consolidated Financial Statements

We have audited the consolidated financial statements of **SUNITA TOOLS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Company" or "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2025, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement for the year then ended, and notes to the consolidated financial statement, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's and Board of Director's Responsibility for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement,

whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to express an opinion on these Consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of consolidated financial statement

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- A. In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at **31st March 2025**.
- B. In the case of the consolidated statement of Profit and Loss, of the profit of the group for the year ended on that date; and

- C. In the case of the Consolidated Cash Flow Statement, of the cash flows of the group for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

1. 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 of the aforesaid consolidated financial statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India 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 and the operating effectiveness of such controls, refer to our report in "**Annexure A**", which is based Auditors' Reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Company and its subsidiary companies incorporated in India.

- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigation as at 31st March 2025 which would impact the consolidated financial of the group.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
 - iv. (a) 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 Holding company or its Subsidiary company incorporated in India 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 ("Ultimate Beneficiaries") by or on behalf of the Holding company or its Subsidiary company incorporated in India or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Holding company or its Subsidiary company incorporated in India from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding company or its Subsidiary company incorporated in India shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on such audit procedures that the auditor has considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause(iv)(a) and (iv)(b) above, contain any material mis-statement.

(d) The Holding company or its Subsidiary company incorporated in India have neither declared nor paid any dividend during the year.

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11(g) of the Companies (Audit and Auditor's) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Holding company or its Subsidiary company incorporated in India has used an accounting software (Tally Prime Edit Log) for maintaining its books of accounts for the financial year ended March 31, 2025 which has a feature of recording Audit Trail.
- (ii) The Audit trail feature was enabled and operated throughout entire financial year.
- (iii) All the transaction recorded in the software are covered in the Audit Trail feature.
- (iv) Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure B**" a statement on the matters Specified in paragraphs 3 and 4 of the Order.

**For K M A & CO. Chartered
Accountants**

Firm Regn. 111899W

UDIN: 25044900BMJJNW8151

Mumbai, the 09th Day of May , 2025

Sd/-

**Keshav Chaubey
(Senior Partner) Membership No.
0044900**

ANNEXURE “A” TO THE INDEPENDENT AUDIT REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Referred to in paragraph 1(f) of our report of even date:

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SUNITA TOOLS LIMITED** (“the Holding Company”) and its Subsidiary Company incorporated in India as of and for the year ended March 31, 2025 in conjunction with our audit of the consolidated financial statements of the Company for the year ended as of that date.

Management’s Responsibility for Internal Financial Controls

The respective management of the Holding Company and its subsidiary companies, which are incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountant. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to the consolidated financial statements 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about adequate internal financial controls with reference to the consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 judgments, 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 Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls with reference to the Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference with Consolidated Financial Statements

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

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to the consolidated financial statements and such internal financial controls with reference to the consolidated financial statements were operating effectively as at **March 31, 2025**, based on the internal control over financial reporting criteria established by the Company and its subsidiary companies incorporated in India considering the essential components of internal control stated in the Guidance Note.

**For K M A & CO. Chartered
Accountants**

Firm Regn. 111899W

UDIN: 25044900BMJJNW8151

Mumbai, the 09th Day of May , 2025

Sd/-

**Keshav Chaubey
(Senior Partner)
Membership No. 044900**

ANNEXURE “B” TO THE INDEPENDENT AUDIT REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Referred to in paragraph 2 of our report of even date:

21) QUALIFICATION OR ADVERSE AUDITOR REMARKS IN OTHER GROUP COMPANIES

Based upon the audit procedures performed and the information and explanations given by the management, there are no such qualification or adverse remarks by the auditor in the Companies (Auditor’s Report) Order, 2020 report of the company incorporated in India and included in the consolidated financial statements.

**For K M A & CO. Chartered
Accountants
Firm Regn. 111899W**

UDIN: 25044900BMJJNW8151

Mumbai, the 09th Day of May , 2025

Sd/-

**Keshav Chaubey
(Senior Partner) Membership No.
044900**

Consolidated Balance Sheet as on 31st March 2025

(Rs. in Lakhs)

Particulars	Note numbers	As on 31st March 2025	As on 31st March 2024
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(A) Share Capital	2	611.00	562.50
(B) Share Application Money Pending Allotment		138.50	-
(C) Reserves and Surplus	3	3,980.40	2,000.17
Total Shareholder Fund		4,729.90	2,562.67
Non Controlling Interest		46.30	-
(2) Non-Current Liabilities			
(A) Long-term borrowings	4	10.16	437.81
Total Non-current Liabilities		10.16	437.81
(3) Current Liabilities			
(A) Short-term borrowings	5A	447.95	345.97
(B) Trade payables	5B		
- Total outstanding dues of micro enterprises and small enterprises		163.40	238.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises		191.92	14.96
(C) Deferred tax liability	7A	39.89	5.10
(D) Other current liabilities	5C	76.38	120.18
(E) Short-term provisions	5D	149.04	122.84
Total current Liabilities		1,068.58	847.98
Total Liabilities		1,078.74	1,285.79
Total Equity & Liabilities		5,854.94	3,848.46
II.Assets			
(1) Non-current assets			
(A) Property,Plant & Equipment			
(i) Tangible assets	6	1,047.58	624.92
(B) Deferred tax assets (net)	7A	-	-
(C) Long term loans and advances	7B	20.34	168.53
(D) Long term Investment	7C	120.28	-
(D) Other non-current assets	7D	908.08	-
Total Non Current Assets		2,096.28	793.45
(2) Current Assets			
(A) Inventories	8A	1,869.43	1,225.74
(B) Trade receivables	8B	1,497.53	1,302.22
(C) Cash and cash equivalents	8C	87.97	217.68
(D) Short-term loans and advances	8D	207.59	265.50
(E) Other current assets	8E	96.14	43.88
Total Current Assets		3,758.66	3,055.01
Total		5,854.94	3,848.47
Significant Accounting Policies	1.3		

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

As per our attached report of even date

For **K M A & Co.**

Chartered Accountants
Firm registration No.:
FRN : 111899W

Sd/-

Keshav Chaubey

(Senior Partner)

Membership No. : 044900
UDIN :

Dated : 09th May, 2025
Place: Mumbai

For and on behalf of the Board of Directors of
Sunita Tools Ltd.

Sd/-

Sanjay K. Pandey

Whole Time Director

Din: 00739482

Sd/-

Satish K. Pandey

Chief Financial Officer &
Managing Director

Din: 00158327

Sd/-

Rupal Pankaj Dedhia
Company Secretary
Membership No: 68289

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Consolidated Profit and Loss statement for the period ended on 31st March. 2025

(Rs. in Lakhs)

Particulars	Note numbers	For year ended on 31st March 2025	For year ended on 31st March 2024
Income			
I. Revenue from operations	9	3,008.30	2,609.06
II. Other Income	10	62.81	18.94
III. Total Income (I +II)		3,071.11	2,628.00
IV. Expenses:			
Cost of materials consumed			
Raw Material Consumed	11	2,395.90	1,473.91
Changes in inventories of finished goods, work-in-progress	11.1	(829.90)	(133.68)
Employee benefit expense	12	308.32	267.26
Financial costs	13	52.33	112.24
Depreciation and amortization expense	14	115.54	63.35
Other expenses	15	343.58	231.16
Total Expenses		2,385.78	2,014.24
V. Profit before exceptional, prior period and extraordinary items and tax	(III - IV)	685.32	613.76
VI. Exceptional Items			-
VII. Profit before extraordinary items and tax (V - VI)		685.32	613.76
VIII. Extraordinary Items			-
IX. Profit before tax (VII - VIII)		685.32	613.76
X. Tax expense:			
(1) Current tax		138.52	122.84
(2) Deferred tax		34.79	5.95
(3) Short/(Excess) provision		-	(0.01)
Total Tax expense		173.31	128.77
XI. Profit(Loss) for the year from continuing operations	(VII-VIII)	512.00	484.99
XII. Profit/(Loss) from discontinuing operations			-
XIII. Tax expense of discounting operations			-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)			-
XV. Profit/(Loss) for the Year (XI + XIV)		512.00	484.99
XVI. Profit for the year attributable to			
Owners of the Company		510.70	
Non-controlling Interests		1.30	-
Total		512.00	-
XVI. Earning per equity share:			
(1) Basic		8.58	9.83
(2) Diluted		8.58	9.83

Significant Accounting Policies

1.3

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

As per our attached report of even date

For and on behalf of the Board of Directors of
Sunita Tools Ltd.

For **K M A & Co.**
Chartered Accountants
Firm registration No.:
FRN : 111899W

Sd/-

Keshav Chaubey

(Senior Partner)

Membership No. : 044900
UDIN :

Sd/-

Sanjay K. Pandey

Whole Time Director

Din: 00739482

Sd/-

Satish K. Pandey

Chief Financial Officer &
Managing Director

Din: 00158327

Sd/-

Rupal Pankaj Dedhia

Company Secretary
Membership No: 68289

Dated : 09th May, 2025
Place: Mumbai

Consolidated Cash flow statement for the year ended on 31st March 2025

(Rs. in Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Cash flow from operating activities		
Net profit before tax	685.32	613.76
Adjustments for :		
Add : Expenses		
Depreciation	115.54	63.35
Provision for gratuity	-	-
Finance cost	52.33	105.84
Less: Income		
Interest income	0.87	0.15
Profit on sale of fixed assets	30.75	-
Operating profit before working capital adjustment	821.58	782.81
Adjustment for changes in working capital		
Increased/(decreased) in trade and other payable	101.64	(201.13)
Increased/(decreased) other current liabilities	(43.80)	18.97
(Increased)/decreased in other non current asset	(908.08)	3.80
(Increased)/decreased in trade and other receivables	(195.31)	(683.57)
(Increased)/decreased in other Short term Loans & Advances	57.90	49.98
(Increased)/decreased in other Long term Loans & Advances	148.19	(2.00)
(Increased)/decreased in changes in inventories	(643.69)	(302.53)
(Increased)/decreased in short-term provisions	-	-
(Increased)/decreased in other current assets	-	36.00
Cash flow generated from operations	(661.57)	(297.68)
Direct taxes paid	(164.79)	(40.56)
Net cash flow from operating activities (A)	(826.36)	(338.24)
Cash flow from investing activities		
Sale of fixed assets	-	6.50
Interest received	0.87	0.15
Purchase of building and plant and machinery	(507.46)	(276.55)
Long term Investment	(120.28)	-
Net Cash flow from Investing activities (B)	(626.87)	(269.90)
Cash flow from financing activities		
Proceed from short term borrowings	101.98	(536.20)
Proceed from long term borrowings	(427.65)	(343.07)
Increased in share capital through conversion of loan	0	-
Issued equity shares during the year	48.50	132.00
Share application money pending allotment	138.50	-
Security premium amount received	1,469.53	1,623.30
Finance cost	(52.33)	(105.84)
Minority Interest	45.00	-
Net cash flow From financing activities (C)	1,323.52	770.18
Increase/(Decrease) in cash and cash equivalents (A+B+C)	(129.70)	162.05
Cash and cash equivalent at the beginning of the year	217.68	55.63
Cash & cash equivalent at the end of the year	87.97	217.68

1 The Cash Flows has been prepared under the indirect method as set out in AS 3, Statement of Cash Flows.
2.Figures in brackets represent outflow of cash and cash equivalents.

Significant Accounting Policies

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

As per our attached report of even date

For and on behalf of the Board of Directors of
Sunita Tools Ltd.

For K M A & Co.

Chartered Accountants
Firm registration No.:
FRN : 111899W

Sd/-

Keshav Chaubey

(Senior Partner)
Membership No. : 044900
UDIN :

Sd/-

Sanjay K. Pandey

Whole Time Director
Din: 00739482

Sd/-

Satish K. Pandey

Chief Financial Officer &
Managing Director
Din: 00158327

Rupal Pankaj Dedhia
Company Secretary
Membership No: 68289

Dated : 09th May, 2025
Place: Mumbai

Notes to Consolidated Financial Statements for the year ended March 31, 2025

1 Company Overview and Significant Accounting Policies

1.1 Company Overview

M/s Sunita Tools Ltd (Formerly known as Sunita Tools Private Limited) Company incorporated on 12th January 1988, having its registered office at Survey No.66, Plot No.A, Valiv, Sativali Road, Vasai East, Palghar, Vasai East IE, Thane, Vasai, Maharashtra, India, 401208. The nature of the operations and principal activities of the company is manufacturing, machining & grinding of engineering of goods, steel plates & manufacture of mould base & dies sets.

Sunita tools Limited Has acquired Sunita Leoquip Aerospace Pvt Ltd in April 2024 by acquiring the controlling stake of 55% of the total share capital of the company

1.2 Basis of preparation and presentation of Financial Statements

These financial statements have been prepared in accordance with generally accepted accounting principles ('GAAP') in India under the historical cost convention on the accrual basis of accounting. These financial statements have been prepared to comply in all material aspects with the accounting standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013 (hereinafter together referred to as 'the Act') and Schedule III of the Act.

a) Section 26 of part I of Chapter III of the Act

b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended in pursuance of the Securities and Exchange Board of India Act, 1992; and

c) Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI").

The financial information have been compiled from:

a) the audited financial statement of the Company as at March 31, 2025 which have been approved by the Board of Directors at their meeting held on May 09, 2025.

a) the audited financial statement of the Company as at March 31, 2024 which have been approved by the Board of Directors at their meeting held on May 22, 2024.

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

Use of estimates

The preparation of the financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company's most significant estimates include those on the useful life of assets, deferred taxes and provision for taxes. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates.

1.3 Significant accounting policies

a) Current-non-current classification

Assets

An asset is classified as current when it satisfies any of the following criteria:

a. it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;

b. it is held primarily for the purposes of being traded;

c. it is expected to be realised within 12 months after the reporting date; or

d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

a. it is expected to be settled in the company's normal operating cycle;

b. it is held primarily for the purposes of being traded;

c. it is due to be settled within 12 months after the reporting date; or

d. the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include the current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

b) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes all incidental costs related to acquisition and installation, other pre-operative

costs and interest on borrowed funds, if any, used to finance the acquisitions of fixed assets and is capitalized up to the date the assets are ready for commercial use.

Depreciation is provided over the estimated useful life of the assets using written down value method. The rates of depreciation used are those which have been calculated as

per the method specified in Schedule II of the Companies Act, 2013. The new Companies Act prescribes that the asset should be written off over its useful life as estimated by

the management and provides the indicative useful lives for the different class of assets. Other assets are depreciated over their balance useful life.

c) Impairment of assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the statement of profit and loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.

d) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

e) Inventories

Inventory consists of Raw material, store and spares and Finished goods is valued at cost. Cost of inventories comprises of all cost of purchases and other costs incurred in bringing the inventory to their present location and condition. Cost is assigned on First-In-First-Out (FIFO) basis. Obsolete, defective and unserviceable stocks are provided for, wherever required.

f) Cash and cash equivalents

Cash equivalents represent highly liquid investments with remaining maturities, at the date of purchase/investment, of three months or less. As of the balance sheet date, the

Company had no such investment. Cash and cash equivalents comprise of cash in hand and balance in bank accounts.

g) Revenue recognition

Sales revenue is recognized when property in the goods with all risk rewards and effective control of goods usually associated with ownership are transferred to buyer at price. Sales comprise trading sales and are exclusive of excise duty and local taxes and sales return.

The various discounts and rate differences on the sales those accepted/rejected are accounted in the year, however if the same is of material amount effecting the current year profit/loss are separately shown under the prior period head of the profit and loss account.

h) Other operational revenue

Other operational revenue represent income earned from the activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract.

i) Interest

Interest income is recognized on a time proportion basis by considering the amount outstanding and rate applicable.

j) Employee benefits

Contributions to secure retiral benefits in respect of provident fund, based on applicable rules/status, are charges to revenue.

k) Borrowing cost

As per AS 16, borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

l) Income taxes

Tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961), deferred tax charge or benefit (reflecting the tax effect of timing differences between accounting income and taxable income for the period) and minimum alternate tax.

Current tax

Provision for income tax is recognized based on estimated tax liability computed after adjusting for allowances, disallowances and exemptions in accordance with the Income Tax Act, 1961.

Deferred tax

The deferred tax charge or benefit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantially enacted as at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the asset can be realized in future, however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of the assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain to be realized.

m) Earnings per share

The Company reports basic earnings per share (EPS) in accordance with Accounting Standard - 20. The basic earnings per share is computed by dividing the net profit/loss attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. The Company has no potentially dilutive equity shares outstanding during the period.

n) Segment Reporting

The Company operates in a single primary business segment. Hence, there are no reportable segment as per AS 17 Segment Reporting.

o) Provisions and contingent liabilities

The Company recognizes a provision when there is a present obligation arising from 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 may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

p) Leases

Operating Lease:

Where the lessor effectively retain substantially all the risks & benefits of ownership of leased item , these are classified as operating lease. Operating lease payments are recognised as expenses in the statement of profits & loss accounts on straight line basis over lease term. Initial cost such as legal cost, brokerage costs ,etc are recognised immediatly in the statement of profit & loss account.

q) Foreign Currency transaction

Foreign currency transactions are accounted for at the exchange rate prevailing on transaction date. Foreign currency monetary assets & liabilities are translated at year end exchange rate. The exchange differences arising on foreign currency transactions are recognised as income or expense in the period in which they arise.

r) Previous year figures

Previous figures have been regrouped /reclassified whenever necessary .

s) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

Notes to Consolidated Financial Statements for the year ended March 31, 2025

2(a) Equity share capital

Particulars	(Rs. in Lakhs)	
	As on 31st March 2025	As on 31st March 2024
(a) Authorised Capital:		
70,00,000 Equity Shares of Rs.10/- each	700.00	600.00
Total	700.00	600.00
(b) Issued, Subscribed and Paid up Capital:		
56,25,000 Equity Shares of Rs. 10/- each fully paid up	562.50	430.50
Issued during the year		
4,85,000 Equity Shares of Rs. 10/- each fully paid up	48.50	132.00
Total	611.00	562.50

2(b) The reconciliation of the numbers of shares outstanding as at year end is set out below:

Particulars	As at March 31, 2025 Nos	As at March 31, 2024 Nos
Equity Shares		
Shares outstanding at the beginning of the year	56,25,000	
56,25,000 Equity Shares of Rs. 10/- each fully paid up		43,05,000
Issued during the year		
13,20,000 Equity Shares of Rs. 10/- each fully paid up		13,20,000
4,85,000 Equity Shares of Rs. 10/- each fully paid up	4,85,000	
Shares Outstanding at the end of the period	61,10,000	56,25,000

2(c) Name of Equity Shareholders holding more than 5% equity shares

Name of shareholders	Number of Shares held	% of Holding
Sangeeta Kumar Pandey		
March 31, 2025	6,52,460.00	10.68%
March 31, 2024	6,52,460.00	15.00%
Satish Kumar Pandey		
March 31, 2025	14,35,630.00	23.50%
March 31, 2024	14,14,730.00	33.00%
September 30, 2024		
March 31, 2025	15,86,600.00	25.97%
March 31, 2024	15,65,700.00	36.00%

2(d) Shares held by promoters at the end of the year March 31, 2025

Name of Promoter	Number of Shares held	% of Holding
Sangeeta Kumar Pandey		
March 31, 2025	6,52,460.00	10.68%
March 31, 2024	6,52,460.00	15.00%
Satish Kumar Pandey		
March 31, 2025	14,35,630.00	23.50%
March 31, 2024	14,14,730.00	33.00%
September 30, 2024		
March 31, 2025	15,86,600.00	25.97%
March 31, 2024	15,65,700.00	36.00%
Ragini Satish Pandey		
September 30, 2024	2,78,290.00	4.55%
March 31, 2025	2,78,290.00	4.95%
March 31, 2024	3,45,090.00	8.02%

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held at the time of commencement of winding-up.

2(f) The Shareholders have all other rights as available to equity shareholders as per the provisions of The Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

2(g) The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. Equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company.

2(h) No dividend is declared by the Company during the year ended on March 31, 2025 and the year ended on March 31, 2024.

2(i) During the year the company has issued fully paid up 4,85,000 equity shares having face value of Rs 10 each and 1,38,500 convertible warrants having face value of Rs. 10/- each through preferential issue

3 Reserve & surplus

Particulars	(Rs. in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
(B) Reserves and Surplus		
Balance in Profit & Loss Account.	376.87	(108.12)
Add: Profit during the year	512.00	484.99
Less: Profit attributable to Non-controlling interest	(1.30)	
Total (1)	887.57	376.87
(B) Security Premium		
Opening Balance	1,623.30	-
Add: Security Premium	1,469.53	1,623.30
Total (2)	3,092.83	1,623.30
Total Reserves and Surplus (1+2)	3,980.40	2,000.17

Notes to Consolidated Financial Statements for the year ended March 31, 2025

4

Long Term Borrowings

(Rs. in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Secured Loans		
Term Loans from Banks	10.16	437.81
Total	10.16	437.81

(1) Details of security for Business Loan-Term Loan from Yes Bank

- Security: Mortgage of property, Plot No 40, survey no 66, village wadiv, golani naka, piakapada city-vasai, district - Palghar,Maharashtra, Link road - 401202.
- Loan Tenure is 180 months.

(2) Details of security for Car Loan from Yes Bank i. Security:

- The loan has been secured against Car.
- Loan Tenure is 72 months

5A

Short term Borrowing

(Rs. in Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Secured Loans		
Bank Overdraft	417.69	192.19
Unsecured Loans (3)	30.27	150.73
Current maturities of long term loans		
Term loan	-	3.05
Total	447.95	345.97

1) Details of Security for CC/ Overdraft from Bank of Maharashtra:

The cash credit facility availed from Bank of Maharashtra , Malad west branch (Mumbai) has been secured by hypothecation of Fixed deposit

i. Primary Security : Hypothecation of stocks & receivable, debtors upto 120 days shall be reckoned for DP purpose. Obsolete stock, and debtors from associated and related concerns would not be considered for calculation of DP.

ii. Secondary security : Plot No 38,survey no 66/1 of village waliv hissa no part waliv Taluka vasai, district Palghar

iii. Gaurantee : Personal Guarantors are Mr Satish Kumar Pandey,Mr Sanjay Kumar Pandey and Mrs Ragini Satish Pandey

Rate of Interest : Subject to change upward and downward as the case may be , in line with movement of Repo Linked Lending Rate(RLLR). At present RLLR is 8.20%.

Repayment : On demand

2) Details of Security for CC/Overdraft form ICICI Bank

The Cash Credit facility availed from ICICI Bank , Goregaon East Branch (Mumbai)

i. Primary Security : Hypothecation of Stocks & receivable of ,Debtors Upto 120 days shall be reckoned for DP purpose.

ii.Secondary security :71 And 81 Dhawalgiri CHSL.Near Megh Malhar Complex, Yashodham Goregaon East,Mumbai Maharashtra India 400063,Plot No. 38, Waliv Phata

iii.Gaurantee: Personal Guarantors are Mr Shyama Tiwari, Satish Kumar Bihari Pandey,Sanjay Kumar Pandey and Ragini Satish Pandey

Rate of Interest : Subject to change Upward and Downward as the case may be ,In line with movment of Repo Linked Lending rate is 6.25% and Spread is 3.25%

Note : All overdraft facilities limit will be reviewed on every 12 Months

3) Loan from related parties are interest free.

5B

Trade payables

(Rs In Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	163.40	238.94
- Total outstanding dues of creditors other than micro enterprises and small enterprises	191.92	14.96
Total	355.32	253.89

Particulars	As at March 31, 2025	As at March 31, 2024
Trade payables to Related Parties	-	-
Trade payables to Others	355.32	253.89
Total	355.32	253.89

Trade payables ageing schedule

(Rs In Lakhs)					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	162.52	0.88	-	-	163.40
(ii) Others	191.92	-	-	-	191.92
(iii) Disputed Dues – MSME	-	-	-	-	-
(iv) Disputed Dues – Others	-	-	-	-	-
Total	354.45	0.88	-	-	355.32
(0.00)					
(Rs In Lakhs)					
Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	235.07	3.87	-	-	238.94
(ii) Others	10.91	3.28	0.77	-	14.96
(iii) Disputed Dues – MSME	-	-	-	-	-
(iv) Disputed Dues – Others	-	-	-	-	-
Total	245.98	7.15	0.77	-	253.89

5C

Other current liabilities

(Rs In Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Advance from customers	3.44	6.20
Rent Deposit	15.00	15.00
Statutory Dues	16.01	49.49
Salary & Gratuity Payable	16.57	39.91
Outstanding Liabilities	25.36	9.58
Total	76.38	120.18

5D

Short-term provisions

(Rs In Lakhs)		
Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Tax	149.04	122.84
Total	149.04	122.84

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Notes to Consolidated Financial Statements for the year ended March 31, 2025

6 Property, Plant and Equipment

March 31, 2025

(Rs In Lakhs)

Description of Assets	Opening Written down Value			As at March 31, 2025	Depreciation For the year	Closing Written down Value	
	As at April 01, 2024	Additions during the	Deductions during the			As at March 31, 2025	As at March 31, 2024
Building	33.05	7.12	-	40.17	3.51	36.65	33.05
Computer	4.93	2.23	-	7.16	2.84	4.32	4.93
Electrical Installation	6.57	1.63	-	8.20	1.95	6.25	6.57
Furniture	4.16	-	-	4.16	1.08	3.08	4.16
Office Equipment	3.69	2.71	-	6.39	2.48	3.91	3.69
Plant & Machinery	545.09	478.43	-	1,023.52	84.35	939.17	545.09
Vehicle	19.36	46.09	-	65.45	19.33	46.12	19.36
Land	8.06	-	-	8.06	-	8.06	8.06
Total	624.91	538.20	-	1,163.11	115.54	1,047.57	624.91

March 31, 2024

(Rs In Lakhs)

Description of Assets	Opening Written down Value			As at March 31, 2024	Depreciation For the year	Closing Written down Value	
	As at April 01, 2023	Additions during the year	Deductions during the year			As at March 31, 2024	As at March 31, 2023
Building	31.76	4.47	-	36.23	3.18	33.05	31.76
Computer	4.40	3.42	-	7.82	2.89	4.93	4.40
Electrical Installation	8.41	0.41	-	8.83	2.26	6.57	8.41
Furniture	5.61	-	-	5.61	1.45	4.16	5.61
Office Equipment	4.99	1.05	-	6.04	2.35	3.69	4.97
Plant & Machinery	331.33	264.61	6.50	589.44	44.35	545.09	331.34
Vehicle	23.65	2.58	-	26.23	6.87	19.36	23.66
Land	8.06	-	-	8.06	-	8.06	8.06
Total	418.22	276.54	6.50	688.26	63.35	624.92	418.21

Sunita Tools Ltd. (Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Notes to Consolidated Financial Statements for the year ended March 31, 2025

7A Deferred Tax Asset/(Liability)

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
- On account of depreciation	(39.89)	(5.10)	
Total	(39.89)	(5.10)	

7B Long term loans and advances

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Deposits	20.34	168.53	
Total	20.34	168.53	

7C Long term Investments

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Investment Properties	120.28	-	
Total	120.28	-	

7D Other non current assets

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Capital Advance	239.27	-	
Deposit	669.81	-	
Total	908.08	-	

8A Inventories:

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Raw Material	211.89	398.09	
WIP and Finished Goods	1,657.54	827.65	
Total	1,869.43	1,225.74	

8B Trade receivables:

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Sundry Debtors			
Less than six months	917.53	620.58	
More than six months	579.99	681.64	
Total	1,497.53	1,302.22	

Ageing for Trade receivables
MARCH 31, 2025

(Rs In Lakhs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6months	6months to 1year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	917.53	470.19	107.51	2.29	-	1,497.53
Total	917.53	470.19	107.51	2.29	-	1,497.53

MARCH 31, 2024

(Rs In Lakhs)						
Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6months	6months to 1year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	620.58	668.01	4.21	7.93	1.49	1,302.22
Total	620.58	668.01	4.21	7.93	1.49	1,302.22

8C Cash and cash equivalents

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Cash & Bank Balances:			
Cash Balance	9.72	5.11	
HDFC Bank Ltd	2.32	0.01	
ICICI bank	0.37	192.45	
Axis Bank	0.11	0.11	
Other Balances with Bank			
Fixed Deposit with maturity of 1 year	75.45	20.00	
Total	87.97	217.68	

8D Short term loans & advances

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Loan to Employees	7.28	14.41	
Advances to Creditors	20.30	132.11	
Other advances	180.01	118.97	
Total	207.59	265.50	

8E Other current assets

(Rs In Lakhs)			
	As at	As at	
Particulars	March 31, 2025	March 31, 2024	
Balance with Govt authorities	69.12	43.88	
Plan Asset for gratuity	-	-	
Excess of Expenditure on CSR	27.02	-	
Total	96.14	43.88	

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Notes to Consolidated Financial Statements for the year ended March 31, 2025

9 Revenue from operations:

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Sales	2,436.89	2,053.04
O.M.S. Sales	543.58	517.19
Labour services	27.53	23.60
Export Sales	0.24	4.49
Receipts of Transport Charges	-	10.58
Receipts of Packing Charges	0.05	0.17
Round Off Sales	-	-
Total	3,008.30	2,609.06

10 Other Income:

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Rent Received	21.00	18.79
Interest on Income Tax Refund	-	0.15
Interest Received from customer	-	-
Interest Received on fixed deposit	0.87	-
Profit on sale of fixed assets	30.75	-
Loading and Unloading charges	0.06	-
Sundry balances written back	10.08	-
Discount Received	0.05	-
Total	62.81	18.94

11 Raw Material Consumed :

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Opening Stock of Raw Material	398.09	229.24
Add : Purchases	2,209.70	1,642.75
Less :Closing Stock of Raw Material	211.89	398.09
Total	2,395.90	1,473.91

11.1 Changes in inventories of finished goods, work-in-progress :

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Opening Stock of WIP & Finished Materials	827.65	693.96
Less:		
Closing Stock of WIP & Finished Materials	1,657.54	827.65
Total	(829.90)	(133.68)

12 Employee benefit expenses:

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Wages & Salaries	190.85	157.55
Directors Remuneration	66.78	64.80
Annual leave encashment	14.94	12.73
Skilled Worker training stipend	13.80	17.16
Payment of Bonus	17.17	10.97
Gratuity	-	-
Staff Welfare Expenses	4.18	3.51
Employer PF	0.45	0.39
Employer ESIC	0.15	0.15
Total	308.32	267.26

13 Financial costs:

(Rs In Lakhs)

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Payment of Interest		
Interest on cash credit	15.98	0.00
Interest on term loan	25.55	105.50
Interest on auto loan	-	0.34
Interest on late payment	0.29	-
Other Financial Expenses		
Procesing Fees	10.51	6.40
Stamp Duty Charges	-	-
Total	52.33	112.24

Notes to Consolidated Financial Statements for the year ended March 31, 2025

14 Depreciation and amortization expense:

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Depreciation	115.54	63.35
Total	115.54	63.35

15 Other Expenses:

(Rs In Lakhs)		
Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Audit Fees	2.35	2.30
Business Promotion Expenses	9.88	4.48
Brokerage	9.83	17.85
Bank Charges	7.21	6.41
Motor Car Running Expenses	-	-
Computer Expenses	3.43	0.83
Conveyance Charges	0.17	0.29
Custom Duty Charges	0.06	-
Corporate Social Responsibility Expenses	12.98	-
Courier Charges	0.54	0.09
Discount on sale	0.10	-
Document Charges	0.13	-
Factory License Renewal	-	-
Electrical Expenses	2.01	-
EV Charging Services	0.02	-
General Expenses	9.23	2.95
Insurance	1.20	1.26
MSME Interest	-	0.09
Machining Charges/ Labour Charges	66.73	32.35
Postage & Telegram	-	0.03
Packing & Forwarding charges	5.01	4.84
Power & Fuel	101.18	79.56
Printing & Stationery	8.09	0.48
Professional Charges	14.65	11.25
Rates & Taxes	4.94	4.52
Rent Paid	10.63	8.38
Repairs & Maintenance	6.29	2.35
Loading & Unloading	6.73	0.01
Labour Charges	3.89	-
Security Service Charges	5.03	4.44
Store Consumables	15.93	8.74
Skilled Worker training stipend	-	-
Sundry Balances W/off	3.56	-
Telephone Expenses	0.78	0.67
Transport Charges	26.50	28.73
Travelling Expense (Domestic)	3.23	7.97
Travelling Expense (Foreign)	0.61	0.30
Round off (P)	(0.00)	0.01
Miscellaneous Expenses	0.07	-
Partners remuneration	0.62	-
Total	343.58	231.16

Sunita Tools Ltd.(Formerly known as Sunita Tools Private Limited)
CIN:U29220MH1988PLC045850

Notes to Consolidated Financial Statements for the year ended March 31, 2025

16

Note
Ratio Analysis

Ratio	Numerator	Denominator	March 31,2025	March 31,2024	% change from March 31, 2024 to March 31, 2025
Current ratio	Current Assets	Current Liabilities (Includes short term borrowings)	3.52	3.60	41.40%
Debt- Equity Ratio	Total Debt	Shareholder's Equity	0.10	0.31	-57.17%
Debt Service Coverage ratio	EBITDA	Interest & Lease Payments + Principal Repayments	20.28	7.19	-11.58%
Return on Equity ratio	Net Profits after taxes – Preference Dividend Revenue	Average Shareholder's Equity	0.14	0.27	-95.69%
Inventory Turnover ratio	Revenue from sales of Products	Average Inventory	1.93	2.40	41.94%
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivable	2.15	2.00	14.41%
Trade Payable Turnover Ratio	Purchase of Goods	Average Trade Payables	7.25	6.47	299.40%
Net Profit ratio	Net Profit After Tax	Revenue from operations	0.17	0.19	-73.12%
Return on Capital Employed	Earnings before interest and taxes	Tangible Net Worth + long term borrowing	0.15	0.24	-78.22%
Return on Investment	Gain/Interest Income from Investment	Investment	0.01	-	100.00%

Percentage Change from 31st March 2024 to 31st March 2025

Particular	Reasons
Current ratio	This is due to increase in current liabilities than current assets which shows business able to receive the dues from its debtors efficiently.
Debt- Equity Ratio	Debt equity ratio has decreased due to increased in net worth.
Debt Service Coverage ratio	It indicate your business generates enough income to manage payments on a new loan and still make a profit
Return on Equity ratio	Decreased in ratio due to increased avg shareholder fund i.e due to increased in security premium
Inventory Turnover ratio	This is due to increase in inventory
Trade Payable Turnover Ratio	This is due to increased in purchases
Return on Capital Employed	This is due to increased in shareholder equity
Return on Investment	This is due to decreases in investments

Notes to Consolidated Financial Statements for the year ended March 31, 2025

17 Related party disclosure

(a) Related Parties

Name of the party	Nature of relationship
Mr. Satish Kumar Bihari Pandey	Chief Financial Officer & Managing Director
Mrs. Ragini Satish Pandey	Whole Time Director
Mr. Sanjay Kumar Pandey	Whole Time Director
Uma S Pandey	Director
Rupal Pankaj Dedhia	Company secretary
Mrs. Sangeeta Kumar Bihari Pandey	Relative of Director
Kumar. Bihari. Pandey	Relative of Director
Mrs. Sunita Virendra Tiwari	Relative of Director
Abheshek S Pandey	Relative of Director
Shweta S Pandey	Relative of Director
Mrs. Neeta Pandey	Relative of Director
Ms. Shruti Pandey	Relative of Director
Mr. Sarvagya Pandey	Relative of Director
Mrs. Shyama Tiwari	Relative of Director
Sunita Die Parts Pvt. Ltd.	Company in which relatives of director has significant influence
Sun-I.T.A.Microsystem	Partnership Firm in which director has significant influence
Sunita Engineering Works	Sole Proprietorship in which relatives of director has significant influence
M/S S B Industries	Enterprise in which director has significant influence

(b) Particulars of transactions with related parties

(Rs In Lakhs)

Particulars	March 31, 2025	March 31, 2024
Loans :		
Mrs. Sangeeta Kumar Bihari Pandey		
Opening Balance	99.03	110.16
Loan Taken	-	5.52
Loan Repaid	(89.22)	(16.64)
Closing Balance	9.81	99.03
Mrs. Sunita Virendra Tiwari		
Opening Balance	10.55	10.58
Loan Taken	-	-
Loan Repaid	-	(0.03)
Closing Balance	10.55	10.55
Mrs. Ragini Satish Pandey		
Opening Balance	34.05	53.66
Loan Taken	24.00	108.86
Loan Repaid	(51.89)	(128.47)
Converted into equity share capital	-	-
Closing Balance	6.17	34.05
Mr. Sanjay Kumar Pandey		
Opening Balance	3.18	-
Loan Taken	129.33	147.63
Loan Repaid	(132.51)	(144.45)
Converted into equity share capital	-	0.00
Closing Balance	-	3.18
Mr. Satish Kumar Bihari Pandey		
Opening Balance	3.91	15.88
Loan Taken	67.35	162.24
Loan Repaid	(71.26)	(174.21)
Converted into equity share capital	-	-
Closing Balance	0.00	3.91
Mrs. Uma Sanjay Pandey		
Opening Balance	-	-
Loan Taken	26.47	-
Loan Repaid	(22.73)	-
Closing Balance	3.74	-
Advance given		
Sunita Die Parts Pvt Ltd		
Opening Balance	84.22	-
Advance Given	113.88	-
Advance Received	(79.20)	-
Closing Balance	118.90	-

Sunita Engineering Works		
Opening Balance	-	-
Advance Given	0.20	-
Advance Received	(0.60)	-
Closing Balance	(0.40)	-
Outstanding balances Payable/(Receivable)		
Sunita Die Parts Pvt. Ltd.	(118.90)	(84.22)
Sunita Engineering Works	0.40	-
Sun-I.T.A.Microsystem	-	0.36
Rent Deposit		
M/S S B Industries		
Opening Balance	143.17	143.17
Deposit Accepted	525.21	-
Deposit Repaid	-	-
Closing Balance	668.38	143.17
Director Remuneration		
Mr Satish Kumar Bihari Pandey	20.40	20.40
Mrs. Ragini Satish Pandey	12.00	12.00
Mr Sanjay Kumar Pandey	20.40	20.40
Uma Pandey	12.00	12.00
Professional Charges		
Sun-I.T.A.Microsystem	-	6.53
Rent paid		
M/S S B Industries	-	7.31

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

18 Earnings per share

Particulars	For year ended on 31st March 2025	For year ended on 31st March 2024
Profits attributable to the equity holders of the Company (in lakhs)	512.00	484.99
Weighted average number of equity shares (Numbers)	59,68,743	49,32,541
Earnings per share (basic)	8.58	9.83
Earnings per share (diluted)	8.58	9.83
Face value per equity share (Rs.)	10	10

19 Commitments and Contingent liabilities

There are no commitments & contingent liabilities as on balance sheet dates.

20 The entire raw material consumption of the company is indigenous.

21 Inflow & outflow in foreign currency.

Particulars	(Rs In Lakhs)	
	For year ended on 31st March 2025	For year ended on 31st March 2024
Foreign Inflow	0.24	4.49

22 Other statutory information

(i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

(ii) The Company do not have any transactions with companies struck off.

(iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,

(iv) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

(v) The Company have 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 have 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 have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

• Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.

• The Company has used all borrowings from bank and financial institution for the specific purpose for which it was taken at balance sheet date.

• Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification.

Significant Accounting Policies

1.3

As per our attached report of even date
For K M A & Co.
Chartered Accountants
Firm registration No.:

FRN : 111899W

Sd/-

Keshav Chaubey
(Senior Partner)
Membership No. : 044900
UDIN :

Dated : 09th May, 2025
Place: Mumbai

For and on behalf of the Board of Directors of **Sunita Tools
Ltd.(Formerly known as Sunita Tools Private Limited)**

Sd/-

Sanjay K. Pandey Whole Time Director Din: 00739482	Satish K. Pandey Chief Financial Officer & Managing Director Din: 00158327
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Sd/-

Sd/-

Rupal Pankaj Dedhia
Company Secretary
Membership No:
68289