



# BHAGYANAGAR INDIA LIMITED

ISO-9001-2008 Certified Company

Registered Office :

Plot No. 9/13/1 & P-9/14, I.D.A. Nacharam,  
Hyderabad -500 076. Telangana, India.

Tel. : +91 40 27152861, 27151278

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Email : bil@surana.com

Website : www.bhagyanagarindia.com

CIN No. : L27201TG1985PLC012449

**BIL/SECT/53/2025-26**

**Date: September 08th, 2025**

The Secretary,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai- 400 051.

The Secretary,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

**Scrip Code: BHAGYANGR**

**Scrip Code: 512296**

Dear Sir/Madam,

**Sub: Submission of Notice of 40<sup>th</sup> Annual General Meeting and Annual Report for the financial year 2024-25 under Regulation 30 and 34(I) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform you that the 40<sup>th</sup> Annual General Meeting ('AGM') of the members of the Company is scheduled to be held on **Tuesday, 30<sup>th</sup> September, 2025 at 10:30 AM (IST)** through Video Conference ('VC')/ Other Audio Visual Means ('OAVM') without physical presence of the members at a common venue, in compliance with the provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 ('SEBI Listing Regulations, 2015') read with MCA Circulars May 5, 2020, April 8, 2020, April 13, 2020, and various subsequent Circulars latest being No. 09/2023 dated September 25, 2023, Circular No.09/2024 Dated September 19,2024 Extension for holding AGM through VC and Master Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03,2024 Issued by SEBI, along with other applicable Circulars issued in this regard by the MCA and SEBI (collectively referred to as 'SEBI Circulars'), to transact the business as set out in the Notice convening the 40<sup>th</sup> AGM.

In this connection, please find enclosed herewith 40<sup>th</sup> Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2025 along with the Notice of AGM.

In terms of Regulation 46 of the SEBI Listing Regulations, 2015, the said Annual Report and Notice of 40<sup>th</sup> AGM and other relevant documents are available on the website of the Company at [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com).

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI Listing Regulations, 2015, the Company is providing the facility to its Members (holding shares either in physical or dematerialised form) to exercise their right to vote by electronic means through Remote e-voting or voting through electronic means during the AGM (insta poll), on the businesses specified in the Notice convening the 40<sup>th</sup> AGM of the Company.

This is for your information and record.

Thanking you,

For **BHAGYANAGAR INDIA LIMITED**

**DEVENDRA SURANA**  
**MANAGING DIRECTOR**  
**DIN-00077296**







**BHAGYANAGAR  
INDIA LIMITED**

**ANNUAL REPORT  
2024-25**



**Refining Resources,  
Redefining Responsibility**



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Bhagyanagar Copper Private Limited  
(Wholly-Owned Subsidiary)



## REFINING RESOURCES, REDEFINING RESPONSIBILITY

For over four decades, Bhagyanagar India Limited (Bhagyanagar) has been a trusted name in copper manufacturing, earning its reputation through precision engineering, consistent quality, and long-standing relationships with customers across domestic and global markets. Our legacy is built on operational stability, product reliability, and the ability to cater to a wide spectrum of industries — from power transmission and engineering to renewable energy, automotive, and electronics.

Over the past few years, we have evolved from a traditional commodity-driven business into a future-ready copper solutions leader, strategically focused on high-margin, value-added products that deliver superior performance and sustainability.

At the heart of this transformation lies an unwavering commitment to innovation, responsibility, and sustainability. We are among the first in India's copper industry to pioneer circular economy practices, embedding recycling and responsible sourcing into every level of our operations.

With a clear roadmap to scale value-added capacities, maintain lean commodity operations, and deliver unmatched quality, Bhagyanagar is uniquely positioned to command premium value in the market. By refining resources with advanced technology and redefining responsibility through sustainable, ethical practices, we are shaping not only the future of our company but also contributing to a cleaner, smarter, and more responsible industrial ecosystem.

### 2024-25 HIGHLIGHTS

#### Financial

**₹1,62,560.51 lakhs**

Turnover

**₹3,702.43 lakhs**

EBITDA (Operational)

**₹1,401.81 lakhs**

Profit After Tax (PAT)





# ABOUT BHAGYANAGAR INDIA LIMITED

Bhagyanagar India Limited (BIL) was established in 1985 by our founder, Late Shri. G.M. Surana, and today, we stand as one of India's oldest and most respected manufacturers of copper products. Headquartered in Hyderabad, we have spent nearly four decades earning a reputation for quality, integrity, and dependable service.



As a multigenerational enterprise, now led by three generations of the Surana family, we take pride in our consistent profitability, ethical business practices, and future-ready mindset. Our core strength lies in the manufacturing of a wide range of copper products—including rods, strips, pipes, busbars, and sheets—which we supply primarily to Original Equipment Manufacturers (OEMs) across various industries.

Innovation and customer-centricity have always been central to our approach. We continuously invest in advanced technologies and research and development to expand and evolve our product portfolio in line with changing market needs.

## KEY FACTS

# 40<sup>+</sup>

Years of experience

# 30,000 MT

Capacity

# 500<sup>+</sup>

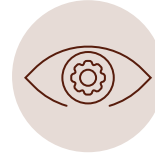
No. of customers





## MISSION

To manufacture high-quality copper products that drive progress, faster innovation, and advance sustainability – creating long-term value for customers, shareholders, and communities through precision engineering, responsible sourcing, and a culture of continuous improvement.



## VISION

To be India's most trusted and innovative copper manufacturer, globally recognised for value-added product expertise, industry-leading sustainability practices, and meaningful contributions toward building a cleaner, more connected world.



## VALUES

### Uncompromising Quality

Products built to the highest standards of performance and reliability.

### Integrity Always

Ethical practices, transparency, and accountability.

### Customer-First Innovation

Solutions tailored to evolving customer needs.

### Excellence in Execution

Efficiency, precision, and continuous improvement.

### Sustainable by Design

Embedding circular economy principles to reduce environmental impact.

### Empowering People

Investing in talent and building lasting partnerships.

## KEY STRENGTHS



### Legacy of excellence

With nearly four decades of industry experience, we are one of India's oldest and most trusted copper product manufacturers.



### Diverse product portfolio

We offer a comprehensive range of high-quality copper products—including rods, pipes, strips, busbars, sheets, and solar components—catering to a wide spectrum of industrial applications.



### Strong manufacturing capabilities

Our state-of-the-art facilities and in-house technical expertise allow us to maintain stringent quality standards while delivering at scale.



### Customer-centric approach

We work closely with OEMs and industry leaders, tailoring our products and services to meet specific performance and regulatory requirements.



### Commitment to sustainability

Through our renewable energy ventures and eco-conscious manufacturing practices, we are actively contributing to India's green energy goals.



### Robust R&D and innovation

We consistently invest in research and technology upgrades to stay ahead of evolving industry demands and product standards.

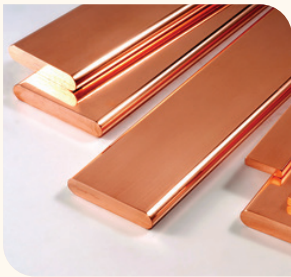




# PRODUCT PORTFOLIO

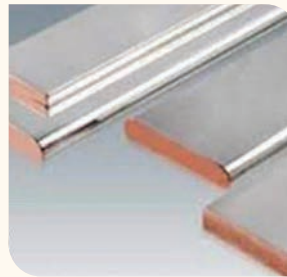
At Bhagyanagar, we take pride in being one of India's most trusted names in copper manufacturing, with a legacy of nearly four decades. Our diverse portfolio reflects our commitment to quality, innovation, and customer trust—delivering reliable solutions to sectors such as automotive, electrical, solar, refrigeration, and infrastructure. We are the only manufacturer in India producing copper bus bars up to 300 mm in width, reaffirming our position as a leader in engineering excellence and sustainable growth.

## OUR CORE OFFERINGS



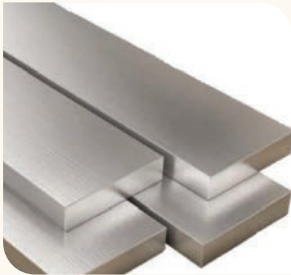
### **Copper Bus Bars & Flats:**

High-conductivity bare bus bars and flats used in transformers, switchgear, and power distribution.



### **Tinned Copper Bus Bars:**

Tin plating provides corrosion protection, solderability, and cost-effectiveness matter more than ultra-high conductivity used in transformers, switchgear and other power equipment.



### **Silver Plated Copper Bus Bars:**

Silver plating provides surface conductivity, oxidation resistance, and long-term reliability used in transformers, switchgear and other power equipment.



### **Copper Wires & Rods:**

Precision-engineered for power, automotive, and electronic applications.



**Enamelled copper wires** are thin, insulated copper wires mainly used in motors and small devices.



**Enamelled copper strips** are flat versions, used in large equipment like transformers where high current and space efficiency are important.



**Continuously Transposed Conductor (CTC):** CTC is a smartly braided multi-strand copper conductor used in transformers to reduce energy losses and improve performance.



**Paper Insulated Copper Conductors (PICC):** Trusted for transformer coils and electrical equipment.



**Copper Foils & Sheets:** Manufactured with state-of-the-art rolling mills, widely used in PCBs, radiators, and heat exchangers.



**Copper Tapes:** Precision-engineered for Earthing Purpose.

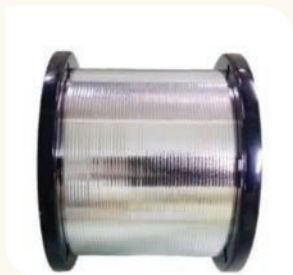


**Copper Nuggets & Tubes:**

High-purity oxygen-free copper products for electroplating and industrial applications.

**Auto Electrical Components:**

Yoke assemblies, solenoid switches, field coils, and armature pins catering to leading OEMs.

**Solar Wires / Cell Connector / PV Ribbon:**

Tabbing ribbon/tinned copper interconnects ensure reliable electrical connections between solar cells, enabling efficient energy capture and transfer in solar modules.

**OTHER PRODUCTS**

Beyond copper, we offer a range of industrial and consumer solutions including:

**Solar Absorber Fins & Flat Plate Collectors:**

High-performance solar thermal solutions for domestic and industrial use.



**Commutators:** Precision-engineered for starter motors in LCVs and passenger vehicles.

**Submersible Winding Wires:**

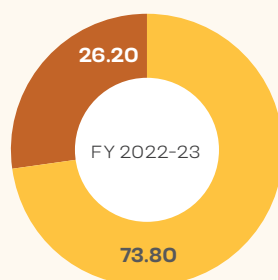
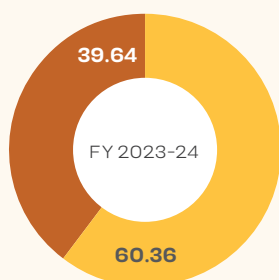
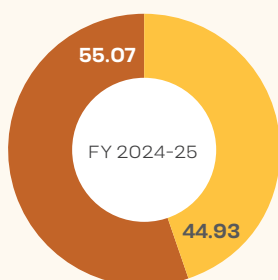
Manufactured to IS standards, ensuring durability and efficiency.

**Heating Elements & Thermostats:**

Designed for both domestic and industrial applications, combining safety and performance.

**Product-wise Sales Contribution**

[%]



● Commodity Products  
● Other Value-Added Products

Ratio of value-added products to total sales is increasing year on year.





# MANAGING DIRECTOR'S MESSAGE



The Company has delivered consistent revenue growth in recent years, driven by an increasing share of high-margin products in its revenue mix. Capital allocation has remained disciplined, with significant investments directed toward modernisation, automation, and the adoption of green technologies.

**DEVENDRA SURANA**

## Dear Shareholders,

It is with great pride that I share the story of Bhagyanagar—a journey from humble beginnings to becoming one of India's most respected names in copper manufacturing. Over the past four decades, we have built our reputation on quality, reliability, and the ability to adapt to changing market dynamics.

Our early years were rooted in commodity manufacturing, producing standard copper rods and strips. Recognising the challenges of price volatility and the need for sustainable value creation, we made a deliberate shift towards high-margin, value-added products. Today, Bhagyanagar is a leader in performance-critical applications, offering specialty insulated conductors, starter motor parts, and solar fins. This transition has strengthened customer relationships, increased market exposure, and consistently improved our EBITDA per kilogram through premium offerings and operational efficiency.

Against a challenging macroeconomic backdrop, India continues to stand out as one of the world's fastest-growing major economies, with the IMF projecting GDP growth of 6.5% in 2025. This positive momentum is being propelled by structural reforms, strong infrastructure investments, and resilient domestic demand. Landmark government initiatives such as the Production Linked Incentive (PLI) scheme, the National Infrastructure Pipeline, and the Green Energy Mission are accelerating industrial growth—particularly in sectors like electrical equipment and copper-based products, where we are strongly positioned.

## Performance

During the year, our consolidated turnover stood at ₹162,560.51 lakhs, compared to ₹142,931.12 lakhs in the previous year. Operational EBITDA was ₹3,702.43 lakhs compared to ₹3,042.29 lakhs in the prior year.

The Company has delivered consistent revenue growth in recent years, driven by an increasing share of high-margin products in its revenue mix. Capital allocation has remained disciplined, with significant investments directed toward modernisation, automation, and the adoption of green technologies. The management team has a proven track record of prudent risk management, enabling the business to remain resilient in volatile commodity markets. Notably, EBITDA/kg has shown sustained year-on-year growth, reflecting the strategic shift toward higher-value products, operational efficiency improvements, and cost optimisation initiatives.

**₹1,62,560.51 lakhs**

Turnover

**₹3,702.43 lakhs**

EBITDA (Operational)

**₹1,401.81 lakhs**

Profit After Tax (PAT)

## Sustainability at the core

Sustainability is integral to this transformation. We are among the first in India's copper industry to integrate Extended Producer Responsibility (EPR), enabling the collection, reprocessing, and reuse of copper scrap. This reduces our dependence on virgin raw materials, advances circular economy principles, and enhances competitiveness in an ESG-focused global market.

## Future growth priorities

At Bhagyanagar Limited, our strategy is centered on innovation, diversification, and operational excellence. We are committed to manufacturing a comprehensive range of value-added copper products, leveraging our expertise to deliver superior quality and performance.

Looking ahead, we have set an ambitious target—achieving ₹5,000 crore in revenues within the next decade. To reach this milestone, we are building on our legacy while accelerating our transition towards high-value, technology-driven copper solutions.

## Our roadmap is anchored on measurable priorities



### Capacity Expansion

Scaling up facilities for value-added products with phased investments over the next 3–5 years.



### Product Mix Transformation

Targeting a significant increase in the share of value-added offerings, strengthening our competitive edge.



### Technology & Efficiency

Deploying advanced processing technologies to enhance quality, yield, and cost control across operations.



### Emerging Sectors

Diversifying into EV infrastructure, solar PV systems, and high-efficiency motors to capture future demand.



### OEM Partnerships

Deepening engagement with leading players in electrical, automotive, and renewable energy industries.



### Geographic Expansion

Extending reach to high potential markets in East Asia, the Middle East, and North America.



### R&D & Innovation

Enhancing in-house research to continuously develop new product lines and applications.



### Sustainability & Circularity

Scaling Extended Producer Responsibility (EPR) initiatives to source more recycled feedstock.



### Digital Transformation

Driving end-to-end digitisation across production, quality control, and supply chain management.

Through these steps, we aim to not only meet our revenue goal but also reinforce our position as India's most comprehensive and trusted copper solutions provider.

## Governance at its core

The Company has never delayed fulfilling its financial or statutory obligations, not even by a single day, reflecting its commitment to compliance and integrity.

### Road ahead

As we enter the next phase of growth, Bhagyanagar is poised to deliver sustainable, long-term value. Our legacy is adaptability, our present is resilience, and our future is driven by innovation and responsibility. We are not just producing copper—we are shaping the future of sustainable, high-performance materials. Thank you for your trust as we move forward together.

On behalf of the Board of Directors, I extend my heartfelt gratitude to our employees, customers, business partners, shareholders, and the communities we serve. Your trust, support, and collaboration continue to inspire us as we work towards excellence, sustainable growth, and the creation of lasting value for all stakeholders.

Regards,

**Devendra Surana**

Managing Director

Bhagyanagar India Limited

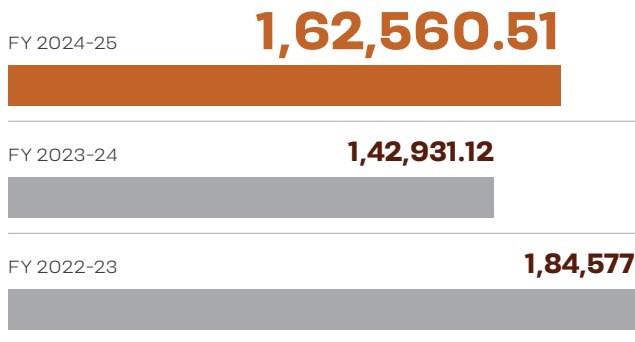




# KEY PERFORMANCE INDICATORS

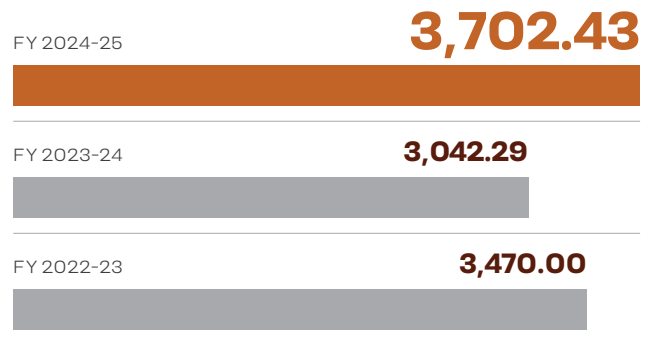
## Revenue from Operations

(₹ in lakhs)



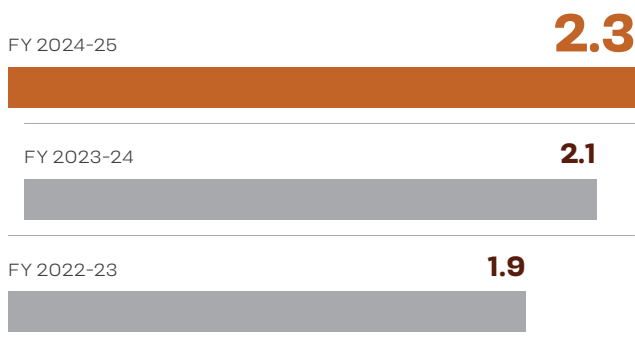
## EBITDA

(₹ in lakhs)



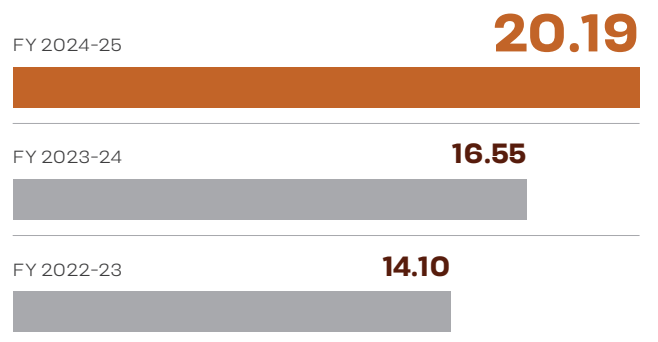
## EBITDA Margin

(%)



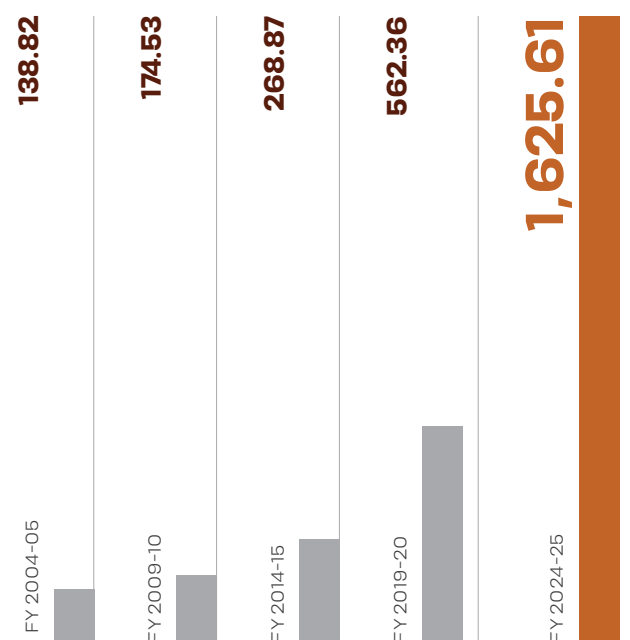
## EBITDA/ kgs

(₹)



## Turnover Growth

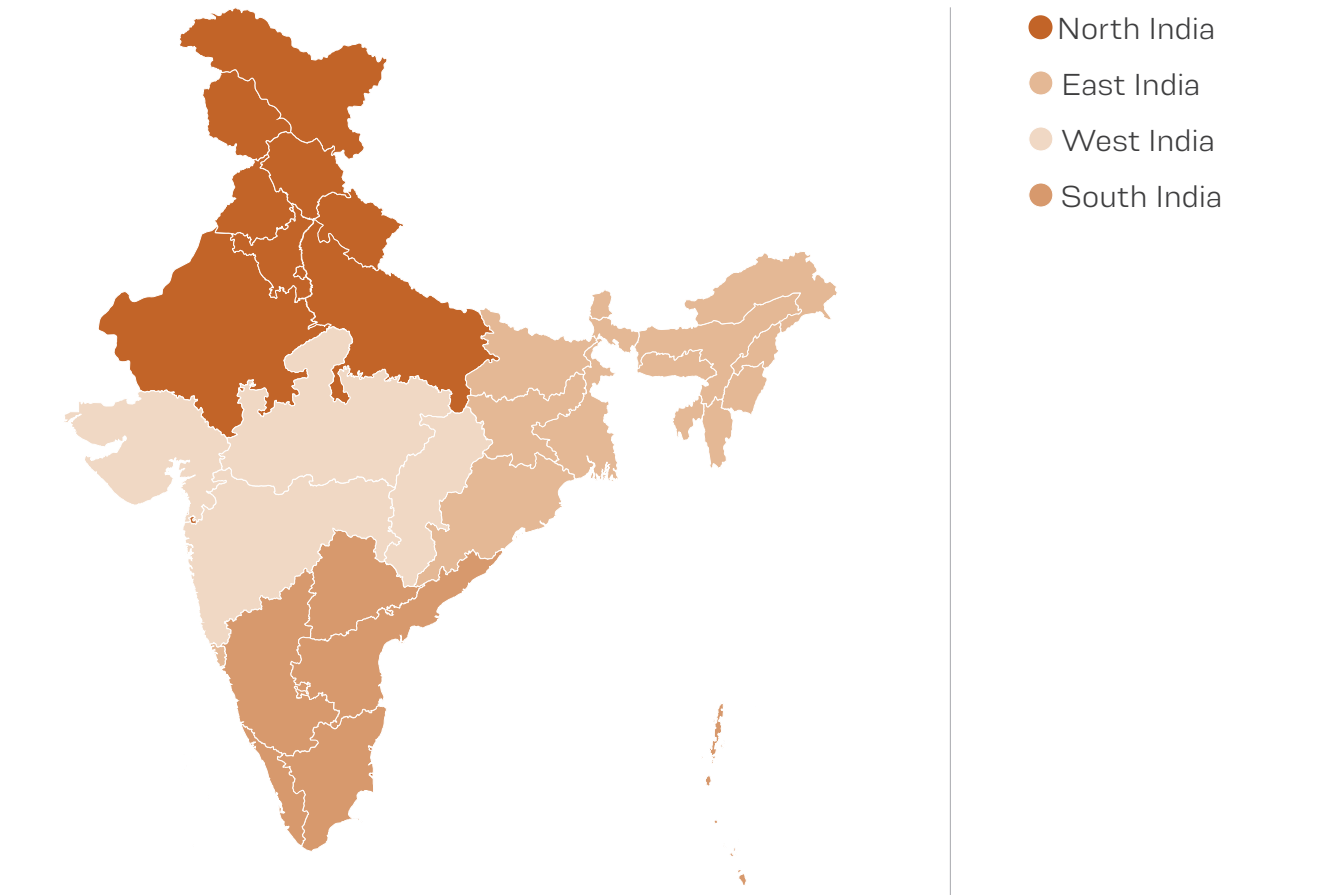
(₹ in crore)



Over the past two decades, we have witnessed steady and sustained growth. From modest beginnings, our turnover has expanded more than twelve-fold, a reflection of our strong execution, market expansion, and operational excellence. This consistent upward trend demonstrates our ability to scale effectively while creating long-term value.

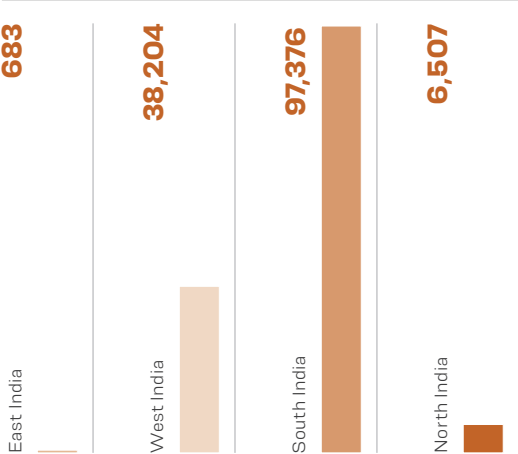
# PRESENCE

With over 30 years of expertise, the Company operates two state-of-the-art, ISO-certified manufacturing facilities in Hyderabad, India. The fully integrated, semi-automatic production system minimises human contact with copper, ensuring precision and quality. Leveraging advanced technology for drawing and finishing, we deliver superior fabricated products. Notably, our Outokumpu Copper Continuous Upcast (Finland) installation was among the first in India.

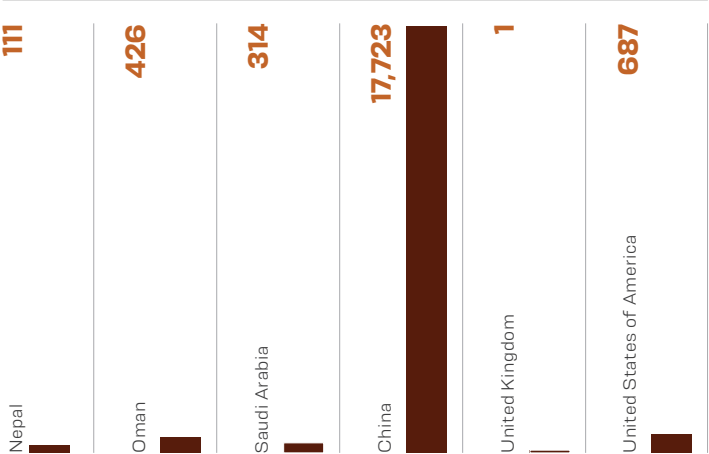


Note: Map not to scale

Domestic Sales (₹ in lakhs)



International Sales (₹ in lakhs)







# ROBUST CUSTOMER BASE



## OUR CLIENTS



## CUSTOMER TESTIMONIALS



We have been associated with Bhagyanagar for over two decades, and it has been a privilege to work with them. They are one of the most professional companies in India, known for their excellent customer support, superior material quality, and swift delivery.

Mr. Raja, Head of Procurement, Kamran Technologies, Bengaluru

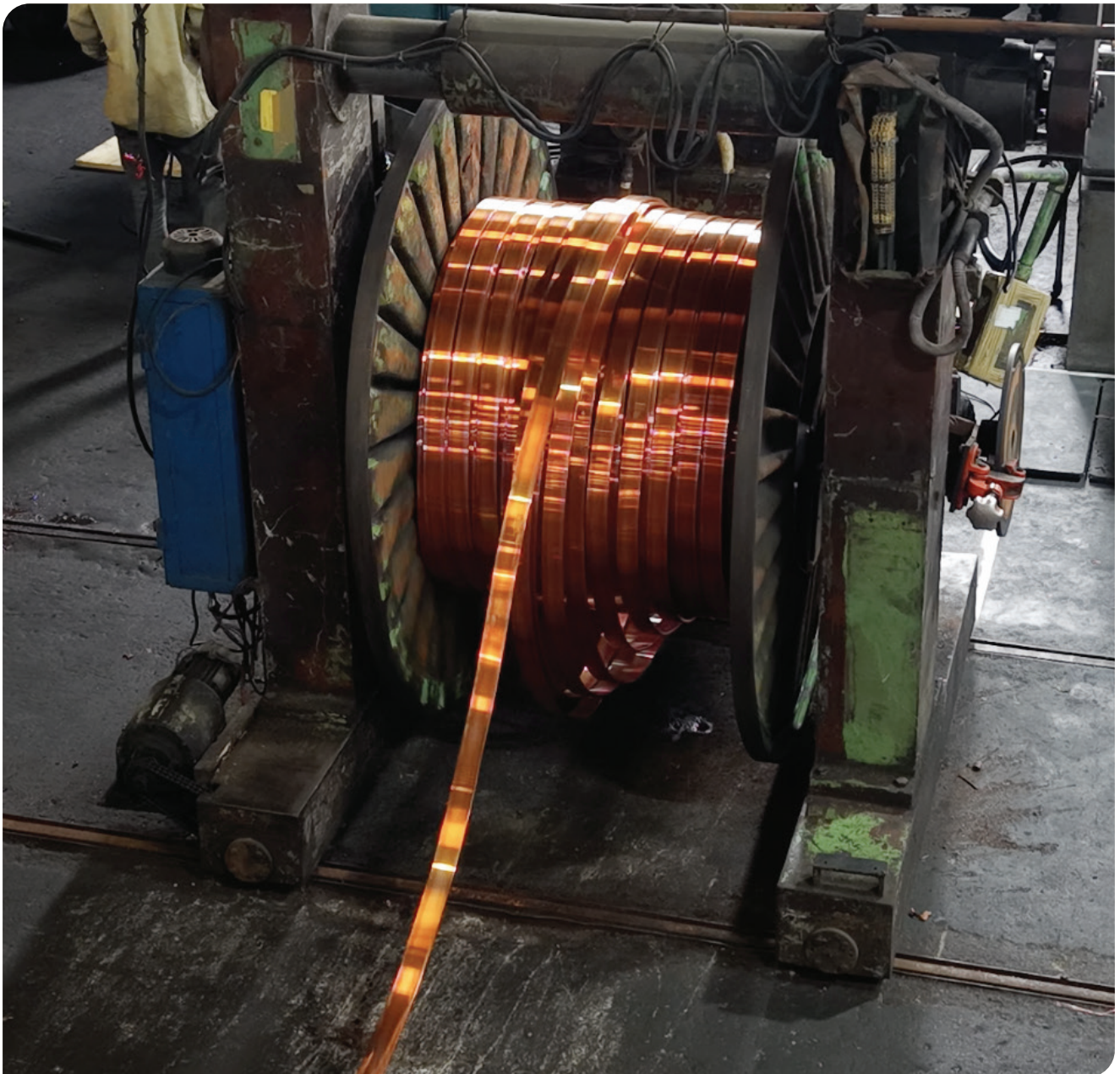


Bhagyanagar has been our trusted supplier for over three and a half decades, making it our longest-standing association. They have consistently upheld an excellent reputation and remain our preferred partner for various copper products. With a strong commitment to zero PPM supply, strict adherence to quality, cost, delivery, and service, they ensure reliability and uninterrupted supply. Bhagyanagar has continually exceeded our expectations by delivering excellence, and we truly value this partnership. We look forward to many more years of collaboration with such a dependable and quality-focused supplier.

Mr. Ramesh, Purchases head, Lucas TVS

# QUALITY

At Bhagyanagar, quality and environmental responsibility go hand in hand. We have implemented an integrated Quality and Environmental Management System, aligned with the globally recognised ISO 9001:2015 standard. Our long-standing reputation for delivering dependable, high-performance copper products is backed by a culture of excellence and continuous improvement.



Our advanced testing facilities are supported by a team of industry specialists and global experts, ensuring precise quality control at every stage. Guided by the principles of QCDS—Quality, Cost, Delivery, and Service, we aim to exceed customer expectations consistently.

**Quality at Bhagyanagar is managed through a comprehensive four-tier approach:** Inspection, Control, Assurance, and Total Quality Management (TQM). From sourcing raw materials to dispatching finished goods, each process is tightly monitored and rigorously tested against international quality benchmarks, ensuring unmatched consistency, safety, and performance.





# EMPOWERING PEOPLE, DRIVING GROWTH

At Bhagyanagar, we believe that our people are the driving force behind our success. We thrive when our employees thrive—and that's why we foster an environment where individuals can unlock their true potential and feel deeply connected to the company's journey.



We are committed to attracting top talent, investing in their growth, and creating opportunities that support both personal and professional development. Through continuous training and structured career advancement, we empower our team to grow with us.

Our employee turnover rate is less than 1%, a testament to the trust, stability, and purpose that BIL provides. Many of our key team members have been with us for over a decade, playing a pivotal role in mentoring others and ensuring that BIL's core values are embedded in everyday operations.

As an equal opportunity employer, BIL celebrates diversity and invites passionate individuals to explore a fulfilling and challenging career with us. Here, you don't just work—you grow, lead, and make a lasting impact.



# SUSTAINABILITY

Bhagyanagar has been a pioneer in embedding sustainability into its core business strategy, becoming one of the first movers in India's copper industry to adopt and operationalise Extended Producer Responsibility (EPR). This forward-looking approach reflects our commitment to responsible manufacturing, environmental stewardship, and long-term value creation.



## EPR as a business philosophy

Our EPR framework goes beyond regulatory compliance—it is a proactive business philosophy. By implementing in-house systems for the systematic collection, reprocessing, and reuse of copper scrap through our dedicated in-house recycling plant, we not only minimise waste but also significantly reduce our dependence on virgin raw materials. This approach directly contributes to lowering our environmental footprint and conserving natural resources, while ensuring cost efficiency and competitiveness in an increasingly ESG-conscious global marketplace.

## Driving circular economy practices

We are strongly committed to circular economy principles, ensuring that products and materials remain in use for as long as possible within a closed-loop production cycle. Our recycling initiatives significantly reduce the environmental footprint of traditional mining and smelting, which are both resource-intensive and carbon-heavy.

To advance our green operations, we have adopted 6 MW of solar power for captive consumption and transitioned from furnace oil to cleaner fuel alternatives. Over the last two years, 90% of our fuel usage has been converted from furnace oil to CNG, which emits 30% fewer emissions than conventional oil. These measures have not only cut down carbon emissions but also enhanced our overall energy efficiency.

## Alignment with national policies and ESG frameworks

Furthermore, our operations align with national sustainability policies, such as the National Resource Efficiency Policy, and we actively integrate ESG frameworks into our decision-making processes. This positions Bhagyanagar as not only a compliant manufacturer but also a future-ready industrial player equipped to thrive in a low-carbon, resource-constrained future.

## Transparency and accountability in reporting

We have also strengthened our transparency and accountability through structured ESG reporting. By providing measurable data on waste reduction, energy efficiency, and emissions control, we ensure that stakeholders—ranging from investors to customers—can see tangible proof of our environmental commitments.

In essence, our EPR and sustainability initiatives—powered by in-house recycling, renewable energy adoption, and cleaner fuel usage—are not isolated programmes but integral to our growth strategy, creating a competitive edge while making a positive, measurable impact on the planet.





# CORPORATE SOCIAL RESPONSIBILITY

At Bhagyanagar, we view Corporate Social Responsibility (CSR) as an essential element of sustainable business. CSR has evolved from traditional philanthropy into a strategic approach that integrates social, environmental, and ethical responsibilities into the core operations of a company.



We believe that responsible governance not only enhances long-term business sustainability but also contributes meaningfully to societal progress. It is globally acknowledged that companies which embed CSR into their operating frameworks are better positioned for enduring success, competitiveness, and stakeholder trust. By aligning business goals with community welfare, we aim to create shared value that benefits both society and the organisation.

## **Gulab Chand Surana Charitable Hospital, Bolarum**

Social commitment is deeply rooted in the values of the Surana Group, inspired by the philosophy of our founding patriarch, Shri G. Mangilal Surana, who championed the principle of trusteeship in business. Guided by his vision, the group embarked on its CSR journey in 1987 with the establishment of the Gulab Chand Surana Charitable Hospital, in memory of his father, Shri Gulab Chand Surana.

Located in Bolarum, the hospital was founded with a singular purpose: to provide accessible medical care to individuals below the poverty line. Staffed by qualified and registered medical professionals, the hospital operates purely on a charitable model, ensuring that underserved communities receive timely, dignified, and affordable healthcare.

Over the years, the hospital has continued to expand its capabilities, striving to offer a wider range of services—all under one roof—without compromising on quality. It remains a living testament to our commitment to community welfare and inclusive healthcare.

# BOARD OF DIRECTORS



**Shri Devendra Surana**  
Managing Director

## Qualification

- Bachelor's Degree in Mechanical Engineering
- Post Graduate Diploma in Management – IIM Bangalore (recognised as "Brain of the Batch")



**Shri Chandra Shekhar Agrawal**  
Independent Director

## Qualification

- Graduate in Chemical Engineering – National Institute of Technology (formerly REC), Rourkela
- Post Diploma in Marketing Management
- Certified Facilitator in "Success Unlimited" (trained by Dr. Richard Bandler, NLP)



**Smt. Sanjana Jain**  
Independent Director

## Qualification

- Qualified Company Secretary – Institute of Company Secretaries of India (ICSI)
- Bachelor of Commerce – St. Francis College for Women, Hyderabad



**Shri Venkata Murali Krishna Tripuraneni**  
Independent Director

## Qualification

- Commerce Graduate with specialisation in Statistics



**Shri Naresh Chand Bhardwaj**  
Executive Director

## Qualification

- Diploma in Electrical Engineering





## Corporate Information

### BOARD OF DIRECTORS

**Narender Surana** – Managing Director  
(Resigned w.e.f 15.01.2025)

**Devendra Surana** – Managing Director

**Venkata Murali Krishna Tripuraneni** – Independent Director

**Chandra Shekhar Agrawal** – Independent Director

**Sanjana Jain** – Independent Director

**N.C. Bhardwaj** – Whole-time Director

**R. Surender Reddy** – Independent Director  
(ceased w.e.f 20.09.2024) consequent to completion of tenure.

**Kamlesh Gandhi** – Independent Director  
(ceased w.e.f 20.09.2024) consequent to completion of tenure.

### STATUTORY COMMITTEES

#### AUDIT COMMITTEE

**Sanjana Jain** – Chairman

**Venkata Murali Krishna Tripuraneni** – Member

**Chandra Shekhar Agrawal** – Member

**Devendra Surana** – Member

#### NOMINATION & REMUNERATION COMMITTEE

**Chandra Shekhar Agrawal** – Chairman

**Venkata Murali Krishna Tripuraneni** – Member

**Sanjana Jain** – Member

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

**Sanjana Jain** – Chairman

**N.C. Bhardwaj** – Member

**Devendra Surana** – Member

#### CHIEF FINANCIAL OFFICER

**Surendra Bhutoria**

#### COMPANY SECRETARY

**Lalit Kumar Thanvi** (Till 10.12.2024)

**Ritika Tandon** (Appointment w.e.f 03.02.2025)

#### BANKERS

HDFC Bank Limited

State Bank of India

ICICI Bank

HSBC Limited

#### STATUTORY AUDITORS

**Luharuka & Associates**

Chartered Accountants

5-4-187/3&4, Soham Mansion,

2<sup>nd</sup> Floor, Above Bank of Baroda

M. G. Road, Secunderabad – 500 003

#### INTERNAL AUDITORS

**Sekhar & Co.,**

Chartered Accountants

133/4, R. P. Road,

Secunderabad – 500 003

#### COST AUDITORS

**Lavanya & Associates LLP**

H. No. 8-3-976/29, Shalivahana Nagar,

Srinagar Colony (Post),

Hyderabad – 500 073

#### SECRETARIAL AUDITOR

**Rakhi Agarwal**

Company Secretary in Practice

1-10-32 to 37/D-003, Ground Floor,

D Block Wellkin Park, Secunderabad

Hyderabad Telangana-500016

### REGISTRAR & TRANSFER AGENTS:

#### KFin Technologies Limited

KFintech, Tower – B,

Plot No. 31 & 32, Selenium Building,

Financial District, Nanakramguda,

Gachibowli, Hyderabad – 500 032

Tel No.: 040-67162222 / 040-79611000

E-mail: einward.ris@kfintech.com;

Website:www.kfintech.com

### WORKS

#### Copper Division

**Bhagyanagar India Limited**

Plot No. P-9/13/1& P-9/14,

IDA, Nacharam, Hyderabad – 500 076

#### Non-Conventional Energy

**Wind Power**

Kapatgudda, Gadag District,

Karnataka – 582 101

### REGISTERED OFFICE:

**Bhagyanagar India Limited**

Plot No. P-9/13/1& P-9/14, IDA,

Nacharam, Hyderabad – 500076

Tel No.: 040-27152861, 27175891, 27151278

Fax: +91 40 27172140

E-mail: surana@surana.com

Investor Complaints:

cs@surana.com;investorservices\_bil@surana.com

Website: www.bhagyanagarindia.com; www.surana.com

CIN: L27201TG1985PLC012449

# Notice of 40<sup>th</sup> Annual General Meeting

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of the members of Bhagyanagar India Limited will be held on Tuesday the 30<sup>th</sup> September, 2025 at 10:30 A.M. (IST), through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

## ORDINARY BUSINESS:

### 1. To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025, together with the Report of the Auditors thereon.

### 2. To appoint a director in place of Shri Devendra Surana, who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS:

### 3. Re-Appointment of Smt. Sanjana Jain (DIN-08532420) as an Independent Director for a second term of five consecutive years of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendation of the Nomination, and Remuneration Committee, Mrs. Sanjana Jain (DIN: 08532420), who was appointed as an Independent Director at the 36<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2020 and who holds office up to 28<sup>th</sup> September, 2025 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 29.09.2025 to 28.09.2025 (both days inclusive)."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do/ execute all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution."

### 4. To approve and ratify the remuneration of Cost Auditors for the financial year 2025-26:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the cost audit fees of ₹ 25,000/- (Rupees Twenty-Five Thousand Only) to be paid to M/s M/s Lavanya & Associates LLP (Firm Registration No-007163) in practice, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2025-26 be and is hereby approved and ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### 5. Appointment of secretarial auditor:

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and based on the recommendations of the Board of Directors, M/s Rakhi Agarwal, Practicing Company Secretaries (Firm Registration number: IC2004AP4527000) be and are hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."



## Notice of 40<sup>th</sup> Annual General Meeting

### 6. To approve the change in ancillary object clause of memorandum of association of the company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies Ministry of Corporate Affairs, consent of the shareholders by way of Special Resolution be and is hereby accorded to append sub clause 12A after sub clause 12 of clause III (B) Ancillary Objects of the Memorandum of Association of Company:

\*12(A) To amalgamate, merge, demerge, enter into any partnership or partially amalgamate, merge, demerge with or acquire the whole or any part of the business, property and liabilities of or acquire any interest in the business or undertaking of, or enter into partnership or any arrangement for sharing profits or losses, or for any union of interest, joint ownership, joint venture, reciprocal concession or co-operation with any, person association of persons, firm or company, carrying on or engaged in or about to carry on or engage in business or transaction, which the company is or may be authorised to carry on or for mutual assistance, with any such person, association, firm or company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company".

### 7. Approval to advance any Loan/Give Guarantee/ Provide Security u/s 185 of the Companies Act, 2013:

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

**"RESOLVED THAT** pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of

the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/ to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of 750 Crores (Rupees Seven Hundred and Fifty Crores Only).

**RESOLVED FURTHER THAT** the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

**RESOLVED FURTHER THAT** keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient, or incidental to give effect to this resolution."

### 8. To Approve the Increase of Threshold Limits for Loans/ Guarantees, Providing of Securities and making of investments in securities under section 186 of the companies act, 2013:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or



person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors (or any of its Committee so authorised by the Board) as in their absolute discretion deem beneficial and in the interest of the Company, notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided as may be required from time to time, exceeds 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company, whichever is more, as the Board of Directors (or any of its Committee so authorised by the Board) may think fit, in one or more tranches, not exceeding ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores Only), over and above the limits prescribed under the above said section may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (or any of its Committee so authorised by the Board) be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

#### 9. To Approve the overall borrowing limits u/s 180(1) (C) of the companies act, 2013

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

**"RESOLVED THAT** in supersession of the Special Resolution passed by the Members earlier and pursuant to the provisions of Section 180(1)(c) and the applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions contained in the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow from time to time all such sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/ bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors as they may deem requisite for the purpose of the business (including

but not limited to, for financing any capital or revenue requirements, new business ventures or prospects) of the Company, notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company's bankers) and outstanding at any point of time shall not exceed a sum of ₹ 750 Crore (Rupees Seven Hundred And Fifty Crore Only) or equivalent amount in any other foreign currency.

**RESOLVED FURTHER THAT** the Executive Committee of the Board of Directors and/or any Director of the Company be and are hereby severally authorized to sign and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings, to delegate all or any of the above powers to any Committee(s) of Directors or any Director(s)/ Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution

#### 10. Re-appointment of Shri Naresh Chand Bhardwaj (08761949) as Whole-time Director of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, as recommended by the Nomination and Remuneration Committee, the consent of members be and is hereby accorded to approve the re-appointment of Shri Naresh Chand Bhardwaj (DIN: 08761949), as Whole-time Director of the Company for a period of three years w.e.f. 23<sup>rd</sup> June, 2026 to 22<sup>nd</sup> June, 2029, on a managerial remuneration of ₹ 85000/- per month (inclusive of all allowances & perquisites), and that he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Shri Naresh Chand Bhardwaj, shall also be entitled for reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits / amenities and other privileges, as may from time to time, be available to other senior executives of the Company as per the service rules of the Company.



## Notice of 40<sup>th</sup> Annual General Meeting

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Shri Naresh Chand Bhardwaj, Whole-time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to approval of shareholders and other necessary approvals, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

### 11. Revision in the terms of appointment of Shri. Devendra Surana, Managing Director

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

**"RESOLVED that** in partial modification of the Resolution No. 3 passed by the Members at the 38<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2023 and pursuant to the provisions of sections 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], as recommended by the Nomination and Remuneration Committee, approval of the Company be hereby accorded to the revision in the limit of Total Remuneration not exceeding to ₹ 1,60,00,000 per annum of Shri. Devendra Surana (DIN: 00077296), Managing Director, of the Company with effect from 1<sup>st</sup> October, 2025 to 17<sup>th</sup> January 2027.

**RESOLVED FURTHER** that except for the revision in the limit of Total Remuneration as above, all other terms and conditions of remuneration, as approved earlier by the Members at the 38<sup>th</sup> AGM, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective. Provided that the above remuneration be paid to Shri. Devendra Surana even if it exceeds one percent of the net profits of the Company in accordance with sections 197 and 198 of the Act, including any statutory modification(s) or re-enactment(s) thereof. Provided further that the above remuneration be paid to Shri. Devendra Surana notwithstanding the limits approved by the Members of the Company for payment of remuneration to Non-Executive Directors of the Company from time to time.

**RESOLVED FURTHER** that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts and take all such steps as may be necessary, proper, desirable or expedient to give effect to this resolution."

By Order of the Board  
**For BHAGYANAGAR INDIA LIMITED**

Place: Secunderabad  
Date: 04.09.2025

**DEVENDRA SURANA**  
MANAGING DIRECTOR  
DIN-00077296

### NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020 and subsequent circulars issued in this regard, the latest being Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard, the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/13 dated October 3, 2024, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as the "Circulars"), companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the members at a common venue and also to send the copies of annual report in electronic mode to those members whose email addresses are registered with the company/depositories. Hence, the members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the circulars on the VC/OVAM, members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required. Bodies Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since, the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2025 to 30.09.2025 (both days inclusive) for the purpose of annual closure.
5. The facility of joining the AGM through VC / OAVM will be opened 15 minutes before and will remain open upto 15 minutes after the scheduled start time of the AGM and will be available for 2000 members on a first-come first-served basis. This rule would however not apply to participation in respect of large



Shareholders (Shareholders holding 2% or more shares of the Company), Promoters, Institutional Investors, Auditors, Key Managerial Personnel and Directors of the Company including Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

6. Members attending the AGM through VC/OAVM (member's logins) shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**7. Dispatch of Annual Report through electronic mode:**

In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Members may note that the Notice of this AGM along with Annual Report for the financial year 2024-25 will also be available on the Company's website [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Company's Registrar and Transfer Agents, KFinTech at <https://evoting.kfintech.com/>.

8. Members are requested to register/update their email addresses for receiving all communication (including Annual Report) from the Company electronically:
  - a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investorservices\\_bil@surana.com](mailto:investorservices_bil@surana.com) or to KFinTech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
  - c) Members who have not registered their e-mail address and, therefore, are not able to receive the Annual Report, notice of e-AGM and e-Voting instructions, may get their email address and mobile number registered with the Company's RTA, KFin Tech by accessing the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>.
9. Members who would like to ask questions/express their views on the items of the businesses to be transacted

at the AGM can send their questions / comments in advance by visiting URL <https://emeetings.kfintech.com> and clicking on the tab 'Post your Queries' during the period starting from 27<sup>th</sup> September, 2025 (9.00 a.m. IST) to 29<sup>th</sup> September, 2025 (5.00 p.m. IST) mentioning their name, demat account no. / Folio no., Email Id, mobile number etc. The queries so raised must also be mailed to [investorservices\\_bil@surana.com](mailto:investorservices_bil@surana.com). The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

10. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice. Director seeking appointment/re-appointment have furnished requisite declarations under section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.
11. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
12. In accordance with amendments to Regulation 40 of the SEBI Listing Regulations, physical transfer of shares is not permitted with effect from April 1, 2019 and, SEBI vide its Circular dated January 25, 2022, clarified that listed companies, with immediate effect, shall issue securities only in demat mode while processing any investor service requests including transmission, issuance of duplicate shares, deletion of name, exchange of shares, etc. In view of this as also to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
13. Updation of PAN and other details: SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at [www.suranasolar.com](http://www.suranasolar.com). PAN details are to be compulsorily linked to Aadhaar as specified by Central Board of Direct Taxes. Non-Resident Indian Members are requested to inform KFinTech/respective DPs, immediately of any change in their residential status on return to India for permanent settlement by submitting 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 already furnished.
14. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination. Members holding shares of the Company in physical form are requested to go through the requirements on



## Notice of 40<sup>th</sup> Annual General Meeting

the website of the Company at [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com) to furnish the abovementioned details.

15. Members may please note that SEBI vide its Circular dated 25th January, 2022 has mandated Listed Companies to issue securities in demat form only while processing service requests viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the 'Investors' section.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said form can be downloaded from the Company's website at [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com) (under 'Investor Relations' section). Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) in case the shares are held in physical form, quoting your folio no.
17. **Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:** Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been claimed for seven consecutive years or more are transferred to IEPF Authority.

To claim the equity shares and dividend which were transferred to IEPF, the shareholders may claim the same from IEPF Authority by submitting an online application in web Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend / shares so transferred.

The details of unclaimed dividends and shareholders whose shares are transferred to the IEPF Authority have been uploaded on company's website at <http://www.bhagyanagarindia.com/unclaimed-dividend-shares.php>

The Shareholders who have not encashed their dividends are requested to make their claim either to M/s KFin Technologies Limited, Registrar and Share Transfer Agents or to Registered Office of the Company.

## 18. Information and Instructions for e-voting and joining the AGM of Company are as follows:

- a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- b) The Board of Directors of the Company has appointed Mrs. Rakhi Agarwal, Practicing Company Secretary, Hyderabad as Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- c) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- d) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- e) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories (viz. CDSL / NSDL) as on the cut-off date i.e. Tuesday, 23<sup>rd</sup> September, 2025 only shall be entitled to avail the facility of remote e-voting for the resolutions placed in the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- f) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and



joining virtual meeting for Individual shareholders holding securities in demat mode.”

- g) The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- h) The remote e-voting facility will be available during the following period:

**Commencement of remote e-voting: From 9:00 a.m. (IST) on Friday, 26th September, 2025.**

**End of remote e-voting: At 5:00 p.m. (IST) on Monday, 29th September, 2025.**

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall

be disabled / blocked thereafter by the e-voting service providers. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

## INSTRUCTION FOR REMOTE E-VOTING

### (I) In case of Individual Shareholders having shares in electronic / demat mode:

Such shareholder(s) may refer the e-voting process mandated for them vide SEBI circular dated 9<sup>th</sup> December, 2020 and should follow following process for remote e-voting:

#### Login method for e-voting:

As per the 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.

Type of Shareholder	Login Method
Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Visit URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></li> <li>2. Click on the “Beneficial Owner” icon under “Login” under ‘IdeAS’ section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>4. Click on company name – Bhagyanagar India Limited or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>B. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select “Register Online for IDeAS “Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc</li> <li>4. After successful registration, please follow steps given under point A above, to cast your vote.</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon “Login” which is available under ‘Shareholder/Member’ section</li> <li>3. 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.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>5. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> <li>6. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on





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Type of Shareholder	Login Method
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. Existing user who has opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi.</li> <li>Login with user ID and Password</li> <li>After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point A above.</li> </ol> <p><b>C. By visiting the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>Visit at <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide Demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.</li> </ol>
Individual Shareholders (holding securities in Demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against Bhagyanagar India Limited or e-Voting service provider –Kfintech and you will be redirected to e-Voting page of Kfintech to cast your vote during the remote e-Voting period without any further authentication</li> </ol>

### Important note:

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800225533

### (I) In case of Physical Shareholders & Non- Individual Shareholders (Physical / Demat):

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the log in credentials i.e. User ID and password mentioned in your e-mail. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the details appropriately, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your

password. The new password shall comprise of minimum 8 characters with at least one upper case [A-Z], one lower case [a-z], one numeric value [0-9] and a special character [!@#,\$,etc.]. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT. Select Surana Solar Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and / or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting

period, you can log in multiple times till you are confirmed that you have voted on the resolution.

- k. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Ltd. on 1800 309 4001 (toll free).

### **(III) E-Voting in case of attending AGM and voting thereat:**

#### **Attending of AGM:**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [investorservices\\_bil@surana.com](mailto:investorservices_bil@surana.com). Questions / queries received by the Company till 29<sup>th</sup> September, 2025 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click

on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

#### **Voting at AGM (INSTAPOLL):**

- a. Only those members / shareholders who hold shares as on the cut-off date i.e., 23<sup>rd</sup> September, 2025 and who have not casted their vote earlier through remote e-voting are eligible to vote through e-voting during the AGM.
- b. Members who have voted through remote e-voting will be eligible to attend the e-AGM.
- c. Upon declaration by the Chairperson about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page.
- d. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- e. The electronic voting system for e-voting at AGM, as provided by KFin Technologies Ltd, shall be available for 30 minutes from the time of commencement of voting declared by the Chairman at the AGM.

#### **Application(s) by our RTA KFINTECH**

Members are requested to note that as an ongoing endeavour to enhance shareholders experience and leverage new technology, KFinTech has developed following applications for shareholders

#### **Investor Support Centre**

Members are hereby notified that our RTA, KFinTech, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details. Quick link to access the signup page: <https://kprism.kfintech.com/signup>





## Notice of 40<sup>th</sup> Annual General Meeting

### Senior Citizens - Investor Support

As part of the initiative, our RTA in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, [senior.citizen@kfintech.com](mailto:senior.citizen@kfintech.com). Senior Citizens (above 60 years of age) have to provide the following details :

- 1. ID proof showing Date of Birth
- 2. Folio Number
- 3. Company Name
- 4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

### KPRISM Mobile App:

Mobile application for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat , Track general meeting schedules, download ISR forms , view the live streaming of AGM and contact the RTA with service request, grievance, and query.

### GENERAL INSTRUCTIONS:

- i. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Annual General meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company.

- ii. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 40<sup>th</sup> Annual General Meeting of the Company scheduled to be held on 30<sup>th</sup> September, 2025, the results declared along with the Scrutinizer's Report shall be submitted to BSE and NSE and also placed on the Company's website [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com) within 48 hours of conclusion of the Annual General Meeting.

### GENERAL INFORMATION:

- i. The Company's equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and National Stock Exchange of India Ltd., Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 and the Company has paid the Listing Fees to the said Stock Exchanges.
- ii. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at KFin Technologies Limited (Unit: Bhagyanagar India Limited), KFinTech, Tower- B, Plot No. 31 & 32, selenium Building Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, Telangana State, India.
- iii. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investorservices\\_bil@surana.com](mailto:investorservices_bil@surana.com) / [cs@surana.com](mailto:cs@surana.com).

By Order of the Board  
**For BHAGYANAGAR INDIA LIMITED**

Place: Secunderabad  
Date: 04.09.2025

**DEVENDRA SURANA**  
MANAGING DIRECTOR  
DIN-00077296

## EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### Item No. 3:

Re-appointment of Mrs. Sanjana Jain (DIN: 08532420) as an Independent Director of the company to be passed as a Special Resolution:

The shareholders of the Company at the Annual General Meeting held on 29<sup>th</sup> September, 2020 have appointed Smt Sanjana Jain as Independent Director for a period of 5 years i.e., from 29.09.2020 to 28.09.2025 ('first term') ('first term') in terms of Sections 149(10) and 149(11) of the Act.

A notice under Section 160 of the Companies Act, 2013 has been received from member(s) of the Company proposing to reappoint Smt Sanjana Jain ('said director') as Independent Directors of the Company. The Company has also received from said Director-

- I. consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- II. Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and
- III. a declaration to the effect that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the said directors fulfil the conditions for appointment of Independent Director as specified in the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and are independent of the management. Considering given background and experience and contributions made by them during their tenure beneficial to the Company, the Board of Directors at their meeting held on 04<sup>th</sup> September, 2025, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation proposed for re-appointment Smt Sanjana Jain for a second term of five consecutive years w.e.f 29<sup>th</sup> September, 2025, who is not liable to retire by rotation.

The profile and other details of Smt Sanjana Jain is set out here into the notice. Copy of the draft letter of appointment as Independent Directors setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Registered Office of the Company.

The Board of Directors recommend the resolution set out at item no.3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof have any concern or interest, financial or otherwise in the resolution as set out in item no.3 of the Notice.

### Item No. 4:

The Board of Directors, on recommendation of the Audit committee, at their meeting held on 20.05.2025 has approved the appointment and remuneration of the M/s Lavanya& Associates LLP (Firm Registration No-007163) in practice, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31.03.2026 on a remuneration of ₹ 25,000/- (Twenty-Five Thousand).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.04 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.03.2026.

The Board of Directors recommends the Ordinary Resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

### Item No. 5:

The Board of Directors has, subject to approval of the shareholders, appointed M/s Rakhi Agarwal, Practicing Company Secretaries, PR No:7009/2025 as Secretarial Auditor of the Company for a term of five (5) years to hold office from the financial year 2025-26 till the financial year 2029-30.

#### Rationale for appointment

M/s Rakhi Agarwal is registered as a Practicing Company Secretaries with The Institute of Company Secretaries of India and has Peer Review Certificate No. 7009/2025 issued by The Institute of Company Secretaries of India. Their expertise covers corporate legal compliances, corporate governance, advisory and consulting. M/s Rakhi Agarwal has capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments and possesses the market standing and technical knowledge best suited to handle the scale, diversity and complexity associated with the audit of the secretarial matters of the Company. M/s Rakhi Agarwal have given their consent to act as the Secretarial Auditor of the Company and have confirmed that their appointment, if made, will be within the limit specified under Section 204 of the Companies



## Notice of 40<sup>th</sup> Annual General Meeting

Act, 2013. They have also confirmed that they are not disqualified to be appointed as secretarial auditors in terms of the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations. In view of their qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s Rakhi Agarwal as Secretarial Auditor of the Company.

The remuneration payable to M/s Rakhi Agarwal will be as mutually agreed between the Board of Directors and Secretarial Auditor.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution. The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

### Item No. 6:

Your Board of Directors have time to time considered the proposals of diversification Plans in the areas which would be profitable for the Company. For this purpose, the ancillary object Clause of the Company, which is presently restricted to a specific scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider upon Adopting new business line and activities.

The alteration in the ancillary Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification.

This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The "Ancillary Object" clause of the Memorandum of Association of the Company is being hereby accorded to append the following sub clause 12A after sub clause 12 of clause III (B) Ancillary Objects of the Memorandum of Association of Company:

The Board at its meeting held on September 04<sup>th</sup>, 2025 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

Further in keeping with the amendments as introduced by the Companies Act 2013 the Ancillary Objects clause of the Memorandum of Association of the Company, Clause III(B) is accordingly to be titled as **'OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS THAT ARE NECESSARY OR INCIDENTAL TO A COMPANY'S MAIN BUSINESS OPERATIONS.** The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

### Item No. 7:

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Sub-section (b) of Section 2 of 185 of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the item no. 7 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 7 of the notice for your approval as a Special Resolution.

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

### Item No. 8:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.



Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by Special Resolution passed at the General Meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of Special Resolution, up to a limit of 750 Crores (Rupees Seven Hundred and Fifty Crores Only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.8 for approval by the Members of the Company as Special Resolution.

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

#### Item No. 9:

As the Company's business continues to grow steadily, and in line with its vision to achieve a tenfold increase in turnover, the Board of Directors aims to strategically utilize available resources to support this expansion and strengthen long-term growth the company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/

or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item no.9 for approval by the Members of the Company as Special Resolutions.

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

#### Item No. 10:

Shri Naresh Chand Bhardwaj is serving as Whole-time Director on the Board of the Company since 23.06.2020. The Board of Directors at its meeting held on 04<sup>th</sup> September, 2025, on the recommendations of Nomination and Remuneration Committee, re-appointed him as Whole-time Director of the Company for a further period of 3 years w.e.f. 23<sup>rd</sup> June, 2026 with a remuneration of ₹ 85000 per month, subject to approval of shareholders. A brief profile of Naresh Chand Bhardwaj is set out here into the notice.

The following additional detailed information pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013:

#### I. General Information:

1	Nature of Industry	The Company is engaged in the business of manufacturing copper products.
2	Date of expected date of commencement of commercial production	The Company incorporated in the year 1985 since then the Company is in its commercial operations.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4	Financial performance based on given indicators	The following are the financial parameters of the Company as on 31 <sup>st</sup> March, 2025: Total Income - ₹ 918.74 lakhs EBIDTA - ₹ 463.85 lakhs Profit Before Tax- ₹ 210.57 lakhs Profit After Tax- ₹ 145.90 lakhs
5	Foreign Investments or collaborations, if any.	Nil

#### II. Information about the appointees:

1	Background details and Experience	Shri N.C. Bhardwaj, Diploma holder in Electrical Engineering is having 3 decades of rich experience in LT, HT, Control, Instrumentation, Signal, Quad, PIJF, Optical Fiber Cables and Copper Multi Products. He has been in the position of Vice President of Company's production unit since 13.07.2013 and later was appointed as a whole-time director. Considering his dedication and vast experience, the Board proposes to re-appoint him as Whole-time Director of the Company in order to sustain and improve the efficiency of the Company's production unit.
2	Age	63 years



## Notice of 40<sup>th</sup> Annual General Meeting

3	Date of first appointment	23/06/2020
4	Board Meetings attended during the year	Shri N.C. Bhardwaj attended 2 board meetings during the year 2024-25.
5	Past Remuneration (per month)	₹ 1,41,000 per month
6	Recognition or awards	-
7	Job Profile and his suitability	Shri N.C. Bhardwaj has been in the position of Vice President of Company's production unit since 13.07.2013 and considering his dedication and vast experience, the Board proposes to re-appoint him as Whole-time Director of the Company in order to sustain and improve the efficiency of the Company's production unit.
8	Remuneration proposed (p.a.)	₹ 85000 per month.
9	Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with industry standards and similarly positioned businesses.
10	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Shri N.C. Bhardwaj does not have any pecuniary relationship with the Company except remuneration drawn as Whole-time Director.

### Item No. 11:

Shri Devendra Surana is serving as Managing Director on the Board of the Company since 12.03.1991. The Board of Directors at its meeting held on 10<sup>th</sup> August, 2023, on the recommendations of Nomination and Remuneration Committee, re-appointed Shri Devendra Surana as Managing Director of the Company for a further period of 3 years w.e.f. 18.01.2024 drawing same remuneration of (either by way of salary, allowances and perquisites) of ₹9,00,000 (Rupees Nine Lakhs only) per month plus 1% commission on net profits of the Company, and payable either monthly/quarterly/yearly for the period from 18.01.2024 to 17.01.2027.per annum (inclusive of HRA equal to 50% of the salary). In view of the increase in the job responsibilities and scope of work in the Company, the Nomination and Remuneration Committee in its meeting held on 04<sup>th</sup> September, 2025 has recommended an increase in the salary of Mr. Devendra Surana with effect from 1<sup>st</sup> October, 2025. Your directors have recommended a ceiling on remuneration of ₹1,60,00,000/- (Rupees One Crore Sixty Lacs only) per annum. Other terms and conditions of the appointment of Mr. Devendra Surana shall remain same. Pursuant to Regulation 17(6)(e), the remuneration payable to executive directors who are members of the promoter group, shall be subject to the approval of the shareholders by special resolution if the remuneration exceeds the limits as mentioned in the aforesaid regulation.

As Mr. Devendra Surana fall under the category of promoters and it is recommended to revise their terms of appointment (remuneration), the resolution mentioned in Item no.11 is proposed as a Special Resolution.

A brief profile of Shri. Devendra Surana is set out here into the notice.

The following additional detailed information pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013:

#### I. General Information:

1	Nature of Industry	The Company deals with manufacture of copper products such as copper rod, strips, pipes, busbars, sheets etc.
2	Date of expected date of commencement of commercial production	The Company incorporated in the year 1985, since then the Company is in to its commercial Operations.
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4	Financial performance based on given indicators	The following are the financial parameters of the Company as on 31 <sup>st</sup> March, 2025: Total Income - ₹ 918.74 lakhs EBIDTA - ₹ 463.85 lakhs Profit Before Tax- ₹ 210.57 lakhs Profit After Tax- ₹ 145.90 lakhs
5	Foreign Investments or collaborations, if any.	Nil

**II. Information about the appointees:**

1	Background details and Experience	Shri Devendra Surana is a Mechanical Engineer from Osmania University and holds a Post Graduate Diploma in Management from IIM, Bangalore and chosen as the Best Brain of the batch. He has been in the field of Ferrous & Non -Ferrous & Telecom Industry for the more than 38 Years. He is the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) and Past Chairman for Telangana State Council, Federation of Indian Chambers of Commerce & Industry (FICCI). He is also Founder President of Young Entrepreneur Organization for Hyderabad Chapter and Past President of Rotary Club of Hyderabad Deccan.
2	Age	60 years
3	Date of first appointment	12/03/1991
4	Board Meetings attended during the year	Shri Devendra Surana attended Five board meetings during the year 2024-25.
5	Past Remuneration (per month)	₹ 9,00,000/- p.m. plus 1% commission on net profits.
6	Recognition or awards	-
7	Job Profile and his suitability	Shri Devendra Surana is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company. Considering the rich experience and excellent execution capabilities, Shri Devendra Surana is aptly suitable for the above mentioned roles and responsibilities.
8	Remuneration proposed (p.a.)	It is proposed to pay remuneration (by way of salary, allowances and perquisites) of ₹1,60,00,000 per annum plus 1% Commission on Net Profits of the Company and payable either monthly/ quarterly/ yearly.
9	Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
10	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Shri Devendra Surana does not have any pecuniary relationship with the Company except remuneration drawn as Managing Director.

**III. Other Information**

1	Reasons of loss or inadequate profits	Company is primarily engaged in manufacture of copper and its allied products. Due to economic slowdown and consequent adverse market conditions prevailing, there was lower profitability. Further in view of imported raw material due to fluctuations in foreign exchange currency also affects the margins of the Company. The macroeconomic factors and the stability in the rupee parity also augurs very well for the company.
2	Steps taken or proposed to be taken for improvement	The Company is focusing on strengthening its core competency in copper business by expanding its manufacturing capacity through wholly-owned subsidiary. Further, new value added products introduced by the company is getting good traction from OEM customers across various sectors such as Automobile, Electrical Switch Gears, Heaters etc. and thereby contributing to the profitability in the years to come.
3	Expected increase in productivity and profits in measurable terms:	Considering the prevalent volatile conditions in the foreign exchange currency, the turnover and profitability are not precisely predictable. However, based on the current business plans and Demand for copper globally on increasing usage of the metal in electric vehicles, solar and wind power sectors, the Company believes that it would be able to sustain the volatile market conditions and emerge successfully in terms of good turnover and profits in the days to come.

By Order of the Board  
**For BHAGYANAGAR INDIA LIMITED**

**DEVENDRA SURANA**  
MANAGING DIRECTOR  
DIN-00077296

Place: Secunderabad  
Date: 04.09.2025





## Notice of 40<sup>th</sup> Annual General Meeting

### ANNEXURE

**Particulars of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under: -**

#### 1) Shri Devendra Surana, Managing Director:

Name of Director	Devendra Surana
DIN	00077296
Date of Birth	08.02.1965
Qualification	B.E. (MECH), PDGM (IIM, Bangalore)
Expertise in specific functional areas	Shri Devendra Surana is a graduate in Mechanical Engineer and holds a Post Graduate Diploma in Management from IIM, Bangalore where he was chosen as the Brain of the Batch. Shri Devendra Surana is a Managing Director of Bhagyanagar India Limited, and Director in few other companies of the Surana Group. He has been in the field of Ferrous & Non Ferrous, Telecom Industry for more than 3 Decades and in the field of Renewable Energy Industry for more than 2 decades. He is the Past President of Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI) and Past Chairman for Telangana State Council, Federation of Indian Chambers of Commerce & Industry (FICCI). He is also Founder President of Young Entrepreneur Organization for Hyderabad Chapter and Past President of Rotary Club of Hyderabad Deccan. He is also a Member of the Governing Body, University College of Engineering and Osmania University. He has been the guest speaker at many Management & Educational Institutions. Hyderabad Management Association (HMA) has awarded Shri Devendra Surana as Entrepreneur of the Year 2019.
Inter-se relationship with other Directors and Key Managerial Personnel	-
Nature of appointment (appointment/reappointment)	Retires by rotation and offers himself for re-appointment.
Name of the listed and other entities in which Shri Devendra Surana holds the directorship as on 31 <sup>st</sup> March, 2025.	<ol style="list-style-type: none"> <li>1. Bhagyanagar Properties Limited</li> <li>2. Bhagyanagar Copper Private Limited</li> <li>3. Scientia Infocom India Private Limited</li> <li>4. Surana Solar Systems Private Limited</li> <li>5. AP Golden Apparels Private Limited</li> <li>6. Everytime Food Industries Private Limited</li> <li>7. Surana Healthcare Private Limited</li> <li>8. Tejas India Solar Energy Private Limited</li> <li>9. Solar Dynamics Private Limited</li> <li>10. Bhagyanagar Green Energy Private Limited</li> <li>11. Metropolitan Ventures India Limited</li> <li>12. Surana Infocom Private Limited</li> <li>13. Globecom Infra Ventures Private Limited</li> <li>14. Bhagyanagar Securities Private Limited</li> <li>15. Shah Sons Private Limited</li> <li>16. Shabashpally Chemicals Private Limited</li> <li>17. Bhagyanagar Magnesium Private Limited</li> <li>18. Material Recycling Association of India</li> </ol>
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2025.	01. Bhagyanagar Properties Limited (Member - Stakeholders Relationship Committee)
No. of equity shares held in the Company	20,85,414

**2) Mrs Sanjana Jain, Independent Director:**

<b>Name of Director</b>	<b>Sanjana Jain</b>
DIN	08532420
Date of Birth	16.10.1994
Qualification	B.Com., CS
Expertise in specific functional areas	Smt. Sanjana Jain is a qualified Company Secretary from the Institute of Company Secretaries of India and completed her graduation in Commerce from St. Francis College for Women, Hyderabad. She is having wide knowledge in the field of Corporate Laws matters.
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Nature of appointment (appointment/reappointment)	Re-appointment
Name of the listed and other entities in which Smt. Sanjana Jain holds the directorship as on 31 <sup>st</sup> March, 2025.	Surana Solar Limited Surana Telecom and Power Limited
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2025.	1. Surana Solar Limited (Audit Committee) 2. Surana Solar Limited (Stakeholders Relationship Committee) 3. Surana Telecom and Power Ltd (Audit Committee) 4. Surana Telecom and Power Ltd (Nomination and Remuneration Committee) 5. Surana Solar Limited (Stakeholders Relationship Committee)
No. of equity shares held in the Company	Nil

**3) Shri Naresh Chand Bhardwaj, Whole-time Director:**

Name of Director	Naresh Chand Bhardwaj
DIN	08761949
Date of Birth	20.10.1963
Qualification	Diploma in Electrical Engineering
Expertise in specific functional areas	Shri N.C. Bhardwaj is having more than 3 decades of rich experience in LT, HT, Control, Instrumentation, Signal, Quad, PIJF, Optical Fiber Cables and Copper Multi Products. He has successfully set-up plants of H.T.Com, ARM Ltd, & Paramount Cables, etc. He also worked on time and motion study for achieving monthly target and scrap at all levels, reduced raw material consumption and improved process, quality and output of finished goods.  He has been in the position of Vice President of Company's production unit since 13.07.2013 and a whole-time director since 23.06.2020.
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Nature of appointment (appointment/reappointment)	Re-appointment
Name of the listed and other entities in which Shri.Naresh Chand Bhardwaj holds the directorship as on 31 <sup>st</sup> March, 2025.	Nil
Chairman/ Member of the Committees of the Board of other Companies in which he is a Director as on 31 <sup>st</sup> March, 2025.	Nil
No. of equity shares held in the Company	Nil



# Directors' Report

To the Members of  
Bhagyanagar India Limited

The Directors have pleasure in presenting the 40<sup>th</sup> Annual Report of your Company and the Audited financial statements for the financial year ended 31<sup>st</sup> March, 2025 together with Auditors' Report thereon.

## FINANCIAL RESULTS:

The performance of the Company during the year has been as under:

(Amount in lakhs)

Particulars	Standalone Results		Consolidated Results	
	2024-25	2023-24	2024-25	2023-24
Sales and other Income	918.74	77174.17	1,63,125.92	147480.35
EBIDTA	463.85	5535.44	4267.84	7591.52
<b>LESS:</b>				
Depreciation	233.58	341.79	706.30	663.27
Interest	19.70	535.99	1693.88	1340.85
Profit before Taxation	210.57	4657.66	1867.66	5587.40
Provision for Taxation:				
Current Tax	68.00	710.00	451.25	880.73
Deferred Tax	(3.34)	13.63	14.61	134.30
MAT Credit	-	-	-	-
Profit after Tax	145.90	3934.03	1401.81	4572.37
Surplus brought forward from previous year	13892.98	9958.95	15333.18	10760.81
Balance available for appropriation	14038.88	13892.98	16734.99	15333.18
Transfer to General Reserves	-	-	-	-
Balance c/f to Balance Sheet	14038.88	13892.98	16734.99	15333.18

## PERFORMANCE AND OPERATIONS:

During the year 2024-25, the Company's consolidated turnover is increased by 10% as that of previous year. EBIDTA is ₹ 4267.84 lakhs as compared to that of last year ₹ 7591.52 Lakhs. PBT decreased by 67% as compared to that of last year and PAT Decreased by 70% as compared to that of previous year.

## SUBSIDIARIES/ ASSOCIATES:

Your Company has only one wholly owned (100%) subsidiary company viz., Bhagyanagar Copper Private Limited, engaged in the manufacture of copper products. There has been no material change in the nature of its business.

In terms of proviso to sub section (3) of Section 129 of the Act, 2013 read with Companies (Accounts) Rules, 2014, the salient features of the financial statement of the subsidiaries and Associates is set out in the prescribed Form AOC-1, which forms part of the annual report.

## CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind-AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2025 forms part of the Annual Report. As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate audited accounts of its Subsidiary on its website [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com) and a copy of separate audited financial statements of its subsidiary will be provided to shareholders upon their request.

## SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

## SHARE CAPITAL:

The paid-up Share Capital of the Company as on 31<sup>st</sup> March, 2025 is ₹ 6,39,90,000 divided into 3,19,95,000 equity shares of ₹ 2/- each.

## TRANSFER TO RESERVES:

The Board of Directors of the Company has not recommended for transfer of any amount to the General Reserve for the Financial Year ended 31<sup>st</sup> March, 2025.



## DIVIDEND:

The Board of Directors has not recommended dividend for the financial year 2024-25 to retain the maximum possible cash in the system. The Company is constrained to skip the dividend in view of the proposed expansion plans.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the Company's business, internal controls and their adequacy, risk management systems and other material developments during the financial year.

Management Discussion and Analysis Report is presented in a separate section forms part of the Annual Report as Annexure-II.

## DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- (a) That the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31<sup>st</sup> March, 2025 and of the profit and loss of the company for that period;
- (c) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) That the directors have prepared the annual accounts for the financial year 31<sup>st</sup> March, 2025 on a going concern basis;
- (e) That the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

The independent directors have submitted the declaration of independence, as required pursuant to sub-section (7) of section 149 of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## NOMINATION AND REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy which lays down a framework in relation to selection, appointment and remuneration to Directors, Key Managerial Personnel, Senior Management and other employees of the Company. The details of Nomination and Remuneration Committee and Policy are stated in the Corporate Governance Report.

## PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS:

The details of Loans, Guarantees, Securities and Investments made during the financial year ended 31<sup>st</sup> March, 2025 are given in the notes to the Financial Statements in compliance with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

## RELATED PARTY TRANSACTIONS:

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval, wherever required. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors on a quarterly basis. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com).

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 is prepared in Form AOC-2 pursuant to clause (h) of the Companies (Accounts) Rules, 2014 and the same is annexed herewith as "Annexure-III" to this Report.



## Directors' Report

### AUDIT COMMITTEE:

The Audit Committee, as on 31.03.2025, consists of Independent Directors Smt. Sanjana Jain as Chairman, Shri Chandra Sekhar Agarwal, Shri. T.V Murali Krishna and the Managing Director, Shri Devendra Surana as Members. The Committee inter alia reviews the Internal Control System, Reports of Internal Auditors and compliance of various Regulations. The Committee also reviews the financial statements before they are placed before the Board.

The recommendations made by the Audit Committee to the Board, from time to time during the year under review, have been accepted by the Board. Other details with respect to the Audit Committee such as its terms of reference, the meetings of the Audit Committee and attendance thereof of the members of the Committee, are separately provided in this Annual Report, as a part of the Report on Corporate Governance.

### ANNUAL RETURN:

The Annual Return of the Company as on 31<sup>st</sup> March, 2025 is available on the website of Company at <http://www.bhagyanagarindia.com/investor-relations.php>.

### PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the Annexure-I forming part of this Report.

### RISK MANAGEMENT POLICY:

In terms of the requirements under Section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has developed and implemented the Risk Management Policy. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report. At present, the Company has not identified any element of risk which may threaten the existence of the company.

### CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year 2024-25, the Company is not covered under the criteria of Section 135(5) of Companies Act, 2013. The Company, however over the years reflects the strong

commitment to improve the quality of life of the workforce and their families and also the community and society at large and considers social responsibility as an integral part of its business activities.

### BOARD EVALUATION:

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its committees and individual Directors on the basis of a structured questionnaire which comprise evaluation criteria taking into consideration various performance related aspects. The Board of Directors have expressed their satisfaction with the evaluation process.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Shri Devendra Surana, Managing Director, of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The brief particulars of Directors seeking appointment/re-appointment at this Annual General Meeting are annexed to the Notice.

As on 31<sup>st</sup> March, 2025, Shri Devendra Surana Managing Directors, Shri N.C. Bhardwaj, Whole-time Director, Shri Surendra Bhutoria, Chief Financial Officer and Ms Ritika Tandon, Company Secretary are the Key Managerial Personnel (KMPs) of the Company as per the provisions of Companies Act, 2013.

### MEETINGS OF THE BOARD:

During the financial year under review, 5 (Five) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed under the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations, 2015.

### DEPOSITS:

The Company has not accepted any deposits in terms of Section 73 or 76 of the Companies Act, 2013 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

### LISTING OF EQUITY SHARES:

The Company's equity shares are listed on the following Stock Exchanges:

- (i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra, India; and

- (ii) National Stock Exchange of India Ltd, Exchange Plaza, Floor 5, Plot No. C/1, G Block, Bandra –Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India.

The Company has paid the annual listing fees to the said stock exchanges for the financial year 2025-26.

### STATUTORY AUDITORS:

The Statutory Auditors' Report for the Financial year 2024-25 does not contain any qualifications, reservations, adverse remarks or disclaimer and no frauds were reported by the Auditors under sub-section (12) of Section 143 of the Act.

M/s. Luharuka & Associates, Chartered Accountants, Hyderabad (Registration No. 01882S) were Re-appointed as the Statutory Auditors of the Company in the 37<sup>th</sup> Annual General Meeting, who shall hold office till the conclusion of the 42<sup>nd</sup> Annual General Meeting to be held in the year 2027. The independence of the external auditors is effectively maintained by the Company.

### INTERNAL AUDITORS:

The Board of Directors based on the recommendation of the Audit Committee has appointed M/s. Sekhar & Co., Chartered Accountants as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on quarterly basis to the Audit Committee and Board of Directors.

The Board of Directors of the Company has re-appointed M/s. Sekhar & Co., Chartered Accountants as Internal Auditors to conduct Internal Audit for the financial year ended 31.03.2026.

### COST AUDITORS:

The Company has maintained cost records as specified by Central Government under Section 148(1) of Companies Act, 2013 and such records have been audited by the Cost Auditor pursuant to Companies (Cost Records and Audit) Rules, 2014.

M/s Lavanya& Associates LLP (Firm Registration No-007163), Hyderabad, has been appointed by the Board, on recommendations of Audit Committee, as Cost Auditor for conducting audit of the cost accounts maintained by the Company relating to Base Metals and Electricity for the financial year 2025-26.

The Cost Auditors' Report of financial year 2024-25 did not contain any qualifications, reservations, adverse remarks or disclaimers and no frauds were reported by the Cost Auditors to the Company under sub-section (12) of Section 143 of the Act.

### SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, your Company had appointed Mrs. Rakhi Agarwal, Company Secretary in Practice, Hyderabad, as its Secretarial Auditor to conduct the Secretarial Audit of your Company for financial year 2025-26.

Based on the recommendation of the Audit Committee, the board at its meeting held on 3<sup>rd</sup> September, 2025 has recommended for appointment of M/s Rakhi Agarwal, practicing company secretaries, Hyderabad ( Firm Registration No. I2004AP4527000 and Peer Review No. 7009/2025) as Secretarial Auditors of the Company to hold office for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to the approval of shareholders as per SEBI

Listing Regulations read with Section 204 of the Act and Rules there under.

The Report of the Secretarial Auditor for the financial year 2024-25 is annexed to this report as Annexure-V.

There were no qualifications, reservation or adverse remark or disclaimer made by the Secretarial Auditor in its report.

### SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARY:

The Secretarial Audit of Bhagyanagar Copper Private Limited (BCPL), a material subsidiary of the Company was carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2024-25. The Secretarial Audit Report of BCPL submitted by Mrs. Rakhi Agarwal, Company Secretary in Practice, does not contain any qualification, reservation or adverse remark or disclaimer.

The Report of the Secretarial Auditor of Bhagyanagar Copper Private Limited for the financial year 2024-25 is annexed to this report as Annexure-VII.

### ANNUAL SECRETARIAL COMPLIANCE REPORT:

The Company has undertaken an audit for the financial year 2024-25 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/ Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Mrs. Rakhi Agarwal, Company Secretary in Practice has been submitted to the Stock Exchanges within 60 days of the end of the Financial Year and is annexed at Annexure-VIII to this Board's Report.

### REPORTING OF FRAUDS BY AUDITORS:

During the year under review, the Statutory Auditors, Internal Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

### CORPORATE GOVERNANCE:

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate





## Directors' Report

Governance as per the requirements of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

A separate report on corporate governance practices followed by the Company together with a Certificate from the Company's Auditors confirming compliances forms an integral part of this Report.

### VIGIL MECHANISM:

The Company has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

### PARTICULARS OF EMPLOYEES:

A. Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5(1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as follows:

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Name of the Director	Ratio to Median Remuneration
Shri Narendra Surana, MD	Nil
Shri Devendra Surana, MD	4.96
Shri N.C. Bhardwaj, WTD	1

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Name of Person	% increase in remuneration
Shri Devendra Surana, MD	0.00
Shri N.C. Bhardwaj, WTD	11.35
Shri Surendra Bhutoria, CFO	6.58
Shri Lalit Kumar Thanvi	0.00

- (iii) The percentage increase in the median remuneration of employees in the financial year: 11.35%
- (iv) The number of permanent employees on the rolls of company as on 31<sup>st</sup> March, 2025: 5
- (v) Average percentile increases already made in the salaries of employees other than the managerial

personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average increase in salaries of employees other than managerial personnel in 2024-25 was 23.86%. Percentage increase in the managerial remuneration for the year was 2.50%.

- (vi) Affirmation that the remuneration is as per the remuneration policy of the company - Yes.

B. In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Report.

Having regard to the provisions of the second proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said Annexure is open for inspection at the registered office of your Company. Any member interested in obtaining copy of the same may write to Company Secretary.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Auditors team carries out extensive audit and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:

The GST authorities conducted an investigation in March of 2023 and on the insistence of the authorities, the company has deposited an amount of ₹800 lakhs with GST Department under protest and shown in financial statements under the head "Current Assets". The company has not received any show cause notice till date of this report. The company has

been advised by the legal experts that it has fair chance of ultimately succeeding in the matter and accordingly no provision has been made in the books of accounts.

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

### **DETAILS OF ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:**

During the year, no corporate insolvency resolution process was initiated under the Insolvency and Bankruptcy Code, 2016, either by or against the Company, before National Company Law Tribunal.

### **ONE TIME SETTLEMENT WITH ANY BANK OR FINANCIAL INSTITUTION:**

No disclosure or reporting is required in respect of 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, as the Company had not made any one time settlement with any bank or financial institution during the year.

### **HUMAN RESOURCES:**

The industrial relations of the Company continued to be harmonious during the year under review.

### **ISO 9001-2008 CERTIFICATION:**

Your Company continues to hold ISO 9001-2008 Certification by meeting all the requirements of Certification from time to time.

### **POLICY ON SEXUAL HARASSMENT:**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Complaints Committee (ICC) has been setup to redress complaints received regarding sexual harassment. During the period under review, no complaints were received by the ICC.

### **CAUTIONARY STATEMENT:**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

### **ACKNOWLEDGEMENTS:**

The Directors take this opportunity to place on record their sincere thanks to the suppliers, customers, strategic partners, Banks and Financial Institutions, Insurance Companies, Central and State Government Departments and the shareholders for their support and co-operation extended to the Company from time to time. Directors are pleased to record their appreciation of the sincere and dedicated services of the employees and workmen at all levels.

For and on behalf of the Board of Directors

**BHAGYANAGAR INDIA LIMITED**

Place: Secunderabad  
Date: 04.09.2025

**NARESH CHAND BHARADWAJ**  
WHOLE TIME DIRECTOR  
DIN: 08761949

**DEVENDRA SURANA**  
MANAGING DIRECTOR  
DIN: 00077296



## ANNEXURE - I

### PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(Information Under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

#### FORM - A

#### 1. CONSERVATION OF ENERGY:

The Company has a well-structured energy management system in place and regular efforts are made to optimize process parameters and conserve energy. Additionally, while undertaking modernization and technological upgradation of production facilities, due consideration is also given ;in selection of plant and equipment which conforms to the best-in-class energy conservation parameters.

- |                                    |   |
|------------------------------------|---|
| (i) Energy Conservation measures : | More introduction of Variable Frequency Drive (VFD) to reduce the Power Consumption |
| (ii) Total energy consumption :    | N.A.  |

#### 2. TECHNOLOGY ABSORPTION : Efforts made in technology absorption as per Form-B

##### FORM - B

(Disclosure of particulars with respect to Technology Absorption)

##### A. Research and Development (R & D) :

- |  |   |
|--|---|
| 1. Specific areas in which R & D is carried out by the Company : | NIL   |
| 2. Benefits derived as a result of the above R & D :             | NIL   |
| 3. Future plan of action :                                       | The Company plans to develop thinner Copper foils and commutator segments         |
| 4. Expenditure on R & D :  | As no significant amount has been spent, the same has not being shown separately. |

##### B. Technology absorption, adaptation and innovation:

The Company absorbs and adapts the technologies on a continuous basis to develop specific products for the domestic and global market. The design and process parameters are optimized to customize products in line with specific customer and application needs.

#### 3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Activities relating to exports and initiatives taken to increase export products and services and export plans: NIL

During the year the total Foreign Exchange used and earned are as follows:

Used	:	₹ Nil
Earned	:	₹ Nil

For and on behalf of the Board of Directors

**BHAGYANAGAR INDIA LIMITED**

Place: Secunderabad  
Date: 04.09.2025

**NARESH CHAND BHARADWAJ**  
WHOLE TIME DIRECTOR  
DIN: 08761949

**DEVENDRA SURANA**  
MANAGING DIRECTOR  
DIN: 00077296



## ANNEXURE - II

### MANAGEMENT DISCUSSION AND ANALYSIS

Bhagyanagar India Ltd (BIL) was incorporated in the year 1985, a flagship Company of Surana Group. BIL is among the oldest and largest companies producing various copper products in India. The Company also has wind mills of 9 MW at Kapatigudda, Karnataka State. BIL believes its industry knowledge, proactive research and specialized technology helps provide customers with improved products. The Company has steadily grown over the years with a continued focus on customer satisfaction, evolving itself into country's one of the most promising mid cap Companies.

#### A) INDUSTRY STRUCTURE AND DEVELOPMENTS:

**Copper:** The Company through its subsidiary manufactures copper products such as field coils, paper covered strips, sheets, pipes, tubes, solar fins, bus bars, commutators among others. The Company continues to focus on value added products such as Copper Field Coils (for Auto Electrical), Copper Fins (for Solar Water Heaters) and Busbars for Electrical Engineering with regular supplies to various Original Equipment Manufacturers (OEMs) such as Lucas, TVS Limited, MICO, Commutator, Emvee Solar, Amar Raja Batteries, HBL Nife and many other leading OEMs. The Company keep on adding further value-added products every year in line with the requirement of our OEM customers.

The global demand for copper continues to grow, world refined usage has more than tripled in the last 50 years, thanks to expanding sectors such as electrical and electronic products, building construction, industrial machinery and equipment, transportation equipment, and consumer and general products.

**Wind Power:** The Company has wind power project with an installed capacity of 9 MW at Kapatigudda, Karnataka State.

#### B) OPPORTUNITIES AND THREATS:

The fundamental growth drivers of the country's economy as well as Copper industry continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally. The Indian demand is expected to be strong on the back of improved outlook for industrial and infrastructure growth. The demand for copper is directly dependent on economic growth and the quality of the growth. The government's thrust on power sector, smart city, housing for all, ambitious plan of harnessing renewable energy resources, electric vehicles, Infrastructure development, Atma Nirbhar Abhiyan and Make in India spells good news for copper industries.

India's copper consumption is expected to increase to about 3 million tonne by 2030, spurred by development

in electric vehicles and other environmentally-friendly technology. Rising middle-class income will also boost demand.

Since 2018, India has become a net importer of the metal due to the closure of Sterlite Copper's plant at Thoothukudi, Tamil Nadu, which catered to around 40% of the domestic demand. To boost recycling of copper in India, the Government announced reduction of import duty on copper scrap from 5% to 2.5% in the Union Budget 2021 and also in the Union Budget 2024-25, BCD of 2.5% on Copper scrap is continued. This will promote recycling in the country as the basic raw materials will become economical. Copper industry continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent in the nation and also globally. The threats to the segments in which the company operates are volatility in Exchange rate & Metal Prices.

#### C) OUTLOOK:

Copper is the third most widely used industrial metal worldwide. It is an essential commodity in industries like electronics, appliances, electrical grids, vehicles, and renewable energy technologies. Hence, the demand for this metal is traditionally considered a leading indicator of global economic health. It is expected that domestic copper demand will remain resilient amid a stable economic growth outlook.

Copper industry continues to show strong growth despite the pressures of slowdown and inflationary conditions in the nation and also globally. The Company's strategy for financial year 2024-25 is to have continued focus on addition of new value-added products to gain traction from OEM customers across various sectors such as Automobile, Electrical Switch Gears, Heaters etc.

#### D) RISKS AND CONCERNS:

The Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks. The threats to the segments in which the company operates are volatility in Exchange rate & Metal Prices. The company is concerned about the wide fluctuations in copper prices globally and locally and increase in foreign exchange value. Your company is fully insulated against fluctuations in copper prices globally and locally and increase in foreign exchange value.

The major risks identified by the company are systematically addressed through extenuating actions on a continuous basis. The Company has developed and implemented the Risk Management framework. Audit Committee oversight of financials risks and controls. The Board of Directors is also apprised of the risks faced



## Directors' Report

by the Company, and of the adequate and timely risk management measures taken to mitigate them.

### E) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has adequate Internal Control Systems and Procedures with regard to purchase of Stores, Raw Materials including Components, Plant and Machinery, equipment, sale of goods and other assets. The company has clearly defined roles and responsibilities for all managerial positions and all operating parameters are monitored and controlled. The Company designs and maintains accounting and internal control systems to provide reasonable assurance at reasonable cost that assets are safeguarded against loss from unauthorized use or disposition, and that the financial records are reliable for preparing financial statements and maintaining accountability for assets.

The Company has an Internal Audit System commensurate with its size and nature of business. M/s Sekhar & Co., a firm of Chartered Accountants, are acting as Internal Auditors of the Company. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors. Compliance with laws and regulations is also ensured and confirmed by the Internal Auditors of the Company. Standard operating procedures and guidelines are issued from time to time to support best practices for internal control.

### F) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

#### i) FINANCIAL PERFORMANCE (Consolidated):

##### Capital Structure:

The Equity Share Capital of the Company is ₹ 639.90 lakhs comprising of 3,19,95,000 equity shares of ₹2/- each fully paid.

##### Reserves and Surplus:

The Reserves and Surplus of the Company as on 31.03.2025 stand at ₹ 20,098.59 lakhs as compared to ₹ 18,696.79 lakhs in the previous year.

##### Fixed Assets:

Fixed assets of the company stood as 8043.20 Lacs as on 31.03.2025 as against ₹ 7724.19 Lakhs in the previous year.

##### Inventories:

Inventories, as on 31<sup>st</sup> March, 2025, amounting to 15,732.77 Lakhs as against ₹ 8324.34 lakhs in the previous year.

##### Sundry Debtors:

Sundry debtors increased to ₹ 14,591.92 lakhs as on 31<sup>st</sup> March, 2025 as against ₹ 9783.08 lakhs in the previous year. These debtors are considered good and realizable.

##### Cash and Bank Balances:

Cash and Bank balances stood at ₹ 387.35 lakhs against ₹ 830.63 lakhs in the previous years which include amounts deposited with banks as security.

##### Current Liabilities:

Current Liabilities for the financial year ended 31.03.2025 is ₹ 21,961.49 lakhs as against ₹ 7,993.82 lakhs in the previous Year.

#### ii) OPERATIONAL RESULTS (CONSOLIDATED):

##### Consolidated Turnover:

During the year 2024-25, the consolidated turnover of the Company was ₹162,560.51 lakhs as compared to ₹142,931.12 lakhs in the previous year.

The Income from other sources as on 31<sup>st</sup> March, 2025 was ₹ 565.41 lakhs as compared to ₹4549.23 lakhs in the previous year.

##### Depreciation:

The Company has provided a sum of ₹ 706.30 lakhs towards depreciation for the year as against ₹ 663.27 lakhs in the previous year.

##### Provision for Tax:

The Company has provided a current tax of ₹ 451.25 lakhs as against ₹ 880.73 lakhs in the previous year.

##### Net Profit:

The Net Profit of the Company after tax is ₹ 1401.81 lakhs as against ₹ 4572.37 lakhs in the previous year.

##### Earnings Per Share:

The Earnings Per Share of the Company as on 31<sup>st</sup> March, 2025 is ₹ 4.38/- per share for Face Value of ₹ 2/- as against ₹ 14.29/- per share for face value of ₹ 2/- in the previous year.

### G) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company believes that the Company's growth and future success depend largely on the skills of the Company's workforce, including executives and officers, as well as the designers and engineers and the attraction of critical skills. The loss of the services of one or more of these employees could impair the Company's ability to continue to implement its business strategy.

The Company's success also depends, on its continued ability to attract and retain experienced and qualified employees. The Company is committed to building the competencies of its employees and improving their performance through training and development. The Company's focus is on identifying gaps in its employees' competencies and preparing employees for

changes in competitive environments, as well as to meet organizational challenges.

Some of the focus areas in training in the last year centered on leadership, innovation management and internationalization besides other training programmes to drive a change in the Company's employees' outlook as it continues to develop as a global competitor.

## H) DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS (CONSOLIDATED):

### Key Financial Ratios:

Ratios	2025	2024	Change (%)	Note no.
Debtors Turnover (no. of days)	33	25	31.14	
Inventory Turnover (no. of days)	35	21	66.18	1
Debt Service Coverage Ratio	2.20	3.56	(38.13)	2
Current Ratio	1.98	3.18	(37.68)	3
Debt Equity Ratio	0.38	0.24	60.46	4
Net Profit Margin (%)	0.86	3.20	(73.04)	5
Return on Net Worth (%)	13.87	31.70	(55.05)	6

1. Inventory turnover ratio has gone up due to increase in inventory during the year.
2. Debt Service Coverage Ratio has decreased due to decline in net profit after tax.
3. Current Ratio has decreased due to relatively higher increase in current borrowings and increase in inventory.
4. Debt Equity ratio has increase because of an increase in long term borrowings during the year.
5. Net Profit Ratio has gone down due to a decrease in profit after tax during the year.
6. Return on capital employed has gone down due to decrease in profit after tax during the year.

## I) CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objective, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws and other statutes and incidental factors.

For and on behalf of the Board of Directors

Place: Secunderabad  
Date: 04.09.2025

**DEVENDRA SURANA**  
MANAGING DIRECTOR  
DIN: 00077296

**N.C. BHARDWAJ**  
WHOLE-TIME DIRECTOR  
DIN:08761949





## FORM NO. AOC-2

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

**1. Details of contracts or arrangements or transactions not at arm's length basis: No transactions.****2. Details of material contracts or arrangement or transactions at arm's length basis:**

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or Transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
1.	Bhagyanagar Copper Private Limited	Purchase of copper	01.04.2024 to 30.03.2025	-	27.01.2024	-
2.	(Wholly Owned Subsidiary)	Job work paid	01.04.2024 to 30.03.2025	-	27.01.2024	-
3.		Sale of copper	01.04.2024 to 30.03.2025	-	27.01.2024	-
4.		Slump sale of Copper Business	01.04.2024 to 30.03.2025	-	27.01.2024	-
5.		Lease Rent received	01.04.2024 to 30.03.2025	60.00 Lacs	27.01.2024	-
6.		Allocation of employee cost recovered	01.04.2024 to 30.03.2025	41.70 Lacs	27.01.2024	-
7.	Surana Solar Systems Private Limited	Purchase of solar power	01.04.2024 to 30.03.2025	-	27.01.2024	-
8.	Surana Solar Limited	Purchase of solar Products	01.04.2024 to 30.03.2025	-	27.01.2024	-

For and on behalf of the Board of Directors

Place: Secunderabad  
Date: 04.09.2025

**N.C. BHARDWAJ**  
WHOLE-TIME DIRECTOR  
DIN:08761949

**DEVENDRA SURANA**  
MANAGING DIRECTOR  
DIN: 00077296

## ANNEXURE - V

## FORM NO MR 3

## SECRETARIAL AUDIT REPORT

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

## FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To  
The members of  
Bhagyanagar India Limited

I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by M/s. Bhagyanagar India Limited (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

1. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in our opinion, the Company has during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 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.

2. 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 31<sup>st</sup> March, 2025 ("Audit Period") according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there-under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not applicable during the audit period.

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not applicable during the audit period.

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not applicable during the audit period

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable during the audit period

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not applicable during the audit period

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not applicable during the audit period

vi) The Company's main business is into manufacture of copper, ferrous and non-ferrous metals and non-conventional energy (wind). Accordingly, the following industry specific major laws are applicable to the Company:

- (a) The Electricity Act, 2003
- (b) Hazardous Wastes (Management and Handling) Rules, 1989
- (c) Environment Protection Act, 1986

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

- (a) The Listing Agreement entered into by the Company with the Stock Exchanges and the Securities and Exchange Board of



## Directors' Report

India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (b) Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Board and General Meetings of the Company.

During the period under review, the Company has complied with the provisions of the applicable Acts, Rules, Regulations and Guidelines etc. mentioned above.

3. I, further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of the Board of Directors took place during the year under review.
- (b) Adequate Notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance. There is adequate system for seeking and

obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting. Majority decision is carried through and there were no instances of dissenting members in the Board of Directors.

- (c) It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.

4. I, further report that during the audit period, there were no specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards, etc.

Place: Hyderabad  
Date:- 21.08.2025

**Rakhi Agarwal**  
Company Secretary in Practice  
FCS No.7047 CP No.6270  
PR No:7009/2025  
UDIN:F007047G001050551

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



## ANNEXURE - A

To  
The members of  
Bhagyanagar India Limited  
CIN: L27201TG1985PLC012449  
Plot No. P-9/13/1 & P-9/14, IDA,  
Nacharam, Hyderabad – 500076

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

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

Place: Hyderabad  
Date:- 21.08.2025

**Rakhi Agarwal**  
Company Secretary in Practice  
FCS No.7047 CP No.6270  
PR No:7009/2025  
UDIN: F007047G001050551



**FORM NO MR 3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025**

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

To,  
The Members of  
Bhagyanagar Copper Private Limited  
CIN: U27100TG2008PTC125034  
Sy No 98 to 105, 107, 111, 230, 231, 232, 234,  
Shabashpally Village, Shivampet Mandal,  
Medak District – 502334, Telangana.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bhagyanagar Copper Private Limited [Material Subsidiary of a Listed Company i.e., Bhagyanagar India Limited] (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. We hereby report that in our opinion, the Company has, during the audit period, covering the financial year ended on 31.03.2025, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Bhagyanagar Copper Private Limited ("the Company") for the financial year ended on 31.03.2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) Other applicable Acts
  - (a) Factories Act, 1948
  - (b) Industrial Disputes Act, 1947
  - (c) The Payment of Wages Act, 1936
  - (d) The Minimum Wages Act, 1948
  - (e) Employee State Insurance Act, 1948
  - (f) Employees Provident Funds and Miscellaneous Provisions Act, 1952
  - (g) The Payment of Bonus Act, 1965
  - (h) The Payment of Gratuity Act, 1972
  - (i) The Contract Labour (Regulation & Abolition) Act, 1970

- (j) The Maternity Benefit Act, 1961
- (k) The Child Labour (Prohibition & Regulation) Act, 1986
- (l) The Industrial Employment (Standing Order) Act, 1946
- (m) The Employee Compensation Act, 1923
- (iv) The Company's main business is into manufacture of copper, ferrous and non-ferrous metals. Accordingly, the following industry specific major laws are applicable to the Company:
  - (a) Hazardous Wastes (Management and Handling) Rules, 1989
  - (b) Environment Protection Act, 1986 and rules made there under
  - (c) The Air (Prevention and control of pollution) Act 1981
  - (d) The water (Prevention and control of pollution) Act 1974

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

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance 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. The decisions at the Board Meetings are carried out unanimously and there were no members dissenting the resolution(s) during the year under review.

We further report that there are adequate systems and processes in the Company Commensurate with the size and

operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

**Rakhi Agarwal**

Place: Hyderabad

Company Secretary in Practice

Date:- 21.08.2025

FCS No.7047 CP No.6270

PR No:7009/2025

UDIN: F007047G001050628

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



## Directors' Report

### ANNEXURE - A

To  
The members of  
Bhagyanagar Copper Private Limited  
CIN: U27100TG2008PTC125034  
Sy No 98 to 105, 107, 111, 230, 231, 232, 234,  
Shabashpally Village, Shivampet Mandal,  
Medak District – 502334, Telangana.

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

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

Place: Hyderabad  
Date:- 21.08.2025

**Rakhi Agarwal**  
Company Secretary in Practice  
FCS No.7047 CP No.6270  
PR No:7009/2025  
UDIN: FO07047G001050628



## ANNEXURE - VII

## Secretarial Compliance Report of Bhagyanagar India Limited

For the year ended 31<sup>st</sup> March, 2025

(Pursuant to SEBI Circular - CIR/CFD/CMD1/27/2019, dated 08<sup>th</sup> February, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015)

I, Rakhi Agarwal, Practicing Company Secretary, have examined:

- (a) All the documents and records made available to me and explanation provided by Bhagyanagar India Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this report,

For the year ended 31<sup>st</sup> March, 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the listed entity as there was no reportable event during the audit period)

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable to the listed entity as there was no reportable event during the audit period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Formerly known as (Share Based Employee Benefits) Regulations, 2014]; (Not applicable to the listed entity as there was no reportable event during the audit period)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the listed entity as there was no reportable event during the audit period)
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the listed entity as there was no reportable event during the audit period)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015\*;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder;

Note\* The Company has also maintained a Structured Digital Database ("SDD"), Pursuant to the requirements of regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015.

I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulations/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										



## Directors' Report

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations/Remarks of the Practicing Company Secretary in the Previous reports	Observations Made in the Secretarial compliance report for the year ended 31st March, 2025	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Details of Violation	Comments of the PCS on the actions taken by the listed entity
NIL							

I/ hereby report that, during the review period the compliance status of the listed entity with the following requirements:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not Any
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	Not Any
3	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	Not Any
4	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Not Any
5	<b>To examine details related to Subsidiaries of listed entities:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Requirements with respect to disclosure of material as well as other subsidiaries</li> </ul>	Yes	Not Any
6	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Not Any
7	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Not Any
8	<b>Related Party Transactions:</b> <ul style="list-style-type: none"> <li>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</li> <li>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee</li> </ul>	Yes  NA	Not Any  All RPT were prior approved by Audit Committee
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Any
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	No actions were taken by SEBI or by the Stock Exchanges
12	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 Dated: July 11, 2023 on compliance with the provisions of the LODR Regulations by listed entities.	Yes	No auditors have resigned during the review period.
13	<b>Additional Non-compliances, if any:</b> There are no additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No non-compliance has been observed during the Review Period.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad  
Date:- 02.05.2025

**Rakhi Agarwal**  
Company Secretary in Practice  
FCS No.7047 CP No.6270  
PR-808/2020  
UDIN:F007047G000254525



## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Transparency and accountability are the two basic tenets of Corporate Governance. At Bhagyanagar India Limited, we feel proud to belong to a Company whose visionary founders laid the foundation stone for good governance long back and made it an integral principle of the business, as demonstrated in the words above. Responsible corporate conduct is integral to the way we do our business. At Bhagyanagar India Limited, we are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with applicable legislation. Our Code of Business Principles is an extension of our values and reflects our continued commitment to ethical business practices across our operations. To succeed, we believe, requires highest standards of corporate behavior towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long term value for our shareholders, our people and our business partners.

The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come. The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short- and long-term interests of shareholders and other stakeholders. We keep our governance practices under continuous review and benchmark ourselves to best practices across the globe.

### 2. BOARD OF DIRECTORS:

#### a) Composition and Category of Directors:

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

As at March 31, 2025, the Board of Directors ("Board") comprises of Five Directors, of which three are Non-Executive Directors and Two are Executive Directors. The Company has three Independent Non-Executive Directors. Independent Directors including Women Director; Independent Directors comprise more than half of the total strength of the Board.

In terms of compliance with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI Listing Regulations", the Company endeavour to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees.

None of the Director(s) on the Board:

- holds directorships in more than ten public companies;
- serves as Director or as Independent Director in more than seven listed entities; and The CEO & MD does not serve as an Independent Director in any listed entity.

Further, none of the Directors is a member of more than ten committees or chairman of more than five committees across all the public limited companies. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors. None of the Directors are related to other Directors and the KMP of the Company.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of the SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. Further, the Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, none of the Independent Directors serve as Non-Independent Director of any company on the Board of which any of the Non-Independent Director is an Independent Director.



The composition and category of the Board of Directors is as follows:

Sl. No	Name of Director	Designation	Category
1	*Shri.Narender Surana	Managing Director (Resigned w.e.f 15.01.2025)	Executive Director (Promoter)
2	Shri. Devendra Surana	Managing Director	Executive Director (Promoter)
3	Smt. Sanjana Jain	Director	Independent Non-Executive Director
4	Shri N.C.Bhardwaj	Whole-time Director	Executive Director (Non-Promoter)
5	Shri Chandra Shekhar Agrawal	Director	Independent Non-Executive Director
6	Shri Venkata Murali Krishna Tripuraneni	Director	Independent Non-Executive Director
7	*Shri. R Surender Reddy	Director (Ceased w.e.f 20.09.2024) consequent to completion of tenure.	Independent Non-Executive Director
8	*Shri. Kamlesh Gandhi	Director (Ceased w.e.f 20.09.2024) consequent to completion of tenure.	Independent Non-Executive Director

**b) Attendance of each director at the Board meetings and at the last Annual General Meeting:**

The particulars of attendance of Board Meetings and Annual General Meeting of Directors for the financial year ended 31.03.2025 has been set out here below:

Sl. No	Name of Director	No. of Board Meetings		Attendance at last AGM on 30.09.2024
		Held	Attended	
1	*Shri Narender Surana	5	4	Present
2	Shri Devendra Surana	5	5	Present
3	Shri Chandra Shekhar Agrawal	5	2	-
4	Shri Venkata Murali Krishna Tripuraneni	5	2	-
5	Smt. Sanjana Jain	5	5	Present
6	Shri N.C. Bhardwaj	5	2	Present
7	*Shri R Surender Reddy	5	3	Present
8.	*Shri Kamlesh Gandhi	5	3	Present

**c) Number of Other Directorships, Committee Membership(s) & Chairmanship(s):**

Sl. No.	Name of the Director	Directorship in other listed entities (category of directorship)	Other Directorships*	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Narender Surana	Surana Solar Limited (Non-Independent, Non-Executive) Surana Telecom and Power Ltd (Non-Independent, Executive)	18	5	0
2	Devendra Surana		18	2	0
3	*Kamlesh Gandhi		4	4	4
4	*R. Surender Reddy	Surya Lakshmi Cotton Mills Ltd (Independent, Non-Executive)	4	6	4
5	Sanjana Jain	Surana Solar Limited (Independent, Non-Executive) Surana Telecom and Power Ltd (Independent, Non-Executive)	5	6	3
6	N.C.Bhardwaj	-	1	-	-
7	Chandra Shekhar Agrawal	-	4	1	-
8	Venkata Murali Krishna Tripuraneni	-	1	1	-

\* Include Private Limited Companies.



## Directors' Report

None of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees across all the companies in which they are Directors. Chairmanships / Memberships of Committees include only Audit and Stakeholders' Relationship Committee as covered under Regulation 26 of the SEBI Listing Regulations, 2015, as per the disclosures made by the Directors.

### d) Number of Board Meetings held and the dates on which held:

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, Five Board Meetings were held during the financial year ended 31.03.2025, as against the minimum requirement of four meetings. The maximum time gap between any of two consecutive meetings did not exceed One Hundred and Twenty days.

The dates on which the Board meetings were held are:

21.05.2024 31.07.2024 16.08.2024 13.11.2024 03.02.2025

### e) Disclosure of relationship between directors inter-se:

The Managing Directors Shri Narendra Surana and Shri Devendra Surana are brothers. Other than Shri Narendra Surana and Shri Devendra Surana, none of the Directors are related to any other Director.

### f) Shares held by Non-Executive Directors:

The number of equity shares of the Company held by the non-executive directors, as on 31.03.2025 are as follows:

Sl.No	Name of the Director	No of Equity Shares
1	*Shri. R Surender Reddy	7,500
2	*Shri. Kamlesh Gandhi	100
3	Smt. Sanjana Jain	0
4	Chandra Shekhar Agrawal	0
5	Venkata Murali Krishna Tripuraneni	0

### g) Familiarization Programs imparted to independent directors:

The Members of the Board of the Company have been provided opportunities to familiarize themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates. All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. During the year 2024-25, Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. Independent Directors have been taken through various aspects

of Business and operations. The framework on familiarisation programme has been posted in the website of the Company. The details of familiarization program is available on the website: <http://www.bhagyanagarindia.com/pdf/corporate-governance/policies/Familiarisation-Programme-for-ID.pdf>

### h) Chart / matrix setting out the skills/expertise/competence of the Board of Directors:

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees. The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership / Operational experience
- Strategic Planning
- Industry Experience, Research & Development and Innovation
- Financial, Regulatory / Legal & Risk Management
- Corporate Governance

Sl No	Name of the Director	Skill/Expertise/Competency of the Director
1	Shri. Devendra Surana	Leadership / Operational experience Strategic Planning Industry Experience, Research & Development and Innovation Financial, Regulatory / Legal & Risk Management Corporate Governance
2	*Shri. Narendra Surana	Leadership / Operational experience Industry Experience Financial, Regulatory / Legal & Risk Management
3	*Shri Kamlesh Gandhi	Financial, Regulatory / Legal & Risk Management Corporate Governance
4	*Shri R Surender Reddy	Leadership / Operational experience Financial, Regulatory / Legal & Risk Management Corporate Governance
5	Smt. Sanjana Jain	Financial, Regulatory / Legal & Risk Management Corporate Governance
6	Shri N.C. Bhardwaj	Leadership / Operational experience Industry Experience, Research & Development and Innovation
7	Chandra Shekhar Agrawal	Financial, Regulatory / Legal & Risk Management/ Corporate Governance
8	Venkata Murali Krishna Tripuraneni	Financial, Regulatory / Legal & Risk Management/Corporate Governance

**i) Confirmation from the Board:**

The Board of Directors be and hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

**j) No Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the financial year ended 31st March, 2025.****BOARD COMMITTEES:**

Details of the Board Committees and other related information are provided hereunder:

**3. AUDIT COMMITTEE:****(a) Brief description of terms of reference:**

BIL's Audit Committee comprises three Independent Directors. The role, powers and functions of the Audit Committee were specified and approved by the Board. The quorum for the meetings of the Committee is one-third of the total number of members or two members, whichever is higher with the presence of at least two Independent Directors.

The Audit Committee initially comprised Shri Kamlesh Gandhi, Independent Director, as the Chairman, and Shri R. Surender Reddy, Smt. Sanjana Jain, and Shri Devendra Surana as its Members.

However, following the completion of the tenure of two Independent Directors effective September 20, 2024, the Audit Committee was reconstituted on the same date with the appointment of two new Independent Directors.

The reconstituted Audit Committee now comprises: Smt. Sanjana Jain, Independent Director, as the Chairperson, Shri Chandra Shekhar Agrawal, Independent Director Member, Shri Venkata Murali Krishna Tripuraneni, Independent Director and Shri Devendra Surana as its Members

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;
4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;

6. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the (i) Director's Responsibility Statement; (ii) major accounting entries; (iii) significant adjustments in financial statements arising out of audit findings; (iv) compliance with listing requirements etc.;
7. Interaction with statutory, internal and cost auditors;
8. Recommendation for appointment and remuneration of auditors; and
9. Reviewing and monitoring the auditor's independence and performance etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

**(b) Composition, Name of members and Chairman:**

As on March 31, 2025, the Audit Committee of the Board comprises of three (3) Independent Directors and one (1) Executive Director. The Chairperson of the Audit Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations:



## Directors' Report

Sl.No	Name of Director	Designation
1	Smt Sanjana Jain	Chairman (Independent Director)
2	Shri Chandra Shekhar Agrawal	Member (Independent Director)
3	Shri Venkata Murali Krishna Tripuraneni	Member (Independent Director)
4	Shri Devendra Surana	Member (Executive Director)

- The minutes of the meetings of the Audit Committee are placed before the Board and discussed in the meeting.

### (c) Meetings and attendance during the year:

- During the financial year from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025, five Audit Committee meetings were held on:

21.05.2024 31.07.2024 16.08.2024 13.11.2024 03.02.2025

- All the recommendations made by the Audit Committee were accepted by the Board unanimously.
- Attendance at the Audit Committee Meeting:

Sl No	Name of the Director	Number of Meetings	
		Held	Attended
1	*Shri Kamlesh Gandhi	5	3
2	*Shri R. Surender Reddy	5	3
3	Shri Devendra Surana	5	5
4	Smt. Sanjana Jain	5	5
5	Shri Chandra Shekhar Agrawal	5	2
6	Shri Venkata Murali Krishna Tripuraneni	5	2

The Managing Director, CFO, Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company. Shri Kamlesh Gandhi, Chairman of the Audit Committee has attended the 39<sup>th</sup> Annual General Meeting to answer the queries raised by the Shareholders regarding Audit and Accounts.

## 4. NOMINATION AND REMUNERATION COMMITTEE:

### a. Brief description of terms of reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Carry on the evaluation of every director's performance;

- 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 their appointment and removal;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity; and
- Any other matter as the Board may decide from time to time.

### b. Composition, Name of members and Chairman:

The Nomination and Remuneration Committee (NRC) formulates and reviews policies related to remuneration/perquisites/incentives of employees within the parameters of Guidelines issued by the Government of India. The term of reference, role, powers and functions of the NRC were specified and approved by the Board.

\*Shri. Kamlesh Gandhi and Shri. R Surender Reddy Independent Director's ceased to be the member of the Committee w.e.f. September 20<sup>th</sup>, 2024.

However due to completion of tenure of two Independent Directors the Committee was Re-constituted on September 20, 2024 by appointing Shri Chandra Shekhar Agrawal Independent Director as the chairman and Shri Venkata Murali Krishna Independent Director as member of the committee.

As on March 31, 2025, the Nomination and Remuneration Committee of the Board comprises of three (3) Independent Directors. The Chairperson of the Nomination and Remuneration Committee is Independent Director. The composition of the Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations:

Sl.No	Name of Director	Designation
1.	Shri. Chandra Shekhar Agrawal	Chairman (Independent Director)
2.	Shri. Venkata Murali Krishna	Member (Independent Director)
3.	Smt. Sanjana Jain	Member (Independent Director)

- The Company Secretary acts as the Secretary of the Committee.
- The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Board.



**c. Meetings and attendance during the year:**

During the financial year from 1<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2025, Nomination and Remuneration Committee Meetings were held on 16.08.2024 and 03.02.2025.

Sl No	Name of the Director	Number of Meetings	
		Held	Attended
1	Smt. Sanjana Jain	2	2
2	Shri. Chandra Shekhar Agrawal	2	1
3	Shri. Venkata Murali Krishna	2	1
4	*Shri. R Surender Reddy	2	1
5	*Shri Kamlesh Gandhi	2	1

As per Section 178(7) of the Companies Act, 2013 and Secretarial Standards, the Chairman of the Committee Shri, R Surender Reddy was present at the 39<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2024 to answer the queries raised by the Shareholders

**d. Performance evaluation of Directors:**

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its committees and individual Directors on the basis of a structured questionnaire which comprise evaluation criteria taking into consideration various performance related aspects. The Board of Directors has expressed their satisfaction with the valuation process.

**e. Nomination and Remuneration policy:**

In compliance with the requirements of Section 178 of the Companies Act, 2013, Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel, Functional Heads and other employees of the Company. The Policy provides for criteria and qualifications for appointment of Director, Key Managerial Personnel (KMPs) and remuneration to them, Board diversity etc. The said policy is available on the Company's website <http://www.bhagyanagarindia.com/pdf/corporate-governance/policies/Nominations-and-Remuneration-Policy.pdf>

**(b) Details of Remuneration paid to Executive Directors:**

The remuneration paid to the Managing Director / Whole-time Director during the year is as follows:

(Amount in ₹)				
Name of Director	Designation	Salary	HRA	Total
Shri. Narender Surana	Managing Director	Nil	Nil	Nil
Shri. Devendra Surana	Managing Director	72,00,000	36,00,000	1,08,00,000
Shri. N.C. Bhardwaj	Whole-time Director	17,73,500	2,06,250	19,79,750
<b>TOTAL</b>		<b>89,73,500</b>	<b>38,06,250</b>	<b>1,27,79,750</b>

There were no severance fees and stock option plan. The appointment of the Managing Director / whole-time Director is on the basis of the terms and conditions laid down in the respective resolutions passed by the members in the General Meetings.

**f. The Non-executive directors are paid sitting fees for attending meetings of Board/ Committee.****5. INDEPENDENT DIRECTORS' MEETING:**

A separate meeting of the Independent Directors was held on 03<sup>rd</sup> February, 2025 under the Chairmanship of Shri, Venkata Murali Krishna Independent Director, inter alia, to discuss evaluation of the performance of Non-independent Directors, the Board as a whole, evaluation of the performance of the Chairman, taking into account the views of the Executive and Non-executive Directors and the evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

**6. REMUNERATION OF DIRECTORS****(a) Details of Remuneration paid to Non-Executive Directors:**

- There were no pecuniary transactions with any Non-Executive Director of the Company.
- The criteria for making payment to Non-executive Directors is available on the website of the Company i.e., [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com).
- Non-executive Directors are paid sitting fees:

Following are the details of Sitting Fees paid to the Non-Executive Directors during the Financial Year ended 31<sup>st</sup> March, 2025:

S. No.	Name of Director	Sitting Fees paid (₹)
1	*Shri R Surender Reddy	63000
2	*Shri Kamlesh Gandhi	63000
3	Smt. Sanjana Jain	88000
4	Shri Venkata Murali Krishna Tripuraneni	25000
5	Shri Chandra Shekhar Agrawal	30000
<b>Total</b>		<b>2,69,000</b>



## Directors' Report

### 7. STAKEHOLDERS RELATIONSHIP COMMITTEE:

#### (a) Brief description of terms of reference:

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholder's complaints like transfer of shares, non-receipt of annual report/dividends etc. The committee oversees the performance of the Registrar of Transfer Agents and recommends measures for overall improvement in the quality of investor services. Email-id for Investor Grievances: investorservices\_bil@surana.com or cs@surana.com.

\*Due to Resignation of Shri. Narender Surana w.e.f. January 15, 2025. The Committee was Reconstituted on February 03<sup>rd</sup> 2025 by Appointing Shri. N.C. Bhardwaj as member of the Committee.

#### (b) Composition:

The Composition as on 31.03.2025 is as follows:

Sl.No	Name of Director	Designation
1.	Smt. Sanjana Jain	Chairperson (Independent Director)
2.	Shri. N.C. Bhardwaj	Member (Executive Director)
3.	Shri. Devendra Surana	Member (Executive Director)

#### (c) Meetings during the Year:

The Stakeholders Relationship Committee met one time during the year under review. The Committee meetings

was held on August 16, 2024. The necessary quorum was present for the meeting.

#### (d) Name and Designation of Compliance Officer:

Company Secretary is acting as Compliance Officer of the Company.

#### (e) Number of Shareholders complaints received during the financial year:

During the financial year 2024-25, the Company has received 5 (Five) complaints from the shareholders.

#### (f) Number of complaints not resolved to the satisfaction of shareholders is Nil.

(f) There were no pending complaints as at the year end.

### 8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Companies (Amendment) Act, 2020 vide Notification dated 28<sup>th</sup> September, 2020 (effective from 22<sup>nd</sup> January, 2021) has given relaxation to the Companies with respect to constitution of CSR Committee, if the amount to be spent by a company towards CSR does not exceed ₹ 50 lakhs in a financial year. The functions of such Committee shall be discharged by the Board of Directors.

In view of the above amendment, the requirement of CSR Committee is not applicable to the Company and therefore, CSR Committee is already dissolved w.e.f. 07.08.2021 and the functions of CSR Committee shall be discharged by the Board of Directors, if applicable.

### 9. PARTICULARS OF SENIOR MANAGEMENT AND CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR IS AS UNDER:

Name of Senior Management Personnel (SMP)	Designation	Changes if any, during the financial year 2024-25 (Yes / No)	Nature of change and Effective date
Shri. Devendra Surana	Managing Director	No	N.A
*Shri. Narender Surana	Managing Director	Yes (Resigned)	15.01.2025
Shri. Naresh Chand Bhardwaj	Executive Director	No	N.A
Shri. Surendra Bhutoria	Chief Financial Officer	No	N.A
*Shri. Lalit Kumar Thanvi	Company Secretary	Yes (Resigned)	07.12.2024
Ms. Ritika Tandon	Company Secretary	No	NA

### 10. GENERAL BODY MEETINGS:

#### i) Venue and Time, where last three Annual General Meetings held:

Year	Date	Time	Venue
2023-24 (39 <sup>th</sup> AGM)	30 <sup>th</sup> September 2024	10.30 A.M	AGM held through Video conference
2022-23 (38 <sup>th</sup> AGM)	27 <sup>th</sup> September 2023	11.00 A.M	AGM held through Video conference
2021-22 (37 <sup>th</sup> AGM)	28 <sup>th</sup> September, 2022	10.00 A.M.	AGM held through Video conference

**ii) Whether any Special Resolutions passed in the previous three Annual General Meetings:**

**2023-24:** In the 39<sup>th</sup> AGM held on 30<sup>th</sup> September, 2024 the Company has passed Special Resolutions as follows:

- (i) Appointment of Shri Chandra Shekhar Agrawal (DIN-00182900) as an Independent Director of the Company.
- (ii) Appointment of Shri. Venkata Murali Krishna Tripuraneni (DIN-06731644) as an Independent Director of the Company.

**2022-23:** In the 38<sup>th</sup> AGM held on 27<sup>th</sup> September, 2023 the Company has passed Special Resolutions as follows:

- (iii) Re-appointment of Shri Devendra Surana as Managing Director of the Company.
- (iv) Approval to advance any Loan/Give Guarantee/ Provide Security u/s 185 of the Companies Act, 2013.
- (v) To consider and approve transfer of Business of the Company by way of Slump Sale as “going concern” to Bhagyanagar Copper Private Limited a Wholly Owned Subsidiary of the Company.

**2021-22:** In the 37<sup>th</sup> AGM held on 28<sup>th</sup> September, 2022 the Company has passed Special Resolutions as follows:

- (i) Re-appointment of Shri N.C. Bhardwaj (08761949) as Whole-time Director of the Company.

**iii) Special resolution passed during the financial year 2024-25 through postal ballot:**

No Special Resolution was passed through Postal Ballot during the financial year 2024-25.

**iv) Whether any Special resolution is proposed to be conducted through postal ballot: No**

## 10. MEANS OF COMMUNICATION:

**(a) Quarterly Financial Results:**

The quarterly financial results of the Company are published in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in widely circulated newspapers namely Business Standard/Financial Express (English daily) and Nava Telangana (Telugu daily).

**(b) Newspapers wherein results normally published**

The financial results of the Company are published in widely circulated newspapers namely Business Standard/ Financial Express (English daily) and Nava Telangana (Telugu daily).

**(c) Any website, where displayed**

The financial results of the Company are Published on the Company's website: [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com).

**(d) Whether it also displays official news releases**

Official news releases along with quarterly results are displayed on the Company's website: [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com).

**(e) Presentations made to institutional investors or to the analysts.**

There are no presentations made to the investors/ analysts.

**(f) Website:**

The website [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com) contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc. is also available in the 'Investor Relations' sections on the website of the Company.

## 11. GENERAL SHAREHOLDER INFORMATION:

<b>Annual General Meeting</b>	Tuesday, 30 <sup>th</sup> September 2025 at 10.30 A.M through Video Conferencing / Other AudioVisual Means as set out in the Notice convening the Annual General Meeting
<b>Financial Year</b>	1st April to 31 <sup>st</sup> March.
<b>Date of Book Closure</b>	24.09.2025 to 30.09.2025 (both days inclusive)
<b>Dividend Payment Date</b>	N.A.
<b>The Company's equity shares are listed at</b>	<b>BSE Ltd</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001  <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, BandraKurla Complex, Bandra (E) Mumbai – 400 051
<b>Scrip/Stock Code</b>	512296 on BSE BHAGYANGR on NSE
<b>ISIN Number for NSDL &amp; CDSL</b>	INE458B01036

The Listing fees for the year 2025-26 has been paid to the above stock exchanges.



## Directors' Report

### (d) Registrar to an issue & Share Transfer Agents:

Registrar to an issue & Share Transfer Agents (for shares held in both Physical and Demat mode) are as follows:

#### KFin Technologies Limited

KFintech, Tower – B, Plot No 31 & 32,  
Selenium Building, Financial District, Nanakramguda,  
Gachibowli, Hyderabad – 500 032  
Tel No.040-67162222 / 040-79611000  
WhatsApp Number: (91) 910 009 4099  
E-mail: "mailto:einward.ris@kfintech.com/"einward.  
ris@kfintech.com/https://kprism.kfintech.com/  
https://www.kfintech.com  
Website: https://ris.kfintech.com  
KPRISM (Mobile Application) : https://kprism.  
kfintech.com/signup

### (e) Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialised mode. The requests for effecting transfer/transmission/ transposition of securities shall not be processed unless the securities are held in the dematerialised form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

### (f) Shareholding Pattern as on 31st March, 2025:

Sl. No	Description	No. of shareholders	Total Shares	% Equity
1	Promoters	15	17305057	54.08
2	Promoters Bodies Corporate	3	5264482	16.45
3	Resident Individuals	23123	8375787	26.17
4	H U F	311	330009	1.03
5	Bodies Corporates	96	225579	0.70
6	Government	1	88350	0.28
7	Banks	2	282	0.00
8	I E P F	1	300355	0.94
9	Non-Resident Indian Non Repatriable	92	35390	0.11
10	Non-Resident Indians	101	69077	0.21
11	Foreign Portfolio - Corp	1	632	0.00
<b>Total:</b>		<b>23746</b>	<b>3,19,95,000</b>	<b>100.00</b>

### (g) Distribution of shareholding as on 31.03.2025:

Shares holding of nominal value of	No. of Shareholders	No. of Shares	% of total shares
1 - 5000	23560	5393456	16.86
5001 - 10000	107	808082	2.53
10001 - 20000	37	532920	1.67
20001 - 30000	12	298287	0.93
30001 - 40000	3	108500	0.34
40001 - 50000	1	42859	0.13
50001 - 100000	5	360584	1.13
100001 and above	21	24450312	76.42
<b>Total</b>	<b>23746</b>	<b>31995000</b>	<b>100.00</b>

### (h) Dematerialization of Shares & Liquidity

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

3,19,00,518 equity shares were dematerialized representing 99.7% of the total paid up equity share capital of the Company as on 31.03.2025.

### (i) Dematerialization mandatory for effecting share transfers:

SEBI has vide proviso to Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandated that requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, the Company shall not process any requests for transfer of shares in physical mode. Shareholders who desire to demat their shares can get in touch with any Depository Participant having registration with SEBI to open a demat account and follow the procedure for share transfers.

### (j) There are no outstanding Global Depository Receipts/ American Depository Receipts or Warrants or any convertible instruments as on the date of 31.03.2025.

### (k) Commodity price risk or foreign exchange risk and hedging activities:

Commodity such as copper forms a major part of Business of the Company and hence commodity Price risk is one of the important risk of the Company. The Company has robust framework in place to protect its interest from risks arising out of Market Volatility. Almost 50% to 60% of the inventory is always hedged on the MCX thereby insulating it from any volatility risk.



The Company's foreign exchange risk is limited to its SBLC outstanding which is not very significant. The Company does not take any position on long-term basis. Though on short-term basis, the exposure is covered depending upon overall cost including forward premium vis-à-vis domestic borrowing cost.

## (i) Plant Locations:

*Copper Division	Wind Power Division
Bhagyanagar India Limited Plot No. P-9/13(1) & P-9/14, IDA, Nacharam, Hyderabad – 500 076	Kapatguda, Gadag District, Karnataka (9MW)

\*Pursuant to The Approval of Board of Directors Dated 25<sup>th</sup> August 2023 And Shareholder's Approval Dated 27<sup>th</sup> September 2023, A Slump Sale Transaction of the Copper Business from Bhagyanagar India Limited to Bhagyanagar Copper Private Limited, A Wholly Owned Subsidiary Has Been Executed with Effect from 1<sup>st</sup> January 2024.

## (m) Address for correspondence

Sl. No.	Shareholders Correspondence for	Address
1.	Transfer/ Dematerialization/ Consolidation /Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	<b>KFin Technologies Limited</b> KFinTech, Tower – B, Plot No 31 & 32, Selenium Building, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032 Tel No.040-67162222 / 040-79611000 WhatsApp Number: (91) 910 009 4099 Email: <a href="mailto:mailto:einward.ris@kfintech.com">mailto:einward.ris@kfintech.com</a> / <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> / <a href="https://kprism.kfintech.com/">https://kprism.kfintech.com/</a> / <a href="https://www.kfintech.com">https://www.kfintech.com</a> Website: <a href="https://ris.kfintech.com">https://ris.kfintech.com</a> KPRISM (Mobile Application) : <a href="https://kprism.kfintech.com/signup">https://kprism.kfintech.com/</a> signup
2.	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	<b>Company Secretary</b> Bhagyanagar India Limited 5 <sup>th</sup> Floor, Surya Towers, S.P.Road, Secunderabad – 500 003. Ph Nos. 040 – 27845119/ 44665750 E-mail : <a href="mailto:cs@surana.com">cs@surana.com</a> / <a href="mailto:Investorservices_bil@surana.com">Investorservices_bil@surana.com</a> Website: <a href="http://www.bhagyanagarindia.com">www.bhagyanagarindia.com</a>

## (n) Credit ratings obtained by the Company during financial year 2024-25:

The Company continues to maintain a strong reputation for prudent financial management and consistently meeting its financial obligations.

During the Financial Year 2024-25 CRISIL Ratings Limited vide its press release on May, 2024 assigned the credit rating as follows:

Credit Rating Agency Facilities Revised rating/ Rating Action

CRISIL Ratings Limited Long Term Bank Facilities  
CRISIL BBB CRISIL Ratings Limited Short Term Bank Facilities  
CRISIL "BBB"

## 12. OTHER DISCLOSURES:

### (a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

During the financial year ended 31<sup>st</sup> March, 2025, there were no materially significant related party transactions, which had potential conflict with the interests of the Company at large. The transactions with related parties are disclosed in the Notes to financial statements.

### (b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years; None.

### (c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee;

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI Listing regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, [www.bhagyanagarindia.com](http://www.bhagyanagarindia.com). During the financial year under review, none of the Complaint has received.

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

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR) Regulations, 2015 is being reviewed by the Board from time to time.

### (e) Web link where policy for determining 'material' subsidiaries is disclosed;

The policy for determining 'material' subsidiaries is available on the website of the Company <http://www.bhagyanagarindia.com/investor-relations.php>

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

The policy on dealing with related party transactions is available on the website of the Company: <http://www.bhagyanagarindia.com/investor-relations.php>



## Directors' Report

### (g) Disclosure of commodity price risks and commodity hedging activities:

The details are provided at point No. 11(k) of this report.

### (h) The Company has not raised any funds through preferential allotment or qualified institutions placement during the Financial Year ended 31st March, 2025.

### (i) Certificate from Practicing Company Secretaries:

The Company has received a certificate from Mrs. Rakhi Agarwal, Practising Company Secretary confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

### (j) Instances of not accepting any recommendation of the Committee by the Board:

There is no such instance where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year.

### (k) Fees to the Statutory Auditors of the Company:

Details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to M/s Luharuka & Associates, Chartered Accountants, Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, during the financial year are as under:

Particulars	Amount (₹)
Fees paid for Statutory Audit for the financial year 2023-24	3,60,000
Fee for other services including reimbursement of expenses	1,80,000

### (l) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sl No	Particulars	No. of complaints
1	Number of complaints on Sexual harassment received during the year	Nil
2	Number of Complaints disposed-off during the year	Not applicable
3	Number of cases pending as on end of the financial year	Not applicable

### 13. The Company Complied with the requirements of the Schedule V Corporate Governance report sub- paras(2) to(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 14. Details of the Material Subsidiary of the Listed Entity:

Regulation 16 of the Listing Regulations defines a "material subsidiary" to means a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding financial year.

Under this definition, Bhagyanagar Copper Private Limited is material wholly-owned subsidiary of the Company.

Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not. For the purpose of this provision, material subsidiary means a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding financial year. An Independent Director of the Company is also Director on the Board of these material Subsidiary.

The other requirements of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies have been complied with.

Particulars	Bhagyanagar Copper Private Limited
Date of Incorporation	30/04/2008
Place of Incorporation	Mumbai
Name of the Auditor	M/s Luharuka & Associates, Chartered Accountants,
Date of Appointment	04/07/2018

### 15. Details of compliance with mandatory requirements and adoption of Discretionary Requirements

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of Discretionary Requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

**16. The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulation	Compliance Status (Yes/No)
17	Board of Directors	Yes
17A	Maximum number of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
24A	Secretarial Compliance & Audit Report	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46(2) (b) to (i)	Website	Yes

**17. Code of Conduct**

The Board has laid down a Code of Conduct covering the ethical requirements to be complied with covering all the Board members and all employees of the Company. An affirmation of compliance with the code is received from them on an annual basis.

**18. CEO and CFO Certification**

The Managing Directors and CFO have given a Certificate to the Board as contemplated in Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed.

**19. Disclosure with respect to Demat suspense account/ unclaimed suspense account:**

Pursuant to the SEBI Circular and Regulation 39 of the SEBI Listing Regulations, 2015, during the year under review, there are no outstanding shares in the demat suspense account.

**20. Transfer of Unclaimed Dividend and Equity Shares to Investor Education and Protection Fund (IEPF):**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividends, which remain unclaimed for a period of seven (7) years, are transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 124 of the Companies Act, 2013. It may also be noted that once the Unclaimed Dividend is transferred to the Investor Education and Protection Fund, no claim shall lie in respect thereof.

The Company has not declared Dividend in last 7 years; thus, no shares are transferred to investor education and protection fund.

**21.** The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <http://www.bhagyanagarindia.com/investor-relations.php>

**22.** The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <http://www.bhagyanagarindia.com/investor-relations.php>

**23. Company's Policy on prevention of insider trading:**

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

The Company Secretary is acting as Compliance Officer for the said purpose. The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.



## Directors' Report

### DECLARATION OF COMPLIANCE OF CODE OF CONDUCT

As provided under Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the code of conduct and ethics for the financial year ended March 31, 2025.

**For BHAGYANAGAR INDIA LIMITED**

Place: Secunderabad

Date: 04.09.2025

**DEVENDRA SURANA**

MANAGING DIRECTOR

DIN:00077296

### CEO AND CFO CERTIFICATION

We hereby certify that:

- a. we have reviewed financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2025 and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee that there are no:
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

**For Bhagyanagar India Limited**

Date: 04.09.2025

Place: Secunderabad

**Devendra Surana**

Managing Director

DIN:00077296

**Surendra Bhutoria**

Chief Financial Officer



**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

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

To  
The Members of  
Bhagyanagar India Limited  
Plot No. P-9/13/1& P-9/14, IDA,  
Nacharam, Hyderabad – 500076

I, Rakhi Agarwal, Practicing Company Secretary, have examined the Company and Registrar of Companies Records, Books and Papers of Bhagyanagar India Limited (CIN-L27201TG1985PLC012449) having its Registered Office at Plot No. P-9/13/1 & P-9/14, IDA, Nacharam, Hyderabad – 500 076 ("the Company") as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable Rules and Regulations made thereunder for the financial year ended on 31<sup>st</sup> March, 2025.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations and representation furnished to us by the Company and its officers, we certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/Ministry of Corporate Affairs or any such Statutory Authority as on 31<sup>st</sup> March, 2025:

Sl. No	Name of Director	Designation	DIN
1	Shri Devendra Surana	Managing Director	00077296
2	Shri Chandra Shekhar Agrawal	Independent Director	00182900
3	Shri Venkata Murali Krishna Tripuraneni	Independent Director	06731644
4	Smt Sanjana Jain	Independent Director	08532420
5	Shri N.C. Bhardwaj	Whole-time Director	08761949

Place: Hyderabad  
Date:- 30.08.2025

**Rakhi Agarwal**  
Company Secretary in Practice  
FCS No.7047 CP No.6270  
PR.NO:808/2020  
UDIN: FO07047G001121842



## Directors' Report

### Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To  
The Members of  
Bhagyanagar India Limited,  
5<sup>th</sup> Floor Surya Towers, Sardar Patel Road,  
Secunderabad- 500003

1. The Corporate Governance Report prepared by Bhagyanagar India Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable Criteria') with respect to Corporate Governance for the year ended 31<sup>st</sup> March, 2025. This report is required by the Company for annual submission to the Stock Exchange and to be sent to the Shareholders of the Company.

#### MANAGEMENT'S RESPONSIBILITY

2. The preparation of the Corporate Governance Report is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The management along with the Board of Directors of the Company are also responsible for ensuring that the company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

#### AUDITOR'S RESPONSIBILITY

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 3 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance

Note on Reports or Certificates for Special Purposes (Revised) requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on quality Control (SQC) 1, Quality Control for firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Governance Report with the applicable criteria. The procedures include, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on attest basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

#### OPINION

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31<sup>st</sup> March, 2025, referred to in paragraph 1 above.

#### OTHER MATTERS AND RESTRICTION ON USE

10. This Certificate is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate is addressed to and provided to the members of the Company solely for the Purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other

person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this certificate.

**For M/s. Luharuka & Associates**

Chartered Accountants

Firm Regn No. 01882S

**Naveen Lohia**

Partner

Date: 01.09.2025

M.No: 214548

Place: Secunderabad

UDIN-25021869BMODZL6349



# Independent Auditor's Report

**TO THE MEMBERS OF BHAGYANAGAR INDIA LIMITED**

## Report on the Audit of Standalone Financial Statements

### Opinion

We have audited the accompanying standalone financial statements of BHAGYANAGAR INDIA LIMITED ("the Company"), which comprise the balance sheet as at March 31 2025, the statement of profit and loss, (including the statement of other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

### Basis for Opinion

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

### Key Audit Matters

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

Descriptions of Key Audit Matter	How we addressed the matter in our audit
<b>1. Accuracy and completeness of revenue recognized.</b> The Company reported revenue of ₹527.73 Lakhs from sale of Wind Power. The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. Due to the estimates and judgment and complexity involved in the application of the revenue recognition accounting standards, we have considered this matter as a key audit matter. The Company's accounting policies relating to revenue recognition are presented in note 4.12 to the financial statements.	<b>We addressed the Key Audit Matter as follows: -</b> <ol style="list-style-type: none"> <li>1. As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operating effectiveness of the financial controls from the above through our test of control procedures.</li> <li>2. Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof.</li> <li>3. Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.</li> <li>4. Tested a sample of sales transactions for compliance with the Company's accounting Principles to assess the completeness and accuracy of revenue recorded.</li> <li>5. We evaluated the management's process to recognize revenue over a period of time, total cost estimates, status of the projects and re-calculated the arithmetic accuracy of the same.</li> <li>6. Evaluated management assessment of the impact on revenue recognition.</li> <li>7. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc. to determine the level of provisioning.</li> <li>8. Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents. We considered the appropriateness and accuracy of any cut-off adjustments.</li> <li>9. Performed analytical procedures over revenue and receivables. Compared revenue with historical trends and where appropriate, conducted further enquiries and testing.</li> <li>10. Traced disclosure information to accounting records and other supporting documentation.</li> <li>11. Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115.</li> <li>12. Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition.</li> </ol>



### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprise the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with companies (Indian Accounting Standards) Rule, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibilities for the Audit of Standalone Financial Statements.

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



## Independent Auditor's Report

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

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

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

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

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

### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" statement on the matters Specified in paragraphs 3 and 4 of the Order.
- 2) As required by section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the statement of Profit and Loss including the statement of Other Comprehensive

Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
- e. On the basis of written representations received from the directors as on March 31, 2025 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 of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration has been paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its Notes to the Standalone Financial Statements, if any.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on March 31, 2025.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.
  - (iv) a) The Management has represented to us, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from the borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity including foreign entity ("Intermediaries"), with

- the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever 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 of the Company have represented to us, to the best of the knowledge and belief, no funds have been received by the company from any person or entity, including foreign entity ("Funding parties") with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner what's the 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 audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company, nothing has come to our notice that has caused us to believe that the representations are under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- 3) The company has not declared any dividend in the previous financial year which has been paid in current year. Further, no dividend has been declared/ proposed for the current year accordingly the section 123 of the Act is not applicable to the company.
- 4) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 for the financial year ended 31 March 2025.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYT7469

Place: Secunderabad

Date: 20<sup>th</sup> May 2025



## Annexure “A” to the Independent Auditor’s Report

**(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of BHAGYANAGAR INDIA LIMITED of even date)**

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

1) We have audited the internal financial controls with reference to Financial Statements of BHAGYANAGAR INDIA LIMITED (“the Company”) as of 31 March, 2025 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

2) The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

### **Auditor’s Responsibility**

3) 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 Companies Act, 2013, 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 whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4) 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to financial statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

6) A company’s internal financial control over with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 standalone financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Statements**

7) 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**

8) In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2025, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by Institute of Chartered Accountants of India.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYT7469

Place: Secunderabad

Date: 20<sup>th</sup> May 2025



## Annexure “B” to the Independent Auditor’s Report

**(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of BHAGYANAGAR INDIA LIMITED of even date)**

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

(i) In respect of the company’s Property, Plant and Equipment and intangible assets–

a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i) (a) (B) of the Order is not applicable to the Company.

b) The Property, Plant and Equipment have been physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in Property, Plant and Equipment are held in the name of company.

d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) or intangible assets during the year ended March 31, 2025. Accordingly, the reporting under clause 3(i) (d) of the order is not applicable to the company.

e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition Benami Transactions Act, 1988 (as amended in 2016) (formerly the benami transactions (prohibition) Act, 1988 (45 of 1988) and rules made thereunder and therefore the question of our commenting on whether the company appropriately disclosed the details in its standalone financial statements does not arise.

(ii) In the respect of matters specified in clause (ii) of paragraphs 3 the order:

a) The Company’s business does not involve inventories and, accordingly, the requirement to report on clause 3(ii) (a) of the Order is not applicable to the Company.

(b) As disclosed in notes to the standalone financial statements, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly statement returns with such banks which are in agreement with the books of accounts of the Company.

(iii) In the respect of matters specified in clause (iii) of paragraph 3 the order:

a) On the basis of examination of records of the Company, during the year the Company has granted loans to wholly owned company. The detail of aggregate amount of loans granted during the year and balance outstanding as at the balance sheet date of such loans is as under.

Particulars	Loan ₹ (in lakhs)
<b>Aggregate amount granted/ provided during the year</b>	
- Wholly owned subsidiary	nil
<b>Balance outstanding as at balance sheet date in respect of above cases</b>	
- Wholly owned subsidiary	10931.42

based on the examination of records of the Company and according to the information and explanation given to us during the year, the Company has not provided guarantee or provided security or granted any advances in the nature of loans, secured or unsecured to any Company, Limited Liability Partnerships, Firms or any other parties except mentioned above

b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year, prima facie, not prejudicial to the Company’s interest.

c) Based on the records examined by us and information and explanation given to us, the schedule of repayment of principal and interest has been stipulated and the repayment/ receipts have been regular.

d) There are no amounts of loan and advances in the nature of loans granted to companies which are overdue for more than ninety days.

e) No loan granted by the Company which has fallen due during the year, has been renewed or extended

or fresh loans granted to settle the over dues of existing loans given to the same parties.

- f) The Company has not granted any security or guarantees in the nature of guarantees, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the order is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to
- b) According to the information and explanations given to us and based on the records of the company examined by us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Wealth Tax and other material statutory dues for a period of more than six months from the date they become payable, except the following disputed statutory liabilities have not been deposited in view of pending Appeals.
- (vi) We have broadly reviewed the cost records maintained by the company prescribed by the Central Government of India under section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- a) Based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other statutory dues, as applicable, with the appropriate authorities in India;

Name of Statute	Nature of dues	Amount involved in dispute (lakhs)	Period to which it relates (AY)	Forum where dispute is pending	Remarks
Income Tax Act	Income tax	42.43	2015-16	National Faceless Appeal Centre (NFAC) Delhi	Adjusted/ paid
Income Tax Act	Income tax	14.02	2017-18	National Faceless Appeal Centre (NFAC) Delhi	Adjusted/ paid
Central Excise Act, 1944	Excise Duty	25.01	2010-11	Appeal is pending against CESTAT	Unpaid

- (viii) According to the records of the company examined by us and as per the information and explanation given to us, 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 (43 of 1961).
- (ix) (a) According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any financial institution or banks or lender.
- (b) According to the records of the company examined by us and as per the information and explanations given to us, The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the company examined by us and as per the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate companies.
- (f) According to the records of the company examined by us and as per the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- (x) (a) According to the information and explanations given to us and based on our examination of the



## Annexure "B" to the Independent Auditor's Report

- records of the company, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the company, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under audit and hence reporting under clause 3(x) (b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, during the year and up to the date of this audit report, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the secretarial auditor or by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, during the year there are no whistle blower complaints received by the company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties, are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (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) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) According to the information and explanations given to us and based on our examination of the records of the company, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.
- (d) 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.
- (xvii) In our opinion, there is no cash loss in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) 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 that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us and based on our examination of the records of the company, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII to the companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the



Act. Accordingly reporting under clause 3(xx) (a) and (b) of the Order is not applicable.

(xxi) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYT7469

Place: Secunderabad

Date: 20<sup>th</sup> May 2025



# Balance Sheet

As At 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

PARTICULARS	Note No.	As at 31st March 2025	As at 31st March 2024
<b>ASSETS</b>			
<b>NON- CURRENT ASSETS</b>			
(a) Property, Plant and equipment	5	2,271.35	2,524.39
(b) Financial Assets			
- Investments	6(a)	3,646.00	3,646.00
- Loans and Advances	7(a)	10,931.42	11,306.68
(c) Deferred tax assets (net)	8	48.37	45.03
<b>SUB TOTAL (A)</b>		<b>16,897.14</b>	<b>17,522.10</b>
<b>CURRENT ASSETS</b>			
(a) Financial assets			
- Investments	6(b)	10.20	0.19
- Loans and Advances	7(b)	284.18	
- Trade receivables	9	88.73	129.38
- Cash and cash equivalents	10	2.04	107.36
- Bank Balance other than Cash and cash equivalents	11	271.37	5.07
Current Tax Assets (net)	12	196.81	360.95
Other current assets	13	5.33	11.34
<b>SUB TOTAL (B)</b>		<b>858.66</b>	<b>614.29</b>
<b>TOTAL ASSETS (A + B)</b>		<b>17,755.80</b>	<b>18,136.40</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(i) Equity Share Capital	14	639.90	639.90
(ii) Other Equity	15	16,915.84	16,769.94
<b>SUB TOTAL (A)</b>		<b>17,555.74</b>	<b>17,409.84</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
- Borrowings	16	76.92	695.83
Trade Payables			
- Total Outstanding dues of Micro and Small Enterprises		-	-
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	17	6.46	-
- Other Current financial liabilities	18	12.35	15.08
(b) Other current liabilities	19	96.72	9.81
(c) Provisions	20	7.62	5.83
<b>SUB TOTAL (B)</b>		<b>200.06</b>	<b>726.56</b>
<b>TOTAL EQUITY AND LIABILITIES (A + B)</b>		<b>17,755.80</b>	<b>18,136.40</b>
Significant accounting policies and key accounting estimates and judgements	1 to 4		
The accompanying notes form an integral part of financial statements	29 to 50		

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN: 08761949

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215

# Statement of Profit & Loss Account

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

PARTICULARS	Note No.	For the Year ended 31.03.2025	For the Year ended 31.03.2024
<b>I INCOME</b>			
REVENUE FROM OPERATIONS	21	527.73	72,469.79
<b>II OTHER INCOME</b>	22	391.01	4,704.39
<b>III TOTAL INCOME (I + II)</b>		<b>918.74</b>	<b>77,174.17</b>
<b>IV EXPENSES</b>			
Cost of Raw Materials and Components Consumed	23	-	60,428.04
Work-in-Progress and Stock in Trade	24	-	6,221.09
Employee Benefit Expenses	25	119.48	514.04
Finance Costs	26	19.70	535.99
Depreciation and Amortisation Expenses	27	233.58	341.79
Other Expenses	28	335.42	4,475.57
<b>TOTAL EXPENSES</b>		<b>708.18</b>	<b>72,516.52</b>
<b>V PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (III - IV)</b>		<b>210.57</b>	<b>4,657.66</b>
<b>VI EXCEPTIONAL ITEMS</b>		-	-
<b>VII PROFIT BEFORE TAX (V+VI)</b>		<b>210.57</b>	<b>4,657.66</b>
<b>VIII TAX EXPENSE</b>			
1. Current Tax		68.00	710.00
2. Deferred Tax Liability/(Asset)		(3.34)	13.63
<b>IX PROFIT AFTER TAX (VII-VIII)</b>		<b>145.90</b>	<b>3,934.03</b>
<b>X OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to profit or loss		-	-
Items that will be reclassified to profit or loss		-	-
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>		-	-
<b>XI Total Comprehensive Income / (Loss) for the year (IX+X)</b>		<b>145.90</b>	<b>3,934.03</b>
<b>XII Earning Per Equity Share</b>			
(a) Basic		0.46	12.30
(b) Diluted		0.46	12.30

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of financial statements

29 to 50

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN: 08761949

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215



# Cash Flow Statement

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

	For the Year ended 31.03.2025	For the Year ended 31.03.2025	For the Year ended 31.03.2024	For the Year ended 31.03.2024
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit (Loss) before Tax and Exceptional Items		210.57		4,657.66
Adjustments for Non-Operating Activities:				
Depreciation	229.98		338.19	
Amortisation of lease rent	3.60		3.60	
Sundry balance written off	-		40.53	
Sundry balance written back	(5.87)		(21.46)	
Interest paid	19.70		535.99	
(Profit)/loss on sale of fixed assets	(139.49)		(4,262.69)	
Interest received	(11.19)	96.72	(259.76)	(3,625.60)
<b>Operating Profit before Working Capital Changes</b>		<b>307.29</b>		<b>1,032.06</b>
<b>Movement in Working Capital</b>				
Increase/ (Decrease) in other current liabilities	86.91		(1,421.57)	
Increase/ (Decrease) in provisions	1.79		(66.84)	
Increase/ (Decrease) in other financial liabilities	(2.73)		(14.12)	
Increase/ (Decrease) in trade payables	12.34		(2,919.03)	
(Increase)/ Decrease in other current assets	6.01		3,026.30	
(Increase)/ Decrease in trade receivables	40.65		10,134.03	
(Increase)/ Decrease in inventory	-	144.96	8,910.53	17,649.29
<b>Cash Generation From Operations</b>		<b>452.25</b>		<b>18,681.36</b>
Direct Taxes (Net)		96.14		(729.64)
<b>Net Cash from Operating Activities (A)</b>		<b>548.39</b>		<b>17,951.72</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Loans given	91.08		(9,993.82)	
Interest received	11.19		259.76	
Purchase of fixed assets	(1.65)		(164.58)	
Addition in CWIP	-		14.41	
Sale of fixed assets	160.60		5,157.48	
Investment in Subsidiary	-		(1,643.81)	
Investment in Related Body corporates	(10.01)		-	
<b>Net Cash from / (Used in) Investing Activities (B)</b>		<b>251.22</b>		<b>(6,370.57)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Interest Paid	(19.70)		(535.99)	
(Repayment) of borrowings from bank	(618.92)		(11,013.35)	
(Increase)/Decrease in restricted deposits	(266.31)		70.74	
<b>Net Cash (used in) /from Financing Activities (C)</b>		<b>(904.93)</b>		<b>(11,478.60)</b>
<b>Net Increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>		<b>(105.32)</b>		<b>102.55</b>
<b>Opening cash and cash equivalent at the beginning of the year</b>		<b>107.36</b>		<b>4.82</b>
<b>Closing cash and cash equivalent at the end of the year</b>		<b>2.04</b>		<b>107.36</b>
<b>Net Increase/(decrease) in cash &amp; cash equivalents</b>		<b>(105.32)</b>		<b>102.55</b>

(All amounts are in Indian Rupees (lakhs))

1. The Cash flow Statement has been prepared as set out in Indian Accounting Standard (IND AS) 7 : STATEMENT OF CASH FLOWS, as amended by Companies (Indian Accounting Standards) (Amendment) Rules 2016. This is the Cash Flow Statement referred to in our report of even date attached

2	Components of cash and cash equivalents	2024-25	2023-24
	Cash In hand	0.04	0.17
	Balances with bank	2.00	107.19
	<b>TOTAL</b>	<b>2.04</b>	<b>107.36</b>

3. Accompanied notes to accounts forms an integral part of the Standalone financial statements.

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of financial statements

29 to 50

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN: 08761949

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215





# Statement of Changes in Equity

For the year ended 31<sup>st</sup> March, 2025

[All amounts are in Indian Rupees (lakhs)]

## A. Equity Share capital

Particulars	No of shares	Amount
Balance as at 1 April 2024	3,19,95,000	639.90
Changes in equity share capital during 2024-25	-	-
Balance as at 31 March 2025	3,19,95,000	639.90
Balance as at 1 April 2023	3,19,95,000	639.90
Changes in equity share capital during 2023-24	-	-
Balance as at 31 March 2024	3,19,95,000	639.90

## B. Other equity

PARTICULARS	Reserve & Surplus				Total
	Retained Earnings	General Reserve	Capital Reserve	Capital Redemption Reserve	
Balance at 1 April, 2024	13,892.97	2,500.00	166.77	210.20	16,769.94
Profit for the year	145.90	-	-	-	145.90
Other Comprehensive Income (net of tax)	-	-	-	-	-
Add: Transferred (to)/from Retained Earnings	-	-	-	-	-
Balance at 31 March, 2025	14,038.88	2,500.00	166.77	210.20	16,915.84
Balance at 1 April, 2023	9,958.95	2,500.00	166.77	210.20	12,835.91
Profit for the year	3,934.03	-	-	-	3,934.03
Other Comprehensive Income (net of tax)	-	-	-	-	-
Add: Transferred (to)/from Retained Earnings	-	-	-	-	-
Balance at 31 March, 2024	13,892.97	2,500.00	166.77	210.20	16,769.94

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of financial statements

29 to 50

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar Copper Private Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN : 01829157

Place: Secunderabad,

Date : 05.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215

# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES

### Notes Forming part of Standalone Financial Statements

#### 1. CORPORATE OVERVIEW

Bhagyanagar India Ltd ("the company") is a Company registered under the Companies Act, 1956. It is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). It was incorporated on 2<sup>nd</sup> September, 1985 having its registered office at 5<sup>th</sup> Floor, Surya Towers, Sardar Patel Road, and Secunderabad-500003. The company's CIN No. is L27201TG1985PLC012449. The company is engaged in the manufacture of copper products.

The financial statements of the Company have been approved by the Board of Directors in their meeting held on May 20, 2025.

#### 2. BASIS OF PREPARATION:

##### a) Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ("IndAS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (amended), guidelines issued by the Securities and Exchange Board of India (SEBI), and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial Statement, other relevant provisions of the Act and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### b) Basis of Measurement

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

- Certain financial assets & liabilities (including derivative instruments)
- Defined Benefit Plans as per actuarial valuation
- Share based Payments

##### c) Functional and Presentation Currency

The financial statements have been presented in Indian Rupees (₹), which is also the Company's functional

currency. All financial information presented in ₹ has been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

#### 3. Use of Assumptions, Judgments and Estimates

The key assumption, judgment and estimation at the reporting date, that have significant risk causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are describe below. The company based its assumption, judgment and estimation on parameters available on the financial statements were prepared. Existing circumstances and assumption about future development, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumption when they occur.

##### i) Revenue

The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

##### ii) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss is recognized as an expense in the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

##### iii) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition



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rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

## iv) Fair value measurement of financial instruments

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

## v) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

## vi) Share-based payments

The Company measures the cost of equity-settled transactions with employees using Black-Scholes model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

### Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting

date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense. No expense is recognized for awards that do not ultimately vest because service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## vii) Recognition of Deferred Tax Assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits.

## viii) Classification of Leases

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

## ix) Restoration, rehabilitation and decommissioning

Estimation of restoration/ rehabilitation/ decommissioning costs requires interpretation of scientific and legal data, in addition to assumptions about probability of future costs.

## x) Provisions and Contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is

(All amounts are in Indian Rupees (lakhs))

applied best judgement by management regarding the probability of exposure to potential loss.

#### **d) Classification of Assets and Liabilities into Current/Non-Current**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

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

All the other assets are classified as non-current.

Similarly, a liability is current if:

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

The Company classifies all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as current assets and liabilities respectively.

#### **4. SIGNIFICANT ACCOUNTING POLICIES:**

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements, unless otherwise stated.

##### **1) Inventories**

###### **a) Raw materials:**

Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

###### **b) Work-in-progress (WIP) and finished goods**

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

###### **c) Waste / Scrap**

Waste / Scrap inventory is valued at NRV. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

However, materials and other supplies held for use in the production of inventories (finished goods, work-in-progress) are not written down below the cost if the finished products in which they will be used are expected to sell at or below the cost.

Materials in transit are valued at cost to date.

###### **d) Stores, spares and consumables**

Stores spares, packing material and all consumables' items held for use in the production of inventories are charged to profit & loss account as and when purchased.

Provision is recognized for damaged, defective or obsolete stocks where necessary.

##### **2) Cash and Cash Equivalents**

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

##### **3) Cash Flows**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

##### **4) Income Tax**

Income Tax comprises current and deferred tax.

###### **a) Current Tax**

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in the statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.



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## b) Deferred Tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the ICAI, the said asset is created by way of credit to statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

## 5) Property, Plant and Equipment

### a) Recognition and Measurement

- i) Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- ii) Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- iii) In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labor,

allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.

- iv) For transition to IND AS, the company has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.
- v) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit and loss.
- vi) Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.
- vii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- viii) The Company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.
- ix) Research and development costs that are in nature of tangible/ intangible assets and are expected to generate probable future economic benefits are capitalized and classified under tangible/intangible assets and depreciated on the same basis as other fixed assets. Revenue expenditure on research and development is charged to the statement of profit and loss in the year in which it is incurred.

### b) Depreciation and Amortization

- i) Depreciation commences when the assets are ready for their intended use which is generally on commissioning. Depreciation on property, plant and equipment is provided under Straight Line Method over the useful lives of assets prescribed by Schedule II of the Companies Act, 2013. Depreciation in change in the value of fixed assets due to exchange rate fluctuation



(All amounts are in Indian Rupees (lakhs))

has been provided prospectively over the residual life of the respective assets. Land is not depreciated.

The estimated useful lives of property plant and equipment of the company are as follows:

Building	30-60 Years
Leasehold Improvements	Shorter of lease period or estimated useful lives
Plant and Equipment	7-25 Years
Furniture and Fixtures	8-10 Years
Vehicles	8-10 Years
Office Equipment's	5 Years

- ii) Depreciation in respect of property, plant and equipment added / disposed of during the year is provided on pro-rata basis, with reference to the date of addition/disposal.

## 6) Intangible Assets

- i) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.
- ii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss.
- iii) Intangible assets are amortised on straight line basis over its estimated useful life of 5 years.

## 7) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

## 8) Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

## 9) Investment in Joint-Venture

Investment in Joint-venture is measured at cost less impairment loss, if any.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives the Company rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement.

## 10) Investment in subsidiaries and associates

Investments in subsidiaries and associates are recognised at cost as per IND AS 27. Except where investments accounted for at cost shall be accounted for in accordance with IND AS 105, Non-current Assets held for Sale and Discontinued Operations, when they are classified as held for sale.

## 11) Leases

### a) The Company as lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.



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Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

## b) The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

## c) Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method)

and by reducing the carrying amount to reflect the lease payments made.

The Company re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

## d) Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term, the management considers all facts and circumstances that

(All amounts are in Indian Rupees (lakhs))

create an economic incentive to exercise an extension option, or not exercise a termination option.

## 12) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amount receivable from sale of copper products, sale of energy, lease rental and export incentives, stated net of discounts.

Ind AS 115 "Revenue from Contracts with Customers", introduced one single new model for recognition of revenue which includes a 5-step approach and detailed guidelines. Among other, such guidelines are on allocation of revenue to performance obligations within multi-element arrangements, measurement and recognition of variable consideration and the timing of revenue recognition.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

### a) Revenue from sale of goods

Revenue from the sale copper products is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Company recognizes revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the products in accordance with the agreed delivery plan.

In case of related party transactions where related party meets the definition of customer (i.e. a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognized based on the principles of IND AS 115.

Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

Revenues for services are recognized when the service rendered has been completed.

### b) Revenue from services

Revenue from services mainly consists of the following;

#### Income from Lease Rent

Revenue from services, which mainly consists of lease rentals from letting of space, is recognized over time on satisfying performance obligations as per the

terms of agreement, that is, by reference to the period in which services are being rendered. Revenue from services, if any, involving single performance obligation is recognized at a point in time

#### Income from job works

Income from job work is accounted for on the basis of actual quantity dispatched. When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion (Percentage of Completion Method) of the transaction at the end of the reporting period. Advances received from the customers are reported as customer's deposits unless the above conditions for revenue recognition are met.

#### Sale of energy

Revenue from operations comprises of sale of power. Revenue is recognized at an amount that reflects the consideration for which the Company expects to be entitled in exchange for transfer of power (goods / service) to the customer. Revenue from sale of power is accounted for in accordance with tariff provided in Power Purchase Agreement (PPA) read with the regulations of respective regulatory authorities and no significant uncertainty as to the measurability or collectability exist. There is no impact on the adoption of the standard in the financial statement as the Company's revenue primarily comprised of revenue from sale of power and the recognition criteria of this revenue stream is largely unchanged by Ind AS 115.

#### Contract Assets

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Unbilled receivables where further subsequent performance obligation is pending are classified as contract assets when the company does not have unconditional right to receive cashes per contractual terms. Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

#### Impairment of Contract asset

The Company assesses a contract asset for impairment in accordance with Ind AS 109. An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.



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## Contract Liability

Contract Liability is recognized when there are billings in excess of revenues and it also includes consideration received from customers for whom the company has pending obligation to transfer goods or services.

The billing schedules agreed with customers include periodic performance-based payments and / or milestone-based progress payments. Invoices are payable within contractually agreed credit period.

## Modification in contract

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

## c) Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets' net carrying amount on initial recognition.

## 13) Retirement and other employee benefits

### a) Short Term Employee Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

### b) Other Long Term Employee Benefits

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognized in books of accounts. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial

assumptions are recognized in statement of profit and loss.

## c) Post-Employment Benefits

The Company operates the following post-employment schemes:

### i) Defined Benefit Plan

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods.

The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method. The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Past service cost is recognized in the statement of profit and loss in the period of a plan amendment. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognized in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognized in OCI is reflected immediately in retained earnings and will not be reclassified to statement of profit and loss.

### ii) Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognized as expenditure in the statement of profit and loss and/or carried to Construction work-in-progress when an employee renders the related service.

## 14) Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and the Company will comply with all the attached conditions.

(All amounts are in Indian Rupees (lakhs))

- a) Government grants are recognized in the statement of profit or loss on a systematic basis over the periods in which the Company recognizes the related costs for which the grants are intended to compensate.
- b) Grants related to acquisition/ construction of property, plant and equipment are recognized as deferred revenue in the Balance Sheet and transferred to the statement of profit or loss on a systematic and rational basis over the useful lives of the related asset.

## 15) Foreign Currency Transactions

- a) The functional currency and presentation currency of the company is Indian Rupee (₹).
- b) Transactions in currencies other than the company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each balance sheet date, foreign currency monetary items are reported using the closing rate.
- c) Non- monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange difference that arises on settlement of monetary items or on reporting of monetary items at each Balance sheet date at the closing spot rate are recognized in profit or loss in the period in which they arise except for:
  - i) exchange difference on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings; and
  - ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks.
  - iii) exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to the Statement of Profit and Loss on repayment of the monetary items.

According to Appendix B of Ind AS 21 "Foreign currency transactions and advance consideration", purchase or sale transactions must be translated at the exchange rate prevailing on the date the asset or liability is initially recognized. In practice, this is usually the date on which the advance payment is paid or received. In the case of multiple advances, the exchange rate must be determined for each payment and collection transaction

## 16) Borrowing Cost

Borrowing cost include interest expense calculated using the Effective interest method, finance charges in respect of assets acquired on finance lease and exchange difference arising on foreign currency borrowings to

the extent they are regarded as an adjustment to the finance cost.

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The Company considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long-term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

## 17) Earnings per Share

Earnings per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equities shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 18) Exceptional Item

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company.

## 19) Financial Guarantee Contract

Financial guarantee contract provided to the lenders of the Company by its Parent Company is measured at their fair values and benefit of such financial guarantee is recognized to equity as a capital contribution from the parent.

## 20) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and





# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

## a) Financial Assets

### i) Classification and Subsequent Measurement

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

- Measured at Amortized Cost
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Measured at Fair Value Through Profit or Loss (FVTPL) and
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

#### Measured at Amortized Cost

The Financial assets are subsequently measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognized in the statement of profit and loss.

#### Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

The financial assets are measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the statement of profit and loss in investment income.

#### Measured at Fair Value Through Profit or Loss (FVTPL)

Financial assets are measured at fair value through profit or Loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognized in the statement of profit and loss. The net gains or loss recognized in statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

#### Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

### ii) Derecognition

The Company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### iii) Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the

(All amounts are in Indian Rupees (lakhs))

financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company uses historical default rate to determine impairment loss on the portfolio of trade receivables. At all reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analyzed.

For other assets, the Company uses 12-month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

#### iv) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognized in the statement of profit and loss.

### b) Financial Liabilities and equity instruments

Debts and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an equity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

#### Financial Liabilities

##### i) Recognition and Initial Measurement

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

##### ii) Subsequent Measurement

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for-

trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

##### iii) Financial Guarantee Contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is -measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

##### iv) De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

##### v) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in statement of profit and loss. The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

##### vi) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

## c) Derivative financial instruments

The Company uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

## d) Derivatives and Hedge Accounting

Derivatives are initially recognized at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognized in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The Company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Company documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which is a cash flow hedge.

## e) Cash Flow Hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognized in the Statement of Profit and Loss. Amounts previously recognized and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non- financial asset, such gains / losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non- financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains / losses recognized in other comprehensive income and accumulated in equity at that time remain in equity and is reclassified when the underlying transaction is

ultimately recognized. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognized immediately in the Statement of Profit and Loss.

## 21) Provisions, Contingent Liabilities and Contingent Assets

### a) Provisions

- i) Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

### ii) Decommissioning Liability

Restoration/ Rehabilitation/ Decommissioning cost are provided for in the accounting period when the obligation arises based on the NPV of the estimated future cost of restoration to be incurred. It includes the dismantling and demolition of infrastructure and removal of residual material. This provision is based on all regulatory requirements and related estimated cost based on best available information.

### iii) Onerous Contracts

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

### b) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized

(All amounts are in Indian Rupees (lakhs))

because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### c) Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

## 22) Operating Segment

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker. An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of the Company and for which discrete financial information is available. All operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.

## 23) Employee Share based payment

Equity-settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Employee Stock Options Account". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Employee Stock Options Account" are transferred to the "General Reserve". When the options are exercised, the Company issues new equity shares of the Company of ₹1/- each fully paid-up. The proceeds received and the related balance standing to credit of the Employee Stock Options Account, are credited to share capital (nominal value) and Securities Premium Account.

## 24) Measurement of Fair Values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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

that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

## 25) Non-Current Assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale. Indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

## 26) Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

## 27) Research and Development

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## Note : 5 Property, Plant and Equipment

Following are the changes in the carrying value of Property, Plant and Equipment's for the Year Ended 31<sup>st</sup> March 2025

All amounts in Indian Rupee (lakhs)

Particulars	Freehold Land	Lease Hold Land	Building	Plant & Equipment's	Electrical Installation	Office Equipment	Vehicles	Furniture and Fixtures	Computers	Library	Grand Total
<b>Gross carrying Value as of April 01, 2024</b>	<b>1,512.02</b>	<b>41.75</b>	<b>480.93</b>	<b>4,813.53</b>	-	-	-	-	-	-	<b>6,848.22</b>
Additions	-	-	-	-	-	1.65	-	-	-	-	1.65
Deletions	21.11	3.60	3.61	-	-	-	-	-	-	-	28.32
<b>Gross carrying Value as at March 31, 2025</b>	<b>1,490.91</b>	<b>38.15</b>	<b>477.31</b>	<b>4,813.53</b>	-	<b>1.65</b>	-	-	-	-	<b>6,821.55</b>
Accumulated depreciation as at April 01, 2024	-	-	297.68	4,026.15	-	-	-	-	-	-	4,323.83
Depreciation	-	-	15.62	214.20	-	0.16	-	-	-	-	229.98
Accumulated depreciation on disposals	-	-	3.61	-	-	-	-	-	-	-	3.61
<b>Accumulated depreciation as at March 31, 2025</b>	<b>-</b>	<b>-</b>	<b>309.68</b>	<b>4,240.35</b>	-	<b>0.16</b>	-	-	-	-	<b>4,550.20</b>
<b>Carrying Value as at March 31, 2025</b>	<b>1,490.91</b>	<b>38.15</b>	<b>167.63</b>	<b>573.17</b>	-	<b>1.49</b>	-	-	-	-	<b>2,271.35</b>

Following are the changes in the carrying value of Property, Plant and Equipment's for the Year Ended 31<sup>st</sup> March 2024

All amounts in Indian Rupee (lakhs)

Particulars	Freehold Land	Lease Hold Land	Building	Plant & Equipment's	Electrical Installation	Office Equipment	Vehicles	Furniture and Fixtures	Computers	Library	Grand Total
<b>Gross carrying Value as at April 01, 2023</b>	<b>1,512.13</b>	<b>45.35</b>	<b>474.39</b>	<b>7,673.49</b>	<b>396.18</b>	<b>178.62</b>	<b>589.25</b>	<b>161.80</b>	<b>89.78</b>	<b>0.02</b>	<b>11,121.00</b>
Additions	-	-	6.53	143.77	13.24	3.13	0.75	0.18	4.41	-	172.01
Disposals	0.11	3.60	-	3,003.74	409.42	181.74	590.00	161.97	94.19	0.02	4,444.80
<b>Gross carrying Value as at March 31, 2024</b>	<b>1,512.02</b>	<b>41.75</b>	<b>480.93</b>	<b>4,813.53</b>	-	-	-	-	-	-	<b>6,848.22</b>
Accumulated depreciation as at April 01, 2023	-	-	283.86	6,038.09	347.91	167.85	448.26	154.12	84.52	0.02	7,524.62
Depreciation	-	-	13.82	289.35	6.31	1.46	23.41	0.21	3.63	-	338.19
Accumulated depreciation on disposals	-	-	-	2,301.47	354.22	169.30	471.49	154.33	88.14	-	3,538.96
<b>Accumulated depreciation as at March 31, 2024</b>	<b>-</b>	<b>-</b>	<b>297.68</b>	<b>4,026.15</b>	-	-	-	-	-	-	<b>4,323.83</b>
<b>Carrying Value as at March 31, 2024</b>	<b>1,512.02</b>	<b>41.75</b>	<b>183.25</b>	<b>787.38</b>	-	-	-	-	-	-	<b>2,524.39</b>



(All amounts are in Indian Rupees (lakhs))

**Note: 6(a)**

Investments (Non Current)	Sub Note	As at 31.03.2025		As at 31.03.2024	
		No.s	Value	No.s	Value
<b>A) Investment in Subsidiaries</b>					
<b>I) Equity Instruments (Unquoted - At Cost)</b>					
Bhagyanagar Copper Pvt Ltd	6(ai)	2,00,00,000	2,000.00	2,00,00,000	2,000.00
(Equity shares of ₹10/-each fully paid up)					
<b>SUB - TOTAL (A)</b>		-	<b>2,000.00</b>	-	<b>2,000.00</b>
Bhagyanagar Copper Pvt Ltd					
(Non Cumulative Preference shares of ₹10/-each fully paid up at a premium of ₹6.44/-each)		1,00,00,000	1,644.00	1,00,00,000	1,644.00
<b>SUB - TOTAL (B)</b>			<b>1,644.00</b>		<b>1,644.00</b>
<b>II) Investment in other Body Corporates</b>					
Investment in Equity Instruments (Unquoted)					
Mana Effluent Treatment Plant Limited		200	2.00	200	2.00
(Equity shares of ₹1000/-each fully paid up)					
<b>SUB - TOTAL (C)</b>			<b>2.00</b>		<b>2.00</b>
<b>GRAND TOTAL (A+B+C)</b>			<b>3,646.00</b>		<b>3,646.00</b>

**Note - 6(ai)****Terms of 1% Non Cumulative Optionally Convertible Preference Shares (OCPS)**

The OCPS shall be converted at the option of the company or shareholder into such number of equity share of ₹10/- each, at the higher of Fair Market Value determined as on the date of conversion or ₹10/- per equity share but not later than 5 years from the date of allotment of the OCPS i.e. February 19<sup>th</sup>, 2024.

**Note: 6(b)**

Investments (Current)	Sub Note	As at 31.03.2025		As at 31.03.2024	
		No.s	Value	No.s	Value
<b>Equity Instruments (Unquoted - At Cost)</b>					
<b>Investment in Related Body Corporates</b>					
<b>A) Surana Electrix Limited</b>		51,000	5.10	1,900	0.19
(Equity shares of ₹10/-each fully paid up)					
<b>B) Cresentia Technology Private Limited</b>		51,000	5.10	-	-
(Equity shares of ₹10/-each fully paid up)					
<b>TOTAL</b>		-	<b>10.20</b>	-	<b>0.19</b>

**Note: 7(a)**

Loans (Non-current)		As at 31.03.2025	As at 31.03.2024
<b>Considered good – Unsecured</b>			
Loan receivables considered good		10,931.42	11,306.68
Loan receivables which have significant increase in credit risk		-	-
Loan receivables -credit impaired		-	-
Less: Provision for doubtful		-	-
<b>Total</b>		<b>10,931.42</b>	<b>11,306.68</b>



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

**Loans due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member has been separately stated as follows**

Type of Borrower	Note	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan
<b>Related Parties</b>		<b>As at 31st March 2025</b>		<b>As at 31st March 2024</b>	
<b>Loan to Subsidiary Company</b>					
Bhagyanagar Copper Private Limited	7 (a)	10,931.42	100%	11,306.68	100%
<b>Total</b>		<b>10,931.42</b>	<b>100%</b>	<b>11,306.68</b>	<b>100%</b>

**Note 7(a) - Unsecured loan have been given for the business purpose for the period of 6-8years, its an interest free loan**

## Note: 7(b)

<b>Loans (Current)</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Considered good – Unsecured</b>		
Loan receivables considered good	284.18	-
Loan receivables which have significant increase in credit risk	-	-
Loan receivables –credit impaired	-	-
Less: Provision for doubtful	-	-
<b>Total</b>	<b>284.18</b>	<b>-</b>

**Loans due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member has been separately stated as follows**

Type of Borrower	Note	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan
<b>Related Parties</b>		<b>As at 31st March 2025</b>		<b>As at 31st March 2024</b>	
<b>Loan to related Body Corporates</b>					
Surana Electrix Private Limited		281.00	98.88%	-	-
Crescentia Technology Private Limited		3.18	1.1%	-	-
<b>Total</b>		<b>284.18</b>	<b>100%</b>	<b>-</b>	<b>-</b>

## Note: 8

<b>Deferred Tax Assets (Net)</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>(a) Deferred Tax Asset at the beginning of the year</b>	45.03	58.66
Add/(Less): Deferred Tax Asset/ (Liability) for the year, on account of depreciation	3.34	(13.63)
<b>TOTAL</b>	<b>48.37</b>	<b>45.03</b>

## Note: 9

<b>Trade Receivables</b>	<b>Sub Note</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Considered good – Unsecured*</b>			
Undisputed trade receivables considered good		88.73	129.38
Undisputed trade receivables –credit impaired		-	-
Less: Allowance for expected credit losses		-	-
<b>TOTAL</b>		<b>88.73</b>	<b>129.38</b>

(All amounts are in Indian Rupees (lakhs))

**Trade receivables ageing schedule**

As at 31.03.2025	Outstanding for following periods from due date of payment as on Balance sheet date					
Particulars	Less than 6 month	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables						
considered good	88.73	-	-	-	-	88.73
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>88.73</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>88.73</b>

As at 31.03.2024	Outstanding for following periods from due date of payment as on Balance sheet date					
Particulars	Less than 6 month	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables						
considered good	129.38	-	-	-	-	129.38
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>129.38</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>129.38</b>

- a. There are no disputed trade receivables in the current and previous year.
- b. All the Trade Receivables are Unsecured and considered good
- c. Trade receivables are generally with the credit term of 30 to 90 days and are non interest bearing.
- d. The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.
- e. The Carrying amount of trade receivables is pledged as security for borrowings.
- f. No Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

**Note: 10**

Cash and cash Equivalents	As at 31.03.2025	As at 31.03.2024
(a) Cash & Cash Equivalents		
(i) Balances in Cash credit account	-	91.07
(ii) Balances in current account	2.00	16.12
(ii) Cash in Hand	0.04	0.17
<b>TOTAL</b>	<b>2.04</b>	<b>107.36</b>

**Cash and Cash Equivalents are denominated and held in Indian Rupees.****Note: 11**

Other Balances with Bank	As at 31.03.2025	As at 31.03.2024
(i) Margin Money Deposit Against Bank Guarantee/Overdraft (With original Maturity of more than 3 months and less than 1 year)	267.70	5.00
(ii) Accrued interest Fixed Deposit	3.67	0.07
<b>TOTAL</b>	<b>271.37</b>	<b>5.07</b>

Earmarked balances with banks are denominated and held in Indian Rupees.

**Note: 12**

Current Tax Assets (Net)	As at 31.03.2025	As at 31.03.2024
(a) Income tax Receivable (Including Advance Tax)	264.81	1,070.95
Less: Provision for Taxes	68.00	710.00
<b>TOTAL</b>	<b>196.81</b>	<b>360.95</b>



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

## Note: 13

Other Current Assets	As at 31.03.2025	As at 31.03.2024
<b>(Unsecured, Considered Good Unless Otherwise Stated)</b>		
(i) Balances with Statutory Authorities	0.07	-
(ii) Advances To Suppliers	4.21	10.40
(iii) Loans to Staff	1.04	0.94
<b>TOTAL</b>	<b>5.33</b>	<b>11.34</b>

No advances are due from directors or other officers of the company or any of them either severally or jointly with any other persons or advances due to firms or private companies respectively in which any director is a partner or a director or member

## Note: 14

Share Capital	As at 31.03.2025		As at 31.03.2024	
	Number	Rupees	Number	Rupees
<b>Authorised</b>				
Equity Shares of ₹2/- each	12,50,00,000	2,500.00	12,50,00,000	2,500.00
<b>Issued</b>				
Equity Shares of ₹2/- each	3,19,95,000	639.90	3,19,95,000	639.90
<b>Subscribed &amp; Paid up</b>				
Equity Shares of ₹2/- each fully paid	3,19,95,000	639.90	3,19,95,000	639.90
<b>Total</b>	<b>3,19,95,000</b>	<b>639.90</b>	<b>3,19,95,000</b>	<b>639.90</b>

### a. Terms /Rights attached to Shareholders

The Company has only one class of issued shares i.e. Equity Shares having par value of ₹2 per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

### b. Reconciliation of Equity Shares Outstanding at the Beginning and at the end of the Reporting Period

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	Rupees	Number	Rupees
Shares outstanding at the beginning of the year	3,19,95,000	639.90	3,19,95,000	639.90
Changes during the year	-	-	-	-
Shares outstanding at the end of the year	3,19,95,000	639.90	3,19,95,000	639.90

### c. Detail of shareholders holding more than 5% of issued Share Capital.

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
SURANA INFOCOM PRIVATE LIMITED	42,76,346	13.37	42,76,346	13.37
DEVENDRA SURANA	33,45,549	10.46	33,45,549	10.46
MANISH SURANA	30,81,055	9.63	31,33,013	9.79
NAMRATA SURANA	18,70,435	5.85	18,70,435	5.85
NARENDRA SURANA	25,22,709	7.88	28,85,818	9.02
	<b>1,50,96,094</b>	<b>47.19</b>	<b>1,55,11,161</b>	<b>48.49</b>

Rights, preferences and restriction attached to the Equity Shares

The Equity Shares of the Company, having par value of ₹2.00 per share, rank pari passu in all respects including voting rights and entitlement of dividend.

(All amounts are in Indian Rupees (lakhs))

**d) Shares Held by Promoters at the end of the year**

Particulars	As at 31.03.2025			As at 31.03.2024		
	No. of shares Held	% of Holding of total shares	% change during the year	No. of shares Held	% of Holding of total shares	% change during the year
G M SURANA (MHUF)	1,78,775	0.56	-	1,78,775	0.56	-
NARENDRA SURANA (HUF)	1,06,500	0.33	-	1,06,500	0.33	-
DEVENDRA SURANA (HUF)	67,500	0.21	-	67,500	0.21	-
G M SURANA (HUF)	1,66,380	0.52	-	1,66,380	0.52	-
NAMRATA SURANA	18,70,435	5.85	-	18,70,435	5.85	-
DEVENDRA SURANA	33,45,549	10.46	-	33,45,549	10.46	-
SUNITA SURANA	15,51,696	4.85	-	15,51,396	4.85	-
NARENDRA SURANA	25,22,709	7.88	(2.62]	28,85,818	9.02	1.38
VINITA SURANA	6,96,822	2.18	-	6,96,822	2.18	0.06
MANISH SURANA	30,81,055	9.63	(0.15]	31,33,013	9.78	0.27
NIVRITI SAMKIT JAIN	3,47,500	1.09	-	3,47,500	1.09	-
RAHUL SURANA	14,04,500	4.39	-	14,04,500	4.39	-
SRESHA SURANA	6,48,600	2.03	-	6,48,600	2.03	0.07
MITALI SURANA SARAOGI	3,00,000	0.94	-	3,00,000	0.94	-
ADVAIT SURANA	10,17,036	3.18	-	10,17,036	3.18	-
BHAGYANAGAR SECURITIES PRIVATE LIMITED	62,915	0.20	(0.05]	78,957	0.25	-
SURANA INFOCOM PRIVATE LIMITED	42,76,346	13.37	-	42,76,346	13.37	0.20
SURANA TELECOM AND POWER LIMITED	9,25,221	2.89	(0.45]	10,68,544	3.34	0.32

The shareholding information has been extracted from the records of the Company including register of shareholders/ members and is based on legal ownership of shares.

**Note: 15**

<b>Other Equity</b>	As at 31.03.2025	As at 31.03.2024
<b>General Reserves</b>		
Balance as per Last Account	2,500.00	2,500.00
Add: Transferred from Retained Earnings	-	-
<b>Balance at the year end</b>	<b>2,500.00</b>	<b>2,500.00</b>
<b>Capital Reserves</b>		
Balance as per Last Account	166.77	166.77
<b>Balance at the year end</b>	<b>166.77</b>	<b>166.77</b>
<b>Capital Redemption Reserve</b>		
Balance as per Last Account	210.20	210.20
<b>Balance at the year end</b>	<b>210.20</b>	<b>210.20</b>
<b>Retained Earnings</b>	13,892.97	9,958.95
Add: Profit during the year/period	145.90	3,934.03
<b>Amount available for Appropriation</b>	<b>14,038.88</b>	<b>13,892.97</b>
Transfer to General Reserve	-	-
<b>Balance at the year end</b>	<b>14,038.88</b>	<b>13,892.97</b>
<b>TOTAL</b>	<b>16,915.84</b>	<b>16,769.94</b>

The Description, Nature and Purpose of each reserve with in equity are as follows:

**General Reserve:** This reserve is the retained earnings of the company, which are kept aside out of the Company's profit to meet future (known or unknown) obligations.

**Retained Earnings:** Retained earnings comprise of net accumulated profit/(loss) of the company, after declaration of dividend.





# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

**Capital Reserve:** Capital Reserve was created on account of merger of various entities with the company.

**Capital Redemption Reserve:** Capital Redemption Reserve was created on account of Buy back of Shares of the Companies.

## Note: 16

Current Borrowings	As at 31.03.2025	As at 31.03.2024
<b>Secured</b>		
- Overdraft *[Refer Note below 16(a)]	76.92	-
<b>Current Maturities on Long Term Debt</b>		
(a) Guaranteed Emergency Credit Line - HSBC Refer Note below 16(b)	-	695.83
<b>TOTAL</b>	<b>76.92</b>	<b>695.83</b>

### 16(a) Particulars of Nature of Security

Overdraft Facility of HDFC Bank is secured by first charge on entire current assets of the company on pari passus basis along with immovable properties forming part of Fixed Assets of the Company and personal guarantee of the Managing Director

### 16(b) Guaranteed Emergency Credit Line - HSBC

Guaranteed Emergency Credit Line (GECL) of ₹18,50,00,000 is sanctioned by HSBC by way of Working Capital Term Loan(WCTL) in the month of December,2021.The Loan is repayable in 48 Monthly instalments starting from December,2023 and the same has been fully repaid in FY 2024-25

## Note: 17

Trade Payables	As at 31.03.2025	As at 31.03.2024
<b>Unsecured</b>		
- Total Outstanding dues of Micro and Small Enterprises	-	-
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	6.46	-
<b>TOTAL</b>	<b>6.46</b>	<b>-</b>

### Trade payable ageing schedule

As at March 31, 2025	Outstanding for following periods from due date of payment				
Undisputed Outstanding Dues	> 1 year	1-2 year	2-3 year	< 3 Year	Total
- Total Outstanding dues of Micro and Small Enterprises	-	-	-	-	-
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	6.46	-	-	-	6.46
<b>As at March 31, 2024</b>	<b>Outstanding for following periods from due date of payment</b>				
<b>Undisputed Outstanding Dues</b>	<b>&gt; 1 year</b>	<b>1-2 year</b>	<b>2-3 year</b>	<b>&lt; 3 Year</b>	<b>Total</b>
- Total Outstanding dues of Micro and Small Enterprises	-	-	-	-	-
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	-	-	-	-	-

- All the Trade payable are Unsecured
- There are no disputed trade payables in the current and previous year.
- Terms and conditions of the above financial liabilities:  
Trade payables are non-interest bearing and are normally settled on 30-120 day terms.  
For explanations on the Company's credit risk management processes, refer to note 37.
- No Debts due to Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as mentioned below

(All amounts are in Indian Rupees (lakhs))

**Note: 18**

<b>Other Current Financial Liabilities</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Unsecured, considered good</b>		
(a) Security Deposits	12.35	15.08
<b>TOTAL</b>	<b>12.35</b>	<b>15.08</b>

**Note: 19**

<b>Other Current Financial Liabilities</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Advance from Customers</b>	85.00	-
Statutory Dues Payable	11.72	9.81
<b>TOTAL</b>	<b>96.72</b>	<b>9.81</b>

**Note: 20**

<b>Provisions</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Liability For Expenses	7.62	5.83
<b>TOTAL</b>	<b>7.62</b>	<b>5.83</b>

**Note: 21**

<b>Revenue from Operations</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
<b>Sale of Products and Services</b>		
Copper Products	-	71,943.68
Sale of Wind Power	527.73	526.11
<b>NET SALES</b>	<b>527.73</b>	<b>72,469.79</b>

**Note: 22**

<b>Other Income</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
(a) Interest Income		
Interest on Loans, Deposits and Others	11.19	259.76
(b) Rental Income	234.46	156.32
(c) Profit on Slump Sale	-	2.94
(d) Miscellaneous Income	-	1.22
(e) Excess Provision Written Back	5.87	21.46
(f) Profit on Sale of Fixed Assets	139.49	4,262.69
<b>TOTAL</b>	<b>391.01</b>	<b>4,704.39</b>

**Note: 23**

<b>Cost of Raw Materials and Components Consumed</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Opening Stock Raw Materials	-	2,689.44
Add: Purchases	-	57,738.60
Less: Closing Stock Raw Materials	-	-
<b>Raw Material Consumed</b>	<b>-</b>	<b>60,428.04</b>



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

## Note: 24

<b>(Increase)/ Decrease in Inventories</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Opening Stock WIP	-	5,924.09
Opening Stock Finished Goods	-	297.00
Less: :Closing Stock WIP	-	-
Less: Closing Stock Finished Goods	-	-
<b>(Increase)/Decrease in Stock</b>	<b>-</b>	<b>6,221.09</b>

## Note: 25

<b>Employee Benefits Expense</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Salaries, Wages and Other Employee Benefits	107.76	472.31
Contribution To Provident And Other Funds	11.71	41.73
<b>TOTAL</b>	<b>119.48</b>	<b>514.04</b>

During the year ended March 31, 2025 the Company has paid an amount of ₹ 164.14 lacs [2023-24: 178.84 lacs] as remuneration to key managerial personnel

## Note: 26

<b>Finance Costs</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
(a) Interest Expense		
- Cash Credit & Others	9.19	329.21
- On Unsecured Loan	-	23.24
- General Emergency Credit Line - HSBC	4.19	149.99
(b) Financial Charges	6.32	33.55
<b>TOTAL</b>	<b>19.70</b>	<b>535.99</b>

## Note: 27

<b>Depreciation and Amortisation Expenses</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Depreciation	229.98	338.19
Amortisation Expenses - Lease Rent	3.60	3.60
<b>TOTAL</b>	<b>233.58</b>	<b>341.79</b>

## Note: 28

<b>Other Expenses</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Consumption Of Stores And Spare Parts	-	190.13
Processing & Conversion Charges	-	2,314.54
Power And Fuel	16.18	739.36
Rent	1.65	19.14
Repairs		
Buildings	14.51	61.88
Machinery	195.37	545.94
Others	13.04	20.08
Insurance	4.38	9.49
Rates And Taxes	6.95	25.13
Packing And Forwarding	-	256.55
Advertisement And Sales Promotion	0.66	13.68
Travelling & Conveyance	1.48	81.02
Director's Sitting Fees	2.39	3.62
Payments To The Auditor		

(All amounts are in Indian Rupees (lakhs))

Other Expenses	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
for Statutory Audit	3.60	3.60
for Tax Audit	0.70	0.70
for Taxation/Other Matters	0.70	0.70
for Reimbursement Of Expenses	0.40	0.40
Other Miscellaneous Expenses	73.41	189.61
<b>TOTAL</b>	<b>335.42</b>	<b>4,475.57</b>

Other Miscellaneous Expenses	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Post. Tel & Telephone	5.63	10.41
Legal & Licence Fees	6.23	7.80
Commission On Sales/Purchases	-	1.75
Professional Charges	27.75	58.12
Sundry Balances Written Off	-	40.53
Agm & Board Expenses	0.08	0.14
Water Charges	-	5.77
Office Maintenance	5.39	10.57
Testing Charges	-	0.96
Watch & Ward	-	15.92
Books & Periodicals	-	0.04
Donation	-	0.10
Weighment Charges	-	0.67
Listing Fees	5.85	5.85
Membership & Subscription	1.21	11.97
Other Expenses	12.18	5.00
Printing & Stationery	1.15	7.90
Software Development Charges	-	6.12
Discount Allowed	3.80	-
Tender Expenses	4.14	-
<b>TOTAL</b>	<b>73.41</b>	<b>189.61</b>

## 29) Related party transactions

### a. List of Related Parties:

#### i. Subsidiary Company:

Bhagyanagar Copper Pvt Limited

### Key Managerial Personnel & their relatives:

- (I) Narender Surana (Director till 16<sup>th</sup> January 2025)
- (ii) Devendra Surana
- (iii) N.C.Bhardwaj (Whole Time Director)
- (iv) Namrata Surana
- (v) Surendra Bhutoria (CFO)
- (vi) Lalit Kumar Thanvi (CS till 07.12.2024)
- (vii) Ritika Tandon (wef 03<sup>rd</sup> Feb 2025)

#### ii. Enterprises owned or significantly influenced by key management personnel or their relatives:

- (i) Surana Solar Systems Private Limited
- (ii) Surana Solar limited
- (iii) Surana Telecom and Power limited
- (iv) Surana Electrix Private Limited



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

(v) Crescentia Technology Private Limited

## A. List of Transactions Occurred during the year are as follows:

		Amount in Lacs (₹)	
Related Party	Nature of transaction	2024-25	2023-24
Bhagyanagar Copper Pvt Ltd	Slump Sale of copper undertaking	-	6005.00
Bhagyanagar Copper Pvt Ltd	Lease Rent Income	60.00	15.00
Bhagyanagar Copper Pvt Ltd	Subscription of OCPS Paid	-	1644.00
Surana Solar Limited	Purchase of solar products	-	23.82
Bhagyanagar Copper Pvt Ltd	Allocation of employee cost recovered	41.70	100.87
Surana Solar System Private Limited	Purchase of solar power	-	89.39
Bhagyanagar Magnesium Private Limited	Sale of Battery Enclosure	-	28.15
Bhagyanagar Copper Pvt Ltd	Purchase of copper	-	13742.91
Bhagyanagar Copper Pvt Ltd	Job work Charges paid	-	2714.92
Bhagyanagar Copper Pvt Ltd	Sale of copper	-	1795.70
Bhagyanagar Copper Pvt Ltd	Interest received	-	162.83
Devendra Surana	Interest paid	-	23.24
Devendra Surana	Salary –MD	108.00	108.00
Surendra Bhutoria	Salary –CFO	26.82	25.26
N C Bhardwaj	Salary – WTD	20.98	20.16
Namrata Surana	Salary	-	18.40
Lalit Kumar Thanvi (till 07.12.2024)	Salary – CS	5.46	7.02
Ritika Tandon (from 03.02.25)	Salary – CS	2.88	-
Surana Electrix Private Limited	Investment	4.91	-
Crescentia Technology Private Limited	Investment	5.10	-

## B. Details of Loan given and recovered with the related parties during the year:

Related Party	Nature of transaction	2024-25	2023-24
BHAGYANAGAR COPPER PRIVATE LIMITED	Opening Balance	11306.68	1312.86
	Loan given/ (recovered) during the year (net of amount received back)	(375.26)	9993.82
	Balance at the end of the Year (cr)*	10931.42	11306.68
	<b>Max bal a/s at any point of time during the year</b>	<b>11607.79</b>	<b>11853.45</b>
Devendra Surana	Opening Balance	-	1297.74
	Loan taken	-	64.59
	Repaid / transferred during the Year	-	1362.34
	Closing Balance	-	-
	<b>Max bal a/s at any point of time during the year</b>	<b>-</b>	<b>1297.74</b>
Surana Electrix Private Limited	Opening Balance	-	-
	Loan Given	281.00	-
	Repaid during the Year	-	-
	Closing Balance	281.00	-
	<b>Max bal a/s at any point of time during the year</b>	<b>281.00</b>	<b>-</b>
Crescentia Technology Private Limited	Opening Balance	-	-
	Loan Given	3.17	-
	Repaid during the Year	-	-
	Closing Balance	3.17	-
	<b>Max bal a/s at any point of time during the year</b>	<b>3.17</b>	<b>-</b>

(\*) There are multiple transactions with the party. The amount represents net balance of multiple transactions during the year.



(All amounts are in Indian Rupees (lakhs))

**30) Disclosure required under Section 186(4) of the Companies Act 2013**

In the opinion of Board of Directors and to the best of their knowledge and belief, the above disclosure pursuant to Securities Exchange Board of India (Listing Obligation and Disclosure Requirement and Regulation 2015) and Section 186 of the Companies Act 2013.

**31) In the opinion of Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business, would not be less than the amount at which the same are stated in the Balance Sheet.**

**32) Auditors' Remuneration includes:**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Statutory Auditors</b>		
Audit Fees (Statutory)	3.60	3.60
Audit Fees (Tax Matters)	0.70	0.70
Certification & Other Services	1.10	1.10
<b>Total</b>	<b>5.40</b>	<b>5.40</b>

**33) TAX Expenses**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Current Tax</b>		
Current Tax Expense for the Year	68.00	710.00
Deferred Tax		
Deferred Tax Liability/(Asset)	(3.34)	13.63
MAT Credit entitlement for current year	-	-
Excess MAT Credit Reversed		
<b>Total Income Tax Expense</b>	<b>64.66</b>	<b>723.63</b>

**34) Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Income before taxes	210.56	4657.66
Applicable Tax Rate	20.54%	23.18%
Estimated Income Tax Expense	43.24	1079.65
Add: Effect of non-deductible expenses	47.24	79.23
(Less): Effect of allowances for tax purpose	(22.47)	(448.87)
Add/(Less): Effect of deferred tax	(3.34)	13.63
Add/(Less): Effect of MAT Credit	-	-
<b>Tax Expense in Statement of Profit and Loss</b>	<b>64.66</b>	<b>723.64</b>

**35) Net Debt Reconciliation**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening Balances of Borrowings	-	2993.57
Add: Proceeds from Non-Current Borrowings	-	-
Less: Repayment of Non-Current Borrowings	-	2993.57
Closing Balance of Borrowings	-	-

**36)** As per Section 135 of the Companies Act, 2015, a CSR committee has been formed by the company. The disclosure in respect of CSR Expenditure during the year as aligned with the CSR Policy of the Company which is in line with the activities specified in Schedule VII of the Companies Act, 2013 is as under:



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

Particulars		For the year ended 31st March 2025	For the year ended 31st March 2024
Gross amount required to be spent by the Company during the year		-	11.60
Related Party Transaction as per Ind AS 24 in relation to CSR activities (Refer note: 33)		-	-
		Amount Paid For the year ended 31st March 2025	Amount yet to be paid For the year ended 31st March 2024
Particulars			
(i) Construction/ acquisition of any asset		-	-
(ii) Purposes other than (i) above		-	11.45
<b>TOTAL</b>		<b>-</b>	<b>11.45</b>
<b>Nature of CSR activities undertaken by the company</b>		<ol style="list-style-type: none"> <li>1. "Rural Development" – "Integrated Village Development (IVD) Project"</li> <li>2. "Promoting Healthcare including preventive health care – Health Project"</li> <li>3. Promoting Education</li> <li>4. Environmental Sustainability</li> <li>5. Animal Welfare</li> </ol>	

## CSR Movement

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening Balance	-	(0.15)
Gross amount required to be spent by the Company during the year	-	11.60
Actual Spent	-	(11.45)
(Excess)/Short Spent	-	-

**37)** The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company based on the intimation received from the suppliers regarding their status under the Act. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
a) Principal amount remaining unpaid but not due as at 31 <sup>st</sup> March	-	-
b) Interest amount remaining unpaid as at 31 <sup>st</sup> March	-	-
c) Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
e) Interest accrued and remaining unpaid as at 31 <sup>st</sup> March	-	-
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

(All amounts are in Indian Rupees (lakhs))

**38) Earnings Per Share (EPS)**

Particulars	2024-25	2023-24
Net Profit after Tax	145.90	3934.02
Net Profit after Tax available for equity shareholders – For Basic and Diluted EPS	145.90	3934.02
Weighted Average No. Of Equity Shares for Basic EPS (No.)	3,19,95,000	3,19,95,000
Weighted Average No. Of Equity Shares for Diluted EPS (No.)	3,19,95,000	3,19,95,000
Nominal Value of Equity Shares	2/-	2/-
Basic Earnings Per Equity Share	0.46	12.30
Diluted Earnings Per Equity Share	0.46	12.30

**39) Contingent Liabilities and Commitments (to the extent not provided for)**

Particulars	2024-25	2023-24
Contingent Liabilities	-	25.01
Commitments:		
Guarantees issued by banks/Letter of Credit	64.68	51.59
Corporate Guarantee given for Wholly-Owned Subsidiary – BCPL	23,000	15,140

**40) Retirement and Other Employees Benefits**

The Company's employee benefits primarily cover provident fund, gratuity and leave encashment.

Provident fund is a defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to the Profit & Loss account in the year in which they accrue. Gratuity liability is a defined benefit obligation and is based on the actuarial valuation done. The gratuity liability and the net periodic gratuity cost is actually determined after considering discounting rates, expected long term return on plan assets and increase in compensation level. All actuarial gain/ losses are immediately charged to the Profit & Loss account and are not deferred.

Particulars	Gratuity	
	2024-25	2023-24
<b>A Principal amount remaining unpaid but not due as at 31<sup>st</sup> March</b>		
Current service cost	1.04	10.12
Interest cost	1.23	13.23
Expected Return on Planned Assets	-	11.30
Net Actuarial Loss/ (Gain) recognized in the year	-	(31.34)
Expenses recognized in Statement of Profit & Loss	-	(19.30)
<b>B Change in Present value of obligation during the year ended 31<sup>st</sup> March, 2024</b>		
Present Value of obligation as at beginning of the year	17.00	182.43
Interest Cost	1.23	13.23
Current Service Cost	1.04	10.12
Benefits Paid-Actuals	-	(157.43)
Actuarial (Gain)/ Loss on Obligations	-	(31.35)
Present Value of obligation as at end of the year	22.60	17.00
<b>C Change in fair value of Plan Assets during the year ended 31<sup>st</sup> March, 2025</b>		
Fair value of Plan Assets as at the beginning of the year	36.30	109.79
Expected Return on Plan Assets	-	11.30
Contributions	-	72.64
Benefits Paid	-	(157.43)
Fair value of Plan Assets as at the end of the year	28.42	36.30



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

Particulars	Gratuity	
	2024-25	2023-24
<b>D Actuarial Gain/ loss recognized</b>		
Actuarial (Gain) / Loss for the year –Obligation	-	(31.35)
Total Loss for the Year	-	(31.35)
Actuarial (Gain) / Loss recognized in the year	-	-
<b>E Actuarial assumption</b>		
Discount rate used	7.25%	7.25%
Salary escalation	7.00%	4.00%

## 41) Financial Instruments and Risk management

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

The fair value of trade receivable, trade payable and other current financial assets and liabilities is considered to be equal to the coiling value amounts of these items due to their short-term nature. Where such items are non-current in nature the same has been classified as level 3 and fair value determine using discounted cash value basis.

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair values:

Particulars	Carrying value		Fair value	
	31st March 2025	31st March 2024	31st March 2025	31st March 2024
Other Financial Assets Non-Current				
- Investments	3,646.00	3,646.00	3,646.00	3646.00
- Loans	10,931.42	11,306.68	10,931.42	11,306.68
-Other	-	-	-	-
Total Financial Assets	14577.42	14952.68	14577.42	14952.68
Borrowings (non-current)	-	-	-	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the company considering the requirements of Ind As and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

## 42) Financial risk management objectives and policies

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

(All amounts are in Indian Rupees (lakhs))

The Company is exposed to market, credit, liquidity and regulatory risks. The Company does not have any foreign Currency Liabilities; therefore, the exchange fluctuation risk is negligible. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below:

**A. Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

**B. Commodity Price Risk**

The principal commodity of the company, which is copper, is fully hedged, insulating it from any price risk.

**C. Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposures to foreign exchange risks, the Company adopts a policy of selective hedging based on risk perception of management using derivative, whenever required, to mitigate or eliminate the risks.

**D. Interest Rate risk**

The Company is exposed to interest rate risk on financial liabilities such as borrowings, both short-term and long-term. It maintains a balance of fixed and floating interest rate borrowings and the proportion is determined by current market interest rates, projected debt servicing capability and view on future interest rates.

**E. Credit Risk**

Financial Asset of the Company include trade receivables, employee advances and bank deposits which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimize collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payment and other relevant factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associated with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. With respect to other financial risk viz loan and advances, deposit with government, the credit risk is insignificant since the loans and advances are given to its employees only and deposits are held with reputable banks. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

**F. Regulatory Risks**

The Company performance may be impacted due to change in Regulatory Environment. The Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.





# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## G. Liquidity Risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans

The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
<b>31-Mar-25</b>	-	76.92	-	-	76.92
Borrowings					
<b>31-Mar-24</b>	-	695.83	-	-	695.83
Borrowings					

## 43) Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Company monitors capital using a gearing ratio, which is net debt divided by total capital PlusNet debt. The Company includes within net debt, interest bearing loans and borrowings (Excluding Loans from Holding Co.), trade and other payables, less cash and cash equivalents

Particulars	31-Mar-25	31-Mar-24
Borrowings -non-current	-	-
Borrowings – Current	76.92	695.83
Other Payables	123.15	30.72
Less: Cash and Cash Equivalents	(273.43)	112.43
<b>Net Debt (A)</b>	<b>(73.35)</b>	<b>614.12</b>
Equity Share capital	639.90	639.90
Other Equity	16915.84	16769.94
<b>Total Capital (B)</b>	<b>17555.74</b>	<b>17409.84</b>
<b>Capital and Net debt (A+B)</b>	<b>17482.39</b>	<b>18023.96</b>
<b>Gearing ratio (in %)</b>	<b>(0.42)</b>	<b>3.40</b>

In order to achieve this overall objective, the Company's capital management, amongst other things including working capital management, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

(All amounts are in Indian Rupees (lakhs))

**44) Ratio analysis and its elements.**

Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% Change	Reason for variance
Current Ratio	Current Assets	Current Liabilities	2.87	0.85	240	Note
Debt-Equity Ratio	Long Term Debt	Shareholder's Equity	-	-	-	Note
Debt Service Coverage Ratio	Earning for debt service = Net profit before taxes + non-cash operating expenses + Finance Costs	Debt service = Interest & lease payments + Principal repayments	23.55	10.33	341.05	Note
Return on Equity ratio (%)	Net profit after taxes	shareholder's equity.	0.83	22.60	(96)	Note
Inventory Turnover Cycle(No.of days)	Inventory	Net Sales	-	-	-	Note
Trade receivables turnover Cycle (No. of days)	Trade Receivables	Gross Sales	61	1	97.60	Note
Trade payables turnover Cycle(No. of days )	Trade Payables	Net Purchases	-	-	-	Note
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working Capital = Current assets - Current liabilities	1.41	-	100	Note
Net Profit Ratio(%)	Net profit after taxes	Net Sales = Total sales - Sales return	27.65	5.43	409	Note
Return on capital employed (%)	Earnings before interest, Depreciation and taxes	Capital employed = Tangible Net Worth + Long Term Debt	2.64	31.79	(92)	Note

Notes:

The Ratios are not comparable due to Slump Sale of Copper Business Undertaking to its Wholly Owned Subsidiary - Bhagyanagar Copper Pvt Ltd w.e.f 01.01.2024.

**45) Other Statutory Information****A. RELATIONSHIP WITH STRUCK OFF COMPANIES**

The company do not have any transactions with company's struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31<sup>st</sup> March, 2025 (Previous year: Nil).

**B. DISCLOSURE IN RELATION TO UNDISCLOSED INCOME**

The company do not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31<sup>st</sup> March, 2025 and also for the year ended 31<sup>st</sup> March, 2024 in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**C. DETAILS OF BENAMI PROPERTY HELD**

The Company do not hold any property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence there are no proceedings against the company for the year ended 31<sup>st</sup> March, 2025 and also for the year ended 31<sup>st</sup> March, 2024.



# Standalone Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

## D. REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)

The Company do not have any charges or satisfaction, which are yet to be registered with ROC beyond the statutory period, during the year ended 31<sup>st</sup> March, 2025 and also during the year ended 31<sup>st</sup> March, 2024.

## E. DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company have not traded or invested in crypto currency or virtual currency during the year ended 31<sup>st</sup> March, 2025 and also during the year ended 31<sup>st</sup> March, 2024.

## F. UTILISATION OF BORROWED FUND AND SHARE PREMIUM

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.

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.

G. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

**46)** In respect of Financial Year commencing on or after 01.04.2023, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been in operation throughout the year for all relevant transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been and has been preserved by the company as per the statutory requirements for record retention.

**47)** Pursuant to the approval of Board of Directors dated 25<sup>th</sup> August 2023 and Shareholder's approval dated 27<sup>th</sup> September 2023, a slump sale transaction of the copper business from Bhagyanagar India Limited to Bhagyanagar copper Private Limited, a wholly owned subsidiary has been executed with effect from 1<sup>st</sup> January 2024, therefore the standalone performance/results of the Company for the quarter and year are not comparable with previous quarters / years.

**48)** Being Wind Power only reportable Segment, accordingly, Indian Accounting Standard – 108 on 'Operating Segments' is not applicable in these Standalone Financial Statement.

**49)** Since the investment made in Surana Electrix Pvt Ltd. and Crescentia Technologies Pvt. Ltd. are transitory in nature therefore, the investment of ₹10.20 lac has been classified under "Current Investment.

## 50) Previous year's figures have been regrouped and rearranged, wherever found necessary.

Following changes has been done in the comparative period as at March 31, 2024 which is not material qualitatively and quantitatively to the Company's prior period financial statements.

### a) Re- classification in "Statement of Profit & Loss"

Year/ Quarter Ended	Line item	Earlier Amount	Re-classified Amount	Net Changes	Reason
<b>Year ended 31.03.2024</b>	<b>INCOME</b>				Property Leasing has been shown in "Other Income" Being ancillary business activities
	Revenue from operations	72,626.11	72,469.79	(156.32)	
	Other Income	4,548.07	4704.39	156.32	
<b>Quarter ended 31.03.2024</b>	<b>INCOME</b>				
	Revenue from operations	108.36	52.41	(55.95)	
	Other Income	85.44	141.39	55.95	

(All amounts are in Indian Rupees (lakhs))

**b) Re-classification in "Balance Sheet"**

Year/ Quarter Ended	Line item	Earlier Amount	Re-classified Amount	Net Changes	Reason
Year ended 31.03.2024	Non- Current Investment	3646.19	3646.00	(0.19)	Investment being classified as current in nature
	Current Investments	-	0.19	0.19	

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited****Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN: 08761949

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215



# Independent Auditor's Report

**TO THE MEMBERS OF BHAGYANAGAR INDIA LIMITED**

## Report on the Audit of Consolidated Financial Statements

### Opinion

We have audited the accompanying Financial Statements of BHAGYANAGAR INDIA LIMITED (hereinafter referred to as "Holding Company") and one its subsidiary BHAGYANAGAR COPPER PRIVATE LIMITED (Holding company and its subsidiary together referred to as "the Group"), comprising of the consolidated balance sheet as at 31<sup>st</sup> March 2025, the consolidated statement of profit and loss (including other comprehensive income), the consolidated cash flow statement, the consolidated statement of change in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Financial Statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, of consolidated profit, total comprehensive Income (comprising of profit and other comprehensive income), consolidated changes in equity and its consolidated cash flow for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, and its associates in accordance with ethical requirement that are relevant to our audit of consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants and are relevant provision of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained,

### Emphasis of Matters:

We draw attention to the following matters:

- (a) Note No.42(B) of the accompanying consolidated financial statements which describes income tax assessment in the subsidiary company for the A.Y. 2022-2023 which was completed and the department has raised a demand of ₹ 6622.17 Lakhs against which the company has filed an appeal to the Commissioner of Income Tax Appeal. The company has been advised by the legal experts that it has fair chance of ultimately succeeding in the matter and accordingly no provision has been made in the books of accounts.
- (b) Note No.42(C) of the accompanying consolidated financial results which refers that the Subsidiary company has received a GST demand order of ₹10335.12 lakhs (including penalty of INR 5168.06 lakhs) from the office of the Additional Commissioner of Central tax, Secunderabad, Hyderabad under the Central Goods and Service Tax Act, 2017 on the contention that the company has availed inadmissible ITC. Based on the assessment of facts and prevailing law, the company is of the view that the demand order levied is arbitrary and unjustified, however, the company has already deposited an amount of ₹800 lakhs with GST Department under protest which has been shown in these financial statements under the head "Current Assets". The Company has filed an appeal before the appropriate appellate authorities. Further, as per the management decision based on legal experts opinion there is fair chance of succeeding in the matter and hence the provision of the same has not been accounted in the books of accounts.

Our opinion on the consolidated financial results is not modified in respect of the above matter.

### Key Audit Matters

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



Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p><b>1. Accuracy and completeness of revenue recognized.</b></p> <p>The Company reported revenue of ₹1,62,560.51 Lakhs from sale of copper products. The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. Due to the estimates and judgment and complexity involved in the application of the revenue recognition accounting standards, we have considered this matter as a key audit matter. The Company's accounting policies relating to revenue recognition are presented in note 4.12 to the financial statements.</p>	<p><b>We addressed the Key Audit Matter as follows: -</b></p> <ol style="list-style-type: none"> <li>As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operating effectiveness of the financial controls from the above through our test of control procedures.</li> <li>Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof.</li> <li>Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.</li> <li>Tested a sample of sales transactions for compliance with the Company's accounting Principles to assess the completeness and accuracy of revenue recorded.</li> <li>We evaluated the management's process to recognize revenue over a period of time, total cost estimates, status of the projects and re-calculated the arithmetic accuracy of the same.</li> <li>Evaluated management assessment of the impact on revenue recognition. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc to determine the level of provisioning.</li> <li>Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents. We considered the appropriateness and accuracy of any cut-off adjustments.</li> <li>Performed analytical procedures over revenue and receivables. Compared revenue with historical trends and where appropriate, conducted further enquiries and testing.</li> <li>Traced disclosure information to accounting records and other supporting documentation.</li> <li>Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115.</li> <li>Our Observation Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition</li> </ol>
<p><b>2. Valuation of Inventories.</b></p> <p>Refer to note 8 to the Consolidated Financial Statements, the Company is having the Inventories of ₹15,732.77 Lakhs as on 31<sup>st</sup> March 2025. As described in the accounting policies in note 4.1 to the consolidated financial statements, inventories are carried at the lower of cost and net realisable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realisable value below cost based upon future plans for sale of inventory.</p>	<p><b>We addressed the Key Audit Matter as follows: -</b></p> <p>We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions and management assertion regarding existence and ownership by: -</p> <ol style="list-style-type: none"> <li>Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</li> <li>Verifying the effectiveness of key inventory controls operating over inventories;</li> <li>Reviewing the physical verification documents related to inventories conducted during the year.</li> <li>Verifying for a sample of individual products that costs have been correctly recorded.</li> <li>Comparing the net realisable value to the cost price of inventories to check for completeness of the associated provision.</li> <li>Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year.</li> <li>Re-computing provisions recorded to verify that they are in line with the Company policy.</li> <li>Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the inventory valuation and existence.</li> </ol>



## Independent Auditor's Report

### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprise the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

### **Management's Responsibility and those charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013. The respective Board of Directors of the Companies included in Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 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

Ind AS consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associate are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group are responsible for overseeing the company's financial reporting process of the Group and its associate.

### **Auditors' Responsibilities for the Audit of Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate

with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

### Report on Other Legal and Regulatory Requirements

- 1) As required by section 143(3) of the Act, we report, to the extent applicable 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 purpose of our audit of aforesaid consolidated financial statements.
  - b. In our opinion proper books of account as required by law relating to preparation of aforesaid consolidated financial statements have been kept by the Company so far as appears from our examination of those books and the reports of the group company.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with relevant books of account and records maintained for the purpose of preparation of 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 Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of written representations received from the directors of Holding Company as on March 31, 2025, and taken on record by the Board of Directors of Holding Company and the report of the statutory auditors of subsidiary company, incorporated in India, none of the directors of



the Group Companies, incorporated in India, 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 with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, remuneration has been paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

- (i) The Company has disclosed the impact of pending litigations on its financial position in its Note to the Consolidated Financial Statements, if any.

- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on March 31, 2025.

- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group, incorporated in India.

- (iv) (a) The respective Managements of the company and its subsidiary which are incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and brief belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from the borrowed funds or share premium or any other sources or kind of funds) by the Company or any such of subsidiary to or in any

other person or entity including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiary ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

- (v) The respective Management of the Company and its subsidiary which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of the knowledge and belief no funds (which are material either individually or in the aggregate) have been received by the company or any of subsidiary from any person or entity, including foreign entity ("Funding parties") with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiary shall directly or indirectly, lend or invest in other persons or entities identified in any manner what's the 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.

- (vi) Based on audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations are under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- 2) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanation given to us, and based on the CARO reports issued by us for the Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.
- 3) The Holding company has not declared any dividend in the previous financial year which has been paid in current

year. Further, no dividend has been declared/ proposed for the current year accordingly the section 123 of the Act is not applicable to the company.

- 4) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 for the financial year ended 31 March 2025.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYU7104

Place: Secunderabad

Date: 20<sup>th</sup> May 2025





## Annexure “A” to the Independent Auditor’s Report

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

- 1) In conjunction with our audit of the consolidated Financial Statements of the Company as of and for the year ended 31 March 2025, we have audited the internal financial controls over financial reporting of BHAGYANAGAR INDIA LIMITED (“the Holding Company”) and one of its subsidiary company, BHAGYANAGAR COPPER PRIVATE LIMITED (together referred to as “the Group”), which are company incorporated in India, as of that date.

### Management’s Responsibility for Internal Financial Controls

- 2) The Respective Board of Directors of the Holding Company and its subsidiary companies, to whom reporting under clause (i) of sub section 3 of section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

### Auditor’s Responsibility

- 3) 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”) issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

- 4) 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 with reference to consolidated financial statements 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 judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.
- 5) We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company’s internal financial controls system with reference to financial statements.

### Meaning of Internal Financial Controls over Financial Reporting with reference to Consolidated financial statements

- 6) 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 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 Over Financial Reporting with reference to Consolidated financial statements

- 7) 7. Because of the inherent limitations of internal financial controls with reference to 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 consolidated financial statement to future periods are

subjected to the risk that the internal financial control with reference to consolidated financial statement may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

- 8) In our opinion, the Holding Company and its subsidiary company, which are 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 31 March 2025, 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 ICAI.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYU7104

Place: Secunderabad

Date: 20<sup>th</sup> May 2025



# Consolidated Balance Sheet

As At 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

PARTICULARS	Note No.	As at 31st March 2025	As at 31st March 2024
<b>ASSETS</b>			
<b>NON- CURRENT ASSETS</b>			
(a) Property, Plant and equipment	5	8,043.20	7,724.19
(b) Financial Assets			
- Investments	6(a)	2.00	2.00
- Other Non-current Financial Assets	7	179.46	187.79
<b>SUB TOTAL (A)</b>		<b>8,224.66</b>	<b>7,913.99</b>
<b>CURRENT ASSETS</b>			
(a) Inventories (Valued at lower of Cost or Net Realisable value)	8	15,732.77	8,324.34
(b) Financial assets			
- Investments	6(b)	10.20	0.19
- Loans and Advances	9	284.18	-
- Trade receivables	10	14,591.92	9,783.08
- Cash and cash equivalents	11	495.98	301.54
- Bank Balance other than Cash and Cash Equivalents	11	334.65	85.81
(c) Current Tax Assets (net)	12	163.30	333.63
(d) Other current assets	13	12,226.92	6,612.73
<b>SUB TOTAL (B)</b>		<b>43,839.92</b>	<b>25,441.32</b>
<b>TOTAL ASSETS (A + B)</b>		<b>52,064.58</b>	<b>33,355.30</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	14	639.90	639.90
(b) Other Equity	15	20,098.59	18,696.78
<b>SUB TOTAL (A)</b>		<b>20,738.49</b>	<b>19,336.68</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
- Borrowings	16	7,937.27	4,612.08
(b) Deferred tax liabilities (Net)	17	83.96	69.36
(c) Other Non-current liabilities	18	1,343.36	1,343.36
<b>SUB TOTAL (B)</b>		<b>9,364.60</b>	<b>6,024.80</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial liabilities			
- Borrowings	19	19,575.59	5,459.01
- Trade Payables	20		
Total Outstanding dues of Micro and Small Enterprises		17.61	45.08
Total Outstanding dues of Creditors Other than Micro and Small Enterprises		1,636.61	2,043.61
- Other Current financial liabilities	21	12.35	15.08
(b) Other current liabilities	22	482.02	265.69
(c) Provisions	23	237.31	165.35
<b>SUBTOTAL (C)</b>		<b>21,961.49</b>	<b>7,993.82</b>
<b>SUB TOTAL(B+C=D)</b>		<b>31,326.09</b>	<b>14,018.63</b>
<b>TOTAL EQUITY AND LIABILITIES (A + B)</b>		<b>52,064.58</b>	<b>33,355.30</b>

Significant accounting policies and key accounting estimates and judgements 1 to 4  
See accompanying notes form an integral part of Consolidated financial statements. 32 to 57

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
Firm Reg No.01882S

For and on Behalf of the BOD of  
**Bhagyanagar India Limited**

**Arun Luharuka**  
Partner  
M. No. 021869

**Devendra Surana**  
Managing Director  
DIN : 00077296

**Naresh Chand Bhardwaj**  
Whole-time Director  
DIN: 08761949

Place: Secunderabad  
Date : 20.05.2025

**Surendra Bhutoria**  
Chief Financial Officer

**Ritika Tandon**  
Company Secretary  
M. No. A32215

# Consolidated Statement of Profit & Loss Account

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

PARTICULARS	Note No.	For the Year ended 31.03.2025	For the Year ended 31.03.2024
<b>I INCOME</b>			
NET REVENUE FROM OPERATIONS	24	1,62,560.51	1,42,931.12
<b>II OTHER INCOME</b>	25	565.41	4,549.23
<b>III TOTAL INCOME (I+II)</b>		<b>1,63,125.92</b>	<b>1,47,480.35</b>
<b>IV EXPENSES</b>			
Cost of Raw Materials and Components Consumed	26	1,50,813.35	1,27,907.34
(Increase)/Decrease in Inventories	27	(99.87)	3,852.82
Employee Benefit Expenses	28	1,491.01	1,391.80
Finance Costs	29	1,693.88	1,340.85
Depreciation and Amortisation Expenses	30	706.30	663.27
Other Expenses	31	6,653.59	6,737
TOTAL EXPENSES		<b>1,61,258.26</b>	<b>1,41,893</b>
<b>V PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX( III-IV)</b>		<b>1,867.66</b>	<b>5,587.40</b>
<b>VI EXCEPTIONAL ITEMS</b>		-	-
<b>VII PROFIT BEFORE TAX (V+VI)</b>		<b>1,867.66</b>	<b>5,587.40</b>
<b>VIII TAX EXPENSE</b>			
1. Current Tax		451.25	880.73
2. Deferred Tax		14.61	134.30
<b>IX PROFIT AFTER TAX (VII-VIII)</b>		<b>1,401.81</b>	<b>4,572.37</b>
<b>X OTHER COMPREHENSIVE INCOME (OCI)</b>			
A Items that will not be reclassified to profit or loss		-	-
B Items that will be reclassified to profit or loss		-	-
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>		-	-
<b>XI TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR (IX+X)</b>		<b>1,401.81</b>	<b>4,572.37</b>
<b>XII Profit for the year attributable to</b>			
Owners of the Company		1,401.81	4,572.37
Non Controlling Interest		-	-
<b>XIII Total Other Comprehensive Income attributable to</b>			
Owners of the Company		-	-
Non Controlling Interest		-	-
<b>XIV Total Comprehensive Income attributable to</b>			
Owners of the Company		1,401.81	4,572.37
Non Controlling Interest		-	-
<b>XV Earning Per Equity Share</b>			
(a) Basic		4.38	14.29
(b) Diluted		4.38	14.29

Significant accounting policies and key accounting estimates and judgements

1 to 4

See accompanying notes form an integral part of Consolidated financial statements

32 to 57

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN: 08761949

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215



# Consolidated Cash Flow Statement

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

	For the Year ended 31.03.2025	For the Year ended 31.03.2025	For the Year ended 31.03.2024	For the Year ended 31.03.2024
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Net Profit (Loss) before Tax and Exceptional Items</b>		<b>1,867.66</b>		<b>5,587.40</b>
Adjustments for Non-Operating Activities:				
Depreciation	702.70		659.67	
Amortisation of lease rent	3.60		3.60	
Sundry balance written off	-		58.09	
Sundry balance written back	(14.06)		(27.15)	
Interest paid	1,693.88		1,340.85	
(Profit)/loss on sale of fixed assets	(345.05)		(4,262.69)	
Interest received	(14.63)	<b>2,026.44</b>	(104.00)	<b>(2,331.62)</b>
<b>Operating Profit before Working Capital Changes</b>		<b>3,894.10</b>		<b>3,255.78</b>
<b>Movement in Working Capital</b>				
Increase/ (Decrease) in other current liabilities	216.33		(1,236.08)	
Increase/ (Decrease) in provisions	71.96		(16.20)	
Increase/ (Decrease) in other financial liabilities	(2.73)		(14.12)	
Increase/ (Decrease) in trade payables	(420.41)		(391.69)	
(Increase)/ Decrease in other financial assets	-		-	
(Increase)/ Decrease in other current assets	(5,614.00)		492.91	
(Increase)/ Decrease in trade receivables	(4,808.84)		2,218.60	
(Increase)/ Decrease in inventory	(7,408.43)	<b>(17,966.13)</b>	6,184.19	<b>7,237.62</b>
<b>Cash Generation From Operations</b>		<b>(14,072.03)</b>		<b>10,493.39</b>
Direct Taxes (Net)		(280.92)		(882.29)
<b>Net Cash from Operating Activities (A)</b>		<b>(14,352.95)</b>		<b>9,611.10</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Loan Given	(284.18)		-	
Other Non current Financial Assets	8.34		(8.59)	
Interest received	14.63		104.00	
Purchase of fixed assets	(1,107.96)		(434.79)	
Addition in CWIP	-		14.41	
Sale of fixed assets	427.71		4,262.87	
Investment in Related Body corporates	(10.20)		-	
<b>Net Cash from / (Used in) Investing Activities (B)</b>		<b>(951.66)</b>		<b>3,937.89</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Interest Paid	(1,693.88)		(1,340.85)	
(Repayment) of borrowings from bank	17,441.77		(11,935.82)	
(Increase)/Decrease in restricted deposits	(248.85)		19.81	
<b>Net Cash (used in) /from Financing Activities (C)</b>		<b>15,499.05</b>		<b>(13,256.86)</b>
<b>Net Increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>		<b>194.44</b>		<b>292.14</b>
<b>Opening cash and cash equivalent at the beginning of the year</b>		<b>301.54</b>		<b>9.40</b>
<b>Closing cash and cash equivalent at the end of the year</b>		<b>495.98</b>		<b>301.54</b>
<b>Net Increase/(decrease) in cash &amp; cash equivalents</b>		<b>194.44</b>		<b>292.14</b>



(All amounts are in Indian Rupees (lakhs))

1. The Cash flow Statement has been prepared as set out in Indian Accounting Standard (IND AS) 7 : STATEMENT OF CASH FLOWS, as amended by Companies (Indian Accounting Standards) (Amendment) Rules 2016. This is the Cash Flow Statement referred to in our report of even date attached

1. Components of cash and cash equivalents	2024-25	2023-24
Cash In hand	3.56	4.70
Balances with bank	492.41	296.84
<b>TOTAL</b>	<b>495.98</b>	<b>301.54</b>

2. Accompanied notes to accounts forms an integral part of the Consolidated financial statements.

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN: 08761949

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215



# Consolidated Statement of Changes in Equity

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

## A. Equity Share capital

Particulars	No of shares	Amount
Balance as at 1 April 2024	3,19,95,000	639.90
Changes in equity share capital during 2024-25	-	-
Balance as at 31 March 2025	3,19,95,000	639.90
Balance as at 1 April 2023	3,19,95,000	639.90
Changes in equity share capital during 2023-24	-	-
Balance as at 31 March 2024	3,19,95,000	639.90

## B. Other equity

PARTICULARS	Reserve & Surplus				Total
	Retained Earnings	General Reserve	Capital Reserve	Capital Redemption Reserve	
Balance at 1 April, 2024	15,333.18	2,500.00	653.41	210.20	18,696.79
Profit for the year	1,401.81	-	-	-	1,401.81
Other Comprehensive Income (net of tax)	-	-	-	-	-
Add: Transferred (to)/from Retained Earnings	-	-	-	-	-
Balance at 31 March, 2025	16,734.99	2,500.00	653.41	210.20	20,098.60
Balance at 1 April, 2023	10,760.81	2,500.00	653.41	210.20	14,124.42
Profit for the year	4,572.37	-	-	-	4,572.37
Other Comprehensive Income (net of tax)	-	-	-	-	-
Add: Transferred (to)/from Retained Earnings	-	-	-	-	-
Balance at 31 March, 2024	15,333.18	2,500.00	653.41	210.20	18,696.79

Significant accounting policies and key accounting estimates and judgements 1 to 4

See accompanying notes form an integral part of Consolidated financial statements 32 to 57

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN : 01829157

Place: Secunderabad,

Date : 05.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215

# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES

### Notes Forming part of Consolidated Financial Statements

#### 1. CORPORATE OVERVIEW

Bhagyanagar India Ltd is a company registered under the Companies Act, 1956. It is a public limited company domiciled in India and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE). It was incorporated on 2<sup>nd</sup> September, 1985 having its registered office at Plot No. P-9/13/1 & P-9/14 IDA, Nacharam, Hyderabad- 500076. The company's CIN No. is L27201TG1985PLC012449. The company is engaged in the manufacture of copper products.

Bhagyanagar Copper Pvt Ltd" is a wholly owned subsidiary of Bhagyanagar India Limited, registered under the companies act, 1956 incorporated on 30-04-2008 having its registered office at Sy No 98 to 105,107,111,230,231,232,234 Shabashpally Village, Shivampet, Mandal, Medak- 502334.

The Consolidated financial statements comprising financial statement of 'Bhagyanagar India Ltd' and its subsidiary, 'Bhagyanagar Copper Pvt Ltd' have been approved by the Board of Directors In their meeting held on May 20, 2025.

#### 2. BASIS OF PREPARATION:

##### a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (amended), guidelines issued by the Securities and Exchange Board of India (SEBI), and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Consolidated Financial Statement, other relevant provisions of the Act and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### b) Basis of Measurement

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

- i. Certain financial assets & liabilities (including derivative instruments)
- ii. Defined Benefit Plans as per actuarial valuation
- iii. Share based Payments

##### d) Basis of Consolidation

###### Subsidiaries

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date when control ceases. The acquisition method of accounting is used to account for business combinations by the Company.

The Company combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, cash flows, income and expenses, Intercompany transactions, balances and unrealized gains on transactions between Company companies are eliminated. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

###### Joint Ventures

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the consolidated Ind AS contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives The company rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement. The company's interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

###### Equity Method

Under the equity method of accounting, the investments are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the carrying amount of the investment is adjusted to recognise



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

changes in the company's share of net assets of the joint venture since the acquisition date and the company's share of other comprehensive income. Goodwill relating to the joint venture is included in the carrying amount of the investment and is not tested for impairment individually. When the company's share of losses in an equity accounted investment equals or exceeds its interest in the entity, the company does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment. The carrying amounts of equity accounted investments are tested for impairment.

## Changes in ownership interests

When the company ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in statement of profit and loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as a joint venture. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the company had directly disposed off the related assets or liabilities. The amounts previously recognised in other comprehensive income are reclassified to statement of profit and loss. If the ownership interest in a joint venture is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to statement of profit and loss where appropriate.

## Transactions eliminated on consolidation

Inter-group balances and transactions, and any unrealised income and expenses arising from inter-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the Investment to the extent of the company's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

## e) Use of Assumptions, Judgments and Estimates

The key assumption, judgment and estimation at the reporting date, that have significant risk causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are describe below. The company based its assumption; judgment and estimation on parameters available on the consolidated financial statements were prepared. Existing circumstances and assumption about future development, however, may change due to market changes or circumstances arising that are beyond the

control of the company. Such changes are reflected in the assumption when they occur.

## i) Revenue

The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. The company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

## ii) Impairment of non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss is recognized as an expense in the consolidated statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

## iii) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

## iv) Fair value measurement of financial instruments

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

(All amounts are in Indian Rupees (lakhs))

in assumptions about these factors could affect the reported fair value of financial instruments.

#### v) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### vi) Share-based payments

The company measures the cost of equity-settled transactions with employees using Black-Scholes model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

#### vii) Recognition of Deferred Tax Assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits.

#### viii) Classification of Leases

The company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

#### ix) Restoration, rehabilitation and decommissioning

Estimation of restoration/ rehabilitation/ decommissioning costs requires interpretation of scientific and legal data, in addition to assumptions about probability of future costs.

#### x) Provisions and Contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is

applied best judgment by management regarding the probability of exposure to potential loss.

#### xi) Allowances for Doubtful Debts

The company makes allowances for doubtful debts through appropriate estimations of irrecoverable amount. The identification of doubtful debts requires use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debts expenses in the period in which such estimate has been changed.

### 3. Classification of Assets and Liabilities into Current/Non-Current

All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

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

All the other assets are classified as non-current.

Similarly, a liability is current if:

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

The company classifies all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as non-current assets and liabilities respectively.

### 4. SIGNIFICANT ACCOUNTING POLICIES:

A summary of the significant accounting policies applied in the preparation of the consolidated financial





# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

statements are as given below. These accounting policies have been applied consistently to all the periods presented in the consolidated financial statements, unless otherwise stated.

## 1) Inventories

### a) Raw materials:

Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

### b) Work-in-progress (WIP) and finished goods

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

### c) Waste / Scrap

Waste / Scrap inventory is valued at NRV. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

However, materials and other supplies held for use in the production of inventories (finished goods, work-in-progress) are not written down below the cost if the finished products in which they will be used are expected to sell at or below the cost.

Materials in transit are valued at cost to date.

## 2) Cash and Cash Equivalents

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

## 3) Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## 4) Income Tax

Income Tax comprises current and deferred tax.

### a) Current Tax

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in the consolidated statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

### b) Deferred Tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the consolidated statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of interest in joint arrangements where The company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that The Company will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes

(All amounts are in Indian Rupees (lakhs))

eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the ICAI, the said asset is created by way of credit to consolidated statement of profit and loss and shown as MAT credit entitlement. The company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

## 5) Property, Plant and Equipment

### a) Recognition and Measurement

- i) Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- ii) Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- iii) In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labor, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- iv) For transition to IND AS, the company has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.
- v) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognized in the consolidated statement of profit and loss.
- vi) Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to The Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Any Unamortized

part of the previously recognized expenses of similar nature is derecognized.

- vii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- viii) The company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.
- ix) Research and development costs that are in nature of tangible/ intangible assets and are expected to generate probable future economic benefits are capitalized and classified under tangible/intangible assets and depreciated on the same basis as other fixed assets. Revenue expenditure on research and development is charged to the statement of profit and loss in the year in which it is incurred.

### b) Depreciation and Amortization

- i) Depreciation on property, plant and equipment is provided under Straight Line Method over the useful lives of assets prescribed by Schedule II of the Companies Act, 2013. Depreciation in change in the value of fixed assets due to exchange rate fluctuation has been provided prospectively over the residual life of the respective assets.
- ii) Depreciation in respect of property, plant and equipment added / disposed off during the year is provided on pro-rata basis, with reference to the date of addition/ disposal.

## 6) Intangible Assets

- i) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.
- ii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss.
- iii) Intangible assets are amortized on straight line basis over its estimated useful life of 5 years.

## 7) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset,



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired.

## 8) Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

## 9) Investment in Joint-Venture

Investment in Joint-venture is measured at cost less impairment loss, if any.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives the Company rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement.

## 10) Investment in subsidiaries and associates

Investments in subsidiaries and associates are recognised at cost as per IND AS 27. Except where investments accounted for at cost shall be accounted for in accordance with IND AS 105, Non-current Assets held for Sale and Discontinued Operations, when they are classified as held for sale.

## 11) Leases

### a) The company as lessor

Leases for which The Company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

### b) The company as lessee

The company assesses whether a contract is or contains a lease, at inception of the contract. The company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, The Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

### c) Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in The company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;

(All amounts are in Indian Rupees (lakhs))

- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The company re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

#### d) Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever The Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If The Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned

assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term the management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

## 12) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amount receivable from sale of copper products, sale of energy, lease rental and export incentives, stated net of discounts.

Ind AS 115 "Revenue from Contracts with Customers" introduced one single new model for recognition of revenue which includes a 5-step approach and detailed guidelines. Among other, such guidelines are on allocation of revenue to performance obligations within multi-element arrangements, measurement and recognition of variable consideration and the timing of revenue recognition.

The company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

#### a) Revenue from sale of goods

Revenue from the sale copper products is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Company recognizes revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the products in accordance with the agreed delivery plan.

In case of related party transactions where related party meets the definition of customer (i.e. a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

within the scope of the standard then the revenue is recognised based on the principles of IND AS 115.

Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

Revenues for services are recognised when the service rendered has been completed.

## a) Revenue from services

Revenue from services mainly consists of the following;

### • Income from Lease Rent

Revenue from services, which mainly consists of lease rentals from letting of space, is recognised over time on satisfying performance obligations as per the terms of agreement, that is, by reference to the period in which services are being rendered. Revenue from services, if any, involving single performance obligation is recognised at a point in time

### • Income from job works

Income from job work is accounted for on the basis of actual quantity dispatched. When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion (Percentage of Completion Method) of the transaction at the end of the reporting period. Advances received from the customers are reported as customer's deposits unless the above conditions for revenue recognition are met.

### • Sale of energy

Revenue from operations comprises of sale of power. Revenue is recognized at an amount that reflects the consideration for which the company expects to be entitled in exchange for transfer of power (goods / service) to the customer. Revenue from sale of power is accounted for in accordance with tariff provided in Power Purchase Agreement (PPA) read with the regulations of respective regulatory authorities and no significant uncertainty as to the measurability or collectability exist. There is no impact on the adoption of the standard in the financial statement as the company's revenue primarily comprised of revenue from sale of power and the recognition criteria of this revenue stream is largely unchanged by Ind AS 115.

### • Other operating revenue - Duty drawback.

Export incentive and subsidies are recognized when there is reasonable assurance that the company

will comply with the conditions and the incentive will be received.

## Contract Assets

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Unbilled receivables where further subsequent performance obligation is pending are classified as contract assets when The Company does not have unconditional right to receive cash as per contractual terms. Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

## Impairment of Contract asset

The company assesses a contract asset for impairment in accordance with Ind AS 109. An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.

## Contract Liability

Contract Liability is recognised when there are billings in excess of revenues and it also includes consideration received from customers for whom The Company has pending obligation to transfer goods or services.

The billing schedules agreed with customers include periodic performance based payments and / or milestone based progress payments. Invoices are payable within contractually agreed credit period.

## Modification in contract

Contracts are subject to modification to account for changes in contract specification and requirements. The company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

The company disaggregates revenue from contracts with customers by industry verticals, geography and nature of goods or services.

## b) Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to principal outstanding and



(All amounts are in Indian Rupees (lakhs))

the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets' net carrying amount on initial recognition.

### c) Other Operating Revenue

Export incentive and subsidies are recognized when there is reasonable assurance that The Company will comply with the conditions and the incentive will be received.

## 13) Retirement and other employee benefits

### a) Short Term Employee Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

### b) Other Long Term Employee Benefits

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognised in books of accounts. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial assumptions are recognized in consolidated statement of profit and loss.

### c) Post-Employment Benefits

The company operates the following post-employment schemes:

#### i) Defined Benefit Plan

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods.

The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method. The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments

for unrecognized actuarial gains or losses and past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Past service cost is recognised in the consolidated statement of profit and loss in the period of a plan amendment. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognised in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognised in OCI is reflected immediately in retained earnings and will not be reclassified to consolidated statement of profit and loss.

The company contributes to fund maintained with Life Insurance Corporation of India.

#### ii) Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognised as expenditure in the consolidated statement of profit and loss and/or carried to Construction work-in-progress when an employee renders the related service.

## 14) Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and The Company will comply with all the attached conditions.

- a) Government grants are recognised in the statement of profit or loss on a systematic basis over the periods in which the company recognizes the related costs for which the grants are intended to compensate.
- b) Grants related to acquisition/ construction of property, plant and equipment are recognised as deferred revenue in the Balance Sheet and transferred to the statement of profit or loss on a systematic and rational basis over the useful lives of the related asset.

## 15) Foreign Currency Transactions

- a) The functional currency and presentation currency of The Company is Indian Rupee (INR).



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

- b) Transactions in currencies other than The Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each balance sheet date, foreign currency monetary items are reported using the closing rate.
- c) Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange difference that arise on settlement of monetary items or on reporting of monetary items at each Balance sheet date at the closing spot rate are recognised in profit or loss in the period in which they arise except for:
  - i) exchange difference on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings; and
  - ii) Exchange differences on transactions entered into in order to hedge certain foreign currency risks.

## 16) Borrowing Cost

Borrowing cost include interest expense calculated using the Effective interest method, finance charges in respect of assets acquired on finance lease and exchange difference arising on foreign currency borrowings to the extent they are regarded as an adjustment to the finance cost.

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset hat necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The company considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the consolidated statement of profit and loss in the period in which they are incurred.

## 17) Earnings per Share

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

## 18) Exceptional Item

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company.

## 19) Financial Guarantee Contract

Financial guarantee contract provided to the lenders of the Company by its Parent Company is measured at their fair values and benefit of such financial guarantee is recognised to equity as a capital contribution from the parent.

## 20) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the company and its joint-venture entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in consolidated statement of profit and loss.

### a) Financial Assets

#### i) Classification and Subsequent Measurement

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

- Measured at Amortized Cost
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Measured at Fair Value Through Profit or Loss (FVTPL) and
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period The Company changes its business model for managing financial assets.

(All amounts are in Indian Rupees (lakhs))

- Measured at Amortized Cost

The Financial assets are subsequently measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognised in the consolidated statement of profit and loss.

- Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

The financial assets are measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the consolidated statement of profit and loss in investment income.

- Measured at Fair Value Through Profit or Loss (FVTPL)

Financial assets are measured at fair value through profit or Loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognised in the consolidated statement of profit and loss. The net gains or loss recognised in consolidated statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by instrument basis. The classification is made on initial recognition and is irrevocable. In case The Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

## ii) DE recognition

The company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

## iii) Impairment of Financial Assets

In accordance with Ind AS 109, The Company uses 'Expected Credit Loss' (ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The company uses historical default rate to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

For other assets, The Company uses 12 month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

## iv) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortized cost, the exchange differences are recognised in the consolidated statement of profit and loss.

## b) Financial Liabilities and equity instruments

Debts and equity instruments issued by the company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instruments.

### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of equity after deducting all of its liabilities. Equity instruments issued by The Company are recognised at the proceeds received, net of direct issue costs.

### Financial Liabilities

#### i) Recognition and Initial Measurement

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### ii) Subsequent Measurement

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

#### iii) Financial Guarantee Contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the

liability is measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

#### iv) De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

#### v) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortized cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortized cost of the instruments and are included in consolidated statement of profit and loss. The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

#### vi) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.

#### c) Derivative financial instruments

The company uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the consolidated statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the consolidated statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

#### d) Derivatives and Hedge Accounting

Derivatives are initially recognised at fair value and are subsequently premeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognised in Statement of Profit and Loss immediately unless the derivative is designated and effective as

(All amounts are in Indian Rupees (lakhs))

a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the company documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which is a cash flow hedge.

#### e) Cash Flow Hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognised in the Statement of Profit and Loss. Amounts previously recognised and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non-financial asset, such gains / losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non-financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains / losses recognised in other comprehensive income and accumulated in equity at that time remain in equity and are reclassified when the underlying transaction is ultimately recognised. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognised immediately in the Statement of Profit and Loss.

### 21) Provisions, Contingent Liabilities and Contingent Assets

#### a) Provisions

- i) Provisions are recognised when The company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount

is recognized as finance cost. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

#### ii) Decommissioning Liability

Restoration/ Rehabilitation/ Decommissioning cost are provided for in the accounting period when the obligation arises based on the NPV of the estimated future cost of restoration to be incurred. It includes the dismantling and demolition of infrastructure and removal of residual material. This provision is based on all regulatory requirements and related estimated cost based on best available information.

#### iii) Onerous Contracts

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

#### b) Contingent Liabilities

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

#### c) Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

### 22) Operating Segment

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker. An operating segment is a component of The Company that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of The Company and for which discrete financial information is available. All operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.





# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## 23) Employee Share based payment

Equity-settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Employee Stock Options Account". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Employee Stock Options Account" are transferred to the "General Reserve".

## 24) Measurement of Fair Values

A number of The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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

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

The principal or the most advantageous market must be accessible by The Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 — Inputs which are unobservable inputs for the asset or liability.

External values are involved for valuation of significant assets & liabilities. Involvement of external values is decided by the management of The Company considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

## 25) Non-Current Assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through as sale rather than through continuing use of the assets and actions required to complete such sale. Indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. On-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

## 26) Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

## 27) Research and Development

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

### Note : 5 Property, Plant and Equipment

Following are the changes in the carrying value of Property, Plant and Equipment's for the Year Ended 31<sup>st</sup> March 2025

All amounts in Indian Rupee (lakhs)

Particulars	Freehold Land	Lease Hold Land	Building	Plant & Equipment's	Electrical Installation	Office Equipment	Vehicles	Furniture and Fixtures	Computers	Library	Grand Total
<b>A. Gross Block</b>											
<b>At 1<sup>st</sup> April, 2023</b>	2,714.44	45.35	851.52	10,313.38	856.07	178.62	1,036.26	168.14	93.56	0.02	16,257.35
Additions	-	-	6.53	400.21	15.31	3.13	2.14	0.92	6.52	-	434.78
Disposals	(0.11)	(3.60)	-	-	-	-	-	-	-	-	(3.71)
<b>At 31<sup>st</sup> March, 2024</b>	<b>2,714.33</b>	<b>41.75</b>	<b>858.05</b>	<b>10,713.59</b>	<b>871.38</b>	<b>181.74</b>	<b>1,038.40</b>	<b>169.07</b>	<b>100.09</b>	<b>0.02</b>	<b>16,688.42</b>
Additions	6.00	-	-	982.16	33.91	45.89	31.22	1.20	7.60	-	1,107.96
Disposals	82.66	3.60	3.61	-	-	-	-	-	-	-	89.87
<b>At 31<sup>st</sup> March, 2025</b>	<b>2,637.67</b>	<b>38.15</b>	<b>854.44</b>	<b>11,695.75</b>	<b>905.29</b>	<b>227.63</b>	<b>1,069.62</b>	<b>170.26</b>	<b>107.68</b>	<b>0.02</b>	<b>17,706.51</b>
<b>B. Depreciation</b>											
<b>At 1<sup>st</sup> April, 2023</b>	-	-	398.57	6,556.79	461.30	167.85	478.21	154.74	87.07	0.02	8,304.55
Charge for the Year	-	-	37.71	492.04	37.43	2.18	84.52	1.08	4.72	-	659.67
Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>At 31<sup>st</sup> March, 2024</b>	<b>-</b>	<b>-</b>	<b>436.28</b>	<b>7,048.83</b>	<b>498.74</b>	<b>170.02</b>	<b>562.73</b>	<b>155.82</b>	<b>91.79</b>	<b>0.02</b>	<b>8,964.22</b>
Charge for the Year	-	-	48.39	507.84	38.41	9.73	94.03	0.90	3.41	-	702.70
Disposals	-	-	3.61	-	-	-	-	-	-	-	3.61
<b>At 31<sup>st</sup> March, 2025</b>	<b>-</b>	<b>-</b>	<b>481.06</b>	<b>7,556.67</b>	<b>537.14</b>	<b>179.75</b>	<b>656.75</b>	<b>156.71</b>	<b>95.21</b>	<b>0.02</b>	<b>9,663.32</b>
<b>C. Net Block (A-B)</b>											
<b>At 31<sup>st</sup> March, 2024</b>	<b>2,714.33</b>	<b>41.75</b>	<b>421.77</b>	<b>3,664.76</b>	<b>372.64</b>	<b>11.72</b>	<b>475.67</b>	<b>13.25</b>	<b>8.29</b>	<b>-</b>	<b>7,724.19</b>
<b>At 31<sup>st</sup> March, 2025</b>	<b>2,637.67</b>	<b>38.15</b>	<b>373.38</b>	<b>4,139.08</b>	<b>368.15</b>	<b>47.88</b>	<b>412.87</b>	<b>13.55</b>	<b>12.48</b>	<b>-</b>	<b>8,043.20</b>

(All amounts are in Indian Rupees (lakhs))



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## Note: 6(a)

Investments (Non Current)	As at 31.03.2025		As at 31.03.2024	
	No.s	Value	No.s	Value
<b>A) Investment in other Body Corporate</b>				
<b>1. Investment in Equity Instruments (Unquoted)</b>				
Mana Effluent Treatment Plant Limited	200	2.00	200	2.00
(Equity shares of ₹1000/-each fully paid up)				
<b>Total</b>		<b>2.00</b>		<b>2.00</b>

## Note: 6(b)

Investments (Current)	Sub Note	As at 31.03.2025		As at 31.03.2024	
		No.s	Value	No.s	Value
<b>Equity Instruments (Unquoted - At Cost)</b>					
<b>Investment in Related Body Corporates</b>					
<b>A) Surana Electrix Limited</b>		51,000	5.10	1,900	0.19
(Equity shares of ₹10/-each fully paid up)					
<b>B) Cresentia Technology Private Limited</b>		51,000	5.10	-	-
(Equity shares of ₹10/-each fully paid up)					
<b>TOTAL</b>		<b>-</b>	<b>10.20</b>	<b>-</b>	<b>0.19</b>

## Note: 7

Other Non-current Financial Asset	As at 31.03.2025	As at 31.03.2024
<b>Unsecured, Considered good.</b>		
(a) Security Deposits	179.46	187.79
(Refer Note 7(a))		
<b>Total</b>	<b>179.46</b>	<b>187.79</b>

### Note 7(a)

Security deposits primarily include Deposits with Electricity Department.

## Note: 8

Inventories	As at 31.03.2025	As at 31.03.2024
<b>(Valued at lower of Cost or Net Realisable Value)</b>		
Raw Materials	12,199.85	4,290.63
Work-in-Progress	2,194.53	2,127.67
Finished Goods	1,168.84	1,135.82
Material in Transit Raw Materials	169.55	770.22
<b>TOTAL</b>	<b>15,732.77</b>	<b>8,324.34</b>

All the Working Capital Facilities of the company are secured by hypothecation of inventories(Part of Current Assets). The monthly statements filed by the company with the bank(s) in respect of such facilities are in agreement with the books of accounts.

## Note: 9

Loans and Advances	As at 31.03.2025	As at 31.03.2024
Considered good – Unsecured		
Loan receivables considered good	284.18	-
Loan receivables which have significant increase in credit risk	-	-
Loan receivables -credit impaired	-	-
Less: Provision for doubtful	-	-
<b>TOTAL</b>	<b>284.18</b>	<b>-</b>

(All amounts are in Indian Rupees (lakhs))

Loans due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member has been separately stated as follows

Type of Borrower	Note	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan	Amount of Loan or advances in the nature of Loan outstanding	% of total Loan or advances in the nature of Loan
		As at 31st March 2025		As at 31st March 2024	
Loan to related Body Corporates					
Surana Electrix Private Limited		281.00	98.88%	-	-
Crescentia Technology Private Limited		3.18	1.1%	-	-
<b>Total</b>		<b>284.18</b>	<b>100%</b>	<b>-</b>	<b>-</b>

**Note: 10**

Trade Receivables	Sub Note	As at 31.03.2025	As at 31.03.2024
Considered good – Unsecured*			
Undisputed trade receivables considered good		14,591.92	9,783.08
Undisputed trade receivables – credit impaired		-	-
Less: Allowance for expected credit losses		-	-
<b>TOTAL</b>		<b>14,591.92</b>	<b>9,783.08</b>

**Trade receivables ageing schedule**

As at 31.03.2025	Outstanding for following periods from due date of payment as on Balance sheet date					
Particulars	Less than 6 month	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables						
considered good	14,564.53	19.43	4.92	3.04	-	14,591.92
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>14,564.53</b>	<b>19.43</b>	<b>4.92</b>	<b>3.04</b>	<b>-</b>	<b>14,591.92</b>

As at 31.03.2024	Outstanding for following periods from due date of payment as on Balance sheet date					
Particulars	Less than 6 month	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables						
considered good	9,757.00	23.04	3.04	-	-	9,783.08
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>9,757.00</b>	<b>23</b>	<b>3</b>	<b>-</b>	<b>-</b>	<b>9,783.08</b>

- There are no disputed trade receivables in the current and previous year.
- All the Trade Receivables are Unsecured and considered good
- Trade receivables are generally with the credit term of 30 to 90 days and are non interest bearing.
- The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.
- The Carrying amount of trade receivables is pledged as security for borrowings. (Refer Note 16(a))
- No Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.

Name of Company	Balance as on 31.03.2025	Balance as on 31.03.2024
Bhagyanagar Magnesium Private Limited	9.68	-
<b>Total</b>	<b>9.68</b>	<b>-</b>



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## Note: 11

Cash and cash Equivalents	As at 31.03.2025	As at 31.03.2024
Cash & Cash Equivalents		
(i) Balances in Cash credit account	-	91.07
(ii) Balances in current account	6.47	16.12
(ii) Cash in Hand	3.56	4.70
(iv) Balance in EEFC Account	485.95	189.65
<b>TOTAL</b>	<b>495.98</b>	<b>301.54</b>

Cash and Cash Equivalents are denominated and held in Indian Rupees except for EEFC account held in foreign currency

## Note: 11

Bank Balance other than Cash and Cash Equivalents	As at 31.03.2025	As at 31.03.2024
(i) Margin Money Deposit Against Bank Guarantee/Overdraft	328.92	83.78
(With original Maturity of more than 3 months and less than 1 year)		
(ii) Accrued interest on Fixed Deposits with Banks	5.74	2.02
<b>TOTAL</b>	<b>334.65</b>	<b>85.81</b>

Earmarked balances with banks are denominated and held in Indian Rupees.

## Note: 12

Current Tax Assets (Net)	As at 31.03.2025	As at 31.03.2024
Income tax Receivable	614.55	1,214.35
Less: Provision for Taxes	451.25	(880.73)
<b>TOTAL</b>	<b>163.30</b>	<b>333.63</b>

## Note: 13

Other Current Assets	As at 31.03.2025	As at 31.03.2024
<b>(Unsecured, Considered Good Unless Otherwise Stated)</b>		
(i) Balances with Statutory Authorities Note No 13(a)	1,566.08	1,021.41
(ii) Advances To Suppliers Note No 13(b)	5,945.52	2,943.57
(iii) Loans to Staff	27.60	30.11
(iv) Margin Money for Copper Hedging	3,887.72	1,817.64
(v) Taxes Paid under Protest	800.00	800.00
<b>TOTAL</b>	<b>12,226.92</b>	<b>6,612.73</b>

### Note:

13(a) The Balance with Statutory Authorities includes IGST Refund (paid on Exports) Receivable - ₹243.29lacs (PY- 554.39 lacs)

13(b) No advances are due from directors or other officers of the company or any of them either severally or jointly with any other persons or advances due to firms or private companies respectively in which any director is a partner or a director or member



(All amounts are in Indian Rupees (lakhs))

**Note: 14**

Share Capital	As at 31.03.2025		As at 31.03.2024	
	Number	Rupees	Number	Rupees
<b>Authorised</b>				
Equity Shares of ₹2/- each	12,50,00,000	2,500.00	12,50,00,000	2,500.00
<b>Issued</b>				
Equity Shares of ₹2/- each	3,19,95,000	639.90	3,19,95,000	639.90
<b>Subscribed &amp; Paid up</b>				
Equity Shares of ₹2/- each fully paid	3,19,95,000	639.90	3,19,95,000	639.90
<b>Total</b>	<b>3,19,95,000</b>	<b>639.90</b>	<b>3,19,95,000</b>	<b>639.90</b>

**a. Terms /Rights attached to Shareholders**

The Company has only one class of issued shares i.e. Equity Shares having par value of ₹2 per share. Each holder of Equity Shares is entitled to one vote per share and ranks pari passu. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

**b. Reconciliation of Equity Shares Outstanding at the Beginning and at the end of the Reporting Period**

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	Rupees	Number	Rupees
Shares outstanding at the beginning of the year	3,19,95,000	639.90	3,19,95,000	639.90
Changes during the year	-	-	-	-
Shares outstanding at the end of the year	3,19,95,000	639.90	3,19,95,000	639.90

**c. Detail of shareholders holding more than 5% of issued Share Capital.**

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
SURANA INFOCOM PRIVATE LIMITED	42,76,346	13.37	42,76,346	13.37
DEVENDRA SURANA	33,45,549	10.46	33,45,549	10.46
MANISH SURANA	30,81,055	9.63	31,33,013	9.79
NAMRATA SURANA	18,70,435	5.85	18,70,435	5.85
NARENDRA SURANA	25,22,709	7.88	28,85,818	9.02
	<b>1,50,96,094</b>	<b>47.19</b>	<b>1,55,11,161</b>	<b>48.49</b>

Rights, preferences and restriction attached to the Equity Shares

The Equity Shares of the Company, having par value of ₹ 2.00 per share, rank pari passu in all respects including voting rights and entitlement of dividend.

**d) Shares Held by Promoters at the end of the year**

Particulars	As at 31.03.2025			As at 31.03.2024		
	No. of shares Held	% of Holding of total shares	% change during the year	No. of shares Held	% of Holding of total shares	% change during the year
G M SURANA (MHUF)	1,78,775	0.56	-	1,78,775	0.56	-
NARENDRA SURANA (HUF)	1,06,500	0.33	-	1,06,500	0.33	-
DEVENDRA SURANA (HUF)	67,500	0.21	-	67,500	0.21	-
G M SURANA (HUF)	1,66,380	0.52	-	1,66,380	0.52	-
NAMRATA SURANA	18,70,435	5.85	-	18,70,435	5.85	-
DEVENDRA SURANA	33,45,549	10.46	-	33,45,549	10.46	-
SUNITA SURANA	15,51,696	4.85	-	15,51,396	4.85	-
NARENDRA SURANA	25,22,709	7.88	(2.62]	28,85,818	9.02	1.38
VINITA SURANA	6,96,822	2.18	-	6,96,822	2.18	0.06



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

Particulars	As at 31.03.2025			As at 31.03.2024		
	No. of shares Held	% of Holding of total shares	% change during the year	No. of shares Held	% of Holding of total shares	% change during the year
MANISH SURANA	30,81,055	9.63	(0.15)	31,33,013	9.78	0.27
NIVRITI SAMKIT JAIN	3,47,500	1.09	-	3,47,500	1.09	-
RAHUL SURANA	14,04,500	4.39	-	14,04,500	4.39	-
SRESHA SURANA	6,48,600	2.03	-	6,48,600	2.03	0.07
MITALI SURANA SARAOGI	3,00,000	0.94	-	3,00,000	0.94	-
ADVAIT SURANA	10,17,036	3.18	-	10,17,036	3.18	-
BHAGYANAGAR SECURITIES PRIVATE LIMITED	62,915	0.20	(0.05)	78,957	0.25	-
SURANA INFOCOM PRIVATE LIMITED	42,76,346	13.37	-	42,76,346	13.37	0.20
SURANA TELECOM AND POWER LIMITED	9,25,221	2.89	(0.45)	10,68,544	3.34	0.32

The shareholding information has been extracted from the records of the Company including register of shareholders/ members and is based on legal ownership of shares.

## Note: 15

Other Equity	As at 31.03.2025	As at 31.03.2024
<b>General Reserves</b>		
Balance as per Last Account	2,500.00	2,500.00
Add: Transferred from Retained Earnings	-	-
<b>Balance at the year end</b>	<b>2,500.00</b>	<b>2,500.00</b>
<b>Capital Reserves</b>		
Balance as per Last Account	653.41	653.41
<b>Balance at the year end</b>	<b>653.41</b>	<b>653.41</b>
<b>Capital Redemption Reserve</b>		
Balance as per Last Account	210.20	210.20
<b>Balance at the year end</b>	<b>210.20</b>	<b>210.20</b>
<b>Retained Earnings</b>	15,333.17	10,760.80
Add: Profit during the year/period	1,401.81	4,572.37
<b>Amount available for Appropriation</b>	<b>16,734.98</b>	<b>15,333.17</b>
Transfer to General Reserve	-	-
<b>Balance at the year end</b>	<b>16,734.98</b>	<b>15,333.17</b>
<b>TOTAL</b>	<b>20,098.59</b>	<b>18,696.78</b>

The Description, Nature and Purpose of each reserve with in equity are as follows:

**General Reserve:** This reserve is the retained earnings of the company, which are kept aside out of the Company's profit to meet future (known or unknown) obligations.

**Retained Earnings:** Retained earnings comprise of net accumulated profit/(loss) of the company, after declaration of dividend.

**Capital Reserve:** Capital Reserve was created on account of merger of various entities with the company.

**Capital Redemption Reserve:** Capital Redemption Reserve was created on account of Buy back of Shares of the Companies.

(All amounts are in Indian Rupees (lakhs))

**Note: 16**

<b>Non Current Liabilities - Borrowings</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Secured(Loans from Banks)</b>		
(a) GECL - HDFC Bank	-	527.18
(b) Term Loan - HSBC	720.03	-
(c) GECL - HSBC	-	695.83
(d) Vehicle Loan - HDFC Bank	152.03	199.47
(e) Vehicle Loan - Mercedes Benz Financial Services Private Limited	51.64	67.63
<b>(Refer Note Below 16(a) to 16(e)) (A)</b>	<b>923.70</b>	<b>1,490.11</b>
<b>Less: Current maturities of long term borrowings (B)</b>	<b>402.11</b>	<b>921.05</b>
<b>Total C = (A-B)</b>	<b>521.59</b>	<b>569.06</b>
<b>Unsecured (Loan repayable on demand from related parties)</b>		
(a) Loan from Body Corporate	5,600.74	1,907.56
(b) Loan from Directors	1,814.94	2,135.46
(Refer Note Below 16(f) to 16(g)) (D)	7,415.68	4,043.02
<b>TOTAL (C+D)</b>	<b>7,937.27</b>	<b>4,612.08</b>

**16(a) Guaranteed Emergency Credit Line - HDFC Bank**

Loan of ₹540Lacs was sanctioned by way of Guaranteed Emergency Credit Line by HDFC Bank in the month of January 2022 which was repaid fully during the Financial Year 2024-25

**16(b) Term loan - HSBC Bank**

Term Loan of ₹1000 lacs is sanctioned by HSBC Bank by way of Term Loan during Financial Year 2024-25. The Loan is repayable in 36 Monthly instalments starting from Sep,2024. The Principal repayable during FY 2025-26 amounting to ₹333.28 lacs is classified under Current Maturities of Long Term Debt-Note:19

**16(c) Guaranteed Emergency Credit Line - HSBC Bank:**

Guaranteed Emergency Credit Line (GECL) of ₹18,50,00,000 is sanctioned by HSBC by way of Working Capital Term Loan(WCTL) in the month of December,2021.The Loan is repayable in 48 Monthly instalments starting from December,2023 and the same has been fully repaid in FY 2024-25

**16(d) Vehicle Loan - HDFC Bank**

The company availed a Car loan of ₹253.62 lakhs from HDFC Bank during the FY 2022-23.The Loan is repayable in 60 Monthly instalments starting from January,2023. The Principal repayable during FY 2025-26 amounting to ₹51.43 lacs is classified under Current Maturities of Long Term Debt-Note:19

**16(e) Vehicle Loan - Mercedes Benz Financial Services Pvt Limited**

The company availed a Car loan of ₹84.64 lakhs from Mercedes Benz Financial Services Pvt Limited during the FY 2022-23. The Loan is repayable in 60 Monthly instalments starting from January,2023. The Principal repayable during FY 2025-26 amounting to ₹17.40 lacs is classified under Current Maturities of Long Term Debt-Note:19

**16(f) Loan from Associate Companies**

<b>Details of Unsecured Loans*</b>	<b>Balance as on 31.03.2025</b>	<b>Balance as on 31.03.2024</b>
Surana Telecom and Power Ltd	3,941.38	1,339.13
Surana Infocom Pvt Ltd	1,659.36	568.42
<b>Total</b>	<b>5,600.74</b>	<b>1,907.56</b>

**16(g) Loan from Director**

<b>Name of the Director</b>	<b>Balance as on 31.03.2025</b>	<b>Balance as on 31.03.2024</b>
Devendra Surana	1814.94	2135.46
<b>Total</b>	<b>1814.94</b>	<b>2135.46</b>

\*Unsecured Loan have been taken for business purpose at a mutually agreed rate of interest. There is no specific repayment Schedule.



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## Note: 17

<b>Deferred Tax Liability (Net)</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
(a) Deferred Tax Liability/(Asset) at the beginning of the year	69.36	23.92
Add: Deferred Tax Liability/(Asset) for the year, on account of depreciation	14.61	45.44
<b>TOTAL</b>	<b>83.96</b>	<b>69.36</b>

## Note: 18

<b>Other Non-current Liabilities</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
(a) Security Deposit/Retention Money	1,343.36	1,343.36
<b>TOTAL</b>	<b>1,343.36</b>	<b>1,343.36</b>

## Note: 19

<b>Current Liabilities - Borrowings</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Secured</b>		
<b>Working Capital Facilities from Banks</b>		
- Overdraft/Working Capital Demand Loan	14,423.48	3,537.96
- Foreign Currency Demand Loan - SBI	4,750.00	-
- Export Packaging Credit	-	1,000.00
<b>(Refer Note Below 19(a) to 19(b))</b>	<b>19,173.48</b>	<b>4,537.96</b>
<b>Current Maturities on Long Term Debt</b>		
(a) Guaranteed Emergency Credit Line - HDFC Bank	-	161.79
(b) Guaranteed Emergency Credit Line - HSBC Bank		695.83
(c) Term Loan - HSBC	333.28	-
(d) Vehicle Loan - HDFC Bank	51.43	47.43
(e) Vehicle Loan - Mercedes Benz Financial Services Private Limited	17.40	15.99
(Refer Note Below 19(c) to 19(h))	402.11	921.05
<b>TOTAL</b>	<b>19,575.59</b>	<b>5,459.01</b>

### Notes:

**19(a)** The Working Capital / Overdraft facilities (including foreign currency term loan) from SBI ICICI, HDFC and HSBC bank are secured by personal guarantee of Directors, Corporate Guarantee of Holding Company and an Exclusive charge on entire Current Assets and Fixed Assets of the Company. It is Secured against current assets. Quarterly returns or statements of current assets filed by the Company with bank are in agreement with the books of accounts.

**19(b)** The company has availed Export packing credit from ICICI Bank/HDFC Bank and the same has been repaid fully in financial year 2024-25

### **19(c) Guaranteed Emergency Credit Line - HDFC Bank:**

Loan of ₹540Lacs was sanctioned by way of Guaranteed Emergency Credit Line by HDFC Bank in the month of January 2022 which was repaid fully during the Financial Year 2024-25

### **19(d) Guaranteed Emergency Credit Line - HSBC Bank:**

Guaranteed Emergency Credit Line (GECL) of ₹18,50,00,000 is sanctioned by HSBC by way of Working Capital Term Loan(WCTL) in the month of December,2021.The Loan is repayable in 48 Monthly instalments starting from December,2023 and the same has been fully repaid in FY 2024-25

### **19(f) Term Loan - HSBC**

Term Loan of ₹1000 lacs is sanctioned by HSBC Bank by way of Term Loan during Financial Year 2024-25. The Loan is repayable in 36 Monthly instalments starting from Sep,2024 .The Principal repayable during FY 2025-26 amounting to ₹333.28 lacs is classified under Current Maturities of Long Term Debt-Note:19

(All amounts are in Indian Rupees (lakhs))

**19(g) Vehicle Loan - HDFC Bank**

The company availed a Car loan of ₹253.62 lakhs from HDFC Bank during the FY 2022-23. The Loan is repayable in 60 Monthly instalments starting from January, 2023. The Principal repayable during FY 2025-26 amounting to ₹51.43 lacs is classified under Current Maturities of Long Term Debt-Note:19

**19(h) Vehicle Loan - Mercedes Benz Financial Services Pvt Limited**

The company availed a Car loan of ₹84.64 lakhs from Mercedes Benz Financial Services Pvt Limited during the FY 2022-23. The Loan is repayable in 60 Monthly instalments starting from January, 2023. The Principal repayable during FY 2025-26 amounting to ₹17.40 lacs is classified under Current Maturities of Long Term Debt-Note:19

**Note: 20**

<b>Trade Payables</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Unsecured</b>		
- Total Outstanding dues of Micro and Small Enterprises	17.61	45.08
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	1,636.61	2,043.61
<b>TOTAL</b>	<b>1,654.22</b>	<b>2,088.69</b>

**Trade payable ageing schedule**

<b>As at March 31, 2025</b>	<b>Outstanding for following periods from due date of payment</b>				
<b>Undisputed Outstanding Dues</b>	<b>&gt; 1 year</b>	<b>1-2 year</b>	<b>2-3 year</b>	<b>&lt; 3 Year</b>	<b>Total</b>
- Total Outstanding dues of Micro and Small Enterprises	17.61	-	-	-	17.61
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	1,636.61	-	-	-	1,636.61
<b>TOTAL</b>	<b>1,654.22</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,654.22</b>
<b>As at March 31, 2024</b>	<b>Outstanding for following periods from due date of payment</b>				
<b>Undisputed Outstanding Dues</b>	<b>&gt; 1 year</b>	<b>1-2 year</b>	<b>2-3 year</b>	<b>&lt; 3 Year</b>	<b>Total</b>
- Total Outstanding dues of Micro and Small Enterprises	45.08	-	-	-	45.08
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises	2,043.61	-	-	-	2,043.61
<b>TOTAL</b>	<b>2,088.69</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,088.69</b>

- All the Trade payable are Unsecured
- There are no disputed trade payables in the current and previous year.
- Terms and conditions of the above financial liabilities:  
Trade payables are non-interest bearing and are normally settled on 30-120 day terms.  
For explanations on the Company's credit risk management processes, refer to note 37.
- No Debts due to Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as mentioned below

**Notes:**

<b>Name of Company</b>	<b>Balance as on 31.03.2025</b>	<b>Balance as on 31.03.2024</b>
Surana Solar Systems Private Limited	2.30	4.68
<b>Total</b>	<b>2.30</b>	<b>4.68</b>





# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

## Note: 21

Other Financial Liabilities	As at 31.03.2025	As at 31.03.2024
(a) Security Deposits	12.35	15.08
<b>TOTAL</b>	<b>12.35</b>	<b>15.08</b>

## Note: 22

Other Current Liabilities	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Advance from Customers	339.08	-
Other Liabilities	85.00	193.64
Statutory Dues Payable	57.94	72.05
<b>TOTAL</b>	<b>482.02</b>	<b>265.69</b>

## Note: 23

Provisions	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Provision for Employee Benefits	13.00	13.00
Liability For Expenses	224.31	152.35
<b>TOTAL</b>	<b>237.31</b>	<b>165.35</b>

## Note: 24

Revenue from Operations	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
(a) Sale of Products		
Copper Products		
- Copper & Allied Products - Domestic	1,42,770.36	1,21,757.79
- Copper Products - Export	19,262.43	20,647.22
(b) Sale of Wind Power	527.73	526.11
<b>TOTAL (NET SALES)</b>	<b>1,62,560.51</b>	<b>1,42,931.12</b>

## Note: 25

Other Income	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
(a) Interest Income	14.63	104.00
Interest on Loans, Deposits and Others		
(b) Rental Income	174.46	141.32
(c) Miscellaneous Income	17.21	1.22
(d) Balances no Longer Payable Written Back	14.06	27.15
(e) Profit on Sale of fixed assets	345.05	4,262.69
(f) Foreign Exchange Fluctuation Difference Account	-	12.85
<b>TOTAL</b>	<b>565.41</b>	<b>4,549.23</b>

## Note: 26

Cost of Raw Materials and Components Consumed	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Opening Stock Raw Materials	4,290.63	6,713.05
Opening Stock Material - In - Transit	770.22	679.17
Add: Purchases net of GST	1,58,121.91	1,25,575.97
Less: Closing Stock Raw Materials	12,199.85	4,290.63
Less: Closing Stock Material - In - Transit	169.55	770.22
<b>Raw Material Consumed</b>	<b>1,50,813.35</b>	<b>1,27,907.34</b>

(All amounts are in Indian Rupees (lakhs))

**Note: 27**

<b>(Increase)/ Decrease in Inventories</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Opening Stock WIP	2,127.67	6,548.54
Opening Stock Finished Goods	1,135.82	567.78
Less: :Closing Stock WIP	2,194.53	2,127.67
Less: Closing Stock Finished Goods	1,168.84	1,135.82
<b>(Increase)/Decrease in Stock</b>	<b>(99.87)</b>	<b>3,852.82</b>

**Note: 28**

<b>Employee Benefits Expense</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Salaries, Wages and Other Employee Benefits	1,288.72	1,302.24
Contribution To Provident And Other Funds	202.29	89.57
<b>TOTAL</b>	<b>1,491.01</b>	<b>1,391.80</b>

During the year ended 31<sup>st</sup> March 2025, the Company has recognised an amount of INR 403.08 lacs (PY - 381.08 lacs) as remuneration to key managerial personnel

**Note: 29**

<b>Finance Costs</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
(a) Interest Expense		
Cash Credit & Others	1,169.24	793.37
General Emergency Credit Line - HSBC/ HDFC	43.62	243.84
Unsecured Loan	289.87	201.15
Term Loan -HSBC Bank	74.69	-
(b) Financial Charges	116.46	102.48
<b>TOTAL</b>	<b>1,693.88</b>	<b>1,340.85</b>

**Note: 30**

<b>Depreciation and Amortisation Expenses</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Depreciation	702.70	659.67
Amortisation Expenses - Lease Rent	3.60	3.60
<b>TOTAL</b>	<b>706.30</b>	<b>663.27</b>

**Note: 31**

<b>Other Expenses</b>	<b>For the Year Ended 31.03.2025</b>	<b>For the Year Ended 31.03.2024</b>
Consumption Of Stores And Spare Parts	1,053.26	754.62
Processing & Conversion Charges	54.88	90.26
Power And Fuel	3,188.25	3,106.20
Rent	26.77	27.36
Repairs		-
Buildings	67.92	129.21
Machinery	922.03	1,300.46
Others	44.44	54.09
Insurance	65.50	66.69
Rates And Taxes	28.92	34.64
Packing And Forwarding	650.82	605.88
Advertisement And Sales Promotion	22.65	21.11
Travelling & Conveyance	77.39	128.36



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

Other Expenses	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Corporate Social Responsibility Expense	20.50	15.00
Director's Sitting Fees	2.39	3.62
Payments To The Auditor		-
for Statutory Audit	5.60	5.60
for Tax Audit	0.70	0.70
for Taxation/Other Matters	0.70	0.70
for Reimbursement Of Expenses	0.40	0.40
Foreign Exchange Fluctuation Difference Account	60.30	-
Watch & Ward	120.91	124.11
Other Miscellaneous Expenses	239.25	267.86
<b>TOTAL</b>	<b>6,653.59</b>	<b>6,736.86</b>

Other Miscellaneous Expenses	For the Year Ended 31.03.2025	For the Year Ended 31.03.2024
Post. Tel & Telephone	14.61	13.22
Legal & Licence Fees	10.09	9.85
Commission On Sales/Purchases	58.07	33.88
Professional Charges	64.47	65.90
Sundry Balances Written Off	-	58.09
Agm & Board Expenses	0.08	0.14
Water Charges	8.54	7.32
Office Maintenance	8.44	14.27
Testing Charges	6.24	2.36
Books & Periodicals	-	0.04
Donation	-	0.10
Weighment Charges	-	0.67
Listing Fees	-	5.85
Membership & Subscription	23.32	19.87
Other Expenses	8.34	8.51
Printing & Stationery	27.88	12.49
Software Development Charges	1.15	6.12
Filing Fees	0.10	9.17
Discount Allowed	3.80	-
Tender Expenses	4.14	-
<b>TOTAL</b>	<b>239.25</b>	<b>267.86</b>

## 32) Related party transactions

### a. List of Related Parties:

#### Key Managerial Personnel & their relatives:

- (i) Narender Surana (Director till 16<sup>th</sup> January, 2025)
- (ii) Devendra Surana
- (iii) N.C. Bhardwaj (Whole Time Director)
- (iv) Rakesh Kumar Agarwal (Whole Time Director)
- (v) N.V. Rao (Whole Time Director: Marketing)
- (vi) Manish Surana
- (vii) Namrata Surana
- (viii) Nivriti Samkit Jain
- (ix) Advait Surana
- (x) Surendra Bhutoria (CFO)
- (xi) Lalit Kumar Thanvi (CS – till 14.02.23)
- (xii) Ritika Tandon (CS – wef 03<sup>rd</sup> Feb 2025)
- (xiii) Mithali Surana

(All amounts are in Indian Rupees (lakhs))

**ii. Enterprises owned or significantly influenced by key management personnel or their relatives:**

- |                                      |   |
|--------------------------------------|---|
| (i) Surana Telecom and Power Limited | (vi) Bhagyanagar Magnesium Pvt Ltd          |
| (ii) Surana Solar Limited            | (vii) Surana Infocom Private Limited        |
| (iii) G.M. Surana Foundation Trust   | (viii) Shabashpally Chemicals Pvt Ltd       |
| (iv) Surana Solar Systems (P) Ltd    | (ix) Bhagyanagar Ventures Pvt Ltd           |
| (v) Surana Electrix Private Limited  | (x) Crescentia Technologies Private Limited |

**A. List of Transactions Occurred during the year are as follows:**

		Amount in Lacs (₹)	
Related Party	Nature of transaction	2024-25	2023-24
Surana Solar Limited	Purchase Of Solar Products	-	23.82
Surana Solar Limited	Purchase Of Copper	59.34	50.81
Surana Solar Systems Private Limited	Purchase of Solar Power	26.60	104.88
Surana Solar Limited	Sale of Copper	2979.14	-
Bhagyanagar Magnesium Pvt Ltd	Sale of Magnesium Alloy	204.65	44.63
Shabashpally Chemicals Pvt Limited	Job Work Expense	-	14.50
Surana Infocom Private Limited	Interest Expense	94.93	17.15
Surana Telecom & Power Limited	Interest Expense	101.84	87.02
Bhagyanagar Ventures Pvt Limited	Lease Rent Paid	8.22	8.22
Devendra Surana	Interest Expense	93.10	96.98
Rakesh Agarwal	Salary-WTD	41.10	36.90
Devendra Surana	Salary -MD	108.00	108.00
Surendra Bhutoria	Salary -CFO	26.82	5.26
N C Bhardwaj	Salary – WTD	20.98	20.16
N.V.Rao	Remuneration-WTD	24.33	3.98
Namrata Surana	Salary	28.92	25.83
NivritiSamkit Jain	Salary	25.60	24.00
Advait Surana	Salary	50.00	51.93
Manish Surana	Salary	55.00	66.00
Ritika Tandon (from 03.02.25)	Salary - CS	2.88	-
Lalit Kumar Thanvi (From 14.02.23)	Salary - CS	5.46	7.02
Mithali Surana	Salary	14.00	12.00
GM Surana Foundation Trust	CSR Expense	7.90	2.34
Surana Electrix Private Limited	Investment	4.91	-
Crescentia Technology Private Limited	Investment	5.10	-

**B. Details of Loan given and recovered with the related parties during the year:**

Balance Outstanding	Nature of transaction	2024-25	2023-24
Bhagyanagar Magnesium Pvt Limited	Advance from Customers	-	13.00
Bhagyanagar Magnesium Pvt Limited	Trade Receivables	9.68	-
Surana Solar Systems Pvt Limited	Trade Payable	2.30	4.68
Balance Outstanding	Nature of transaction	2024-25	2023-24
Surana Telecom & Power Limited	Opening Balance	1339.13	1772.81
	Loan taken	3019.24	148.32
	Repaid during the Year	417.00	532.00
	Closing Balance	3941.38	1339.13
<b>Max Bal. a/s at any point of time during the year</b>		<b>3941.38</b>	<b>1816.74</b>



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

Balance Outstanding	Nature of transaction	2024-25	2023-24
Devendra Surana	Opening Balance	2135.46	1562.01
	Loan taken	2108.49	4085.03
	Repaid during the Year	2429.00	3511.59
	Closing Balance	1814.94	2135.46
	<b>Max Bal. a/s at any point of time during the year</b>	<b>2145.35</b>	<b>3855.84</b>
Surana Infocom Private Limited	Opening Balance	568.42	123.03
	Loan taken	1097.94	2187.63
	Repaid during the Year	7.00	1742.23
	Closing Balance	1659.36	568.42
	<b>Max Bal. a/s at any point of time during the year</b>	<b>1659.36</b>	<b>2641.60</b>
Surana Solar Limited	Opening Balance	-	-
	Loan taken	34.23	-
	Repaid during the Year	34.23	-
	Closing Balance	-	-
	<b>Max Bal. a/s at any point of time during the year</b>	<b>28.70</b>	<b>-</b>
Surana Electrix Private Limited	Opening Balance	-	-
	Loan taken	281.00	-
	Repaid during the Year	-	-
	Closing Balance	281.00	-
	<b>Max Bal. a/s at any point of time during the year</b>	<b>281.00</b>	<b>-</b>
Crescentia Technology Private Limited	Opening Balance	-	-
	Loan Given	3.17	-
	Repaid during the Year	-	-
	Closing Balance	3.17	-
	<b>Max bal a/s at any point of time during the year</b>	<b>3.17</b>	<b>-</b>

(\*) There are multiple transactions with the party. The amount represents net balance of multiple transactions during the year.

## 33) Disclosure required under Section 186(4) of the Companies Act 2013

In the opinion of Board of Directors and to the best of their knowledge and belief, the above disclosure pursuant to Securities Exchange Board of India (Listing Obligation and Disclosure Requirement and Regulation 2015) and Section 186 of the Companies Act 2013.

## 34) In the opinion of Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business, would not be less than the amount at which the same are stated in the Balance Sheet.

## 35) Auditors' Remuneration includes:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Statutory Auditors</b>		
Audit Fees (Statutory & Tax Matters)	6.30	6.30
Certification & Other Services	1.10	1.10
<b>Total</b>	<b>7.40</b>	<b>7.40</b>



(All amounts are in Indian Rupees (lakhs))

**36) TAX Expenses**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Current Tax</b>		
Current Tax Expense for the Year	451.25	880.72
Deferred Tax		
Deferred Tax Liability/(Asset)	14.60	45.42
MAT Credit entitlement for current year	-	88.87
Excess MAT Credit Reversed	-	-
<b>Total Income Tax Expense</b>	<b>465.85</b>	<b>1015.02</b>

**37) Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Income before taxes	1867.66	5587.40
Effective Tax Rate	20.54%	22.37%
Estimated Income Tax Expense	426.49	1250.37
Add: Effect of non-deductible expenses	47.24	79.23
(Less): Effect of allowances for tax purpose	(22.47)	(448.87)
Add/(Less): Effect of deferred tax	14.60	45.42
Add/(Less): Effect of MAT Credit	-	88.87
<b>Tax Expense in Statement of Profit and Loss</b>	<b>465.86</b>	<b>1015.02</b>

**38) Net Debt Reconciliation**

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening Balances of Borrowings	4612.08	5836.73
Add: Proceeds from Non Current Borrowings	3325.19	-
Less: Repayment of Non Current Borrowings	-	1224.65
Closing Balance of Borrowings	7937.27	4612.08

**39)** As per Section 135 of the Companies Act, 2015, a CSR committee has been formed by the company. The disclosure in respect of CSR Expenditure during the year as aligned with the CSR Policy of the Company which is in line with the activities specified in Schedule VII of the Companies Act, 2013 is as under:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Gross amount required to be spent by the Company during the year	14.98	10.60
Related Party Transaction as per Ind AS 24 in relation to CSR activities		
GM Surana Trust	7.90	2.34
Gulab Chand Surana Charitable Clinic	1.40	-
Others	5.68	8.51

	Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
Particulars	For the year ended 31st March 2025		For the year ended 31st March 2024	
(i) Construction/ acquisition of any asset	-	-	-	-
(ii) Purposes other than (i) above	14.98	-	22.20	-
<b>TOTAL</b>	<b>14.98</b>	<b>-</b>	<b>22.20</b>	<b>-</b>

<b>Nature of CSR activities undertaken by the company</b>	1. "Rural Development" - "Integrated Village Development (IVD) Project"	1. "Rural Development" - "Integrated Village Development (IVD) Project"
	2. "Promoting Healthcare including preventive health care - Health Project"	2. "Promoting Healthcare including preventive health care - Health Project"
		3. Promoting Education
		4. Environmental Sustainability
		5. Animal Welfare



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## CSR Movement

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening Balance	(0.25)	(0.15)
Gross amount required to be spent by the Company during the year	14.98	22.20
Actual Spent	14.98	22.30
(Excess)/Short Spent	-	(0.25)

40) The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company based on the intimation received from the suppliers regarding their status under the Act. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
a) Principal amount remaining unpaid but not due as at 31 <sup>st</sup> March	17.61	45.08
b) Interest amount remaining unpaid as at 31 <sup>st</sup> March	-	-
c) Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
e) Interest accrued and remaining unpaid as at 31 <sup>st</sup> March	-	-
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditor.

## 41) Earnings Per Share (EPS)

Particulars	2024-25	2023-24
Net Profit after Tax	1401.81	4572.37
Net Profit after Tax available for equity shareholders - For Basic and Diluted EPS	1401.81	4572.37
Weighted Average No. Of Equity Shares For Basic EPS (No.)	3,19,95,000	3,19,95,000
Weighted Average No. Of Equity Shares For Diluted EPS (No.)	3,19,95,000	3,19,95,000
Nominal Value of Equity Shares	2/-	2/-
Basic Earnings Per Equity Share	4.38	14.29
Diluted Earnings Per Equity Share	4.38	14.29

## 42) Contingent Liabilities and Commitments (to the extent not provided for)

Particulars	As at 31.03.2025	As at 31.03.2024
Contingent Liabilities	154.65	179.66
Commitments:		
Guarantees issued by banks	453.18	201.59

Note: TSSPDCL has raised a demand of ₹154.65Lakhs for previous years when the subsidiary company was not under the control of current management. The demand is being contested and has been stayed by the Honorable High Court of Telangana.

B. Income tax assessment of the Subsidiary company, "Bhagyanagar Copper Private Limited" for the assessment year 2021-22 was completed on December 30, 2022, and the department has raised a demand for ₹ 6622.17 lakhs on some unreasonable grounds. The company has appealed against it to the Commissioner of the Income Tax (Appeals) and a petition for stay of demand has also been filed before Principal Commissioner of Income Tax. The company has been advised by the legal experts that it has a strong/ solid case, and hence, no provision has been made in the books of accounts.

(All amounts are in Indian Rupees (lakhs))

- C. The Subsidiary company has received a GST demand order of ₹10335.12 lakhs (including penalty of INR 5168.06 lakhs) from the office of the Additional Commissioner of Central tax, Secunderabad, Hyderabad under the Central Goods and Service Tax Act, 2017 on the contention that the company has availed inadmissible ITC. Based on the assessment of facts and prevailing law, the company is of the view that the demand order levied is arbitrary and unjustified, however, the company has already deposited an amount of ₹800 lakhs with GST Department under protest which has been shown in these financial statements under the head "Current Assets". The Company has filed an appeal before the appropriate appellate authorities. Further, as per the management decision based on legal experts opinion there is fair chance of succeeding in the matter and hence the provision of the same has not been accounted in the books of accounts.

**43)** Bhagyanagar India Ltd, on standalone basis, has ceased to operate in the "Copper Segment" with effect from 01.01.2024 by virtue of Slump sale of the same to its wholly owned Subsidiary Bhagyanagar Copper Pvt Ltd. It now operates in the Wind Power Segment alone and there are no other reportable segments.

Further, since the reportable segment, other than Copper segment, in consolidates financials less than 10% of the total consolidated revenue, requirement of Segment reporting under relevant Ind-AS is not applicable

#### 44) Retirement and Other Employees Benefits

The Company's employee benefits primarily cover provident fund, gratuity and leave encashment.

Provident fund is a defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to the Profit & Loss account in the year in which they accrue. Gratuity liability is a defined benefit obligation and is based on the actuarial valuation done. The gratuity liability and the net periodic gratuity cost is actually determined after considering discounting rates, expected long term return on plan assets and increase in compensation level. All actuarial gain/ losses are immediately charged to the Profit & Loss account and are not deferred.

Particulars	Gratuity	
	2024-25	2023-24
<b>A Expenses recognized in the Profit &amp; Loss Account</b>		
Current service cost	10.62	15.59
Interest cost	14.73	15.66
Expected Return on Planned Assets	12.97	7.26
Net Actuarial Loss/ (Gain) recognized in the year	56.53	114.51
Expenses recognized in Statement of Profit & Loss	69.50	130.41
<b>B Change in Present value of obligation during the year ended 31<sup>st</sup> March, 2025</b>		
Present Value of obligation as at beginning of the year	203.21	216.00
Interest Cost	14.73	15.66
Current Service Cost	10.62	15.59
Benefits Paid-Actuals	(70.54)	(158.55)
Actuarial (Gain)/ Loss on Obligations	53.41	114.50
Present Value of obligation as at end of the year	214.76	203.21
<b>C Change in fair value of Plan Assets during the year ended 31<sup>st</sup> March, 2025</b>		
Fair value of Plan Assets as at the beginning of the year	221.13	132.27
Expected Return on Plan Assets	12.97	15.34
Contributions	16.91	232.06
Benefits Paid	(70.54)	(158.55)
Fair value of Plan Assets as at the end of the year	172.59	221.13
<b>D Actuarial Gain/ loss recognized</b>		
Actuarial (Gain) / Loss for the year –Obligation	56.53	(177.20)
Total Loss for the Year	56.53	114.50
Actuarial (Gain) / Loss recognized in the year	56.53	145.85
<b>E Actuarial assumption</b>		
Discount rate used	7.25%	7.25%
Salary escalation	7.00%	4.00%



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## 45) Sales (Net) during the year:

Sl No.	Particulars	2024-25		2023-24	
		Qty (MTs)	Amount (₹ in Lac)	Qty (MTs)	Amount (₹ in Lac)
I	Copper	18339.87	153660.95	18382.40	133937.81
li	By-Products	-	7996.12	-	5984.11
lii	Job Work Charges	1522.79	375.82	2302.63	2,483.09
	<b>TOTAL</b>	<b>19862.66</b>	<b>162032.89</b>	<b>20685.03</b>	<b>142405.01</b>

## 46) Raw material consumed during the year:

Sl No.	Particulars	2024-25	2023-24
I	Copper/Copper Scrap	148769.48	124117.98
ii	Others	2043.87	3789.36
	<b>TOTAL</b>	<b>150813.35</b>	<b>127907.34</b>

## 46) Details of imported and indigenous raw materials, spares and packing materials consumed:

Particulars	2024-25		2023-24	
	Value	% of Total Consumption	Value	% of Total Consumption
<b>Raw materials &amp; Components</b>				
(a) Imported	100004.31	66.31	61471.02	48.06
(b) Indigenous	50809.04	33.69	66436.32	51.94
<b>TOTAL</b>	<b>150813.35</b>	<b>100.00</b>	<b>127907.34</b>	<b>100.00</b>
<b>Stores &amp; Spare Parts (including consumed for repair)</b>				
(a) Imported	414.63	39.36	451.84	60.40
(b) Indigenous	638.63	60.64	302.78	39.60
<b>TOTAL</b>	<b>1053.26</b>	<b>100.00</b>	<b>754.62</b>	<b>100.00</b>

## 47) CIF Value of Imports

Particulars	2024-25	2023-24
Raw material / Traded Goods	100004.31	61471.02
Stores & Spares	414.63	461.84
<b>Total</b>	<b>100418.94</b>	<b>61932.86</b>

## 48) Earning in Foreign Currency

Particulars	2024-25	2023-24
FOB value of Export sale of goods	19262.42	20647.22
<b>Total</b>	<b>19262.42</b>	<b>20647.22</b>

## 49) Financial Instruments and Risk management

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

The fair value of trade receivable, trade payable and other current financial assets and liabilities is considered to be equal to the carrying value amounts of these items due to their short-term nature. Where such items are non-current in nature the same has been classified as level 3 and fair value determined using discounted cash value basis.

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair values:

(All amounts are in Indian Rupees (lakhs))

Particulars	Carrying value		Fair value	
	31st March 2025	31st March 2024	31st March 2025	31st March 2024
Other Financial Assets Non-Current				
- Investments	2.00	2.00	2.00	2.00
- Loans	179.46	187.79	179.46	187.79
-Other	181.46	189.79	181.46	189.79
Total Financial Assets	7937.27	4612.08	7937.27	4612.08
Borrowings (non-current)	1343.36	1343.36	1343.36	1343.36
<b>Total Financial Liabilities</b>	<b>9280.63</b>	<b>5955.44</b>	<b>9280.63</b>	<b>5955.44</b>

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

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 — Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the company considering the requirements of Ind As and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

## 50) Financial risk management objectives and policies

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Company is exposed to market, credit, liquidity and regulatory risks. The Company does not have any foreign Currency Liabilities; therefore, the exchange fluctuation risk is negligible. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below:

### A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

#### (i) Commodity Price Risk

The principal commodity of the company, which is copper, is fully hedged, insulating it from any price risk.

#### (ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposures to foreign exchange risks, the Company adopts a policy of selective hedging based on risk perception of management using derivative, whenever required, to mitigate or eliminate the risks.

#### (iii) Interest Rate risk

The Company is exposed to interest rate risk on financial liabilities such as borrowings, both short-term and long-term. It maintains a balance of fixed and floating interest rate borrowings and the proportion is determined by current market interest rates, projected debt servicing capability and view on future interest rates.





# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## B. Credit Risk

Financial Asset of the Company include trade receivables, employee advances and bank deposits which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimize collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payment and other relevant factors. The Company's exposure to credit risk is influence mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associated with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. with respect to other financial risk Viz loan and advances, deposit with government, the credit risk is insignificant since the loans and advances are given to its employees only and deposits are held with reputable banks. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

## C. Regulatory Risks

The Company performance may be impacted due to change in Regulatory Environment. The Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.

## D. Liquidity Risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans

The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
<b>31-Mar-25</b>	-	19575.59	7937.27	-	27512.86
Borrowings					
<b>31-Mar-24</b>	-	5459.01	4612.08	-	10071.09
Borrowings					

## 51) Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Company monitors capital using a gearing ratio, which is net debt divided by total capital PlusNet debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents

Particulars	31-Mar-25	31-Mar-24
Borrowings -Non-Current	7937.27	4612.02
Borrowings – Current	19575.59	5459.00
Other Payables	2385.90	2534.81
<b>Less: Cash and Cash Equivalents</b>	<b>830.63</b>	<b>387.34</b>
Net Debt (A)	29068.13	12218.55
Equity Share capital	639.90	639.90
<b>Other Equity</b>	<b>20098.59</b>	<b>18696.78</b>
<b>Total Capital (B)</b>	<b>20738.49</b>	<b>19336.69</b>
<b>Capital and Net debt (A+B)</b>	<b>49806.62</b>	<b>31555.25</b>
<b>Gearing ratio (in %)</b>	<b>58.36</b>	<b>38.72</b>

(All amounts are in Indian Rupees (lakhs))

In order to achieve this overall objective, the Company's capital management, amongst other things including working capital management, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

## 52) Ratio analysis and its elements.

Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% Change	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.98	3.18	(37.68)	Note (a)
Debt-Equity Ratio	Long Term Debt	Shareholder's Equity	0.38	0.24	60.46	Note (b)
Debt Service Coverage Ratio	Earning for debt service = Net profit before taxes + non-cash operating expenses + Finance Costs	Debt service = Interest & lease payments + Principal repayments	2.20	3.56	(38.13)	Note (c)
Return on Equity ratio (%)	Net profit after taxes	shareholder's equity.	6.76	23.65	(71.41)	Note (d)
Inventory Turnover Cycle (No. of days)	Inventory	Net Sales	35	21	66.18	Note (e)
Trade receivables turnover Cycle (No. of days)	Trade Receivables	Gross Sales	33	25	31.14	Note (f)
Trade payables turnover Cycle (No. of days)	Trade Payables	Net Purchases	4	6	(37.10)	Note (g)
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working Capital = Current assets - Current liabilities	7.53	8.20	(8.11)	-
Net Profit Ratio (%)	Net profit after taxes	Net Sales = Total sales - Sales return	0.86	3.20	(73.04)	Note (h)
Return on capital employed (%)	Earnings before interest, Depreciation and taxes	Capital employed = Tangible Net Worth + Long Term Debt	13.87	31.70	(55.05)	Note (i)

Notes:

- (a) Current Ratio has increased due to increase in current borrowings and increase in inventory.
- (b) Debt-Equity Ratio has increase because of an increase in long term borrowings during the year.
- (c) Debt Service Coverage Ratio has decreased due to a decline in net profit after tax.
- (d) Return on Equity Ratio has decreased due to a decline in net profit after tax.
- (e) Inventory Turnover Ratio has increased due to an increase in inventory during the year.
- (f) Trade Receivable Turnover Ratio has increased due to an increase in trade receivables during the year.
- (g) Trade Payable Turnover Ratio has decreased due to a decrease in trade payables and an increase in net purchases during the year.
- (h) Net Profit Ratio has decreased due to a decrease in profit after tax during the year.
- (i) Return on Capital Employed has decreased due to a decrease in profit after tax during the year.

## 53) Other Statutory Information

### A. RELATIONSHIP WITH STRUCK OFF COMPANIES

The company do not have any transactions with company's struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31<sup>st</sup> March, 2025 (Previous year: Nil).

### B. DISCLOSURE IN RELATION TO UNDISCLOSED INCOME

The company do not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31<sup>st</sup> March, 2025 and also for the year ended 31<sup>st</sup> March, 2024 in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).



# Consolidated Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## C. DETAILS OF BENAMI PROPERTY HELD

The Company do not hold any property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence there are no proceedings against the company for the year ended 31<sup>st</sup> March, 2025 and also for the year ended 31<sup>st</sup> March, 2024.

## D. REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)

The Company do not have any charges or satisfaction, which are yet to be registered with ROC beyond the statutory period, during the year ended 31<sup>st</sup> March, 2025 and also during the year ended 31<sup>st</sup> March, 2024.

## E. DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company have not traded or invested in crypto currency or virtual currency during the year ended 31<sup>st</sup> March, 2025 and also during the year ended 31<sup>st</sup> March, 2024.

## F. UTILISATION OF BORROWED FUND AND SHARE PREMIUM

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.

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.

- G. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

**54)** In respect of Financial Year commencing on or after 01.04.2023, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been in operation throughout the year for all relevant transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been and has been preserved by the company as per the statutory requirements for record retention.

**55)** The Company has made an investment which is transitory in nature of ₹ 5.10 lakhs each in M/s Surana Electrix Private Limited and Crescentia Technologies Private Limited and hence not been consolidated for the financial year ended 31<sup>st</sup> March 2025.

## **56) Previous year's figures have been regrouped and rearranged, wherever found necessary.**

Following changes has been done in the comparative period as at March 31, 2024 which is not material qualitatively and quantitatively to the Company's prior period financial statements.

(All amounts are in Indian Rupees (lakhs))

**a) Re- classification in “Statement of Profit & Loss”**

Year/ Quarter Ended	Line item	Earlier Amount	Re-classified Amount	Net Changes	Reason
Year ended 31.03.2024	<b>INCOME</b>				
	Revenue from operations	143,072.44	142,931.12	(141.32)	Property Leasing has been shown in “Other Income” Being ancillary business activities
	Other Income	4407.91	4549.23	141.32	
Quarter ended 31.03.2024	<b>INCOME</b>				
	Revenue from operations	40967.93	40926.98	(40.95)	
	Other Income	108.01	148.96	40.95	

**b) Re-classification in “Balance Sheet”**

Year/ Quarter Ended	Line item	Earlier Amount	Re-classified Amount	Net Changes	Reason
Year ended 31.03.2024	<b>Non- Current Investment</b>	2.19	2.00	(0.19)	Investment being classified as current in nature
	Current Investments	0.00	0.19	0.19	

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar India Limited****Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Managing Director

DIN : 00077296

**Naresh Chand Bhardwaj**

Whole-time Director

DIN: 08761949

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215



# Independent Auditor's Report

## TO THE MEMBERS OF BHAGYANAGAR COPPER PRIVATE LIMITED

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the accompanying financial statements of BHAGYANAGAR COPPER PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2025, the Statement of Profit and Loss (including the statement of Other Comprehensive Income), the Cash Flow Statement and the statement of change in Equity for the year then ended and notes to the Financial Statements, including the summary of the significant accounting policies and other explanatory information ("The Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2025, and its profit, total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended.

#### Basis for Opinion

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

#### Emphasis of matter

We draw attention to the following matters referring to Note No.40 (B) & (C) of the accompanying financial statements which describes as follows:

- (a) Income tax assessment in the company for the A.Y. 2022-2023 which was completed and the department has raised a demand of ₹ 6622.17 Lakhs against which the company has filed an appeal to the Commissioner of Income Tax Appeal. The company has been advised by the legal experts that it has fair chance of ultimately succeeding in the matter and accordingly no provision has been made in the books of accounts.
- (b) The company has received a GST demand order of ₹10335.12 lakhs (including penalty of ₹ 5168.06 lakhs) from the office of the Additional Commissioner of Central tax, Secunderabad, Hyderabad under the Central Goods and Service Tax, 2017 on the contention that the company has availed inadmissible ITC. Based on the assessment of facts and prevailing law, the company is of the view that the demand order levied is arbitrary and unjustified, however, the company has already deposited an amount of ₹800 lakhs with GST Department under protest which has been shown in these financial statements under the head "Current Assets the Company has filed an appeal before the appropriate appellate authorities. Further, as per the management decision based on legal experts opinion there is fair chance of succeeding in the matter and hence the provision of the same has not been accounted in the books of accounts.

#### Key Audit Matters

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



Descriptions of Key Audit Matter	How we addressed the matter in our audit
<p><b>1. Accuracy and completeness of revenue recognized.</b> The Company reported revenue of ₹1,62,032.78 Lakhs from sale of copper products. The application of revenue recognition accounting standards is complex and involves a number of key judgments and estimates. Due to the estimates and judgment and complexity involved in the application of the revenue recognition accounting standards, we have considered this matter as a key audit matter. The Company's accounting policies relating to revenue recognition are presented in note 4.12 to the financial statements.</p>	<p><b>We addressed the Key Audit Matter as follows: -</b></p> <ol style="list-style-type: none"> <li>As part of our audit, we understood the Company's policies and processes, control mechanisms and methods in relation to the revenue recognition and evaluated the design and operating effectiveness of the financial controls from the above through our test of control procedures.</li> <li>Assessed the Company's revenue recognition accounting policies in line with Ind AS 115 ("Revenue from Contracts with Customers") and tested thereof.</li> <li>Review the company's judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.</li> <li>Tested a sample of sales transactions for compliance with the Company's accounting Principles to assess the completeness and accuracy of revenue recorded.</li> <li>We evaluated the management's process to recognize revenue over a period of time, total cost estimates, status of the projects and re-calculated the arithmetic accuracy of the same.</li> <li>Evaluated management assessment of the impact on revenue recognition. We examined contracts with exceptions including contracts with low or negative margins, loss making contracts, etc. to determine the level of provisioning.</li> <li>Our tests of detail focused on transactions occurring within proximity of the year end and obtaining evidence to support the appropriate timing of revenue recognition, based on terms and conditions set out in sales contracts and delivery documents. We considered the appropriateness and accuracy of any cut-off adjustments.</li> <li>Performed analytical procedures over revenue and receivables. Compared revenue with historical trends and where appropriate, conducted further enquiries and testing.</li> <li>Traced disclosure information to accounting records and other supporting documentation.</li> <li>Assessed disclosures in financial statements in respect of revenue, as specified in Ind AS 115.</li> <li>Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the revenue recognition.</li> </ol>
<p><b>2. Valuation of Inventories.</b> Refer to note 7 to the Financial Statements, the Company is having the Inventories of ₹15,732.77 Lakhs as on 31<sup>st</sup> March 2025. As described in the accounting policies in note 4.1 to the financial statements, inventories are carried at the lower of cost and net realizable value. As a result, the management applies judgment in determining the appropriate provisions for obsolete stock based upon a detailed analysis of old inventory, net realizable value below cost based upon future plans for sale of inventory.</p>	<p><b>We addressed the Key Audit Matter as follows: -</b> We obtained assurance over the appropriateness of the management's assumptions applied in calculating the value of the inventories and related provisions and management assertion regarding existence and ownership by: -</p> <ol style="list-style-type: none"> <li>Completed a walkthrough of the inventory valuation process and assessed the design and implementation of the key controls addressing the risk.</li> <li>Verifying the effectiveness of key inventory controls operating over inventories;</li> <li>Reviewing the physical verification documents related to inventories conducted during the year.</li> <li>Verifying for a sample of individual products that costs have been correctly recorded.</li> <li>Comparing the net realizable value to the cost price of inventories to check for completeness of the associated provision.</li> <li>Reviewing the historical accuracy of inventory provisioning and the level of inventory write-offs during the year.</li> <li>Re-computing provisions recorded to verify that they are in line with the Company policy.</li> <li>Our Observation: Based on the audit procedures performed we did not identify any material exceptions in the Inventory valuation and existence.</li> </ol>

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprise the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.



## Independent Auditor's Report

### Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Indian Accounting Standards) Rule, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibilities for the Audit of Standalone Financial Statements.

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

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

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

### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B" statement on the matters Specified in paragraphs 3 and 4 of the Order.
- 2) As required by section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
  - e. On the basis of written representations received from the directors as on March 31, 2025 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 of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, remuneration has been paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its Note 40 to the Financial Statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on March 31, 2025.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund.
  - (iv)
    - a) The Management of the company have represented to us, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from the borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever 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 of the Company have represented to us, to the best of the knowledge and belief, no funds have been received by the company from any person or entity, including foreign entity ("Funding parties") with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever 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 audit procedures that have been considered reasonable and appropriate in



## Independent Auditor's Report

the circumstances performed by us on the Company, nothing has come to our notice that has caused us to believe that the representations are under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- 3) The company has not declared any dividend in the previous financial year which has been paid in current year. Further, no dividend has been declared/ proposed for the current year accordingly the section 123 of the Act is not applicable to the company.
- 4) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 for the financial year ended 31 March 2025.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYS7340

Place: Secunderabad

Date: 05<sup>th</sup> May, 2025

## Annexure “A” to the Independent Auditor’s Report

**(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of BHAGYANAGAR COPPER PRIVATE LIMITED of even date)**

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

1. We have audited the internal financial controls with reference to Financial Statements of BHAGYANAGAR COPPER PRIVATE LIMITED (“the Company”) as of 31 March, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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.

### **Auditor’s Responsibility**

3. 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 Companies Act, 2013, 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 whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to financial statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

6. 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 Statements**

7. 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**

8. In our opinion, to the best of our information and according to the explanations given to us, the Company





## Annexure "A" to the Independent Auditor's Report

has, 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 31 March 2025, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYS7340

Place: Secunderabad

Date: 05<sup>th</sup> May, 2025

## Annexure “B” to the Independent Auditor’s Report

**(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members BHAGYANAGAR COPPER PRIVATE LIMITED of even date)**

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of the company’s Property, Plant and Equipment and intangible assets–
  - a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - B) The Company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i) (a) (B) of the Order is not applicable to the Company.
  - b) The Property, Plant and Equipment have been physically verified during the year by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the Property, Plant and Equipment at reasonable intervals. According to the information and explanation given to us, no material discrepancies have been noticed on such verification.
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) included in Property, Plant and Equipment are held in the name of company.
  - d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) or intangible assets during the year ended March 31, 2025. Accordingly, the reporting under clause 3(i) (d) of the order is not applicable to the company.
  - e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition Benami Transactions Act, 1988 (as amended in 2016) (formerly the benami transactions (prohibition) Act, 1988 (45 of 1988) and rules made thereunder and therefore the question of our commenting on whether the company appropriately disclosed the details in its financial statements does not arise.
- (ii) In the respect of matters specified in clause (ii) of paragraphs 3 the order:
  - (a) As explained to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such verification.
  - (b) As disclosed in notes to the financial statements, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly statement returns with such banks which are in agreement with the books of accounts of the Company.
  - (iii) During the year, the Company has not made any investments, not provided any loans, advances in the nature of loans, stood guarantee or provided security to any companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clause 3(iii) of the Order to such extent is not applicable to the Company.
  - (iv) In our opinion and according to the information and explanations given to us, there are no investments, loan, guarantees and securities given in respect of which the provisions of section 185 and 186 of the Act, are applicable.
  - (v) In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3 (v) of the Order are not applicable to the Company.
  - (vi) We have broadly reviewed the cost records maintained by the company prescribed by the Central Government of India under section 148(1) of the Act and are of the opinion that prima facie the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
  - (vii) According to the information and explanations given to us and based on the records of the company examined by us, in respect of statutory dues:
    - (a) the company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other statutory dues, as applicable, with the appropriate authorities in India except the following;



## Annexure "B" to the Independent Auditor's Report

Name of Statute	Nature of dues	Amount involved in dispute & not paid (Lakhs)	Period to which it relates	Forum where dispute is pending
Income Tax Act 1961	INCOME TAX	₹6622.17	2021-22 (AY)	CIT APPEAL HYD

- (a) there are no dues of Income Tax, goods and service tax, provident fund, employees' state insurance, customs duty, cess and any other statutory dues which have not been deposited on account of any disputes as applicable, with the appropriate authorities in India except the following;

Name of Statute	Nature of dues	Amount involved in dispute & not paid (Lakhs)	Period to which it relates	Forum where dispute is pending
GST Act 2017	GST	₹10335.12	Dec 2019 to March 2023	COMMISSIONER OF CUSTOMS & INDIRECT TAXES, HYDERABD

- (viii) According to the records of the company examined by us and as per the information and explanation given to us, 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 (43 of 1961).
- (ix) (a) According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in repayment of
- (x) loans or other borrowings or in the payment of interest thereon to any financial institution or banks or lender.
- (b) According to the records of the company examined by us and as per the information and explanations given to us, The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the records of the company examined by us and as per the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the records of the company examined by us and as per the information and explanations given to us, on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associate companies.
- (f) According to the records of the company examined by us and as per the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- (xi) (a) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x) (a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the company, during the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year under audit and hence reporting under clause 3(x) (b) of the Order is not applicable.
- (xii) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, during the year and up to the date of this audit report, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the secretarial auditor or by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, during the year there are no whistle blower complaints received by the company during the year.
- (xiii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties, are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

(xv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xvi) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvii) (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) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

(c) According to the information and explanations given to us and based on our examination of the records of the company, the Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) (c) of the Order is not applicable to the Company.

(d) 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.

(xviii) In our opinion, there is no cash loss in the financial year and in the immediately preceding financial year.

(xix) There has been no resignation of the statutory auditors of the Company during the year.

(xx) 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 that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xxi) (a) According to the information and explanations given to us and based on our examination of the records of the company, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII to the companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

(b) In our opinion, there are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

(xxii) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

**For Luharuka & Associates**

Chartered Accountants

Firm Reg No: - 01882S

**Arun Luharuka**

(Partner)

Membership No.021869

UDIN: 25021869BMODYS7340

Place: Secunderabad

Date: 05<sup>th</sup> May, 2025



# Balance Sheet

As At 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

PARTICULARS	Note No.	As at 31st March 2025	As at 31st March 2024
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(i) Property, Plant and equipment	5	5,771.84	5,199.80
(ii) Financial Assets			
a) Other Non-current Financial Assets	6	179.46	187.79
<b>SUB TOTAL (A)</b>		<b>5,951.30</b>	<b>5,387.60</b>
<b>CURRENT ASSETS</b>			
(i) Inventories (Valued at lower of Cost or Net Realisable value)	7	15,732.77	8,324.34
(ii) Financial Assets			
a) Trade Receivables	8	14,503.19	9,653.70
b) Cash and Cash Equivalents	9	493.94	194.18
c) Bank Balance other than Cash and Cash Equivalents	10	63.28	80.74
(iii) Other Current Asset	11	12,221.59	6,601.39
<b>SUB TOTAL (B)</b>		<b>43,014.77</b>	<b>24,854.35</b>
<b>TOTAL ASSETS (A + B)</b>		<b>48,966.07</b>	<b>30,241.94</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(i) Equity Share Capital	12	2,000.00	2,000.00
(ii) Other Equity	13	4,826.75	3,570.85
<b>SUB TOTAL (A)</b>		<b>6,826.75</b>	<b>5,570.85</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(i) Financial Liabilities			
- Borrowings	14	18,868.70	15,918.76
- Other Non Current Liabilities	15	1,343.36	1,343.36
- Deferred Tax Liability	16	132.32	114.38
<b>SUB TOTAL (B)</b>		<b>20,344.38</b>	<b>17,376.51</b>
<b>CURRENT LIABILITIES</b>			
(i) Financial Liabilities			
a) Borrowings	17	19,498.68	4,763.17
b) Trade Payables	18		
- Total Outstanding dues of Micro and Small Enterprises		17.61	45.08
- Total Outstanding dues of Creditors Other than Micro and Small Enterprises		1,630.14	2,043.61
(ii) Current Tax Liability (net)	19	33.51	27.32
(iii) Other Current Liabilities	20	385.31	255.88
(iv) Provisions	21	229.69	159.52
<b>SUB TOTAL (C)</b>		<b>21,794.94</b>	<b>7,294.59</b>
<b>TOTAL EQUITY AND LIABILITIES (A + B + C)</b>		<b>48,966.07</b>	<b>30,241.94</b>

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of financial statements

29 to 53

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar Copper Private Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Director

DIN : 00077296

**Rakesh Kumar Agarwal**

Director

DIN : 01829157

Place: Secunderabad,

Date : 05.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215



# Statement of Profit & Loss Account

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

PARTICULARS	Note No.	For the Year ended 31.03.2025	For the Year ended 31.03.2024
<b>I. REVENUE FROM OPERATIONS</b>	22	1,62,032.78	85,945.66
<b>II. OTHER INCOME</b>	23	234.40	25.61
<b>III. TOTAL INCOME (I+II)</b>		<b>1,62,267.18</b>	<b>85,971.27</b>
<b>IV. EXPENSES</b>			
Cost of Materials Consumed	24	1,50,813.35	80,662.85
(Increase)/Decrease in Inventories	25	(99.87)	(2,368.27)
Employee Benefit Expenses	26	1,371.53	877.76
Finance costs	27	1,674.18	967.69
Depreciation Expense	5	472.73	321.49
Other expenses	28	6,378.17	4,580.02
<b>TOTAL EXPENSES (IV)</b>		<b>1,60,610.08</b>	<b>85,041.53</b>
<b>V. PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)</b>		<b>1,657.10</b>	<b>929.74</b>
<b>VI. Exceptional Items</b>		-	-
<b>VII. PROFIT BEFORE TAX (V+VI)</b>		<b>1,657.10</b>	<b>929.74</b>
<b>VIII. TAX EXPENSE:</b>			
1. Current tax		383.25	170.73
2. Deferred Tax		17.94	120.67
<b>IX. PROFIT FOR THE YEAR (VII - VIII)</b>		<b>1,255.91</b>	<b>638.34</b>
<b>X. OTHER COMPREHENSIVE INCOME</b>			
<b>A</b> Items that will not be reclassified to profit or loss		-	-
<b>B</b> Items that will be reclassified to profit or loss		-	-
<b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR</b>		<b>-</b>	<b>-</b>
<b>XI Total Comprehensive Income / (Loss) for the year (IX+X)</b>		<b>1,255.91</b>	<b>638.34</b>
<b>XII Earning Per Equity Share</b>			
(a) Basic		6.28	3.19
(b) Diluted		6.28	3.19

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of financial statements

29 to 53

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar Copper Private Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Director

DIN : 00077296

**Rakesh Kumar Agarwal**

Director

DIN : 01829157

Place: Secunderabad,

Date : 05.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215



# Cash Flow Statement

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

PARTICULARS	For the Year ended 31.03.2025	For the Year ended 31.03.2024
<b>A Cash flow from Operating Activities</b>		
Net profit before tax as per annexed Profit and loss account	1,657.10	929.74
Add: Adjustments for:	-	-
Depreciation & Amortisation	472.73	321.49
Interest paid	1,674.18	967.69
Sundry Balances Written Off	-	17.56
Interest Received	(3.44)	(7.07)
Sundry Balances Written Back	(8.18)	5.69
Profit from sale of Asset	(205.56)	-
Goodwill on Slump Sale Written Off	-	2.94
<b>Operating profit before working Capital Changes</b>	<b>3,586.82</b>	<b>2,238.04</b>
Other Non current Financial Assets	8.34	(107.98)
Other current assets	(5,620.21)	(2,434.36)
Inventory	(7,408.43)	(2,726.34)
Trade receivables	(4,849.49)	(7,915.43)
Trade Payables	(432.75)	2,515.95
Other Current Liabilities	129.42	185.49
Provisions	70.17	50.64
<b>Cash generated from Operations</b>	<b>(14,516.13)</b>	<b>(8,193.98)</b>
Income Tax Paid (including Prior Period)	(377.06)	(152.66)
<b>Net cash (used in)/from Operating Activities(A)</b>	<b>(14,893.19)</b>	<b>(8,346.64)</b>
<b>B Cash flow from Investing Activities</b>		
Purchase of Fixed Assets & Other Capital Expenditure	(1,106.32)	(1,164.82)
Interest Received	3.44	7.07
Issue of Preference share capital	-	1,644.00
Sale of Fixed Asset	267.11	-
<b>Net Cash (used in)/from Investing Activities (B)</b>	<b>(835.77)</b>	<b>486.25</b>
<b>C Cash flow from Financing Activities</b>		
Interest Paid	(1,674.18)	(967.69)
Increase (Decrease) in Unsecured Loans	2,997.40	12,314.03
Borrowings	14,688.03	(3,245.45)
(Increase)/Decrease in restricted deposits	17.46	(50.93)
<b>Net Cash (used in)/from Financing Activities (C)</b>	<b>16,028.72</b>	<b>8,049.97</b>
<b>Net Increase / Decrease in cash and Cash Equivalents (A+B+C)</b>	<b>299.76</b>	<b>189.58</b>
Cash and Cash Equivalents Opening Balance	194.18	4.60
Cash and Cash Equivalents Closing Balance	493.94	194.18
<b>Change in Cash and Cash Equivalents</b>	<b>299.76</b>	<b>189.58</b>

The Cash flow Statement has been prepared as set out in Indian Accounting Standard (IND AS) 7 : STATEMENT OF CASH FLOWS, as amended by Companies (Indian Accounting Standards) (Amendment) Rules 2016. This is the Cash Flow Statement referred to in our report of even date attached

(All amounts are in Indian Rupees (lakhs))

Notes :	Components of cash and cash equivalents	2024-25	2023-24
	Cash in hand	3.52	4.53
	Cash with banks	490.41	189.65
	<b>TOTAL</b>	<b>493.94</b>	<b>194.18</b>

Significant accounting policies and key accounting estimates and judgements

1 to 4

The accompanying notes form an integral part of financial statements

29 to 53

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

For and on Behalf of the BOD of

CHARTERED ACCOUNTANTS

**Bhagyanagar Copper Private Limited**

Firm Reg No.01882S

**Arun Luharuka****Devendra Surana****Rakesh Kumar Agarwal**

Partner

Director

Director

M. No. 021869

DIN : 00077296

DIN : 01829157

Place: Secunderabad,

**Surendra Bhutoria****Ritika Tandon**

Date : 05.05.2025

Chief Financial Officer

Company Secretary

M. No. A32215



# Statement of Changes in Equity

For the year ended 31<sup>st</sup> March, 2025

(All amounts are in Indian Rupees (lakhs))

## A. Equity Share capital

Particulars	No of shares	Amount
<b>Current year Reporting period</b>		
<b>Balance as at 1 April 2024</b>	<b>2,00,00,000</b>	<b>2,000.00</b>
<b>Changes in equity share capital during 2024-25</b>	-	-
<b>Balance as at 31 March 2025</b>	<b>2,00,00,000</b>	<b>2,000.00</b>
<b>Previous year Reporting period</b>		
<b>Balance as at 1 April 2023</b>	<b>2,00,00,000</b>	<b>2,000.00</b>
<b>Changes in equity share capital during 2023-24</b>	-	-
<b>Balance as at 31 March 2024</b>	<b>2,00,00,000</b>	<b>2,000.00</b>

## B. Other equity

PARTICULARS	Other Equity		Share Premium	Instrument classified as Equity	Total
	Retained Earnings	Capital Reserve			
<b>Balance as at 1 April 2024 (A)</b>	<b>1,440.21</b>	<b>486.64</b>	<b>644.00</b>	<b>1,000.00</b>	<b>3,570.85</b>
Profit for the year	1,255.91	-	-	-	1,255.91
Other Comprehensive Income (net of tax)	-	-	-	-	-
Total Comprehensive Income for the year 2024-25 (B)	1,255.91	-	-	-	1,255.91
<b>Balance at 31 March 2025 C=(A+B)</b>	<b>2,696.11</b>	<b>486.64</b>	<b>644.00</b>	<b>1,000.00</b>	<b>4,826.75</b>
<b>Balance at 1 April 2023 (D)</b>	<b>801.86</b>	<b>486.64</b>	<b>-</b>	<b>-</b>	<b>1,288.50</b>
Profit for the year	638.34	-	-	-	638.34
Other Comprehensive Income (net of tax)	-	-	-	-	-
<b>Total Comprehensive Income for the Year 2023-24 (E)</b>	<b>638.34</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>638.34</b>
1% Non Cumulative Optionally Convertible Preference Shares of ₹10/- each, fully paid up (F)	-	-	-	1,000.00	1,000.00
Reserve created during the year on issue of 1% Non Cumulative Optionally Convertible Preference Shares (G)	-	-	644.00	-	644.00
<b>Balance at 31 March 2024 H= (D to G)</b>	<b>1,440.21</b>	<b>486.64</b>	<b>644.00</b>	<b>1,000.00</b>	<b>3,570.85</b>

### C.1 Retained earnings

Retained earnings comprises of prior year's undistributed earnings after taxes along with current year profit.

### C.2 Capital Reserve

Capital Reserve is created on account of Revaluation of Land at the time of conversion of Land from inventory to Capital Asset and the same is not available for distribution to the shareholders.

### C.3 Share Premium

Share Premium account created on account of issue of Optionally Convertible Non Cumulative Preference Shares issued in this Financial Year

Instrument classified as Equity: 1% Non Cumulative Optionally Convertible Preference Shares

C.4 Details of Shareholders holding more than 5% in the Preference Shares Capital

(All amounts are in Indian Rupees (lakhs))

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
BHAGYANAGAR INDIA LIMITED	1,00,00,000	100	1,00,00,000	100
<b>Total</b>	<b>1,00,00,000</b>	<b>100</b>	<b>1,00,00,000</b>	<b>100</b>

**Terms of 1% Non Cumulative Optionally Convertible Preference Shares (OCPS)**

The OCPS shall be converted at the option of the company or shareholder into such number of equity share of ₹10/- each, at the higher of Fair Market Value determined as on the date of conversion or ₹10/- per equity share but not later than 5 years from the date of allotment of the OCPS i.e. February 19<sup>th</sup>, 2024."

Rights, Preferences and Restrictions attached to Preference Shares

The Company has one class of Preference Shares i.e. %1 Non Cumulative Optionally Convertible Preference Shares (OCPS) of ₹10/- per share. Such Preference Shares shall carry a preferential right over the Equity shares of the Company as regards to payment of dividend and repayment of capital, in the event of winding-up of the Company. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. The OCPS shall carry voting rights prescribed under the provisions of the Companies Act, 2013"

The reconciliation of the number of 1% Non Cumulative Optionally Convertible Preference Shares outstanding is set out below:

Name of Shareholder	As at 31st March 2025		As at 31st March 2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1,00,00,000	1,000	-	-
Shares Issued during the year			1,00,00,000	1,000
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,00,00,000	1,000	1,00,00,000	1,000

Significant accounting policies and key accounting estimates and judgements 1 to 4

The accompanying notes form an integral part of financial statements 29 to 53

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar Copper Private Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Director

DIN : 00077296

**Rakesh Kumar Agarwal**

Director

DIN : 01829157

Place: Secunderabad,

Date : 05.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215





# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## NOTE 1: SIGNIFICANT ACCOUNTING POLICIES, JUDGEMENTS & KEY ESTIMATES

### Notes Forming part of Standalone Financial Statements

#### 1. CORPORATE OVERVIEW

Bhagyanagar Copper Pvt Ltd ("the company") is a Company registered under the companies act, 1956. It was incorporated on 30-04-2008 having its registered office at Sy No 98 to 105,107,111,230,231,232,234 Shabashpally Village, Shivampet, Mandal, Medak-502334. Bhagyanagar India Limited on 6<sup>th</sup> February 2018 acquired 100% shareholding of the company. It proposes to engage in the manufacture of copper products. The company's CIN is U27100TG2008PTC125034. It is the wholly own subsidiary company of Bhagyanagar India Limited, which is listed on the stock exchange.

The financial statements of the Company have been approved by the Board of Directors in their meeting held on May 5, 2025.

#### 2. BASIS OF PREPARATION:

##### a) Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards ("IndAS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules, 2015 (amended), guidelines issued by the Securities and Exchange Board of India (SEBI), and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the Financial Statement, other relevant provisions of the Act and other accounting principles generally accepted in India.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### b) Basis of Measurement

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

- Certain financial assets & liabilities (including derivative instruments)
- Defined Benefit Plans as per actuarial valuation
- Share based Payments

##### c) Functional and Presentation Currency

The financial statements have been presented in Indian Rupees (₹), which is also the Company's functional currency. All financial information presented in ₹ has been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

#### 3. Use of Assumptions, Judgments and Estimates

The key assumption, judgment and estimation at the reporting date, that have significant risk causing the material adjustment to the carrying amounts of assets and liabilities within the next financial year, are describe below. The company based its assumption, judgment and estimation on parameters available on the financial statements were prepared. Existing circumstances and assumption about future development, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumption when they occur.

##### i) Revenue

The application of revenue recognition accounting standards is complex and involves a number of key judgements and estimates. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions and incentives, if any, as specified in the contract with the customer. The Company exercises judgment in determining whether the performance obligation is satisfied at a point in time or over a period of time.

##### ii) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An impairment loss is recognized as an expense in the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in earlier accounting period is reversed if there has been an improvement in recoverable amount.

##### iii) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions

(All amounts are in Indian Rupees (lakhs))

that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

#### iv) Fair value measurement of financial instruments

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

#### v) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### vi) Share-based payments

The Company measures the cost of equity-settled transactions with employees using Black-Scholes model to determine the fair value of the liability incurred on the grant date. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

#### Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognized, together with a corresponding increase in share-based payment reserves in equity,

over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense. No expense is recognized for awards that do not ultimately vest because service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

#### vii) Recognition of Deferred Tax Assets

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgment is required in assessing the impact of any legal or economic limits.

#### viii) Classification of Leases

The Company enters into leasing arrangements for various assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

#### ix) Restoration, rehabilitation and decommissioning

Estimation of restoration/ rehabilitation/ decommissioning costs requires interpretation of scientific and legal data, in addition to assumptions about probability of future costs.



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## x) Provisions and Contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with Indian Accounting Standards (Ind AS) 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events is applied best judgement by management regarding the probability of exposure to potential loss.

## d) Classification of Assets and Liabilities into Current/Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013, as given below.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

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

All the other assets are classified as non-current.

Similarly, a liability is current if:

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

The Company classifies all other liabilities as non-current.

Deferred Tax Assets and Liabilities are classified as current assets and liabilities respectively.

## 4. SIGNIFICANT ACCOUNTING POLICIES:

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements, unless otherwise stated.

## 1) Inventories

### a) Raw materials:

Valued at lower of cost and net realizable value (NRV). However, these items are considered to be realizable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on weighted average basis.

### b) Work-in- progress (WIP) and finished goods

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average basis.

### c) Waste / Scrap

Waste / Scrap inventory is valued at NRV. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

However, materials and other supplies held for use in the production of inventories (finished goods, work-in-progress) are not written down below the cost if the finished products in which they will be used are expected to sell at or below the cost.

Materials in transit are valued at cost to date.

### d) Stores, spares and consumables

Stores spares, packing material and all consumables' items held for use in the production of inventories are charged to profit & loss account as and when purchased.

Provision is recognized for damaged, defective or obsolete stocks where necessary.

## 2) Cash and Cash Equivalents

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

## 3) Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## 4) Income Tax

Income Tax comprises current and deferred tax.

(All amounts are in Indian Rupees (lakhs))

#### a) Current Tax

Current Tax is measured on the basis of estimated taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961. Current income tax is recognized in the statement of profit and loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

#### b) Deferred Tax

Deferred tax is provided, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognised directly in equity or OCI is recognised in equity or OCI and not in the statement of profit and loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable.

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal Income Tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the ICAI, the said asset is created by way of credit to statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

### 5) Property, Plant and Equipment

#### a) Recognition and Measurement

- i) Property, plant and equipment held for use in the production or/and supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any).
- ii) Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting any trade discounts and rebates, any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.
- iii) In case of self-constructed assets, cost includes the costs of all materials used in construction, direct labor, allocation of directly attributable overheads, directly attributable borrowing costs incurred in bringing the item to working condition for its intended use, and estimated cost of dismantling and removing the item and restoring the site on which it is located. The costs of testing whether the asset is functioning properly, after deducting the net proceeds from selling items produced while bringing the asset to that location and condition are also added to the cost of self-constructed assets.
- iv) For transition to IND AS, the company has revalued land at fair value as deemed cost and considered other assets at Ind AS Cost.
- v) Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit and loss.
- vi) Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. Major Inspection/ Repairs/ Overhauling expenses are recognized in the carrying amount of the item of property, plant and equipment a replacement if the recognition criteria are satisfied. Any Unamortized part of the previously recognized expenses of similar nature is derecognized.
- vii) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- viii) The Company identifies and determines cost of asset significant to the total cost of the asset having useful life that is materially different from that of the remaining life.
- ix) Research and development costs that are in nature of tangible/ intangible assets and are expected to generate probable future economic benefits are capitalized and classified under tangible/intangible assets and depreciated on the same basis as other fixed assets. Revenue expenditure on research and development is charged to the statement of profit and loss in the year in which it is incurred.



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

## b) Depreciation and Amortization

- i) Depreciation commences when the assets are ready for their intended use which is generally on commissioning. Depreciation on property, plant and equipment is provided under Straight Line Method over the useful lives of assets prescribed by Schedule II of the Companies Act, 2013. Depreciation in change in the value of fixed assets due to exchange rate fluctuation has been provided prospectively over the residual life of the respective assets. Land is not depreciated.

The estimated useful lives of property plant and equipment of the company are as follows:

Building	30-60 Years
Leasehold Improvements	Shorter of lease period or estimated useful lives
Plant and Equipment	7-25 Years
Furniture and Fixtures	8-10 Years
Vehicles	8-10 Years
Office Equipment's	5 Years

- ii) Depreciation in respect of property, plant and equipment added / disposed off during the year is provided on pro-rata basis, with reference to the date of addition/ disposal.

## 6) Intangible Assets

- i) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment loss, if any.
- ii) Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss.
- iii) Intangible assets are amortised on straight line basis over its estimated useful life of 5 years.

## 7) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

## 8) Capital Work in Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

## 9) Investment in Joint-Venture

Investment in Joint-venture is measured at cost less impairment loss, if any.

The joint arrangement is structured through a separate vehicle and the legal form of the separate vehicle, the terms of the contractual arrangement and, when relevant, any other facts and circumstances gives the Company rights to the net assets of the arrangement (i.e. the arrangement is a joint venture). The activities of the joint venture are primarily aimed to provide the third parties with an output and the parties to the joint venture will not have rights to substantially all the economic benefits of the assets of the arrangement.

## 10) Investment in subsidiaries and associates

Investments in subsidiaries and associates are recognised at cost as per IND AS 27. Except where investments accounted for at cost shall be accounted for in accordance with IND AS 105, Non-current Assets held for Sale and Discontinued Operations, when they are classified as held for sale.

## 11) Leases

### a) The Company as lessor

Leases for which the Company is a lessor are classified as finance or operating leases. Whenever the terms of



(All amounts are in Indian Rupees (lakhs))

the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

#### b) The Company as lessee

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed. Contingent and variable rentals are recognized as expense in the periods in which they are incurred.

#### c) Lease Liability

The lease payments that are not paid at the commencement date are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments) payable during the lease term and under reasonably certain extension options, less any lease incentives;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

- The lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate.

#### d) Right of Use (ROU) Assets

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognized and measured under Ind AS 37- Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. The depreciation starts at the commencement date of the lease.

The ROU assets are not presented as a separate line in the Balance Sheet but presented below similar owned assets as a separate line in the PPE note under "Notes forming part of the Financial Statement".

The Company applies Ind AS 36- Impairment of Assets to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as per its accounting policy on 'property, plant and equipment'.

As a practical expedient, Ind AS 116 permits a lessee not to separate non-lease components when bifurcation of the payments is not available between the two components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Extension and termination options are included in many of the leases. In determining the lease term, the



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option.

## 12) Revenue Recognition

Revenue is amounting receivable from sale of copper products, sale of energy, lease rental and export incentives, stated net of discounts.

Ind AS 115 "Revenue from Contracts with Customers", introduced one single new model for recognition of revenue which includes a 5-step approach and detailed guidelines. Among other, such guidelines are on allocation of revenue to performance obligations within multi-element arrangements, measurement and recognition of variable consideration and the timing of revenue recognition.

The Company considers the terms of the contract in determining the transaction price. The transaction price is based upon the amount the entity expects to be entitled to in exchange for transferring of promised goods and services to the customer after deducting incentive programs, included but not limited to discounts, volume rebates etc.

### a) Revenue from sale of goods

Revenue from the sale copper products is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Company recognizes revenue at a point in time, when control is transferred to the customer, and the consideration agreed is expected to be received. Control is generally deemed to be transferred upon delivery of the products in accordance with the agreed delivery plan.

In case of related party transactions where related party meets the definition of customer (i.e. a party that has contracted with the Company to obtain goods or services that are an output of the Company's ordinary activity in exchange for consideration) and the transactions are within the scope of the standard then the revenue is recognized based on the principles of IND AS 115.

Export incentives and subsidies are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received.

Revenues for services are recognized when the service rendered has been completed.

### b) Revenue from services

Revenue from services mainly consists of the following;

#### Income from Lease Rent

Revenue from services, which mainly consists of lease rentals from letting of space, is recognized over time on satisfying performance obligations as per the

terms of agreement, that is, by reference to the period in which services are being rendered. Revenue from services, if any, involving single performance obligation is recognized at a point in time

#### Income from job works

Income from job work is accounted for on the basis of actual quantity dispatched. When the outcome of a transaction involving the rendering of services can be estimated reliably, revenue associated with the transaction shall be recognized by reference to the stage of completion (Percentage of Completion Method) of the transaction at the end of the reporting period. Advances received from the customers are reported as customer's deposits unless the above conditions for revenue recognition are met.

#### Sale of energy

Revenue from operations comprises of sale of power. Revenue is recognized at an amount that reflects the consideration for which the Company expects to be entitled in exchange for transfer of power (goods / service) to the customer. Revenue from sale of power is accounted for in accordance with tariff provided in Power Purchase Agreement (PPA) read with the regulations of respective regulatory authorities and no significant uncertainty as to the measurability or collectability exist. There is no impact on the adoption of the standard in the financial statement as the Company's revenue primarily comprised of revenue from sale of power and the recognition criteria of this revenue stream is largely unchanged by Ind AS 115.

#### Contract Assets

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Unbilled receivables where further subsequent performance obligation is pending are classified as contract assets when the company does not have unconditional right to receive cash as per contractual terms. Revenue recognition for fixed price development contracts is based on percentage of completion method. Invoicing to the clients is based on milestones as defined in the contract. This would result in the timing of revenue recognition being different from the timing of billing the customers. Unbilled revenue for fixed price development contracts is classified as non-financial asset as the contractual right to consideration is dependent on completion of contractual milestones.

#### Impairment of Contract asset

The Company assesses a contract asset for impairment in accordance with Ind AS 109. An impairment of a contract asset is measured, presented and disclosed on the same basis as a financial asset that is within the scope of Ind AS 109.

(All amounts are in Indian Rupees (lakhs))

### Contract Liability

Contract Liability is recognized when there are billings in excess of revenues and it also includes consideration received from customers for whom the company has pending obligation to transfer goods or services.

The billing schedules agreed with customers include periodic performance-based payments and / or milestone-based progress payments. Invoices are payable within contractually agreed credit period.

### Modification in contract

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation, a cumulative adjustment is accounted for.

### c) Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that assets' net carrying amount on initial recognition.

## 13) Retirement and other employee benefits

### a) Short Term Employee Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period.

### b) Other Long Term Employee Benefits

The liabilities for earned leaves that are not expected to be settled wholly within twelve months are measured as the present value (determined by actuarial valuation using the projected unit credit method) of the expected future payments to be made in respect of services provided by employees up to the end of the reporting period and recognized in books of accounts. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Re-measurements as the result of experience adjustment and changes in actuarial

assumptions are recognized in statement of profit and loss.

### c) Post-Employment Benefits

The Company operates the following post-employment schemes:

#### i) Defined Benefit Plan

The liability or asset recognized in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods.

The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method. The liability recognized for defined benefit plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets, together with adjustments for unrecognized actuarial gains or losses and past service costs. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Past service cost is recognized in the statement of profit and loss in the period of a plan amendment. The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance Sheet with a charge or credit recognized in Other Comprehensive Income (OCI) in the period in which they occur. Re-measurement recognized in OCI is reflected immediately in retained earnings and will not be reclassified to statement of profit and loss.

#### ii) Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation other than the contribution payable to the Provident fund. Contribution payable under the provident fund is recognized as expenditure in the statement of profit and loss and/or carried to Construction work-in-progress when an employee renders the related service.

## 14) Government Grants

Government grants are recognized at their fair values when there is reasonable assurance that the grants will be received and the Company will comply with all the attached conditions.



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

- a) Government grants are recognized in the statement of profit or loss on a systematic basis over the periods in which the Company recognizes the related costs for which the grants are intended to compensate.
- b) Grants related to acquisition/ construction of property, plant and equipment are recognized as deferred revenue in the Balance Sheet and transferred to the statement of profit or loss on a systematic and rational basis over the useful lives of the related asset.

## 15) Foreign Currency Transactions

- a) The functional currency and presentation currency of the company is Indian Rupee (₹).
- b) Transactions in currencies other than the company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each balance sheet date, foreign currency monetary items are reported using the closing rate.
- c) Non- monetary items that are measured in terms of historical cost in foreign currency are not retranslated. Exchange difference that arises on settlement of monetary items or on reporting of monetary items at each Balance sheet date at the closing spot rate are recognized in profit or loss in the period in which they arise except for:
  - i) exchange difference on foreign currency borrowings related to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest cost on those foreign currency borrowings; and
  - ii) exchange differences on transactions entered into in order to hedge certain foreign currency risks.
  - iii) exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to the Statement of Profit and Loss on repayment of the monetary items.

According to Appendix B of Ind AS 21 "Foreign currency transactions and advance consideration", purchase or sale transactions must be translated at the exchange rate prevailing on the date the asset or liability is initially recognized. In practice, this is usually the date on which the advance payment is paid or received. In the case of multiple advances, the exchange rate must be determined for each payment and collection transaction

## 16) Borrowing Cost

Borrowing cost include interest expense calculated using the Effective interest method, finance charges in respect of assets acquired on finance lease and exchange difference arising on foreign currency borrowings to

the extent they are regarded as an adjustment to the finance cost.

Borrowing costs (including other ancillary borrowing cost) directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period of time to complete and prepare the asset for its intended use or sale. The Company considers a period of twelve months or more as a substantial period of time.

Transaction costs in respect of long-term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

## 17) Earnings per Share

Earnings per share is calculated by dividing the net profit or loss before OCI for the year attributable to equity shareholders by the weighted average number of equities shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss before OCI for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 18) Exceptional Item

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company.

## 19) Financial Guarantee Contract

Financial guarantee contract provided to the lenders of the Company by its Parent Company is measured at their fair values and benefit of such financial guarantee is recognized to equity as a capital contribution from the parent.

## 20) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and

(All amounts are in Indian Rupees (lakhs))

ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

## a) Financial Assets

### i) Classification and Subsequent Measurement

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

- Measured at Amortized Cost
- Measured at Fair Value Through Other Comprehensive Income (FVTOCI)
- Measured at Fair Value Through Profit or Loss (FVTPL) and
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

#### Measured at Amortized Cost

The Financial assets are subsequently measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognized in the statement of profit and loss.

#### Measured at Fair Value Through Other Comprehensive Income (FVTOCI)

The financial assets are measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt instruments meeting these criteria are measured initially at fair value plus transaction costs. They are subsequently measured at fair value with any gains or losses arising on re-measurement recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains or losses. Interest calculated using the effective interest method is recognized in the statement of profit and loss in investment income.

#### Measured at Fair Value Through Profit or Loss (FVTPL)

Financial assets are measured at fair value through profit or Loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. Gains or losses arising on re-measurement are recognized in the statement of profit and loss. The net gains or loss recognized in statement of profit and loss incorporates any dividend or interest earned on the financial assets and is included in the "Other income" line item.

#### Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI)

All equity investments in scope of Ind AS – 109 are measured at fair value. Equity instruments which are, held for trading are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. In case the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment.

### ii) Derecognition

The Company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

### iii) Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the





# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company uses historical default rate to determine impairment loss on the portfolio of trade receivables. At all reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analyzed.

For other assets, the Company uses 12-month ELC to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ELC is used.

## iv) Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost, the exchange differences are recognized in the statement of profit and loss.

## b) Financial Liabilities and equity instruments

Debts and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an equity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

### Financial Liabilities

#### i) Recognition and Initial Measurement

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### ii) Subsequent Measurement

Financial liabilities are measured subsequently at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for-

trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

#### iii) Financial Guarantee Contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is -measured at the higher of the amount of loss allowance determined as per impairment requirement of Ind AS 109 and the amount recognized less cumulative amortization.

#### iv) De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

#### v) Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are included in statement of profit and loss. The fair value of the financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period.

#### vi) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the counterparty.



(All amounts are in Indian Rupees (lakhs))

### c) Derivative financial instruments

The Company uses derivative financial instruments such as forward, swap, options etc. to hedge against interest rate and foreign exchange rate risks, including foreign exchange fluctuation related to highly probable forecast sale. The realized gain / loss in respect of hedged foreign exchange contracts which has expired / unwinded during the year are recognized in the statement of profit and loss and included in other operating revenue / other expense as the case may be. However, in respect of foreign exchange forward contracts period of which extends beyond the balance sheet date, the fair value of outstanding derivative contracts is marked to market and resultant net loss/gain is accounted in the statement of profit and loss. Company does not hold derivative financial instruments for speculative purposes.

### d) Derivatives and Hedge Accounting

Derivatives are initially recognized at fair value and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gains / losses are recognized in Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of recognition in profit or loss / inclusion in the initial cost of non-financial asset depends on the nature of the hedging relationship and the nature of the hedged item. The Company complies with the principles of hedge accounting where derivative contracts are designated as hedge instruments. At the inception of the hedge relationship, the Company documents the relationship between the hedge instrument and the hedged item, along with the risk management objectives and its strategy for undertaking hedge transaction, which is a cash flow hedge.

### e) Cash Flow Hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income and accumulated as 'Cash Flow Hedging Reserve'. The gains / losses relating to the ineffective portion are recognized in the Statement of Profit and Loss. Amounts previously recognized and accumulated in other comprehensive income are reclassified to profit or loss when the hedged item affects the Statement of Profit and Loss. However, when the hedged item results in the recognition of a non-financial asset, such gains / losses are transferred from equity (but not as reclassification adjustment) and included in the initial measurement cost of the non-financial asset. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gains / losses recognized in other comprehensive income and accumulated in equity at that time remain in equity and is reclassified when the underlying transaction is

ultimately recognized. When an underlying transaction is no longer expected to occur, the gains / losses accumulated in equity are recognized immediately in the Statement of Profit and Loss.

## 21) Provisions, Contingent Liabilities and Contingent Assets

### a) Provisions

- i) Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

### ii) Decommissioning Liability

Restoration/ Rehabilitation/ Decommissioning cost are provided for in the accounting period when the obligation arises based on the NPV of the estimated future cost of restoration to be incurred. It includes the dismantling and demolition of infrastructure and removal of residual material. This provision is based on all regulatory requirements and related estimated cost based on best available information.

### iii) Onerous Contracts

Present obligations arising under onerous contracts are recognized and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

### b) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

## c) Contingent Assets

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

## 22) Operating Segment

The identification of operating segment is consistent with performance assessment and resource allocation by the chief operating decision maker. An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses including revenues and expenses that relate to transactions with any of the other components of the Company and for which discrete financial information is available. All operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.

## 23) Employee Share based payment

Equity-settled share-based payments to employees are measured at the fair value of the employee stock options at the grant date. The fair value of option at the grant date is expensed over the vesting period with a corresponding increase in equity as "Employee Stock Options Account". In case of forfeiture of unvested option, portion of amount already expensed is reversed. In a situation where the vested option forfeited or expires unexercised, the related balance standing to the credit of the "Employee Stock Options Account" are transferred to the "General Reserve". When the options are exercised, the Company issues new equity shares of the Company of ₹1/- each fully paid-up. The proceeds received and the related balance standing to credit of the Employee Stock Options Account, are credited to share capital (nominal value) and Securities Premium Account.

## 24) Measurement of Fair Values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

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

that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

## 25) Non-Current Assets held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through as sale rather than through continuing use of the assets and actions required to complete such sale. Indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification. Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets are not depreciated or amortized.

## 26) Events after Reporting date

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

## 27) Research and Development

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired Intangible Assets utilized for Research and Development are capitalized and depreciated in accordance with the policies stated for Property, Plant and Equipment and Intangible Assets.

(All amounts are in Indian Rupees (lakhs))

6 Other Non-current financial assets	Sub Note	As at 31.03.2025	As at 31.03.2024
Unsecured, Considered good.			
(a) Security Deposits	6(a)	179.46	187.79
<b>TOTAL</b>		<b>179.46</b>	<b>187.79</b>

**Note 6(a)**

Security deposits primarily include Deposits with Electricity Department.

7 Inventories	Sub Note	As at 31.03.2025	As at 31.03.2024
(Valued at lower of Cost or Net Realisable Value)			
Raw Materials	7(a)	12,199.85	4,290.63
Work in Process		2,194.53	2,127.67
Finished Goods		1,168.84	1,135.82
Material - in- Transit		169.55	770.22
<b>TOTAL</b>		<b>15,732.77</b>	<b>8,324.34</b>

**Note 7(a)**

All the Working Capital Facilities of the company are secured by hypothecation of inventories(Part of Current Assets) . The monthly statements filed by the company with the bank(s) in respect of such facilities are in agreement with the books of accounts.

8 Trade Receivables	Sub Note	As at 31.03.2025	As at 31.03.2024
Considered good – Unsecured*			
Undisputed trade receivables considered good		14,503.19	9,653.70
Undisputed trade receivables -credit impaired			-
Less: Allowance for expected credit losses			-
<b>TOTAL</b>		<b>14,503.19</b>	<b>9,653.70</b>

**Trade receivables ageing schedule**

As at 31.03.2025	Outstanding for following periods from due date of payment as on Balance sheet date					
Particulars	Less than 6 month	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables						
considered good	14,475.80	19.43	4.92	3.04	-	14,503.19
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>14,475.80</b>	<b>19.43</b>	<b>4.92</b>	<b>3.04</b>	<b>-</b>	<b>14,503.19</b>
As at 31.03.2024	Outstanding for following periods from due date of payment as on Balance sheet date					
Particulars	Less than 6 month	6 months to 1 year	1 to 2 years	2-3 Years	More than 3 years	Total
Undisputed trade receivables						
considered good	9,627.61	23.04	3.04	-	-	9,653.70
Credit impaired	-	-	-	-	-	-
Less: Allowance for expected credit losses	-	-	-	-	-	-
<b>Balance as at year end</b>	<b>9,627.61</b>	<b>23.04</b>	<b>3.04</b>	<b>-</b>	<b>-</b>	<b>9,653.70</b>

a. There are no disputed trade receivables in the current and previous year.

b. All the Trade Receivables are Unsecured

c. Trade receivables are generally with the credit term of 30 to 90 days and are non interest bearing.

d. The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

e. The Carrying amount of trade receivables is pledged as security for borrowings. (Refer Note 17(a))

f. No Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member except as mentioned below.

Name of Company	Balance as on 31.03.2025	Balance as on 31.03.2024
Bhagyanagar Magnesium Private Limited	9.68	-
<b>Total</b>	<b>9.68</b>	<b>-</b>



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

9 Cash and Cash Equivalents	Sub Note	As at 31.03.2025	As at 31.03.2024
(i) Cash on hand	9(a)	3.52	4.53
(ii) Balances with Bank			
- In EEFC account		485.95	189.65
- In Foreign Currency account		4.47	-
<b>TOTAL</b>		<b>493.94</b>	<b>194.18</b>

## Note 9(a)

Cash and Cash Equivalents are denominated and held in Indian Rupees except for EEFC account held in foreign currency

10 Other Balances with Bank	Sub Note	As at 31.03.2025	As at 31.03.2024
Earmarked Balances with Bank			
(i) Margin Money Deposit Against Bank Guarantee (With original Maturity of 3 months or more)	10(a)	61.22	78.78
(ii) Accrued Interest on Fixed Deposit		2.06	1.96
<b>TOTAL</b>		<b>63.28</b>	<b>80.74</b>

## Note 10(a)

Margin Money Deposits are denominated and held in Indian Rupees

11 Other Current Asset	Sub Note	As at 31.03.2025	As at 31.03.2024
Unsecured, Considered good.			
(a) Balances with Statutory Authorities	11(a)	1,566.00	1,021.41
(b) Advances To Suppliers		5,941.31	2,933.17
(c) Margin Money for Copper Hedging		3,887.72	1,817.64
(d) Loan to staff		26.56	29.17
(e) Taxes Paid under Protest		800.00	800.00
<b>TOTAL</b>		<b>12,221.59</b>	<b>6,601.39</b>

## Note 11(a)

The Balance with Statutory Authorities includes IGST Refund (paid on Exports) Receivable - ₹243.29 lacs (PY - 554.39 lacs)

No advances are due from directors or other officers of the company or any of them either severally or jointly with any other persons or advances due to firms or private companies respectively in which any director is a partner or a director or member

12 Equity Share Capital	As at 31.03.2025		As at 31.03.2024	
	Number	Amount	Number	Amount
<b>Authorised</b>				
20,000,000 (March 31, 2024 : 20,000,000) Equity Shares of ₹10 each fully paid up	2,00,00,000	2,000.00	2,00,00,000	2,000.00
<b>Issued, subscribed and fully paid-up shares</b>				
20,000,000 (March 31, 2024 : 20,000,000) Equity Shares of ₹10 each fully paid up	2,00,00,000	2,000.00	2,00,00,000	2,000.00
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>2,00,00,000</b>	<b>2,000.00</b>	<b>2,00,00,000</b>	<b>2,000.00</b>

## a) Term/rights attached to Equity Shares

The company has only one class of issued equity shares having a par value of ₹10/- per share. Each shareholder is entitled to one vote per share. In the event of liquidation of the company. The holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(All amounts are in Indian Rupees (lakhs))

**b) Reconciliation of Shares Outstanding at the beginning and at the end of the reporting year:**

Particulars	As at 31.03.2025		As at 31.03.2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,00,00,000	2,000	2,00,00,000	2,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>2,00,00,000</b>	<b>2,000</b>	<b>2,00,00,000</b>	<b>2,000</b>

**c) Particulars of share holders holding more than 5% shares in the Company**

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
BHAGYANAGAR INDIA LIMITED	1,99,99,900	100	1,99,99,900	100
<b>Total</b>	<b>1,99,99,900</b>	<b>100</b>	<b>1,99,99,900</b>	<b>100</b>

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

**d) Shares Held by Promoters at the end of the year**

Name of Shareholder	As at 31.03.2025			As at 31.03.2024		
	No. of shares Held	% of Holding of total shares	% change during the year	No. of shares Held	% of Holding of total shares	% change during the year
BHAGYANAGAR INDIA LIMITED	1,99,99,900	100	-	1,99,99,900	100.00	-
Devendra Surana*	100	0	-	100	0	-

\*100 shares of Devendra surana - Beneficial interest held by Bhagyanagar India Limited

The shareholding information has been extracted from the records of the Company including register of shareholders/ members and is based on legal ownership of shares.

**13 Other equity**

	Reserves and Surplus				
	Retained Earnings	Capital reserve	Share Premium	Instrument classified as Equity	Total
<b>Balance at 1 April 2024 (A)</b>	<b>1,440.21</b>	<b>486.64</b>	<b>644.00</b>	<b>1,000.00</b>	<b>3,570.85</b>
Profit for the year	1,255.91	-	-	-	1,255.91
Other Comprehensive Income (net of tax)	-	-	-	-	-
Reserve created during the year	-	-	-	-	-
<b>Total Comprehensive Income for the year 2024-25 (B)</b>	<b>1,255.91</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,255.91</b>
<b>Balance at 31 March 2025 C=(A+B)</b>	<b>2,696.11</b>	<b>486.64</b>	<b>644.00</b>	<b>1,000.00</b>	<b>4,826.75</b>
<b>Balance at 1 April 2023 (D)</b>	<b>801.86</b>	<b>486.64</b>	<b>-</b>	<b>-</b>	<b>1,288.50</b>
Profit for the year	638.34	-	-	-	638.34
Other Comprehensive Income (net of tax)	-	-	-	-	-
Reserve created during the year	-	-	-	-	-
<b>Total Comprehensive Income for the Year 2023-24 (E)</b>	<b>638.34</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>638.34</b>
<b>1% Non Cumulative Optionally Convertible Preference Shares of ₹10/- each, fully paid up (F)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,000.00</b>	<b>1,000.00</b>
<b>Reserve created during the year on issue of 1% Non Cumulative Optionally Convertible Preference Shares (G)</b>	<b>-</b>	<b>-</b>	<b>644.00</b>	<b>-</b>	<b>644.00</b>
<b>Balance at 31 March 2024 H=(D+E+F+G)</b>	<b>1,440.21</b>	<b>486.64</b>	<b>644.00</b>	<b>1,000.00</b>	<b>3,570.85</b>



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

## Retained earnings

Retained earnings comprises of prior year's undistributed earnings after taxes along with current year profit.

## Capital Reserve

Capital Reserve is created on account of Revaluation of Land at the time of conversion of Land from inventory to Capital Asset and the same is not available for distribution to the shareholders.

## Share Premium

Share Premium account created on account of issue of Optionally Convertible Non Cumulative Preference Shares issued in this Financial Year

## Instrument classified as Equity

4.1 Details of Shareholders holding more than 5% in the Preference Shares Capital

(1% Non Cumulative Optionally Convertible Preference Shares)

Name of Shareholder	31.03.2025		31.03.2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
BHAGYANAGAR INDIA LIMITED	1,00,00,000	100	1,00,00,000	100
<b>Total</b>	<b>1,00,00,000</b>	<b>100</b>	<b>1,00,00,000</b>	<b>100</b>

## 4.2 Terms of 1% Non Cumulative Optionally Convertible Preference Shares (OCPS)

The OCPS shall be converted at the option of the company or shareholder into such number of equity share of ₹10/- each, at the higher of Fair Market Value determined as on the date of conversion or ₹10/- per equity share but not later than 5 years from the date of allotment of the OCPS i.e. February 19<sup>th</sup>, 2024."

## 4.3 Rights, Preferences and Restrictions attached to Preference Shares

The Company has one class of Preference Shares i.e. %1 Non Cumulative Optionally Convertible Preference Shares (OCPS) of ₹10/- per share. Such Preference Shares shall carry a preferential right over the Equity shares of the Company as regards to payment of dividend and repayment of capital, in the event of winding-up of the Company. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. The OCPS shall carry voting rights prescribed under the provisions of the Companies Act, 2013"

4.4 The reconciliation of the number of 1% Non Cumulative Optionally Convertible Preference Shares outstanding is set out below :

Particulars	31.03.2025		31.03.2024	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	1,00,00,000	1,000	-	1,000
Shares Issued during the year			1,00,00,000	
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>1,00,00,000</b>	<b>1,000</b>	<b>1,00,00,000</b>	<b>1,000</b>

## 14 Non-Current Borrowings

	Sub Note	As at 31.03.2025	As at 31.03.2024
<b>Secured (Loan from banks)</b>			
(a) Guaranteed Emergency Credit Line - HDFC Bank	14 (a)	-	527.18
(b) Term Loan - HSBC	14 (b)	720.03	-
<b>Vehicle Loans</b>			
(a) HDFC Bank	14 (c)	152.03	199.47
(b) Mercedes Benz Financial Services Private Limited	14 (d)	51.64	67.63
	(A)	<b>923.70</b>	<b>794.28</b>
Less: Current maturities of long term borrowings	(B)	402.11	225.21
<b>Total C = (A-B)</b>		<b>521.59</b>	<b>569.06</b>
<b>Unsecured</b>			
<b>(Loan from related parties)*</b>			
(a) Loan from holding Company	14 (e)	10,931.42	11,306.68
(b) Loan from Directors	14 (f)	1,814.94	2,135.46
(c) Loan from Associate Companies	14 (g)	5,600.74	1,907.56
	(D)	<b>18,347.10</b>	<b>15,349.70</b>
<b>TOTAL (C+D)</b>		<b>18868.70</b>	<b>15918.76</b>



(All amounts are in Indian Rupees (lakhs))

**Note 14(a)****Guaranteed Emergency Credit Line - HDFC Bank**

Loan of ₹540Lacs was sanctioned by way of Guaranteed Emergency Credit Line by HDFC Bank in the month of January 2022 which was repaid fully during the Financial Year 2024-25

**14(b)****Term Loan - HSBC Bank**

Term Loan of ₹1000 lacs is sanctioned by HSBC Bank by way of Term Loan during Financial Year 2024-25. The Loan is repayable in 36 Monthly instalments starting from Sep,2024. The Principal repayable during FY 2025-26 amounting to ₹333.28 lacs is classified under Current Maturities of Long Term Debt-Note:17

**14(c)****Vehicle Loan - HDFC Bank**

The company availed a Car loan of ₹253.62 lakhs from HDFC Bank during the FY 2022-23. The Loan is repayable in 60 Monthly instalments starting from January,2023. The Principal repayable during FY 2025-26 amounting to ₹51.43 lacs is classified under Current Maturities of Long Term Debt-Note:17.

**14(d)****Vehicle Loan - Mercedes Benz Financial Services Pvt Limited**

The company availed a Car loan of ₹84.64 lakhs from Mercedes Benz Financial Services Pvt Limited during the FY 2022-23. The Loan is repayable in 60 Monthly instalments starting from January,2023. The Principal repayable during FY 2025-26 amounting to ₹17.40 lacs is classified under Current Maturities of Long Term Debt-Note:17.

**14(e)****Details of Unsecured Loans\***

Loan from Holding Company	Balance as on 31.03.2025	Balance as on 31.03.2024
<b>Name of the company</b>		
Bhagyanagar India Limited	10,931.42	11,306.68
<b>Total</b>	<b>10,931.42</b>	<b>11,306.68</b>

\*Unsecured Loan have been taken for business purpose, its an interest free loan and there is no specific repayment Schedule.

**14(f)****Loan from Director**

Name of the Director	Balance as on 31.03.2025	Balance as on 31.03.2024
Devendra Surana	1,814.94	2,135.46
<b>Total</b>	<b>1,814.94</b>	<b>2,135.46</b>

\*Unsecured Loan have been taken for business purpose at a mutually agreed rate of interest. There is no specific repayment Schedule.

**14(g)****Loan from Associate Companies**

Name of the company	Balance as on 31.03.2025	Balance as on 31.03.2024
SURANA TELECOM AND POWER LTD	3,941.38	1,339.13
SURANA INFOCOM PVT LTD	1,659.36	568.42
<b>Total</b>	<b>5,600.74</b>	<b>1,907.56</b>

\*Unsecured Loan have been taken for business purpose at a mutually agreed rate of interest. There is no specific repayment Schedule.

**15 Other non current Liabilities****Sub Note**

	As at 31.03.2025	As at 31.03.2024
Security Deposit/Retention Money	1,343.36	1,343.36
<b>TOTAL</b>	<b>1,343.36</b>	<b>1,343.36</b>



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

<b>16 Deferred Tax Liability (net)</b>	<b>Sub Note</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
Deferred Tax Liability at the beginning of the year		114.38	82.58
Add: Deferred tax Liability for the year, on account of timing difference on account of Depreciation		17.94	31.80
<b>TOTAL</b>		<b>132.32</b>	<b>114.38</b>

<b>17 Current Borrowings</b>	<b>Sub Note</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Secured</b>			
Cash Credit/ Working Capital Demand Loan	17(a)	14,346.56	3,537.96
Export Packaging Credit	17(b)	-	1,000.00
Foreign Currency Demand Loan - SBI	17(a)	4,750.00	-
<b>SUB TOTAL (A)</b>		<b>19,096.56</b>	<b>4,537.96</b>
<b>Current Maturities on Long Term Debt</b>			
(a) Guaranteed Emergency Credit Line - HDFC Bank	17 ( c)	-	161.79
(b) Term Loan - HSBC	17 ( d)	333.28	-
(c) HDFC Bank - Vehicle Loan	17(e)	51.43	47.43
(d) Mercedes Benz Financial Services Private Limited - Vehicle Loan	17(f)	17.40	15.99
<b>SUB TOTAL (B)</b>		<b>402.11</b>	<b>225.21</b>
<b>TOTAL</b>		<b>19,498.68</b>	<b>4,763.17</b>

## Note 17(a)

The Working Capital facilities (including foreign currency term loan) from SBI ICICI , HDFC and HSBC bank are secured by personal guarantee of Directors, Corporate Guarantee of Holding Company and an Exclusive charge on entire Current Assets and Fixed Assets of the Company .It is Secured against current assets. Quarterly returns or statements of current assets filed by the Company with bank are in agreement with the books of accounts.

## 17(b)

The company has availed Export packing credit from ICICI Bank/HDFC Bank and the same has been repaid fully in financial year 2024-25

## 17(c)

### Guaranteed Emergency Credit Line - HDFC Bank

Loan of ₹540Lacs was sanctioned by way of Guaranteed Emergency Credit Line by HDFC Bank in the month of January 2022 which was repaid fully during the Financial Year 2024-25

## 17(d)

### Term Loan - HSBC Bank

Term Loan of ₹1000 lacs is sanctioned by HSBC Bank by way of Term Loan during Financial Year 2024-25. The Loan is repayable in 36 Monthly instalments starting from Sep,2024 .The Principal repayable during FY 2025-26 amounting to ₹333.28 lacs is classified under Current Maturities of Long Term Debt-Note:17

## 17(e)

### Vehicle Loan - HDFC Bank

The company availed a Car loan of ₹253.62 lakhs from HDFC Bank during the FY 2022-23.The Loan is repayable in 60 Monthly instalments starting from January,2023 .The Principal repayable during FY 2025-26 amounting to ₹51.43 lacs is classified under Current Maturities of Long Term Debt-Note:17

## 17(f)

### Vehicle Loan - Mercedes Benz Financial Services Pvt Limited

The company availed a Car loan of ₹84.64 lakhs from Mercedes Benz Financial Services Pvt Limited during the FY 2022-23.The Loan is repayable in 60 Monthly instalments starting from January,2023 .The Principal repayable during FY 2025-26 amounting to ₹17.40 lacs is classified under Current Maturities of Long Term Debt-Note:17

<b>19 Current Tax Liability (Net)</b>	<b>Sub Note</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
(a) Provision for Taxes		383.25	170.73
Less: Income tax Receivable		349.74	143.41
<b>TOTAL</b>		<b>33.51</b>	<b>27.32</b>

(All amounts are in Indian Rupees (lakhs))

<b>20 Other Current Liabilities</b>	<b>Sub Note</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
(a) Statutory Dues Payable		46.22	62.24
(b) Advance from Customers		339.08	193.64
<b>TOTAL</b>		<b>385.31</b>	<b>255.88</b>
<b>21 Short Term Provisions</b>	<b>Sub Note</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
(a) Provision for employee benefits		13.00	13.00
(b) Provision for Expenses		216.69	146.52
<b>TOTAL</b>		<b>229.69</b>	<b>159.52</b>
<b>22 Revenue from Operations</b>	<b>Sub Note</b>	<b>For the Year 31.03.2025</b>	<b>For the Year 31.03.2024</b>
(a) Sale of Products			
Copper & Allied Products - Domestic		1,42,770.36	65,298.44
Copper Products - Export		19,262.43	20,647.22
<b>TOTAL SALES (NET OF TAXES)</b>		<b>1,62,032.78</b>	<b>85,945.66</b>
<b>23 Other Income</b>	<b>Sub Note</b>	<b>For the Year 31.03.2025</b>	<b>For the Year 31.03.2024</b>
(a) Interest on Fixed Deposits		3.44	7.07
(b) Sundry Balances Written Back		8.18	5.69
(c) Other Income		17.21	-
(d) Profit on sale of land		205.56	-
(e) Foreign Exchange Fluctuation Difference Account		-	12.85
<b>TOTAL SALES (NET OF TAXES)</b>		<b>234.40</b>	<b>25.61</b>
<b>24 Cost of Materials Consumed</b>	<b>Sub Note</b>	<b>For the Year 31.03.2025</b>	<b>For the Year 31.03.2024</b>
Opening Material in Transit		770.22	679.17
Opening Stock Raw Materials		4,290.63	4,023.61
Add: Purchases (Net of GST)		1,58,121.91	81,020.92
Less: Closing Stock Raw Materials		12,199.85	4,290.63
Less: Closing Stock Material in Transit		169.55	770.22
<b>TOTAL SALES (NET OF TAXES)</b>		<b>1,50,813.35</b>	<b>80,662.85</b>
<b>25 (Increase)/Decrease in Inventories</b>	<b>Sub Note</b>	<b>For the Year 31.03.2025</b>	<b>For the Year 31.03.2024</b>
Opening Stock WIP		2,127.67	624.44
Opening Stock Finished Goods		1,135.82	270.78
Less: Closing Stock WIP		2,194.53	2,127.67
Less: Closing Stock Finished Goods		1,168.84	1,135.82
<b>TOTAL SALES (NET OF TAXES)</b>		<b>(99.87)</b>	<b>(2,368.27)</b>
<b>26 Employee Benefits Expense</b>	<b>Sub Note</b>	<b>For the Year 31.03.2025</b>	<b>For the Year 31.03.2024</b>
(a) Salaries, Wages and Other Employee Benefits		1,180.95	829.92
(b) Contribution To Provident And Other Funds		190.58	47.83
<b>TOTAL SALES (NET OF TAXES)</b>		<b>1,371.53</b>	<b>877.76</b>

During the year ended 31<sup>st</sup> March 2025, the company has paid an amount of ₹ 238.95 lacs (P.Y 202.24 lacs) as remuneration to Key Managerial personnel.



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

<b>27 Finance costs</b>	<b>Sub Note</b>	<b>For the Year 31.03.2025</b>	<b>For the Year 31.03.2024</b>
(a) Interest Expense			
- Cash Credit & Others		1,160.04	464.17
- On Unsecured Loan		289.87	340.74
- Term Loan -HSBC Bank		74.69	34.74
- General Emergency Credit Line - HDFC Bank		39.43	59.11
(b) Financial Charges		110.14	68.94
<b>TOTAL</b>		<b>1,674.18</b>	<b>967.69</b>

<b>28 Other expenses</b>	<b>Sub Note</b>	<b>For the Year 31.03.2025</b>	<b>For the Year 31.03.2024</b>
Consumption Of Stores And Spare Parts		1,053.26	564.49
Processing and Conversion charges		54.88	76.50
Power And Fuel		3,172.07	2,366.84
Repairs			
Buildings		53.41	67.32
Machinery		726.65	754.52
Others		31.40	34.01
CSR Expense		20.50	15.00
Insurance		61.12	57.20
Rent		85.12	23.22
Rates And Taxes		21.97	9.51
Watch & Ward		120.91	108.20
Packing And Forwarding		650.82	349.33
Travelling & Conveyance		75.91	47.35
Foreign Exchange Fluctuation Difference Account		60.30	-
Other Miscellaneous Expenses		187.84	104.54
Payments To The Auditor			
for Statutory Audit		2.00	2.00
<b>TOTAL</b>		<b>6,378.17</b>	<b>4,580.02</b>

<b>Other Miscellaneous Expense</b>	<b>Sub Note</b>	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
Post. Tel & Telephone		8.97	2.81
Legal & Licence Fees		3.87	2.05
Advertisement And Sales Promotion		21.99	7.43
Professional Charges		36.72	7.78
Sundry Balances Written Off		-	17.56
Goodwill on Slump Sale Written Off		-	2.94
Office Maintenance		3.05	3.70
Testing Charges		6.24	1.40
Membership & Subscription		17.47	7.90
Other Expenses		7.13	3.51
Printing & Stationery		15.70	4.59
Filing Fees		0.10	9.17
Commission		58.07	32.13
Water Charges		8.54	1.54
<b>TOTAL</b>		<b>187.84</b>	<b>104.54</b>

(All amounts are in Indian Rupees (lakhs))

## 29) Related party transactions

### a. List of Related Parties:

#### i. Holding Company:

Bhagyanagar India Limited

#### Key Managerial Personnel & their relatives:

- (i) Narender Surana (Director till date 16<sup>th</sup> January, 2025)
- (ii) Devendra Surana
- (iii) Rakesh Kumar Agarwal (Whole Time Director)
- (iv) N.V. Rao (Whole Time Director: Marketing)
- (v) Surendra Bhutoria (CFO)
- (vi) Manish Surana
- (vii) Nivriti Samkit Jain
- (viii) Advait Surana
- (ix) Namrata Surana
- (X) Mithali Surana
- (xi) Lalit Kumar Thanvi (CS – till 14.02.23)
- (xii) Ritika Tandon (CS – wef 03<sup>rd</sup> Feb 2025)

#### ii. Enterprises owned or significantly influenced by key management personnel or their relatives:

- (i) Surana Telecom and Power Limited
- (ii) Surana Solar Limited
- (iii) Surana Infocom Private Limited.
- (iv) Bhagyanagar Magnesium Pvt Ltd
- (v) G.M. Surana Foundation Trust
- (vi) Shabashpally Chemicals Pvt Ltd
- (vii) Surana Solar Systems (P) Ltd
- (viii) Bhagyanagar Ventures Pvt Ltd

### A. List of Transactions Occurred during the year are as follows:

Amount in Lacs (₹)

Related Party	Nature of transaction	2024-25	2023-24
Bhagyanagar India Ltd	Slump Sale Received	-	6005.00
Bhagyanagar India Ltd	Allocation of staff cost Paid	41.70	100.87
Bhagyanagar India Ltd	Lease Rent paid	60.00	15.00
Bhagyanagar India Ltd	Subscription of Optionally Convertible Preference Shares	-	1644.00
Surana Solar System Pvt Ltd	Purchase of Solar Power	26.60	15.49
Surana Solar Ltd	Purchase of Copper	59.34	50.81
Surana Solar Ltd	Sale of Copper	2979.14	-
Bhagyanagar Magnesium Pvt Ltd	Sale Of Magnesium Alloy	204.65	16.48
Shabashpally Chemicals Pvt Ltd	Job work Expense	-	14.50
Bhagyanagar India Ltd	Purchase of copper	-	1795.70
Bhagyanagar India Ltd	Sale of copper	-	13742.91
Bhagyanagar India Ltd	Job work income	-	2714.92
Bhagyanagar India Ltd	Interest Expense	-	162.83
Surana Telecom & Power Limited	Interest Expense	101.84	87.02
Surana Infocom Private Limited	Interest Expense	94.93	17.15
Devendra Surana	Interest Expense	93.10	73.74
Rakesh Agarwal	Remuneration – WTD	41.10	36.90



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

N.V.Rao	Remuneration – WTD	24.33	3.98
Manish Surana	Salary	55.00	66.00
Nivriti Samkit Jain	Salary	25.60	24.00
Namratha Surana	Salary	28.92	7.43
Advait Surana	Salary	50.00	51.93
Mithali Surana	Salary	14.00	12.00
Bhagyanagar Ventures Pvt Ltd	Lease Rent Paid	8.22	8.22
GM Surana Foundation Trust	CSR Expense	7.90	2.34

## B. Balance outstanding with related parties are as follows:

Amount in Lacs (₹)

Balance due from / (due) to parties	Nature of transaction	2024-25	2023-24
Bhagyanagar Magnesium Pvt Ltd	Advances from Customers	-	13.00
Bhagyanagar Magnesium Pvt Ltd	Trade Receivables	9.68	-
Surana Solar Systems Pvt Ltd	Trade Payable	2.30	4.68

## C. Details of Loan taken and repaid with the related parties during the year:

Related Party	Nature of transaction	2024-25	2023-24
BHAGYANAGAR COPPER PRIVATE LIMITED	Opening Balance	11306.68	1312.86
	Loan given/ (recovered) during the year (net of amount received back)	(375.26)	9993.82
	Balance at the end of the Year (cr)*	10931.42	11306.68
	<b>Max bal a/s at any point of time during the year</b>	<b>11607.79</b>	<b>11853.45</b>
Devendra Surana	Opening Balance	2135.46	264.27
	Loan taken	2108.49	4020.44
	Repaid / transferred during the Year	2429.00	2149.25
	Closing Balance	1814.94	2135.46
	<b>Max bal a/s at any point of time during the year</b>	<b>2145.35</b>	<b>2558.10</b>
Surana Telecom & Power Limited	Opening Balance	1339.13	1722.81
	Loan Given	3019.24	148.32
	Repaid during the Year	417.00	532.00
	Closing Balance	3941.38	1339.13
	<b>Max bal a/s at any point of time during the year</b>	<b>3941.38</b>	<b>1816.74</b>
Surana Infocom Private Limited	Opening Balance	568.42	123.03
	Loan taken	1097.94	2187.63
	Repaid during the Year	7.00	1742.23
	Closing Balance	1659.36	568.42
	<b>Max bal a/s at any point of time during the year</b>	<b>1659.36</b>	<b>1170.81</b>
Surana Solar Limited	Opening Balance	-	-
	Loan Given	34.23	-
	Repaid during the Year	34.23	-
	Closing Balance	-	-
	<b>Max bal a/s at any point of time during the year</b>	<b>28.70</b>	<b>-</b>

(\*) There are multiple transactions with the party. The amount represents net balance of multiple transactions during the year.

## 30) Disclosure required under Section 186(4) of the Companies Act 2013

In the opinion of Board of Directors and to the best of their knowledge and belief, the above disclosure pursuant to Securities Exchange Board of India (Listing Obligation and Disclosure Requirement and Regulation 2015) and Section 186 of the Companies Act 2013.



(All amounts are in Indian Rupees (lakhs))

**31)** In the opinion of Board of Directors and to the best of their knowledge and belief, the value on realization of current assets, loans and advances in the ordinary course of business, would not be less than the amount at which the same are stated in the Balance Sheet.

**32)** The Company is primarily engaged in the manufacture of copper products which as per Indian Accounting Standard – 108 on 'Operating Segments' is considered to be the only reportable business segment. The Company is mainly operating in India which is considered as a single geographical segment.

### 33) Auditors' Remuneration includes:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Statutory Auditors</b>		
Audit Fees	2.00	2.00
Certification & Other Services	-	-
<b>Total</b>	<b>2.00</b>	<b>2.00</b>

### 34) TAX Expenses

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
<b>Current Tax</b>		
Current Tax Expense for the Year	383.25	170.72
Deferred Tax		
Deferred Tax Liability/(Asset)	17.94	31.79
MAT Credit entitlement for current year	-	88.87
Excess MAT Credit Reversed		
<b>Total Income Tax Expense</b>	<b>401.19</b>	<b>291.39</b>

### 35) Reconciliation of estimated income tax expenses at Indian statutory income tax rates to income tax expenses reported in statement of profit and loss:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Income before taxes	1,657.10	929.74
Applicable Tax Rate	23.13%	18.36%
Estimated Income Tax Expense	383.25	170.72
Add: Effect of non-deductible expenses	-	-
(Less): Effect of allowances for tax purpose	-	-
Add/(Less): Effect of deferred tax	17.94	31.79
Add/(Less): Effect of MAT Credit	-	88.87
<b>Tax Expense in Statement of Profit and Loss</b>	<b>401.19</b>	<b>291.39</b>

### 36) Net Debt Reconciliation

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening Balances of Borrowings	15,918.76	4,156.02
Add: Proceeds from Non-Current Borrowings (Net of Repayment)	2,949.93	11,762.74
Closing Balance of Borrowings	18,868.69	15,918.76



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

**37)** As per Section 135 of the Companies Act, 2015, a CSR committee has been formed by the company. The disclosure in respect of CSR Expenditure during the year as aligned with the CSR Policy of the Company which is in line with the activities specified in Schedule VII of the Companies Act, 2013 is as under:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Gross amount required to be spent by the Company during the year	14.98	10.60
Related Party Transaction as per Ind AS 24 in relation to CSR activities		
GM Surana Trust	7.90	2.34
Gulabchand Surana Charitable Clinic	1.40	-
Others	5.68	8.51

	Amount Paid	Amount yet to be paid	Amount Paid	Amount yet to be paid
Particulars	For the year ended 31st March 2025		For the year ended 31st March 2024	
(i) Construction/ acquisition of any asset	-	-	-	-
(ii) Purposes other than (i) above	14.98	-	10.85	-
<b>TOTAL</b>	<b>14.98</b>	<b>-</b>	<b>10.85</b>	<b>-</b>

<b>Nature of CSR activities undertaken by the company</b>	1. "Rural Development" - "Integrated Village Development (IVD) Project"	1. "Rural Development" - "Integrated Village Development (IVD) Project"
	2. "Promoting Healthcare including preventive health care - Health Project"	2. "Promoting Healthcare including preventive health care - Health Project"
		3. Promoting Education
		4. Environmental Sustainability
		5. Animal Welfare

## CSR Movement

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Opening Balance	-	-
Gross amount required to be spent by the Company during the year	14.98	10.60
Actual Spent	14.98	10.85
(Excess)/Short Spent	-	(0.25)

**38)** The information regarding amounts due to creditors registered under the Micro, Small and Medium Enterprises Development Act, 2006, has been given to the extent available with the Company based on the intimation received from the suppliers regarding their status under the Act. The required disclosures of outstanding dues of micro, small & medium enterprises are as under:

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
a) Principal amount remaining unpaid but not due as at 31 <sup>st</sup> March	17.61	45.08
b) Interest amount remaining unpaid as at 31 <sup>st</sup> March	-	-
c) Interest paid in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
e) Interest accrued and remaining unpaid as at 31 <sup>st</sup> March	-	-
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

(All amounts are in Indian Rupees (lakhs))

**39) Earnings Per Share (EPS)**

Particulars	2024-25	2023-24
Net Profit after Tax	1255.90	638.34
Net Profit after Tax available for equity shareholders - For Basic and Diluted EPS	1255.90	638.34
Weighted Average No. Of Equity Shares for Basic EPS (No.)	2,00,00,000	2,00,00,000
Weighted Average No. Of Equity Shares for Diluted EPS (No.)	2,00,00,000	2,00,00,000
Nominal Value of Equity Shares	2.00	2.00
Basic Earnings Per Equity Share	6.28	3.19
Diluted Earnings Per Equity Share	6.28	3.19

**40) Contingent Liabilities and Commitments (to the extent not provided for)**

(A) Particulars	2024-25	2023-24
Contingent Liabilities – Electricity Demand	154.65	154.65
Guarantees issued by the Bank	388.50	150.00

Note: TSSPDCL has raised a demand of ₹154.65Lacs for previous years when the company was not under the control of current management. The demand is being contested and has been stayed by the Honorable High Court of Telangana.

- (B) Income tax assessment of the company, “Bhagyanagar Copper Private Limited” for the assessment year 2021-22 was completed on December 30, 2022, and the department has raised a demand for ₹ 6622.17 Lakhs on some unreasonable grounds. The company has appealed against it to the Commissioner of the Income Tax (Appeals) and a petition for stay of demand has also been filed before the Principal Commissioner of Income Tax. The company has been advised by the legal experts that it has a strong/ solid case, and hence, no provision has been made in the books of accounts.
- (C) The company has received a GST demand order of ₹10335.12 lakhs (including penalty of ₹ 5168.06 lakhs) from the office of the Additional Commissioner of Central tax, Secunderabad, Hyderabad under the Central Goods and Service Tax, 2017 on the contention that the company has availed inadmissible ITC. Based on the assessment of facts and prevailing law, the company is of the view that the demand order levied is arbitrary and unjustified, however, the company has already deposited an amount of ₹800 lakhs with GST Department under protest which has been shown in these financial statements under the head “Current Assets the Company has filed an appeal before the appropriate appellate authorities. Further, as per the management decision based on legal experts’ opinion there is fair chance of succeeding in the matter and hence the provision of the same has not been accounted in the books of accounts.

**41) Retirement and Other Employees Benefits**

The Company’s employee benefits primarily cover provident fund, gratuity and leave encashment.

Provident fund is a defined contribution scheme and the company has no further obligation beyond the contribution made to the fund. Contributions are charged to the Profit & Loss account in the year in which they accrue. Gratuity liability is a defined benefit obligation and is based on the actuarial valuation done. The gratuity liability and the net periodic gratuity cost is actually determined after considering discounting rates, expected long term return on plan assets and increase in compensation level. All actuarial gain/ losses are immediately charged to the Profit & Loss account and are not deferred.

Particulars	Gratuity	
	2024-25	2023-24
<b>A Principal amount remaining unpaid but not due as at 31<sup>st</sup> March</b>		
Current service cost	9.58	5.47
Interest cost	13.50	2.43
Expected Return on Planned Assets	12.97	(4.04)
Net Actuarial Loss/ (Gain) recognized in the year	56.53	145.85
Expenses recognized in Statement of Profit & Loss	69.50	149.71
<b>B Change in Present value of obligation during the year ended 31<sup>st</sup> March, 2024</b>		
Present Value of obligation as at beginning of the year	186.21	33.57
Interest Cost	13.50	2.43
Current Service Cost	9.58	5.47
Benefits Paid-Actuals	(70.54)	(1.12)
Actuarial (Gain)/ Loss on Obligations	53.41	145.85
Present Value of obligation as at end of the year	192.16	186.21



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

Particulars	Gratuity	
	2024-25	2023-24
<b>C Change in fair value of Plan Assets during the year ended 31<sup>st</sup> March, 2025</b>		
Fair value of Plan Assets as at the beginning of the year	184.83	22.48
Expected Return on Plan Assets	12.97	4.04
Contributions	16.91	159.42
Benefits Paid	(70.54)	(1.12)
Fair value of Plan Assets as at the end of the year	144.17	184.83
<b>D Actuarial Gain/ loss recognized</b>		
Actuarial (Gain) / Loss for the year –Obligation	56.53	(145.85)
Total Loss for the Year	56.53	145.85
Actuarial (Gain) / Loss recognized in the year	56.53	145.85
<b>E Actuarial assumption</b>		
Discount rate used	7.25%	7.25%
Salary escalation	4.00%	4.00%

## 42) Sales (Net) during the year:

Particulars	2024-25		2023-24	
	Qty (MTs)	Amount (₹ in Lac)	Qty (MTs)	Amount (₹ in Lac)
Copper	18339.87	153660.95	10893.58	77478.46
By-Products	-	7996.12	-	5984.11
Job Work Charges	1522.79	375.82	7077.70	2,483.09
<b>TOTAL</b>	<b>19862.66</b>	<b>162032.89</b>	<b>17971.28</b>	<b>85,945.66</b>

## 43) Raw material consumed during the year:

Particulars	2024-25	2023-24
Copper/Copper Scrap	148769.48	75839.35
Others	2043.87	4823.50
<b>TOTAL</b>	<b>150813.35</b>	<b>80662.85</b>

## 44) Details of imported and indigenous raw materials, spares and packing materials consumed:

Particulars	2024-25		2023-24	
	Value	% of Total Consumption	Value	% of Total Consumption
<b>Raw materials &amp; Components</b>				
(a) Imported	100,004.31	66.31%	59384.00	73.62
(b) Indigenous	50,809.04	33.69%	21278.85	26.37
<b>TOTAL</b>	<b>150,813.35</b>	<b>100.00</b>	<b>80662.85</b>	<b>100.00</b>
<b>Stores &amp; Spare Parts (including consumed for repair)</b>				
(a) Imported	414.63	39.36	184.06	32.61
(b) Indigenous	638.63	60.64	380.43	67.39
<b>TOTAL</b>	<b>1053.26</b>	<b>100.00</b>	<b>564.49</b>	<b>100.00</b>

(All amounts are in Indian Rupees (lakhs))

**45) CIF Value of Imports**

Particulars	2024-25	2023-24
Raw material	100,004.31	57881.11
Stores & Spares	414.63	184.06
<b>TOTAL</b>	<b>100,418.94</b>	<b>58065.17</b>

**46) Earning in Foreign Currency**

Particulars	2024-25	2023-24
FOB value of Export sale of goods	19262.42	20647.22
<b>TOTAL</b>	<b>19262.42</b>	<b>20647.22</b>

**47) Financial Instruments and Risk management**

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

The fair value of trade receivable, trade payable and other current financial assets and liabilities is considered to be equal to the coiling value amounts of these items due to their short-term nature. Where such items are non-current in nature the same has been classified as level 3 and fair value determine using discounted cash value basis.

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximates of fair values:

Particulars	Carrying value		Fair value	
	31st March 2025	31st March 2024	31st March 2025	31st March 2024
Other Financial Assets	179.46	187.79	179.46	187.79
Total Financial Assets	<b>179.46</b>	<b>187.79</b>	<b>179.46</b>	<b>187.79</b>
Borrowings	18868.69	15918.76	18868.69	15918.76
Other Non-Current Liabilities	1343.36	1343.36	1343.36	1343.36
<b>Total Financial Liabilities</b>	<b>20212.07</b>	<b>17262.13</b>	<b>20212.07</b>	<b>17262.13</b>

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

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs which are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the company considering the requirements of Ind As and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

**48) Financial risk management objectives and policies**

The Company's principal financial liabilities other than derivatives comprise long-term and short-term borrowings, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets other than derivatives include trade and other receivables, cash and cash equivalents and deposits that derive directly from its operation.

The Company is exposed to market, credit, liquidity and regulatory risks. The Company does not have any foreign Currency Liabilities; therefore, the exchange fluctuation risk is negligible. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below:



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

[All amounts are in Indian Rupees (lakhs)]

## A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: commodity risk, interest rate risk and foreign currency risk.

### (i) Commodity Price Risk

The principal commodity of the company, which is copper, is fully hedged, insulating it from any price risk.

### (ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rate relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency). Further, the Company has foreign currency risk on import of input materials, capital commitment and also borrow funds in foreign currency for its business. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Certain transactions of the Company act as a natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies, for the remaining exposures to foreign exchange risks, the Company adopts a policy of selective hedging based on risk perception of management using derivative, whenever required, to mitigate or eliminate the risks.

### (iii) Interest Rate risk

The Company is exposed to interest rate risk on financial liabilities such as borrowings, both short-term and long-term. It maintains a balance of fixed and floating interest rate borrowings and the proportion is determined by current market interest rates, projected debt servicing capability and view on future interest rates.

## B. Credit Risk

Financial Asset of the Company include trade receivables, employee advances and bank deposits which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimize collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payment and other relevant factors. The Company's exposure to credit risk is influence mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associated with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. with respect to other financial risk Viz loan and advances, deposit with government, the credit risk is insignificant since the loans and advances are given to its employees only and deposits are held with reputable banks. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

## C. Regulatory Risks

The Company performance may be impacted due to change in Regulatory Environment. The Company is closely monitoring the regulatory developments and risks thereof and proactively implementing course correction for proper compliance commensurate with new regulatory requirements.

## G. Liquidity Risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans

The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments

Year Ended	On Demand	3 to 12 Months	1 to 5 Years	>5 Years	Total
<b>31-Mar-25</b>	-	19498.67	7937.27*	-	27,435.94
Borrowings					
<b>31-Mar-24</b>	-	4763.17	4612.08*	-	9375.25
Borrowings					



(All amounts are in Indian Rupees (lakhs))

## 49) Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Company monitors capital using a gearing ratio, which is net debt divided by total capital PlusNet debt. The Company includes within net debt, interest bearing loans and borrowings (Excluding Loans from Holding Co.), trade and other payables, less cash and cash equivalents

Particulars	31-Mar-25	31-Mar-24
Borrowings -Non-Current (Excluding Loan from Holding Co.)	7937.27	4612.08
Borrowings – Current	19498.67	4763.17
Other Payables	4985.82	2531.41
Less: Cash and Cash Equivalents	557.21	274.91
<b>Net Debt (A)</b>	<b>32978.97</b>	<b>11631.75</b>
Equity Share capital	2000.00	2000.00
Preference Share capital	1000.00	1000.00
Other Equity	3826.75	2570.85
Quasi Equity (Loan from Holding Company)	10931.43	11306.68
<b>Total Capital (B)</b>	<b>17758.18</b>	<b>16876.68</b>
<b>Capital and Net debt (A+B)</b>	<b>50737.15</b>	<b>28508.43</b>
<b>Gearing ratio (in %)</b>	<b>64.99</b>	<b>40.80</b>

In order to achieve this overall objective, the Company's capital management, amongst other things including working capital management, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

## 50) Ratio analysis and its elements.

Ratio	Numerator	Denominator	March 31,2025	March 31,2024	% Change	Reason for variance
Current Ratio	Current Assets	Current Liabilities	1.87	3.41	(45.21)	Note
Debt-Equity Ratio	Long Term Debt	Shareholder's Equity+Quasi Equity.	0.03	0.03	(12.89)	Note
Debt Service Coverage Ratio	Earning for debt service = Net profit before taxes + non-cash operating expenses + Finance Costs	Debt service = Interest & lease payments + Principal repayments	1.97	2.20	(10.32)	Note
Return on Equity ratio(%)	Net profit after taxes	shareholder's equity+Quasi Equity.	18.33	11.46	60.55	Note
Inventory Turnover Cycle(No.of days)	Inventory	Net Sales	40	35	14.10	Note
Trade receivables turnover Cycle(No. of days )	Trade Receivables	Gross Sales	33	35	(4.36)	Note
Trade payables turnover Cycle(No.of days )	Trade Payables	Net Purchases	10	9	5.13	Note
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working Capital = Current assets - Current liabilities	7.64	4.89	56.01	Note
Net Profit Ratio(%)	Net profit after taxes	Net Sales = Total sales - Sales return	0.78	0.74	4.36	Note
Return on capital employed(%)	Earnings before interest, Depreciation and taxes	Capital employed = Tangible Net Worth + Long Term Debt	14.80	10.33	43.37	Note



# Notes to Financial Statements

for the year ended 31<sup>st</sup> March 2025

(All amounts are in Indian Rupees (lakhs))

Notes:

The ratios are not comparable due to the Slump Sale transaction which took place w.e.f. 01/01/2024 whereby the copper business of BIL, the Holding Company was transferred to this company.

## 51) Other Statutory Information

### A. RELATIONSHIP WITH STRUCK OFF COMPANIES

The company do not have any transactions with company's struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the year ended 31<sup>st</sup> March, 2025 (Previous year: Nil)

### B. DISCLOSURE IN RELATION TO UNDISCLOSED INCOME

The company do not have any such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year ended 31<sup>st</sup> March, 2025 and also for the year ended 31<sup>st</sup> March, 2024 in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

### C. DETAILS OF BENAMI PROPERTY HELD

The Company do not hold any property under Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence there are no proceedings against the company for the year ended 31<sup>st</sup> March, 2025 and also for the year ended 31<sup>st</sup> March, 2024.

### D. REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES (ROC)

The Company do not have any charges or satisfaction, which are yet to be registered with ROC beyond the statutory period, during the year ended 31<sup>st</sup> March, 2025 and also during the year ended 31<sup>st</sup> March, 2024.

### E. DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The company have not traded or invested in crypto currency or virtual currency during the year ended 31<sup>st</sup> March, 2025 and also during the year ended 31<sup>st</sup> March, 2024.

### F. UTILISATION OF BORROWED FUND AND SHARE PREMIUM

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.

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.

### G. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

## 52) In respect of Financial Year commencing on or after 01.04.2023, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been in operation throughout the year for all relevant transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been and has been preserved by the company as per the statutory requirements for record retention.

(All amounts are in Indian Rupees (lakhs))

**53) Previous year's figures have been regrouped and rearranged, wherever found necessary.**

Following changes has been done in the comparative period (as at March 31, 2024) which is not material qualitatively and quantitatively to the Company's prior period financial statements.

**(A) Re- classification in "Statement of Profit & Loss"**

Note No	Line item	Earlier Amount	Re-classified Amount	Net Changes	Reason
24	Cost of Raw Material Consumed	80753.90	80662.85	91.05	for better presentation- reclassification of closing of material in Transit
	Increase/(Decrease) in Inventory	(2459.32)	(2368.27)	(91.05)	

As per our report of even date attached

**For LUHARUKA & ASSOCIATES**

CHARTERED ACCOUNTANTS

Firm Reg No.01882S

For and on Behalf of the BOD of

**Bhagyanagar Copper Private Limited**

**Arun Luharuka**

Partner

M. No. 021869

**Devendra Surana**

Director

DIN : 00077296

**Rakesh Kumar Agarwal**

Director

DIN: 01829157

Place: Secunderabad

Date : 20.05.2025

**Surendra Bhutoria**

Chief Financial Officer

**Ritika Tandon**

Company Secretary

M. No. A32215

## Notes

[illegible]





**BHAGYANAGAR  
INDIA LIMITED**

**REGISTERED OFFICE**

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