

# SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED

**Corporate office:** F-32/3, Okhla Industrial Area, Phase- II, New Delhi- 110020

**Regd Off & Works:** - Plot No B-2/6, B-2/7, UPSIDC Industrial Area- Phase IV, Sandila, Distt Hardoi, U.P.-241204

**Sikandrabad Works-A-26** UPSIDC Industrial Area, Sikandrabad, Bulandshahar, U.P.-203205

**E. id:-**secretarial@shrigangindustries.com **website:-**www.shrigangindustries.com Tel No: 011-42524499

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**September 05, 2025**

To,  
The Executive Director  
BSE Limited  
Floor 25, P J Towers  
Dalal Street  
Mumbai-400001

**Scrip Code: 523309**

**Sub: Submission of 36<sup>th</sup> Annual Report of the Company for the Financial Year 2024-25**

Dear Sir,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), please find enclosed herewith the Annual Report of the Company for the Financial Year ended March 31, 2025, which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant(s).

Further, a physical communication in accordance with Regulation 36(1)(b) of SEBI LODR is also being sent by the Company to all those members, whose email addresses are not updated in records, which contains the exact link of the Company's website to access the Notice and Annual Report and other relevant information.

The Annual Report for the Financial Year 2024-25 is also available on the Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com) & can be accessed through the following link/QR code:

Link	<a href="https://www.shrigangindustries.com/Investor-Section/pdfs/Annual%20Report_2024-25.pdf">https://www.shrigangindustries.com/Investor-Section/pdfs/Annual%20Report_2024-25.pdf</a>
QR Code	

Kindly take note of the same and acknowledge the receipt.

**Thanking You**  
**Yours Truly**

**For Shri Gang Industries and Allied Products Limited**

**Kanishka Jain**  
**(Company Secretary and Compliance Officer)**

**Encl: as above**



**SHRI GANG**  
INDUSTRIES

**SHRI GANG**

INDUSTRIES & ALLIED LIMITED

# **ANNUAL REPORT 2025**



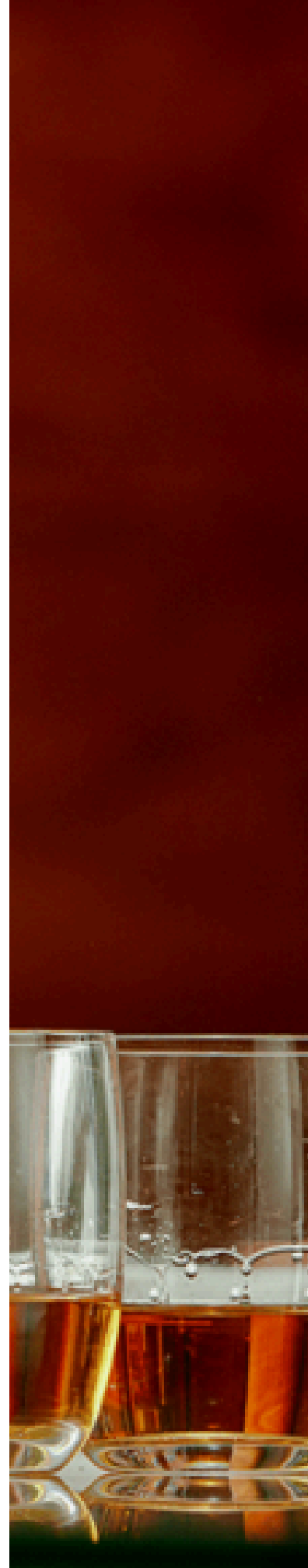
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# Who We are

*“A Legacy of Transformation and Growth”*

Shri Gang Industries & Allied Products Limited (formerly known as Suraj Vanaspati Ltd) has carved a distinct identity over the last three decades. From its beginnings in edible oils, the Company has consistently demonstrated adaptability and foresight—embracing change, diversifying operations, and emerging as a dynamic player in India’s fast-growing alcoholic beverages industry.

## Our Journey of Evolution

- **1989** – The Company laid its foundation in Sikandrabad, District Bulandshahar, Uttar Pradesh, marking its entry into the edible oils industry.
- **1990** – Commissioned a modern refinery for the manufacture of Vanaspati and Refined Oils, establishing a reputation for quality in the edible oils sector.
- **2020** – In response to changing market dynamics and a downturn in the Vanaspati and Refined Oils business, the Company strategically diversified into alcoholic beverages by setting up a **state-of-the-art Liquor Bottling facility** at Sandila, Hardoi, Uttar Pradesh.
- **2022** – Marked a new chapter with the commissioning of a **55 KLPD grain-based distillery (Greenfield Project)** at UPSIDC Industrial Area, Sandila, Hardoi. This move enabled the Company to enter the distillery segment and expand its product offerings through premium-grade Extra Neutral Alcohol (ENA).
- **2025** — Achieved a capacity enhancement of the distillery from 55 KLPD to 66 KLPD with improved production efficiency.

## Diversification and Strategic Growth

From its early beginnings in edible oils to becoming a recognized manufacturer in the Alcobev sector, Shri Gang Industries has continually evolved in response to market realities. In response to the structural slowdown in the vanaspati and refined oils sector, the company proactively diversified into alcoholic beverages.

By expanding into IMFL bottling and neutral alcohol distillation, Shri Gang Industries strengthened its revenue streams and positioned itself for sustained growth.

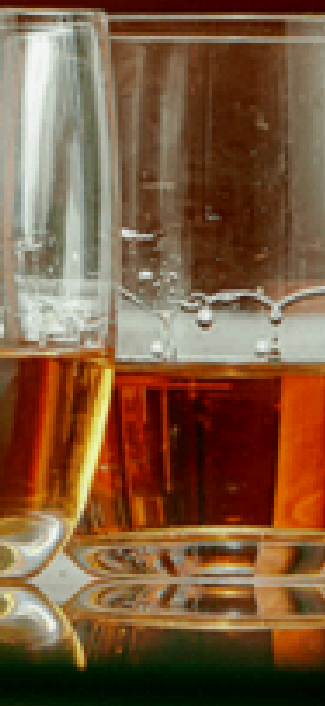
Today, operations include:

- A **modern IMFL bottling unit** with an annual capacity of 4 million cases.
- A **66 KLPD grain-based distillery**, ensuring consistent supply of premium-grade ENA for in-house use and third-party manufacturing.

Alongside contract manufacturing, the Company has successfully introduced its own brands of Uttar Pradesh Made Liquor (UPML) – **“Golden Cascade”** and **“Bulldozer”**, both steadily gaining visibility and consumer acceptance.

## Strategic Partnerships

One of the Company’s most notable achievements is its exclusive manufacturing tie-up with **United Spirits Limited** – Diageo, the world’s leading Alcobev company. This collaboration involves the production of Diageo’s prestigious IMFL and Scotch brands in Uttar Pradesh, cementing the Company’s reputation as a reliable, high-quality manufacturing partner.





# Who We are

(Contd...)

*“A Legacy of Transformation and Growth”*

## Driving Excellence Through Innovation

With a strong belief in blending tradition with innovation, the Company continues to invest in state-of-the-art technology and R&D initiatives. Focus areas include:

- Enhancing operational efficiency and scalability.
- Delivering consistent, globally benchmarked product quality.
- Embedding sustainable and environmentally responsible practices across operations.

## The Road Ahead

As the alcoholic beverages industry in India continues to expand, Shri Gang Industries is well-positioned to capture opportunities through capacity expansion, brand-building, and strategic alliances. With a focus on **innovation-driven growth**, **sustainability**, and **stakeholder value creation**, the Company is committed to strengthening its market presence in Uttar Pradesh while exploring new markets.

The Journey of Shri Gang Industries & Allied Products Limited reflects not only a **legacy shaped over the years** but also a **future defined by ambition, innovation, and excellence**.

Further insights into our operational performance, governance framework, and sustainability initiatives can be found in the subsequent sections of this Annual Report.



# Our Vision

To emerge as the definitive benchmark in the beverage industry, forging a legacy of trust through uncompromising quality, trailblazing innovation and resilient sustainability. We aspire to create enduring value for our stakeholders—clients, customers and employees alike—by consistently delivering premium, responsibly crafted products

# Our Mission

To architect sustainable, organic expansion and ascend to market leadership through strategic alliances and relentless pursuit of excellence. By harnessing state-of-the-art technology and our team's deep expertise, we will:

- Expand our market footprint across key geographies
- Set new operational and quality benchmarks
- Reinforce our brand's reputation for integrity and excellence

# Our Value

Our core principles guide every decision and action at Shri Gang Industries & Allied Products Limited:

- **Trust** We build transparent partnerships and honor our commitments.
- **Respect** We embrace diverse perspectives and foster an inclusive culture.
- **Integrity** We uphold the highest ethical standards, with honesty and accountability.
- **Customer-Centricity** We anticipate needs and exceed expectations at every touchpoint.
- **Innovation & Quality** We challenge conventions to deliver exceptional, safe and sustainable products.



# SANJAY KUMAR JAIN

## FROM THE DESK OF THE CHAIRPERSON



Dear Shareholders,

It gives me great pleasure to present to you the Annual Report of your Company for the financial year 2024–25.

This has been a year marked by resilience, operational excellence, and steady progress despite a challenging external environment. Despite a volatile environment marked by evolving regulatory frameworks, inflationary pressures, shifting consumer preferences, and supply chain uncertainties, your Company strengthened its position as a trusted partner in the alcoholic beverages industry.

Yet, the outlook for the alcoholic beverages industry remains highly promising driven by **rising aspirations, higher disposable incomes, and rapid urbanisation** and a growing preference for premium and super-premium offerings. This transformation is reshaping consumer engagements with brands and creating exciting opportunities for companies like ours, **which combine manufacturing strength, innovation, and long-standing partnerships**.

Your Company is well-positioned to harness these opportunities through continued focus on premiumisation, innovation, sustainability, and operational excellence.

### Building on Strong Foundations

Your Company's competitive advantage lies in its integrated capabilities—**delivering high-quality contract manufacturing solutions for leading IMFL brands**, supported by a **modern ENA distillery**. This synergy ensures consistent product quality, operational efficiency, and adherence to the highest industry standards. It has reinforced confidence among partners and positioned us as a preferred manufacturing partner in the Alcobev sector.

Your Company continues to be a **preferred tie-up unit for United Spirits Limited (Diageo)**, manufacturing some of the most prestigious IMFL brands in the country- a reflection of our credibility and long-standing industry relationships.

### Financial Performance

I am pleased to report that your Company delivered a strong performance in FY 2024–25.

- **Revenue** stood at ₹35,262.37 Lakh, a growth of **22.16%** over the previous year.
- **PAT** increased to ₹3,400.53 Lakh, an impressive **74.31%** growth over the previous year's ₹1,950.81 Lakh.

This performance underscores the strength of our business model, disciplined execution, and our ability to adapt effectively to market realities.

### Driving Sustainable Growth

At **Shri Gang Industries**, sustainability remains at the core of our long term strategy. Our grain-based distillery at sandila, Hardoi in Uttar Pradesh is equipped with advanced process technologies that enable efficient capacity utilisation, enhanced energy efficiency, and a reduced environmental footprint.

Key initiatives undertaken during the year include-

- Expanding the use of renewable and biomass-based energy, reducing reliance on conventional fuels.
- Adopting water recycling and conservation measures.
- Implementing responsible by-product management to align with zero harm, zero waste, zero discharge principles.

Equally, we recognise our responsibility towards the communities around us. Shri Gang Industries continues to invest in rural development initiatives by supporting **education, sanitation, clean drinking water, health, and essential infrastructure**. We also place strong emphasis on **skill development and workforce training**, empowering our employees and enabling inclusive participation across all levels.

Through these initiatives, the Company continues to align its business objectives with broader environmental and social goals, thereby delivering sustainable value for all stakeholders.

### Looking Ahead: Strategic Priorities

As we move into the next phase of our journey, our strategic priorities are clear:

- **Operational Excellence & Integration** – Continue to improve manufacturing efficiencies, optimise distillery operations, and enhance supply chain resilience to drive sustainable margins.
- **Sustainability & Responsible Growth** – Deepen our commitment to renewable energy, waste reduction, water conservation, and social impact initiatives that benefit communities around our operations.
- **Governance & Compliance Leadership** – Strengthen our enterprise risk management framework, digitise compliance processes, and embed ESG considerations into long-term value creation.

### Conclusion

FY 2024–25 marks a significant milestone in your Company's journey. The strong financial performance and sustainability initiatives have laid a robust foundation for future growth.

On behalf of the Board, I extend my sincere appreciation to **our employees, business partners, Statutory Authorities, Government of India and most importantly you, our valued shareholders**. Your trust and support continue to inspire us to raise the bar and create enduring value.

Together, we will build on this momentum to achieve new milestones and further strengthen our position as a fast-growing player in the Alcobeve industry

With warm regards,

**Sanjay Kumar Jain**  
Chairperson



# VARUN GUPTA



## COO'S PERSPECTIVE ON PERFORMANCE AND GROWTH

Dear Shareholders,

It gives me immense pride to present the operational highlights of Shri Gang Industries and Allied Products Limited for the financial year 2024–25. The year has been defined by robust growth, operational resilience, and strategic transformation, reaffirming our commitment to building a strong, sustainable, and future-ready organization.

We achieved robust revenue growth of ₹352.62 Crores in FY 2024–25, reflecting expanding market presence and growing customer confidence. Focused execution, disciplined cost management, and operational excellence translated into a healthy profit trajectory, reinforcing the strength of our business model.

The expansion of our distillery unit capacity from 55 KLPD to 66 KLPD through improved operational efficiency, enhanced our ability to meet the growing demand for premium-grade ENA and IMFL products. At the same time our own UPML brands—Golden Cascade and Bulldozer—are steadily gaining market traction, supported by robust distribution and consumer engagement.

Throughout the year, we remained focused on efficiency, innovation, and quality, ensuring that our products meet the highest industry benchmarks. At the same time, we continued to strengthen our distribution network, forge deeper relationships with business partners, and invest in technology to enhance scalability and competitiveness.

Aligned with our long-term strategy, we are working on expanding our footprint across key geographies and diversifying our portfolio. These initiatives are aimed at driving sustained value creation for our stakeholders. Importantly, our people remain the cornerstone of our success—their dedication, expertise, and commitment to excellence continue to power our growth journey.

Looking ahead, we remain optimistic about the opportunities in the Alcobev Industry. With a strong foundation, clear strategic priorities, and an unwavering focus on execution, Shri Gang Industries and Allied Products Limited is well-positioned to scale new heights in the years to come.

I extend my sincere gratitude to our shareholders, customers, partners, employees, and all stakeholders for their continued trust and support. Together, we will continue to drive growth with integrity, innovation, and excellence.

Warm regards,

**Varun Gupta**  
Chief Operating Officer

# Board of Directors



SANJAY KUMAR JAIN

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CHAIRMAN & NED  
AC-NRC-PIC



ARUN KUMAR SHARMA

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WHOLE TIME DIRECTOR  
PIC-SRC



VISHAL SINGH

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INDEPENDENT DIRECTOR  
AC-NRC-SRC



SEEMA SHARMA

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INDEPENDENT DIRECTOR  
AC-NRC-PIC-SRC



VIVEK SINGH KHICHAR

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NON-EXECUTIVE DIRECTOR



VYOM GOEL

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NON-EXECUTIVE DIRECTOR

# SENIOR MANAGEMENT



**VARUN GUPTA**  
CHIEF OPERATING  
OFFICER



**MAYANK GUPTA**  
CHIEF FINANCIAL  
OFFICER

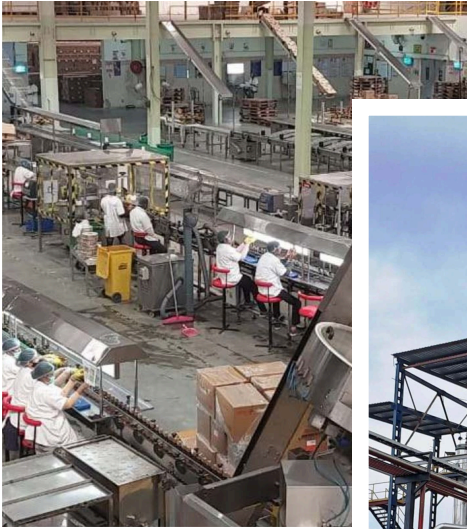


**KANISHKA JAIN**  
COMPANY SECRETARY  
& COMPLIANCE  
OFFICER

# OUR BOTTLING & DISTILLERY

## INFRASTRUCTURE

*Blending Tradition with Innovation*



Our IMFL Bottling and Distillery division stands at the heart of our commitment to delivering premium quality and innovation in the Indian Made Foreign Liquor (IMFL) segment. By combining traditional craftsmanship with cutting-edge technology, we have established a robust platform for producing, bottling, and distributing a diverse portfolio of brands that cater to evolving consumer tastes.

During FY 2024-25, the division reinforced its role in value creation through a focus on premiumization, product innovation, and customer-centric offerings. Strong partnerships, improved market responsiveness, and adherence to global quality benchmarks enabled us to maintain consumer trust and strengthen our presence in competitive markets.

Sustainability remains a guiding principle in our operations, with significant initiatives in energy conservation, eco-friendly packaging, and efficient resource utilization. As consumer preferences evolve, we remain committed to expanding our product range, investing in brand equity, and delivering superior experiences that resonate with both domestic and international markets.



# Our Capitals

At Shri Gang Industries , our long-term value creation is anchored in a holistic approach that integrates six forms of capital. These capitals form the foundation of our strategy, operations, and growth. By managing and enhancing each capital responsibly, we ensure sustainable outcomes for all stakeholders.

## Financial Capital

We maintain a robust financial foundation through prudent capital allocation, efficient cost management, and sustainable profitability. This capital empowers us to invest in growth opportunities, innovation, and strategic expansion.

## Manufactured Capital

Our advanced bottling and distillery infrastructure, along with cutting-edge technology, ensures high-quality production and operational efficiency. This capital drives scalability, reliability, and innovation in our manufacturing processes.

## Human Capital

Our people are our greatest strength. We nurture talent through continuous learning, skill enhancement, and a culture of inclusivity, collaboration, and performance. This capital fuels innovation and organizational resilience.

## Social & Relational Capital

We believe in building strong, trusted relationships with customers, suppliers, partners, and communities. Through transparent engagement and collaborative partnerships, we create shared value and contribute positively to society.

## Natural Capital

We are committed to environmental stewardship by optimizing resource utilization, reducing carbon footprint, and adopting sustainable practices. This capital ensures responsible use of natural resources for future generations.

## Intellectual Capital

Our innovation capabilities, process know-how, and strong brand portfolio form the backbone of our intellectual capital. By leveraging R&D and digital transformation, we enhance competitiveness and deliver long-term value.

# **CORPORATE SOCIAL RESPONSIBILITY**



**BEYOND BUSINESS: OUR CSR COMMITMENT**

# CSR Contd...

As a responsible corporate citizen, Shri Gang Industries and Allied Products Limited (SGIAPL) continues to uphold its commitment to contribute to the socio-economic development of communities, particularly in rural and semi-urban areas. The Company's CSR philosophy is rooted in inclusivity, sustainability, and empowerment, focusing on initiatives that directly benefit children, women, farmers, and vulnerable households. During the year under review, the Company implemented a series of impactful programmes under its CSR framework, in close coordination with government departments, local communities and NGO.

## **Distribution of Anganwadi Kits**

In compliance with the order of the District Industry Promotion and Entrepreneurship Development Center dated 14th August 2024, the Company undertook the distribution of Anganwadi kits to various centres in the district. Anganwadi centres serve as the cornerstone of India's child and maternal welfare system, providing early childhood education, nutrition, and healthcare support. The provision of these kits, containing educational materials, health monitoring items, and essential utilities, enhanced the capacity of Anganwadi workers to deliver quality care to children and mothers. The initiative not only strengthened early childhood education but also contributed to better health awareness among mothers, directly benefiting hundreds of families linked to these centres.

## **Blanket Distribution Drive**

Recognising the acute hardships faced by marginalized communities during the peak of winter, SGIAPL organized a blanket distribution drive. The initiative targeted poor and vulnerable households, including the elderly, daily-wage workers, and families without adequate shelter. By distributing warm blankets, the Company helped safeguard them against extreme weather conditions, preventing cold-related illnesses and improving their quality of life. This effort was especially impactful in rural areas where access to adequate winter clothing remains limited. The initiative was not merely a charitable distribution but an act of compassion that reaffirmed the Company's deep sense of responsibility towards vulnerable sections of society.

# CSR Contd...

## **National Flag Distribution under Har Ghar Tiranga Abhiyan**

In accordance with the District Industry Promotion and Entrepreneurship Development Center's order dated 8th August 2024, SGIAPL actively participated in the Har Ghar Tiranga Abhiyan, a national campaign encouraging citizens to hoist the Indian flag at their homes. As part of this initiative, the Company facilitated the distribution of national flags across multiple villages and towns in its operational area. The activity fostered patriotism, strengthened the spirit of unity, and allowed households across socio-economic segments to become active participants in a nation-wide movement. The initiative saw enthusiastic involvement of schoolchildren, youth, and local communities, thereby nurturing national pride and collective identity.

## **Support for Education and Sports Development**

Believing that education and skill development are the most powerful tools for transformation, the Company extended financial support to deserving students. This included the payment of college fees for one economically disadvantaged student, ensuring that financial constraints did not become a barrier to pursuing higher education. In addition, the Company sponsored Taekwondo training for three young students, providing them with opportunities to develop sporting talent, discipline, and physical fitness. By investing in education and sports, SGIAPL not only supported individual growth but also reinforced its commitment to nurturing the potential of the youth as future leaders and responsible citizens.

## **Farmers' Training on Maize Cultivation**

Agriculture remains the backbone of rural livelihoods, and SGIAPL is committed to empowering farmers with the knowledge and skills needed for sustainable agricultural practices. Pursuant to the order of the Deputy Director of Agriculture dated 20th January 2025, the Company facilitated a farmers' training programme focused on maize farming techniques. The training covered aspects such as soil preparation, use of organic fertilizers, water-efficient irrigation methods, pest control, and post-harvest handling. By equipping farmers with advanced knowledge, the initiative sought to improve productivity, enhance crop quality, and ensure higher incomes. The training was well-received by participants, many of whom expressed confidence in applying the techniques to their fields, thereby strengthening food security and economic resilience in the region.

## **Livelihood Promotion Programme – Hardoi District, Uttar Pradesh**

The Company is committed to creating long-term value for communities through impactful CSR initiatives. In the financial year under review, the Company supported the Livelihood Promotion Programme in partnership with Sai Jyoti Gramodayog Samaj Sewa Samiti, covering 10 villages of Block Kachhauna, District Hardoi, Uttar Pradesh. The programme was designed with a holistic approach to address critical issues relating to water conservation, sustainable agriculture, sanitation, and food security for marginalized families.

The Objectives of the Programme was to enhance awareness on water conservation and its judicious use, promote sustainable and low-water agricultural practices among farmers and extend food and nutritional support to vulnerable households..

# CSR Contd...

The programme significantly contributed to strengthening community awareness on sustainable resource management, enhancing agricultural knowledge, and supporting vulnerable families with essential nutrition. By addressing both immediate needs and long-term livelihood opportunities, the initiative has laid the foundation for improved socio-economic resilience in the project area.

Through the successful implementation of the Livelihood Promotion Programme, SGIAPL has reaffirmed its commitment to inclusive growth and sustainable community development. The Company will continue to align its CSR initiatives with its vision of creating meaningful social impact in the areas of livelihood, health, and empowerment

## Major Interventions of the Programme

**World Water Day Campaign** – A large-scale awareness programme was organized on 22nd March 2025, with the participation of government officials, local governance representatives, women self-help groups, and community members. Over 150 participants were sensitized on the importance of water conservation and its sustainable management.

**Street Theatre Performances** – Thirty Nukkad Nataks were conducted across 15 villages to disseminate messages on sanitation, hygiene, and water management. The plays engaged approximately 3,355 villagers, creating awareness through locally relatable narratives.

**Information, Education and Communication (IEC) Material** – 5,000 knowledge folders on organic farming techniques and vegetable cultivation were developed and distributed to farmers, equipping them with improved agricultural practices and reducing dependence on chemical fertilizers.

**Ration Kit Distribution** – To address immediate food insecurity, 350 underprivileged families including landless labourers, widows, differently-abled persons, and women-headed households were provided with monthly ration kits comprising essential food and hygiene items.

## Impact and Outcomes

Through these diverse CSR interventions, SGIAPL created measurable and meaningful impact across multiple sectors:

- **Child and Maternal Welfare:** Anganwadi kit distribution strengthened early childhood care and improved health and learning outcomes.
- **Community Welfare:** Blanket distribution provided relief to underprivileged families during winter, ensuring dignity and comfort.
- **Nation-Building:** The Har Ghar Tiranga campaign encouraged mass participation, spreading a sense of unity and patriotism.
- **Education and Youth Development:** Financial assistance for higher education and Taekwondo training empowered students, promoting holistic growth.
- **Agriculture and Livelihoods:** Farmers were trained in scientific and sustainable maize farming techniques, paving the way for improved productivity and rural prosperity.

# CSR Contd...

The CSR initiatives undertaken by Shri Gang Industries and Allied Products Limited during the year reflect the Company's unwavering commitment to the holistic development of communities. By addressing critical needs in education, health, livelihood, social welfare, and national integration, SGIAPL has continued to create positive social impact while fostering sustainable and inclusive growth. Going forward, the Company remains committed to scaling its CSR initiatives and aligning them with national priorities and community aspirations. A brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure A of Boards' Report in the format prescribed as per the provisions of Section 135 of the Companies Act, 2013.

## SUMMARY OF THE CSR ACTIVITIES AND EXPENDITURE BY THE COMPANY DURING FY 2024-25

Sl. No.	CSR Project / Activity	Sector Covered	Location (District / State)	Beneficiaries	Outcome / Impact
1	<b>Distribution of Anganwadi Kits</b> (as per order of District Industry Promotion & Entrepreneurship Development Center dated 14.08.2024)	Health & Child Development	District Hardoi, Uttar Pradesh	Children and mothers at Anganwadi Centres	Strengthened Anganwadi services; improved early childhood education and maternal care support
2	<b>Blanket Distribution Drive</b>	Community Welfare	District Hardoi, Uttar Pradesh	Underprivileged families, elderly, daily-wage earners	Provided relief during winter; improved health and comfort of vulnerable households
3	<b>National Flag Distribution - Har Ghar Tiranga Abhiyan</b> (as per order of District Industry Promotion & Entrepreneurship Development Center dated 08.08.2024)	Promotion of National Heritage & Culture	District Hardoi, Uttar Pradesh	General public including schoolchildren and households	Fostered unity, patriotism, and participation in the national campaign
4	<b>Support for Education &amp; Sports</b> - College fee of one student; Taekwondo training for three students	Education & Sports Development	District Hardoi, Uttar Pradesh	Economically weaker students and young sportspersons	Enabled access to higher education; promoted sports, discipline, and physical development
5	<b>Farmers' Training on Maize Cultivation</b> (as per order of Deputy Director of Agriculture dated 20.01.2025)	Rural Development / Livelihoods	District Hardoi, Uttar Pradesh	Local farmers	Farmers trained in modern maize farming techniques; improved productivity and sustainable agricultural practices
6	<b>Livelihood Promotion Programme</b> - water conservation, sustainable agriculture, sanitation, and food security for marginalized families	Rural Development / Livelihoods	District Hardoi, Uttar Pradesh	Underprivileged families and Economically weaker Section of the Society	community awareness on sustainable resource management, enhancing agricultural knowledge, and supporting vulnerable families with essential nutrition







# PERFORMANCE AT A GLANCE

## From Recovery to Resilience: Building a Profitable Growth Trajectory

Over the past five financial years, Shri Gang Industries and Allied Products Limited has undergone a remarkable transformation—from a loss-making entity to a consistently profitable and growth-oriented enterprise. This period has been marked by robust revenue growth, turnaround in profitability, strengthening of margins, and a return to positive net worth — reflecting the Company's operational discipline, strategic investments, and market credibility. This turnaround reflects the Company's unwavering commitment to operational excellence, strategic foresight, and disciplined execution.

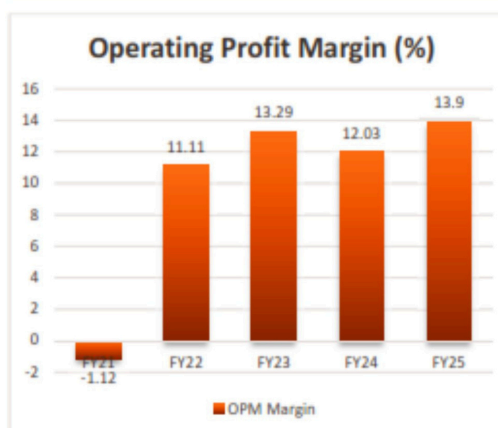
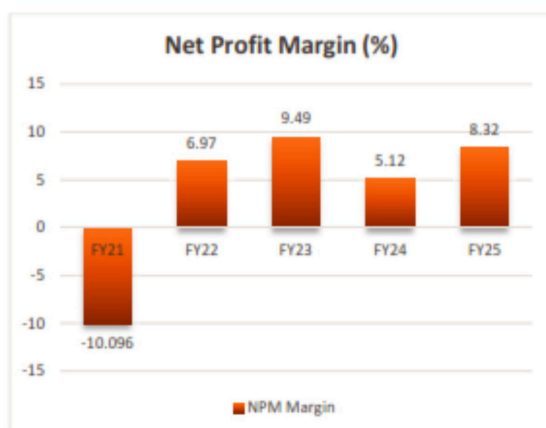
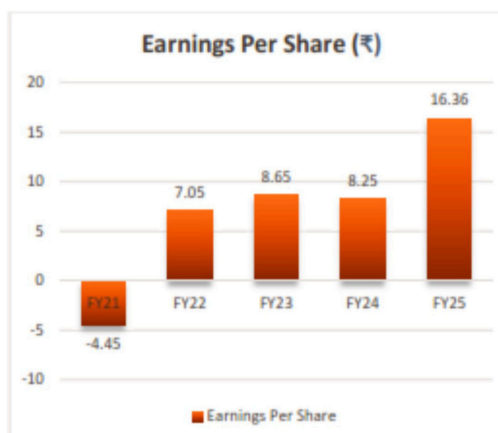
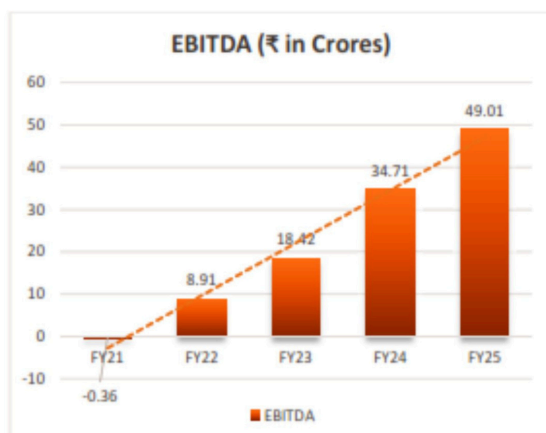
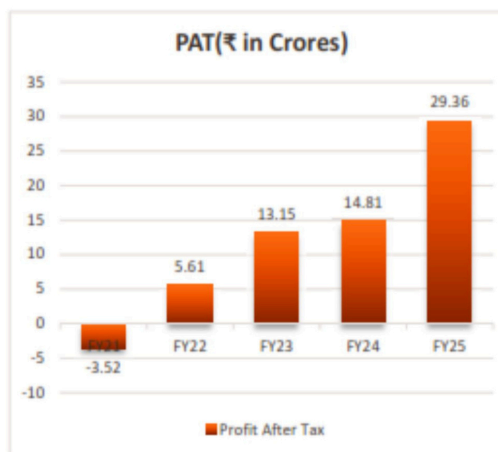
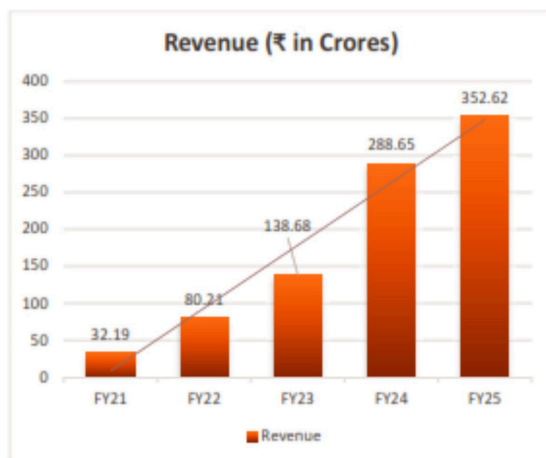
### KEY HIGHLIGHTS OF THE TURNAROUND JOURNEY:

- **Revenue Growth:** Revenue surged more than 10x, from ₹32.19 crore in FY2021 to ₹352.62 crore in FY2025, driven by capacity expansion, enhanced manufacturing capabilities, and strong demand from partner brands.
- **Profitability Reversal:** From a net loss of ₹3.52 crore in FY2021, the Company delivered a record Profit After Tax of ₹29.36 crore in FY2025, marking a decisive shift in financial performance.
- **EBITDA Expansion:** EBITDA improved from a negative ₹0.36 crore in FY2021 to ₹49.01 crore in FY2025, underscoring improved operational efficiencies and margin accretion.
- **Earnings Per Share (EPS):** EPS turned positive and grew from ₹ (4.45) in FY2021 to ₹16.36 in FY2025, reflecting enhanced shareholder value and sustainable earnings growth.
- **Net Worth Restoration:** The Company's net worth transitioned from a negative ₹73.06 crore in FY2021 to a positive ₹10.60 crore in FY2025, restoring financial stability and balance sheet strength.
- **Margin Strengthening:** Operating Profit Margin improved from -1.12% to 13.90%, while Net Profit Margin rose from -10.10% to 8.32%, demonstrating consistent profitability and cost discipline.

This five-year trajectory is a clear reflection of the Company's strategic transformation, resilience in navigating industry challenges, and its commitment to long-term value creation. Shri Gang Industries is now firmly positioned for scalable growth, with a robust financial foundation and a clear roadmap for the future.



## KEY PERFORMANCE INDICATORS



## BOARD'S REPORT

To,  
The Members,

Your Directors have pleasure in presenting the 36<sup>th</sup> Annual Report together with the Audited Financial Statements of **Shri Gang Industries and Allied Products Limited** ("SGIAPL" or "the Company") for the financial year ended 31st March, 2025.

### Financial Performance of the Company

The Financial Statements have been prepared in accordance with the applicable Indian Accounting Standard (hereinafter referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("the Act") and other recognized accounting practices and policies to the extent applicable. The Company's performance during the financial year under review as compared to the previous financial year is summarized below:

Particulars	2024-25 Current Year	2023-24 Previous Year
Income from Operations	35,262.37	28,864.89
Other Incomes	62.61	55.34
<b>Total Revenue (A)</b>	<b>35,323.98</b>	<b>28,920.23</b>
Expenses	31,370.42	26,877.17
Depreciation and Amortisation Expense	553.03	516.51
<b>Total Expenses (B)</b>	<b>31,923.45</b>	<b>27,393.68</b>
<b>Profit (Loss) before tax and Exceptional Items (A-B) (C)</b>	<b>3,400.53</b>	<b>1,526.55</b>
<b>Exceptional Items (D)</b>	-	<b>424.26</b>
<b>Profit (Loss) before tax (C+D) (E)</b>	<b>3,400.81</b>	<b>1,950.81</b>
<b>Provision for Taxation</b>		
Current Tax	-	-
Deferred Tax Charge/ (Credit)	468.02	471.83
<b>Total Tax Expenses (F)</b>	<b>468.02</b>	<b>471.83</b>
<b>Profit (Loss) After Tax (E-F)</b>	<b>2,932.51</b>	<b>1,478.98</b>
<b>Other Comprehensive Income</b>		
- Items that will not be reclassified to profit or loss	3.34	2.54
- Tax on above	(0.20)	(0.64)
<b>Net Profit/(Loss) after tax for the year</b>	<b>2,935.65</b>	<b>1,480.88</b>
<b>Earnings per share (Basic)</b>	<b>16.36</b>	<b>8.25</b>
<b>Earnings per share (Diluted)</b>	<b>13.60</b>	<b>8.25</b>

The Financial Statements are presented in Indian Rupees ("INR") and all amounts except Earnings per shares are rounded to the nearest Lakhs, except as stated otherwise.

### Share Capital

#### Authorised Share Capital

During the year, the Authorised Share Capital was reclassified from Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000 (Rupees Thirty Crore Only) divided into:

- 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) and
- 50,00,000 (Fifty Lakh) Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crore Only).

As at March 31, 2025, the Authorised Share Capital of the Company stood at Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 2,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten) each and 50,00,000 Preference Shares of Rs. 10/- (Rupees Ten) each.

### **Issued, Subscribed and Paid-up Share Capital**

During the year review, the Company has issued 14,74,375 Compulsorily Convertible Preference Shares (CCPS) of Rs. 10/- each through Preferential Allotment. The Issued, Subscribed and Paid-up Share Capital of the Company as at March 31, 2025 stood at Rs. 19,40,43,750 (Rupees Nineteen Crore Forty Lakh Forty-Three Thousand Seven Hundred Fifty) divided into:

- i. Rs. 17,93,00,000/- (Rupees Seventeen Crore Ninety-Three Lakh) divided into 1,79,30,000 (One Crore Seventy-Nine Lakh Thirty Thousand) Equity Shares of Rs. 10/- each, and
- ii. Rs. 1,47,53,750/- (Rupees One Crore Forty-Seven Lakh Fifty-Three Thousand Seven Hundred Fifty divided into 14,74,375 (Fourteen Lakh Seventy-Four Thousand Three Hundred Seventy-Five).

#### **a. Issue of equity shares with differential rights**

Your Company has not issued any equity shares with differential rights during the year under review.

#### **b. Issue of sweat equity shares**

Your Company has not issued any sweat equity shares during the year under review.

#### **c. Issue of employee stock options**

Your Company has not issued any employee stock options during the year under review.

#### **d. Provision of money by the Company for purchase of its own shares by employees or by trustees for the benefit of employees**

Your Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees during the year under review.

### **State of Company's Affairs, Review of Operations and Future Outlook**

During the year under review, your Company achieved a revenue of ₹35,262.37 Lakh, reflecting a growth of 22.16% over the previous year's ₹28,864.89 Lakh. Profit Before Tax rose sharply to ₹3,400.53 Lakh, registering an increase of 74.31% as compared to ₹1,950.81 Lakh in the previous year, underscoring the Company's operational strength and market resilience.

The Company continues to be a distinguished player in the alcohol industry, with a robust presence across the value chain. Its product portfolio includes Extra Neutral Alcohol (ENA), Indian Made Foreign Liquor (IMFL) and Country Liquor, serving both institutional and consumer markets.

During the year, the Company enhanced its distillery production capacity from 55 KLPD to 66 KLPD at its Sandila, Uttar Pradesh plant. The facility, equipped with cutting-edge distillation technology from Praj Industries Limited, and supported by a 9-line bottling plant, ensures efficiency, scale, and superior product quality.

The Company continues to be a preferred tie-up unit for the supply of prestigious IMFL brands for United Spirits Limited (USL), further reinforcing its long-standing industry partnerships and market credibility.

With stringent quality controls, innovation-driven processes, and sustainable practices, the Company consistently delivers high-purity alcohol and superior spirits, further strengthening its reputation as a trusted name in the industry.

A detailed review of operations and performance and future outlook of the Company is given separately under the head '**Management Discussion & Analysis**' pursuant to Regulation 34 read with Part B of Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations") and the same has already been presented in a separate section forming part of this Annual Report.

### **Change in the nature of Business, If any**

There is no change in the nature of business of the Company during the financial year 2024-2025.

### **Dividend**

The Board of Directors has not recommended any dividend for the financial year under review in order to conserve resources and reinvest the earnings into the business for future growth and expansion.

### **Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

The Company has no unclaimed/unpaid dividend therefore, provisions for transfer of unclaimed/unpaid dividend and shares to Investor Education and Protection Fund under the Companies Act, 2013 were not applicable.

### **Amounts Transferred to Reserves**

The Company has not transferred any amount to the Reserves during the Financial Year ended 31st March, 2025. However, an amount of Rs. 9,73,08,750/- (Rupees Nine Crore Seventy-Three Lakh Eight Thousand Seven Hundred Fifty) was transferred to Securities Premium Account during the year under review.

### **Directors and Key Managerial Personnel**

Your Company's Board comprises 6 (Six) Members as on the date of this Report, the details of the same are as below:

Sr. No.	Name of Director	Designation
1.	Mr. Sanjay Kumar Jain	Non-Executive Non-Independent Director, Chairperson
2.	Mr. Arun Kumar Sharma	Whole Time Director
3.	Mr. Vivek Singh Khichar*	Non-Executive Non-Independent Director
4.	Ms. Seema Sharma	Non-Executive Independent director
5.	Mr. Vishal Singh	Non-Executive Independent director
6.	Mrs. Vyom Goel	Non-Executive Non-Independent Director

\* Appointed w.e.f. August 30, 2024

### **Changes in the Composition of the Board of Directors and Key Managerial Personnel**

During the year under review and between the end of the financial year and date of this report, following are the changes in Directors and Key Managerial Personnel of the Company:

- The Board of Directors of the Company at its meeting held on August 30, 2024, basis the recommendation of the Nomination and Remuneration Committee and based on the knowledge and experience, approved the appointment of Mr. Vivek Singh Khichar (DIN: 10749725) as Additional Director (Non-Executive, Non-Independent), who is liable to retire by rotation. The said appointment was subsequently approved by the Members at the AGM held on September 25, 2024.
- The Board of Directors, at its meeting held on August 30, 2024, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, re-appointed Ms. Seema Sharma (DIN: 07216171) as Non-Executive Independent Director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from March 31, 2025 up to March 30, 2030. The said re-appointment was subsequently approved by the Members at the AGM held on September 25, 2024.
- Mr. Syed Azizur Rahman (DIN: 00242790) had submitted his resignation as Chairman and Non-Executive Non-Independent Director of the Company effective from the close of business hours of July 04, 2024 because of his growing age and related health issues.
- Mr. Mayank Gupta, on the basis of the recommendation of the Nomination and Remuneration Committee and based on the skills, knowledge, experience and expertise, was appointed as the Chief Financial Officer of the Company effective from February 16, 2025.
- Mr. Anil Kumar Gupta stepped back and resigned from the position of Chief Financial Officer of the Company effective from the close of business hours of February 15, 2025 due to age-related factors and health considerations. The Board placed on records its appreciation towards Mr. Gupta for the valuable guidance and services rendered by him during his tenure as CFO of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, executive directors and non-executive directors except the Independent Directors are subject to retire by rotation. Based on the terms of appointment and the Articles of Association of your Company. Mr. Arun Kumar Sharma (DIN: 09008061) who is the longest serving member in the current term and is liable to retire by rotation and he being eligible offers himself for reappointment. Appropriate resolution(s) for appointment/re-appointment is being placed for your approval at the ensuing Annual General Meeting.

None of the aforesaid Directors are disqualified under Section 164(2) of the Companies Act, 2013. Further, they are not debarred from holding the office of Director pursuant to order of SEBI or any other authority.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than reimbursement of expenses, if any.

### Key Managerial Personnel

In accordance with Section 203 of the Companies Act, 2013, the Company has following Key Managerial Personnel at the end of the financial year:

Sr. No.	Name of Key Managerial Personnel	Designation
1.	Mr. Arun Kumar Sharma	Whole Time Director
2.	Mr. Mayank Gupta	Chief Financial Officer
3.	Ms. Kanishka Jain	Company Secretary

### Declaration by Independent Director(s)

All the Independent Directors of your Company have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and qualify to act as Independent Director of the Company. The Board is of the opinion that the Independent Directors are having good integrity and possess requisite qualifications, expertise and experience in the varied fields and holds highest standards of integrity.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board and Senior Management as per Regulation 26(3) of SEBI Listing Regulations.

The Independent Directors affirmed that none of them were aware of any circumstance or situation which could impair their ability to discharge their duties in an independent manner.

### Disclosure on Reappointment of Independent Director

During the year under review, Ms. Seema Sharma (DIN: 07216171), Independent Director of the company was re-appointed as Non-Executive Independent Director, not liable to retire by rotation, for a second term of 5 (Five) consecutive years commencing from March 31, 2025 up to March 30, 2030. The said re-appointment was subsequently approved by the Members at the AGM held on September 25, 2024 by passing of the Special Resolution.

### Performance Evaluation

The Companies Act, 2013 read with the SEBI Listing Regulations, as applicable, provides that the Board needs to undertake a formal Annual Evaluation of its own performance and that of its committees and individual Directors. The Schedule IV of the Companies Act, 2013 read with the Rules issued thereunder states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated.

The Board has carried out the annual evaluation of its own performance, performance of the Directors individually as well as the performance of the working of its Committees. For annual performance evaluation of the Board as a whole, its Committee(s) and individual Directors including the Chairman of the Board, the Board adopted a formal evaluation mechanism and the exercise was carried out by a questionnaire matrix which was filled by each director covering Board functioning such as composition of Board and its Committees, experience and competencies, governance issues etc. Separate Exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who were evaluated on parameters such as attendance, contribution at the meeting etc.

On the basis of the response to the questionnaire, a matrix reflecting the ratings was formulated and placed before the Board for formal annual evaluation by the Board of its own performance and that of its Committees and individual Directors. The Board was satisfied with the evaluation results.

### **Familiarization Programme**

The Company has formulated a Familiarisation Programme for Independent Directors with an aim to familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., to provide them with better understanding of the business and operations of the Company and so as to enable them to contribute significantly to the Company. The Company conducts periodical meetings and makes presentations to familiarise Independent Directors with the strategy, operations and functions of the Company.

The details of programme for familiarization of Independent Directors of your Company is available on your Company's website at <https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/I.-Details-of-Familiarization-programmes-imparted-to-Independent-Directors/Details%20of%20Familiarisation%20Programme.pdf>.

### **Corporate Social Responsibility**

The provisions of Corporate Social Responsibility are applicable to the Company for the Financial Year ending March 31, 2025 and the Company's CSR Policy in line with the provisions of section 135 read with Schedule VII of the Companies Act, 2013 ("the Act"). Further, the Company is not required to constitute CSR Committee pursuant to section 135(9) of the Act.

The Company is committed to work towards the development of society. The Company strongly believes that sustained growth of business is growth of people around our operation and protection of environment where we operate. We understand wellbeing of the community around our business which helps in growth of business and hence we value people around our operational locations and promote inclusive growth. The Company's CSR spending is aligned with the requirements as laid down under Section 135 and Schedule VII of the Companies Act, 2013.

A brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure A** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. This policy can be accessed at [https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy\\_Shri%20Gang.pdf](https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy_Shri%20Gang.pdf).

### **Details of Subsidiaries/ Joint Venture and Associate Company**

The Company has no subsidiary/ Joint Venture and Associate Company during the year under review.

### **Directors' Responsibility Statement**

In terms of Section 134 (5) of the Companies Act, 2013, the Board of Directors to the best of its knowledge and ability state that:

- i. That in the preparation of the Annual Accounts for the financial year ended March 31, 2025, the applicable Accounting standards have been followed and that there are no material departures;
- ii. That Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended March 31, 2025;
- iii. That Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. That accounts for the year ended March 31, 2025 have been prepared following the going concern basis;
- v. That Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and



- vi. That Directors had devised proper system to ensure compliance with the provisions of all the applicable laws and that such system were adequate and operating effectively.

### **Management Discussion and Analysis Report**

In terms of Regulation 34 of the SEBI Listing Regulations, the Management Discussion and Analysis Report for the year under review is annexed separately forming part of the Annual Report.

### **Corporate Governance**

The Company is committed to adhere to best corporate governance practices. The separate section on Corporate Governance and a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations forms part of the Annual Report.

### **Material Changes and Commitments**

No material changes and commitments affecting the financial Position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

### **Statutory Auditor and Their Report**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder, M/s. Pawan Shubham & Co., Chartered Accountants, having FRN.: 011573C, were appointed as the Statutory Auditors of the Company at the Thirty-Third (33<sup>rd</sup>) Annual General Meeting of the Company held on September 30, 2022 for a period 5 years from the conclusion of the ensuing 33rd Annual General Meeting till the conclusion of 38th Annual General meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company.

The Notes on financial statement referred to in the Auditors' Report for the Year ended March 31, 2025 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the Financial Statements in this Annual Report.

During the year under review, there have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of Companies Act, 2013 read with rules framed thereunder, either to the Company or to the Central Government.

### **Secretarial Auditors and Their Report**

Pursuant to the provisions of Section 179 and 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company had re-appointed M/s. Monika Kohli & Associates, Company Secretaries, as Secretarial Auditor of the Company for the Financial Year 2024-25 to undertake the Secretarial Audit functions of the Company.

The Secretarial Audit Report in the prescribed form MR-3 for the financial year ended on March 31, 2025 forms part of the Annual Report. The same is annexed as **Annexure "B"**.

The Secretarial Auditor had pointed out a remark in its report that *the equity shareholding of the promoters and promoter's group in dematerialisation form is 98.51% as on March 31, 2025 against 100% as required under Regulation 31 of SEBI LODR*.

**Board's Reply on aforesaid remark:** The Company had made request to all the shareholders including Promoter and Promoter Group through notice of last Annual General Meeting asking to dematerialize their shares. Similar request to all shareholders including Promoter and Promoter Group is being made in the notice of ensuing Annual General Meeting which is being sent to all the shareholders. As on March 31, 2025, the promoter's Shareholding upto the extent of 98.51% has already been dematerialized. The Management has been following up with the rest of the Promoter and Promoter Group to get their shares dematerialized to make the Company compliant as per SEBI (LODR), Regulations, 2015.

Pursuant to the requirements under Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Audit Committee of the Company, it is proposed to appoint M/s. Monika Kohli & Associates, Company Secretaries, a peer reviewed firm, as Secretarial Auditor of the Company to conduct secretarial audit for a period of one term of 5 (five) consecutive years,

from FY 2025-26 to FY 2029-30, subject to approval of the Shareholders at the ensuing Annual General Meeting.

A consent letter has been received from M/s. Monika Kohli & Associates, Company Secretaries for their appointment as Secretarial Auditor of the Company for the period from FY 2025-26 to FY 2029-30.

### **Internal Auditor**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with relevant applicable rules the Board of Directors has appointed M/s Padam Dinesh & Co., Chartered Accountants as Internal Auditor of the Company for the Financial Year 2024-25.

Internal Audit Reports are discussed with the management and are also reviewed by the Audit Committee of the Company. During the year under review, the Internal Auditors carried out their functions as per the scope of work assigned and placed their reports at the meetings of the Audit Committee.

### **Annual Return**

In accordance with the provisions of section 134(3)(a) and 92(3) of Companies Act, 2013 read with rules framed thereunder, the Annual Return for the Financial Year 2024-2025 will be available on the website, once filed with the Registrar of Companies after the ensuing Annual General Meeting and can be accessed through the link (<https://www.shrigangindustries.com/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015#parentVerticalTab20>).

### **Disclosure about Maintenance of Cost Records**

The company has maintained the requisite cost records and accounts as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

### **Internal Control Systems and their Adequacy**

The Company has documented its internal financial controls considering the essential components of various critical processes, both physical and operational. This includes its design, implementation and maintenance, along with periodic internal review of operational effectiveness and sustenance and whether these are commensurate with the nature of its business and the size and complexity of its operations.

This ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

Internal financial controls with reference to the financial statements were adequate and operating effectively.

### **Committees of the Board**

Pursuant to the requirements of Companies Act, 2013 and SEBI Listing Regulations, the Board of Directors has constituted the following Committees with adequate delegation of powers and authorities:

1. Audit Committee;
2. Nomination & Remuneration Committee;
3. Stakeholders Relationship Committee;
4. Preferential Issue Committee

Out of the aforesaid committees, the details of the composition of the Committees, their terms of reference, attendance of Directors at meetings of the Committees and other requisite details as required under SEBI Listing Regulations are provided in the Corporate Governance Report which forms part of the Annual Report.

### **Nomination & Remuneration Policy**

Pursuant to the provisions of Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the Nomination & Remuneration Committee (NRC) of your Board had fixed the criteria for nominating a person on the Board which inter alia include desired size and composition of the Board, age limit, qualification / experience, areas of expertise and independence of individual.



The Board of Directors, on the recommendation of the NRC of the Company, had framed a Policy for Nomination and Appointment of Directors. Further, pursuant to provisions of the Act, the NRC recommended to the Board a Remuneration Policy for remuneration payable to, to the Directors, Key Managerial Personnel and Senior Management Personnel and other employees of the Company, which was duly approved by the Board.

The details of policy are mentioned in Corporate Governance Report. The policy is available on our company's website at [https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Nomination%20and%20Remuneration%20Policy\\_Shri%20Gang.pdf](https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Nomination%20and%20Remuneration%20Policy_Shri%20Gang.pdf).

### **Meetings of Board of Directors & Committees and Attendance by Each Director**

During the financial year 2024-2025, the Board of Directors has met five (5) times. The number of meetings of the Board and various Committees of the Board including attendance, composition etc. are set out in the Corporate Governance Report which forms part of Annual Report. The intervening gap between the meetings was within the time limit prescribed under the provisions of Section 173 of the Companies Act, 2013 and SEBI Listing Regulations.

### **Meeting of Independent Directors**

In terms of requirements under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on February 27, 2025.

The Independent Directors at the meeting, inter alia, reviewed the following:

- Performance of non-independent Directors and the Board as a whole.
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors
- Assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

### **Governance Codes**

#### **1. Code of Conduct**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all Employees in the course of day-to-day business operations of the Company.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated Employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with Stakeholders.

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase or sale of Company Shares by the Directors and the designated Employees while in possession of Unpublished Price Sensitive Information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code.

The Board Members have affirmed compliance with the Code of Conduct for the year ended March 31, 2025. The code of conduct is available on our website at <https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/D.-Code-of-Conduct-of-Board-of-Directors-and-Senior-Management-Personnel/Code%20of%20Conduct%20of%20Board%20and%20SMP.pdf>.

#### **2. Code of Conduct to regulate, monitor and report trading by Insiders**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has adopted Code

of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Code also provides for preclearance of transactions by designated persons. Pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations), the Company has a Structured Digital Database (SDD) in place and is maintained as stipulated by the SEBI Prohibition of Insider Trading Regulations, 2015.

The full text of the Code is disclosed on the Company's weblink <https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Code%20for%20fair%20Disclosure%20of%20UPSI.pdf>.

#### **Particulars of Loan(s), Guarantee(s) or Investment(s) under section 186 of the Companies Act, 2013**

During the year under review the Company has neither made any investment(s) nor given any loan(s) or guarantee(s) or provided any security which is covered under the provisions of Section 186 of the Companies Act, 2013.

#### **Particulars of Contracts or Arrangement made with Related Parties**

During the financial year, the Company has entered into various transactions with related parties. All related party transactions are undertaken in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The detailed disclosure on related party transactions as per IND AS-24 containing name of related parties and details of the transactions entered into with them have been provided under Note No. 48 of the Standalone Financial Statements of the Company.

All the related party transactions entered into by the Company during the financial year were on arm's length basis and in ordinary course of the business and none of the transactions could be considered material as covered under Section 188 (1) of the Companies Act, 2013. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2024-2025 and hence does not form part of this report.

#### **Deposits**

During the year, the company has neither accepted nor renewed any deposits from public falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

#### **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo**

Particulars required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo, are given hereunder:

<b>CONSERVATION OF ENERGY</b>	
The Steps taken or impact on conservation or energy	The Distillery unit of the Company is designed and equipped with energy conservation equipment and technology and the Company shall give highest priority to the conservation of energy on ongoing basis in coming years by improving the energy efficiency based on latest technology.
The steps taken by the company for utilizing alternate sources of energy	
The capital investment on energy conservation equipment's	

<b>TECHNOLOGY ABSORPTION</b>	
The efforts made towards technology absorption	The Distillery unit of the Company is designed and equipped with energy conservation equipment and technology and the Company shall give highest priority to the conservation of energy on ongoing basis in coming years by improving the energy efficiency based on latest technology.  Distillery- Coal Dust collection handling system placed to avoid Environmental issues
The benefits derived like product improvement, cost reduction, product development or import substitution	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	-
a. The details of technology been fully absorbed	-
b. The year of import	-
c. Whether the technology been full absorbed	-
d. If not fully absorbed, areas where absorption has not taken place, and the reason thereof.	-
The expenditure incurred on Research and Development	-

<b>FOREIGN EXCHANGE EARNINGS AND OUTGO</b>
There was no Foreign Exchange Earnings and outgo during the year under review.

### **Risk Management**

A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take at strategic and operational levels and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis.

Risk Management is one of the key pillars of good corporate governance and contributes towards the long-term sustainability and growth of any organization. Maintaining effective risk management practices is one of our strategic priorities and is closely monitored by the Board of Directors and Senior Management.

To minimize the adverse consequence of risks on business objectives, the Company has framed this Risk Management Policy. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. The Company's Risk Management processes focuses on ensuring that these risks are identified on a timely basis and addressed.

The company has in place risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor non-business risks. The Company through Board and Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. Risk Management forms an integral part of the Company's planning process.

### **Significant and Material Orders Passed by the Regulators**

There are no significant material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and operations in future.

### **Vigil Mechanism/ Whistle Blower Policy**

In accordance with the Section 177(9) & (10) of the Companies Act, 2013 and rules framed there under, the Board has established the Vigil Mechanism/Whistle Blower Policy, a mechanism for all Directors and employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional

cases. The Policy act as a neutral and unbiased form to voice concerns in a reasonable and effective manner without fear of reprisal. The policy is disclosed on Company's website at: <https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/E.-Vigil-Machanism-or-Whistle-Blower-Policy/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf>.

During the year under review no personnel has been denied access to the audit committee.

### **Depository Systems**

Your Company has established connectivity with both depositories – National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the depository system, members holding Shares in physical mode are requested to avail of the dematerialization facility with either of the depositories.

Your Company has appointed M/s. BEETAL Financial & Services Private Limited, a Category-I SEBI registered R&T Agent as its Registrar and Share Transfer Agent across physical and electronic alternative.

### **Listing of Shares**

The Company's shares are listed on the below mentioned Stock Exchange: -

#### **BSE Limited (BSE)**

Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street, Mumbai – 400 001

### **Borrowings from Directors**

Pursuant to Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014, it is stated that during the year under review, the Company has not taken any loan from Directors of the Company.

### **Particulars of Managerial Remuneration and Employees**

#### **1. Disclosure in terms of Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: -**

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Sr. No.	Name of Director	Ratio to median Remuneration	% increase in remuneration in the financial year
1.	<b>Executive Directors</b>		
a.	Mr. Arun Kumar Sharma	7.85:1	6.30%
2.	<b>Non-Executive Directors</b>		
a.	Mr. Syed Azizur Rahman <sup>1</sup>	--	--
b.	Mr. Vyom Goel	--	--
c.	Mrs. Seema Sharma	--	--
d.	Mr. Vishal Singh		
e.	Mr. Sanjay Kumar Jain	--	--
f.	Mr. Vivek Singh Khichar <sup>2</sup>		
3.	<b>Chief Financial Officer</b>		
	Mr. Anil Kumar Gupta <sup>3</sup>	--	1.26%
	Mr. Mayank Gupta <sup>4</sup>	--	--
4.	<b>Company Secretary</b>		
a.	Ms. Kanishka Jain	--	17.24%

<sup>1</sup> Ceased to be Director w.e.f. July 04, 2024.

<sup>2</sup> Appointed as Director w.e.f. August 30, 2024.

<sup>3</sup> Ceased to be CFO w.e.f. February 15, 2025.

<sup>4</sup> Appointed as CFO w.e.f. February 26, 2025.

- ii. The percentage increase in remuneration in the median remuneration of employee in the financial year: (-) 4.95%

*The figure is negative due to the reason the number of employees increased from 159 as on 31.03.2023 to 218 as on 31.03.2024. The pay scales of the new employees are based on their experience and qualifications.*

- iii. The number of permanent employees on the rolls of the Company at the end of the Financial Year: 235.
- iv. Average Percentile Increase already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year and its Comparison with the Percentile Increase in the Managerial Remuneration:

- **Percentage increase in the managerial remuneration for the year:** 6.30%
- **Percentage increase in salaries of Employees other than the Managerial Personnel:** -4.95%

There was percentile decrease in the Salaries of Employees other than the Managerial Personnel, due to increase in the number of employees with lower salary base commensuration with their qualification and experience.

- v. Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the Company.

**2. Disclosure in terms of Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:** There was no employee who has drawn salary as mentioned in the aforesaid rule.

**Industrial Relations**

The Industrial Relations have continued to be stable and harmonious during the course of the year.

**Disclosure under Secretarial Standard**

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.

**Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013)**

The Company has zero tolerance towards Sexual Harassment of Women at Workplace and values the dignity of individuals and is committed to provide an environment, which is free of discrimination, intimidation and abuse.

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and rules made there under, the Company has adopted a Sexual Harassment Policy for women to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment and Complying with the other applicable provisions of the Act.

As per the requirement of the POSH Act and Rules made thereunder, the Company constituted an Internal Complaints Committee (ICC) to redress the complaints received regarding sexual harassment. During the year under review, the Company has not received any complaint pertaining to sexual harassment.

Details of the Sexual Harassment complaints received and disposed off during the year under review:

Particulars	Status of Complaints received and disposed off
Number of complaints on sexual harassment received	Nil
Number of complaints disposed off during the year	Nil
Number of cases pending for more than ninety days	Nil
Nature of action taken by the employer or district office	Nil

The Company is committed to providing a healthy environment for all its employees conducive to work without the fear of prejudice and gender bias.

**Declaration under Maternity Benefit Act, 1961**

Pursuant to the provisions of the Maternity Benefit Act, 1961, as amended, during the financial year ended March 31, 2025, there were no instances wherein any woman employee of the Company availed or applied for maternity benefits as stipulated under the Maternity Benefit Act, 1961, including but not limited to maternity leave, medical bonus, nursing breaks, or crèche facility. Accordingly, the specific provisions of the Act were not attracted during the reporting period.

The Company remains committed to promoting gender diversity and supporting the rights and welfare of women employees by ensuring full compliance with applicable labour and welfare legislations.

**Deviation(s) or Variation(s) in the use of proceeds of Preferential Issue, if any**

There were no instances of deviation(s) or variation(s) in the utilization of proceeds from the allotment of 14,74,375 Compulsorily Convertible Preference Shares since the same was issued against the conversion of loan and no fresh funds were received by the Company.

**General**

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

- No application has been made or proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year.
- No Director has received any remuneration/commission from holding/subsidiary Company.
- There are no details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.
- During the year under review, there were no pecuniary transactions with any non-executive Director of the Company.

**Acknowledgement**

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to your company by the government as well as Non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company during the year under review. Your directors' gives their sincere gratitude to the customers, clients, vendors and other business associates for their continued support to the Company. Your Directors' also place on record their deep sense of appreciation for the devoted services rendered by all the employees of the company and for the continued co-operation & support received from shareholders of the Company.

**For Shri Gang Industries and Allied Products Limited**

**Date: August 29, 2025**  
**Place: New Delhi**

**Sanjay Kumar Jain**  
**Chairperson (Director)**  
**DIN: 01014176**

## ANNUAL REPORT ON CSR ACTIVITIES

### 1. Brief outline on CSR Policy of the Company

In accordance with the provisions of Section 135 of the Companies Act, 2013 ("Act") and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules"), as amended and modified from time to time, the Company has framed Corporate Social Responsibility (CSR) Policy which encompasses its philosophy and guides its sustained efforts for undertaking and supporting socially useful programs for the welfare & sustainable development of the society. The Company's CSR activities are focused on addressing critical social, environmental and economic needs of the underprivileged and downtrodden sections of the society. To address the most pressing needs of the community, Company primarily focuses on the areas of education, skilling, employment, and entrepreneurship. CSR policy is updated on the website of the Company at [https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy\\_Shri%20Gang.pdf](https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy_Shri%20Gang.pdf).

### 2. Composition of CSR Committee:

Constitution of CSR committee is not required pursuant to section 135(9) of the Act as the total CSR spending of the Company is less than Rs. 50 Lakh.

### 3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company:

CSR Policy is available on the website of the Company at [https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy\\_Shri%20Gang.pdf](https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy_Shri%20Gang.pdf).

### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5. a. **Average net profit of the company as per sub-section (5) of section 135:** INR 1139.68 Lakh/-.
- b. **Two percent of average net profit of the company as per sub-section (5) of section 135:** Rs. 22.79 Lakh.
- c. **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** NIL
- d. **Amount required to be set-off for the financial year, if any:** NIL
- e. **Total CSR obligation for the financial year [(b)+(c)-(d)]:** Rs. 22.79 Lakh.
6. a. **Amount spent on CSR Projects (both Ongoing Project & other than Ongoing Project):** Rs. 23.07 Lakh.
- b. **Amount spent in Administrative Overheads:** Rs. 0.86 Lakh.
- c. **Amount spent on Impact Assessment, if applicable:** NIL
- d. **Total amount spent for the Financial Year [(a)+(b)+(c)]:** Rs. 23.93 Lakh/-.
- e. **CSR amount spent or unspent for the Financial Year:**

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



**f. Excess amount for set-off, if any:**

Sr. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	22.79 Lakh
(ii)	Total amount spent for the Financial Year	23.93 Lakh
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	1.13 Lakh
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	1.13 Lakh

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

1	2	3	4	5	6		7	8
Sl. No.	Preceding FY(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR9 Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of Transfer		
	-	NIL	-	-	-	-	-	-

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

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

For Shri Gang Industries and Allied Products Limited

Date: August 29, 2025  
Place: New Delhi

**Sanjay Kumar Jain**  
Chairperson (Director)  
DIN: 01014176



Form No. MR-3

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025****[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]****TO,  
THE MEMBERS,****SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED**

CIN: L11011UP1989PLC011004

Plot No. B-2/6 &amp; 2/7, UPSIDC Industrial Area,

Sandila Phase IV, HarDOI,

Uttar Pradesh-241204

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate governance practices by **SHRI GANG INDUSTRIES AND ALLIED PRODUCTS 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 March 31, 2025 (**Audit Period**) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter along with Annexure 1 attached to this report:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 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. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); (No FDI and ECB were taken by the Company and no ODI was given by the company during the Audit Period);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended from time to time:
  - 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, 2018 (hereinafter referred as SEBI (ICDR) Regulations);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;(Not applicable to the Company during the Audit Period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the Audit Period) ;
  - f) 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; (Not applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the Audit Period);

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during the Audit Period) and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company **during the Audit Period**)

## **VI. OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY AS IDENTIFIED BY THE MANAGEMENT**

- 1. Foods Safety & Standards Act, 2006;
- 2. Foods Safety & Standards (Licensing & Registration of Food Business), Regulations, 2011;

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

- i. Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("hereinafter referred as **SEBI LODR**") as amended till date and the Listing Agreement entered into by the Company with BSE Limited ("BSE").

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

- 1. *The equity shareholding of the promoters and promoter's group in dematerialisation form is 98.51% as on March 31, 2025 against 100% as required under Regulation 31 of SEBI LODR.*

Based on the information received and records maintained, we further report that:

- 1. The Board of Directors of the Company is constituted with proper balance of Executive, Non-Executive, Women and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2. Adequate notice of at least seven days was given to all the directors to schedule the Board Meetings along with agenda and detailed notes on agenda except few meetings which were held at shorter notice after complying with provisions of Act 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.
- 3. Majority decision is carried through and recorded in the minutes of the Meetings. Further, as informed, no dissent was given by any director in respect of the resolutions passed in the Board and the Committee Meetings.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by Mr. Arun Kumar Sharma, Whole Time Director of the Company and taken on record by the Board of Directors at their meeting (s), 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 during the audit period the Company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc. except the following:

- 1. Ordinary Resolution was passed by the members in the Extraordinary General Meeting held on December 14, 2024 pursuant to Section 55, 61 & 64 of the Act for re-classification of Authorized Share Capital of the company from Rs.30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of face value of Rs.10/- (Rupees Ten Only) each to Rs.30,00,00,000 (Rupees Thirty Crore Only) divided into:
  - i. 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each aggregating to Rs.25,00,00,000/- (Rupees Twenty-Five Crore Only) and
  - ii. 50,00,000 (Fifty Lakh) Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.5,00,00,000/- (Rupees Five Crore Only)

2. Special Resolution was passed by the members in the Extraordinary General Meeting held on December 14, 2024 pursuant to Section 42, 55 & 62(1)(c) of the Act for the issuance of up to 45,11,640 (Forty-Five Lakh Eleven Thousand Six Hundred and Forty) unlisted, fully paid-up, non-cumulative, non-participating 0.01% Compulsorily Convertible Preference Shares ("CCPS") having a face value of Rs. 10/- (Rupees Ten Only) each, on a Preferential basis, towards conversion of Outstanding Unsecured loan (including accrued interest) to the extent of Rs.34,28,84,640/- (Rupees Thirty-Four Crore Twenty-Eight Lakh Eighty-Four Thousand Six Hundred and Forty Only) to the person(s)/entities belonging to the 'Promoter & Promoter Group' and 'Public' category.
3. 14,74,375 CCPS allotted to M/s. Sarvashaktiman Traders Private Limited by Preferential Issue Committee of the Company, in its meeting held on January 01, 2025 towards conversion of Outstanding Unsecured loan (including accrued interest) to the extent of Rs.11,20,52,500/- (Rupees Eleven Crore Twenty Lakh Fifty-Two Thousand and Five Hundred only).
4. Pursuant to Regulation 31A of SEBI LODR, the Board of Directors in their meeting held on February 14, 2025 approved the requests of Ms. Nishi Arora, Ms. Achal Ahuja Arora, Mr. Manik Arora, Mr. Shobhit Arora, Mr. Rajan Arora, Mr. Rahul Arora, Mr. Gurcharan Arora, Ms. Anju Arora, Ms. Parveen Kumari and Mr. Ankit Arora (hereinafter collectively referred to as "Outgoing Promoters") for their reclassification from the "Promoter & Promoter Group" Category to the "Public" Category and submitted an application to BSE on February 17, 2025 for its approval . BSE vide its letter dated April 24, 2025 has approved the above reclassification.

**FOR MONIKA KOHLI & ASSOCIATES  
COMPANY SECRETARIES**

**(MONIKA KOHLI)**  
**FCS, LL.B., IP, B.Com (H)**  
**Prop.**  
**CP No.4936**  
**FCS No. 5480**  
**Peer Review No. 1348/2021**

**Date: August 29, 2025**  
**Place: New Delhi**  
**UDIN: F005480G001114742**

## Annexure 1

To,  
**THE MEMBERS,**  
**SHRI GANG INDUSTRIES AND ALLIED PRODUCTS LIMITED**

CIN: L11011UP1989PLC011004  
Plot No. B-2/6 & 2/7, UPSIDC Industrial Area,  
Sandila Phase IV, Hardoi,  
Uttar Pradesh-241204

**Sub: Our Secretarial Audit for the Financial Year ended March 31, 2025 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. We believe that the processes and practices, we followed provide a reasonable basis to our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever 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 the management. Our examination was limited to the verification of the 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.
7. As per the information provided by the Company, there are certain cases filed by or against the Company, which are currently lying pending with the various Courts. However as informed these cases have no major impact on the Company.

**FOR MONIKA KOHLI & ASSOCIATES**  
**COMPANY SECRETARIES**

**(MONIKA KOHLI)**  
**FCS, LL.B., IP, B.Com (H)**

**Prop.**

**CP No.4936**

**FCS No. 5480**

**Peer Review No. 1348/2021**

**Date: August 29, 2025**  
**Place: New Delhi**  
**UDIN: F005480G001114742**

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

Company Philosophy on Corporate Governance is founded upon a rich legacy of fair ethical and transparent Governance practices, many of which were in place even before they were mandated by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. The goal of corporate governance is to ensure fairness for every stakeholder – our customers, investors, vendor-partners, the community, and the government. We believe that sound corporate governance is critical in enhancing and retaining investor trust.

The Company believes in adopting best practices in the area of corporate governance and follows the principles of full transparency and accountability by providing information on various issues concerning the Company's business and financial performance to its shareholders. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices. The Company will continue to focus its resources, strengths and strategies to achieve growth in business.

We believe that our company shall go beyond adherence to regulatory framework. Our corporate structure, business, operations and disclosure practices have been strictly aligned to our Corporate Governance Philosophy. Transparency, accountability, fairness and intensive communication with stakeholders are integral to our functioning. We believe in system driven performance and performance-oriented systems. We accord highest priority to these systems and protect the interests of all our shareholders.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') as applicable, with regard to corporate governance.

### 2. BOARD OF DIRECTORS

The Company is functioning under the overall supervision of the Board of Directors ("Board"). The Board, which is at the core of the corporate governance system of the Company, has ultimate responsibility for the management, general affairs, direction, performance and long-term success of the business. The Board is committed towards ensuring that sound principles of corporate governance are followed at all levels within the organization, not just form but in substance. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of all stakeholders.

#### **Board Committees**

In order to ensure special attention to complex technical matters and to utilise time efficiently, the Board has established 3(three) statutory Board Committees and 1(one) non-statutory Board Committees. These Committees are tasked with addressing designated areas, either making ultimate decisions or providing well-considered recommendations to the Board. Each Committee operates with a well-defined charter and is responsible for fulfilling its respective roles and responsibilities in accordance with its charter.

#### **Role of Company Secretary and Compliance Officer in Governance Process**

The role of Company Secretary and Compliance Officer at the Company primarily involves assisting and advising the Board on matters related to Company affairs, ensuring compliance with statutory and regulatory requirements, facilitating Board and Committee meetings and promoting corporate governance practices throughout the organization.

The Company Secretary and Compliance Officer ensures that the Board / Board Committees related procedures are followed and regularly reviewed. He ensures that all relevant information, documentation and details are made available to the Directors for effective decision-making during meetings. Also, important decisions made during Board and Committee meetings are promptly communicated to the management teams for timely implementation.



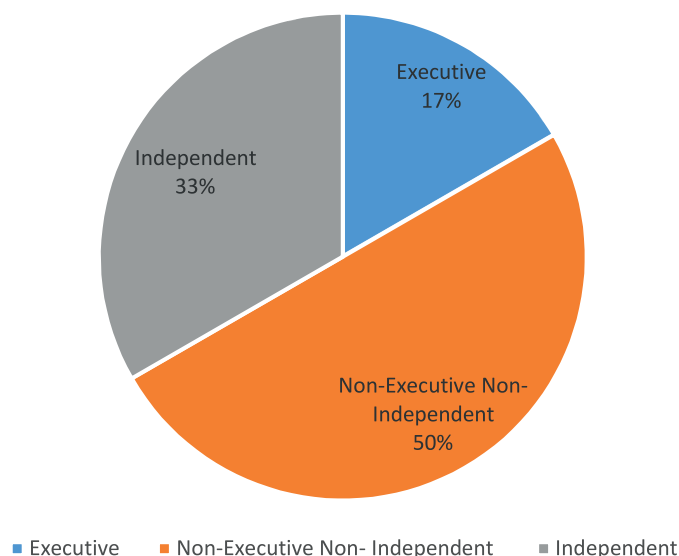
The Company Secretary and Compliance Officer is designated as key managerial personnel and reports to the Whole Time Director & COO of the Company. He interfaces between the Board, Management, regulatory authorities and other relevant stakeholders for various matters and provides necessary guidance to the Board on their roles, responsibilities and powers. He also ensures that corporate governance principles are integrated into all aspects of Board operations. Furthermore, he assists the WTD in all Board development processes, including Board evaluation, inductions and training programmes, etc.

#### **A. Size and Composition of Board of Directors:**

The Board of Directors of the Company has an optimum balance of Executive and Non-Executive Directors, representing a blend of professionalism, knowledge and experience to maintain its independence, and separate its functions of governance and management. As on 31<sup>st</sup> March, 2025, our Board had **Six (6)** Directors consisting of 5 (Five) Directors as Non-Executive including 2 (Two) Independent Directors and 1 (One) Director as Executive.

The comprehensive profiles of Directors of the Company can be accessed on the Company's official website at <https://shrigangindustries.com/board-of-directors>.

### **COMPOSITION OF DIRECTORS**



All Independent Directors are drawn from amongst eminent professionals with an expertise in Business/ Finance/ Law/Public Enterprises/Marketing and other allied fields. All Independent Directors adhere to the criteria defined under Regulations 16 of SEBI Listing Regulations read with the provisions of Section 152, 149 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and 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.

Details of the Board of Directors and the Directorships/ Membership in the Board/ Board Committees, respectively of other companies (as on March 31, 2025) are following:

Sl. No	Name of Directors	Category of Director	No. of Directorship in other Companies #	No. of Committee positions held in other Companies ##		Directorship in listed entity (**category of Directorship)
				Chairman	Member	
1.	Mr. Sanjay Kumar Jain	Chairperson & Non-Executive Non-Independent Director	15	2	2	<ul style="list-style-type: none"> <li>• Tinna Rubber and Infrastructure Limited (I)</li> <li>• Suraj Industries Limited (N)</li> <li>• Diensten Tech Limited</li> <li>• Kati Patang Lifestyle Limited</li> </ul>
2.	Mr. Arun Kumar Sharma	Executive Director	3	0	0	-
3.	Mr. Vishal Singh	Non-Executive Independent Director	3	0	0	<ul style="list-style-type: none"> <li>• Wonder Electricals Limited (I)</li> </ul>
4.	Mrs. Seema Sharma	Non-Executive Independent Director	1	0	1	-
5.	Mr. Vyom Goel	Non-Executive Non-Independent Director	1	0	0	<ul style="list-style-type: none"> <li>• Suraj Industries Limited (N)</li> </ul>
6.	*Mr. Vivek Singh Khichar	Non-Executive Non-Independent Director	0	0	0	-

\*Appointed w.e.f 30.08.2024

\*\*Category of directorship held:

(N) Non-Independent, Non-Executive

(I) Independent, Non-Executive

# This includes Directorships in all Companies (Listed, Unlisted Public and Private Limited Companies incorporated in India) **excluding** Shri Gang Industries and Allied Products Limited, foreign and Section 8 companies.

## For the purpose of considering the limit of the committees on which a director can serve, all public limited companies, whether listed or not, are considered. Further Committees considered for the purpose are those prescribed under explanation to Regulation 26(1)(b) of the SEBI Listing Regulations viz. Audit Committee and Stakeholders Relationship Committee of Indian public limited companies **excluding** Shri Gang Industries and Allied Products Limited, foreign and Section 8 companies.

The necessary disclosures regarding maximum number of directorships, Independent Directorship and Committee positions have been made by the directors and the same are summarized hereunder:

i. None of the Directors of the Board:

- serve as Members of neither more than 10 committees nor do they are Chairman of more than 5 committees as per the requirements of the SEBI Listing Regulations.
- holds directorships in more than ten public companies;
- serves as Director or as Independent Directors in more than seven listed entities; and
- who are the Executive Directors serve as independent directors in more than three listed entities

- ii. During FY 2025, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- iii. The Board periodically reviews the compliance reports of all laws applicable to the Company.
- iv. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2025 have been made by the Directors. None of the Directors is related to each other.
- v. Details of equity shares of the Company held by the Directors as on March 31, 2025, are given below:

Sl. No.	Name of Directors	Category of Director	No. of Shares
1.	Mr. Sanjay Kumar Jain	Non-Executive Non- Independent Director	--
2.	Mr. Arun Kumar Sharma	Executive Director	--
3.	Mr. Vishal Singh	Non-Executive Independent Director	--
4.	Mrs. Seema Sharma	Non-Executive Independent Director	--
5.	Mr. Vyom Goel	Non-Executive Non- Independent Director	-
6.	*Mr. Vivek Singh Khichar	Non-Executive Non- Independent Director	

*\*Appointed w.e.f 30.08.2024*

## **B. Roles and responsibilities of the Board**

The primary role of the Board is that of trusteeship to protect and enhance shareholders value through strategic direction to the company. As trustee, the Board of Directors has fiduciary responsibility to ensure that the company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill and diligence and exercises independent judgment. The Board sets strategic goals and seeks accountability for their fulfillment. The Board also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholders' aspirations and societal expectations.

### **Key functions of the Board**

- The Board reviews and guides Corporate Strategy, Major Plans of Action, Risk Policy, Annual Budgets and Business Plans; Setting Performance Objectives; Monitoring Implementation and Corporate Performance.
- Board monitors the effectiveness of the Company's governance practices and making changes as needed.
- Selects, Compensates, Monitors and, when necessary, replaces key executives and overseeing succession planning.
- Ensures the integrity of the Company's accounting and Financial Reporting Systems, including the Independent Audit, and that appropriate systems of control are in place, in particular, systems for Risk Management, Financial and Operational Control, and Compliance with the law and relevant standards.
- Oversees the process of disclosure and communications.
- Monitors and reviews Board Evaluation Framework.
- Align key managerial personnel and remuneration of Board of Directors with the long-term interests of the company and its shareholders.

## **C. Meetings of Board of Directors' and their attendance record**

The Board met Five (5) times during the financial year 2024-25 i.e. on 28.05.2024, 13.08.2024, 30.08.2024, 14.11.2024 & 14.02.2025. The periodicity between two Board Meetings was within the maximum time gap as prescribed in the (LODR) / Companies Act, 2013. Directors' attendance at the Board Meetings during the financial year and the last Annual General Meeting (AGM) held is provided herein under:

Name of Director	DIN	Number of Board meetings attended	Attendance at the AGM held on 25.09.2025	% of attendance
*Mr. Syed Azizur Rahman	00242790	1	Not Applicable	100
Mr. Arun Kumar Sharma	09008061	5	✓	100
Mr. Sanjay Kumar Jain	01014176	5	✓	100
Mrs. Seema Sharma	07216171	5	✓	100
Mr. Vishal Singh	01881694	5	✓	40
Mr. Vyom Goel	10063284	2	✓	100
**Mr. Vivek Singh Khichar	10749725	1	✓	50

\* Relinquished the office w.e.f. the close of business hours of July 04, 2024.

\*\* Appointed w.e.f 30.08.2024.

#### D. Board Skills/expertise/competencies of Directors

##### Skill Description:

The Board of Directors consists of eminent individuals of diverse skills, experience and expertise in various areas. The list of core skills/expertise/competencies identified by the Board as required in the context of the Company's business to function effectively and those actually available with the Board are as follows:

Skill / Expertise Area	Description	Relevance to the Company's Strategic Needs
Strategic Leadership & People Management	Leadership of senior teams, succession planning, workplace safety, organizational systems and strategic foresight.	Supports long-term growth and talent development across the organization.
Financial & Risk Management	Corporate accounting, controls, reporting, and risk evaluation capabilities.	Ensures financial integrity and resilience through robust oversight and risk mitigation.
Marketing & Business Management	Brand building, market strategy, and understanding of global business environments.	Drives competitive advantage and positioning in dynamic markets.
Corporate Governance, Public Policy & Legal	Governance best practices, compliance frameworks, legal and policy insights.	Strengthens accountability, ethical standards, and legal compliance.
ESG & Sustainability	Oversight of ESG, CSR, and sustainability alignment with growth goals.	Supports responsible business practices and stakeholder confidence.
Industry Expertise	Deep understanding of the industry landscape, trends, and regulatory environment.	Enhances strategic alignment and responsiveness to sector-specific challenges and opportunities.

The skills possessed by each Director are given below:

Board Skill	Mr. Sanjay Kumar Jain	Mr. Arun Kumar Sharma	*Mr. Vivek Singh Khichar	Mr. Vyom Goel	Mrs. Seema Sharma	Mr. Vishal Singh
Strategic Leadership & People Management	✓	✓	✓	-	✓	✓
Financial & Risk Management	✓	✓	-	✓	✓	✓
Marketing & Business Management	✓	✓	✓	✓	✓	-
Industry Experience	✓	✓	✓	✓	✓	✓
Corporate Governance, Public Policy & Legal	✓	✓	✓	✓	✓	✓
ESG & Sustainability	✓	✓	✓	-	-	✓

\* Appointed w.e.f 30.08.2024

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries/fields from where they come.

The Board is satisfied that it comprised of highly qualified members who possess requisite skills, expertise, diversity and competencies required for the effective functioning of the Company and allow them to make effective contributions for the functioning of the Board and its Committees.

#### E. Detailed Reasons for resignation of an Independent Director:

No Independent Directors has resigned during the year under review.

#### F. Non-Executive Directors' compensation and disclosures:

No remuneration or sitting fees was paid to the Non-Executive Directors'. No stock options were granted to Non-Executive Directors or Independent Directors during the year under review.

During the year, Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company which has potential conflict with the interest of the Company at large, other than holding shares of the Company.

#### G. Independent Directors:

In accordance with the provisions of SEBI Listing Regulations read with Schedule IV of the Companies Act, 2013, the Company has issued formal letters of appointment to all the Independent Directors.

The Nomination, Remuneration and Board Diversity Policy sets out the criteria for the appointment of Independent Directors. Each Independent Director, at the time of appointment and thereafter at the beginning of each FY submits a declaration confirming their independence as well as compliance under section 149(6) read with rules made thereunder, Schedule IV of the Act, regulation 16, regulation 25 of the SEBI Listing Regulations and all other applicable provisions of the Act and SEBI Listing Regulations. The declaration of independence received from the Independent Directors are noted and taken on record by the Board.

Based on the confirmations, declarations and disclosures received from the Independent Directors and on evaluation of the relationships disclosed, the Board confirms that, in its opinion, the Independent Directors of the Company fulfil the conditions specified in the Act and SEBI Listing Regulations and are independent of the Company's Management.

Further, in terms of section 150 of the Act read with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors have registered themselves on the data bank maintained by the Indian Institute of Corporate Affairs. Requisite disclosures in terms of Rule 6(3) of Companies (Appointment and Qualification of Directors) Rules, 2014, have also been received from the Independent Directors in this regard.



**Familiarization Programs for Independent Directors:**

The familiarisation programme aims to help the Board understand the functions and operations of the Company, its management, its business model and associated risks, the nature of the industry in which it operates and the regulatory challenges, in addition to their roles, rights and responsibilities within the Company.

In compliance with the provisions of Regulation 25(7) of the SEBI Listing Regulations, Independent Directors are familiarized about the company, through various programmes from time to time, including the following:

- a) Nature of the industry in which the company operates;
- b) Business model of the company;
- c) Roles, rights, responsibilities of independent Directors; and
- d) Any other relevant information.

The policy on the familiarization programmes for Independent Directors has been uploaded on the Company's website at this link: <https://shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/I.-Details-of-Familiarization-programmes-imparted-to-Independent-Directors/Details%20of%20Familiarisation%20Programme.pdf>

**Separate Meeting of Independent Directors:**

In terms of requirements under Schedule IV of the Act and regulation 25(3) of the SEBI Listing Regulations, for FY 2024- 25, a separate meeting of the Independent Directors was held on February 27, 2025, without the presence of Non-Independent Directors and the Management of the Company. Independent Directors at the meeting, inter-alia:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman, taking into consideration the views of Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of the flow of information between the Company's Management and the Board.

Based on the majority of feedback, the Independent Directors expressed satisfaction with the overall evaluation process.

**H. Senior Management**

In terms of Clause 5B of Schedule V of SEBI Listing Regulations, the Company has following Senior Management Personnel as on the date of this report:

Name	Category	Brief Profile
*Varun Gupta	Chief Operating Officer	<p>Mr. Varun Gupta is an accomplished entrepreneur and second-generation business leader with a robust academic background in Finance and Marketing from Manchester University, UK, and an international business orientation from Les Roches, Switzerland. He brings over <b>nine years of hands-on experience</b> in the highly regulated and competitive alcohol beverage industry.</p> <p>He has been instrumental in <b>conceptualizing, setting up, and commissioning state-of-the-art distilleries and bottling units</b>, with a strong focus on compliance, efficiency, and scalability. His expertise spans across the value chain — from raw material procurement and production processes to bottling, packaging, warehousing, and distribution. His sound understanding of excise laws, quality control norms, and consumer preferences in different regions has enabled him to steer projects from greenfield stages to fully operational units.</p> <p>Mr. Gupta has played a key role in expanding the group's presence in the <b>Indian Made Foreign Liquor (IMFL)</b> segment by establishing a strong infrastructure for manufacturing and supply. Under his leadership, the company has successfully commissioned a liquor manufacturing unit equipped with modern machinery and technology aimed at producing high-quality spirits to meet market demands.</p> <p>In addition, Mr. Gupta oversees the operations of <b>Vindeshwari Exim's bottling facility</b> in Uttarakhand, which is operated in collaboration with <b>United Spirits Limited (USL - a Diageo group company)</b>. This strategic tie-up reflects his capability in forging valuable industry partnerships and delivering results in complex, compliance-driven business environments.</p> <p>Mr. Gupta's deep sectoral insights, operational agility, and forward-looking vision continue to drive the company's strategic growth in the alcoholic beverages industry, positioning it as a trusted and scalable player in the market.</p>
**Mayank Gupta	Chief Financial Officer	<p>He is a seasoned finance professional with extensive experience in financial management, budgeting, taxation, and regulatory compliance.</p> <p>In his role as CFO, Mr. Gupta is responsible for overseeing the company's overall financial strategy, ensuring robust internal controls, and driving financial discipline across operations. He plays a pivotal role in financial planning and analysis, statutory reporting, and maintaining investor confidence through transparent financial disclosures.</p> <p>Mr. Gupta's strong command over accounting standards, fiscal governance, and financial risk management supports the Company's strategic growth objectives and ensures compliance with all applicable financial and regulatory frameworks. His analytical mindset and pragmatic approach continue to contribute to the financial stability and long-term value creation for stakeholders.</p>

Name	Category	Brief Profile
Kanishka Jain	Company Secretary	<p>She is a fellow Member of the Institute of Company Secretaries of India (ICSI) and a law graduate and serving as the Company Secretary and Compliance Officer of Company for more than seven years.</p> <p>She brings with her a strong foundation in corporate laws, secretarial practices, and regulatory compliance and her professional approach and attention to detail contribute significantly to maintaining the company's corporate integrity and governance standards. In her role, Ms. Jain is responsible for ensuring adherence to statutory and regulatory requirements under the Companies Act, SEBI regulations, FSSAI, and other applicable corporate governance frameworks. She plays a key role in supporting the Board and senior management in effective decision-making and compliance oversight. Ms. Jain also oversees the company's liaison with regulatory authorities, stock exchanges, and stakeholders, ensuring transparency and timely disclosures in line with good governance practices.</p>

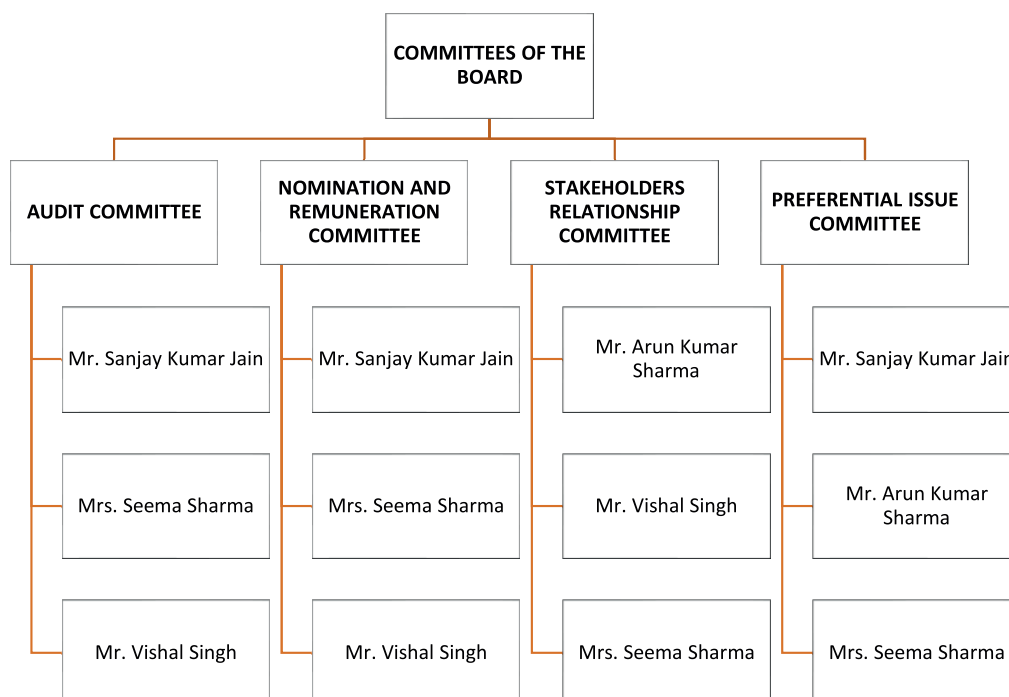
*\*Mr. Varun Gupta, COO has been designated as the SMP on August 29, 2025*

*\*\*During the FY 24-25, Mr. Anil Kumar Gupta resigned as the CFO of the Company on February 15, 2025 and Mr. Mayank Gupta was appointed as CFO of the Company w.e.f February 16, 2025.*

### 3. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable rules and regulations. Each Committee of the Board is guided by its terms of reference, which defines the scope, powers, responsibilities and composition of the Committee. The Chairperson of each Committee briefs the Board on significant discussions at the committee meetings. During the year under review, all recommendations made by the various Committees were accepted by the Board. The minutes of the meetings of all Committees of the Board were placed before the Board for noting.

Details of the composition, number of meetings held during the year, attendance of members and scope of the committees are as below:



**A. Audit Committee**

The Committee comprises of three members, majority of whom are Independent Directors. Company Secretary of the Company acts as the Secretary to the Committee.

The Committee's existing composition meets with requirements of Section 177 of the Companies Act, 2013 read with the provisions of Regulation 18 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 as on March 31, 2025. Members of the Audit Committee possess financial / accounting expertise / exposure.

During the FY 2024-25, Six (6) Audit Committee meetings were held i.e. on 28.05.2024, 13.08.2024, 30.08.2024, 26.10.2024, 14.11.2024 & 14.02.2025. The composition of Audit Committee and the attendance of its members during the financial year 2024-2025 is as follows:

Sr. No.	Name of Members	Category	Designation	No. of Meetings held	No. of Meetings Attended
1.	Seema Sharma	Non-Executive Independent Director	Chairperson	6	6
2.	*Mr. Syed Azizur Rahman	Non-Executive Non-Independent Director	Member	1	1
3.	**Mr. Sanjay Kumar Jain	Non-Executive Non-Independent Director	Member	5	5
4.	Mr. Vishal Singh	Non-Executive Independent Director	Member	6	6

\* Relinquished the office w.e.f. the close of business hours of July 04, 2024.

\*\* Appointed w.e.f July 05, 2024

**Scope and Objective of the Audit Committee**

The Audit Committee, inter alia, supports the Board to ensure an effective internal control environment. The Committee discharges such duties and functions with powers generally indicated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The audit committee oversees the work carried out in the financial reporting process by the management, the internal auditors and the independent auditors, and notes the process and safeguards employed by each of them.

The Audit Committee has powers to:

- investigate any activity within its terms of reference
- seek information from any employee
- Obtain outside legal or other professional advice, and
- secure attendance of outsiders with relevant expertise wherever it considers necessary

**Terms of Reference:**

The roles, powers and functions of the Audit Committee of company are in accordance with the provisions of Section 177 of the Companies Act, 2013, read with Regulation 18 and Part-C of Schedule II of the SEBI Listing Regulations.

**The terms of reference to the Audit Committee inter-alia includes the following:**

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the directors' responsibility statement to be included in the boards' report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the listed entity with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To review the functioning of the whistle blower mechanism;
17. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
18. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

#### **B. Nomination & Remuneration Committee**

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013. The Committee comprises of three members, all of them are Non-Executive Directors and majority of whom are Independent Directors.

During the FY 2024-25, four (4) Nomination & Remuneration Committee meetings were held i.e. on 28.05.2024, 13.08.2024, 30.08.2024 & 14.02.2025. The composition of Audit Committee and the attendance of its members during the financial year 2024-2025 is as follows:



Sr. No.	Name of Members	Category	Designation	No. of Meetings held	No. of Meetings Attended
1.	Mrs. Seema Sharma	Non-Executive Independent Director	Chairperson	4	4
2.	*Mr. Syed Azizur Rahman	Non-Executive Non-Independent Director	Member	1	1
3.	**Mr. Sanjay Kumar Jain	Non-Executive Non-Independent Director	Member	3	3
4.	Mr. Vishal Singh	Non-Executive Independent Director	Member	4	4

\* Relinquished the office w.e.f. the close of business hours of July 04, 2024.

\*\* Appointed w.e.f July 05, 2024

### Terms of Reference:

The roles, powers and functions of the Nomination and Remuneration Committee of the Company are in accordance with the provisions of Section 178 of the Companies Act, 2013, read with Regulation 19 and Part-D of Schedule II of the SEBI (LODR).

The broad terms of reference of the nomination and remuneration committee are as under:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, key managerial personnel, and other employees;
2. Formulation of criteria for the evaluation of performance of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;
4. Identifying individuals who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
5. Deciding whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors. The criteria for the evaluation of Independent Directors include skills, experience and level of preparedness of the directors, attendance and extent of contribution to Board debates and discussion, and how the director leverages his / her expertise and networks to meaningfully contribute to the Company.
6. Recommending to the Board the re-appointment and removal of any individuals holding the office of a Director, Key Managerial Personnel or Senior Management, subject to the provision of the law and their service contract;
7. Determining whether the relevant Director has the requisite qualifications for practice of a profession in terms of section 197 of the Companies Act in relation to payment of remuneration for services rendered by such Director;
8. Undertaking such other functions as may be determined by the Board or required under the provisions of the Companies Act or the Listing Regulations; and
9. Undertaking such other actions as may be necessary or appropriate for performance of the aforementioned functions.

The Remuneration Policy of the company is available on the Company's website at [https://shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Nomination%20and%20Remuneration%20Policy\\_Shri%20Gang.pdf](https://shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Nomination%20and%20Remuneration%20Policy_Shri%20Gang.pdf)

**Performance Evaluation criteria for Independent Directors:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR), the Board adopted Performance Evaluation Policy to evaluate performance of each Director, the Board as a whole, its Committees and the Chairperson. Annual Evaluation of the performance of the Board including Independent Directors, its committees & of Individual directors has been made.

The performance evaluation criteria is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

Performance of the Board was evaluated by each Director on the parameters such as its roles and responsibilities, business risks, and contribution to the development of strategy and effective risk management, understanding of operational programs, availability of quality information in a timely manner etc. Independent directors also carried out evaluation of the Board performance.

Board Committees were evaluated by the respective committee members on the parameters such as role and responsibilities, effectiveness of the Committee vis-à-vis assigned role, appropriateness of committee composition, timely receipt of information by the Committee, knowledge updation by the committee members etc.

Performance of the Chairperson was evaluated by the Independent Directors on the parameters of demonstration of effective leadership, contribution to the Boards' work, communication with the Board, use of time and overall efficiency of Board meetings, quality of discussions at the Board meetings etc.

Directors were also evaluated individually by all other Directors (except the Director himself/herself) on the parameters of his / her preparedness at the Board meetings, devotion of time and efforts to understand the Company and its business, quality in contributions at the Board meetings, application of knowledge and experience while considering the strategy, effectiveness of follow-up in the areas of concern, communication with Board Members, Senior Management and Key Managerial Personnel. Nomination, Remuneration and Compensation Committee and the Board carry out evaluation of the individual Directors.

The performance evaluation criterion of Independent Directors has been uploaded on the Company's website at [https://shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Performance%20Evaluation%20of%20Board%20of%20Directors\\_Shri%20Gang.pdf](https://shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Performance%20Evaluation%20of%20Board%20of%20Directors_Shri%20Gang.pdf).

**Remuneration of Directors**

During the FY 2024-2025, Mr. Arun Kumar Sharma, Whole Time Director of the Company have been paid Rs. 2,25,000/- per month as remuneration and apart from that no other benefits, bonus, Stock Option, pension was provided to him.

No remuneration or sitting fees was paid to the Non-Executive Directors'. No stock options were granted to Non-Executive Directors or Independent Directors during the year under review.

Services of the Executive Directors may be terminated by either party, giving the other party six months' notice or the Company paying six months' salary in lieu thereof. There is no separate provision for payment of severance pay.

**C. Stakeholders' Relationship Committee**

The Stakeholders' Relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Companies Act, 2013. The Committee comprises of three members, two of them being Non-Independent Directors and one is Non-Executive Non-Independent Director.

The terms of reference and the ambit of powers of Stakeholders' Relationship Committee are as per Regulation 20 and Part-D of Schedule II of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013, and allied rules as may be notified from time to time.

The broad terms of reference of the stakeholders' relationship committee are as under:

1. Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
2. Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
3. Recommending measures for overall improvement in the quality of services being provided to the Shareholders / Investors.

Details of shares transfer/transmissions approved by the committee are placed at the Board Meetings from time to time.

During the financial year 2024-2025, 14 (Fourteen) meetings of Stakeholders' Relationship Committee ("**SRC**"). The Composition and attendance of members of the Stakeholders' Relationship Committee during the financial year 2024-2025 is as follows:

Sr. No.	DATE OF SRC MEETING	NAME OF MEMBERS ALONGWITH DESIGNATION			
		Mrs. Seema Sharma (Chairperson)	*Mr. Syed Azizur Rahman (Member)	** Mr. Sanjay Kumar Jain (Member)	Mr. Vishal Singh (Member)
1.	04.04.2024	✓	✓	NA	✓
2.	27.05.2024	✓	✓	NA	✓
3.	12.06.2024	✓	✓	NA	✓
4.	18.07.2024	✓	NA	✓	✓
5.	12.08.2024	✓	NA	✓	✓
6.	12.09.2024	✓	NA	✓	✓
7.	23.09.2024	✓	NA	✓	✓
8.	14.10.2024	✓	NA	✓	✓
9.	28.10.2024	✓	NA	✓	✓
10.	15.11.2024	✓	NA	✓	✓
11.	10.12.2024	✓	NA	✓	✓
12.	24.12.2024	✓	NA	✓	✓
13.	27.02.2025	✓	NA	✓	✓
14.	21.03.2025	✓	NA	✓	✓

✓ Attended the Meeting in person

**NA** Doesn't form part of the Committee

\* Relinquished the office w.e.f. the close of business hours of July 04, 2024.

\*\* Appointed w.e.f July 05, 2024

Pursuant to the Regulation 13 of SEBI Listing Regulations, Company has duly filed with the recognized stock exchange(s) on a quarterly basis, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed-off during the quarter and those remaining unresolved at the end of the quarter.

**Details of investor complaints received and redressed during FY 2024-25 are as follows:**

Particulars Number of Complaints	Number of Complaints
Received during FY 2024-25	1
Disposed of during FY 2024-25	1
Pending at the end of FY 2024-25	0
Number of complaints not solved to the satisfaction of shareholders	0

The Company maintains continuous interaction with its RTA and takes proactive steps and actions for resolving complaints/queries of the shareholders/Investors and also takes initiatives for solving critical issues

#### **Online Dispute Resolution Portal**

SEBI, vide its Master Circular No. SEBI/HO/OIAE/OIAE\_IAD- 3/P/CIR/2023/195 dated December 28, 2023, provided process for the online resolution of disputes in the Indian securities market. With the said Circular, the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories by expanding their scope and establishing a common ODR Portal.

This Portal facilitates online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. The aforesaid circular issued by SEBI can be accessed on the Company's website at <https://shrigangindustries.com/Investor-Section/other-disclosures/Investor-Information/Online%20Dispute%20Resolution/SEBI%20Circular%20on%20Online%20Dispute%20Resolution.pdf>.

Further, the shareholders can access the ODR Portal at <https://smartodr.in/login>.

#### **Compliance Officer**

Ms. Kanishka Jain, Company Secretary is the Compliance Officer of the Company. The Corresponding addresses of Compliance officer is as follows:

Registered Office	:	Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh.
Corporate Office	:	F-32/3, Ground Floor, Okhla Industrial Area, Phase II, New Delhi- 110020 Phn No. 011-42524454/56
E-mail id	:	<a href="mailto:secretarial@shrigangindustries.com">secretarial@shrigangindustries.com</a> ; <a href="mailto:cs@shrigangindustries.com">cs@shrigangindustries.com</a>
Website	:	<a href="https://www.shrigangindustries.com">https://www.shrigangindustries.com</a>

The Company welcomes all the shareholders to communicate with the Company as per the above details or through the Company's Registrar and Share Transfer Agent, whose particulars are given later in this report.

#### **D. Preferential Issue Committee**

The terms of reference of the Preferential Issue Committee are to consider, discuss and decide the terms and conditions and other related matters in connection with the smooth functioning of Preferential allotment of securities and such other matters as may be required.

During the financial year 2024-2025, one meeting of the Preferential Issue Committee was held on January 01, 2025 and all the members of the Committee were present in the Meeting.

The Composition of the Preferential Issue Committee is as follows:

Sr. No.	Name of Members	Designation
1.	Mr. Arun Kumar Sharma	Member
2.	Mr. Sanjay Kumar Jain	Member
3.	Mrs. Seema Sharma	Member

#### 4. **General Body Meetings**

##### (I) **Annual General Meeting (AGM) Details**

The details of the last three Annual General Meetings of the Company and the Special resolutions passed thereat are as under:

Year	Location	Date	Time	Special Resolutions passed
2022	Through Video Conferencing	30.09.2022	5:00 PM	1. To appoint Mr. Arun Kumar Sharma (DIN: 09008061) as Whole Time Director of the Company. 2. To appoint Mr. Vishal Singh (DIN: 07500944) as Independent Director of the Company. 3. Shifting of Registered Office of the Company from A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205 to Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh.
2023	Through Video Conferencing	22.09.2023	3:00 PM	1. To approve alteration of Memorandum of Association of the Company
2024	Through Video Conferencing	25.09.2024	1.00 PM	1. Re-appointment of Ms. Seema Sharma (DIN: 08728701), as Independent Director for a second term of five years 2. Increase in Remuneration of Mr. Arun Kumar Sharma (DIN: 09008061), Whole Time Director of the Company.

##### (II) **Extra-Ordinary General Meeting (EGM) held during the financial year 2024-25:**

During the year under review, one Extra Ordinary General Meeting was held on December 14, 2024 through Video Conferencing in which two resolutions were passed out of which one was special resolution for Issuance of upto 45,11,640 Compulsorily Convertible Preference Shares on a Preferential Issue Basis upon conversion of outstanding unsecured loan to the Person(S)/Entities belonging to the 'Promoter & Promoter Group' And 'Public' Category.

##### (III) **Postal Ballot**

During the year under review, no resolution was passed through postal ballot.

#### 5. **Means of Communication**

The Company recognizes communication as a key element to the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies.

In accordance with the SEBI Listing Regulations, the quarterly / half yearly / annual results are regularly submitted to the BSE Limited with whom the Company has listing arrangements as soon as they are approved and taken on record by the Board of Directors of the Company. The results are being published generally in **The Financial Express (English) and The Jansatta (Hindi)** newspapers circulating in the state of Uttar Pradesh in terms of the **SEBI Listing Regulations**.

The official news releases, including quarterly, half yearly and annual results, newspaper publications and presentations are posted on Company's website ([www.shrigangindustries.com](http://www.shrigangindustries.com)). Various sections of the Company's website keep the investors updated on the key and material information of the Company by providing timely information like Board profile, press release, financial results, annual reports, shareholding pattern, stock information etc.

Members can also access corporate policies, Board committee charters, financial information, shareholding information, etc. in the Investor Section of the Company's website.



**6. General Shareholders' Information**

a.	Annual General Meeting		
	Date	:	30 <sup>th</sup> September, 2025
	Time	:	3:00 PM
	Venue	:	The Annual General Meeting is being held through Video Conferencing in accordance with the provisions of Circulars of Ministry of Corporate Affairs and the deemed venue will be Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, SandilaPhase IV, HarDOI, Uttar Pradesh 241204.
b.	Financial Year	:	2024-2025
c.	Dividend Payment Date	:	NA
d.	Book Closure date	:	NA
e.	Name and address of Stock Exchanges at which shares of the Company are listed	:	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
f.	Listing Fees	:	The Company has paid the listing fees for financial year 2024-2025 to the Stock Exchange where the shares of Company are listed.
g.	<b>ISIN</b>		
	CDSL & NSDL (Equity Shares)	:	INE241V01018
	CDSL& NSDL (Compulsory Convertible Preference Shares)	:	*INE241V03014

\*Received on 28.04.2025

**g. Reasons for suspension of trading in equity shares**

Not Applicable.

**h. Registrar and Transfer Agent**

M/s Beetal Financial & Computer Services (P) Ltd is the Registrar and Share Transfer Agent of the Company, to whom communications regarding change of address, transfer of shares, change of mandate etc. can be addressed by the shareholders holding shares in the physical mode, as per the details mentioned below:

**Beetal Financial & Computer Services (P) Ltd**

**Add:** Beetal House, 3<sup>rd</sup> Floor, 99 Madangir, New Delhi- 110062

**Ph. No.:** 011-29961281/82/83

**E-mail ID:** [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**i. Share Transfer System**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialization request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

The Directors and certain Company officials (*including Chief Financial Officer and Company Secretary*) are authorized by the Board severally to approve transfers, which are noted at subsequent Stakeholders Relationship Committee Meetings.

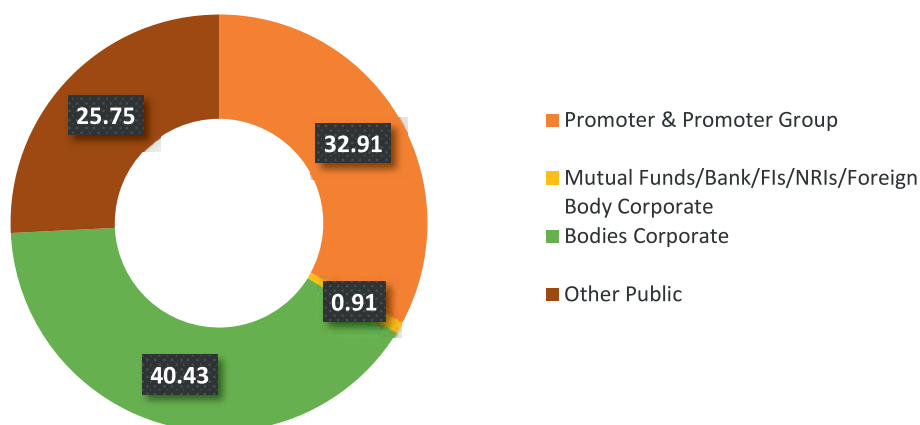
**j. Distribution of Equity Shareholding as on March 31, 2025**

Category	No of Holders	% of Shareholders	No. of Shares held	% of Shareholding
1-5000	13,020	93.44	18,14,149	10.12
5001-10000	499	3.58	4,03,216	2.25
10001-20000	203	1.46	3,09,482	1.73
20001-30000	66	0.47	1,65,492	0.92
30001-40000	40	0.29	1,40,586	0.78
40001-50000	23	0.17	1,09,406	0.61
50001-100000	25	0.17	1,61,226	0.90
100001 and above	58	0.42	1,48,26,443	82.69
<b>Total</b>	<b>13,934</b>	<b>100.00</b>	<b>1,79,30,000</b>	<b>100.00</b>

The Company also has one shareholder holding 14,74,375 Compulsory Convertible Preference Shares ("CCPS") of the Company.

**k. Shareholding pattern as on March 31, 2025**

Category of Shareholder	No. of fully paid-up equity Share	No. of CCPS	Total No. of Shares held	Shareholding as a % of total no. of Shares
Promoter & Promoter Group	63,86,162	-	63,86,162	32.91
Mutual Funds/ Bank/ FIs/ NRIs/ Foreign Body Corporate	1,75,419	-	17,75,419	0.91
Bodies Corporate	63,71,626	14,74,375	7,846,001	40.43
Other Public	49,96,793	-	49,96,793	25.75
<b>Total</b>	<b>1,79,30,000</b>	<b>14,74,375</b>	<b>1,94,04,375</b>	<b>100.00</b>

**CATEGORY OF SHAREHOLDERS in %**


**I. Dematerialization of Shares and Liquidity**

The Company has been allotted ISIN No. i.e. **INE241V01018** by CDSL and by NSDL.

As on the date of closure of financial year, 1,52,16,390 Equity Shares comprising 84.86% of the total equity shares were held in Dematerialized Form.

After the closure of financial year, ISIN no. INE241V03014 has been allotted by NSDL and CDSL on April 28, 2025 w.r.t. Compulsory Convertible Preference Shares allotted during the FY 2024-2025.

**m. Outstanding GDRs/ADRs/Warrants or Convertible Instruments, conversion Date and likely impact on Equity:**

The Company has outstanding 14,74,375 Compulsory Convertible Preference shares as on March 31, 2025 which are to be converted in the fully paid-up equity shares of the Company in the ratio of 1:1, on or before 30<sup>th</sup> June, 2026.

**n. Commodity Price Risks:**

The Company do not have any commodity price risks.

**o. Plant Location:**

- 1) Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh-241204.
- 2) A-26, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, Uttar Pradesh-203205

**p. Address for correspondence:**

**Registered office:** Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Hardoi, Uttar Pradesh 241204.

**Email id-** [info@shrigangindustries.com](mailto:info@shrigangindustries.com)

**Telephone No.** 05854-299019

**Corporate Office:** F-32/3, Ground Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.

**Email id-** [cs@shrigangindustries.com](mailto:cs@shrigangindustries.com)

**Telephone No** 011-42524454/56

**q. Address for correspondence for demat of shares and any other query relating to shares:**
**BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD**

Beetal House ,3rd Floor,99 Madangir, behind LSC,

Near Dada Harsukhdas Mandir, New Delhi-110062

**Telephone No.-** 011- 29961281

**Email id-** [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

**Website-** [www.beetalfinancial.in](http://www.beetalfinancial.in)

7. M/s Pawan Shubham & Company, Chartered Accountants (Firm Registration Number: 011573C) has already been appointed as Statutory Auditor of the Company. The Total fees for all services paid by your company to such firm is Rs. 5,15,000/- plus reimbursement of out-of-pocket expenses and GST for FY 2025. The particulars of payment of Statutory Auditors' fees, on consolidated basis for FY 2025 is given below:

(INR in Lakhs)

Particulars	Amount
A) Statutory audit fees (including limited review fees)	4.50
B) Tax Audit	0.25
C) Certification fees	0.40
Total	<b>5.15</b>

8. A Certificate from M/s Vijay Jain & Co., peer reviewed firm of Company Secretary in Practice has been received certifying 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 Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The Certificate has been attached as an **Annexure No. A** and forms part of this Corporate Governance Report.

## 9. Other Disclosures

### 1. Audit of Reconciliation of Share Capital:

As required under regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, a qualified Company Secretary in practice conducts the Reconciliation of Share Capital Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories, i.e. NSDL and CDSL and the total issued and listed capital of the Company. The Company Secretary in practice conducts such audit in every quarter and issues a Reconciliation of Share Capital Audit Certificate to this effect to the Company. A copy of such audit report is submitted to the stock exchanges, where the Company's shares are listed and also placed before the Board.

### 2. Related party transactions ("RPT")

The Board has formulated a comprehensive 'Policy on Related Party Transactions' that provides a governing framework for determining the materiality and ensuring approval of Related Party Transactions pursuant to the applicable provisions of the Act and SEBI Listing Regulations. The said policy is available on the website of the Company viz <https://shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/G.-Policy-on-dealing-with-Related-Party-Transactions/Policy%20on%20Related%20Party%20Transactions.pdf>

In terms of section 177 of the Act and regulation 23 of the SEBI Listing Regulations, related party transactions entered into by the Company during FY 2024-25 were carried out with prior approval of Audit Committee ("AC") consisting of Independent Directors. Omnibus approval of the AC is obtained for related party transactions that are repetitive in nature.

All the related party transactions entered into against the omnibus approval are placed before the AC on a quarterly basis for review and noting.

A confirmation as to compliance with related party transactions as per the SEBI Listing Regulations is sent to the Stock Exchanges along with the quarterly compliance report on Corporate Governance. Further, in terms of regulation 23(9) of SEBI Listing Regulations, the Company also submits half yearly disclosure on Related Party Transactions to Stock Exchanges.

During FY 2024-25, there were no material related party transactions made by the Company with the Promoters, Directors, KMP or other related parties, which may have had a potential conflict with the interests of the Company.

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

The Company has a zero-tolerance policy towards sexual harassment. The Company values every employee and is committed to protecting their dignity. In doing so, it is determined to promote a working environment where persons of both sex work side by side as equals in an environment that encourages harmony, productivity and individual growth.

In compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the rules made thereunder, the Company has constituted an Internal Committee ("IC") at its workplaces to address complaints pertaining to sexual harassment in accordance with the POSH Act.

The Company has a detailed Policy for Prevention of Sexual Harassment at Workplace, which ensures a free and fair enquiry process with clear timelines for resolution. The Policy is uploaded on the website of the Company at [https://shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Sexual%20Harassment%20Policy\\_Shri%20Gang.pdf](https://shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Sexual%20Harassment%20Policy_Shri%20Gang.pdf)

Particulars	Number
Status of cases reported during FY 2024-25:	0
Number of complaints filed during the FY 24-25	0
Number of complaints disposed of during the FY 24-25	0
Number of complaints pending as on March 31, 2025	0

#### 4. Policies:

In line with Corporate Governance philosophy, which emphasizes adherence to ethical and governance standards, the Company remains committed to ensuring fairness, accountability, responsibility and transparency for all its stakeholders. The Company, inter-alia, has adopted various policies and codes to support this commitment. These policies are reviewed periodically by the Board and updated as and when required. All such policies and codes have been uploaded on the website of the Company as follows:

Particulars	Website link for details/policy
Related party transactions ("RPT")	<a href="https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/G.-Policy-on-dealing-with-Related-Party-Transactions/Policy%20on%20Related%20Party%20Transactions.pdf">https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/G.-Policy-on-dealing-with-Related-Party-Transactions/Policy%20on%20Related%20Party%20Transactions.pdf</a>
(Details of Vigil Mechanism/ Whistle Blower Policy)	<a href="https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/E.-Vigil-Machanism-or-Whistle-Blower-Policy/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf">https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/E.-Vigil-Machanism-or-Whistle-Blower-Policy/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy.pdf</a>
Policy on Determination of Material Subsidiary	<a href="https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/H.-Policy-on-determining-Material-Subsidiaries/Policy%20on%20determining%20Material%20Subsidiary.pdf">https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/H.-Policy-on-determining-Material-Subsidiaries/Policy%20on%20determining%20Material%20Subsidiary.pdf</a>
Code of Conduct to regulate, monitor and report trading by Designated Persons	<a href="https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/D.-Code-of-Conduct-of-Board-of-Directors-and-Senior-Management-Personnel/Code%20of%20Conduct%20of%20Board%20and%20SMP.pdf">https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/D.-Code-of-Conduct-of-Board-of-Directors-and-Senior-Management-Personnel/Code%20of%20Conduct%20of%20Board%20and%20SMP.pdf</a>
Code of Practices and Procedures for Fair Disclosure of UPSI	<a href="https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Code%20for%20fair%20Disclosure%20of%20UPSI.pdf">https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Code%20for%20fair%20Disclosure%20of%20UPSI.pdf</a>
Policy on determination of materiality of events or information	<a href="https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/Q.-Policy-for-determination-of-materiality-of-events-under-Regulation-30(4)/Policy%20on%20Materiality%20of%20Information.pdf">https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/Q.-Policy-for-determination-of-materiality-of-events-under-Regulation-30(4)/Policy%20on%20Materiality%20of%20Information.pdf</a>
Policy on Archival of Documents	<a href="https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Archival%20Policy_Shri%20Gang.pdf">https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Archival%20Policy_Shri%20Gang.pdf</a>
Policy on Preservation of Documents	<a href="https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Policy%20on%20Preservation%20of%20Documents_shri%20Gang.pdf">https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Policy%20on%20Preservation%20of%20Documents_shri%20Gang.pdf</a>

Particulars	Website link for details/policy
Terms of Appointment of Independent Directors	<a href="https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/B.-Terms-of-Appointment-of-Independent-Directors/Terms%20and%20Conditions%20for%20Appointment%20of%20Independent%20Director.pdf">https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/B.-Terms-of-Appointment-of-Independent-Directors/Terms%20and%20Conditions%20for%20Appointment%20of%20Independent%20Director.pdf</a>
Familiarization programme for Independent Directors	<a href="https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/I.-Details-of-Familiarization-programmes-imparted-to-Independent-Directors/Details%20of%20Familiatisation%20Programme.pdf">https://www.shrigangindustries.com/Investor-Section/disclosure-under-regulation-46-of-sebi-lodr-regulations-2015/I.-Details-of-Familiarization-programmes-imparted-to-Independent-Directors/Details%20of%20Familiatisation%20Programme.pdf</a>
CSR policy	<a href="https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy_Shri%20Gang.pdf">https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Corporate%20Social%20Responsibility%20Policy_Shri%20Gang.pdf</a>
Prevention of Sexual Harassment Policy	<a href="https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Sexual%20Harrassment%20Policy_Shri%20Gang.pdf">https://www.shrigangindustries.com/Investor-Section/other-disclosures/Policies-and-Codes/Sexual%20Harrassment%20Policy_Shri%20Gang.pdf</a>

#### 10. Disclosure of Certain Types of Agreements Binding Listed Entities

The Company has not been informed of any agreement under regulation 30A(1) read with clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations. Accordingly, there was no requirement for disclosing the same.

#### 11. Details of Utilisation of Funds Raised through Preferential Allotment or Qualified Institutions Placement as Specified under regulation 32 (7A) of SEBI Listing Regulations:

During the year under review, the Company has not raised any funds through Preferential Allotment or Qualified Institutions Placement as specified under the provisions of the Act and regulation 32(7A) of the Listing Regulations.

However, during the financial year, the Company has made a preferential issue of 14,74,375 by way of Conversion of Outstanding unsecured loans into Compulsory Convertible Preference shares.

#### 12. Quarterly Reports on Compliance with Corporate Governance and Integrated Filing (Governance):

Quarterly reports on compliance with Corporate Governance as per regulation 27 of the SEBI Listing Regulations and Integrated Filing (Governance), as provided under SEBI Listing Regulations read with applicable circulars, were duly filed with the Stock Exchanges within the stipulated time and same are also available on the website of the Company.

#### 13. Code of Conduct for Directors and Senior Management:

The Board of Directors of the Company has laid down a code of business conduct called 'The Code of Conduct for Directors and Senior Management'. The Code envisages that Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.

The Code is applicable to all the Directors and Senior Management of the Company. The Company Secretary of the Company is the Compliance Officer for ensuring compliances related to this Code of Conduct.

A certificate by the Chairperson of the Company, on the compliance declarations received from the members of the Board forms part of this report.

#### 14. Adoption of mandatory and discretionary requirements of corporate governance as specified in regulations 17 to 27 and regulation 34(3) read with schedule v (c) of the listing regulation:

The Company has complied with all the applicable mandatory requirements of corporate governance with respect to Regulations 17 to 27 and clauses (b) to (i) of Sub- Regulation (2) of Regulation 46 of Listing Regulations.

Furthermore, the Company has complied with the requirements of the Schedule V of SEBI Listing Regulations in connection with disclosures in this report.



PARTICULARS	REGULATIONS	COMPLIANCE STATUS (YES/ NO/ NA)
Independent Director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'Eligibility'	16(1)(b)	Yes
Board composition	17(1), *17(1A) & 17(1C), 17(1D) & 17(1E)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes
Composition of Nomination and Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholders Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes

PARTICULARS	REGULATIONS	COMPLIANCE STATUS (YES/ NO/ NA)
Policy for Related Party Transaction	23(1), (1A), (5), (6), & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for material Related Party Transactions	23(4)	NA
Disclosure of Related Party Transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	NA
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes

*\*Not Applicable*

## 15. Other disclosures

The Company has adopted following discretionary requirements of Regulation 27 read with Schedule II Part E of the Listing Regulations:

### I. MODIFIED OPINION(S) IN AUDIT REPORT

The Company is in the regime of financial statements with unmodified audit opinion.

### II. REPORTING OF INTERNAL AUDITOR

The Internal Auditor is reporting directly to the Audit Committee.

- During the year under review, the Board has accepted the recommendations made by the various Board Committees constituted.

**b) Credit Ratings**

The Company was not required to take credit rating. However, the has received the credit rating of BBB-stable after the closure of FY 2025-2026.

**c) CEO and CFO Certification**

As the Company doesn't have any CEO as on date, Mr. Anil Kumar Gupta, Chief Financial Officer & Mr. Arun Kumar Sharma, Whole Time Director of the Company has signed & submitted the certificate, in terms of Regulation 17(8) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, to the Board and the same has been annexed as **Annexure No. B** and forms part of this Corporate Governance Report.

**d) Disclosure on loans or advances**

During the year under review, the Company not provided loan and advance in the nature of loans to Firms/ companies in which Directors are interested. Further, the Company has not extended any financial assistance to promoter or promoter group entities which has been written off during last 3 (three) years.

**e) Details of Non –Compliance**

In terms of the provisions of Schedule V Para (C) Clause 10(b) to the SEBI Listing Regulations, there were no instances of non-compliance by the Company where any fine, penalties or strictures imposed on the Company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.

However, during the FY 2023-2024, BSE Limited("BSE") has levied a fine of Rs. 11,800/- (inclusive of 18% GST) on the Company for non-compliance of regulation 17(2A) of SEBI Listing Regulations pertaining to quorum of Board meeting for the quarter ended December 2023. However, the quorum was present in the Board meeting held on 08-11-2023 and due to a typographical error while submitting the Corporate Governance Report for the quarter ended December 31, 2023 with BSE, the quorum was inadvertently filled as 2 instead of 4. The Company immediately filed the revised Corporate Governance Report for the aforesaid Quarter after receiving the notice from the BSE and also paid the aforesaid fine on 06-03-2024. Since it was a typographical error, the Company has submitted a request vide letter dated 27-02-2024 to BSE for waiver of the aforesaid fine and also submitted relevant information/document evidencing the presence of requisite quorum. The said waiver application is currently pending.

**f) Details of Vigil Mechanism/ Whistle Blower Policy**

In term of Regulation 22 of SEBI Listing Regulations and pursuant to the provisions of Section 177(10) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, every listed company shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed and such vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee.

For the abovementioned purpose your company has created Vigil Mechanism/ Whistle blower mechanism, a mechanism for all Directors and employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism, under the auspices of Audit committee to provide protection and heard genuine concerns of employees and its directors and to make transparency and comply the code of conduct of the company efficiently and accurately.

The Policy acts as a neutral and unbiased form to voice concerns in a reasonable and effective manner without fear of reprisal.

Till the date of this report, audit committee has not received any complaint from its directors or employees and your Company is affirming that till the date no person has denied to access to Audit Committee.

**g) Equity shares in the suspense account**

In accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the SEBI Listing Regulations, details of equity shares in the suspense account are as follows:

Particulars	Number of Shareholders	Number of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2024	1	200
Number of shareholders and the shares transferred to the suspense escrow account during the year	--	--
Shareholders who approached the Company for transfer of shares from suspense account during the year	1	200
Shareholders to whom shares were transferred from the suspense account during the year	1	200
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2025	--	--

The voting rights on the shares outstanding in the suspense account as on March 31, 2025, shall remain frozen till the rightful owner of such shares claims the shares.

**For Shri Gang Industries and Allied Products Limited**

**Date: August 29, 2025**  
**Place: New Delhi**

**Sanjay Kumar Jain**  
**Chairperson (Director)**  
**DIN: 01014176**

**DECLARATION AS PER REGULATION 26(3) OF SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015**

All Directors and Senior Management personnel of the Company have affirmed compliance with the provisions of Company's Code of Conduct for the financial year ended March 31, 2025.

**For Shri Gang Industries and Allied Products Limited**

**Date: August 29, 2025**  
**Place: New Delhi**

**Sanjay Kumar Jain**  
**Chairperson (Director)**  
**DIN: 01014176**

**CEO AND CFO CERTIFICATE**

**[Pursuant to Regulation 17(8) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

**The Audit Committee/ Board of Directors,**

Shri Gang Industries and Allied Products Limited  
Plot No. B-2/6, 2/7, UPSIDC Industrial Area, Sandila,  
Phase IV, Hardoi, Uttar Pradesh- 241204

**Sub: Compliance Certificate under regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Financial Year ended March 31, 2025**

This is to confirm w.r.t the Financial Statements for financial year ended March 31, 2025 that:

- a. We have reviewed the financial statements and cash flow statement for the financial year ended on above date 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 violative 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, as may be applicable:
  - I. significant changes in internal control, if any over financial reporting during the year;
  - II. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, if any; and
  - III. there have not been any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By Order of the Board  
For Shri Gang Industries and Allied Products Limited**

**Date: August 29, 2025  
Place: New Delhi**

**Arun Kumar Sharma  
Whole Time Director**

**Mayank Gupta  
Chief Financial Officer**

**Note:** As Company doesn't have any CEO as on date, therefore, Mr. Arun Kumar Sharma, Whole Time Director and Mr. Mayank Gupta, Chief Financial Officer of the company has been authorized by the Board to submit the certificate, in terms of Regulation 17(8) of SEBI (LODR) Regulations, 2015, to the Board.

**PRACTISING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members  
M/s Shri Gang Industries and Allied Products Limited

We have examined the compliance of the conditions of Corporate Governance by **M/s Shri Gang Industries and Allied Products Limited ("the Company")** for the year ended on March 31, 2025 as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, as adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI LODR for the year ended on March 31, 2025.

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

**For Vijay Jain & Co.**

**CS Vijay Jain**  
**Practicing Company Secretary**  
**M. No.: F13701**  
**CP No: 18230**  
**Peer Review No: 2241/2022**  
**UDIN: F013701G001076378**

**Date: August 25, 2025**  
**Place: New Delhi**



### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members,  
**M/s Shri Gang Industries and Allied Products Limited**  
**Plot No. B-2/6, 2/7, UPSIDC Industrial Area,**  
**Sandila, Phase IV, Hardoi, Uttar Pradesh- 241204**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s Shri Gang Industries and Allied Products Limited**, having CIN: **L11011UP1989PLC011004** and having registered office at Plot No. B-2/6, 2/7, UPSIDC Industrial Area, Sandila, Phase IV, Hardoi, Uttar Pradesh- 241204 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company, Directors & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment*
1.	Mr. Sanjay Kumar Jain	01014176	03/03/2022
2.	Mr. Vishal Singh	07500944	14/06/2022
3.	Ms. Seema Sharma	08728701	31/03/2020
4.	Mr. Arun Kumar Sharma	09008061	13/11/2021
5.	Mr. Vyom Goel	10063284	23/06/2023
6.	Mr. Vivek Singh Khichar#	10749725	30/08/2024

\*the date of appointment is as per the MCA Portal.

#Mr. Vivek Singh Khichar appointed effective from August 30, 2024.

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

**For Vijay Jain & Co.**

**CS Vijay Jain**  
**Practicing Company Secretary**  
**M. No.: F13701**  
**CP No: 18230**  
**Peer Review No: 2241/2022**  
**UDIN: F013701G001076257**

**Date: August 25, 2025**  
**Place: New Delhi**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### GLOBAL AND INDIAN ECONOMIC OUTLOOK

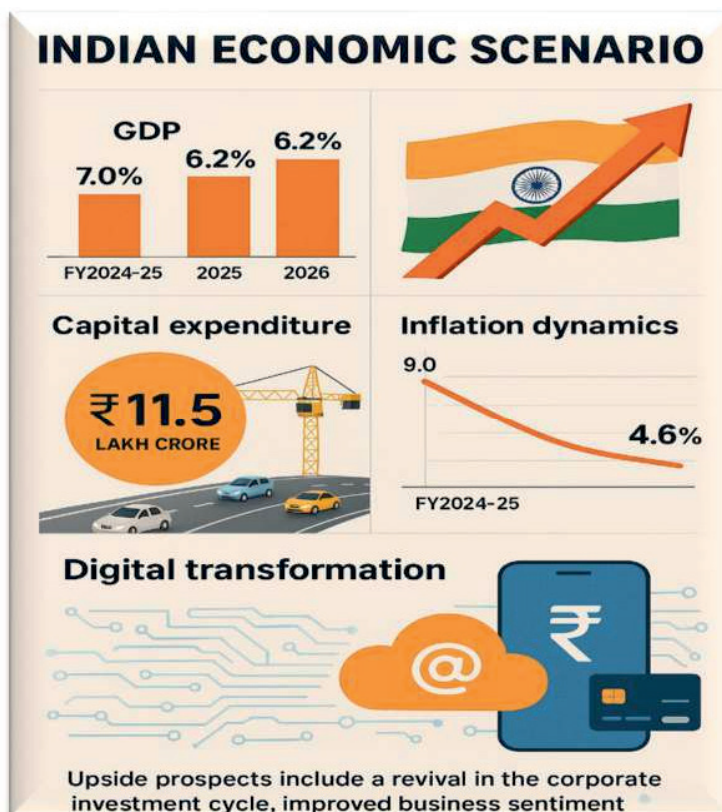
#### Global Economic Scenario

The global economy stands at a critical juncture in 2025, navigating between renewed optimism and persistent uncertainty. Signs of resilience are evident—global GDP is projected to grow at 3.1%–3.3% in 2025, buoyed by easing inflation, stabilising labour markets, and resilient demand. Emerging markets, particularly India with an expected 7.0% growth, continue to drive global momentum through robust domestic consumption, structural reforms, and sustained government spending.

At the same time, challenges remain significant. A series of policy pivots, including new US tariff measures and resulting countermeasures, has reintroduced volatility into the global trade system. High-frequency indicators such as retail sales and PMI surveys point to slowing momentum in advanced economies, where tight monetary conditions continue to weigh on activity. Within countries, uneven income gains highlight persistent vulnerabilities despite headline GDP recovery.

The medium-term outlook also faces structural headwinds. Growth over the next five years is forecast at around 3.2%, below the 2000–2019 average of 3.7%, with population ageing emerging as a key drag on productivity and labour force participation. For many emerging and developing economies, this implies a deceleration in income convergence.

Going forward, the path of global growth will depend heavily on how trade tensions evolve, the extent of policy coordination, and the effectiveness of structural reforms. Reducing policy-induced uncertainty and restoring confidence through reforms, investment in technology, and prudent fiscal management will be critical to sustain momentum and ensure a more inclusive recovery.



## **Indian Economy**

India continues to maintain its position as the fastest-growing large economy, with GDP growth of 7.0% in FY 2024-25, supported by a robust infrastructure push, resilient services, and strengthening consumption. Looking ahead, the IMF projects growth of 6.2% in 2025 and 6.3% in 2026, while the Reserve Bank of India (RBI) estimates growth at 6.5% in FY 2025-26, highlighting India's consistent outperformance relative to global peers.

A major driver of growth has been the government's sustained focus on capital expenditure. In FY 2024-25, CAPEX outlay of ₹11.5 lakh crore (3.3% of GDP) boosted job creation and rural connectivity, with the FY 2025-26 Union Budget further allocating ₹11.21 trillion (3.1% of GDP). While rural demand recovery has been somewhat uneven due to erratic monsoons, overall consumption trends remain strong. Rising disposable incomes, improved consumer confidence, and a recovering supply chain are driving higher spending on both essentials and discretionary services.

Inflation dynamics have improved significantly, with consumer price inflation easing to a six-year low of 4.6% in FY 2024-25, largely on account of food prices. This enabled the RBI to initiate its first rate cuts in nearly five years—25 basis points in February 2025 and another 25 basis points in April 2025—bringing the repo rate down to 6.0%, while shifting its stance to 'neutral' to balance growth with stability.

Digital India continues to be a transformative growth engine. Flagship programs such as ONDC, DigiLocker, and the Ayushman Bharat Digital Mission are strengthening the digital ecosystem, enabling greater financial inclusion, promoting formalisation, and widening access to government services. Rapid adoption of digital payments further underscores India's innovation-led, inclusive growth trajectory.

Going forward, India's growth outlook remains broadly resilient but contingent on external and domestic factors.

- Upside prospects include a revival in the corporate investment cycle, improved business sentiment, faster global disinflation, easing commodity prices, and early resolution of trade and geopolitical tensions.
- Downside risks stem from increasing protectionism and trade fragmentation, volatile energy and financial markets, geopolitical uncertainties, climate-related disruptions, and uneven rural demand recovery.

Overall, India's economy is well-positioned for sustained, broad-based growth, driven by infrastructure-led expansion, resilient domestic demand, and rapid digital transformation, while maintaining careful policy calibration to manage global and domestic risks.

## **Industry Overview**

### **Global Alcoholic Beverage Industry**

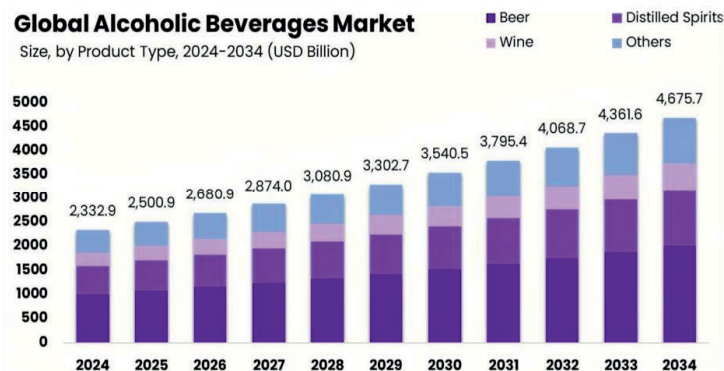
The global alcoholic beverage industry is undergoing significant shifts, influenced by evolving consumer preferences and market dynamics. The International Wine and Spirits Record (IWSR) data projects India, China and the United States to be the key drivers of growth in the global alcoholic beverage market. These countries are estimated to collectively add USD 30 billion in value to the industry by 2028, despite the challenges faced in 2023 and 2024.

Among these three countries, India is showing significant growth, particularly in whisky. Markets such as China are experiencing volume declines due to economic factors. In response to the dynamic environment shaped by macroeconomic and regulatory pressures, brands are actively recalibrating their strategies by expanding into emerging markets and promoting innovation across product categories to sustain growth.

Increasing disposable incomes in emerging markets, which have led to higher demand for premium and luxury products, are a key driver of growth in the global alcoholic beverage industry. Consumers are increasingly interested in unique, high-quality, craft and artisanal drinks. At the same time, expansion of e-commerce and retail channels has promoted accessibility for these products.

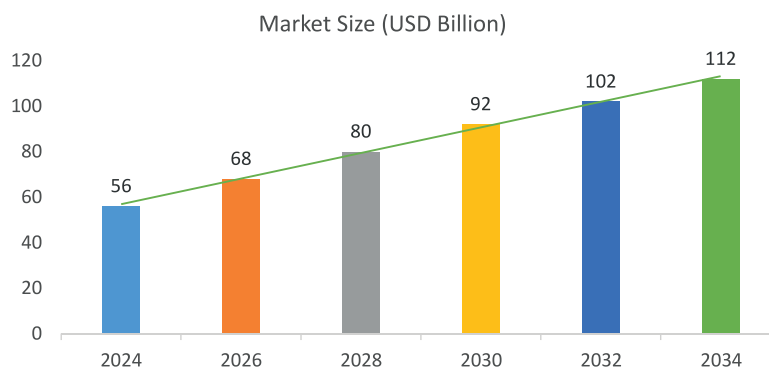
Urbanisation and changing social trends are encouraging more social drinking, while product innovations, such as low-alcohol and uniquely flavoured options, are attracting a wider audience. Marketing efforts, brand positioning, and strong growth in the travel and hospitality sectors are further propelling the industry's growth.

To summarise, the major trends seen currently in the industry include a growing shift toward premium products, escalating demand for wellness-focused beverages, and increasing preferences for craft and non-alcoholic options, driven by evolving consumer lifestyles and health-conscious choices.



### Indian Alcoholic Beverage Industry

India's alcoholic beverage industry is undergoing accelerated growth, supported by favorable demographics, a large and youthful population, rapid urbanisation, and rising disposable incomes. Evolving lifestyles and shifting social attitudes—including increased acceptance of alcohol consumption among women in emerging urban centres—are further expanding the consumer base. As more young professionals enter the workforce, demand for premium alcoholic beverages has risen sharply, driven by aspirations for improved lifestyles and quality consumption experiences.



### Key Consumer Trends

A defining trend shaping the industry is premiumisation. Consumers are increasingly moving towards higher-quality, differentiated products, with affluent segments exploring a wider repertoire of brands. This has fuelled growth in the premium spirits category, particularly through on-trade channels such as bars, restaurants, and lounges, where consumers are encouraged to experiment with premium offerings. Attitudes toward drinking are also evolving, with a shift towards more social and moderate consumption.

### Market Composition

The Indian alcoholic beverage market is domestically driven, with whisky imports primarily used for blending into Indian Made Foreign Liquor (IMFL). India remains the world's largest importer of Scotch whisky, and premiumisation is expected to further strengthen import demand. Restrictions on mass-media advertising have prompted companies to rely heavily on point-of-sale promotions, digital campaigns, event-based activations, and immersive brand experiences. Notably, post-COVID, large-scale experiential events, international artist collaborations, and omni-channel activations have become important brand-building tools for industry leaders.

### Consumer Value Shifts

While premiumisation is driving growth at the top end, the middle and mass segments are becoming increasingly value-conscious. Consumers are seeking compelling propositions through innovative packaging, accessible flavour profiles, differentiated narratives, and competitive pack-price formats. This duality—premiumisation at the top and value-driven disruption at the base—is shaping the competitive dynamics of the industry.

### Market Size and Growth Outlook

- Current Size (2024): ~USD 56 billion
- Projected Size (2034): ~USD 112 billion
- CAGR (2024–2034): ~7.2%
- Spirits Segment Outlook: Led by whisky, vodka, and rum, projected to reach ~USD 51 billion by 2034.

### Export Opportunities and Policy Support

Despite being the world's fifth-largest consumer market, India ranks only 40th in alcoholic beverage exports. This gap presents a significant opportunity, particularly in high-potential markets such as the UAE, Singapore, and Africa. The government is actively supporting export growth through participation in international trade shows, improving market access, and pursuing regulatory reforms. Privatisation and ongoing policy rationalisation are expected to further unlock the industry's economic potential.

### Regulatory Scenario in the Indian Market

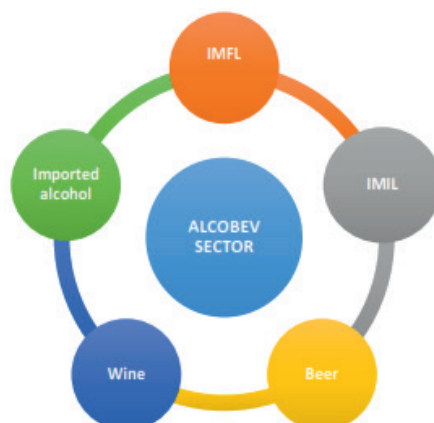
Despite alcoholic beverages holding a deep cultural and historical significance in India, the industry operates within a complex regulatory framework, governed by both central and state laws. The Food Safety and Standards Authority of India (FSSAI), under the Ministry of Health & Family Welfare, regulates the sector through the Food Safety and Standards (Alcoholic Beverages) Regulations, 2018, which came into effect on April 1, 2019. These regulations aim to ensure consumer safety, uphold quality standards, and provide a structured approach to industry oversight. India's alcoholic beverage

industry operates within a dynamic regulatory landscape, with state specific laws shaping production, distribution and sales. While excise duties, licencing requirements and advertising restrictions present challenges, they also stimulate innovation in marketing and brand positioning. Evolving policies, and a growing focus on responsible consumption, will catalyse opportunities for businesses to adapt and thrive in a more structured and compliant environment.

Another landmark development during the year was the India-UK Free Trade Agreement, which was in the works since 2022. The trade pact has reduced duty on import of Scotch whisky and gin from the UK to half - at 75% from 150% earlier. This will gradually reduce to 40% over the next 10 years. India is amongst the world's largest whisky markets, and this agreement will enable improved accessibility of Scotch for Indian consumers and boost the growth of alcobev and hospitality industries.

### Market Segmentation

According to the classification in India, the Alcobev sector is structured as follows:



- **IMIL- Indian Made Indian Liquor**
- **IMFL -Indian Made Foreign Liquor**

Andhra Pradesh, Karnataka, Maharashtra, Telangana, Uttar Pradesh and West Bengal are among the principal consumer states.

### **Consumer Landscape**

The consumer profile of India is changing evolving with rapidly propagating middle class. The segment is broadly categorised into:

- **Prestige and Above Segment:** Increased aspiration, international travel experiences and expanding brand awareness among urban consumers are key factors propelling growth in this premium market segment.

Evolving consumer demand includes:

- Craft and flavoured spirits
- Regionally customized blends
- Multichannel brand engagement

- **Growth Potential**

The Alcobev market of India is still underpenetrated when compared with an international benchmark. Growth catalysts include:

- Demographic dividend: India's young population drives economic vitality and future growth potential.
- Urban migration and infrastructure development
- Growing on-premise consumption
- Greater social acceptance for drinking amongst women
- Worldwide travel

### **Indian Whisky Segment Overview**

India is the world's largest consumer of whisky, accounting for nearly half of global whisky consumption. Whisky dominates the Indian spirits category, contributing over 60% of the country's total alcohol consumption by volume. The market is valued at an estimated USD 18-20 billion in 2024 and is projected to grow at a CAGR of 6-7% over the next decade, driven by rising incomes, premiumisation, and expanding urban demand.

### **Key Drivers**

- **Demographics:** A large, young, and aspirational consumer base.
- **Premiumisation:** Growing preference for higher-quality blends and single malts, especially in urban centres.
- **Global Influence:** Imported Scotch remains highly aspirational; India is the largest importer of Scotch whisky globally.
- **Domestic Strength:** Indian Made Foreign Liquor (IMFL) brands dominate the mass and mid-tier segments, while homegrown premium brands are gaining traction.

### **Trends**

- Rapid expansion of the premium and super-premium whisky segments.
- Rising popularity of single malts and craft whiskies.
- Increasing female consumer participation in urban markets.
- Brand-building through digital campaigns, experiential events, and collaborations due to advertising restrictions.



## Outlook

The Indian whisky market is set for sustained growth, supported by premiumisation, rising disposable incomes, and continued product innovation. Both global majors and Indian players are aggressively investing in premium and super-premium offerings, positioning India as the largest and most attractive whisky market worldwide over the coming decade.

### Indian Extra-Neutral Alcohol (ENA) Market

Extra-Neutral Alcohol (ENA) is a high-purity ethyl alcohol used as the primary raw material in the production of alcoholic beverages such as whisky, vodka, rum, gin, and liqueurs. It also has applications in pharmaceuticals, cosmetics, and personal care products. In India, the ENA market is closely linked to the performance of the alcoholic beverage industry, given that liquor manufacturing consumes the majority of ENA produced.

### Market Size and Growth

The Indian ENA market is estimated at ~USD 3.5–4.0 billion in 2024. It is expected to grow at a CAGR of ~5–6% through 2030, in line with rising demand for alcoholic beverages and industrial applications.

India is one of the largest producers and consumers of ENA globally, supported by abundant feedstock availability (sugarcane molasses and grains).

### Key Drivers

- **Alcoholic Beverage Industry Growth:** Rising whisky, vodka, and premium spirits consumption is the dominant demand driver.
- **Demographics & Urbanisation:** A young population, rising disposable incomes, and lifestyle changes boost beverage alcohol consumption, which in turn drives ENA demand.
- **Diversified Applications:** Expanding use of ENA in pharmaceuticals (formulations, antiseptics), cosmetics (perfumes, deodorants), and industrial solvents adds stability to demand.
- **Government Push for Ethanol Blending:** Although distinct from fuel ethanol, overlap in feedstock and distillery capacity expansion indirectly benefits ENA production.

## Outlook

The Indian ENA market is expected to witness steady growth, anchored by strong demand from the alcoholic beverages industry, particularly premium spirits. With rising premiumisation, grain-based ENA production is likely to gain momentum. Policy stability, raw material security, and technology adoption in distilleries will be key to sustaining growth and ensuring India retains its position as a leading global ENA producer.

### Indian Made Foreign Liquor Segment Overview

The Indian Made Foreign Liquor (IMFL) segment is the largest and most dominant category in India's alcoholic beverage industry, accounting for over two-thirds of the country's spirits consumption. Valued at around USD 35–38 billion in 2024 and projected to grow at a CAGR of 6–7% through 2030, IMFL comprises whisky, rum, brandy, vodka, and gin, with whisky alone contributing nearly 60% of sales. Growth is being driven by favourable demographics, rising disposable incomes, urbanisation, premiumisation, and wider distribution into Tier-2 and Tier-3 cities. While the mass and value segments continue to anchor volumes, the prestige, premium, and super-premium categories are driving revenue growth, supported by changing consumer aspirations and lifestyle shifts.

Although the industry faces challenges from high taxation, state-level regulatory variations, raw material volatility, and strict advertising restrictions, it continues to innovate through premium offerings, craft spirits, and digital engagement strategies. Looking ahead, the IMFL segment is expected to see sustained double-digit growth in premium and super-premium categories, particularly in whisky and single malts, cementing its position as the engine of India's alcoholic beverage industry and a key contributor to government revenues.

### Growth Drivers

Change in demographics, coupled with the change in lifestyle is another major factor expected to foster the market of alcohol. The legal drinking age in India varies from state to state (*from 18 years to 25 years*), further indicate that India is ideal for the high growth of the alcohol market.

The outlook for the Indian alcoholic beverages continues to remain positive due to favorable demographics, expanding middle class, rising disposable income levels, greater preference for premium food and drink experiences and greater acceptance of alcoholic beverages in social circles. Increased consumption of liquor in rural areas will be another major reason for the growth in the market. Although the average per adult intake of alcohol is considerably low in India when compared to other countries such as the United States, drinkers among young Indians are more prevalent. This provides tremendous opportunity to drive growth of Alcobeve industry on the back of its rising working age population. It is expected that per capita consumption will increase with changes in lifestyle and aspiration of the population.

The Indian market is huge and has great potential for all the players in this space, we firmly believe there is room for everyone in this industry. The age demographics are in India's favor and because of rapid urbanization, the industry will continue to witness healthy demand.

### **Company Overview**

The company is primarily engaged in the business of alcoholic beverages industry and has established a Grain based Distillery along with a Bottling Plant for Indian Made Foreign Liquor (IMFL) at Sandila, Dist. Hardoi, Uttar Pradesh. It manufactures, sells and distributes alcoholic beverages offering a portfolio of various Brands across scotch whisky, IMFL whisky and country liquor. The Company continues to drive growth by augmenting its premium offerings while also maximizing value across segments to cater to varied consumer preferences.

During the year, the Company enhanced its distillery production capacity from 55 KLPD to 66 KLPD at its Sandila, Uttar Pradesh plant. The facility, equipped with cutting-edge distillation technology from Praj Industries Limited, and supported by a 9-line bottling plant, ensures efficiency, scale, and superior product quality.

The Company continues to be a preferred tie-up unit for the supply of prestigious IMFL brands for United Spirits Limited (USL), further reinforcing its long-standing industry partnerships and market credibility

Company achieved a revenue of ₹35,262.37 Lakh, reflecting a growth of 22.16% over the previous year's ₹28,864.89 Lakh. Profit Before Tax rose sharply to ₹3,400.53 Lakh, registering an increase of 74.31% as compared to ₹1,950.81 Lakh in the previous year, underscoring the Company's operational strength and market resilience.

### **Opportunities & Threats**

#### **Opportunities**

The Indian alcoholic beverage industry presents significant growth opportunities at the back of rising disposable incomes, expanding middle class, young population, and evolving consumer preferences toward premium and innovative products. Key opportunities include:

- **Premiumisation:** Consumers are increasingly prioritizing quality over quantity, catalysing significant demand for premium and super-premium alcoholic beverages. Major brands are capitalising on this trend by expanding their high-end product portfolios, and launching innovative offerings that cater to local tastes and evolving consumer preferences. There is good opportunity in the liquor business as demand for potable liquor is showing a steady growth year on year.
- **Innovation in Product Development:** The growing popularity of flavoured alcoholic beverages, low-alcohol options and mixers presents opportunities for product diversification. Industry leaders are continuously exploring innovative formulations to cater to evolving consumer preferences, particularly among younger demographics.
- **Expansion into Tier II and III Cities:** There is strong potential for growth in tier II and tier III cities, where rising income levels and evolving social norms are driving increased alcohol consumption. Strengthening distribution networks and forging strategic partnerships with local retailers will lead to improved market penetration, increased product accessibility, and sustained growth across diverse consumer segments.
- **Regulatory and Policy Tailwinds:** Recent policy changes have created a more favourable business environment, offering opportunities for industry players to expand operations and streamline supply chains. Many organisations would leverage these regulatory shifts by refining their market strategies, enhancing compliance frameworks, and exploring new growth opportunities to drive long-term sustainability and expansion.

### Threats

The Indian alcoholic beverage industry faces several challenges that impact its growth and operational dynamics. Key challenges include:

- **Compliance and Taxation Complexity:** The industry operates under stringent regulations that vary across states, making compliance and distribution challenging for businesses. Navigating these diverse policies requires careful strategic planning and a high degree of adaptability. The varying tax structures across different states lead to significant price differences, which in turn impact both the affordability of alcoholic beverages for consumers and the profitability of manufacturers.
- **Illicit Market Competition:** The presence of unregulated and illegal alcohol sales significantly affects the revenue of legally operating businesses by creating unfair competition and reducing their market share. This also poses serious risks to consumer safety and quality control, as unregulated products may not adhere to established health and safety standards.
- **Cultural Sensitivities:** Cultural sensitivities surrounding alcohol consumption continue to pose challenges in certain communities, where social norms and traditions discourage its acceptance. Threat of change in the Government policies which can affect the industry.

### Risks & Concerns

The risks and opportunities of all corporations are inherent and inseparable elements. Directors and management of the Company take constructive decisions to protect the interests of stakeholders.

- Liquor industry is dependent on the policies of the State Governments as potable liquor is a State Subject. There is a threat of imposition of prohibition on consumption of liquor as done in the States of Gujarat and Bihar.
- A slowdown in global economic growth due to the ongoing geopolitical tensions may lead to a reduction in disposable consumer income and a deceleration in the IMFL industry, which could adversely affect the Company's financial performance.
- Disruptions in the supply chain or limited availability of raw materials may create inflationary pressure, negatively impacting the Company's earnings.
- Shifts in consumer preferences toward alcoholic beverages may significantly impact demand for the Company's products.
- Prohibition in certain states poses a threat to legitimate sales and gives rise to inter-state smuggling impacting industry growth. This may also lead to a proliferation of country liquor sales in absence of / curtailed availability of branded products.
- The industry is exposed to multiple regulatory risks emanating from state taxes, and changes in regulations with respect to pricing, licensing, working of operating facilities, manufacturing processes, marketing, advertising, and distribution.

### Operational and Financial Performance

During the year under review, your Company achieved a revenue of ₹35,262.37 Lakh, reflecting a growth of 22.16% over the previous year's ₹28,864.89 Lakh. Profit Before Tax rose sharply to ₹3,400.53 Lakh, registering an increase of 74.31% as compared to ₹1,950.81 Lakh in the previous year, underscoring the Company's operational strength and market resilience.

The Company is currently operating in two segments- Edible oils operations and Liquor Operations. During the year, the Company earned a revenue of Rs. 35,086.79 Lakh from Liquor Operations and Rs. 175.58 Lakh from edible oils operations.

During the course of the year, the Company witnessed an improvement in net debt profile also.

Company's performance and growth during the year reflect the strength of our broad-based portfolio and our ability to capitalize on emerging opportunities. We responded swiftly to market dynamics, efficiently serving consumer demand and demonstrating agility, speed, and precision in execution.

## Outlook

Shri Gang Industries & Allied Products Limited delivered a strong earnings turnaround in FY 2025, with profits more than doubling year-on-year, supported by bottling partnerships with leading liquor players such as United Spirits Limited. With improving operating cash flows and stronger returns on capital, the Company is well-positioned to capitalize on the steady expansion of India's IMFL market.

We remain strategically focused on enhancing capabilities through organisational and distribution reforms, brand-building initiatives, supply chain efficiencies, and portfolio optimisation. At the same time, as a responsible organisation rooted in ethics and integrity, we are committed to upholding the highest standards of corporate responsibility.

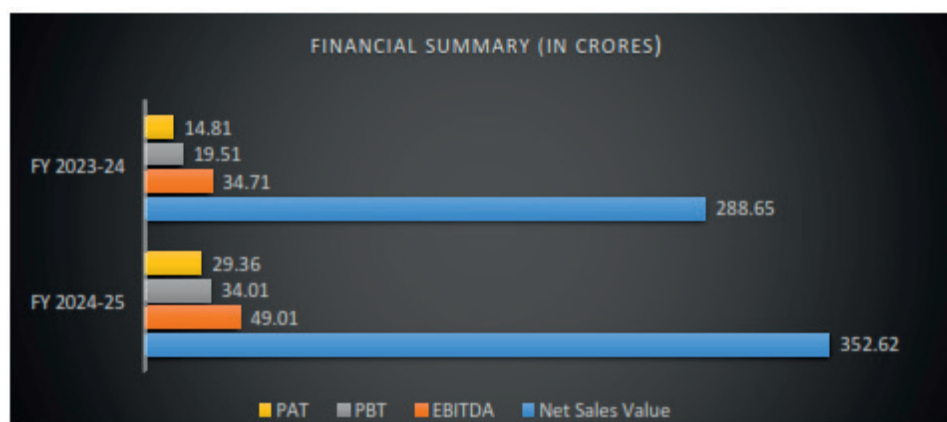
Our efforts are directed towards accelerating the growth of our core brands, strengthening our route-to-consumer strategy, and leveraging economies of scale to consolidate and expand our competitive edge.

## Details of Significant Changes in Key Financial Ratios

### Financial Performance

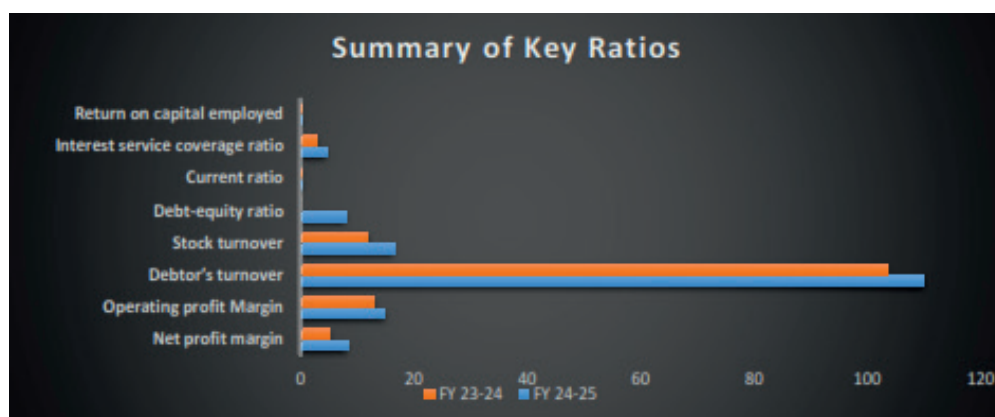
(INR in Cr.)

Particulars	FY 2023-24	FY 2024-25	YoY (% change)
Net Sales Value	288.65	352.62	22.16
EBITDA	34.71	49.01	41.18
PBT	19.51	34.01	74.31
PAT	14.81	29.36	98.28



Ratios	FY 2024-2025	FY 2023-2024	Change	Remarks
Net profit margin	8.32	5.13	62.18%	The improvement is attributable to enhanced capacity utilization and improved operational efficiencies.
Operating profit Margin	14.97	13.08	14.45%	The improvement is attributable to enhanced capacity utilization and improved operational efficiencies
Debtor's turnover	110.01	103.42	6.37%	NA
Stock turnover	16.50	11.99	37.65%	Improvement in the ratio indicates more efficient inventory management and faster conversion of inventory into sales

Ratios	FY 2024-2025	FY 2023-2024	Change	Remarks
Debt-equity ratio	8.03	-ve	NA	The improvement is attributable to higher profitability during the year and Net Worth turning positive, thereby strengthening the Company's overall financial position
Current ratio	0.43	0.35	16.22%	NA
Interest service coverage ratio	4.68	2.95	58.64%	Improvement attributable to higher profitability
Return on capital employed	0.45	0.30	49.91%	Improvement attributable to higher profitability



### **Material Developments in Human Resources / Industrial Relations Front, Including Number of People Employed**

During the financial year March 2025, the Company continued to prioritize the development and well-being of its human capital, recognizing employees as a cornerstone of sustainable growth. We remain committed to fostering a workplace culture that empowers our teams, supports career progression, and promotes high levels of engagement across all levels of the organization.

#### **Human Resources**

Your Company recognizes that people are the prime assets of the organization. Your Company believes that its employees are integral to driving business success. Your Company's talent pool plays a key role in commitment to deliver quality products and services. Your Company recognizes that the long-term success and sustainable growth of our organization depends on our capacity to attract, retain and develop our employees. We are committed to providing our employees across the country with a safe and healthy work environment and helping them realize their full potential. The organization fosters an open and transparent work culture that drives innovation and nurtures entrepreneurial spirit among all employees. Your Company believes in celebrating milestones, both big and small, and encourages people to connect, communicate and collaborate through various forums.

A growth-oriented work culture is emphasized, with a clear focus on developing premium brands. The Company's customer-focused approach ensures effective responses to consumer needs while encouraging a professional environment that embraces calculated risks and innovation. The HR department fosters a system-driven environment that operates smoothly, regardless of individual work styles. The management promotes employee empowerment by increasingly automating systems and processes, which enhances accountability and creates a more engaged and motivated team.

The Company continues to focus on attracting and retaining right talent with right opportunities to employees. Learning is ingrained in our culture and employees are constantly encouraged and given ample opportunities to upgrade their knowledge and skill.

Your Company remains committed to enhancing employee capabilities, equipping them with the necessary tools to thrive in a rapidly evolving industry and adapt to future challenges. It is worth noting that the Company's industrial facilities operate smoothly without the presence of labor unions, ensuring uninterrupted operations and minimal disruption.

### **Industrial Relations**

Industrial relations during the year remained cordial, contributing to mutual development. Company maintained healthy and harmonious relations at all levels and across all locations. The Board of Directors and management wish to place on record their appreciation for the dedicated of all the employees in achieving strong performance. The Company remained fully compliant with all applicable labor laws and regulatory requirements.

No case was reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 was reported during the year.

### **Workforce Strength**

As of March 31, 2025, the total number of employees stood at 235 compared to 219 as of March 31, 2024. The workforce includes personnel across various functions such as Sales & Marketing, Manufacturing, Finance and all other Corporate functions.

### **Cash Flow Analysis**

The Cash Flow Statement of the Company for the year under review, in terms of Regulation 34(2) of the Securities & Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 is annexed to the Annual Accounts of the company which forms part of the Annual Report.

### **Other Equity (Reserves and Surplus)**

As on March 31, 2025 the Reserves and Surplus in the Balance Sheet were negative at Rs. 879.68 Lakh as compared to the negative balance of Rs. 4,788.42 Lakh during the previous Financial Year ended on March 31, 2025.

Net Worth of the company stood at Rs. 1059.95 Lakh as compared to the negative net worth of Rs. 2,996.23 Lakh. The turnaround to a positive Net Worth was primarily driven by increased profitability during the year and the conversion of loans into share capital.

### **Internal Controls Systems & their Adequacy**

The Company has a robust and well embedded system of internal financial controls. This ensures that all assets are safeguarded and protected against loss from unauthorised use or disposition and all transactions are authorised, recorded and reported correctly. An extensive risk-based programme of internal audit and management reviews, provides assurance on the effectiveness of internal financial

controls, which are continuously monitored through management reviews, self-assessment, functional experts as well as by the Statutory/ Internal Auditors during their audits.

The internal audit plan is also aligned to the business objectives of the Company, which is reviewed and approved by the Audit Committee. Further, the Audit Committee monitors the adequacy and effectiveness of the Company's internal control framework.

We have in place a robust internal control system aligned with the nature, size and complexity of our operations. Stringent and comprehensive controls have been implemented to ensure:

- Efficient and effective use of resources.
- Compliance with applicable laws, regulations, and statutes.
- Safeguarding of assets and interests.
- Proper approval, registration and reporting of transactions.
- Reliability and consistency of accounting data.

The Company's internal control system is commensurate with the nature, size and complexities of the operations.



**CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis, describing the Company's growth prospects, are forward-looking statements including, but not limited to, statements relating to implementation of strategic initiatives, future business developments and economic performance. The actual results may vary, depending upon economic conditions, raw-material prices, government policies, regulations, tax laws and other incidental factors. There are several factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements, including factors that are outside company's control. Your Company neither intends to, nor assumes any obligation to update or revise these forward-looking statements in the light of any developments which may differ from those anticipated.

**For Shri Gang Industries and Allied Products Limited**

**Date: August 29, 2025**

**Place: New Delhi**

**Sanjay Kumar Jain**  
**Chairperson (Director)**  
**DIN: 01014176**

**References**

*Institute of International Finance (IIF), Global Debt Monitor Q1 2025; International Monetary Fund (IMF), World Economic Outlook, April 2025; Reserve Bank of India (RBI), Monetary Policy Report, April 2025; National Payments Corporation of India (NPCI), 2025; Ministry of Finance, Union Budget 2024-25; WHO, Global Status Report on Alcohol, 2024; IWSR Drinks Market Analysis, 2024; The Economist: Global Elections Outlook 2025; MoSPI, Government of India, 2025; OECD Global Consumption Database, 2024; GourmetPro – Definitive Guide to the Indian Spirits market 2025.*

## INDEPENDENT AUDITOR'S REPORT

To The Members of **SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED**

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED ("the Company")**, which comprise the Balance Sheet as at 31<sup>st</sup> March 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Cash Flows, the Statement of Changes in Equity for the year then ended, notes to the financial statements including a summary of material accounting policies and other explanatory information (hereinafter referred to as 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 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2025, and its profit, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

#### 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 provisions 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 by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. In our opinion, there are no key audit matters to be communicated in our report.

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

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, but does not include the financial statements and our auditor's report thereon. The other information 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 other information, if we conclude, that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

#### Management's Responsibility for the Financial Statements

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

In preparing the financial statements, the Management and Board of Directors are 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 are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 control 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 with reference to financial statements 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 the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### Report on Other Legal and Regulatory Requirements

1. 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 Other Comprehensive Income) the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements 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 with reference to financial statements.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, as amended 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 as at 31st March, 2025 on its financial position in its financial statements –Refer Note No- 41 of financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses during the year ended 31st March, 2025.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2025.
    - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. As stated in Note No. 16 (f) to the financial statements, no dividend has been declared by the Company in current and previous years.
  - vi. 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 March 31, 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. 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.
1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government in terms of sub-section (11) of Section 143 of the Act ("the Order"), we give in **Annexure B** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
  2. In our opinion and as per information and explanations given to us, the managerial remuneration for the year ended 31<sup>st</sup> March 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 of the Act.

For **PAWAN SHUBHAM & CO.**  
**Chartered Accountants**  
**ICAI Firm Registration Number: 011573C**

Place of Signature: New Delhi  
Date: 28<sup>th</sup> April, 2025

**CA Krishna Kumar**  
**Partner**  
**Membership Number: 523411**  
**UDIN: 25523411BMIVTZ1142**

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT****Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

**Referred to in paragraph 1(f) of the Independent Auditors' Report of even date to the members of SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED on the Financial Statements for the year ended 31<sup>st</sup> March 2025**

We have audited the internal financial controls with reference to Financial Statements of **SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED** ("the Company") as of 31<sup>st</sup> 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**

The Company's Management and Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal controls 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.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to 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 financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial control with reference to Financial Statements 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 with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to 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 Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the 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<sup>st</sup> 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 Issued by the ICAI.

For **PAWAN SHUBHAM & CO.****Chartered Accountants****ICAI Firm Registration Number: 011573C****CA Krishna Kumar****Partner****Membership Number: 523411****UDIN: 25523411BMIVTZ1142**

Place of Signature: New Delhi

Date: 28<sup>th</sup> April, 2025

### ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

**Referred to in paragraph 2 of the Independent Auditors' Report of even date to the members of SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED on the Financial Statements as of and for the year ended 31<sup>st</sup> March, 2025**

In terms of the information and explanation sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report the following: -

- i. (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment and relevant details of right of use assets.  
(B) The Company does not have any intangible assets and accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The Property, Plant and Equipment were not physically verified during the year as Management has a programme of verification at reasonable intervals which, in our opinion, provides for physical verification of all the Property, Plant and Equipment and right of use assets at reasonable intervals.
- (c) The Company does not have any immovable property. Therefore, this clause is not applicable. However, the Company has leasehold land taken from UPSIDC for a lease term of 90 years.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) or intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at 31<sup>st</sup> March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The physical verification of inventory (excluding stocks with third parties) has been conducted at reasonable intervals by the Management during the year. No inventory is lying with third parties. No discrepancies of 10% or more in aggregate for each class of inventory were noticed.
- (b) The Company has not been sanctioned any working capital limits in excess of Rs 5 crore from banks. However, company has been sanctioned working capital limits of Rs 4 Crore, sanctioned by the bank on the basis of security of current assets. Therefore, this clause is not applicable.
- iii. During the year, the company has not made investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the reporting under clauses 3(iii)(a), 3(iii)(b), 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) are not applicable to the company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has not made any loans or advances to directors or other related parties, therefore reporting under clauses 3(iv) related to compliance with the provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the company.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete
- vii. a) According to the records of the Company and information and explanations given to us and the records of the Company examined by us, the Company has been regular in depositing the undisputed statutory dues including goods and service tax, provident fund, employees state insurance, income tax, sale tax, service tax, duty of customs, duty of excise, value added tax, Cess and other material statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at 31<sup>st</sup> March, 2025 for a period of more than six

months from the date they became payable; except for the Deferred Trade Tax/ Vat amounting to Rs. 1057.87 Lakhs as mentioned in note no. 23 and 40 of these financial statements.

- b) There are no statutory dues, including goods and service tax, provident fund, employees state insurance, income tax, sale tax, service tax, duty of custom, duty of excise, value added tax, Cess and other material statutory dues which has not been deposited on account of any dispute.
- viii. 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.
- ix.
  - a) According to 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 lender.
  - b) The Company has not been declared wilful 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 the information and explanation given to us, term loans taken by the Company were applied for the purpose for which they were obtained.
  - d) On an overall examination of the financial statements of the Company, funds raised on short term basis have not been used during the year for long-term purposes.
  - e) 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 subsidiary, associate or Joint venture.
  - f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiary, joint venture or associate company.
- x.
  - a) 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, the Company has made private placement of Compulsory Convertible Preference Shares (CCPS) during the year by conversion of outstanding loan into CCPS having nominal value of Rs. 10. each. These CCPS are convertible with 18 months into an equal number of equity shares. Company has complied with provisions of Sec 42 and Sec 62.
- xi.
  - a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
  - c) No whistle-blower complaints were received by the Company during the year (and upto the date of this report) and hence reporting under clause 3(xi)(c) of the Order is not applicable.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party 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.
- xv. During the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

- xvi. 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. 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. The Company has not incurred cash losses during the current and 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 realisation 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. (a) According to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, there is no unspent CSR amount as at Balance Sheet date under section (5) of section 135 of the Act, pursuant to any ongoing project, hence, reporting under clause 3(xx)(b) of the Order is not applicable.

For **PAWAN SHUBHAM & CO.**

**Chartered Accountants**

**ICAI Firm Registration Number: 011573C**

**CA Krishna Kumar**

**Partner**

**Membership Number: 523411**

**UDIN: 25523411BMIVTZ1142**

Place of Signature: New Delhi

Date: 28<sup>th</sup> April, 2025

## BALANCE SHEET AS AT 31 MARCH, 2025

(INR in lakhs)

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
		Audited	Audited
<b>I. ASSETS</b>			
<b>1 Non current assets</b>			
(a) Property, Plant and Equipment	3	11,273.50	11,205.89
(b) Capital Work in progress	4	-	-
(c) Right of Use Assets	5	1,294.91	1,325.39
(d) Intangible assets		-	-
(e) Financial Assets			
-i) Other Financial Assets	6	383.93	327.38
(f) Deferred Tax Assets (Net)	7	-	0.55
(g) Other Non Current Assets	9	40.20	62.13
		<u>12,992.54</u>	<u>12,921.34</u>
<b>2 Current assets</b>			
(a) Inventory	10	1,769.85	2,504.74
(b) Financial Assets			
-i) Trade receivable	11	370.13	270.96
-ii) Cash and Cash Equivalents	12	46.80	194.81
-iii) Bank Balances Other than (ii) Above	13	-	10.70
-iv) Other Financial Assets	14	3.65	-
(c) Other current assets	15	190.72	309.77
(d) Income Tax Assets (Net)	8	82.00	89.64
		<u>2,463.15</u>	<u>3,380.62</u>
<b>Total</b>		<u><u>15,455.69</u></u>	<u><u>16,301.96</u></u>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Equity share capital	16	1,793.00	1,793.00
(b) Compulsory Convertible Preference shares	17	147.44	-
(c) Other Equity	18	(879.68)	(4,788.42)
		<u>1,060.76</u>	<u>(2,995.42)</u>
<b>2 Non current liabilities</b>			
(a) Financial Liabilities			
- Borrowings	19	6,450.06	8,613.19
- Lease liabilities	20	38.48	54.82
- Other financial liabilities	21	815.73	183.79
(b) Provisions	22	43.62	31.87
(c) Deferred Tax Liabilities (Net)	7	467.67	-
(d) Other non-current liabilities	23	876.72	1,317.08
		<u>8,692.28</u>	<u>10,200.75</u>

Particulars	Note No.	As at 31 March 2025	As at 31 March 2024
		Audited	Audited
<b>3 Current liabilities</b>			
(a) Financial Liabilities			
- Borrowings	24	2,062.80	4,135.83
- Lease liabilities	25	16.34	13.56
- Trade payables	26		
A) total outstanding dues of micro enterprises and small enterprises		1,072.91	407.39
B) total outstanding dues of creditors other than micro enterprises and small enterprises		278.48	1,613.39
- Other financial liabilities	27	1,526.83	2,333.09
(b) Other current liabilities	28	741.73	589.88
(c) Provisions	29	3.56	3.49
		5,702.65	9,096.63
<b>Total</b>		<b>15,455.69</b>	<b>16,301.96</b>
<b>Corporate information and summary of material accounting policies</b>	<b>1 &amp; 2</b>		
<b>Other notes to accounts</b>	<b>3-54</b>		

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

**For PAWAN SHUBHAM & CO.**

**Chartered Accountants**

Firm's Registration No: 011573C

For and On behalf of the Board of Directors of

**SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED**

**(CA Krishna Kumar)**

**PARTNER**

Membership No. 523411

**Arun Kumar Sharma**

**Whole Time Director**

DIN: 09008061

**Sanjay Kumar Jain**

**Director**

DIN: 01014176

**Place:** New Delhi

**Date:** 28.04.2025

**Mayank Gupta**

**Chief Financial Officer**

**Kanishka Jain**

**Company Secretary**

M.No: F13164



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

(INR in lakhs)

Particulars	Note No.	For the year ended on 31 March 2025	For the year ended on 31 March 2024
		Audited	Audited
<b>Income:</b>			
I. Revenue from operations	30	35,262.37	28,864.89
II. Other income	31	61.61	55.34
III. <b>Total Income (I + II)</b>		<b>35,323.98</b>	<b>28,920.23</b>
<b>IV. Expenses:</b>			
Cost of materials consumed	32	22,177.87	18,420.94
Purchases of Traded Goods		160.92	117.61
Changes in inventory of Finished goods, Traded Goods, Work-in-progress and By-Products	33	480.20	414.91
Excise Duty on sale of products		2,840.84	2,291.58
Employees benefits expense	34	940.09	826.48
Finance costs	35	947.10	1,003.96
Depreciation and amortisation expense	36	553.03	516.51
Other expenses	37	3,823.40	3,801.69
<b>Total expenses</b>		<b>31,923.45</b>	<b>27,393.68</b>
V. <b>Profit / (Loss) before exceptional item and tax (III- IV)</b>		<b>3,400.53</b>	<b>1,526.55</b>
Exceptional Items	38	-	424.26
VI. <b>Profit / (Loss) before tax</b>		<b>3,400.53</b>	<b>1,950.81</b>
<b>VII. Tax expense</b>			
Current tax		-	-
Deferred tax charge / (credit)		468.02	471.83
Earlier year taxes		-	-
<b>Total tax expenses</b>		<b>468.02</b>	<b>471.83</b>
VIII. <b>Profit / (Loss) for the year (VI -VII)</b>		<b>2,932.51</b>	<b>1,478.98</b>
<b>IX. Other Comprehensive Income</b>			
--- Items not to be reclassified to profit & Loss		3.34	2.54
--- Income tax (charge)/ credit on above		(0.20)	(0.64)
X. <b>Total Comprehensive Income for the year net of Tax (VIII + IX)</b>		<b>2,935.65</b>	<b>1,480.88</b>
<b>XI. Earnings per equity share:</b>	39		
(1) Basic		16.36	8.25
(2) Diluted		13.60	8.25
Nominal value of equity shares		10.00	10.00
<b>Corporate information and summary of material accounting policies</b>	1 & 2		
<b>Other notes to accounts</b>	3-54		

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For **PAWAN SHUBHAM & CO.**

Chartered Accountants

Firm's Registration No: 011573C

(CA Krishna Kumar)

PARTNER

Membership No. 523411

For and On behalf of the Board of Directors of

**SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED**

Arun Kumar Sharma

Whole Time Director

DIN: 09008061

Sanjay Kumar Jain

Director

DIN: 01014176

Mayank Gupta

Chief Financial Officer

Kanishka Jain

Company Secretary

M.No: F13164

Place: New Delhi

Date: 28.04.2025

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2025

(INR in lakhs)

Particulars	For the year ended on 31 MARCH 2025	For the year ended on 31 MARCH 2024
	Audited	Audited
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	3,400.53	1,950.81
<b>Add: Non cash and Non operating items</b>		
Depreciation and amortization expenses	553.03	516.51
Finance Costs	901.31	953.53
Fair value measurements on amortization of assets / liabilities	45.79	50.43
Provision for Employee Benefits	15.67	15.45
Loss from sale of property, plant and equipment	-	2.74
<b>Less: Non cash and Non operating items</b>		
Interest on bank deposits	(2.89)	(1.62)
Fair value measurements on amortization of assets / liabilities	(48.65)	(45.51)
<b>Operating Profit before Working Capital changes</b>	<b>4,864.79</b>	<b>3,442.34</b>
<b>Adjustments for: Movement in working capital</b>		
(Increase)/Decrease in Inventories	734.89	(192.95)
(Increase)/Decrease in Trade receivables	(99.17)	16.30
(Increase)/Decrease in other financial and non-financial assets	140.13	547.39
Increase/(Decrease) in Trade Payable	(669.39)	(749.84)
Increase/(Decrease) in other financial and non-financial assets	(501.65)	(1,594.96)
<b>Cash Generated from operations before extraordinary item and tax</b>	<b>4,469.60</b>	<b>1,468.28</b>
Less: Taxes Paid	(7.64)	18.66
<b>Net Cash from Operating Activities (A)</b>	<b>4,477.24</b>	<b>1,449.62</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment (including capital work-in-progress) (net)	(590.16)	(705.00)
Interest income	2.89	1.62
<b>Net Cash used in Investing Activities (B)</b>	<b>(587.27)</b>	<b>(703.38)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Movement in Borrowings	(4,236.16)	312.15
Increase in Share capital	1,120.53	-
Repayment of lease liabilities	(21.04)	(20.08)
Finance Costs (including fair value measurements)	(901.31)	(953.53)
<b>Net Cash received in financing Activities (C)</b>	<b>(4,037.98)</b>	<b>(661.46)</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>(148.01)</b>	<b>84.78</b>
Cash & Cash Equivalents as at beginning of year	194.81	110.03
<b>Cash &amp; Cash Equivalents as at end of year</b>	<b>46.80</b>	<b>194.81</b>

Corporate information and summary of material accounting policies

1 &amp; 2

Other notes to accounts

3-54

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For **PAWAN SHUBHAM & CO.**

Chartered Accountants

Firm's Registration No: 011573C

For and On behalf of the Board of Directors of

**SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED**
**(CA Krishna Kumar)**
**PARTNER**

Membership No. 523411

**Arun Kumar Sharma**
**Whole Time Director**

DIN: 09008061

**Sanjay Kumar Jain**
**Director**

DIN: 01014176

**Mayank Gupta**
**Chief Financial Officer**
**Kanishka Jain**
**Company Secretary**

M.No: F13164

**Place:** New Delhi

**Date:** 28.04.2025

## STATEMENT OF CHANGES IN EQUITY AS AT 31 MARCH 2025

### A. Equity Share Capital

Particulars	Balance as at 31 March, 2023	Change in Equity Share Capital during the year	Balance as at 31 March, 2024	Change in Equity Share Capital during the year	Balance as at 31 March, 2025
<b>Nos. of Shares</b>	1,79,30,000	-	1,79,30,000	-	1,79,30,000
<b>Amount in Lakhs</b>	1,793.00	-	1,793.00	-	1,793.00

### B. Compulsory Convertible Preference shares

Particulars	Balance as at 31 March, 2023	Change in Preference Share Capital during the year	Balance as at 31 March, 2024	Change in Preference Share Capital during the year	Balance as at 31 March, 2025
<b>Nos. of Shares</b>	-	-	-	14,74,375	14,74,375
<b>Amount in Lakhs</b>	-	-	-	147.44	147.44

### C. Other Equity

Particulars	Reserve and Surplus				Other Comprehensive Income	Total
	General Reserve	Capital Reserve	Retained Earnings	Security Premium		
<b>2023-24</b>						
<b>Balance as at 31 March, 2023</b>	<b>220.00</b>	<b>0.81</b>	<b>(6,493.17)</b>	-	<b>3.06</b>	<b>(6,269.30)</b>
Addition during the year	-	-	1,478.98	-	-	<b>1,478.98</b>
Other Comprehensive Income for the Year	-	-	-	-	1.90	<b>1.90</b>
<b>Balance as at 31 March, 2024</b>	<b>220.00</b>	<b>0.81</b>	<b>(5,014.19)</b>	-	<b>4.96</b>	<b>(4,788.42)</b>
<b>2024-25</b>						
Addition during the year	-	-	2,932.51	973.09	-	<b>3,905.60</b>
Other Comprehensive Income for the Year	-	-	-	-	3.14	<b>3.14</b>
<b>Balance as at 31 March, 2025</b>	<b>220.00</b>	<b>0.81</b>	<b>(2,081.68)</b>	<b>973.09</b>	<b>8.10</b>	<b>(879.68)</b>

Corporate information and summary of material accounting policies

1 & 2

Other notes to accounts

3-54

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

**For PAWAN SHUBHAM & CO.**

**Chartered Accountants**

Firm's Registration No: 011573C

**(CA Krishna Kumar)**

**PARTNER**

Membership No. 523411

For and On behalf of the Board of Directors of

**SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED**

**Arun Kumar Sharma**

**Whole Time Director**

DIN: 09008061

**Sanjay Kumar Jain**

**Director**

DIN: 01014176

**Mayank Gupta**

**Chief Financial Officer**

**Kanishka Jain**

**Company Secretary**

M.No: F13164

**Place:** New Delhi

**Date:** 28.04.2025

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2025

### 1. CORPORATE INFORMATION

Shri Gang Industries and Allied Products Limited (hereinafter referred to as “SGIAPL” or “the Company”) (CIN-L11011UP1989PLC011004) is a public limited company incorporated under the provisions of the Companies Act, 1956 having its registered office at Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila Phase IV, Sandila Hardoi, Uttar Pradesh-241204, India and their corporate office at F-32/3, Ground Floor, Okhla Industrial Area, Phase- II, New Delhi-110020.

The Company was engaged in the business of manufacturing and Sale of Vanaspati, Refined Oils and Bakery Shortening. It manufactured these products under its brands, “Apna” and “Mr. Baker” through their plant situated at Sikandrabad, Uttar Pradesh (UP) and the sales were mainly in the State of Uttar Pradesh. The manufacturing activities at factory premises was suspended with effect from March 25, 2010 since the plant at Sikandrabad (UP) was quite old and required substantial capex towards technological up-gradation and addition of new equipment.

Due to this the company diversified into liquor business and set up Bottling Plant for Indian Made Foreign Liquor (IMFL) at Sandila, Dist. Hardoi, Uttar Pradesh which commenced commercial production in July 2020. The Company also set-up a Distillery unit as a backward integration of Bottling Plant. The Distillery unit commenced commercial production in September, 2022. The company is exclusively manufacturing IMFL for United Spirits Limited.

### 2. MATERIAL ACCOUNTING POLICIES

#### a. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The company has adopted Indian Accounting Standards (Ind AS) with effect from 1st April 2017, with transition date of 1st April 2016, pursuant to notification issued by Ministry of Corporate Affairs dated 16th February 2015, notifying the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, the financial statements comply with Ind AS prescribed under section 133 of the Companies Act, 2013 (the “Act”), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements upto and for the year ended on 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended), as notified under section 133 of the Act (Previous Indian GAAP) and other relevant provisions of the Act.

The financial statements are prepared on the historical cost convention, except for certain financial instruments which are measured at fair value. Accounting policies have been consistently applied except where:

- i) 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.
- ii) The Company presents an additional balance sheet at the beginning of the earliest comparative period when: it applies an accounting policy retrospectively; it makes a retrospective restatement of items in its financial statements; or, when it reclassifies items in its financial statements, and the change has a material effect on the financial statements.

All amounts are stated in Lakhs of Rupees, rounded off to two decimal places, except when otherwise indicated.

The financial statements were authorised for issue by the Board of Directors of the company on 28.04.2025.

#### b. CURRENT VERSUS NON-CURRENT CLASSIFICATION

All assets and liabilities are classified into current and non-current.

##### Assets

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

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

- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting period; or
- d) it is cash or cash equivalent unless it restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current assets

### **Liabilities**

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

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting period; or
- d) the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current liabilities.

### **c. USE OF ESTIMATES**

The preparation of financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amounts of Revenue, Expenses, Assets and Liabilities and disclosure of contingent liabilities at the end of the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

### **d. PROPERTY, PLANT AND EQUIPMENT**

#### **Initial recognition and measurement**

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

- a) it is probable that future economic benefits associated with the item will flow to the entity; and
- b) the cost of the item can be measured reliably.

Property, Plant and Equipment ('PPE') are stated at cost of acquisition or construction including any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management less accumulated depreciation and cumulative impairment losses & net of recoverable taxes (net of Cenvat and VAT credit wherever applicable).

Borrowing Cost attributable to acquisition, construction of qualifying assets is capitalized until such time as the assets are substantially ready for their intended use. Indirect expenses during construction period, which are required to bring the asset in the condition for its intended use by the management and are directly attributable to bringing the asset to its position, are also capitalised.

#### **Subsequent Measurement**

Subsequent expenditure related to an item of PPE is added to its carrying amount or recognized as a separate asset, if appropriate and carrying amount of replacement parts is derecognized at its carrying value.

Spare parts or stores meeting the definition of PPE, either procured along with equipment or subsequently, are capitalized in the asset's carrying amount or recognized as separate asset, if appropriate. However, cost of day-to-day servicing are recognized in profit or loss as incurred. Cost of day-to-day service primarily include costs of labour, consumables, and cost of small spare parts.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of Property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in profit or loss.

### Transition to Ind AS

For transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1st April, 2015 measured as per previous GAAP and use that carrying value as the deemed cost of Property, Plant & Equipment.

### Depreciation / amortization

- Depreciation on items of PPE is provided on straight line method in accordance with the useful life as specified in Schedule II to the Companies Act, 2013.
- Depreciation on additions to assets or on sale/discard of assets is calculated pro-rata from the date of such addition or up to the date of such sale / discard.
- Assets residual values and useful lives are reviewed and adjusted, at the end of each reporting period.

The following useful lives are applied:

Asset Category	Useful Life
<b>Building</b>	
----- Factory Buildings	30 years
----- Building (other than factory buildings)	60 years
----- Other (including temporary structure, etc.)	05 years
----- Leasehold Building Improvements	Over the lease period
<b>Plant and Equipment</b>	10-25 years
<b>Furniture and Fittings</b>	10 years
<b>Office Equipment</b>	5 years
<b>Computers</b>	
----- Servers and networks	06 years
----- End user devices viz. desktops, laptops, etc.	03 years

### e. CAPITAL WORK-IN-PROGRESS

Capital Work in Progress comprises of Property, Plant and Equipment that are not ready for their intended use at the end of reporting period and are carried at cost. Cost includes related acquisition expenses, construction cost, borrowing cost capitalized and other direct expenditure. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of Property, Plant and Equipment. Costs are capitalised till the period of assets are substantially ready for their intended use. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is substantially ready for its intended use.

### f. RIGHT OF USE ASSETS

#### Company as a Lessee

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain.

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.



## Finance lease

The Company has entered into land lease arrangement at various locations for a period of 90 years. In case of lease of land for 90 years and above, it is likely that such leases meet the criteria that at the inception of the lease the present value of the minimum lease payments amounts to at least substantially all of the fair value of the leased asset. Accordingly, the Company has classified leasehold land as finance leases applying Ind AS 17. For such leases, the carrying amount of the right of-use asset at the date of initial application of Ind AS 116 is the carrying amount of the lease asset on the transition date as measured applying Ind AS 17. Leasehold land is amortised on a straight-line basis over the unexpired period of their respective lease. Leasehold improvements are depreciated on straight line basis over their initial agreement period.

## g. INTANGIBLE ASSETS

Intangible assets with finite useful life are stated at cost of acquisition, less accumulated depreciation/ amortisation and impairment loss, if any. The cost of Intangible Assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities). Amortisation is recognised in Statement of Profit and Loss account on straight-line basis over estimated useful lives of respective intangible assets, but not exceeding useful lives given hereunder:

Asset Category	Useful Life
Computer Software	05 years

An item of Intangible Asset or any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

Any gain or loss arising on de-recognition of the asset (calculated as the difference between net disposal proceeds and carrying amount of the asset) is included in Statement of Profit and Loss Account when asset is derecognised.

## h. FINANCIAL INSTRUMENTS

### 1. Financial Assets

#### Initial recognition and measurement

Financial Assets are recognised when the Company becomes a party to contractual provisions of Financial Instrument. Financial assets are initially measured at Fair Value. Transaction costs that are directly attributable to acquisition of financial assets (other than financial assets at Fair Value through Profit or Loss) are added to fair value of financial assets. Transaction costs directly attributable to acquisition of financial assets at Fair Value through profit or loss are recognised immediately in statement of Profit and Loss.

#### Subsequent measurement

#### I. Debt Instruments at Amortised Cost

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

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on principal amount outstanding.

After initial measurement, such Financial Assets are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. All other debt instruments are measured at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) based on the Company's business model.

#### II. Equity Investments

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 fair value through Profit and Loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at Fair Value through Other Comprehensive Income (FVOCI) or Fair Value through Profit and Loss (FVTPL) on an instrument-to-instrument basis.

### III. Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on financial assets that are debt instruments, and are measured at amortised cost e.g., Loans, Debt Securities, Deposits and Trade Receivables or any contractual right to receive cash or another financial asset that result from transactions that are within scope of Ind AS 115.

The Company follows 'Simplified Approach' for recognition of impairment loss allowance on trade receivables. Application of simplified approach recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognising impairment loss allowance based on 12 month ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized under the head 'Other Expenses' in the statement of Profit and Loss. The Balance Sheet presentation for various financial instruments is described below:

- i. **Financial assets measured as at amortised cost:** ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. This allowance reduces the net carrying amount.
- ii. **Debt instruments measured at FVTPL:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Change in fair value is taken to the statement of Profit and Loss.
- iii. **Debt instruments measured at FVTOCI:** Since financial assets are already reflected at Fair Value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'Accumulated Impairment Amount' in the Other Comprehensive Income (OCI). The Company does not have any Purchased or Originated Credit Impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/origination.

### IV. Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- i. The rights to receive cash flows from asset has expired, or
- ii. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass through' arrangement and either:-
  - (a) The Company has transferred substantially all risks and rewards of the asset, or
  - (b) The Company has neither transferred nor retained substantially all risks and rewards of the asset but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates, if and to what extent it has retained risks and

rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects rights and obligations that the Company has retained.

## **2. Financial liability**

### **Initial recognition and measurement**

Financial liabilities are classified at initial recognition as:

- a. Financial liabilities at fair value through Profit or Loss
- b. Loans and Borrowings
- c. Payables

All financial liabilities are recognised initially at fair value and in case of loans and borrowings and payables, they are recognised net of directly attributable transaction costs.

### **Subsequent measurement**

Measurement of financial liabilities depends on their classification as below:

- a. **Financial liabilities at Fair Value Through Profit or Loss (FVTPL):** Gains or losses on liabilities are recognised in the statement of profit and loss. Financial liabilities designated upon initial recognition at fair value through statement of profit and loss are designated as such at the initial date of recognition, and only if criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk is recognized in OCI. These gains/losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.
- b. **Loans and Borrowings:** After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (hereinafter referred as EIR) method. Gains and Losses are recognised in statement of profit and loss when liabilities are derecognised as well as through EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR amortisation is included as Finance Costs in the statement of profit and loss.
- c. **Trade and Other Payables:** These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid.

### **Derecognition of Financial liability**

A Financial Liability is de-recognised when obligation under the liability is discharged or cancelled or expires.

## **i. INVESTMENTS**

### **Subsidiaries**

As per Ind AS 27, Control exists when the Company has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns.

Investments in subsidiaries are carried at cost as per Ind AS 27.

### **Associates and Joint Ventures**

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to net assets of joint venture. Joint control is contractually agreed sharing

of control of an arrangement, which exists only when decisions about relevant activities require unanimous consent of parties sharing control.

An associate is an entity over which the Company has significant influence. Significant influence is power to participate in financial and operating policy decisions of investee but is not control or joint control over those policies.

Investment in joint ventures and associates are carried at cost as per Ind AS 27. Cost comprises price paid to acquire investment and directly attributable cost.

#### **j. INVENTORY**

S. No.	Particulars / Item Type	Method of Valuation
1	Raw Material, Packing Material & Consumables (including in transit)	At Cost including direct procurement Overhead / Taxes.
2	Finished Goods (including in transit)	At cost or net realisable value, whichever is lower
3	Stock in process	At cost
4	By Products	At net realisable value
5	Loose Tools	At cost and charged off when discarded

In the above, cost is arrived at by FIFO cost method. In case of Finished Goods and Stock in Process, it also includes manufacturing & related establishment overheads, depreciation etc.

All the spares, which are primarily meant to be used for capitalization (except consumables and maintenance stores), are considered as part of the plant & machinery and shown accordingly.

#### **k. CASH AND CASH EQUIVALENTS**

Cash and Cash Equivalents comprise Cash in Hand, Balances in Bank Account, Remittance in Transit, Cheques in hand and Demand Deposits, together with other short-term, highly liquid investments (original maturity less than 3 months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

#### **l. TAXES**

##### **Current Income Tax**

Current Income tax assets and liabilities are measured at amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside Profit and Loss is recognised outside profit and loss (either in Other Comprehensive Income or in Equity). Current tax items are recognised in correlation to underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### **Deferred Tax**

Deferred Income Taxes are calculated using Balance Sheet Approach, on temporary differences between tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that temporary differences will not reverse in foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to extent that it is probable that taxable profit will be available against which deductible temporary differences and carry forward of unused tax credits and unused tax losses can be utilized.

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

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

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

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

Tax expense for the year comprises of current tax and deferred tax.

#### **Indirect Taxes**

Expenses and Assets are recognised net of the amount of Indirect Taxes viz. GST/VAT, except when the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, indirect tax is recognised as part of cost of acquisition of asset or as part of expense item, as applicable.

#### **Excise Duty**

Excise Duty has been accounted on the basis of both payments made in respect of goods cleared and also provision made for goods lying in factory premises. Cenvat credit is accounted on accrual basis on purchase of materials.

### **m. REVENUE RECOGNITION**

#### **Revenue from contracts**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, incentive schemes, if any, as per contracts with customers. Taxes collected from customers on behalf of Government are not treated as Revenue. Refund of duties and taxes received from government are treated as part of revenue.

#### **Interest Income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is rate that exactly discounts estimated future cash receipts through expected life of the financial asset to gross carrying amount of a financial asset. When calculating effective interest rate, the Company estimates expected cash flows by considering all contractual terms of financial instrument but does not consider expected credit losses.

#### **Other Income**

Other claims including interest on outstanding are accounted for when there is virtual certainty of ultimate collection.

### **n. EMPLOYEE BENEFIT SCHEMES**

#### **Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months.

### **Compensated Absences**

Company provides for encashment of accumulated leaves with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment/availment. The liability is provided based on number of days of unutilized leave at each Balance Sheet date on basis of an independent actuarial valuation.

### **Gratuity**

Liabilities with regard to gratuity benefits payable in future are determined by actuarial valuation at each Balance Sheet date using the Projected Unit Credit method. Actuarial gains and losses arising from changes in actuarial assumptions are recognized in Other Comprehensive Income and shall not be reclassified to the Statement of Profit and Loss in subsequent period.

### **Provident Fund**

Eligible employees of the Company receive benefits from a Provident Fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to provident fund plan equal to a specified percentage of covered employee's salary.

## **o. FOREIGN CURRENCY**

### **Functional and presentation currency**

The management has determined the currency of the primary economic environment in which the company operates i.e., functional currency, to be Indian Rupee (INR). The financial statements are presented in Indian Rupee in lakhs, which is company's functional and presentation currency.

### **Transactions and balances**

Foreign Currency transactions during the year are recorded at rates of exchange prevailing on the date of transaction in the functional currency. Foreign currency monetary assets and liabilities are translated at using the year-end exchange rate. Exchange gains and losses are duly recognised in the Statement of profit and loss. All monetary assets and liabilities in foreign currency are restated at the end of the accounting period.

## **p. EARNINGS PER SHARE**

- a. Basic EPS** is calculated by dividing profit/ (loss) attributable to equity shareholders of the Company by weighted average number of equity shares outstanding during the period.
- b. Diluted EPS** is computed using profit/ (loss) for the year attributable to shareholder' and weighted average number of equity and potential equity shares outstanding during the period, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

## **q. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with applicable Ind AS. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

### **Provisions**

Provisions represent liabilities to the Company for which amount, or timing is uncertain. Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognized in the statement of profit and loss as a finance cost.



**Contingent Liabilities**

In normal course of business, contingent liabilities may arise from litigation and other claims against the Company. There are certain obligations which management of the Company has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Claims against the Company, where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities. Show Cause Notices received are not treated as Contingent Liabilities. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

**Contingent Assets**

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

**r. CASH FLOW STATEMENT**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flows from operating, investing and financing activities of the Company are segregated based on available information.

**s. SEGMENT REPORTING**

The company has two business segments- Edible Oil Operations and Liquor Operations and segment-wise results, assets and liabilities are accordingly given.

**t. FAIR VALUE MEASUREMENT**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurement is based on presumption that transaction to sell asset or transfer liability takes place either:

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

The principal or the most advantageous market must be accessible to the Company. Fair Value of an asset or liability is measured using 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 asset in its highest and best use or by selling it to another market participant that would use asset in its highest and best use.

The Company uses valuation techniques that are appropriate in circumstances and for which sufficient data are available to measure fair value, maximising use of relevant observable inputs and minimizing use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

**Level 1-** Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

**Level 2-** Valuation techniques for which lowest level input that is significant to fair value measurement is directly or indirectly observable.

**Level 3-** Valuation techniques for which lowest level input that is significant to fair value measurement is unobservable.

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

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

**u. EXCEPTIONAL ITEMS**

Exceptional items are transactions which due to their size or incidence are separately disclosed to enable a full understanding of the Company's financial performance. Items which may be considered exceptional are significant restructuring charges, gains or losses on disposal of investments of subsidiaries, associate and joint ventures and impairment losses/write down in the value of investment in subsidiaries, associates and joint ventures and significant disposal of fixed assets.

### 3. PROPERTY, PLANT AND EQUIPMENT (PPE)

(INR in lakhs)

Particulars	Buildings	Plant and Equipments	Vehicles	Furniture and Fixtures	Computers	Office Equipments	Total
<b>Gross Carrying Amount</b>							
As at 31 March 2023	4,347.46	7,143.95	-	67.17	52.13	22.92	<b>11,633.63</b>
Additions	156.85	408.21	142.49	9.53	6.17	14.07	<b>737.32</b>
Disposal / Adjustment	-	(8.97)	-	-	-	-	<b>(8.97)</b>
As at 31 March 2024	4,504.31	7,543.19	142.49	76.70	58.30	36.99	<b>12,361.98</b>
Additions	<b>55.58</b>	<b>486.74</b>	-	<b>27.92</b>	<b>3.75</b>	<b>16.17</b>	<b>590.16</b>
Disposal / Adjustment	-	-	-	-	-	-	-
As at 31 March 2025	<b>4,559.89</b>	<b>8,029.93</b>	<b>142.49</b>	<b>104.62</b>	<b>62.05</b>	<b>53.16</b>	<b>12,952.14</b>
<b>Depreciation and Impairment</b>							
As at 31 March 2023	279.10	350.61	-	5.43	27.91	7.29	<b>670.34</b>
Additions	138.89	307.21	14.18	6.75	13.85	5.10	<b>485.98</b>
Disposal / Adjustment	-	(0.23)	-	-	-	-	<b>(0.23)</b>
As at 31 March 2024	417.99	657.59	14.18	12.18	41.76	12.39	<b>1,156.09</b>
Additions	<b>141.72</b>	<b>327.59</b>	<b>16.92</b>	<b>8.63</b>	<b>18.86</b>	<b>8.83</b>	<b>522.55</b>
Disposal / Adjustment	-	-	-	-	-	-	-
As at 31 March 2025	<b>559.71</b>	<b>985.18</b>	<b>31.10</b>	<b>20.81</b>	<b>60.62</b>	<b>21.22</b>	<b>1,678.64</b>
<b>Net Carrying Value</b>							
As at 31 March 2025	<b>4,000.18</b>	<b>7,044.75</b>	<b>111.39</b>	<b>83.81</b>	<b>1.43</b>	<b>31.94</b>	<b>11,273.50</b>
As at 31 March 2024	4,086.32	6,885.60	128.31	64.52	16.54	24.60	<b>11,205.89</b>

**Note:**

(a) Refer note 19 and 24 for details of property, plant and equipment pledged as security against borrowings and deferred liability.

### 4. CAPITAL WORK IN PROGRESS (CWIP)

**(A) The changes in carrying value of Capital Work in Progress are as follows:**

(INR in lakhs)

Particulars	Buildings	Plant and Equipments	Vehicles	Furniture and Fixtures	Office Equipments	Preoperative expenses pending allocation	Total
<b>As at 31 March 2023</b>	-	24.56	-	0.65	1.11	-	<b>26.32</b>
Additions	-	-	-	-	-	-	-
Transfer to PPE / ROU*	-	(24.56)	-	(0.65)	(1.11)	-	<b>(26.32)</b>
<b>As at 31 March 2024</b>	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-
Transfer to PPE / ROU	-	-	-	-	-	-	-
<b>As at 31 March 2025</b>	-	-	-	-	-	-	-

\*The company has commenced the commercial production of Extra Neutral Alcohol in the Distillery Unit with effect from September 28, 2022. Accordingly, CWIP transferred to PPE to respective heads from September 28, 2022.

**(B) Capital Work- in Progress (CWIP) ageing schedule as at 31st March, 2025 is as follows: (INR in lakhs)**

Capital Work in Progress (CWIP)	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Buildings	-	-	-	-	-
Plant and Equipments	-	-	-	-	-
Furniture and Fixtures	-	-	-	-	-
Office Equipments	-	-	-	-	-
Preoperative expenses pending allocation	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

**(C) Capital Work- in Progress (CWIP) ageing schedule as at 31st March, 2024 is as follows: (INR in lakhs)**

Capital Work in Progress (CWIP)	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Buildings	-	-	-	-	-
Plant and Equipments	-	-	-	-	-
Furniture and Fixtures	-	-	-	-	-
Office Equipments	-	-	-	-	-
Preoperative expenses pending allocation	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

**(D) Addition in Capital work-in-progress includes borrowing cost capitalised in accordance with Ind AS - 23 on "Borrowing Cost":**
*(INR in lakhs)*

Capital Work in Progress (CWIP)	As at 31 March 2025	As at 31 March 2024
Buildings	-	-
Plant and Equipments	-	-
<b>Total</b>	-	-

**Notes:**

(a) Refer note 41 for contractual commitments as on the date of financial statements.

## 5. RIGHT OF USE ASSETS (ROU ASSETS)

Changes in the carrying value of Right of Use assets are as follows:

(INR in lakhs)

Particulars	Leasehold Building	Lease hold Land	Total
<b>Gross Carrying Amount</b>			
<b>As at 31 March 2023</b>	88.54	1,377.34	<b>1,465.88</b>
Additions	-	-	-
Disposal / Adjustment	-	-	-
<b>As at 31 March 2024</b>	<b>88.54</b>	<b>1,377.34</b>	<b>1,465.88</b>
Additions	-	-	-
Disposal / Adjustment	-	-	-
<b>As at 31 March 2025</b>	<b>88.54</b>	<b>1,377.34</b>	<b>1,465.88</b>
<b>Depreciation and Impairment</b>			
<b>As at 31 March 2023</b>	15.18	94.78	<b>109.96</b>
Additions	15.18	15.35	<b>30.53</b>
Disposal / Adjustment	-	-	-
<b>As at 31 March 2024</b>	<b>30.36</b>	<b>110.13</b>	<b>140.49</b>
Additions	<b>15.18</b>	<b>15.30</b>	<b>30.48</b>
Disposal / Adjustment	-	-	-
<b>As at 31 March 2025</b>	<b>45.54</b>	<b>125.43</b>	<b>170.97</b>
<b>Net Carrying Value</b>			
<b>As at 31 March 2025</b>	<b>43.00</b>	<b>1,251.91</b>	<b>1,294.91</b>
<b>As at 31 March 2024</b>	<b>58.18</b>	<b>1,267.21</b>	<b>1,325.39</b>

### Notes:

(a) Refer note 19 and 24 for details of property, plant and equipment pledged as security against borrowings and deferred liability.

## 6. OTHER FINANCIAL ASSETS - NON-CURRENT

(INR in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Bank deposits (due for maturity after twelve months from the reporting date)*	<b>64.39</b>	38.59
Interest Accrued on Bank deposits above (net of tds)	<b>5.94</b>	3.06
<b>Security Deposits</b>		
- to PICUP **	<b>247.34</b>	219.51
- to others	<b>66.26</b>	66.22
<b>Total</b>	<b>383.93</b>	327.38

\*Fixed Deposits under lien/custody with Government departments

\*\* Given to PICUP in pursuance to UP Govt order dated 29.12.2016 for reschedulement of deferred dues, and is liable for forfeiture if the terms of re-scheduled repayment is not adhered. Refer note 40.

\*\*Outstanding undiscounted value of security deposits given to PICUP is Rs. 346.92 lakhs (PY Rs. 346.92 lakhs).

**7. DEFERRED TAX ASSETS / (LIABILITY)**
*(INR in lakhs)*

Particulars		As at 31 March 2025	As at 31 March 2024
<b>Deferred Tax Asset :</b>			
Unabsorbed depreciation		24.96	404.14
Brought forward business losses		-	150.63
Liabilities / provisions that are deducted for tax purposes when paid		27.97	28.97
Right of use assets		20.75	13.07
Other timing differences		314.31	97.14
Defined benefit obligations		-	
<b>Total Deferred Tax Asset</b>	<b>(A)</b>	<b>387.99</b>	693.95
<b>Deferred Tax Liability :</b>			
Depreciation / amortization on PPE		832.69	666.51
Defined benefit obligations		0.84	0.64
Other timing differences		22.13	26.25
<b>Total Deferred Tax Liability</b>	<b>(B)</b>	<b>855.66</b>	693.40
<b>Total Deferred Tax Asset / (Liability) (A-B)</b>	<b>(C)</b>	<b>(467.67)</b>	0.55
<b>Less: Deferred tax already recognised</b>	<b>(D)</b>	<b>0.55</b>	473.02
<b>Charge/(Credit) to statement of profit and loss account</b>	<b>(D-C)</b>	<b>468.22</b>	472.47

Refer note 43 for movement of deferred tax assets and liabilities.

**8. INCOME TAX ASSETS**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Income tax refundable	82.00	89.64
<b>Total</b>	<b>82.00</b>	89.64

Refer note 44 for reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes.

**9. OTHER NON-CURRENT ASSETS**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred Expenditure on amortization of financial assets	40.20	62.13
<b>Total</b>	<b>40.20</b>	62.13



**10. INVENTORIES**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Raw Material (Including in-transit)		
- Spirit	1,137.28	1,450.40
- Grain	204.53	91.82
	1,341.81	1,542.22
Work-in-process	103.52	86.37
Finished Goods	159.49	687.28
By-Products	34.70	4.26
Packing Material, Consumables and Spares	130.33	184.61
<b>Total</b>	<b>1,769.85</b>	<b>2,504.74</b>

**10.1. The above includes Goods-In-Transit as under:**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Raw Material (Including in-transit)		
- Spirit	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**10.2. Refer note 19 and 24 for details of hypothecation.**
**11. TRADE RECEIVABLES**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Secured, Considered Good	-	-
Unsecured, Considered Good	370.13	270.96
Receivables having Significant Increase in Credit Risk	-	-
Receivables Credit Impaired	-	-
<b>Total Trade Receivables (Gross)</b>	<b>370.13</b>	<b>270.96</b>
Less: Expected Credit Loss (ECL)	-	-
<b>Total</b>	<b>370.13</b>	<b>270.96</b>

### 11.1 Trade Receivables Ageing Schedule

#### (A) Trade Receivables Ageing Schedule as at 31 March, 2025

Particulars	Outstanding for following periods from due date of payment					
	< 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable, considered good	370.13	-	-	-	-	370.13
(ii) Undisputed Trade Receivable, considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable, considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable, considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>370.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>370.13</b>

#### (B) Trade Receivables Ageing Schedule as at 31 March, 2024

Particulars	Outstanding for following periods from due date of payment					
	< 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivable, considered good	270.96	-	-	-	-	270.96
(ii) Undisputed Trade Receivable, considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable, considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivable, considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>270.96</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>270.96</b>

### 12. CASH AND CASH EQUIVALENTS

*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Balance with banks:		
In Current Accounts	22.21	152.28
Cash in Hand	24.59	42.53
<b>Total</b>	<b>46.80</b>	<b>194.81</b>

**13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Fixed Deposits with original maturity of more than 3 months but less than 12 months*	-	10.70
<b>Total</b>	-	10.70

\*Fixed Deposits under lien/custody with Government departments

**14. OTHER FINANCIAL ASSETS - CURRENT**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Advances to staff	3.65	-
<b>Total</b>	3.65	-

**15. OTHER CURRENT ASSETS**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Recoverable from government	22.02	208.40
Advance given to Suppliers	54.71	29.02
Deferred Expenditure on amortization of financial assets	21.93	21.93
Prepaid Expenses	92.06	50.42
<b>Total</b>	190.72	309.77

**16. EQUITY SHARE CAPITAL**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Authorised share capital</b>		
2,50,00,000 (Previous Year 3,00,00,000) Equity Shares of Rs. 10/- each	2,500.00	3,000.00
	2,500.00	3,000.00
<b>Issued. Subscribed &amp; Paid-up</b>		
1,79,30,000 (Previous Year 1,79,30,000) Equity Shares of Rs. 10/- each	1,793.00	1,793.00
	1,793.00	1,793.00

**a) Details of reconciliation of the number of equity shares outstanding:**

Particulars	31 March 2025		31 March 2024	
	Number	Rs. In lakhs	Number	Rs. In lakhs
Shares outstanding at the beginning of the year	1,79,30,000	1,793.00	1,79,30,000	1,793.00
Add: Shares issued during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>1,79,30,000</b>	<b>1,793.00</b>	<b>1,79,30,000</b>	<b>1,793.00</b>

**b) Details of shares in the Company held by each shareholder holding more than 5 percent shares:**

Name of the shareholder	31 March 2025		31 March 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Anita Gupta	11,36,780	6.34%	11,36,780	6.34%
Five Roses Projects Private Limited	13,11,500	7.31%	13,11,500	7.31%
Som Credinvest Private Limited	15,50,000	8.64%	15,50,000	8.64%
Agarni Leasing & Finance Private Limited	15,50,000	8.64%	15,50,000	8.64%
Hallow Securities Private Limited	11,81,000	6.59%	11,81,000	6.59%
Suraj Industries Limited	36,00,000	20.08%	36,00,000	20.08%
	<b>1,03,29,280</b>	<b>57.60%</b>	<b>1,03,29,280</b>	<b>57.60%</b>

**c) Promoter's Shareholding as at 31 March 2025 and percentage change in shareholding during the year as compared to previous year is as follows:**

Name of the Promoters	31 March 2025		31 March 2024		% Change
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
Suraj Prakash Gupta	7,23,065	4.03%	7,23,065	4.03%	Nil
Suraj Industries Limited	36,00,000	20.08%	36,00,000	20.08%	Nil
Anita Gupta	11,36,780	6.34%	11,36,780	6.34%	Nil
Ritesh Gupta	2,69,800	1.50%	2,69,800	1.50%	Nil
Vikas Gupta	1,30,000	0.73%	1,30,000	0.73%	Nil
Anju Arora	-	-	10,000	0.06%	-0.06%
Gurcharan Arora	-	-	1,10,000	0.61%	-0.61%
Ashok Gupta	98,825	0.55%	98,825	0.55%	Nil
Manik Arora	3,101	0.02%	20,364	0.11%	-0.09%
Shailesh Gupta	95,325	0.53%	95,325	0.53%	Nil
Universal Share Trading & Consultancy Co. Ltd.	95,000	0.53%	95,000	0.53%	Nil
Ajay Gupta	94,500	0.53%	94,500	0.53%	Nil
Sidharth Gupta	92,000	0.51%	92,000	0.51%	Nil
Parveen Kumari	-	0.00%	66,300	0.37%	-0.37%
Achal Ahuja Arora	300	0.00%	-	-	0.00%
Rahul Arora	7,891	0.04%	-	-	0.04%
Rajan Arora	22,500	0.13%	-	-	0.13%
Vinod Gupta	10	0.00%	10	0.00%	Nil

**d) Terms / rights attached to Equity shares:**
**EQUITY SHARES**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any, by the Board of Directors is subject to the approval of shareholders except in case of interim dividend. In event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

- e) The Company has issued preference shares by conversion of loan into preference shares. Other than as mentioned, Company has not issued any other shares in consideration other than cash or as bonus shares, nor any shares had been brought back during the year.
- f) The Company has not declared any dividends in the current year or preceding year.

**17. COMPULSORY CONVERTIBLE PREFERENCE SHARES**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Authorised share capital</b>		
50,00,000 (Previous Year Nil) Preference shares of Rs. 10/- each	<b>500.00</b>	-
	<b>500.00</b>	-
<b>Issued. Subscribed &amp; Paid-up</b>		
14,74,375 (Previous year Nil) Compulsory convertible preference shares ('CCPS') of Rs. 10/- each	<b>147.44</b>	-
	<b>147.44</b>	-

**a) Details of reconciliation of the number of CCPS outstanding:**

Particulars	31 March 2025		31 March 2024	
	Number	Rs. In lakhs	Number	Rs. In lakhs
Shares outstanding at the beginning of the year	-	-	-	-
Add: Shares issued during the year	<b>14,74,375</b>	<b>147.44</b>	-	-
<b>Shares outstanding at the end of the year</b>	<b>14,74,375</b>	<b>147.44</b>	-	-

**b) Details of shares in the Company held by each shareholder holding more than 5 percent shares:**

Name of the shareholder	31 March 2025		31 March 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Sarvashaktiman Traders Private Limited	<b>14,74,375</b>	<b>100.00%</b>	-	-
	<b>14,74,375</b>	<b>100.00%</b>	-	-

**c) Terms attached with 0.01% Compulsorily Convertible Preference Shares ('CCPS')**

The Company has issued unlisted, fully paid, non-cumulative, non-participating 0.01% Compulsorily Convertible Preference Shares ('CCPS') of face value of Rs. 10 each. The CCPS shall be compulsorily converted into an equivalent number of equity shares with a face value of Rs. 10 within 18 months from the date of allotment. The CCPS bears

a non-cumulative preferential dividend @ 0.01% per annum (if declared by board). The CCPS holders do not carry any voting rights in the Company. In the event of winding up, the CCPS holders shall rank senior to other security issued by the Company.

In accordance with Ind-AS 32 on 'Financial Instruments: Presentation', CCPS have been classified as equity instruments.

**18. OTHER EQUITY**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
General Reserve	220.00	220.00
Capital Reserve	0.81	0.81
Retained Earnings	(2,081.68)	(5,014.19)
Security Premium	973.09	-
Other Comprehensive Income	8.10	4.96
<b>Total</b>	<b>(879.68)</b>	<b>(4,788.42)</b>

**19. BORROWINGS-NON CURRENT**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Secured</b>		
<b>Term Loan</b>		
From financial Institution in lieu of deferred Trade Tax (Refer note 19.1)	108.01	136.23
Less: Amount of Current Maturity	(44.60)	(44.60)
<b>(A)</b>	<b>63.41</b>	<b>91.63</b>
From Body Corporates (Refer note 19.2)	287.93	936.61
Less: Amount of Current Maturity	(287.93)	(648.68)
<b>(B)</b>	<b>-</b>	<b>287.93</b>
Finance Lease Obligations on Hire Purchase of Vehicles*	150.16	113.16
Less: Current Maturities of Finance Lease Obligations on Hire Purchase of Vehicles	(19.93)	(14.60)
<b>(C)</b>	<b>130.23</b>	<b>98.56</b>
Term Loan from Bank (Refer note 19.5)	1,867.34	1,725.00
Less: Amount of Current Maturity	(262.71)	(150.00)
<b>(D)</b>	<b>1,604.63</b>	<b>1,575.00</b>
<b>Unsecured</b>		
<b>Business loans (Refer note 19.3)</b>		
From Body Corporates	739.50	1,267.50
Less: Amount of Current Maturity of loans from body corporates	(129.50)	-
<b>(E)</b>	<b>610.00</b>	<b>1,267.50</b>



Particulars		As at 31 March 2025	As at 31 March 2024
From Related Party	(F)	<b>3,267.10</b>	4,538.42
Less: Amount of Current Maturity of loans from related party		<b>(797.21)</b>	-
		<b>2,469.89</b>	4,538.42
From NBFC	(G)	<b>1,729.15</b>	1,754.15
Less: Amount of Current Maturity of NBFC		<b>(157.25)</b>	(1,000.00)
		<b>1,571.90</b>	754.15
	(H = E+F+G)	<b>4,651.79</b>	6,560.07
<b>Total (A+B+C+D+H)</b>		<b>6,450.06</b>	8,613.19

<b>Note</b>	<b>19.1</b>	Interest Free loan given by Pradeshiya Industrial & Investment Corporation of U.P. Ltd (PICUP) in lieu of deferred trade tax. This loan is secured by way of a charge on the entire immovable and movable assets of the company situated at A-26, UPSIDC Industrial Area, Sikandrabad (UP). Loan is repayable in 10 annual installments w.e.f 29.12.2018. Refer note 40 for details. The undiscounted value of the loan outstanding is Rs. 133.80 lakhs (PY Rs. 178.40 lakhs).
<b>Note</b>	<b>19.2</b>	Secured by way of Hypothecation of Factory Building including Bottling hall, Finished Goods Godown, etc and plant and Equipment in respect of IMFL Bottling unit, GENA distillation plant with boiler and other related plants, ENA storage warehouse tanks capital work in progress related to manufacturing unit situated on Plot No. B-2/6 & B-2/7, UPSIDC Industrial Area, Phase IV, Sandila, Dist. Hardoi (UP). Interest rate- 9% p.a. Repayable in 36 equal monthly installments commencing from September 2022.
<b>Note</b>	<b>19.3</b>	A) Loans from body corporates are repayable at the end of 3 years from their receiving date. These loans carry a interest rate varying from 6-13%. B) Loans from related party carry interest rate from 6-9% and repayable at the end of 3 years from their receiving date. C) Loans from NBFC carry interest rate ranging from 6-12%. These are repayable at the end of 3 years from their receiving date.
<b>Note</b>	<b>19.4</b>	Refer note 48 for related party disclosures.
<b>Note</b>	<b>19.5</b>	Term loans from Uco Bank comprise of :-
		A) Loan sanctioned of Rs 2025.00 lakhs and Loan outstanding of Rs. 1867.33 lakhs (previous year Rs.1725.00 lakhs) taken from Uco bank during the financial year 2023-24, carries interest @ 10.20% per annum on monthly basis. Loan is repayable in 90 monthly instalments includig moratorium of 6 months from the date of first sanction.
		B) <b>Details of security:-</b> First Charge on Leasehold Land admeasuring 115242.620 sq.mtrs. situated at Plot No. B-2/6-7, UPSIDC Industrial Area, Sandila, Phase IV, Hardoi, UP-241204 and 2nd charge on the building, plant and machinery of bottling and distillery units situated at situated at Plot No. B-2/6 & 2/7, UPSIDC Industrial Area, Sandila, Hardoi, UP-241204. Personal Guarantee of Mr Suraj Prakash Gupta is given.

**20. LEASE LIABILITY - NON CURRENT**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liability	<b>38.48</b>	54.82
<b>Total</b>	<b>38.48</b>	54.82

**21. OTHER FINANCIAL LIABILITIES - NON CURRENT**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Security Deposit received	<b>728.35</b>	5.00
Capital Creditors	<b>87.38</b>	178.79
<b>Total</b>	<b>815.73</b>	183.79

**22. PROVISIONS - NON CURRENT**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Gratuity	<b>33.34</b>	20.43
Compensated Absences	<b>10.28</b>	11.44
<b>Total</b>	<b>43.62</b>	31.87

Refer note 29.1 and 29.2 for movement of provisions and current and non-current classification.

**23. OTHER NON-CURRENT LIABILITIES**
*(INR in lakhs)*

Particulars		As at 31 March 2025	As at 31 March 2024
<b>Deferred Payments</b>			
1)Deferred Trade Tax/VAT (Secured)*		<b>1,057.87</b>	1,410.67
Less: Amount of Current Maturity		<b>(352.80)</b>	(352.80)
	<b>(A)</b>	<b>705.07</b>	1,057.87
2) Deferred Power Charges (Unsecured)**		<b>200.25</b>	267.00
Less: Amount of Current Maturity		<b>(66.75)</b>	(66.75)
	<b>(B)</b>	<b>133.50</b>	200.25
3) Deferred income on amortization of financial liability		<b>135.61</b>	79.77
Less: Amount of Current Maturity		<b>(97.46)</b>	(20.81)
	<b>(C)</b>	<b>38.15</b>	58.96
<b>Total (A+B+C)</b>		<b>876.72</b>	1,317.08

\*These deferred amounts are interest free and repayable in 10 annual equal installments w.e.f 29.12.2018 and are secured by way of a charge on the entire immovable and movable assets of the company situated at A-26, UPSIDC Industrial Area, Sikandrabad (UP). Refer note 40 for details.

\*\*These deferred amounts are interest free and repayable in 10 equal annual installments w.e.f 29.12.2018. Refer note 40 for details.

**24. BORROWINGS-CURRENT**
*(INR in lakhs)*

Particulars		As at 31 March 2025	As at 31 March 2024
<b>Secured</b>			
Cash Credit**		363.67	399.45
Current Maturities of Term loan from Banks		262.71	150.00
Current Maturities of long Term Debt- PICUP		44.60	44.60
Current Maturities of Finance Lease Obligations on Hire Purchase of Vehicles		19.93	14.60
Current Maturities of long Term Debt from Body Corporates		287.93	648.68
	(A)	978.84	1,257.33
<b>Unsecured</b>			
<b>Business Loans</b>			
From related parties*		797.21	645.00
From Body Corporates		129.50	1,233.50
Current Maturities of long Term Debt from NBFC		157.25	1,000.00
	(B)	1,083.96	2,878.50
<b>Total (A+B)</b>		2,062.80	4,135.83

\*Refer note 48 for related party disclosures.

\*\* Cash Credit limit is secured against the current assets of the Company

**25. LEASE LIABILITY - CURRENT**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Lease liability	16.34	13.56
<b>Total</b>	16.34	13.56

**26. TRADE PAYABLES**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Outstanding dues of micro enterprises and small enterprises	1,072.91	407.39
Outstanding dues of creditors other than micro enterprises and small enterprises	278.48	1,613.39
<b>Total</b>	1,351.39	2,020.78

## 26.1 Trade Payables ageing schedule

### (A) Trade payable ageing schedule as at 31st March 2025

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,069.39	-	3.52	-	1,072.91
(ii) Others	278.48	-	-	-	278.48
(iii) Disputes Dues- MSME	-	-	-	-	-
(iv) Disputes Dues- Others	-	-	-	-	-
<b>Total</b>	<b>1,347.87</b>	<b>-</b>	<b>3.52</b>	<b>-</b>	<b>1,351.39</b>

### (B) Trade payable ageing schedule as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	407.39	-	-	-	407.39
(ii) Others	1,596.35	0.17	0.04	16.83	1,613.39
(iii) Disputes Dues- MSME	-	-	-	-	-
(iv) Disputes Dues- Others	-	-	-	-	-
<b>Total</b>	<b>2,003.74</b>	<b>0.17</b>	<b>0.04</b>	<b>16.83</b>	<b>2,020.78</b>

## 26.2 Information as required to be furnished as per Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act)\*

Particulars	As at 31 March 2025	As at 31 March 2024
a) Amount remaining unpaid to supplier covered under MSMED Act at the end of the year		
-Principal	1,072.91	407.39
-Interest	-	-
<b>-Total</b>	<b>1,072.91</b>	<b>407.39</b>
b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of 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 the MSMED Act.	-	-
d) The amount of interest accrued and remaining unpaid at the end of the year.	-	-
e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act.	-	-
f) The total dues of Micro and Small Enterprises which were outstanding for more than stipulated period.	-	-

\*This information has been determined to the extent such parties have been identified on the basis of information available with the company.

**27. OTHER FINANCIAL LIABILITIES - CURRENT**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Security Deposits	-	-
Advance received from debtors	737.71	1,178.96
Retention money	3.21	2.86
Employee benefits payable	66.76	55.58
<b>Interest Payable:</b>		
---Interest Accrued but not due	1.73	-
---Interest Payable on business loans	650.70	934.54
---Interest Payable to related parties	66.72	161.15
<b>Total</b>	<b>1,526.83</b>	<b>2,333.09</b>

Refer note 48 for related party disclosures.

**28. OTHER CURRENT LIABILITIES**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Current maturities of deferred liabilities</b>		
---Deferred Trade tax / VAT	352.80	352.80
---Deferred Power Charges	66.75	66.75
---Deferred income on amortization of financial liability	97.46	20.81
<b>Other Payables:</b>		
Statutory liabilities	88.64	120.99
Expenses payable	136.08	28.53
<b>Total</b>	<b>741.73</b>	<b>589.88</b>

**29. SHORT TERM PROVISIONS**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Gratuity	0.81	1.18
Compensated Absences	2.75	2.31
<b>Total</b>	<b>3.56</b>	<b>3.49</b>

**29.1 Movement of provisions**

Particulars	Compensated Absences	Gratuity
<b>As at 31 March 2023</b>	12.59	12.87
Addition	3.55	9.36
Deletion	(2.39)	(0.62)
<b>As at 31 March 2024</b>	<b>13.75</b>	<b>21.61</b>
Addition	(0.21)	12.54
Deletion	(0.51)	-
<b>As at 31 March 2025</b>	<b>13.03</b>	<b>34.15</b>

**29.2 Current and Non-current classification**

Particulars	Compensated Absences	Gratuity
Current	2.31	1.18
Non-current	11.44	20.43
<b>As at 31 March 2024</b>	<b>13.75</b>	<b>21.61</b>
Current	2.75	0.81
Non-current	10.28	33.34
<b>As at 31 March 2025</b>	<b>13.03</b>	<b>34.15</b>

**30. REVENUE FROM OPERATIONS**
*(INR in lakhs)*

Particulars		For the year ended on 31 March 2025	For the year ended on 31 March 2024
<b>Sale of Products:</b>			
Spirits		24,948.19	20,847.17
Country Liquor		3,280.11	2,725.45
By-products		1,394.38	2,234.21
	<b>(A)</b>	<b>29,622.68</b>	<b>25,806.83</b>
<b>Traded Goods</b>			
Edible oils		161.07	117.69
	<b>(B)</b>	<b>161.07</b>	<b>117.69</b>
<b>Services Rendered:</b>			
Bottling Charges		2,383.48	2,704.16
Transportation services		-	136.94
Other Services		12.00	55.94
	<b>(C)</b>	<b>2,395.48</b>	<b>2,897.04</b>



Particulars		For the year ended on 31 March 2025	For the year ended on 31 March 2024
<b>Other Operating Revenues:</b>			
Scrap Sales		35.78	43.33
Refund of Duties & Taxes from Government*		3,047.36	-
	(D)	3,083.14	43.33
<b>Total</b>	<b>(A+B+C+D)</b>	<b>35,262.37</b>	28,864.89

\*During the year, the company has received an amount of Rs. 3047.36 lakhs/- towards refund of state government duties and taxes deposited by the company with respect to products manufactured in its liquor segment pertaining to Financial years 2023-24 in pursuance to the One Time Rehabilitation Policy of the Government of Uttar Pradesh as notified vide GO No. 12/2015/1701/77-1-2015-10(BIFR)/09TC dated 07.12.2015 and the Rehabilitation Scheme sanctioned to the Company under the said Policy vide GO No. 1571 / 77 – 1 – 2016 -10(BIFR) / 2009 TC dated 29.12.2016.

### 30.1 Timing of revenue recognition

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Products transferred at a point in time	32,866.89	25,967.85
Services rendered at a point in time	2,395.48	2,897.04
<b>Total</b>	<b>35,262.37</b>	28,864.89

### 30.2 Reconciliation of revenue recognized with Contract Price:

(INR in lakhs)

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Contract Price	35,262.37	23,672.66
Less: Items offset against revenue as required under Ind AS 115	-	31.35
<b>Sale of products</b>	<b>35,262.37</b>	23,641.31

**30.3** Performance obligations for sale of products is satisfied upon delivery of the goods and that for sale of services is satisfied upon rendering of respective services.

**30.4** Refer note 52 for segment information.

## 31. OTHER INCOME

(INR in lakhs)

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Interest on:		
- Bank deposits	2.89	1.62
- Financial assets / liabilities measured at amortised cost	48.65	45.51
- Income Tax Refund	1.62	2.88
Unpaid liabilities written back	3.81	-
Other Income	4.64	5.33
<b>Total</b>	<b>61.61</b>	55.34

**32. COST OF RAW MATERIAL CONSUMED**
*(INR in lakhs)*

Particulars		For the year ended on 31 March 2025	For the year ended on 31 March 2024
<b>1. Spirits</b>			
Opening Stock		1,450.40	892.65
Purchase of spirit (including direct expenses)		11,034.83	9,855.70
		12,485.23	10,748.35
Less: Closing Stock (including In-Transit)		1,137.28	1,450.40
	(A)	11,347.95	9,297.95
<b>2. Grain</b>			
Opening Stock		91.82	153.74
Purchases Grain (including In-Transit)		10,942.63	9,061.07
		11,034.45	9,214.81
Less: Closing Stock (including In-Transit)		204.53	91.82
	(B)	10,829.92	9,122.99
<b>Total (A+B)</b>		22,177.87	18,420.94

**33. CHANGES IN INVENTORY OF FINISHED GOODS, TRADED GOODS, WORK-IN-PROGRESS AND BY-PRODUCTS**
*(INR in lakhs)*

Particulars		For the year ended on 31 March 2025	For the year ended on 31 March 2024
<b>Opening Inventories</b>			
- Finished Goods		687.28	1,002.10
- Traded Goods		-	-
- Work-in-progress		86.37	96.33
- By-Products		4.26	94.39
	(A)	777.91	1,192.82
<b>Closing Inventories</b>			
- Finished Goods		159.49	687.28
- Traded Goods		-	-
- Work-in-progress		103.52	86.37
- By-Products		34.70	4.26
	(B)	297.71	777.91
<b>(Increase)/Decrease in stocks (A-B)</b>		480.20	414.91

**34. EMPLOYEE BENEFIT EXPENSE**
*(INR in lakhs)*

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Salaries, Wages and Incentives	<b>826.97</b>	710.67
Contribution to Provident & Other Funds	<b>44.80</b>	36.02
Provision for Long term employees benefits	<b>15.67</b>	15.45
Staff Welfare	<b>52.65</b>	64.34
<b>Total</b>	<b>940.09</b>	826.48

**35. FINANCE COST**
*(INR in lakhs)*

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Interest expenses on:		
- Deferred Payment to UPSIDC	-	156.86
- Financial assets / liabilities measured at amortised cost	<b>45.79</b>	50.43
- Others	<b>867.88</b>	787.95
	<b>913.67</b>	995.24
Bank Charges	<b>33.43</b>	8.72
<b>Total</b>	<b>947.10</b>	1,003.96

**36. DEPRECIATION AND AMORTISATION EXPENSES:**
*(INR in lakhs)*

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Depreciation on Property, Plant and Equipment	<b>522.55</b>	485.98
Depreciation on Right of use Assets	<b>30.48</b>	30.53
<b>Total</b>	<b>553.03</b>	516.51

**37. OTHER EXPENSES**
*(INR in lakhs)*

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Packing Material and Consumables	<b>691.13</b>	723.24
Fuel, Power & Electricity	<b>1,853.80</b>	1,865.81
Packing, Forwarding and Handling Charges	<b>547.61</b>	576.08
Testing & Lab Expenses	<b>4.30</b>	4.97
Rent	<b>9.58</b>	30.72
Membership & Subscription	<b>5.08</b>	5.24

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Repair & Maintenance		
- Building	8.22	30.19
- Plant and Machinery	58.87	19.42
- Others	13.68	5.67
Rates & Taxes	111.61	45.58
Tours, Transportation & Conveyance	107.90	93.67
Telephone, Postage & Internet Expenses	5.67	4.36
Auditor's Remuneration	5.15	4.43
Legal and Professional Expenses	122.70	82.73
Festival Expenses	10.74	-
Printing & Stationery	8.17	7.38
Insurance Expenses	15.48	19.47
Loss on Sale of Property, Plant and Equipment	-	2.74
Land name transfer and maintenance charges	49.20	114.07
Security charges	52.51	48.30
Interest on Govt Dues	4.64	18.10
Advertisement and Business promotion expense	16.17	4.78
Corporate Social Responsibility Expenditure	23.93	7.80
Donation	0.46	0.21
Balances w/off	1.76	31.60
Miscellaneous Expenses	95.04	55.13
<b>Total</b>	<b>3,823.40</b>	<b>3,801.69</b>

**37.1 Auditor's Remuneration (excluding applicable Tax):**

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
A) Statutory audit fees (including limited review fees)	4.50	3.50
B) Tax Audit	0.25	0.25
C) Certification fees	0.40	0.68
<b>Total</b>	<b>5.15</b>	<b>4.43</b>

**37.2 Corporate Social Responsibility (CSR) Expenses during the year on:**

Particulars		For the year ended on 31 March 2025	For the year ended on 31 March 2024
(i)	Gross amount required to be spent by the Company during the year as per provisions of section 135 of the Companies Act, 2013 i.e. 2% of average net profits for last three financial years, calculated as per section 198 of the Companies Act, 2013.	22.79	7.80
(ii)	Gross amount spent by the Company during the year		
	1. Construction/Acquisition of assets	-	-
	2. On purpose other than (i) above	23.93	7.80
	<b>Total</b>	<b>23.93</b>	<b>7.80</b>
(iii)	(Shortfall) / Excess for the year (i-ii)	1.13	-
(iv)	Total of previous years shortfall	-	-
(v)	Previous years shortfall spent during the year	-	-
(vi)	Reason for shortfall	NA	NA
(vii)	CSR Activities with Related Parties	NA	NA

**(viii) Movement of CSR Provision :**

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Opening Provision	-	-
Created during the year	23.93	7.80
Utilized during the Year	23.93	7.80
<b>Closing Provision</b>	<b>-</b>	<b>-</b>

**38. EXCEPTIONAL ITEMS**
*(INR in lakhs)*

Particulars		For the year ended on 31 March 2025	For the year ended on 31 March 2024
(a)	Government Grant received	-	1,111.36
(b)	Less: Trade tax	-	(511.38)
(c)	Less: Maintenance Charges on leasehold land	-	(175.72)
<b>Total</b>		<b>-</b>	<b>424.26</b>

- a) During the previous year, the company has received refund of VAT and SGST amounting to Rs 1,111.36 lakhs/- pertaining to Financial years 2020-21, 2021-22 & 2022-23 in pursuance to the the One Time Rehabilitation Policy of the Government of Uttar Pradesh as notified vide GO No. 12/2015/1701/77-1-2015-10(BIFR)/09TC dated 07.12.2015 and the Rehabilitation Scheme sanctioned to the Company under the said Policy vide GO No. 1571 / 77 - 1 - 2016 -10(BIFR) / 2009 TC dated 29.12.2016.

- b) During the previous year, the company has provided for liability for Trade Tax payable to Commercial Tax Department, Govt. of Uttar Pradesh amounting to Rs . 511.38 lakhs Out of this, liability for Rs 469.18 lakhs was shown as contingent liability in previous year as the same was under appeal before the Trade Tax Tribunal. Since this amount has already been recovered by the Commercial Tax Department and the matter being under litigation for a very long time, the company has booked the liability under exceptional items.
- c) During the previous year, the company paid a sum of Rs 9.30 lakhs towards lease rent and Rs 166.42 lakhs towards Maintenance Charges to UP State Industrial Development Authority in pursuance to the demand raised by UPSIDA during the current year. Since these amounts pertained to earlier years, these have been grouped under exceptional item.

**39. EARNINGS PER SHARE (EPS)**
*(INR in lakhs)*
**(A) Earnings Per Share (EPS)**

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Profit after Tax	<b>2,932.51</b>	1,478.98
Basic Earnings Per Share	<b>16.36</b>	8.25
Diluted Earnings Per Share	<b>13.60</b>	8.25
Nominal value of equity shares	<b>10.00</b>	10.00

**(A) Weighted Average Number of Equity Shares Used as Denominator:**

Particulars	For the year ended on 31 March 2025	For the year ended on 31 March 2024
Number of equity shares at the beginning of the year	<b>1,79,30,000.00</b>	1,79,30,000.00
Add: Weighted average number of shares issued during the year	-	-
<b>Weighted average number of Equity shares for Basic EPS</b>	<b>1,79,30,000.00</b>	1,79,30,000.00
Add: Dilutive number of shares	<b>36,35,445.21</b>	-
<b>Weighted average number of Equity shares for Diluted EPS</b>	<b>2,15,65,445.21</b>	1,79,30,000.00

**40. RESTRUCTURING OF TRADE TAX/ COMPOUNDING TAX/ STATE DEVELOPMENT TAX/ TURNOVER TAX/ VAT AND POWER CHARGES ETC.**

- (a) The company had made reference to Board for Industrial and Financial Reconstruction (BIFR), under the provisions of Sick Industrial Companies (Special Provisions) Act, 1985, due to complete erosion of its net worth as on 30th June 2000. The company was thereafter declared a Sick company by BIFR vide its order dated 28.5.2001. As per the sanctioned scheme of BIFR, Govt of UP had deferred Trade Tax/ Compounding tax/ State Development tax/ Turnover Tax/ VAT and power charges etc. A part of the deferred trade tax was also converted into unsecured interest free loan.
- (b) Subsequently in pursuance to BIFR vide order dated 25.07.2016 (as Corrected by the Corrigendum Dated 20.10.2016) and Uttar Pradesh Government's policy for revival of sick unit industries in the State, the Government vide UP Govt order No 1571/77-1-2016-10 (BIFR)/ 2009TC dated 29.12.2016 has granted/ extended the following relief and concessions to the company in respect of the payment of the dues deferred in the past -
- i) Interest Free loan given by PICUP in lieu of deferred trade tax is now payable in 10 annual installments after a moratorium period of 2 years i.e. wef 29.12.2018. The interest charged by PICUP has been waived and no interest would be charged for extended or future period.



- ii) Trade Tax/VAT/CST deferred by the Commercial Tax Department is to paid in 10 annual installments after a moratorium period of 2 years i.e. wef 29.12.2018. Interest, if any charged by the Commercial Tax Department has been waived and no interest would be charged for future period.
- iii) The Principal amount of power dues amounting to Rs 641.14 lacs is to paid to Paschimanchal Vidyut Vitran Nigam Ltd in 10 annual installments after a moratorium period of 2 years i.e. wef 29.12.2018. Interest/surcharge levied by PVVNL has been waived and no interest/surcharge would be charged for future period. This has been approved by the Uttar Pradesh Electricity Regulatory Commission in pursuance to the petition filed by the Power Department, Government of UP.
- iv) The minimum demand charges levied by Paschimanchal Vidyut Vitran Nigam Ltd during the priod of disconnection has been waived. This has been approved by the Uttar Pradesh Electricity Regulatory Commission in pursuance to the petition filed by the Power Department, Government of UP.
- (c) The company has deposited a sum of Rs 346.92 lacs with PICUP as security deposit as per the rehabilitation scheme sanctioned by Government of UP on 29.12.2016 in terms of their One Time Policy for the revival of sick units. This amount would be refunded to the company after the completion of the rehabilitation period if the company does not violate any terms and conditions of the rehabilitation scheme. Otherwise this amount would be forfeited. The company has complied with the terms and conditions of the scheme as on the date of signing the balance sheet.

**41. CONTINGENT LIABILITIES AND COMMITMENTS:**
*(INR in lakhs)*

Particulars		As at 31 March 2025	As at 31 March 2024
<b>a) Claims against the company not acknowledged as Debts</b>			
	<b>(A)</b>	-	-
<b>b) Commitments</b>			
<b>Estimated amount of contracts remaining to be executed on capital account and not provided for:</b>			
-----Buildings		-	-
-----Plant and Equipments		-	-
	<b>(B)</b>	-	-
<b>Total</b>	<b>(A+B)</b>	-	-

**42. DISCLOSURES AS REQUIRED UNDER IND-AS 116 "LEASES":**
*(INR in lakhs)*
**(A) Maturity analysis of lease liabilities (contractual undiscounted cash flows) on unconditional basis:**

Particulars	As at 31 March 2025	As at 31 March 2024
Upto one year	<b>22.05</b>	21.04
After one year but not more than five years	<b>43.12</b>	65.17
More than five years	-	-

*\*The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.*

**(B) Amounts recognised in Statement of profit and loss:**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
Depreciation on ROU assets	30.48	30.53
Interest on lease liabilities	7.48	8.95
Lease payments not recognised as liability and disclosed in 'Other Expenses':		
----Expenses relating to short-term leases	9.58	30.72
----Expenses relating to leases of low-value assets	-	-

**(C) Amounts recognised in Statement of cash flows:**

Particulars	As at 31 March 2025	As at 31 March 2024
Total cash outflow for leases	21.04	20.08

**(C) Future lease Commitments**

Particulars	As at 31 March 2025	As at 31 March 2024
The total future cash outflow for leases that had not yet commenced	-	-

**43. MOVEMENT IN DEFERRED TAX ASSETS / (LIABILITY)**
*(INR in lakhs)*
**(A) Movement in Deferred Tax Assets**

Particulars	Unabsorbed depreciation	Brought forward business losses	Liabilities / provisions that are deducted for tax purposes when paid	Right of use assets	Other timing differences	Defined benefit obligations	Total Deferred Tax Assets
<b>As at 31 March 2023</b>	<b>284.75</b>	<b>602.69</b>	<b>31.72</b>	<b>5.39</b>	<b>52.78</b>	<b>0.62</b>	<b>977.95</b>
----Profit & Loss	119.39	(452.06)	(2.75)	7.68	44.36	-	(283.38)
----Other Comprehensive income	-	-	-	-	-	(0.62)	(0.62)
<b>As at 31 March 2024</b>	<b>404.14</b>	<b>150.63</b>	<b>28.97</b>	<b>13.07</b>	<b>97.14</b>	<b>-</b>	<b>693.95</b>
----Profit & Loss	(379.18)	(150.63)	(1.00)	7.68	217.17	-	(305.96)
----Other Comprehensive income	-	-	-	-	-	-	-
<b>As at 31 March 2025</b>	<b>24.96</b>	<b>-</b>	<b>27.97</b>	<b>20.75</b>	<b>314.31</b>	<b>-</b>	<b>387.99</b>

**(B) Movement in Deferred Tax Assets**
*(INR in lakhs)*

Particulars	Depreciation / amortization on PPE	Defined benefit obligations	Other timing differences	Total Deferred Tax Liability
<b>As at 31 March 2023</b>	<b>468.24</b>	-	<b>36.69</b>	<b>504.93</b>
----Profit & Loss	198.27	-	(10.44)	<b>187.83</b>
----Other Comprehensive income	-	0.64	-	<b>0.64</b>
<b>As at 31 March 2024</b>	<b>666.51</b>	<b>0.64</b>	<b>26.25</b>	<b>693.40</b>
----Profit & Loss	<b>166.18</b>	-	<b>(4.12)</b>	<b>162.06</b>
----Other Comprehensive income	-	<b>0.20</b>	-	<b>0.20</b>
<b>As at 31 March 2025</b>	<b>832.69</b>	<b>0.84</b>	<b>22.13</b>	<b>855.66</b>

**44. A RECONCILIATION OF THE INCOME TAX PROVISION TO THE AMOUNT COMPUTED BY APPLYING THE STATUTORY INCOME TAX RATE TO THE INCOME BEFORE INCOME TAXES IS SUMMARIZED BELOW:**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Accounting Profit (Profit / (loss) before tax)</b>	<b>3,400.53</b>	1,950.81
Enacted tax rates in India	<b>25.168%</b>	25.168%
Computed expected tax expense	<b>855.85</b>	490.98
Tax Effect of non-deductible expenses	<b>152.39</b>	363.07
Tax reversals due to expenses / unabsorbed losses allowed for Indian tax purpose	<b>(1,008.23)</b>	(854.05)
<b>Total Current Income tax expense</b>	-	-

The applicable Indian corporate statutory tax rate for the year ended 31 March 2025 and 31 March 2024 is 25.168%.

**45. DISCLOSURE FOR EMPLOYEES BENEFITS**

The company has a defined benefit gratuity plan as employees long term benefits. The present value of obligation is determined based on actuarial valuation using the projected unit method, which recognizes each period of service as giving rise to additional unit of employee benefit Entitlement and measures each unit separately to build up the final obligation. The obligation for compensated absence is recognized in the same manner as gratuity.

*(INR in lakhs)*

1	Change in benefit obligation	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
a)	Present value of obligation as at the beginning of the period	13.75	12.59	21.61	12.87
b)	Acquisition adjustment	-	-	-	-
c)	Interest cost	0.99	0.93	1.56	0.95
d)	Past service cost	-	-	-	-
e)	Current service cost	5.85	8.56	14.32	10.95
f)	Settlement / Curtailment cost/(Credit)	-	-	-	-
g)	Benefits paid	(0.51)	(2.39)	-	(0.62)
h)	Actuarial (gain)/loss on obligation	(7.05)	(5.94)	(3.34)	(2.54)
i)	Present value of obligation as at the end of period	13.03	13.75	34.15	21.61

2	Change in plan assets :	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
a)	Fair value of plan assets at the beginning of the period	-	-	-	-
b)	Actual return on plan assets	-	-	-	-
c)	Employer contributions	-	-	-	-
d)	Benefits paid	-	-	-	-
e)	Fair value of plan assets at the end of the period	-	-	-	-

3	Actuarial gain / loss recognized	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
a)	Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-	-	-
b)	Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.36	0.27	1.00	0.35
c)	Actuarial (Gain)/Loss on arising from Experience Adjustment	(7.41)	(6.20)	(4.34)	(2.89)

4	Expense recognized in the statement of profit and loss	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
a)	Current service cost	5.85	8.56	14.32	10.95
b)	Past service cost	-	-	-	-
c)	Interest cost	0.99	0.93	1.56	0.95
d)	Settlement / Curtailment cost / (credit)	-	-	-	-
e)	Net actuarial (gain) / loss recognized in the period	(7.05)	(5.94)	-	-
f)	Expenses recognized in the statement of profit & losses	(0.21)	3.55	15.88	11.90

5	Expense recognized in the Other Comprehensive income (OCI)	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
a)	Net cumulative unrecognized actuarial gain/(loss) opening	-	-	-	-
b)	Actuarial gain / (loss) for the year on PBO	7.05	5.94	3.34	2.54
c)	Actuarial gain /(loss) for the year on Asset	-	-	-	-
d)	Unrecognized actuarial gain/(loss) for the year	7.05	5.94	3.34	2.54

6	Sensitivity Analysis of the defined benefit obligation.	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
a)	<b>Impact of the change in discount rate</b>				
	Present Value of Obligation at the end of the period	13.03	13.75	34.15	21.61
	Impact due to increase of 0.50%	(0.86)	(0.86)	(2.23)	(1.39)
	Impact due to decrease of 0.50 %	0.95	0.95	2.49	1.54
b)	<b>Impact of the change in salary increase</b>				
	Present Value of Obligation at the end of the period	13.03	13.75	34.15	21.61
	Impact due to increase of 0.50%	0.96	0.96	2.50	1.56
	Impact due to decrease of 0.50 %	(0.87)	(0.87)	(2.26)	(1.41)

7	Actuarial Assumptions:	Compensated Absence		Gratuity	
		31 March 2025	31 March 2024	31 March 2025	31 March 2024
a)	Mortality Rate	<b>100% of IALM (2012-14)</b>	100% of IALM (2012-14)	<b>100% of IALM (2012-14)</b>	100% of IALM (2012-14)
b)	Discount rate	<b>7.38%</b>	7.38%	<b>6.99%</b>	7.38%
c)	Expected rate of return on plan assets	<b>N.A.</b>	N.A.	<b>N.A.</b>	N.A.
d)	Rate of escalation in salary per annum	<b>6.00%</b>	6.00%	<b>6.00%</b>	6.00%
e)	Retirement Age	<b>58</b>	58	<b>58</b>	58
f)	Employee turnover up to 30 years	<b>3.00%</b>	3.00%	<b>3.00%</b>	3.00%
g)	Above 30 years but up to 44 years	<b>2.00%</b>	2.00%	<b>2.00%</b>	2.00%
h)	Above 44 years	<b>1.00%</b>	1.00%	<b>1.00%</b>	1.00%

*The estimates of future salary increase considered in actuarial valuation take into account the inflation, seniority, promotion and other relevant factors such as demand in the employment market and supply.*

**46. DISCLOSURE OF RATIOS**

Ratio	Numerator	Denominator	31 March 2025	31 March 2024	% Variance	Reason for change if change more than 25%
Net Profit Ratio	Profit after taxes	Net sales	0.08	0.05	62.31%	Increase in profits due to receipt of government grants.
Net capital turnover ratio	Net sales	Working capital	-	-	0.00%	Working capital is negative, so ratio can't be computed
Return on capital employed	Earning before Interest and taxes	Capital Employed	0.45	0.30	49.91%	Increase in profits due to receipt of government grants.
Return on equity ratio	Profit after Tax	Average Shareholder Equity Funds	-	-	0.00%	Shareholder's equity is negative, so ratio can't be computed
Return on Investment	Interest Income	Average investments	0.05	0.04	17.27%	NA
Debt service coverage ratio	Earning Available for debt service	Debt Service	0.16	0.61	-73.75%	Ratio has improved due to profits made.
Debt- equity ratio	Debt	Equity	8.03	-	-	Last year shareholder's equity is negative, so ratio can't be computed.
Current Ratio	Current Assets	Current Liabilities	0.43	0.37	16.22%	NA
Inventory turnover ratio	Net sales	Average inventory	16.50	11.99	37.65%	NA
Trade receivables turnover ratio	Net Credit Sale	Average Account Receivable	110.01	103.42	6.37%	NA
Trade Payable turnover ratio	Net Credit Purchase	Average Account Payable	13.03	7.90	65.08%	Increase in ratio due to decrease in trade payables year on year.

**47. ADDITIONAL REGULATORY INFORMATION**

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013.
- The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

- (E) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in other person or entities ("ultimate beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries. The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding that the Company shall lend or invest in other persons or entities identified by or on behalf of the Funding Party or provide any guarantee, security or the like from to or on behalf of the Ultimate Beneficiaries.
- (F) The Company has not entered into any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (G) The Company does not have any foreign currency exposure.
- (H) The company has not been declared as wilful defaulter by any bank or financial institution or any other lender.
- (I) The Company did not have any foreign exchange contracts including derivative contracts for which there were any material foreseeable losses.
- (J) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

#### 48. RELATED PARTY DISCLOSURES

The information given below is only in respect of the transactions entered into by the company or any outstanding, during the year with the related parties.

##### (A) Names of the Related parties and description of relationship

S. NO.	Relationship	Name
1	<b>Directors and Key Managerial Personnel (KMP)</b>	Arun Kumar Sharma, Whole Time Director Syed Azizur Rahman, Non-executive Director (upto 04.07.2024) Vivek Singh Khichar, Non-executive director (wef 30.08.2024) Sanjay Kumar Jain, Non-executive Director Vishal Singh Bhadauria, Independent Director Seema Sharma, Independent Director Vyom Goel, Independent Director (wef 23.06.2023) Kanishka Jain , Company Secretary Mayank Gupta, Chief Financial Officer (wef 16.02.2025) Anil Kumar Gupta , Chief Financial Officer (upto 15.02.2025)
2	<b>Relative of Promoter</b>	Varun Gupta, Chief Operating Officer
3	<b>Entity exercising control over the Company</b>	Suraj Industries Limited
4	<b>Other entities under significant influence of KMP and promoters</b>	Vindeshwari Exim Private Limited Global Spirits Private Limited Prudent Brewerise and Distilleries Private Limited Makhanchor Portfolios Private Limited Express Infra Financial Consultancy Private Limited



**(B) Transactions during the year with the Related Parties**
*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Managerial Remuneration Expense</b>		
<b>Directors and Key Managerial Personnel (KMP)</b>		
Salary to Arun Kumar Sharma	24.75	25.40
Salary to Anil Kumar Gupta	3.43	3.75
Salary to Mayank Gupta	2.54	-
Salary to Kanishka Jain	10.08	8.92
	40.80	38.07
<b>Relative of Promoter</b>		
Varun Gupta, Chief Operating Officer	28.80	24.00
	28.80	24.00
<b>Managerial Remuneration Payable</b>		
<b>Directors and Key Managerial Personnel (KMP)</b>		
Salary to Arun Kumar Sharma	2.10	1.60
Salary to Anil Kumar Gupta	-	0.31
Salary to Mayank Gupta	1.65	-
Salary to Kanishka Jain	0.68	0.61
	4.43	2.52
<b>Relative of Promoter</b>		
Varun Gupta, Chief Operating Officer	0.95	0.50
	0.95	0.50
<b>Interest Expense</b>		
Express Infra Financial Consultancy Pvt Ltd	94.87	62.29
Prudent Brewerise and Distilleries Private Limited	31.84	-
Global Spirits Private Limited	0.74	-
Suraj Industries Limited	47.18	36.69
Makhanchor Portfolios Private Limited	110.63	211.85
	285.26	310.83

*(INR in lakhs)*

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Interest Expense Payable</b>		
Express Infra Financial Consultancy Pvt Ltd	25.60	56.06
Suraj Industries Limited	-	18.00
Prudent Brewerise and Distilleries Private Limited	28.66	-
Global Spirits Private Limited	0.66	-
Makhanchor Portfolios Private Limited	11.80	87.09
	66.72	161.15
<b>Sale of goods</b>		
Vindeshwari Exim Private Limited	-	617.98
Suraj Industries Limited	-	15.25
	-	633.23
<b>Unsecured Loan</b>		
<b>Express Infra Financial Consultancy Pvt Ltd</b>		
Opening Balance	1,398.05	780.30
Loan received	218.05	1,111.75
Loan repaid	207.72	494.00
Closing Balance	1,408.38	1,398.05
<b>Global Spirits Private Limited</b>		
Opening Balance	-	-
Loan received	257.50	-
Loan repaid	-	-
Closing Balance	257.50	-
<b>Prudent Brewerise and Distilleries Private Limited</b>		
Opening Balance	-	-
Loan received	837.50	-
Loan repaid	33.50	-
Closing Balance	804.00	-
<b>Makhanchor Portfolios Private Limited</b>		
Opening Balance	3,140.36	4,299.18
Loan received	-	-
Loan repaid	2,488.64	1,158.82
Closing Balance	651.72	3,140.36

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Suraj Industries Limited</b>		
Opening Balance	<b>645.00</b>	-
Loan received	<b>247.50</b>	645.00
Loan repaid	<b>747.00</b>	-
Closing Balance	<b>145.50</b>	645.00
<b>Reimbursement of Expenses to:</b>		
<b>Suraj Industries Ltd</b>		
<b>Opening Balance</b>	-	0.21
Expenses incurred	<b>7.04</b>	4.02
Amount paid against expenses incurred	<b>7.04</b>	4.23
Closing Amount Payable	-	-

#### 49. FAIR VALUE MEASUREMENTS

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurement is based on presumption that transaction to sell asset or transfer liability takes place either:

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

Fair Value of an asset or liability is measured using 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 asset in its highest and best use or by selling it to another market participant that would use asset in its highest and best use.

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

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

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

Level 2- Valuation techniques for which lowest level input that is significant to fair value measurement is directly or indirectly observable.

Level 3- Valuation techniques for which lowest level input that is significant to fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at end of each reporting period. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(A) Carrying amounts of Financial Assets and Financial Liabilities in each category are as follows:

(INR in lakhs)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>At amortised cost</b>				
Trade receivable	370.13	370.13	270.96	270.96
Cash & Cash Equivalents and other bank balances	46.80	46.80	205.51	205.51
Other Financial Assets	387.58	387.58	327.38	327.38
<b>Total</b>	<b>804.51</b>	<b>804.51</b>	803.85	803.85
<b>Financial Liability</b>				
<b>At amortised cost</b>				
Borrowings including short term	8,512.86	8,512.86	12,749.02	12,749.02
Lease liabilities including short term	54.82	54.82	68.38	68.38
Trade payables	1,351.39	1,351.39	2,020.78	2,020.78
Other financial liabilities	2,342.56	2,342.56	2,516.88	2,516.88
<b>Total</b>	<b>12,261.63</b>	<b>12,261.63</b>	17,355.06	17,355.06

- a) Carrying amount of Trade Receivables, Trade Payables, other financial assets, other financial liabilities and Cash & Cash Equivalent are considered to be the same as their Fair Value due to their short term nature
- b) Carrying amount of Financial Assets and Liabilities carried at Amortized Cost is considered a reasonable approximation of Fair Value.

(B) Fair Value Hierarchy

The following table provides the fair value measurement hierarchy for financial assets and liabilities:

Particulars	31 March 2025			31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial Assets</b>						
Trade receivable	-	-	370.13	-	-	270.96
Cash & Cash Equivalents and other bank balances	-	-	46.80	-	-	205.51
Other Financial Assets	-	-	387.58	-	-	327.38
<b>Total</b>	-	-	<b>804.51</b>	-	-	<b>803.85</b>
<b>Financial Liability</b>						
Borrowings including short term	-	-	8,512.86	-	-	12,749.02
Lease liabilities including short term	-	-	54.82	-	-	68.38
Trade payables	-	-	1,351.39	-	-	2,020.78
Other financial liabilities	-	-	2,342.56	-	-	2,516.88
<b>Total</b>	-	-	<b>12,261.63</b>	-	-	<b>17,355.06</b>

## **50. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company's Corporate Treasury function provides services to the business, co-ordinates access to domestic market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The company does not have foreign trade transactions nor any foreign currency transactions. The Board of Directors manages the financial risk of the company through internal risk reports and analyse exposure by magnitude of risk.

The Company's overall risk management procedures to minimise potential adverse effects of financial market on the Company are as follows:

### **(A) Market Risk**

Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables or payables. It includes three types of risks: a) Interest rate risk, b) Currency risk and c) price and commodity risk.

- A) Interest Rate Risk: The Company's borrowings are at fixed rates. Therefore, interest rate risk does not have any major impact on the company.
- B) Currency Risk: Since, Company does not have any foreign currency dealings, this risk is not applicable to the Company.
- C) Price and commodity risk: The Company majorly purchases Spirits and Grain in its manufacturing. Since, prices are generally regulated, there are no major movements in the prices. Therefore, the adversity of this risk is low.

### **(B) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument leading to a financial loss. The Company's exposure to credit risk primarily consists of Trade receivables and other financial assets. The Company deals with only few customers since liquor operations are government regulated. Therefore, default risk on the part of debtors is significantly low.

### **(C) Liquidity Risk**

The Company's principle source of liquidity are Cash and cash equivalents and cash generated from operations. The Company manages its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay. The Company has developed appropriate internal control systems and contingency plans for managing liquidity risk.

## **51. CAPITAL MANAGEMENT**

### **(A) Risk Management**

Capital management is driven by Company's policy to maintain a sound capital base to support the continued development of its business. The Management and Board of Directors seeks to maintain a prudent balance between different components of Company's capital. Management monitors capital structure and net financial debt at individual currency level. Net financial debt is defined as current and non-current financial liabilities including lease liabilities less cash and cash equivalents and short term investments.

The capital structure is governed by policies approved by the Board of Directors and monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, lease liabilities, less cash and cash equivalents.

*(INR in lakhs)*

Particulars		As at 31 March 2025	As at 31 March 2024
Borrowings including current maturities and short term borrowings		8,512.86	12,749.02
Trade Payables		1,351.39	2,020.78
Other Payables including Lease Liabilities		2,397.38	2,585.26
Less: Cash & Cash Equivalents and other bank balances		(46.80)	(205.51)
<b>Net Debt</b>	<b>(A)</b>	<b>12,214.83</b>	17,149.55
Equity share capital		1,793.00	1,793.00
Compulsory Convertible Preference shares		147.44	-
Other equity		(879.68)	(4,788.42)
<b>Total Equity Capital</b>	<b>(B)</b>	<b>1,060.76</b>	(2,995.42)
<b>Capital and Net Debt</b>	<b>(C=A+B)</b>	<b>13,275.59</b>	14,154.13
<b>Gearing Ratio (%)</b>	<b>(A/C*100)</b>	<b>92.01%</b>	121.16%

#### (B) Dividends

The Company has not declared any dividends in the current and previous year.

## 52. Segment Reporting

### Disclosure as per Indian Accounting Standard (Ind AS) 108 "Operating Segments:

The company has two business segments- Edible Oil Operations and Liquor Operations. Edible oil operations consists of trading activities and high seas sale of edible oil. No manufacturing is being done for edible oils. Liquor operations consists of manufacturing IMFL drinks through the Company's plant situated at Sandila, Dist. Hardoi, Uttar Pradesh. The company is exclusively manufacturing IMFL for United Spirits Limited.

*(INR in lakhs)*

Particulars	Edible Oils operations		Liquor operations		Unallocated		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
<b>1. Segment Revenue</b>	<b>175.58</b>	117.69	<b>35,086.79</b>	28,747.20	-	-	<b>35,262.37</b>	<b>28,864.89</b>
Less: Inter-segment Revenue	-	-	-	-	-	-	-	-
<b>Total</b>	<b>175.58</b>	<b>117.69</b>	<b>35,086.79</b>	<b>28,747.20</b>	-	-	<b>35,262.37</b>	<b>28,864.89</b>
<b>2. Segment Results</b>	<b>(64.09)</b>	(769.17)	<b>4,614.16</b>	3,881.04	-	-	<b>4,550.07</b>	<b>3,111.87</b>
<b>Less:</b>							-	-
a) Finance Cost	-	-	-	-	(947.10)	(1,003.96)	<b>(947.10)</b>	<b>(1,003.96)</b>
B) Other unallocable expenses	-	-	-	-	(202.44)	(157.10)	<b>(202.44)</b>	<b>(157.10)</b>
<b>Total Profit before Tax</b>	<b>(64.09)</b>	<b>(769.17)</b>	<b>4,614.16</b>	<b>3,881.04</b>	<b>(1,149.54)</b>	<b>(1,161.06)</b>	<b>3,400.53</b>	<b>1,950.81</b>
<b>3. Segment Assets</b>	<b>500.95</b>	513.28	<b>14,912.08</b>	15,730.50	<b>42.66</b>	58.18	<b>15,455.69</b>	<b>16,301.96</b>
<b>4. Segment Liabilities</b>	<b>8,541.19</b>	9,133.02	<b>5,278.98</b>	9,780.86	<b>574.76</b>	383.50	<b>14,394.93</b>	<b>19,297.38</b>

**Information about Geographical Segment:**
*(INR in lakhs)*

Secondary Segment Information	India		Outside India		Total	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Revenue	<b>35,262.37</b>	28,864.89	-	-	<b>35,262.37</b>	28,864.89
Non Current Assets	<b>12,992.54</b>	12,921.34	-	-	<b>12,992.54</b>	12,921.34

**Information about major customers :**

Major customers having revenue exceeding 10% of total revenues	For the year ended on		For the year ended on	
	31 March 2025		31 March 2024	
	Rs. In lakhs	%	Rs. In lakhs	%
United Spirits Limited	<b>20,840.49</b>	<b>59.10%</b>	19,420.56	67.28%
Simbhaoli Sugars Limited	<b>4,216.15</b>	<b>11.96%</b>	3,344.21	11.59%

- 53.** During the year, the Company has earned a profit of Rs. 2935.65 lakhs (Previous year Rs. 1480.88 lakhs). However due to operational losses in earlier years, there has been erosion of its net worth due to which the Company has accumulated losses amounting to Rs. 879.68 lakhs as at 31 March 2025 (31 March 2024: Rs. Rs. 4788.42 lakhs). However, in the view of the fact the company has earned a profit during the year and Management is of the view that after the commissioning of Distillery unit in September 2022, the company is expected to earn profits in the coming years. Therefore, Company does not anticipate that it will not be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, the company has prepared these financial statements on a going concern basis.
- 54.** Previous year's figures have been regrouped/reclassified, wherever considered necessary, to conform to current year's classification.

As per our report of even date attached

**For PAWAN SHUBHAM & CO.**

**Chartered Accountants**

Firm's Registration No: 011573C

**(CA Krishna Kumar)**

**PARTNER**

Membership No. 523411

**Place:** New Delhi

**Date:** 28.04.2025

For and On behalf of the Board of Directors of

**SHRI GANG INDUSTRIES & ALLIED PRODUCTS LIMITED**

**Arun Kumar Sharma**

**Whole Time Director**

DIN: 09008061

**Mayank Gupta**

**Chief Financial Officer**

**Sanjay Kumar Jain**

**Director**

DIN: 01014176

**Kanishka Jain**

**Company Secretary**

M.No: F13164



## NOTICE

Notice is hereby given that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (AGM) of the members of **M/s Shri Gang Industries and Allied Products Limited** will be held on **Tuesday, September 30, 2025** at **3:00 P.M.** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, to transact the following businesses:

### **ORDINARY BUSINESS**

#### **Item No. 1 - Adoption of Audited Standalone Financial Statements**

To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31 March 2025, together with the Reports of the Board of Directors and Auditors thereon.

#### **Item No. 2 - Re-appointment of a Director**

To appoint a Director in place of **Mr. Arun Kumar Sharma (DIN: 09008061)**, who retires by rotation, and being eligible, offers himself for re-appointment, in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 152(6) of the Companies Act, 2013, Mr. Arun Kumar Sharma (DIN: 09008061) who retires by rotation and being eligible offers himself for re- appointment, be and is hereby re-appointed as a Director of the Company."

### **SPECIAL BUSINESS**

#### **Item No. 3 - Re-appointment of Mr. Arun Kumar Sharma (DIN: 09008061), Whole Time Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 & 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other approval/permissions, if any, as may be required and in accordance with the Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee and approval of Board of Directors, the consent of the members be and is hereby accorded for re-appointment of Mr. Arun Kumar Sharma (DIN: 09008061), as Whole Time Director of the Company, designated as Key Managerial Personnel, liable to be retire by rotation, for a period of 2 (Two) years with effect from November 13, 2025 at a monthly remuneration not exceeding Rs. 3,00,000/- (Rupees Three Lakh Only).

**RESOLVED FURTHER THAT** no sitting fees will be paid to Mr. Arun Kumar Sharma, Whole Time Director of the Company for attending meeting of the Board of Directors or any committee thereof.

**RESOLVED FURTHER THAT** the terms of re-appointment and remuneration may be altered, varied and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit within the overall ceiling of Rs 3,00,000 /- (Rupees Three Lakh Only) per month and the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof."

**RESOLVED FURTHER THAT** in the absence or inadequacy of profits in the Financial Year during the currency of tenure of the Whole Time Director, the remuneration payable as detailed above shall be the minimum remuneration.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the company be and is hereby severally authorized to sign and file the necessary forms and returns with the concerned Registrar of companies, Stock Exchange where shares of Company are Listed and to take such other actions and to do all deeds and things to comply with all the formalities required to be fulfilled in connection with the aforesaid resolution."

**Item No. 4 - Appointment of M/s Monika Kohli & Associates, Company Secretaries as the Secretarial Auditors of the Company.**

To consider and if thought fit, approve the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Monika Kohli & Associates, Company Secretaries (Firm Registration Number: S2002DE342100), a peer reviewed firm, be and is hereby appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for a period of 5 (five) consecutive years i.e. from financial year 2025-26 to financial year 2029-30, at such remuneration plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors."

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company."

**Item No. 5 - Increase in remuneration of Mr. Varun Gupta, Chief Operating Officer of the Company, a related party holding office or place of profit.**

To consider and if thought fit, approve the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force), on the recommendation of Nomination & Remuneration Committee, Audit Committee and approval of Board of Directors, consent of the members be and is hereby accorded to increase the remuneration, to be paid to Mr. Varun Gupta, holding an office or place of profit as Chief Operating Officer of the Company, as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding ₹ 90,00,000/- (Rupees Ninety Lakh) per annum w.e.f. October 01, 2025.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things and settle any questions/ difficulties/ doubts arise from it, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected herewith or incidental there to in the best interest of the Company.

**Item No. 6 - Approval of Limits to give loans/guarantees or provide security in connection with loans made to any person(s) or body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013:**

To consider and if thought fit, approve the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in suppression to the earlier resolution passed and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf, approval 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, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to:

- i. give any loan to any person or other body corporate;
- ii. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- iii. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 50 Crores (Rupees Fifty Crores) over and above the limit prescribed under Section 186 of the Companies Act 2013 (i.e. higher of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company), whichever is more.

**RESOLVED FURTHER THAT** the Board or any Committee/Person(s) authorised by the Board, be and are hereby authorised to negotiate and finalise the terms and conditions of the aforesaid investments, loan(s) guarantee(s) and security(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to give effect to the resolution.

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things as they deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto.

**Item No. 7: Issuance of up to 13,13,131 Compulsorily Convertible Preference Shares on a Preferential basis upon Conversion of Outstanding Unsecured Loan to the persons/entities belonging to the 'Promoter & Promoter Group' category.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant Stock Exchange where the shares of the Company are listed {"Stock Exchange"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations") as amended, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company, be and is hereby accorded to create, issue, offer and allot, on a preferential basis **up to 13,13,131**, fully paid, non-cumulative, non-participating **0.01% Compulsorily Convertible Preference Shares ('CCPS')** of face value of Rs.10/- each, to person(s)/entities belonging to 'Promoter & Promoter Group' category, **towards conversion of outstanding unsecured loan aggregating to Rs. 12,99,99,969/-**, at an issue price of **Rs. 99/-** per CCPS, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be compulsorily convertible, in one or more tranches at an option of CCPS-holder(s), within 18 (eighteen) months from its date of allotment into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, and to issue fresh Equity Shares on the conversion of CCPS on such further terms and conditions as may be finalized by the Board of Directors, to the following persons/entities (**'Proposed CCPS Allottee(s)'**), in the manner as follows:

Sr. No.	Name of the Proposed CCPS Allottee	Category	No. of CCPS proposed to be allotted (Up to)
1	Express Infra Financial Consultancy Private Limited	Promoter & Promoter Group	13,13,131

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of CCPS shall be **Friday, August 29, 2025**, being the date 30 days prior to the date of the **Annual General Meeting** of the shareholders of the Company scheduled to be held, i.e., Tuesday, September 30, 2025.

**RESOLVED FURTHER THAT** aforesaid issue of CCPS shall be subject to the following terms and conditions:

- The CCPS to be allotted shall be compulsorily converted into equity shares of the Company with a face value of Rs. 10/- each, within a maximum period of 18 (eighteen) months commencing from the date of allotment of such CCPS. Such conversion may take place either at the option of the Proposed Allottee(s) in one or more tranches or the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the tenure even if the Proposed Allottee(s) does not exercise the conversion option.
- The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/ allotment of CCPS, meaning thereby an amount required to be paid towards the consideration for the CCPS shall be set off from the outstanding unsecured loan at the time of subscription of the CCPS.
- The CCPS shall be allotted within a period of 15 (fifteen) days from the date of passing the shareholder's resolution in this regard, provided that where the said allotment is pending on account of pendency of any approval or permission for such allotment by any regulatory authority, the period of 15 (fifteen) days shall be counted from the date of such approval or permission.
- The CCPS shall bear a non-cumulative preferential dividend at the rate of 0.01% per annum (if declared by the Company), to be calculated on a pro-rata basis from the date of allotment of such CCPS till the date of conversion of the CCPS.
- The CCPS, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these CCPS shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- The CCPS so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- The CCPS shall be allotted in dematerialized form and the equity shares arising on conversion shall also be allotted in dematerialized form, in each case, free from any encumbrances.
- The voting rights of the persons holding the CCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Act (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force).

**RESOLVED FURTHER THAT** the particulars of the CCPS being issued, as per Rule 9(2) of the Companies (Share Capital and Debenture) Rules, 2014, are briefly set out below:

The priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares	The Preference Shares shall confer on the holder, the right to receive, in priority to the holders of Equity Shares in the Share Capital, a non-cumulative dividend equal to 0.01% per annum (if declared by the Company).  Subject to applicable laws, on the distribution of capital on a winding up, the assets of the Company available for distribution to its members shall be applied in the manner as set forth in the Articles of Association (AOA) of the Company as amended from time to time and the Preference Shares shall rank senior to any other nature of Security issued by the Company.
The participation in surplus fund	Non-participating in nature
The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	As per the AOA of the Company.
The payment of dividend on a cumulative or non-cumulative basis	Payment of dividend on a non-cumulative basis.

The conversion of preference shares into equity shares	The CCPS to be allotted shall be compulsorily convertible into an equivalent number of equity shares of the Company with a face value of Rs. 10/- each, within a maximum period of 18 (eighteen) months commencing from the date of allotment of such CCPS. Such conversion may take place either at the option of the Proposed Allottee(s) in one or more tranches, or the Company shall mandatorily convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the tenure even if the Proposed Allottee(s) does not exercise the conversion option.
Voting rights	The CCPS holders shall not have any voting rights in the Company.
The redemption of preference shares	Compulsorily convertible into equity shares of face value of Rs. 10/- each of the Company.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of CCPS shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the CCPS held by the holder(s) of the CCPS, application to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said CCPS, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

**Item No. 8: Issuance of up to 7,50,000 Fully Convertible Warrants ("Warrants") to the persons/entities belonging to the "Promoter & Promoter Group" category on a preferential basis.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under [including any statutory modification(s) thereto or re-enactment thereof for the time being in force], enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited, the Stock Exchange where the equity shares of the Company are listed (collectively "Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents,



permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **up to 7,50,000 Fully Convertible Warrants ("Warrants")** at an issue price of **Rs. 99/-** per warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each, for cash, for an aggregate amount of **up to Rs. 7,42,50,000 /-**, and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the **"Promoter & Promoter Group"** category (**"Proposed Allottee(s)"**) in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants to be allotted (up to)
1	Varun Gupta	Promoter & Promoter Group	7,50,000

**RESOLVED FURTHER THAT** in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the **Relevant Date** for determining the minimum issue price shall be **Friday, August 29, 2025**, being the date which is 30 days prior to the date of Annual General Meeting of the Shareholders of the Company scheduled on Tuesday, September 30, 2025.

**RESOLVED FURTHER THAT** the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the **"Warrant Exercise Period"**).
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants being allotted to the Proposed Allottee(s), and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- Warrants shall be allotted by the Company only in dematerialized form.
- The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.
- The Warrants by itself, until converted into Equity Shares, do not give the Warrant Holder any voting rights in the Company in respect of such Warrants.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottee(s) in Form PAS-5 and make an offer to the Proposed Allottee(s) through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or the Committee of the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

**Item No. 9: Issuance of 7,50,000 Sweat Equity Shares to Mr. Varun Gupta, Chief Operating Officer of the Company, belonging to the Promoter Group.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 54 and other applicable provisions, if any, of the Companies Act, 2013 ( **the "Act"**), read with Rule 8 of the Companies (Share Capital and Debenture) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (**"SBEB Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"ICDR Regulations"**), relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by Government of India (**"GOI"**), the Registrar of Companies (the **"ROC"**), Ministry of Corporate Affairs (**"MCA"**), Securities and Exchange Board of India (**"SEBI"**) and any other prevailing statutory Guidelines/Circulars and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited and National Stock Exchange of India Limited (**"Stock Exchanges"**), and/or any other competent authorities (hereinafter referred to as 'Applicable Regulatory Authorities') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, and based on the recommendations and approval by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company (*hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted by the Board or hereinafter constitute to exercise one or more of its powers, including the powers conferred by this resolution*), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches for non-cash consideration, 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares as Sweat Equity Shares having face value of INR 10 (Indian Rupees Ten only) each an issue price of Rs. 99/- (Rupees Ninety-Nine Only) per Sweat Equity Share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, having a Fair Market Value of INR 97.86 /- per share on the basis of valuation report dated August 29, 2025 received from Corporate Professionals Capital Private Limited (SEBI Reg. No: INM000011435), to Mr. Varun Gupta, Chief Operating Officer of the Company, belonging to promoter Group, in lieu of the value additions he has made over 2 (two) years and will continue to make while in association with the Company, on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws."

**"RESOLVED FURTHER THAT** the Sweat Equity Shares to be issued and allotted by the Company shall rank pari-passu in all respects, including dividends, with the existing equity shares of the Company."

**"RESOLVED FURTHER THAT** the Sweat Equity Shares to be issued and allotted shall be under lock-in for such period as may be prescribed under SEBI (SBEB Regulations) and SEBI (ICDR) Regulations to the extent applicable."



**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary including authorizing the Nomination and Remuneration Committee or any other person to appoint Advisors, Consultants or Representatives for the issue and allotment of the Sweat Equity Shares to Mr. Varun Gupta, Chief Operating Officer of the Company, belonging to Promoter Group, without any form of further reference, confirmation, approvals or sanctions from Members of the Company, to the extent permissible by Listing Regulations and other relevant regulations in force, Companies Act 2013 (including any modifications, amendment and re-enactment thereof), the Memorandum and Articles of Association of the Company and any other applicable laws.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable, proper or expedient for giving effect to this resolution, including making applications to the Stock Exchange(s) for in-principle approval, securing listing of the shares, and filing requisite forms, returns and documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or any other statutory or regulatory authorities, and to settle all questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board**  
**For Shri Gang Industries and Allied Products Limited**

**Kanishka Jain**  
**(Company Secretary and Compliance Officer)**  
**Membership No. F13164**

**Date: August 30, 2025**  
**Place: New Delhi**

**Registered Office:**

Plot No. B-2/6 & 2/7, UPSIDC Industrial Area,  
Sandila Phase IV Hardoi UP 241204

**Corporate office:**

F-32/3, Ground Floor, Okhla Industrial Area,  
Phase -II, New Delhi-110020

**NOTES:**

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the 36<sup>th</sup> Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (“SEBI Circulars”) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 36<sup>th</sup> AGM of the Company is being held through VC/OAVM.
2. The registered office of the Company shall be deemed to be the venue for the AGM.
3. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year ending March 31, 2025 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar & Transfer Agent (‘RTA’), unless any Member has requested for a physical copy of the same. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company [www.shrigangindustries.com](http://www.shrigangindustries.com).

[shrigangindustries.com](http://shrigangindustries.com). The notice and Annual report can also be accessed from the website of Stock Exchange, i.e., BSE Limited [www.bseindia.com](http://www.bseindia.com) and website of Central Depository Services Ltd (agency for providing the Remote e-Voting facility) [www.evotingindia.com](http://www.evotingindia.com).

However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department.

We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialized form if any, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants.

Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail address is not registered with the Company or its Registrar and Share Transfer Agent viz. Beetal Financial and Computer Services Private Limited ('RTA')/ Depository Participant ('DPs') providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

4. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'):
    - (a) Members will not be able to appoint proxies for the meeting, and;
    - (b) Attendance Slip & Route Map is not being annexed to this Notice.
  5. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013. Members can attend and participate in the Annual General Meeting through VC/OAVM only.
  6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company by email through its registered email address at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com).
  7. The Members can join the AGM in the VC/OAVM mode 15 minutes before or after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  8. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required.
- Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business set out above in the notice is annexed hereto.
  10. Information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Director seeking appointment/ re-appointment at the AGM, forms integral part of the notice.

11. All documents referred to in the notice are available for inspection through secured electronic mode by writing to the Company at its email ID: [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) till the date of the meeting..
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. **For shares held in electronic form:** to their Depository Participants (DPs)
  - b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024. Shareholders are advised to refer the latest SEBI guidelines/circulars issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC details updated at all times, to avoid freezing their folio as prescribed by SEBI.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in **dematerialized 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 at [www.shrigangindustries.com](http://www.shrigangindustries.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 and Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 has made it mandatory for the Security Holders (holding shares in physical form) to furnish/update PAN, Email address, Mobile number, Signature and Bank account details with the Company's RTA/Company. Choice of Nomination is optional, and security holders are requested to avail the nomination facility in their own interest.  
  
In terms of the above Circulars, Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form are requested to submit their PAN details to the Company's RTA.
16. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and 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. Members can contact the Company or RTA, for assistance in this regard.
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
18. 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 opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

20. SEBI vide its Circulars dated July 31, 2023 and August 4, 2023, read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES 2.0 platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
21. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before **September 23, 2025** through e-mail on [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The same will be replied by the Company suitably.
22. CS Vijay Jain, Practicing Company Secretary having FCS No. 13701 and C.P. No.: 18230 has been appointed as "Scrutinizer" to scrutinize the remote e-Voting in a fair and transparent manner and he has communicated his willingness to be appointed and he himself or his/her authorized representative will be available at the AGM for the same purpose.
23. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and make, within two working days from the conclusion of the AGM, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
24. The Results declared along with details of the number of votes cast for and against the Resolution, invalid votes for at least three days on the Notice Board of the company at its Registered Office and its Corporate Office. Also, the Scrutinizer's Report shall be placed on the website of the Company at [www.shrigangindustries.com](http://www.shrigangindustries.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The Results shall also be forwarded to the Stock Exchanges where the shares of Company are listed, i.e., BSE Limited.
25. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed at the 36<sup>th</sup> AGM scheduled to be held on **September 30, 2025**.
26. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, ie, **September 23, 2025**. Any person, who acquires shares of the Company and becomes a member after the dispatch of AGM Notice and holds shares as on the Cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the person is already registered with CDSL for e-voting, then his/her existing User Id can be used for casting vote.
27. The Company has electronic connectivity with CDSL and NSDL and the ISIN of the Company is INE241V01018 for dematerialization of the company's shares. We hereby request all the members to get their shares dematerialized.
- 28. Instructions for Shareholders attending the AGM through VC/OAVM are as under:**
  - a. The e-voting period begins at **10.00 A.M.** (IST) on **Saturday, September 27, 2025** and ends at **5.00 P.M.** (IST) on **Monday, September 29, 2025**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (**record date**) i.e. on **Tuesday, September 23, 2025** may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - b. The members who have cast their votes by remote e-voting prior to the AGM may also participate in the AGM through VC/OAVM Facility but shall not be entitled to cast their votes again.
  - c. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by listed companies, individual shareholders holding shares in demat mode are allowed to vote through their respective demat accounts maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

**d. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/NSDL:**

Type of Shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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



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

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 48867000.

**e. Login method for e-Voting and joining virtual meetings for shareholders other than individuals holding shares in Demat form:**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" tab.
- Now enter your User ID;
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next, enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e voting on the resolutions contained in this Notice.
- Shareholders holding multiple demat accounts / folios shall choose the voting process separately for each demat account / folio.
- Click on the EVSN of the Company **M/s Shri Gang Industries and Allied Products Limited, which is 250823019.**
- On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

13. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
14. After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
15. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**f. Note for Non – Individual Shareholders and Custodians – For Remote E-Voting only.**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- vi. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at **toll free no. 1800 22 55 33 or 022-23058738/8542/8543**.

All grievances connected with the facility for voting by electronic means may be addressed to **Shri Rakesh Dalvi**, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25 Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on **toll free no. 1800 22 55 33 or 022-23058738/8542/8543**.

**g. Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under:**

- i. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company, i.e., **250823019** will be displayed after successful login as per the instructions mentioned above for e-voting.
- iii. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- iv. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- v. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of previously mentioned glitches.



- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before **September 23, 2025** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before **September 23, 2025** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com). The company will reply to these queries suitably by email.
- viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- x. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders participating in the meeting.
- xi. The voting rights of members shall be in proportion to their shares to the paid-up equity share capital of the Company as on the cut-off date i.e. **September 23, 2025**. Members may cast their votes separately for each business to be transacted in the Annual General Meeting and may also elect not to vote on any of the resolution(s).

**h. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company** at [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com) or **RTA** at [beetalrta@gmail.com](mailto:beetalrta@gmail.com) marking CC to Company.
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

Members who need assistance before or during the AGM may contact CDSL on any of the following Helpline Numbers:

Name of Concerned Official	Contact Number	Email id
Shri Rakesh Dalvi, Senior Manager	022-23058542/43 and 022- 23058738	helpdesk.evoting@cdslindia.com

**By Order of the Board**  
**For Shri Gang Industries and Allied Products Limited**

**Kanishka Jain**  
**(Company Secretary and Compliance Officer)**  
**Membership No. F13164**

**Date: August 30, 2025**  
**Place: New Delhi**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3: Re-appointment of Mr. Arun Kumar Sharma (DIN: 09008061), Whole Time Director of the Company**

Mr. Arun Kumar Sharma (DIN: 09008061) is currently designated as Whole Time Director (WTD) of the Company and a member of the Stakeholders Relationship and Preferential Issue Committee of the Company.

The Board of Directors in their meeting held on August 25, 2023 had reappointed Mr. Arun Kumar Sharma as WTD of the Company for a period of 2 (two) years w.e.f. November 13, 2023. Subsequently, at the 34<sup>th</sup> Annual General Meeting of the Company held on September 22, 2023, the members of the Company had approved the re-appointment and terms of his remuneration as WTD of the Company.

The tenure of Mr. Arun Kumar Sharma as the Whole Time Director of the Company is expiring on November 12, 2025. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 29, 2025, reappointed Mr. Arun Kumar Sharma as Whole Time Director of the Company for a further period of two (2) years w.e.f. November 13, 2025, liable to be retire by rotation at a monthly remuneration not exceeding Rs. 3,00,000/- subject to the approval of Shareholders of the Company.

Mr. Arun Kumar Sharma is a Post Graduate in Science specializing in Organic Chemistry and also holds a Post Graduate Diploma in Industrial Fermentation and Alcohol Technology.

Having more than 35 years of experience in the liquor and allied industry, he is an experienced leader in distillery operations with a proven track record of managing projects from initiation to completion. Expertise spans molasses- and grain-based production, including fermentation, distillation, aging, blending, and bottling operations. Skilled in optimizing processes to ensure quality, efficiency, and sustainability, with in-depth knowledge of co-generation systems for steam and electricity. Deep understanding of industry trends and emerging technologies, driving innovation and maintaining a competitive edge. Currently he is looking for the Bottling and Distillery Unit of the Company setup at Sandila.

The Board, while re-appointing Mr. Sharma as WTD of the Company, considered his skills, background, experience and contributions during his tenure with the Company.

The terms of appointment and remuneration given herein above be altered, varied, and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board of Directors and the concerned Director.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mr. Arun Kumar Sharma for his re-appointment to the office of Whole Time Director.

Mr. Arun Kumar Sharma satisfies all the conditions specified in sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. Mr. Arun Kumar Sharma has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. He has also given his consent to act as a Director of the Company.

In compliance with the provisions of Sections 152, 179, 196, 197, 198 and 203 of the Companies Act, 2013 read with rules framed thereunder and other applicable provisions of the Companies Act, 2013 and Schedule V to the Act, the terms of appointment and remuneration as set out in Item No. 3 are now being placed before the members for their approval by way of Special Resolution.

Mr. Sharma has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Sharma, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Arun Kumar Sharma as Whole Time Director of the Company will be beneficial to the functioning and growth of the Company and the remuneration payable to him commensurate with his abilities and experience.

A brief profile of Mr. Sharma, including nature of his expertise, is provided as an additional information required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of the Notice calling AGM as **Annexure-A**.

Except Mr. Arun Kumar Sharma, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice calling AGM.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

#### **Item No. 4 - Appointment of M/s Monika Kohli & Associates, Company Secretaries as the Secretarial Auditors of the Company**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ('Act') read with rules made thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is required to undertake Secretarial Audit by a Company Secretary in Practice or a firm of Company Secretary(ies) in practice who shall be a Peer Reviewed Company Secretary.

As per Regulation 24A of the Listing Regulations, a Secretarial Auditors shall be appointed with the approval of Shareholders at their Annual General Meeting basis the recommendation of the Audit Committee and the Board of Directors.

In view of the above, based upon the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on August 29, 2025, appointed M/s. Monika Kohli & Associates, Company Secretaries, a peer reviewed firm, (Peer Review No. 1348/2021 & Firm Registration No. S2002DE342100) as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for a period of 5 (five) consecutive years i.e. from FY 2025-26 to FY 2029-30, subject to approval of the Shareholders.

The remuneration of ₹ 1,00,000/- (Rupees One Lakh Only), per annum plus reimbursement of out-of-pocket expenses, is proposed to be paid to M/s. Monika Kohli & Associates for conducting the Secretarial Audit for FY2025-26. The remuneration for the Secretarial Audit for the remaining period shall be determined by the Board in consultation with the Audit Committee and the Auditor.

A consent letter and an eligibility certificate have been received from M/s. Monika Kohli & Associates, Company Secretaries, consenting to act as the Secretarial Auditors of the Company and confirming their eligibility for appointment in accordance with the provisions of the Section 204 of the Act read with rule made thereunder and Regulation 24A of the Listing Regulations.

M/s. Monika Kohli & Associates, Practicing Company Secretaries, led by CS Ms. Monika Kohli, a peer reviewed firm was established and registered with the Institute of Companies Secretaries of India in the year 2002. It is a peer-reviewed firm providing comprehensive corporate legal and secretarial advisory services. Ms. Monika Kohli is engaged as Secretarial Auditors with several listed and unlisted companies across diverse sectors, delivering value-driven solutions in governance, compliance, restructuring, and regulatory matters.

The firm's client centric approach, with experienced professionals and proficient solutions to complex problems prides itself on superior client retention, integrity, dedication and professionalism making them a trusted partner in navigating the complexities of corporate law.

In terms of Section 204 of the Act read with rules made thereunder and Regulation 24A of the Listing Regulations, M/s. Monika Kohli & Associates are proposed to be appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for a period of 5 (five) consecutive years i.e. from FY 2025-26 to FY 2029-30.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested (financial & otherwise) in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 4 for your consideration and approval.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

#### **Item No. 5 - Increase in remuneration of Mr. Varun Gupta, Chief Operating Officer of the Company, a related party holding office or place of profit**

The provisions of section 188(1) of the Companies Act, 2013 Act govern Related Party Transactions and requires a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Varun Gupta, was appointed as Chief Operating Officer of the Company w.e.f. 29<sup>th</sup> May 2023. He is the son of Mr. Suraj Prakash Gupta and Mrs. Anita Gupta, Promoters of the Company and is accordingly a related party in accordance with the provision of section 2(76) of the Act. In view of the same, the position/office held by Mr. Varun Gupta in the Company falls within the preview of Section 188(1)(f) and in accordance with Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014, remuneration in excess of 2,50,000/- per month (i.e, ₹ 30,00,000/-(Rupees Thirty Lakh only) per annum) for the office/ place of profit, requires shareholders' approval.

Mr. Varun Gupta is an accomplished entrepreneur and second-generation business leader with a robust academic background in Finance and Marketing from Manchester University, UK, and an international business orientation from Les Roches, Switzerland. He brings over six (6) years of hands-on experience in the highly regulated and competitive alcohol beverage industry. Mr. Gupta's deep sectoral insights, operational agility, and forward-looking vision continue to drive the company's strategic growth in the alcoholic beverages industry, positioning it as a trusted and scalable player in the market.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and Audit Committee, at their meeting held on August 29, 2025 had recommended a ceiling on remuneration of ₹ 90,00,000/-(Rupees Ninety Lakh only) per annum, payable to Mr. Varun Gupta w.e.f. 1st October 2025, subject to approval of the Shareholders by way of an Ordinary Resolution. In the same, Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company, designated Mr. Varun Gupta, Chief Operating Officer as the Senior Management Personnel of the Company w.e.f. August 29, 2025.

The main terms and conditions of remuneration of Mr. Varun Gupta are as under:

#### **Remuneration:**

- a) Maximum Remuneration:** ₹ 90,00,000/- (Rupees Ninety Lakh only) per annum (including perquisites).
- b) Perquisites:** In addition to the above salary, Mr. Varun Gupta shall be entitled to the following perquisites:
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
  - The Company shall provide and maintain Chauffeur driven Car for the use of Mr. Varun Gupta.
  - Reimbursement of Telephone & Internet data card Expenses.
  - Reimbursement of travelling, entertainment and other expenses incurred by him during the course of the business of the Company.

Details in terms of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are provided herein under:

Sr. No.	Particulars	Details
a.	Name of the related party	Mr. Varun Gupta
b.	Name of the director or key managerial personnel who is related, if any	He is not related to any of the Director nor with any Key Managerial Personnel
c.	Nature of relationship	He is son of Mr. Suraj Prakash Gupta and Mrs. Anita Gupta, Promoters of the Company
d.	Nature, material terms, monetary value and particulars of the contract or arrangement	Annual Remuneration of ₹ 90,00,000/- (₹ 7,50,000 per month) which is in excess of the limits as prescribed under Section 188(1)(f) of the Companies Act, 2013.
e.	Any other information relevant or important for the members to take a decision on the proposed resolution	Mr. Varun Gupta brings over six years of hands-on experience in the highly regulated and competitive alcohol beverage industry. His experience and expertise help the company is achieving operational efficiency and accordingly it is proposed to increase his remuneration to ₹ 90,00,000/- (₹ 7,50,000 per month).

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested (financial & otherwise) in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at item no. 5 for your consideration and approval.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

**Item No. 6 - Approval of Limits to give loans/guarantees or provide security in connection with loans made to any person(s) or body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013:**

Shareholders of the Company in their Annual General Meeting held on September 24, 2019 had approved the limit of Rs. 25 Crore under section 186. 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 increase the limit under section 186 to Rs. 50 Crore by investing surplus funds 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, in the best interest of the Company.

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

In view of the aforesaid requirement, it is proposed to take approval of the members under Section 186 of the Companies Act, 2013, by way of special resolution for making inter-corporate investments/loans/guarantee or providing any security upto a sum of Rs. 50 Crore (Rupees Fifty Crore Only) as proposed in the resolution. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested (financial & otherwise) in the resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

**Item No. 7 - Issuance of up to 13,13,131 Compulsorily Convertible Preference Shares on a Preferential basis upon Conversion of Outstanding Unsecured Loan to the persons/entities belonging to the 'Promoter & Promoter Group' category.**

**Item No. 8 - Issuance of up to 7,50,000 Fully Convertible Warrants ("Warrants") to the persons/entities belonging to the "Promoter & Promoter Group" category on a preferential basis.**

**Combined Explanatory Statement for Item No. 7 & 8**

The Special Resolutions contained in Item No. 7 & 8 of this Notice, have been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

- 1. up to 13,13,131** unlisted, fully paid, non-cumulative, non-participating **0.01% Compulsorily Convertible Preference Shares** having face value of Rs. 10/- (Rupees Ten Only) ("CCPS") each, towards conversion of loans to the extent of Rs.12,99,99,969/-, to be compulsorily convertible in one or more tranches at the option of CCPS-holder(s) within 18 (eighteen) months from its date of allotment into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, to the person(s)/entities belonging to the 'Promoter & Promoter Group' category of the Company, at an Issue Price of Rs. 99/- determined in accordance with Chapter V of SEBI ICDR Regulations.

The 'Promoter & Promoter Group' have extended loans to the Company, and the Company proposes to convert loans to the extent of Rs. 12,99,99,969 /- into CCPS, on a preferential issue basis.



2. **up to 7,50,000 Fully Convertible Warrants** (“Warrants”), at an issue price of **Rs. 99/-** per warrant, determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 as amended, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each, aggregating up to **Rs. 7,42,50,000/-**, to the persons/entities belonging to the “Promoter & Promoter Group” category.

The proposed Preferential Issue is to be issued to the person(s)/entities belonging to the ‘Promoter & Promoter Group’ Category as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Act. The said proposal has been considered and approved by the Board in its meeting held on **Friday, August 29, 2025**.

The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62 of the Act, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of the Act, with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI ICDR, Regulations are set forth below:

#### **I. Objects of the Preferential Issue:**

##### ***For Item No. 7: Issuance of CCPS***

There are Unsecured Loans from the Promoters and Promoter Group, and the Company proposes to issue such number of CCPS on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Express Infra Financial Consultancy Private Limited to the extent of Rs.12,99,99,969/- and to strengthen the Capital structure of the Company. The proposed allottee has asked the board of the Company to convert its outstanding unsecured loan amount due to the Company into CCPS of the Company. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans into CCPS, subject to approval of members of the Company, which is in best interest of the Company and it will strengthen the financial position of the Company by reducing liabilities, increasing capital base, reducing the debt exposure and increasing the Net Worth of the Company.

##### ***For Item No. 8: Issuance of Warrants***

As the funds to be received against the issue of Warrants and conversion of warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

S. No.	Particulars	Estimated utilization of Issue Proceeds*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To augment the funding requirements of the Company towards Working Capital and Capital Expenditures.	7,42,50,000	By June 30, 2027

(\*) considering 100% conversion of Warrants into Equity Shares within the stipulated time.

#### **Schedule of Implementation and Deployment of Funds**

The Issue Proceeds to be received by the Company on the allotment of Warrants and on allotment of Equity Shares pursuant to conversion of Warrants, within 18 (Eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, latest by June 30, 2027.

### Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to keep as Deposits/Investments with banks, government securities or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws.

## II. Particulars of the offer including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Board of Directors at its meeting held on **Friday, August 29, 2025**, has, subject to the approval of the Members of the Company ("**members**") and such other approvals as may be required, approved the issuance and allotment of

- up to 13,13,131** unlisted, fully paid, non-cumulative, non-participating **0.01 % Compulsorily Convertible Preference Shares (CCPS)** having face value of Rs. 10/- (Rupees Ten Only) ("CCPS") each, towards conversion of loan (excluding accrued interest) to the extent of **Rs. 12,99,99,969/-**, to be compulsorily convertible in one or more tranches at the option of CCPS-holder(s) within 18 (eighteen) months from its date of allotment into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each, to the person(s)/entities belonging to the 'Promoter & Promoter Group' category of the Company, at an Issue Price of Rs. 99/- determined in accordance with Chapter V of SEBI ICDR Regulations.
- up to **7,50,000 Fully Convertible Warrants**, each carrying a right exercisable by the warrant holder to subscribe to Equity shares of face value of Rs.10/- each, to the certain persons/entities belonging to the "Promoter & Promoter Group" category, at an issue price of **Rs. 99/-** each, determined in terms of Chapter V of SEBI ICDR Regulations, aggregating upto **Rs. 7,42,50,000/-**. In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

## III. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer:

Except as follows, none of the Promoters, Directors, Key Management Personnel ("KMP") or Senior Management of the Issuer intent to subscribe to the offer:

Sr. No.	Name	Notice Item No.	Category	Type of Security	Number of Securities to be allotted
1	Express Infra Financial Consultancy Private Limited	7	Promoter & Promoter Group	CCPS	13,13,131
2	Varun Gupta	8	Promoter & Promoter Group	Warrants	7,50,000



#### IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure (1)		CCPS to be allotted (3)	Post CCPS Allotment (*) & (2) & (5)		Warrants to be allotted (3)	Post Warrants Allotment (2) & (#) & (5)		Sweat Equity Shares (4)	Post Issue Shareholding Structure (2) & (@)& (5)	
	No. of Shares	%		No. of Shares	%		No. of Shares	%		No. of Shares	%
(A) Promoter Shareholding											
(1) Indian											
(a) Individuals & HUF	26,40,305	14.73	-	26,40,305	13.72	7,50,000	33,90,305	16.96	7,50,000	41,40,305	19.96
(b) Bodies Corporate	36,95,000	20.61	13,13,131	50,08,131	26.03	-	50,08,131	25.05	-	50,08,131	24.14
Sub Total (A)(1)	63,35,305	35.33	13,13,131	76,48,436	39.75	7,50,000	83,98,436	42.01	7,50,000	91,48,436	44.10
(2) Foreign promoters	-	-	-	-	-	-	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	63,35,305	35.33	13,13,131	76,48,436	39.75	7,50,000	83,98,436	42.01	7,50,000	91,48,436	44.10
(B) Public Shareholding											
B1) Institutional Investors	1,12,700	0.63	-	1,12,700	0.59	-	1,12,700	0.56	-	1,12,700	0.54
B2) Central Govt./Stat Govt./ POI	-	-	-	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors											
Individuals	50,07,892	27.93	-	50,07,892	26.02	-	50,07,892	25.05	-	50,07,892	24.14
Body Corporate	63,14,538	35.22	-	63,14,538	32.81	-	63,14,538	31.58	-	63,14,538	30.44
Others (Including HUF, LLP & NRI)	1,59,565	0.89	-	1,59,565	0.83	-	1,59,565	0.80	-	1,59,565	0.77
Total Public Shareholding B=B1+B2+B3	1,15,94,695	64.67	-	1,15,94,695	60.25	-	1,15,94,695	57.99	-	1,15,94,695	55.90
C) Non-Promoter – Non-Public	-	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,79,30,000	100.00	13,13,131	1,92,43,131	100.00	7,50,000	1,99,93,131	100.00	7,50,000	2,07,43,131	100.00

(\*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (Assuming all CCPS to be Issued are converted into Equity Shares) basis i.e. 1,92,43,131 Equity Shares of face value of Rs. 10/- each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (Assuming all CCPS and Warrants to be Issued are converted into Equity Shares) i.e. 1,99,93,131 Equity Shares of face value of Rs. 10/- each.

(@) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (Assuming all CCPS and Warrants to be Issued are converted into Equity Shares) and including Sweat Equity Share to be Issued pursuant to Item No. 9 i.e. 2,07,43,131 Equity Shares of face value of Rs. 10/- each.

#### Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, August 29, 2025.
2. Post shareholding structure may change depending upon any other corporate action in between.
3. The CCPS and Warrants to be converted over a period of 18 months from the date of allotment.
4. The Company has proposed issuance of Sweat Equity Shares, as detailed in Item No. 9

During the FY 2024-25, there are 14,74,375 CCPS allotted by the Company which may be converted in future within a period of 18 months from their date of allotment on request of such CCPS holders, resulting in variation in the post preferential allotment shareholdings of the Company.

**V. Proposed time limit within which the allotment shall be complete:**

In terms of SEBI ICDR Regulations, the preferential allotment of said CCPS and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of the special resolution under Item No. 7 & 8.

Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities. Further, the CCPS & Warrants may be exercised by the CCPS holder & Warrant holder respectively, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the CCPS & Warrants by issuing a written notice to the Company specifying the number of CCPS & Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**VI. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s).**

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of Proposed Allottee	Category	Name of the ultimate beneficial owners
1	Express Infra Financial Consultancy Private Limited	Promoter & Promoter Group	Mr. Suraj Prakash Gupta
2	Varun Gupta	Promoter & Promoter Group	Not Applicable as Allottee is a Natural Person

**VII. The percentage of post-preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:**

Category	Pre issue Shareholding Structure (1)		CCPS to be allotted (3)	Post CCPS Allotment (*) & (2) & (5)		Warrants to be allotted (3)	Post Warrants Allotment (2) & (#) & (5)		Sweat Equity Shares (4) No. of Shares	Post Issue Shareholding Structure (2) & (@) & (5) %	
	No. of Shares	%		No. of Shares	%		No. of Shares	%		No. of Shares	%
Express Infra Financial Consultancy Private Limited	-	-	13,13,131	13,13,131	6.82	-	13,13,131	6.57	-	13,13,131	6.33
Varun Gupta	-	-	-	-	-	7,50,000	7,50,000	3.75	7,50,000	15,00,000	7.23

(\*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted (Assuming all CCPS to be Issued are converted into Equity Shares) basis i.e. 1,92,43,131 Equity Shares of face value of Rs. 10/- each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (Assuming all CCPS and Warrants to be Issued are converted into Equity Shares) i.e. 1,99,93,131 Equity Shares of face value of Rs. 10/- each.

(@) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis (Assuming all CCPS and Warrants to be Issued are converted into Equity Shares) and including Sweat Equity Share to be Issued pursuant to Item No. 9 i.e. 2,07,43,131 Equity Shares of face value of Rs. 10/- each.

**Notes:**

- The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, August 29, 2025.
- Post shareholding structure may change depending upon any other corporate action in between.
- The CCPS and Warrants to be converted over a period of 18 months from the date of allotment.
- The Company has proposed issuance of Sweat Equity Shares, as detailed in Item No. 9

During the FY 2024-25, there are 14,74,375 CCPS allotted by the Company which may be converted in future within a period of 18 months from their date of allotment on request of such CCPS holders, resulting in variation in the post preferential allotment shareholdings of the Company.

#### **VIII. Consequential Changes in the control and change in management:**

As a result of the proposed preferential issue of CCPS, Warrants and allotment of Equity Shares upon conversion of the CCPS &/or warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

#### **IX. Undertakings:**

- None of the Company, its directors, or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as of the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

#### **X. The current and proposed status of the proposed allottees post the preferential issue namely:**

S. No.	Name of proposed Allottees	Current Status	Post Status
1	Express Infra Financial Consultancy Private Limited	Promoter & Promoter Group	Promoter & Promoter Group
2	Mr. Varun Gupta	Promoter & Promoter Group	Promoter & Promoter Group

#### **XI. Practicing Company Secretary Certificate:**

A certificate from M/s. Vijay Jain & Co., being the Practicing Company Secretary, (Membership no. F13701 and PCS no. 18230), certifying that the preferential issue of CCPS & Warrants is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of the said certificate will be available for inspection by the members and the same may be accessed on the Company's website at the link at:

[https://www.shrigangindustries.com/Investor-Section/pdfs/PCS%20Compliance%20Certificate\\_Shri%20Gang.pdf](https://www.shrigangindustries.com/Investor-Section/pdfs/PCS%20Compliance%20Certificate_Shri%20Gang.pdf)

#### **XII. Lock-in Period:**

- The CCPS, Warrants, and the equity shares on the conversion of the CCPS &/or warrants to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

#### **XIII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:**

During the year, the Company has allotted 14,74,375 unlisted, fully paid, non-cumulative, non-participating 0.01% Compulsorily Convertible Preference Shares ('CCPS') of the face value of Rs.10/- each, on January 01, 2025, to the below-mentioned person(s)/entities belonging to the 'Public' category towards the conversion of outstanding unsecured loan (including accrued interest) aggregating to Rs. 11,20,52,500/-, at an issue price of Rs.76/- per CCPS on a preferential basis:

Sr. No.	Name of the CCPS Allottee	Category	No. of CCPS allotted
1	Sarvashaktiman Traders Private Limited	Public	14,74,375

**XIV. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the CCPS and Warrants has been reckoned as Friday, August 29, 2025. The Equity Shares of the Company are listed on BSE Limited for a period of more than 90 trading days as of the relevant date and are frequently traded in accordance with the SEBI ICDR Regulations.

In compliance with Regulation 166A of the ICDR Regulations as the preferential issue to the proposed allottee(s), is more than five percent of the post-issue fully diluted share capital of the Company, therefore, the minimum issue price is higher of the price determined through the following methods:

- a) In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which CCPS & Warrants shall be allotted shall not be less than higher of the price through the following:
  - i. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 97.86/- each; or
  - ii. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 85.75/- per each.

Accordingly, the minimum issue price of CCPS and Warrants on a Preferential basis in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs.97.86/- per each, being higher of the above two prices.

- b) The price determined through the Valuation report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV-E/02/2019/106). i.e., Rs. 81.58/- each. The said report is available on the website of the Company at <https://www.shrigangindustries.com/Investor-Section/pdfs/Valuation%20Report%20Shri%20Gang.pdf>
- c) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on a preferential basis.

Accordingly, the minimum issue price of the Equity Share on Preferential basis shall be Rs.97.86/- each and the Board of Directors of the Company has decided to issue CCPS and Warrants under this issue at Rs. 99/- each, which is higher than the above-mentioned prices.

**XV. Monitoring of Utilization of Funds**

Given that the issue size does not exceed Rs.100 Crore (Rupees One Hundred Crore Only), in term of Regulation 162A of the SEBI ICDR Regulations, the Company shall not be required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

**XVI. Given below is a statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:**

The size of the issue and number of preference shares to be issued and the nominal value of each share	Up to 13,13,131 unlisted, fully paid, non-cumulative, non-participating 0.01% Compulsorily Convertible Preference Shares ('CCPS') of the face value of Rs. 10/- each, at an issue price of Rs. 99/- per CCPS, for an aggregate amount of up to Rs. 12,99,99,969/-.
The nature of such shares	Unlisted, fully paid, non-cumulative, non-participating, and compulsorily convertible Preference Shares.
The objective of the issue	Conversion of Loan amounting to Rs. 12,99,99,969/-, of person(s)/ entities belonging to the 'Promoter & Promoter Group' category.
The manner of issue of shares	Preferential Issue basis.

The price at which such shares are proposed to be issued	CCPS are being issued at Rs. 99/- each. Such CCPS of the face value of Rs.10/- each are to be compulsorily convertible, in one or more tranches at the option of CCPS-holder(s), within 18 (eighteen) months from its date of allotment into an equivalent number of fully paid-up Equity Shares of the face value of Rs. 10/- each.
The basis on which the price has been arrived at	The Issue price has been decided in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. For further details please refer to Clause XIV of the Explanatory Statement of this Notice.
The terms of issue including terms and rate of dividend on each share, etc.	<ul style="list-style-type: none"> <li>• The CCPS shall be allotted in dematerialized form and the equity shares arising on conversion shall also be allotted in dematerialized form, in each case, free from any encumbrances.</li> <li>• The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/ allotment of CCPS, meaning thereby an amount required to be paid towards the consideration for the CCPS shall be set off from the outstanding unsecured loan at the time of subscription of the CCPS.</li> <li>• The CCPS shall be allotted within a period of 15 (fifteen) days from the date of passing the shareholder's resolution in this regard, provided that where the said allotment is pending on account of pendency of any approval or permission for such allotment by any regulatory authority, the period of 15 (fifteen) days shall be counted from the date of such approval or permission.</li> <li>• The CCPS shall bear a non-cumulative preferential dividend at the rate of 0.01% per annum (if declared by the Company), to be calculated on a pro-rata basis from the date of allotment of such CCPS till the date of conversion of the CCPS.</li> <li>• The CCPS, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these CCPS shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.</li> <li>• The CCPS so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.</li> <li>• The Equity Shares proposed to be so allotted upon conversion of CCPS shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company.</li> <li>• The voting rights of the persons holding the CCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.</li> <li>• The CCPS shall be entitled to participate in the surplus assets and profits, on winding-up which may remain after the entire capital has been repaid, in accordance with the Articles of Association of the Company.</li> </ul>

The terms of redemption, including the tenure of redemption, the redemption of shares at a premium, and if the preference shares are convertible, the terms of conversion	<p>The terms and tenure of redemption are not applicable as the CCPS shall compulsorily convert into equity shares of the Company within a maximum period of 18 months.</p> <p>The CCPS to be allotted shall be compulsorily convertible into an equivalent number of equity shares of the Company with a face value of Rs. 10/- each, within a maximum period of 18 (eighteen) months commencing from the date of allotment of such CCPS. Such conversion may take place either at the option of the Proposed Allottee(s) in one or more tranches, or the Company shall mandatorily convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the tenure even if the Proposed Allottee(s) does not exercise the conversion option.</p>
The manner and modes of redemption	Not applicable, as the CCPS shall compulsorily convert into an equitable number of equity shares of the Company.
The current shareholding pattern and the expected dilution in equity share capital upon conversion of preference shares.	Refer to Clause IV of the Explanatory Statement of this Notice.

**XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 & 8 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in item no. 7 & 8 of this notice for the issue of CCPS & warrants, on a preferential basis, to the persons/entities belonging to the 'Promoter & Promoter Group' category by way of Special Resolution.

Necessary documents in this regard are available for inspection by the Members in the electronic mode under the Investor Relations link of the Company's website [www.shrigangindustries.com](http://www.shrigangindustries.com)

**Item No. 9 - Issuance of 7,50,000 Sweat Equity Shares to Mr. Varun Gupta, Chief Operating Officer of the Company, belonging to the Promoter Group.**

It is hereby informed to the Members of the Company that, in view of the continued efforts, strategic direction, and contributions to the sustained growth of the Company the transformative contributions, leadership and strategic vision, invaluable impact along with the benefits derived, and to be derived by the Company from the value additions made in over 2 years by Mr. Varun Gupta, Chief Operating Officer of the Company, belonging to the Promoter Group, and based on the recommendations and approvals given by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company in their meeting held on August 29, 2025, the Board has approved to create, offer, issue and allot 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares for non-cash consideration as Sweat Equity Shares having face value of Rs. 10/- each (Rupees Ten Only) at an issue price of Rs. 99/- (Rupees Ninety-Nine Only) per Sweat Equity Share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, having a Fair Market Value of INR 97.86 /- per share, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws, subject to approval of Members of the Company.

The proposed issuance of Sweat Equity Shares is considered to be in the best interests of the Company, as it appropriately acknowledges Mr. Varun Gupta's academic credentials, professional expertise, and extensive contributions. Rewarding his leadership and strategic vision through equity-linked incentives is in line with industry best practices and is consistent with the Company's long-term growth and value-creation objectives.

In accordance with the provisions of the Companies Act, 2013 read with the applicable rules made thereunder, and the relevant provisions of Chapter IV of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat



Equity) Regulations, 2021 as well as the Articles of Association of the Company, the approval of the members by way of an Ordinary Resolution is required for the issuance and allotment of sweat equity shares to Mr. Varun Gupta. Accordingly, the Board recommends the proposed resolution for the approval of the members by way of Ordinary Resolution.

**A. Disclosures in accordance with Regulation 32 read with Schedule II of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are as follows:**

**1. Total no. of shares to be issued as sweat equity:**

7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares are proposed to be issued as Sweat Equity Shares in recognition of and in lieu of the significant value additions, strategic leadership, and continued contributions made by him towards the growth and development of the Company.

**2. The Current Market Price of the Shares of the Company:**

The Fair Market Value of Company's share is INR 97.86 /- per Share. Further, the current market closing price of the Company's share on the Stock Exchange as on August 29, 2025, stood at Rs. 86.99/- per share.

**3. The value of Know-how or intellectual property rights or value addition to be received from the employee or director along with the valuation report / basis of valuation:**

The total value additions made by Mr. Varun Gupta over a period of approximately two (2) years have been determined at INR 142.42 million (Rupees One Hundred Forty-Two Million and Forty-Two Thousand only), and the net value addition, after adjusting for the remuneration drawn by him, stands at INR 135.94 million (Rupees One Hundred Thirty-Five Million and Ninety-Four Thousand only). These value additions, forming the basis for issuance of Sweat Equity Shares, have been determined in accordance with the Valuation Report dated August 29, 2025, issued by Corporate Professionals Capital Private Limited, a SEBI-registered Merchant Banker (Registration No. INM000011435).

**4. The names of the employees or directors or promoters to whom the sweat equity shares shall be issued and their relationship with the company:**

The Sweat Equity Shares shall be issued to Mr. Varun Gupta, Chief Operating Officer of the Company, who belongs to the Promoter Group.

Details of his relationship with the Company are as follows:

- Son of Mr. Suraj Prakash Gupta and Mrs. Anita Gupta, Promoters of the Company;
- Chief Operating Officer of the Company;

Apart from the relationships mentioned above, Mr. Varun Gupta is not related to any other Promoter or Key Managerial Personnel of the Company.

**5. The consideration to be paid for the sweat equity:**

The Sweat Equity Shares are issued to Mr. Varun Gupta as non-cash consideration in recognition for his transformative contributions, exemplary leadership, Strategic vision, invaluable impact and the benefits derived, and to be derived, by the Company from the value additions made by him around 2 (two) years and continue to make while in association with the Company. Thus, no consideration shall be paid by Mr. Varun Gupta.

**6. The price at which the sweat equity shares shall be issued:**

The Sweat Equity Shares shall be issued at INR. 99/- (Rupees Ninety-Nine) per share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, having Fair Market Value of INR 97.86/- by way of non-cash consideration in lieu of the value additions by Mr. Varun Gupta, Chief Operating Officer of the Company, belonging to the Promoter Group.

**7. Ceiling on managerial remuneration, if any, which will be affected by issuance of such sweat equity:**

Not Applicable as Mr. Varun Gupta is the Chief Operating Officer of the Company.



**8. A statement to the effect that the company shall conform to the accounting policies as specified by the Board**

The Company hereby confirms that the Company shall adhere to the accounting policies as specified by the SEBI and/or applicable accounting standards from time to time, in respect of the treatment and disclosure of the proposed Sweat Equity issue.

**9. Diluted Earnings Per Share pursuant to the issue of securities to be calculated in accordance with Accounting Standards specified by the Central Government (Based on the Financial Statement of March 31, 2025):**

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2025) is Rs. 13.14

**B. The details pursuant to Section 54 of the Companies Act, 2013 and Rules 8 of the Companies (Share Capital and Debenture) Rules, 2014 are as below:**

**1. The date of the Board meeting at which the proposal for issue of sweat equity shares was approved:**

August 29, 2025

**2. The reasons or justification for the issue:**

The Sweat Equity Shares are being issued to Mr. Varun Gupta for his transformative contributions, exemplary leadership, Strategic vision, invaluable impact and the benefits derived, and to be derived, by the Company from the value additions made by him for around 2 years and continue to make while in association with the Company.

Under the leadership of Mr. Varun Gupta, the Company has been able to successfully commission the liquor unit. He is also managing operations of a bottling unit of Vindeshwari Exim Private Limited in the state of Uttarakhand with a tie-up with USL (Diageo).

The valuation report has determined that the total value addition to the Company by Mr. Varun Gupta in approx. two years amounts to INR 142.42 million. Despite leading the Company's operations as Chief Operating Officer and driving its growth, he has been drawing only a nominal salary of INR 0.24 million (INR 2.40 lakhs) per month. By comparison, remuneration for similar roles in the industry is typically 5 to 10 times higher. As on the date of issuance of the valuation report, the total remuneration paid to Mr. Varun Gupta since his appointment amounts to INR 6.48 million. Accordingly, the net value addition contributed by Mr. Varun Gupta stands at INR 135.94 million. The Board proposed to issue sweat equity shares amounting to INR 74.25 million, to Mr. Varun Gupta to conserve the Company's resources and considering his position as part of the promoter group, in addition to his overall remuneration.

In light of the Company's exceptional performance, it is considered that Mr. Varun Gupta contribution accounts for approximately 7.50% of the total valuation of the Company. Accordingly, it is proposed to issue and allot sweat equity shares to Mr. Varun Gupta up to a maximum of 3.37% of the total shares of the Company on fully diluted basis.

**3. The class of shares under which sweat equity shares are intended to be issued:**

Equity Shares.

**4. The total number of shares to be issued as sweat equity:**

7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares.

**5. The class or classes of directors or employees to whom such equity shares are to be issued:**

Mr. Varun Gupta, Chief Operating Officer of the Company, belonging to the Promoter Group.

**6. The principal terms and conditions on which sweat equity shares are to be issued, including basis of valuation:**

- **Quantum:** 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares are being issued as Sweat Equity Shares.

- **Lock-in:** The Sweat Equity Shares to be issued and allotted shall be under lock-in for such period as may be prescribed under SEBI (SBEB) Regulations and SEBI (ICDR) Regulations to the extent applicable.
- **Gist of Valuation:** The Sweat Equity Shares are proposed to be issued at INR 99/- per share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations. In line with Regulation 166A of SEBI (ICDR) Regulations, the issue price has been computed as the higher of (i) the average of the weekly high and low of the volume-weighted average prices of the equity shares during the preceding 90 trading days or 10 trading days, as applicable, (ii) the value determined by a Registered Valuer, or (iii) the price as may be determined in accordance with the Articles of Association of the Company, if applicable. Accordingly, the highest value among the above was derived under the 90-10 days pricing methodology based on the Market Approach.
- **Pari Passu:** The Sweat Equity Shares to be issued and allotted by the Company shall rank pari-passu in all respects, including dividends, with the existing equity shares of the Company.

**7. The time period of association of such person with the company:**

Mr. Varun Gupta is associated with the Company as Chief Operating Officer since May 29, 2023.

**8. The names of the directors or employees to whom the sweat equity shares will be issued and their relationship with the promoter or/and Key Managerial Personnel:**

Name of the Director	Designation	Relationship with promoter or /and Key Managerial Personnel*
Mr. Varun Gupta	Chief Operating Officer	<p>Mr. Varun Gupta is:</p> <ul style="list-style-type: none"> <li>• Son of Mr. Suraj Prakash Gupta and Mrs. Anita Gupta (Promoters of the Company);</li> <li>• Chief Operating Officer of the Company.</li> </ul> <p>Apart from the aforementioned relationships, he is not related to any other Promoter or Key Managerial Personnel of the Company.</p>

**\*Note:** in the above table promoter includes person / entities forming part of promoter group

**9. The price at which the sweat equity shares are proposed to be issued:**

The Sweat Equity Shares are issued at INR. 99/- per share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, having a Fair Market Value of INR 97.86 /- per share on the basis of valuation report dated August 29, 2025 received from Corporate Professionals Capital Private Limited, Merchant Banker, having SEBI registration number INM000011435.

**10. The consideration including consideration other than cash, if any to be received for the sweat equity:**

The Sweat Equity Shares are issued to Mr. Varun Gupta in lieu of the value additions he has made in around 2 (two) years and continue to make while in association with the Company, in one or more tranches as may be decided from time to time on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws. Thus, no consideration shall be paid by Mr. Varun Gupta.

**11. The ceiling on managerial remuneration, if any, be breached by issuance of such sweat equity and how it is proposed to be dealt with:**

Not Applicable as Mr. Varun Gupta is the Chief Operating Officer of the Company.

**12. A statement to the effect that the company shall conform to the applicable accounting standards:**

The Company shall conform to the applicable accounting standards.

**13. Diluted Earnings per Share pursuant to the issue of sweat equity shares, calculated in accordance with the applicable accounting standards:**

The Company's diluted earnings per share pursuant to the issue of sweat equity shares calculated in accordance with the applicable accounting standards. (Based on the Financial Statement of March 31, 2025) is Rs. 13.14.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's Website [www.shrigangindustries.com](http://www.shrigangindustries.com).

None of the Directors or Key Managerial Personnel of the Company or their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 9 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

**By Order of the Board**  
**For Shri Gang Industries and Allied Products Limited**

**Kanishka Jain**  
**(Company Secretary and Compliance Officer)**  
**Membership No. F13164**

**Date: August 30, 2025**  
**Place: New Delhi**

**Annexure A**
**Details of Directors seeking Appointment/Re-Appointment at the Annual General Meeting of the Company (Pursuant to Reg. 36 of the Listing Regulations and Secretarial Standards-2 on General Meetings)**

Sr. No.	Particulars	Mr. Arun Kumar Sharma (DIN: 09008061)
1.	<b>Designation/ Category of the Director</b>	Executive Director/ Whole Time Director
2.	<b>Date of Birth</b>	03-10-1963
3.	<b>Age</b>	62 Years
4.	<b>Date of first Appointment on the Board</b>	13-11-2021
5.	<b>Qualifications</b>	M.Sc. (Organic Chemistry)
6.	<b>Experience in specific functional area</b>	Mr. Arun Kumar Sharma has more than 35 years of experience in the liquor and allied industry. He is an experienced leader in distillery operations with a proven track record of managing projects from initiation to completion. His expertise spans molasses- and grain-based production, including fermentation, distillation, aging, blending, and bottling operations.  He is skilled in optimizing processes to ensure quality, efficiency, and sustainability, with in-depth knowledge of co-generation systems for steam and electricity.
7.	<b>No. of equity shares held in the Company (as on 31<sup>st</sup> March, 2025) including the shareholding as Beneficial Owner</b>	NIL
8.	<b>Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice.</b>	<ul style="list-style-type: none"> <li>• Carya Chemicals &amp; Fertilizers Private Limited</li> <li>• Anita Greenfuels Private Limited</li> </ul>
9.	<b>Memberships / Chairmanship of committees of other companies including equity listed companies (excluding foreign companies) as on date of this Notice</b>	NIL
10.	<b>Listed Entities from which he/she has resigned as Director in past 3 years</b>	NIL
11.	<b>Relationships, between Directors inter se with other directors, Manager &amp; other KMP's</b>	There is no inter-se relationship among the Directors
12.	<b>Number of Board Meetings attended during the year</b>	5
13.	<b>Terms &amp; Conditions for appointment/ reappointment/ Remuneration</b>	Terms & Conditions for reappointment and remuneration are as per the Nomination and Remuneration Policy of the Company.
14.	<b>Details of Remuneration Last Drawn</b>	His last drawn monthly salary was Rs. 2,25,000/-.
15.	<b>Details of Remuneration Sought to be paid</b>	Remuneration is decided by Board of Directors on the recommendation of Nomination and Remuneration Committee which is as per the Nomination and Remuneration Policy of the Company.

**By Order of the Board**  
**For Shri Gang Industries and Allied Products Limited**

**Kanishka Jain**

**(Company Secretary and Compliance Officer)**

**Membership No. F13164**

**Date: August 30, 2025**

**Place: New Delhi**



## **Shri Gang Industries and Allied Products Limited**

### **Registered & Corporate Office**

CIN: L11011UP1989PLC011004

Registered Office: Plot No. B-2/6 & 2/7,

UPSIDC Industrial Area, Sandila, Hardoi, Uttar Pradesh-241204

Corporate Office: Ground Floor, F-32/3,

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Phone No.: +011-42524454/56/00

Email Id: [secretarial@shrigangindustries.com](mailto:secretarial@shrigangindustries.com)

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Prepared by:  
**Harmonics Systems**

