PALASH SECURITIES LIMITED

CIN - L74120UP2015PLC069675

REGD. OFFICE - P.O. HARGAON, DIST SITAPUR (U.P.), PIN – 261 121

Phone No. (05862) 256220-221; Fax No.: (05862) 256 225 E-mail – palashsecurities@birlasugar.org; Website-www.birla-sugar.com

September 2, 2025

The Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, G Block

Bandra- Kurla Complex, Bandra (E)

Mumbai 400 051

Symbol: PALASHSECU

The Manager
Listing Department
BSE Ltd.
1st Floor, New Trading Ring,
Rotunda Building
P.J. Towers, Dalal Street, Fort

Mumbai-400 001 Stock Code: 540648

Dear Sir,

Sub: <u>Submission of Annual Report including Audited Financial Statements for the year ended 31st March, 2025</u>

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ("Listing Regulations"), we enclose herewith a copy of the Annual Report including Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Notice dated May 15, 2025 convening the 11th Annual General Meeting ("AGM") of the Company on Wednesday, September 24, 2025 at 11.00 A.M. (IST).

The said Annual Report is available on the Company's website at www.birla-sugar.com.

The said Annual Report is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Shareholders whose e-mail ids are not registered with Company/RTA/Depository Participant providing the web-link of Company's website from where the said Annual Report can be accessed.

You are requested to take the same on record.

Thanking you
Yours faithfully,
For Palash Securities Limited

Vikram Kumar Mishra Company Secretary FCS: 11269

Encl: as above



Corporate Information

Board of Directors

Ms. Shalini Nopany

Non-Executive Director & Chairperson

Mr. Arun Kumar Newar

Independent Director

Mr. Chhedi Lal Agarwal

Independent Director

Mr. Dinesh Kacholia

Independent Director

Mr. Suresh Kumar Khandelia

Independent Director

Mr. Chand Bihari Patodia

Managing Director

Committees of Directors

Audit Committee

Mr. Chhedi Lal Agarwal - Chairman

Mr. Arun Kumar Newar

Mr. Dinesh Kacholia

Mr. Chand Bihari Patodia

Stakeholders' Relationship Committee

Mr. Chhedi Lal Agarwal - Chairman

Mr. Arun Kumar Newar

Mr. Dinesh Kacholia

Nomination and Remuneration Committee

Mr. Arun Kumar Newar - Chairman

Mr. Dinesh Kacholia

Mr. Chhedi Lal Agarwal

Key Managerial Personnel

Mr. Chand Bihari Patodia, Managing Director

Mr. Deepak Kumar Sharma, Chief Financial Officer

Mr. Vikram Kumar Mishra, Company Secretary

Contents

Corporate Information	01
Directors' Report	02
Management Discussion & Analysis	09
Report on Corporate Governance	12
Standalone Financial Statements	46
Consolidated Financial Statements	96

Auditors

M/s Agrawal Subodh & Co.

Chartered Accountants

3 Victory House, 1 Ganesh Chandra Avenue

Kolkata - 700 001

Registrar and Share Transfer Agent

MUFG Intime India Pvt. Ltd.

(Unit: Palash Securities Limited)

Rasoi Court, 5th Floor,

20, Sir R N Mukherjee Road

Kolkata - 700 001

Tel No.: 033 - 6906 6200

E-mail: kolkata@in.mpms.mufg.com

Registered Office

P.O. Hargaon, District - Sitapur

Uttar Pradesh - 261 121

Tel. No.: (05862) 256220

E-mail: palashsecurities@birlasugar.org

Website: www.birla-sugar.com CIN - L74120UP2015PLC069675

Corporate Office

Birla Building

9/1, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001

Tel. No.: 033 - 2243 0497/8

E-mail: palashsecurities@birlasugar.org

Website: www.birla-sugar.com

Directors' Report

Dear Members.

Your Directors present herewith the 11th Annual Report on the business & operations of the Company alongwith the Audited Statement of Accounts for the financial year ended 31st March, 2025.

Financial Results

A summary of standalone and consolidated Financial Performance of the Company for the financial year ended on 31st March 2025 are summarized below:

(Rs. in lakhs)

	Stand	alone	Consolidated		
Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024	Year ended 31st March, 2025	Year ended 31st March, 2024	
Total Revenue from Operations	604.38	23.31	4883.01	4094.90	
Other Income	35.23	35.49	70.67	41.57	
Total Income	639.61	58.80	4953.68	4136.47	
Profit before Finance Costs, Tax, Depreciation and Amortization	604.84	25.93	(1392.79)	(1103.21)	
Less: Depreciation & Amortization Expenses	1.36	1.73	59.90	71.93	
Less: Finance Cost	0.00	3.57	297.60	258.48	
Profit/(Loss) Before Tax	603.48	20.63	(1750.29)	(1433.62)	
Profit/(Loss) After Tax	471.79	16.36	(1765.19)	(1576.02)	

2. Operating Performance / State of Affairs of the Company

Details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report.

A detailed analysis of the Company's operations, future expectations and business environment has been given in the Management Discussion & Analysis Report which is made an integral part of this Report and marked as **Annexure "A"**.

Financial Performance 2024-25

During the Financial Year 2024-25, the Company incurred a profit after tax of Rs.471.79 Lakhs on standalone basis. On consolidated basis the loss after tax stood at Rs.1765.19 Lakhs.

There is no change in the nature of business of the Company. There were no significant or material orders passed by regulators, courts or tribunals impacting the Company's operation in future.

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year i.e. 31st March 2025 and date of this report.

4. Dividend

The Board of Director did not recommend any dividend on equity shares for the period under review.

5. Amount transferred to Reserves

The Company has transferred of Rs.471.79 Lakhs to the general reserves for the financial year under review.

6. Public Deposits

The Company has not accepted any deposits from the public and as such there are no outstanding deposits within the meaning of the provisions of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules 2014. There was no public deposit outstanding as at the beginning and end of the financial year 2024-25.

7. Share Capital

As on 31st March, 2025, the Authorized Share Capital of the Company stood at Rs.15,00,00,000/- (Rupees fifteen crore) divided into 1,35,00,000 (One crore thirty five lakhs) Equity Shares of Rs.10/- (Rupees ten) each and 15,00,000 (fifteen lakhs) Preference Shares of Rs.10/-(Rupees ten) each and there is no change in the authorised capital during the year. Paid up Share capital comprised of 1,00,03,102 Equity Shares with a face value of Rs.10/- (Rupees ten) each totaling to Rs.10,00,31,020/- (Rupees ten crore thirty one thousand twenty).

Your Company has not issued any shares/securities during the Financial Year 2024-25.

8. Subsidiary, Associate and Joint Venture

As on 31st March, 2025, the Company has 5 (five) subsidiaries named as Morton Foods Limited, Champaran Marketing Co. Ltd., Hargaon Investment & Trading Co. Ltd., OSM Investment & Trading Co. Ltd. and Hargaon Properties Ltd. The Company has in place a policy for determining material subsidiaries in line with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and can be accessed at https://www.birla-sugar.com/Assets/Palash/Policy-for-determining-Material-Subsidiary.pdf

The consolidated financial statements presented by the Company include financial information of its subsidiaries prepared in compliance with applicable Accounting Standards.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the details containing salient features of the financial statement of subsidiary companies in Form AOC-1 forms part of this Report and marked as Annexure "F".

9. Human Resources

The Company continued to create a productive, learning and caring environment by implementing robust and comprehensive HR processes, fair transparent performance evaluation and taking new initiatives to further align its Human Resource policies to meet the growing needs of its business.

10. Directors

The Board comprises of 5 (five) Non-Executive Directors having experience in varied fields and 1 (one) Executive Director. Out of five Non-Executive Directors, four of them are Independent Directors. Ms. Shalini Nopany, Non-Executive Woman Director is the Chairperson of the Company.

Ms. Shalini Nopany (DIN: 00077299) will retire by rotation at the ensuing Annual General Meeting and being eligible has offered herself for re-appointment as Director of the Company in terms of Section 152(6) of the Companies Act, 2013.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 read with Regulation 25 of SEBI (LODR) Regulations, 2015. Declarations have also been received by all the appointed Independent Directors of the Company with regard to registration on the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs, Manesar (Haryana) in accordance with the provisions of Section 150 of the Companies Act, 2013.

In pursuance of the provisions of the Companies Act, 2013 and according to Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Performance Evaluation Criteria has been laid down for effective evaluation of performance of the Board of Directors, the Committees thereof and individual Directors including the Chairperson of the Company, After detailed discussion at Board level as well as taking input from each Director, Nomination and Remuneration Committee finalized the format / questionnaires containing various parameters to evaluate the performance of Board and its committee(s), Individual Directors and Chairperson of the Company. The performance evaluation parameters are based on their roles and responsibilities, contribution to the Company's goals, decision making process, flow of information and various other aspects. The evaluation of

performance of the Board as a whole, Committees of the Board, Individual Directors including the Chairperson of the Company was carried out for the Financial Year 2024-25. Nomination and Remuneration Committee evaluated the performance of the individual Director.

The Independent Directors in their separate meeting held on 13th February, 2025 carried out the evaluation of the Board of Directors as a whole, Chairperson of the Company and Non-Independent Directors. The evaluation of Independent Directors was carried out without the presence of concerned Director.

The Chairman of Nomination and Remuneration Committee has submitted report of the respective evaluations to the Chairperson of the Company. Based on the questionnaires received from the Directors and considering the reports of Chairman of Nomination and Remuneration Committee, the Board has evaluated its own performance and that of its committees and individual directors including independent directors.

11. Key Managerial Personnel

The following directors / executives of your Company are whole-time Key Managerial Personnel (KMPs) as on 31st March, 2025 in accordance with the provisions of Section 203 of the Companies Act, 2013

- Mr. Chand Bihari Patodia Managing Director a)
- b) Mr. Deepak Kumar Sharma - Chief Financial Officer
- c) Mr. Vikram Kumar Mishra – Company Secretary

Mr. Vikram Kumar Mishra was appointed as Company Secretary and Compliance Officer of the Company under Section 203 of the Companies Act, 2013, with effect from 12th January, 2023 on secondment basis from Shree Services & Trading Company Limited. SEBI vide its amendment dated 12th December, 2024 clarified that the Compliance Officer shall be an officer, who is in the whole time employment of the listed entity, not more than one level below the Board of Directors and shall be designated as a Key Managerial Personnel of the Listed entity. In view of the above, the Board of Directors of your Company at its meeting held on 13th February, 2025 employed Mr. Vikram Kumar Mishra as a wholetime employee of the Company with effect from 1st February, 2025 without a break of service.

All Directors, Key Managerial Personnel and Senior Management of the Company have confirmed compliance with the Code of Conduct applicable to Directors & employees of the Company and a declaration to the said effect made by the Managing Director forms part of this report. The Code is available on the Company's website at the weblink https://www.birla-sugar.com/Assets/Palash/Code-of-Conduct.pdf

12. Remuneration Policy

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Nomination and Remuneration Policy as adopted by the Board of Directors is available on the weblink https://www.birla-sugar.com/Assets/Palash/Nomination-and-Remuneraion-Policy.pdf The Nomination & Remuneration Committee has also framed criteria for performance evaluation of every Director and accordingly has carried out the performance evaluation during the year under review.

The Nomination & Remuneration Policy, inter-alia, includes the appointment criterion & qualification requirements, process for appointment & removal, retirement policy and remuneration structure & components, etc. of the Directors, Key Managerial Personnel (KMP) and other senior management personnel of the Company. The Nomination and Remuneration Policy also contains provisions about the payment of fixed & variable components of remuneration to the Managing Director and payment of sitting fee & commission to the non-executive directors.

13. Familiarisation Programme

Periodic presentations are made at the Board Meetings with respect to business performance and updates on business strategy of the Company. The details of the familiarisation programme (other than through meeting of Board and its Committees) imparted to Independent Director are uploaded on the website of the Company at https://www.birla-sugar.com/Assets/Palash/Familiarization-Programme-2024-25.pdf

Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment outlining his/her role, duties and responsibilities. The format of such letter of appointment is also available at the website of the Company at https://www.birla-sugar.com/Assets/Palash/Terms%20and%20conditions%20of%20appointment%20of%20Independent%20Directors.pdf

14. Corporate Social Responsibility Policy

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

15. Meetings

A calendar of Meeting is prepared and circulated in advance to the Directors. The Board evaluates all the decisions on a collective consensus basis amongst the Directors. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. During the financial year ended 31st March 2025, 6 (Six) Meetings of the Board of Directors of the Company were held. The details of the Board Meetings held during the financial year 2024-25 have been furnished in the Corporate Governance Report forming which forms part of this Annual Report.

The Company has complied with the applicable Secretarial Standards prescribed under Section 118(10) of the Companies Act, 2013.

16. Audit Committee

The Audit Committee was constituted on 30th March, 2017. The Committee comprised of Mr. Chhedi Lal Agarwal, Mr. Dinesh Kacholia, Mr. Arun Kumar Newar, Independent Directors and Mr. Chand Bihari Patodia, Managing Director. Mr. Chhedi Lal Agarwal, Independent Director acts as the Chairman of the Audit Committee and the Company Secretary acts as the Secretary to the Committee. Chief Financial Officer is a permanent invitee to the meetings. During the year there were no instances where Board has not accepted the recommendation of Audit Committee.

The details of the terms of reference, number and dates of meetings held during the financial year 2024-25, attendance of the Directors and remuneration paid to them are separately provided in the Corporate Governance Report.

17. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted on 30th March, 2017. The Committee comprised of Mr. Chhedi Lal Agarwal, Mr. Arun Kumar Newar and Mr. Dinesh Kacholia. Mr. Chhedi Lal Agarwal, Independent Director acts as the Chairman of the Stakeholders' Relationship Committee and the Company Secretary acts as the Secretary to the Committee.

The details of the terms of reference, number and dates of meetings held, attendance of the Directors and remuneration paid to them are separately provided in the Corporate Governance Report.

18. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted on 30th March, 2017. The Committee comprised of Mr. Chhedi Lal Agarwal, Mr. Arun Kumar Newar and Mr. Dinesh Kacholia. Mr. Arun Kumar Newar, Independent Director acts as the Chairman of the Nomination & Remuneration Committee and the Company Secretary acts as the Secretary to the Committee.

The details of the terms of reference, number and dates of meetings held, attendance of the Directors and remuneration paid to them are separately provided in the Corporate Governance Report.

19. Loans, Guarantee and Investments

During the year under review, the Company has not given any loans and corporate guarantees covered under the provisions of Section 186 of the Companies Act, 2013. Details on particulars relating to investments under Section 186 of the Companies Act 2013 are given in Notes of the financial statements.

20. Related Party Contracts / Arrangements

All Related Party Transactions entered during the year were on arm's length basis and in the ordinary course of business. There have been no materially-significant related party transactions made by the Company with the Promoters, the Directors or the Key Managerial Personnel which may be in conflict with the interests of the Company at large. Accordingly, disclosure of contracts or arrangements with Related Parties as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

The Company has in place a Related Party Transactions Policy for purpose of identification and monitoring of such transactions and accordingly all Related Party Transactions are placed before the Audit Committee and the Board for approval. The Related Party Transaction Policy appears on the Company's website at https://www.birla-sugar.com/Assets/Palash/Policy%20on%20Related%20Party%20Transaction.pdf

The details of related party transactions entered during the year as per the provisions of Indian Accounting Standard ("Ind AS") 24 have been disclosed in the Notes to the Financial Statements.

21. Risk Management

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

22. Internal Financial Controls

The Company has laid down internal financial control's, through a combination of Entity level controls, Process level controls and IT General controls inter-alia to ensure orderly and efficient conduct of business, including adherence to the Company's policies and procedures, accuracy and completeness of accounting records and timely preparation and reporting of reliable financial statements/ information, safeguarding of assets, prevention and detection of frauds and errors. The evaluations of these internal financial controls were done through the internal audit process and were also reviewed by the Statutory Auditors. Based on their view of these reported evaluations, the directors confirm that, for the preparation of financial statements for the financial year ended 31st March, 2025, the applicable Accounting Standards have been followed and the internal financial controls are generally found to be adequate and were operating effectively & that no significant deficiencies were noticed.

23. Vigil Mechanism/Whistle Blower Policy

The Company has established a vigil mechanism and adopted whistle blower policy, pursuant to which whistle blowers can report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and instances of leak of Unpublished Price Sensitive Information which are detrimental to the Company's interest. The vigil mechanism provides for adequate safeguards against victimization of the Director(s) and employee(s) who avail of this mechanism. No person has been denied access to the Chairman of the Audit Committee. The Whistle-Blower Policy of the Company can be accessed on the Company's website at https://www.birla-sugar.com/Assets/Palash/Whistle-Blower-Policy-Palash-29-5-24.pdf During the year, the auditors and the secretarial auditors have not reported any fraud under Section 143(12) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

24. Corporate Governance & Annual Return

Your Directors strive to maintain highest standards of Corporate Governance. The Corporate Governance Report for the Financial Year 2024-25 is attached as Annexure "B" to this Report.

The declaration of the Managing Director confirming compliance with the 'Code of Conduct' of the Company is enclosed as **Annexure "C"** to this Report and Auditor's Certificate confirming compliance with the conditions of Corporate Governance is enclosed as Annexure "D" to this Report.

The Company's Annual Return in Form MGT-7 can be viewed on the Company's website and can be accessed at https://www.birla-sugar.com/Shareholders-Info-1/Palash-Annual-Returns

25. Auditors, Audit Qualifications and Board's Explanations

Statutory Auditors

In terms of Section 139 of the Companies Act, 2013 read with rules thereunder, Messrs Agrawal Subodh Co., Chartered Accountants, (Firm Registration No: 319260E), were re-appointed as the Statutory Auditors of the Company for another term of 5(five) years to hold office from the conclusion of the 7th AGM till the conclusion of the 12th AGM to be held in the year 2026.

The Statutory Auditors' Report on the financial statements for financial year 2024-25 forms part of this Annual Report. Statutory Auditors have expressed their unmodified opinion on the Standalone Financial Statements and their reports do not contain any qualifications, reservations, adverse remarks, or disclaimers.

However, the Auditors Report on Consolidated financial statements contains a qualified opinion carried out from the audit report of M/s. Morton Foods Limited (MFL), one of subsidiaries of the Company, MFL had recognized Deferred Tax Asset (net) of Rs. 450.53 Lakhs for the year ended in March 31, 2022, based on the future profitability projections made by the Management. MFL, however, has not recognized any further DTA during the current year ended March 31 2025 and for the previous year ended in March 31, 2024 as a matter of prudence. In the opinion of the auditors of MFL, in the absence of convincing evidence that sufficient taxable profit will be available against which the unused tax losses can be utilized by the entity, as required in terms of Indian Accounting Standard 12, had the MFL reversed the above DTA, loss before tax for the year ended March 31, 2025 would have been Rs. 1,941.56 lakhs as against the reported loss of Rs. 1491.03 lakhs and other equity would have been Rs. (193.73) lakhs as against the reported figure of Rs. 256.80 lakhs.

The management of the MFL is confident that there would be sufficient taxable income in future to claim the tax benefit.

The Statutory Auditors hold valid certificate issued by the Peer Review Board of the ICAI, as required under Regulation 33 of SEBI (LODR) Regulations, 2015.

Secretarial Auditor

Pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors, based on the recommendation of the Audit Committee has approved the appointment of Messrs M R & Associates, Company Secretaries, (Firm Registration Number P2003WB008000), as Secretarial Auditor of the Company for a period of five consecutive years commencing from Financial Year 2025-2026 to 2029-2030, subject to approval of the shareholders at the ensuing Annual General Meeting.

The Secretarial Audit Report for the Financial Year ended 31st March, 2025 issued by the Secretarial Auditor, does not contain any qualification, reservation, adverse remark or disclaimer. The said Report is annexed herewith as Annexure "E".

In addition to the above, pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Audit Reports of the material unlisted subsidiaries of the Company viz-a-viz Morton Foods Limited, Champaran Marketing Co Ltd., Hargaon Investment & Trading Co. Ltd., and OSM Investment & Trading Co. Ltd., are also annexed herewith as Annexure "E1", Annexure "E2", Annexure "E3" & Annexure "E4" respectively, which is self- explanatory.

Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, your Company has, on the recommendation of the Audit Committee re-appointed Messrs M Parasrampuria & Co., Chartered Accountants to conduct Internal Audit of the Company for the financial year 2025-26.

Cost Audit

The Companies (Cost Records and Audit) Rules are not applicable on the Company.

Reporting of frauds by Auditors

During the year under review, the Statutory Auditors and Secretarial Auditor of your Company have not reported any instances of fraud committed in your Company by the Company's officers or employees to the Audit Committee, as required under Section 143(12) of the Act.

26. Investor Education and Protection Fund

The provisions pertaining to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, are not applicable to your company.

27. Disclosures Under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013

During the year under review, no complaint / case was either filed or pending pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

28. Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

The provisions of Section 134(3)(m) of the Companies Act, 2013 do not apply to the Company. There was no foreign exchange inflow or outflow during the year under review.

29. Particulars of Employees and Managerial Remuneration

During the year under review, there was no employee in the Company who was in receipt of remuneration as required to be disclosed under Section 197 of Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year is not applicable for the current financial year. The percentage increase in remuneration of other directors, Chief Financial Officer and Company Secretary in the financial year has been nil. The percentage increase in the median remuneration of employees in the financial year is nil for the current financial year. There is one permanent employee on the rolls of Company. The details of average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration is not applicable. Detail of remuneration paid to the Directors and KMP for the financial year 2024-25 forms part of the Corporate Governance Report and Notes to Financial Statements respectively. Remuneration to all the Directors and Key Managerial Personnel is as per the remuneration policy of the company.

30. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended 31st March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit/loss of the Company for the year ended on that date;
- that proper and sufficient care has been taken 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;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

31. CEO/CFO Certification

Mr. Chand Bihari Patodia, Managing Director and Mr. Deepak Kumar Sharma, Chief Financial Officer have submitted certificates to the Board as contemplated under Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Since your Company does not have a designated Chief Executive Officer, the aforesaid certificate is being signed by Mr. Chand Bihari Patodia, Managing Director of your Company which is in line with the Frequently Asked Questions issued by Securities and Exchange Board of India.

32. Other Disclosures

- a) There is neither application nor any proceeding pending under the insolvency and bankruptcy code 2016 during the year along with their status as at the end of the financial year.
- b) There has been no instance of any bank or financial institutions one-time settlement.

33. Acknowledgement

Your Directors wish to express their sincere thanks to the bankers and other stakeholders for their continued co-operation and assistance.

For and on behalf of the Board

Shalini Nopany

Chairperson DIN: 00077299

Place: Kolkata Dated: 15th May, 2025

Annexure A

Management & Discussion Analysis

Economic Overview

The global economy remained resilient in the year 2024, expanding at 3.2% (as per IMF World economic outlook, Apr'25). The swift escalation of trade tensions and extremely high levels of policy uncertainty are expected to have a significant impact on global economic activity. It is estimated to grow by 2.8% in 2025 and 3% in 2026, much below the historical average of 3.7% (2000–19) due to global challenges on various fronts. Persistent geopolitical tensions, disruptions in trade routes, and high interest rates in major economies created headwinds for global trade and consumption. However, resilient labour markets, easing inflationary pressures, and stable private consumption helped sustain economic activity, particularly in emerging markets. In the FMCG sector, demand remained steady, driven by essential consumer goods, premiumisation trends, and a growing preference for health and sustainability focused products.

In advanced economies, the United States growth forecast for 2025 is expected to slow down to 1.8%, on account of greater policy uncertainty, trade tensions and softer demand momentum, whereas the euro area is expected to grow at 0.8%, before rising to 1.4% in 2026 as financial conditions improve. Other advanced economies see stable growth, with recovering incomes offset by trade uncertainties. In emerging markets and developing economies, growth is expected to slow down to 3.7% in 2025 due to various trade measures in recent times. On the back of the recently implemented tariffs and prolonged trade policy uncertainty, China's growth was revised downward to 4% in 2025. India's growth to remain stable at 6.2% in 2025 and 6.3% in 2026 supported by private consumption, particularly in rural areas.

The Indian food services sector is poised for robust growth, with a projected Compound Annual Growth Rate (CAGR) of 8.1% between 2024 and 2028. This growth is expected to be driven by many factors, including rapid urbanization, strong GDP growth, a growing young population, and increased consumer exposure. The sector currently contributes 1.9% to India's GDP. It is expected to grow to US\$ 93.16 billion i.e. Rs.7.76 trillion by 2028, up from US\$ 68.31 billion i.e. Rs.5.69 trillion. Despite the setbacks experienced during the COVID-19 pandemic, the industry has demonstrated remarkable resilience, underlining the need for the government to recognize its socio-economic impact and take immediate steps to unlock its full potential.

The organized segment of the food services industry is expected to grow at a CAGR of 13.2%, achieving a market share of 52.9% by 2028. Within the organized sector, casual dining restaurants are the fastest-growing, with a 48% market share, followed by quick-service restaurants (QSRs) at 27%. By 2028, it is anticipated that QSRs will gain market share by approximately 4-5% points at the expense of casual dining restaurants. The sector is also the second-biggest employer, with 8.5 million employees currently expected to increase by over 20% to 10.3 million by 2028. The industry has also witnessed rapid growth in the online food delivery market, with an estimated 6.6 crore food delivery platform users among the urban population, showcasing the changing consumption patterns driven by convenience.

Industry Structure and Developments

The Company is in the investment business and your company holds majority investments in its group companies. Apart from its operations in investment in securities including through its Wholly Owned Subsidiaries, the Company also continues to be engaged in business of food processing through its subsidiary Company Morton Foods Limited. The company manufactures and markets canned fruits, vegetables and food products like jams, squashes, crushes, vegetable sauces, juices and breakfast cereals under the brand Morton since 1959. To maximize sales, the company is increasing its customer base and focusing more on both retail business and e-commerce. Additionally, it has initiated the process to launch new products that will offer higher margins and eliminate the need for seasonal stocking.

The company has a manufacturing unit at Prayagraj which makes Canned fruits and vegetables, Jams, Crush & Squashes, Tomato Ketchup and Vegetable sauces etc. Breakfast cereals and Pasta, Vermicelli are manufactured by third party manufacturer and Morton Foods Ltd markets it under the brand Name Morton. The Company is also in process of entering into a new sales channel Canteen Stores Department (CSD).

Morton Foods Ltd services and operates in the following customer segments

- 1) General Trade / Kirana
- 2) Modern Trade
- 3) Horeca - Hotel Restaurant and Catering
- 4) E commerce - Amazon, Flipkart, Big Basket,
- Central Police Canteen Stores 5)
- 6) Institutions – Taj, Hayat, Specialty Restaurants etc.
- Defense APO Canned fruits, Vegetables and curries for in-house consumption. 7)

The country's financial services sector consists of capital markets, insurance sector, banking and non-banking financial companies (NBFCs). Non-banking financial companies (NBFCs), banks, and financial institutions form the broad constituents of the credit ecosystem of the Indian financial sector, with NBFCs being a key pillar therein. The Non-Banking Financial Companies (NBFC) sector in India has experienced significant growth and transformation over the past decade, becoming an integral part of the Indian financial system.

As per RBI reports, Non-Banking Financial Companies (NBFCs) have continued to play a pivotal role in extending credit and financial services to underserved and unbanked segments of the Indian economy. As of September 2024, the sector maintained a healthy Capital to Risk-Weighted Assets Ratio (CRAR) of 26.1%, well above the regulatory minimum of 15%. The Gross Non-Performing Assets (GNPA) ratio improved further to 3.4%, reflecting a continued strengthening in asset quality. Profitability indicators remained stable, with Net Interest Margin (NIM) and Return on Assets (RoA) at 5.1% and 2.9% respectively. While credit growth moderated to 6.5% during the first half of FY 2024 - 25, following regulatory tightening on certain loan categories, the sector remains resilient, supported by strong capital buffers and prudent risk management practices.

India's food processing sector is one of the largest in the world and its output is expected to reach \$535 Billion by FY2025-26. The Food Processing sector in India has a quintessential role in linking Indian farmers to consumers in the domestic and international markets. The Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments across the value chain. The food processing industry has a share of 12.38% in the employment generated in all Registered Factory sector engaging approximately 1.93 Million people. Unregistered food processing sector supports employment to 5.1 Million workers as per the NSSO 73rd Round report. Major sectors constituting the food processing industry in India are grains, sugar, edible oils, beverages, and dairy products.

Opportunities and Threats

Your Company being an Investment Company seeks opportunities in the capital market. The unpredictability in the stock market represents both opportunity as well as challenges for the Company. During F.Y. 2024–25, Indian capital markets demonstrated resilience amid global uncertainties, supported by strong domestic consumption, a stable regulatory environment, and rising retail participation. Exchanges like the BSE and NSE recorded increased trading volumes and new listings, reflecting continued investor confidence and deepening market penetration. This momentum is expected to carry forward into FY 2025–26, backed by projected GDP growth of around 6.5%, a stable interest rate environment, and policy reforms aimed at fostering transparency and ease of doing business. SEBI's regulatory initiatives, including simplified IPO processes and enhanced surveillance mechanisms, are further reinforcing institutional trust. Opportunities continue to emerge in sectors such as renewable energy, infrastructure, digital finance, and manufacturing under the PLI scheme, supported by a strong pipeline of IPOs and growing retail engagement through digital trading platforms.

However, capital markets face notable challenges. Volatility in global markets, geopolitical tensions, and rising protectionism may affect foreign institutional investment flows. The rupee's depreciation and persistent inflationary pressures, driven by elevated oil prices, could impact corporate profitability and sentiment. Equity markets are also navigating valuation pressures, especially in mid- and small-cap segments, which may see corrections. Regulatory tightening around derivatives, co-lending, and high-frequency trading is introducing short-term compliance adjustments, particularly for NBFCs and institutional investors.

The food processing industry is a high growth industry and the same applies for it in Indian market. The government of India has acknowledged the food processing sector as a high priority industry and is currently promoting it with various fiscal reliefs and incentives. India has one of the largest working populations in the world. With increasing disposable incomes, this segment can be regarded as the biggest consumer of processed foods in the country.

There are various threats to the Company like market Competition that forces the Company to sell its product at low cost. This also led to loss to the Company. On the other hand, raw material is based on agricultural produce which is affected by natural calamities, which deteriorate the quality of the product, which is the major threat to the Company. Also external situation like Cross-border emergencies and wars also affect the business.

Risks and Concerns

The Company's business performance is inherently influenced by the operational and financial health of its portfolio companies. Growth in these underlying businesses or sectors enhances the Company's prospects, while any challenges whether due to macroeconomic headwinds, market volatility, or internal disruptions within the investee entities may adversely affect returns and overall performance.

The Company is exposed to specific risks that are particular to their respective businesses in which they operate, including market risk, credit risk, liquidity risk, interest rate risk, equity risk, operational risk, currency risk, regulatory and macro-economic risks. The Company has a robust risk management framework that strives to identify, monitor and minimize risks as also identify business opportunities.

Outlook

India is projected to remain the fastest-growing large economy for 2025 and 2026, reaffirming its dominance in the global economic landscape. The country's economy is expected to expand by 6.2% in 2025 and 6.3% in 2026, outpacing many of its global counterparts. In contrast, the IMF projects global economic growth to be much lower, at 2.8 % in 2025 and 3% in 2026, highlighting India's exceptional outperformance. The IMF has also revised its growth estimates for other major global economies. China's GDP growth forecast for 2025 has been downgraded to 4%, down from 4.6 % in the January 2025 edition of the World Economic Outlook. Similarly, the United States is expected to see a slowdown, with its growth revised downward by 90 basis points to 1.8 per cent. Despite these revisions, India's robust growth trajectory continues to set it apart on the global stage. Additionally, the Economist Intelligence Unit (EIU) forecasts that India will be the fastest-growing major economy from 2024 to 2028, outpacing China's growth. This projection underscores India's rising economic influence and its significant role within the BRICS nations, potentially leading to their collective nominal GDP surpassing that of the G7 by the mid-2040s. However despite these positive projections, there are certain risks that could impact growth, such as geopolitical tensions and potential disruptions in global supply chains. Additionally, China's economic challenges, particularly in its property sector, remain a concern for the overall regional growth outlook.

Among the largest economies, India stands out with a median age of 28.8 years in 2025, the second-highest savings rate, and a government debt-to-GDP ratio projected to decline from 81.3% in 2024 to 75.8% by 2030 unlike peers where debt levels are rising. As per the IMF, India's economy could reach \$20.7 trillion (PPP) by 2030. Using average growth rates for 2028 - 2030 as projected by IMF, India may become the world's second-largest economy in PPP terms by 2038, with a projected GDP of \$34.2 trillion.

The future of NBFCs in India is promising, with opportunities for growth driven by digitization, niche specialization, and focus on underserved markets. However, navigating the evolving regulatory landscape, embracing technology responsibly, and prioritizing customer experience will be crucial for success.

Performance

The Company operates in single segment which is to invest, deal etc. in securities. The businesses of the Company are carried out by its five Wholly-owned Subsidiaries/ Subsidiaries. The first three are wholly owned subsidiaries of the Company viz: OSM Investment & Trading Company Limited; Champaran Marketing Company Limited; Hargaon Investment & Trading Company Limited and these are registered NBFCs and primarily engaged in investment activities and whereas Hargaon Properties Ltd is a step down subsidiary engaged in investment of properties. Another Subsidiary Morton Foods Limited is engaged in the Food Processing Business.

The Company delivered a strong financial performance during the financial year ended 31st March, 2025. During the financial year 2024-25, Revenue from operations stood at Rs. 604.38 lakhs as compared to Rs.23.31 lakhs in previous year. The Company also achieved a notable improvement in profitability. Profit after tax of stood at Rs.471.79 lakhs as compared to Rs.16.36 lakhs in previous year.

On consolidated basis Revenue from operations stood at Rs.4883.01 lakhs as compared to Rs.4094.90 lakhs in previous year showing a growth from the last year. Despite the increase in revenue, the loss after tax stood at Rs.1765.19 lakhs compared to previous year of Rs.1576.02 lakhs.

The Company aims to create sustainable vision to grow the business and make long-term strategic investments in various new ventures promoted by the Company and its subsidiaries.

Disclosure

The Disclosure with respect to details of significant changes in key financial ratios as stipulated under Regulation 34(3) read with Schedule V Clause B of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Sr. No.	Particulars	31.03.2025	31.03.2024	Change (%)	Explanation
(i)	Debtors Turnover Ratio	0	0	0	
(ii)	Inventory Turnover Ratio	0	0	0	
(iii)	Interest Coverage Ratio	0	7.26%	(100)%	Due to decrease in Profit
(iv)	Current Ratio	34.21%	53.77%	(36.38)%	Due to sale of investments
(v)	Debt Equity Ratio	0	0	0	
(vi)	Operating Profit Margin (%)	99.85%	88.50%	12.82%	Due to increase in Dividend Income
(vii)	Net Profit Margin (%)	73.76%	27.82%	165.11%	Due to increase in Dividend Income
(viii)	Return on Net Worth	13.04%	0.53%	2382.78%	Due to increase in Dividend Income

Internal Control Systems and Their Adequacy

The Company has an adequate system of internal control implemented by the management towards achieving efficiency in operations, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws. The Internal Auditors were suggested with audit plan based on the risk profile of business activities of the organization, which were approved by the Audit Committee. The adequacy of the internal control system is reviewed by the Audit Committee of the Board of Directors. The efficacy of the internal checks and control systems are verified by the Internal Auditors as well as the Statutory Auditors. The Audit Committee reviews the internal audit plan, adequacy and effectiveness of the internal control system, significant audit observations and monitors the sustainability of remedial measures. The performance of the Company is regularly viewed by the Board of Directors to ensure that it is in keeping with the overall corporate policy and in line with pre-set objectives. The Company updates its internal control systems from time to time, enabling it to monitor adherence to internal procedures and external regulatory guidelines.

Human Resources

Steps have been taken to inculcate a performance-oriented culture by focusing and laying more emphasis on the performance management system. It has been Company's endeavour to attract talent from the most reputed institutions to meet the requirements of various functions. The Company will intensify efforts to create an environment where everyone feels valued, respected, and empowered to contribute their unique perceptions.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's outlook, objectives, projections, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws or regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include government regulations and tax-regime, economic developments within India and abroad, financial markets and other related and incidental factors. The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events. The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 ("the Act") and comply with the Accounting Standards notified under Section 133 of the Act read with the Indian Accounting Standards Rules, 2015. The management has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit/loss for the year. The narrative on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report.

Annexure B

Report on Corporate Governance

Company's Philosophy

Palash Securities Limited (PSL), a part of K K Birla Group of Companies, firmly believes that Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objective of the organization most effectively and efficiently. Corporate Governance in fact denotes acceptance by the management of the inalienable rights of the shareholders as true owners of the organization and of their own role as trustees on behalf of the shareholders.

By harnessing ethical values with business acumen the executive functions of PSL is structured to institutionalize policies and practices that enhance the efficacy of the Board, Key Managerial Personnel and the Senior Management of the Company and inculcate a culture of accountability, transparency and integrity across the Company as a whole. PSL has a strong legacy of fair, transparent and ethical Governance practices and procedures and through these pages renews its commitment to uphold and nurture the core values of integrity, passion, responsibility, quality and respect in dealing with its customers, cane growers and other stakeholders of the Company. The other enablers for the Company are 'team work' and 'adherence' to professionalism.

PSL is also in compliance with the mandatory requirements of the quidelines on Corporate Governance stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

PSL has adopted a Code of Conduct for Prevention of Insider Trading, 2015 in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

Board of Directors

The Board of Directors serves as the highest authority in governance, steering business in the right direction. It is responsible for establishing sustainable and accountable growth in the Company. The Board comprising of highly integrated, knowledgeable, and committed professionals, offers strategic guidance and independent perspectives to the Company's senior management while fulfilling its fiduciary responsibilities. Additionally, the Board provides direction and maintains appropriate control to ensure the Company is managed in a way that meets stakeholders' aspirations and societal expectations.

- The Company has in all 6 Directors with considerable professional experience in divergent areas connected with corporate functioning. Out of these 6 directors, 4 are Non-Executive Independent Directors, 1 Non-Executive Woman Director and 1 Executive Director of the Company. The composition of the Board is in conformity with the Listing Regulations. The Board is headed by the Non-Executive Chairperson Ms. Shalini Nopany.
- The Independent Directors take part in the proceedings of the Board and Committee meetings which enables qualitative decisionmaking. They receive sitting fees for attending the meetings and do not have any other material or pecuniary relationship or transaction with the Company, its promoters, promoter group, its directors, management, subsidiaries or associates.
- iii. As per the disclosure received by the Company from the Directors, none of them is member in more than ten committees, nor as Chairman of more than five committees across all companies in which they are Directors, in compliance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as not have been debarred or disqualified from being appointed or continuing as director by SEBI/MCA or any other statutory authority. The Directors intimate the Company about the committee positions they occupy in other companies and also notify changes from time to time.
- The Independent Directors have confirmed that they satisfy the 'criteria of independence' as stipulated in Section 149(7) of the iv. Companies Act, 2013 read with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- All Independent Directors have confirmed in their Annual Declaration to the Board that they have complied with all the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Independent Directors do not serve in more than 7 listed companies. They have taken registration with Independent Directors databank, Indian Institute of Corporate Affairs, Manesar (Haryana) in accordance with the provisions of Section 150 of the Companies Act, 2013.
- None of the Directors on the Board are inter-related to each other in terms of the definition of 'relative' given under the Companies Act, 2013.
- The Board looks at strategic planning and policy formulation. The Board meets at least once in every quarter to review the Company's vii. operations and the maximum time gap between any two meetings is not more than 120 (One Hundred Twenty) days.
- viii. The Independent Directors (IDs) met on 13th February, 2025 without the presence of the Chairperson, Managing Director, the Non-Executive Non-Independent Directors and the Management Team. The meeting was attended by Independent Directors in person and which enabled them to discuss various matters pertaining to the Company's affairs and thereafter put forth their combined views to the Board. The IDs reviewed the performance of non-independent directors, chairperson and the Board as a whole as well as the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The Board is of the opinion that independent directors fulfills the conditions specified in the Listing Regulations as amended from time to time and are independent of the management.
- The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company. These are presented as a matrix below:

Description o	Ms. Shalini Nopany	Mr. Chand Bihari Patodia	Mr. Dinesh Kacholia	Mr. Chhedi Lal Agarwal	Mr. Arun Kumar Newar	Mr. Suresh Kumar Khandelia	
Business	Understanding of Company's business dynamics across various geographical markets, industry verticals and regulatory	Yes	Yes	Yes	Yes	Yes	Yes
Strategy and Planning	Ability to think strategically, identify and critically assess strategic opportunities and threats and develop effective strategies in the context of strategic objectives of the Company's policies and priorities	Yes	Yes	Yes	Yes	Yes	Yes
Governance	Experience in developing governance practices, serving the best interest of all stakeholders, protecting shareholder interest, maintaining board and management accountability and driving corporate ethics and values	Yes	Yes	Yes	Yes	Yes	Yes

Familiarisation Programme

In terms of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to conduct Familiarisation Programme for Independent Directors (IDs) to familiarise them about the Company including nature of industry in which the Company operates, business model of the Company, roles, rights and responsibilities of IDs and any other relevant information. As a part of the familiarisation programme, presentation was made to the Independent Directors giving a brief overview of roles, responsibilities and liabilities of Independent Directors under Corporate Governance norms with focus on constitution of various Committees under the Companies Act, 2013.

Significant Statutory updates are circulated as a part of the agenda of the Board Meetings through which Directors are made aware of the significant new developments and highlights from various regulatory authorities viz. Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), other statutory authority etc.

The details of the familiarisation programme (other than through meeting of Board and its Committees) imparted to Independent Director are uploaded on the website of the Company at https://www.birla-sugar.com/Assets/Palash/Familiarization-Programme-2024-25.pdf

Performance Evaluation

The Company had in place a policy on Performance Evaluation wherein it had laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors and Chairperson) pursuant to provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI Listing Regulations, 2015 covering inter-alia the following parameters namely:

- For Board Evaluation degree of fulfillment of key responsibilities; Board culture and dynamics. i.
- Board Committee Evaluation effectiveness of meetings; Committee dynamics. ii.
- Individual Director Evaluation (including IDs) contribution at Board Meetings.

Further, the Chairperson is evaluated on key aspects of her role which includes inter- alia effective leadership to the Board and adequate guidance to the Managing Director.

During the year under review, the Board carried out annual evaluation of its own performance as well as evaluation of the working of various Board Committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. This exercise was carried out through a structured questionnaire prepared separately for Individual Board Member and Board Committees based on the criteria per Policy on Performance Evaluation and in context of the Guidance note dated January 05, 2017 issued by SEBI.

Based on these criteria, the performance of the Board, various Board Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Individual Directors (including Independent Directors) was evaluated and found to be satisfactory.

During the year under review, the Independent Directors of the Company reviewed the performance of Non-Independent Directors, the Board as a whole and of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors.

Further, the Independent Directors hold unanimous opinion that the Non-Independent Directors including the Chairperson bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of the Company. The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Chairperson has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The Company's policy on Performance Evaluation is available on the website of the Company and can be accessed at https://www.birla-sugar.com/Assets/Palash/Policy%20on%20Performance%20Evaluation.pdf

Board meetings

The meetings of the Board of Directors are scheduled in advance. The Company Secretary prepares the agenda for the meetings in consultation with the Chairperson and other concerned persons in the senior management. The detailed agenda and other relevant notes are circulated to the Directors well in advance. All material back up information is incorporated in the Agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Agenda, the same are placed on the table at the meeting with specific reference to this effect in the Agenda.

During the period under review Six (6) Board Meetings were held on 15th May, 2024, 2nd August, 2024, 14th August, 2024, 14th November, 2024, 13th February, 2025 and 28th March, 2025 respectively.

Details of Board meetings attended by Directors, attendance at the last Annual General Meeting, number of other Directorships/Committee membership held by them during the year 2024-25 are tabled below:

Name of the Director	Category of the Director	No. of Board meetings attended	Atten- dance at last AGM on 9th	No. of Director- ships in other Public	No. of Chair Membership Committee Compa	o of Board s in other	Names of Listed Core and Cate Directo (other the	npanies gory of rship	No. of Equity Shares held
		attended	August, 2024	companies	Chairman	Member	Name of the Company	Category	neia
							SIL Investments Limited	MD	
Ms. Shalini Nopany (DIN- 00077299)	C/NED	6	Yes	6	-	1	New India Retailing and Investment Limited	NED	NIL
Mr. Chand Bihari Patodia (DIN– 01389238)	MD	6	Yes	1	-	-	NIL	-	NIL
Mr. Dinesh Kacholia (DIN – 07640666)	I/NED	6	No	1	-	-	NIL	-	NIL
Mr. Chhedi Lal Agarwal (DIN – 07778603)	I/NED	6	Yes	4	-	2	Ganges Securities Limited	ID	291
Mr. Arun Kumar Newar (DIN – 07778968)	I/NED	6	Yes	2	-	2	Ganges Securities Limited	ID	NIL
Mr. Suresh Kumar Khandelia (DIN-00373797)	I/NED	6	Yes	1	-	1	NIL	-	NIL
C – Chairperson		I - Inde	pendent	NE	NED - Non-executive Director		MD – N	MD – Managing Director	

Notes:

- The number of directorships held by the Directors does not include Private Limited Companies, Foreign Companies and Companies incorporated under Section 8 of the Companies Act, 2013.
- For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.

Not less than two thirds of the total number of Directors (excluding Independent Directors) shall be liable to retire by rotation. One third of the number of directors liable to retire by rotation will retire by rotation every year. As per the provisions of Section 149 of the Companies Act, 2013, the Independent Directors are not liable to retire by rotation. Ms. Shalini Nopany is liable to retire by rotation and is eligible for re-appointment. As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, Brief particulars of Ms. Shalini Nopany (DIN: 00077299) seeking re-appointment are given in the Notice convening this Annual General Meeting.

Committees of the Board

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

Audit Committee

Overall purpose/Objective i.

The Audit Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, by the Board of Directors, initially at its meeting held on 30th March, 2017.

The purpose of the Audit Committee is to assist the Board of Directors ("the Board") in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of independent accountants/internal auditors and overseeing the Company's accounting and financial reporting processes and the audit of the Company's financial statements.

ii. **Terms of Reference**

The Terms of Reference of this Committee includes inter-alia includes overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible, recommending appointment, remuneration and terms of appointment of auditors, reviewing/examining quarterly and annual financial statements and auditor's report thereon before submission to the Board for approval, evaluate Company's internal financial controls and risk management systems, reviewing performance of statutory and internal auditors, discussing with auditors significant findings, related party transactions and approval of any subsequent modification of transactions of the Company with related parties; omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed; adequacy of internal control systems, reviewing the functioning of the Whistle Blower Mechanism and other matters specified for Audit Committee in Section 177 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Mr. Chhedi Lal Agarwal, Chairman of the Audit Committee attended the last Annual General Meeting to provide clarifications and answer queries.

The Company's system of internal controls covering financial and operational activities, compliances, IT applications, etc. are reviewed by the Internal Auditors and presentations are made to the Audit Committee on the findings of such reviews. Further, in compliance with Section 177(4)(vii) of the Companies Act, 2013 the Audit Committee maintains and evaluates the effectiveness of internal control systems of the Company pertaining to financial reporting, compliance with Accounting Standards, and looks after overall financial activities under applicable laws and regulations governing the Company.

iii. Composition and Meetings

As on 31st March, 2025, the Audit Committee comprises Mr. Chhedi Lal Agarwal, Mr. Dinesh Kacholia, Mr. Arun Kumar Newar, Independent Directors and Mr. Chand Bihari Patodia, Managing Director. Mr. Chhedi Lal Agarwal, Independent Director acts as the Chairman of the Audit Committee. All the Members of the Audit Committee are financially literate and have accounting or related financial management expertise. The Chief Financial Officer (CFO) is a permanent invitee to the meetings of the Audit Committee and the Company Secretary acts as the Secretary to the Audit Committee. The Statutory Auditors as well as Internal Auditors of the Company are invited to attend the Audit Committee meetings. The Company also invites the Secretarial Auditor to attend the meeting and discuss their report.

During the financial year 2024-25, 6 (Six) meetings of the Audit Committee were held on 15th May, 2024, 2nd August, 2024, 14th August, 2024, 14th November, 2024, 13th February, 2025 and 28th March, 2025 respectively. The maximum time gap between any two consecutive meetings did not exceed 120 (One Hundred Twenty) days. Moreover, the requisite quorum as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was present in all the meetings of the Audit Committee held during the year.

Attendance of the members at the meetings was as follows:

Name of the Member	Status	Category	No of meetings attended
Mr. Chhedi Lal Agarwal	Chairman	Independent Director	6
Mr. Dinesh Kacholia	Member	Independent Director	6
Mr. Arun Kumar Newar	Member	Independent Director	6
Mr. Chand Bihari Patodia	Member	Executive Director	6

4. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Company was constituted on 30th March, 2017, in line with the provisions of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

Terms of Reference:

The Stakeholders Relationship Committee oversees the redressal of complaints/grievances of investors such as transfer/transmission of shares, credit of shares to demat accounts, non-receipt of dividend/annual reports, approval of physical shares above 1000 shares, taking note of shares transferred in course of a quarter, status of dematerialized shares as on the end of each quarter, stock of blank stationery of share certificates as on the end of each quarter, shareholding pattern of the Company as on the end of each quarter and detail of investors' grievances pending as on the end of each quarter among others. It also approves issuance of duplicate shares and matters incidental thereto. The Stakeholders Relationship Committee meets at regular intervals to take note of share transfer and other matters and carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when required from time to time.

Composition & Meetings:

The composition of the Stakeholders' Relationship Committee as on 31st March, 2025 is as follows:

- Mr. Chhedi Lal Agarwal Chairman
- Mr. Arun Kumar Newar ii.
- iii. Mr. Dinesh Kacholia

During the financial year 2024-25, the Committee met 4 (Four) times on 15th May, 2024, 14th August, 2024, 14th November, 2024 and 13th February, 2025 respectively. The Committee is headed by Mr. Chhedi Lal Agarwal an Independent Director and the Company Secretary acts as the Secretary to the Stakeholders' Relationship Committee.

Attendance of the members at the meetings was as follows:

Name of the Member	Status	Category	No of meetings attended
Mr. Chhedi Lal Agarwal	Chairman	Independent Director	4
Mr. Dinesh Kacholia	Member	Independent Director	4
Mr. Arun Kumar Newar	Member	Independent Director	4

The Board of Directors have authorised the Secretary to approve transfers/ transmissions of shares in physical form upto 1000 shares. The transfers/ transmissions approved by the Secretary are periodically placed before the Committee.

The Company has implemented a comprehensive Investor Grievance Redressal system, which prescribes the standards for shareholders' service and the grievance redressal procedure and mechanism to be adhered to by the Registrar and Share Transfer Agents, as well as by the Company. Shareholders can contact the Company at palashsecurities@birlasugar.org on a day-to-day basis.

During the financial year ended 31st March, 2025, no complaint was received. Hence there was no complaint pending as on 31st March, 2025.

Further, pursuant to Regulation 13(3) read with Regulation 13(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statements of investor complaints as received from the Registrar & Share Transfer Agents, MUFG Intime India Private Limited (Formerly Link Intime Private Limited) were filed with the Stock Exchanges on a quarterly basis and the said Statements were also placed before the Board of Directors for information and noting.

5. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company was constituted on 30th March, 2017 in line with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

Objectives:

The Committee evaluates the composition and organization of the Board and its Committees in light of requirements established by any regulatory body or any other applicable statutes, rules and regulations which the Committee deems relevant, makes recommendations to the Board of Directors in respect to the appointment, re-appointment and resignation of Independent, Executive and Non-Executive Directors of the Company, identifies the persons who are qualified to become Directors and who may be appointed in senior management including their remuneration in accordance with the criteria laid down, recommends to the Board their appointment and removal and other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013, Companies (Meetings of Board and its Powers)Rules, 2014 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii. Terms of Reference:

The broad terms of reference of the Nomination & Remuneration Committee, inter-alia includes the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2. Formulation of criteria for evaluation of Independent Directors and the Board;
- 3. Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment, remuneration and removal.

iii. Composition and Meetings:

The Committee comprises of the following Directors:

- i. Mr. Arun Kumar Newar Chairman
- ii. Mr. Dinesh Kacholia
- iii. Mr. Chhedi Lal Agarwal

During the period under review the Committee met twice on 15th May, 2024 and 13th February, 2025.

Attendance of the members at the meetings was as follows:

Name of the Member	Status	Category	No of meetings attended
Mr. Arun Kumar Newar	Chairman	Independent Director	2
Mr. Dinesh Kacholia	Member	Independent Director	2
Mr. Chhedi Lal Agarwal	Member	Independent Director	2

iv. Nomination and Remuneration Policy:

The Board of Directors of the Company had at its meeting held on 30th March, 2017 adopted the Remuneration Policy as recommended by the Nomination and Remuneration Committee of the Company. The Remuneration Policy as adopted by the Board of Directors is available at the website of the Company at https://www.birla-sugar.com/Assets/Palash/Nomination-and-Remuneration-Policy.pdf

The Nomination and Remuneration Policy, inter-alia, includes the appointment criterion & qualification requirements, process for appointment & removal, retirement policy and remuneration structure & components, etc. of the Directors, Key Managerial Personnel (KMP) and senior management personnel of the Company. As per the Nomination and Remuneration Policy, a person proposed to be appointed as Director, KMP or senior management personnel should be a person of integrity with high level of ethical standards. In case of appointment as an independent director, the person should fulfill the criteria of independence prescribed under the Companies Act, 2013, rules framed thereunder and the Listing Regulations. The Policy also contains provisions about the payment of fixed & variable components of remuneration to the Managing Director and payment of sitting fee & commission to the non-executive directors.

v. Remuneration of Directors

The Company pays a sitting fee of Rs. 5,000/- per Board meeting to each Director and Rs. 2,500/- per Committee meeting to each Director.

The detail of sitting fees paid to the Directors during the financial year 2024-25 are as follows:

SI. No.	Name of the Director	Amount (Rs.)
1	Ms. Shalini Nopany	30,000/-
2	Mr. Chhedi Lal Agarwal	60,000/-
3	Mr. Arun Kumar Newar	60,000/-
4	Mr. Dinesh Kacholia	60,000/-
5	Mr. Suresh Kumar Khandelia	30,000/-

There was no other pecuniary relationship or transaction with the non-executive directors.

6. Corporate Social Responsibility Committee

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

7. Details of key managerial personnel and senior management including the changes therein during the Year ended March 31, 2025

The following are the Key Management Personnel of the Company:

- 1. Mr. Chand Bihari Patodia, Managing Director
- 2. Mr. Deepak Kumar Sharma, Chief Financial Officer
- 3. Mr. Vikram Kumar Mishra, Company Secretary and Compliance Officer

There have been no changes in the position of the Key Managerial Personnel and senior management of the Company.

8. Subsidiary Companies

As on 31st March, 2025, the Company has five subsidiaries. The Company has formulated a policy for determining material subsidiaries in line with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Policy is uploaded on the Company's website at https://www.birla-sugar.com/Assets/Palash/Policy-for-determining-Material-Subsidiary.pdf

9. Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Further, during the financial year, no materially significant transactions or arrangements were entered into between the Company and its promoters, Directors, Key Managerial personnel or their relatives etc. that may have potential conflict with the interests of the Company. Details of transactions with the related parties as specified in Indian Accounting Standards (Ind AS 24) have been reported in the Financial Statements. The Board has approved a policy for related party transactions which modified in line with amended provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and has been uploaded on the Company's website at https://www.birla-sugar.com/Assets/Palash/Policy%20on%20Related%20Party%20Transaction.pdf

10. Vigil Mechanism / Whistle Blower Policy

The Vigil Mechanism provides a formal mechanism for all Directors, employees and vendors of the Company to approach the Chairman of the Audit Committee of the Company and make protective disclosures regarding the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Company has in place a Vigil Mechanism / Whistle Blower Policy which facilitates the stakeholders to have direct access to the management and the Audit Committee, to report concerns about any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. No person has been denied access to the chairman of the Audit Committee. The said policy is uploaded on the website of the Company at https://www.birla-sugar.com/Assets/Palash/Whistle-Blower-Policy-Palash-29-5-24.pdf

11. Policy Against Sexual and Workplace Harassment

The Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. The Company has developed a policy to ensure zero tolerance towards verbal, physical, psychological conduct of a sexual nature by any employee or stakeholder that directly or indirectly harasses, disrupts or interferes with another's work performance or creates an intimidating, offensive or hostile environment such that each employee can realize his / her maximum potential. During the financial year 2024-25, the Company did not receive any sexual harassment complaints.

12. General Body Meetings

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Location/ Mode of AGM
2023-24	09.08.2024	11.00 am	Through Video Conferencing (VC) Or Other Audio Visual Means
2022-23	31.07.2023	11.00 am	(OAVM) pursuant to the MCA Circular dated May 5, 2020 read with
2021-22	19.07.2022	11.00 am	Circulars dated April 8, 2020 and April 13, 2020

The last Annual General Meeting was held on 9th August, 2024, which was chaired by Ms. Shalini Nopany.

ii. Special Resolutions passed in the previous three Annual General Meetings:

The Company during the last 3 (three) Annual General Meetings had taken only one special resolution i.e. for re-appointment of Mr. Suresh Kumar Khandelia (DIN: 00373797) as an Independent Director for a second term of five consecutive years commencing from February 07, 2025 up to February 06, 2030.

Special Resolutions passed through postal ballot:

No Special Resolution was passed through Postal Ballot during financial year 2024-25. Further, there is no immediate proposal for passing a resolution through Postal Ballot. In case a resolution is proposed to be passed through postal ballot, the procedure of postal ballot and other requisite details shall be provided in the postal ballot notice.

13. Means of Communication

- i. The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The aforesaid financial results are sent to Stock Exchanges where the Company's equity shares are listed, immediately after these are approved by the Board and also published in 'Business Standard', in English and 'Business Standard' in Hindi in Lucknow Edition.
- ii. The quarterly results, shareholding pattern, corporate governance reports, intimation of Board meetings, etc. are filed with the stock exchanges within stipulate time through NSE Electronic Application Processing System (NEAPS) at NSE and BSE Listing Centre at BSE.
- The Annual Report of the Company, the quarterly/half yearly and annual financial results are simultaneously posted on the iii. Company's website at www.birla-sugar.com after these are submitted to the stock exchanges.
- iv. The Company also displays official press releases as and when released on the above website.
- v. Email id earmarked for redressing Investor queries is palashinvestors@birla-sugar.com.

14. General Shareholders' Information

11th Annual General Meeting

Day Wednesday

24th September, 2025 Date Time . 11:00 A.M. (IST)

Through Video Conferencing (VC) Or Other Audio Visual Means (OAVM) and deemed venue shall be Registered Venue

Office of the Company at P.O. Hargaon, Dist. Sitapur Uttar Pradesh – 261121.

ii. Financial Year: April to March

Tentative Financial Calendar for the year 2025-26

Audited Annual Results (2024-25)	Approved on 15th May, 2025
First Quarter Results	On or before 14th August, 2025
Second Quarter Results	On or before 14th November, 2025
Third Quarter Results	On or before 14th February, 2026
Audited Annual Results (2025-26)	On or before 30th May, 2026

Book Closure

The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 18th September, 2025 to Wednesday, 24th September, 2025 (both day inclusive) for the purpose of Annual General Meeting.

Dividend Payment

The Board of Director did not recommend any dividend on equity shares for the period under review.

Listing on Stock Exchanges and Stock Codes

The Stock Exchanges at which the Equity Shares of the Company are listed and the respective stock codes are as under:

Name and Address of the Stock Exchanges	Stock Code	ISIN	
BSE Ltd. (BSE)	F40640		
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	540648	INE 47114/01010	
National Stock Exchange of India Ltd. (NSE)	PALASHSECU	INE471W01019	
Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	PALASHSECU		

Listing fees for the FY 2025-26 have been paid to the above Stock Exchanges.

vii. The equity shares of the Company have not been suspended from trading on the said stock exchanges by any regulatory/ statutory authority.

viii. Registrar & Share Transfer Agent

The Company has appointed MUFG Intime India Private Limited (Formerly Link Intime Private Limited) as its Registrar & Share Transfer Agents (RTA) for handling work related to share registry in terms of both physical and electronic modes. Accordingly, all correspondence, shares for transfer demat/remat requests and other communication in relation thereto should be mailed/hand delivered to the said RTA directly at the following address:

MUFG Intime India Private Limited

Unit: Palash Securities Limited

Rasoi Court, 5th Floor,

20 Sir R.N Mukherjee Road, Kolkata - 700 001

Tel: 033 6906 6200.

E-mail: kolkata@in.mpms.mufg.com Website: www.in.mpms.mufg.com

Share Transfer System

Pursuant to the directive of the Securities and Exchange Board of India (SEBI), Physical transfer of shares has been dispensed with. In reference to SEBI Circular dated 25th January, 2022, the Security holder/ Claimant shall submit duly filled up Form ISR-4 for processing of service request related to transmission, transposition, consolidation/sub-division/endorsement of share certificate, issue of duplicate share certificate along with requisite documents. The Company/RTA shall issue letter of confirmation after processing the service requests which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

Distribution of Shareholding

Equity Share Capital History

The Paid up Capital of the Company consists of 1,00,03,102 Equity shares of Rs. 10/- each fully paid up and allotted as under:

Date of Allotment	No. of share	Issue Price (Rs. per share)
30.03.2017	1,00,03,102	10

The Distribution of Shareholding as on 31st March, 2025 was as follows:

Range of Equity Shares	No. of share holders	% of total shareholder	No. of shares held	% of total shares
1 -500	8451	94.2981	529969	5.2980
501 - 1000	224	2.4994	171991	1.7194
1001 – 2000	126	1.4059	178459	1.7840
2001 – 3000	43	0.4798	110329	1.1029
3001 – 4000	22	0.2455	79003	0.7898
4001 – 5000	18	0.2008	80065	0.8004
5001 – 10000	26	0.2901	184607	1.8455
10001 and above	52	0.5802	8668679	86.6599
Total	8,962	100.00	1,00,03,102	100.00

Detail of Shareholding pattern of the Company as on 31st March, 2025 was as follows:

Category	No. of Shares held	% of Shareholding
Promoter & Promoter Group	72,20,287	72.18
Mutual Funds, Financial Institutions, Banks, Insurance Companies, etc.	70,768	0.71
Bodies Corporate	6,64,256	6.64
Trusts/Hindu Undivided Family	1,43,219	1.43
Indian Public	18,69,812	18.69
NRIs / OCBs / FIIs / Foreign Nationals/Clearing Members	17,183	0.17
Unclaimed Shares	17,577	0.18
Total	1,00,03,102	100.00

Dematerialisation of Shares and Liquidity xi.

The Equity Shares of the Company are in compulsorily dematerialised form at all the stock exchanges viz. BSE Ltd. and The National Stock Exchange of India Ltd. under depository systems at both the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited. 99,67,744 Equity Shares viz. 99.65% have been dematerialized.

xii. **Outstanding GDRs / ADRs / Warrants or Convertible Instrument**

The Company has never issued GDRs/ ADRs/Warrants or any other Convertible Instrument

xiii. Commodities price risk or foreign exchange risk and hedging:

Not Applicable

xiv. Address for Correspondence:

The Company Secretary	MUFG Intime India Pvt. Ltd.	
Palash Securities Limited	Unit: Palash Securities Limited	
9/1, R.N. Mukherjee Road	Rasoi Court, 5th Floor,	
5th Floor, Birla Building	20 Sir R. N Mukherjee Road	
Kolkata - 700 001	Kolkata - 700 001	
India	India	
Tel: 91 - 033 - 2243 0497/8	Tel: 91 - 033 - 6906 6200	
e-mail: palashsecuritiesc@birlasugar.org	e-mail: kolkata@in.mpms.mufg.com	

Transfer of unpaid/unclaimed dividend amounts to Investor Education and Protection Fund

The Company is not required to credit any sum to the Investor Education and Protection Fund (IEPF) pursuant to Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

15. Transfer of Shares in Unclaimed Suspense Account

The Company has transferred to the "Unclaimed Suspense Account" the unclaimed equity shares which were issued in physical form from time to time. The details of such unclaimed shares are as under:

Particulars	No, of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as on April 1, 2024	407	17577
Number of shareholders who approached Company for transfer of shares from Unclaimed Suspense Account during the financial year 2024-25	Nil	Nil
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the financial year 2024-25	Nil	Nil
Aggregate Number of shareholders and outstanding shares in the Unclaimed Suspense Account lying as on March 31, 2025	407	17577

16. CEO and CFO Certification

The Managing Director and the Chief Financial Officer of the Company have certified that all the requirements of the Listing Regulations inter-alia, dealing with the review of financial statements and cash flow statements for the year ended 31st March, 2025, transactions entered into by the Company during the said year, their financial reporting and evaluation of the effectiveness of the internal control system and making necessary disclosures to the auditors and the audit committee have been duly complied with. Since the Company does not have a designated Chief Executive Officer, the aforesaid certificate is being signed by Mr. Chand Bihari Patodia, Managing Director of the Company which is in line with the Frequently Asked Questions issued by Securities and Exchange Board of India.

17. Information about directors seeking appointment/re-appointment

The details of Director retiring by rotation and seeking re-appointment have been given in the Annexure to the Notice convening Annual General Meeting.

18. Prevention of Insider Trading

The Company has in place a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders as envisaged under the SEBI (Prohibition of Insider Trading) Regulations, 2015 for its designated persons and their immediate relatives. The Company also has in place Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information. This Code is available on website of the Company at https://www.birla-sugar.com/Assets/Palash/palash%20code%20for%20fair%20disclosure.pdf. The Code ensures the prevention of dealing in Company's shares/ securities by persons having access to unpublished price sensitive information. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. All Board members and the designated persons have confirmed compliance with the Code. The Company has in existence a Structured Digital Database as mandated under the above Regulations.

19. Code of Conduct

The Company has adopted a Code of Conduct (Code) for the members of Board of Directors, Key Managerial Personnel and Senior Management Personnel of the Company. The Code is available on the website of the Company at https://www.birla-sugar.com/Assets/Palash/Code-of-Conduct.pdf The essence of the Code is to conduct the business of the Company in an honest and ethical manner, in compliance with applicable laws and in a way that excludes considerations of personal advantage.

All Directors, Key Managerial Personnel and Senior Management Personnel have affirmed their compliance with the Code, and a declaration to this effect, signed by the Managing Director, is attached to this report and which forms an integral part of this report.

20. Legal Compliances

The Board reviews periodically compliance reports of all laws applicable to the Company, prepared by the Managing Director which is duly supported by the legal compliance report of the internal auditors as well as by the Chief Financial Officer and Company Secretary. The Board also reviews periodically the steps taken by the Company to rectify instances of non-compliances, if there be any.

21. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary who is in Practice carried out an audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the Report thereon is submitted to the concerned Stock Exchanges. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialised form (held with NSDL and CDSL) and total number of shares in physical form.

22. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)

The Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on Board Meetings and General Meetings. Further, pursuant to Section 118(10) of the Companies Act, 2013, every Company shall observe secretarial standards specified by ICSI with respect to Board and General Meetings. The Company confirms that it has duly adhered to the said Secretarial Standards.

23. Secretarial Audit & Secretarial Compliance Report

The Secretarial Auditor appointed by the Company undertook the Secretarial Audit of records and documents in accordance with Section 204 of the Companies Act, 2013 and the Rules made thereunder. The Secretarial Audit Report confirms that the Company has complied inter alia with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Depositories Act, 1996 and the Regulations and Bye- laws framed thereunder, Secretarial Standards issued by The Institute of Company Secretaries of India (Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India), Securities Contracts (Regulation) Act, 1956 and all the Regulations and Guidelines of the Securities and Exchange Board of India (SEBI) as applicable to the Company, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, the SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993. The Secretarial Audit Report for the financial year ended March 31, 2025 is provided in the Annual Report. In addition to the Secretarial Audit Report, SEBI vide its Circular dated 8th February 2019 has mandated on annual basis a check by the company secretary in practice on compliance of SEBI Regulations and circulars/ guidelines issued thereunder and to submit a compliance report to the Company within 60 days of the end of the financial year, which was carried out by M/s M R & Associates, Company Secretaries, a peer review certified Firm and their report shall be submitted to Stock Exchanges within stipulated time and simultaneously will be uploaded on company's website www.birla-sugar.com

24. Other Disclosures

- There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Transaction with Related Parties is disclosed in Note No. 29 of the Accounts in the Annual Report.
- ii. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets for non-compliance by the Company during the last three years.
- iii. The company has in place the Whistle Blower Policy and no personnel have been denied access to the Audit Committee.
- The Company has complied with all the applicable mandatory requirements of the SEBI Listing Regulations and details of iv. discretionary requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned in Discretionary Requirements stated separately.
- In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with relevant rules thereunder. The Significant Accounting Policies which are consistently applied have been set out in the notes to the financial statements.
- vi. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part. Details relating to fees paid to the Statutory Auditors are given in Note No. 23 to the Standalone Financial Statements and Note No. 34 to the Consolidated Financial Statements.
- No complaint was filed with the Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the Financial Year ended 31st March, 2025. Further, no complaint was pending with the Company as at the beginning and end of the Financial Year 2024-25 under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- viii. The Company has four material subsidiaries named as Morton Foods Limited, Champaran Marketing Co. Ltd, Hargaon Investment & Trading Co. Ltd and OSM Investment & Trading Co. Ltd. Other details on material subsidiaries including date and place of incorporation and their Statutory Auditors are given below:
 - Morton Foods Limited was incorporated on 19th March, 2015 at Hargaon, Sitapur, UP. Messrs Singhi & Co., Chartered Accountants are acting as Statutory Auditors of the Company since 8th September, 2016.
 - b. OSM Investment & Trading Co Ltd was incorporated on 26th December, 1986 at Kolkata, West Bengal. Messrs B L Rathi & Co., Chartered Accountants are acting as Statutory Auditors of the Company since 21st September, 2017.
 - Champaran Marketing Co Ltd was incorporated on 23rd February, 1951 at Kolkata, West Bengal. Messrs Agrawal Subodh & Co., Chartered Accountants are acting as Statutory Auditors of the Company since 21st September, 2017.
 - Hargaon Investment & Trading Co Ltd was incorporated on 26th December, 1986 at Kolkata, West Bengal. Messrs B L Rathi & Co., Chartered Accountants are acting as Statutory Auditors of the Company since 21st September, 2017.
- There have been no loans or advances extended by the Company or its subsidiaries, which bear resemblance to loans, to any firms or companies where the Directors of the Company hold an interest.
- During the year the Company has not raised any funds through preferential allotment or qualified institutional placement as specified in Reg 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- There were no instances where Board had not accepted any recommendations/ suggestions of any committee of Board which is mandatorily required during the financial year 2024-25.
- As required under Part C of Schedule V the Listing Regulations, certificate dated May 15, 2025 obtained from M/s. A.K. Labh & Co, Practicing Company Secretaries confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority, is annexed hereto.

25. Discretionary Requirements

- Chairman of the Board: Chairpersons' office is maintained at the Company's expenses and expenses incurred by the Chairperson in performance of her duties are also reimbursed by the Company.
- ii. Shareholder rights: The quarterly, half-yearly and annual results of the Company are published in a leading English daily newspaper having a nationwide circulation and a Hindi daily newspaper (having circulation in Lucknow) and regularly hosted on Company's website.
 - The Annual Report of the Company for the financial year 2024-25 shall be emailed to the Members whose email addresses are available with the depositories or are obtained directly from the Members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014. For other Members, who have not registered their email addresses, the Annual Report shall be sent at their registered address. If any Member wishes to get a duly printed copy of the Annual Report, the Company shall send the same, free of cost, upon receipt of request from the Member.
 - The Company communicates with shareholders through e-mail, telephone etc.
- Modified opinion(s) in audit report: The Company always endeavors to present unmodified financial statements. There is no audit modification in the Company's standalone financial statements for the year ended on 31st March, 2025. However Company's Consolidated financial statements for the year ended on 31st March 2025 have been presented with modified opinion which forms part of Annual Report.
- Separate posts of Chairperson and CEO: The Company has appointed separate persons to the post of Chairperson and Managing Director/CEO.
- The positions of Chairman and Managing Director are separate.
- Reporting of Internal Auditor: The Internal Auditor functionally report to the Audit Committee. The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings for reporting audit findings to the Audit Committee.

26. Web links to Company policies and programmes

The Company's policies and programmes as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations are available at:

Particulars	Website Links
Related Party Transaction Policies	https://www.birla-sugar.com/Assets/Palash/Policy%20on%20Related%20Party%20Transaction.pdf
Policy for determining Material Subsidiaries	https://www.birla-sugar.com/Assets/Palash/Policy-for-determining-Material-Subsidiary.pdf
Code of Conduct	https://www.birla-sugar.com/Assets/Palash/Code-of-Conduct.pdf
Remuneration Policy of Directors, Key Managerial Personne & Senior Management Personnel	https://www.birla-sugar.com/Assets/Palash/Nomination-and-Remuneraion-Policy.pdf
Policy on Determination of Materiality	https://www.birla-sugar.com/Assets/Palash/Policy%20on%20Determination%20of%20Materiality-29-5-24.pdf
Policy on preservation of documents including archival	https://www.birla-sugar.com/Assets/Palash/Policy%20on%20preservation%20of%20documents%20including%20archival-29-5-24.pdf
Whistle Blower Policy	https://www.birla-sugar.com/Assets/Palash/Whistle-Blower-Policy-Palash-29-5-24.pdf
Familiarisation Programme	https://www.birla-sugar.com/Assets/Palash/Familiarization-Programme-2024-25.pdf

27. Disclosure of compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby confirms that it has complied with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) inter-alia covering the following subject matter/ heads:

- a. **Board of Directors**
- b. **Audit Committee**
- Nomination and Remuneration Committee c.
- d. Stakeholders' Relationship Committee
- Vigil Mechanism
- f. **Related Party Transactions**
- Obligations with respect to Independent Directors
- Obligations with respect to Directors and senior management h.
- i. Other Corporate governance requirements as stipulated under the Regulations
- Dissemination of various information on the website of the Company w.r.t clauses (b) to (i) of Regulation 46(2). j.

CERTIFICATE OF NON-DISOUALIFICATION OF DIRECTORS

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

To, The Members of **Palash Securities Limited** P.O. - Hargaon, Dist. - Sitapur Uttar Pradesh - 261121

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Palash Securities Limited having CIN: L74120UP2015PLC069675 and having registered office at P.O. - Hargaon, Dist. - Sitapur, Uttar Pradesh - 261121 (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) as considered necessary and explanations furnished to us by the Company & 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 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Shalini Nopany	00077299	02.08.2016
2.	Suresh Kumar Khandelia	00373797	07.02.2020
3.	Chand Bihari Patodia	01389238	23.03.2015
4.	Dinesh Kacholia	07640666	14.03.2017
5.	Chhedi Lal Agarwal	07778603	30.03.2017
6.	Arun Kumar Newar	07778968	30.03.2017

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate has been issued relying on the documents and information as mentioned herein above and as were made available to us or as came to our knowledge for verification without taking any cognizance of any legal dispute(s) or sub-judice matters which may have effect otherwise, if ordered so, by any concerned authority(ies). This certificate is also 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.

> Name **CS Atul Kumar Labh**

Membership No.: FCS 4848 CP No. 3238 PRCN 1038/2020 UIN : S1999WB026800 UDIN F004848G000330899

Place: Kolkata Date: 15th May, 2025

Annexure C

Certificate on Code of Conduct

То

The Members

Palash Securities Limited

P.O. Hargaon, Dist - Sitapur

U.P - 261 121

Pursuant to Regulation 34 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I Chand Bihari Patodia, Managing Director of Palash Securities Limited, declare that all the Board Members and Senior Management Personnel of the Company have affirmed their compliance with the Company's Code of Conduct during the financial year 2024-25.

Chand Bihari Patodia

Managing Director

DIN: 01389238

Place: Kolkata

Date: 15th May, 2025

Annexure D

Independent Auditor's Report on Corporate Governance

The Members of

PALASH SECURITIES LIMITED

We have examined the compliance of conditions of Corporate Governance by Palash Securities Limited ('the Company") for the year ended on 31st March 2025 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("the Listing Regulations").

Management's Responsibility

The compliance of conditions of Corporate Governance as stipulated under the listing regulation is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance as stipulated in the Listing Regulations.

Auditor's Responsibility

- Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
- We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

- Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above listing regulations.
- We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

This Report is addressed and provided to the members of the Company, solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

For, Agrawal Subodh & Co.

Chartered Accountants Firm Reg No: 319260E

Prosanta Mukherjee

Partner

Membership No. 053651 UDIN: 25053651BMJOCF3555

Place: Kolkata Date: 15th May 2025

Annexure E Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

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

To, The Members, **Palash Securities Limited** P O Hargaon, Sitapur, Uttar Pradesh -261121

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s PALASH SECURITIES 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 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31st March, 2025, according to the provisions of:

- The Companies Act, 2013 (the Act), amendments thereof and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the period under review);
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /quidelines/circulars as may be issued by SEBI from time to time.

We further report that, there were no actions/ events in pursuance of;

- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as applicable;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; c)
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; d)
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- The Company had not identified any other laws as specifically applicable to the Company as per the representation made by the Management.

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

- Secretarial Standards as issued and mandated by the Institute of Company Secretaries of India and to the extent amended and notified from time to time;
- ii) The Listing Agreements entered into by the Company with the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

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

We further report that.

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as on the financial year ended 31.03.2025. There were no changes in the composition of Board of Directors during the period under review.

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

Resolutions have been approved by majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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 had obtained approval of shareholders at the Annual General Meeting held on 09th August 2024, by way of Special Resolution for reappointment of Mr. Suresh Kumar Khandelia (DIN: 00373797) as an Independent Director for a second term of five consecutive years, from February 07, 2025 to February 06, 2030.

This Report is to be read with our letter of even date which is annexed "ANNEXURE - A" and forms an Integral Part of this Report.

For MR & Associates

Company Secretaries A Peer Reviewed Firm

Peer Review Certificate No.: 5598/2024

CS M R Goenka

Partner FCS No. 4515 C P No. 2551

UDIN: F004515G000346032

Place: Kolkata Date: 15th May, 2025

"ANNEXURE - A"

(TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025)

To, The Board of Directors **Palash Securities Limited** P O Hargaon, Sitapur Uttar Pradesh -261121

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

- Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the Audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records and also based on opinions furnished to us by the Company. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company as well as the correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
- Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form MR-3 the adherence and compliance to the requirements of the said provisions is the responsibility of the management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said provisions of the Act. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices;
- 7. The contents of this Report has to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/ to be furnished by any other auditor(s)/agencies/authorities with respect to the Company;
- 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.
- This report pertains solely to the compliances and other applicable matters arising during the audit period from April 1, 2024, to March 31, 2025.

For MR & Associates

Company Secretaries A Peer Reviewed Firm

Peer Review Certificate No.: 5598/2024

CS M R Goenka

Partner FCS No. 4515 C P No. 2551

UDIN: F004515G000346032

Place: Kolkata Date: 15th May, 2025

Annexure E1 Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Secretarial Audit Report in Form No. MR-3 as required under Companies Act, 2013 and the rules made thereunder for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well.]

To,

The Members,

Morton Foods Limited

PO-Hargaon Sitapur, UP PIN - 261121

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Morton Foods Limited (CIN: U15122UP2015PLC069645) (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 my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as specified in Annexure - A1, hereinafter referred to as "Books and Papers") 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, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

- The Companies Act, 2013 ("the Act") and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder; 2.
- 3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
- The Company being an unlisted public company, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") are not applicable to it:
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - h. SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - 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;
 - d. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and rules made thereunder;
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
 - f. The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, 2018;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; h.
 - The Securities and Exchange Board of India (Share based Employee Benefits And Sweat Equity Shares) Regulations, 2021; i.
 - j. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

- Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
 - Legal Metrology Act, 2009;
 - The Food Safety and Standards Act, 2006;
- We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India.

Management Responsibility:

- 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;
- We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion;
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
- Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- 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.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the Period under Review were carried out in compliance with the provisions of the Act and other applicable laws.

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

Resolutions have been approved by majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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 undertaken any event/actions having a major bearing on the Company's affairs in pursuance to the applicable referred laws, regulations, rules, guidelines etc. except the following event:

The Authorised Capital of the Company was increased from Rs.25.00.00.000 crores divided into 2.50.00.000 (Two Crores Fifty Lakhs) Eguity Shares of Rs.10.00 each to Rs.50,00,00,000.00 Crores divided into 5,00,00,000 (Five Crores)Eguity Shares of Rs.10.00 each vide Ordinary Resolution passed by the shareholders at the Extra Ordinary General Meeting of the Company held on 12th August, 2024. These shares shall rank pari-passu with all the existing Equity Shares of the Company.

> For Arun Kumar Maitra & Co. **Practicing Company Secretaries**

Arun Kumar Maitra

Partner

ACS: 3010; C.P. No.: 14490 UDIN: A003010G000285105

Place: Kolkata Date: 9th May 2025

ANNEXURE - A1

List of Documents

- Corporate Matters
 - Minutes books of the following Meetings were provided:
 - 1.1.1 Board Meeting
 - 1.1.2 General Meeting
 - 1.1.3 Audit Committee
 - 1.1.4 Nomination and Remuneration Committee
 - Agenda papers for Board and Committee Meetings along with Notices; 1.2
 - 1.3 Annual Report for 2024-25;
 - Memorandum and Articles of Association; 1.4
 - 1.5 Disclosures under the Act, 2013;
 - Policies framed under the Act, 2013; 1.6
 - 1.7 Forms and returns filed with the ROC;
 - 1.8 Registers maintained under Act, 2013;
 - 1.9 Disclosures under Act, 2013.

Annexure E2 Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015]

To, The Members, CHAMPARAN MARKETING CO LTD 9/1 R N Mukherjee Road, Kolkata-700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CHAMPARAN MARKETING CO LTD. (CIN: U15424WB1951PLC019451) (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 my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as specified in Annexure- A1, hereinafter referred to as "Books and Papers") 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, 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

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

- The Companies Act, 2013 ("the Act") and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
- The Company being an unlisted public company the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") are not applicable:
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - 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;
 - The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and rules made thereunder;
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
 - The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, 2018; f.
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; h.
 - i. The Securities and Exchange Board of India (Share based Employee Benefits And Sweat Equity Shares) Regulations, 2021;
 - The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021.
- The Company is not carrying any manufacturing business and is engaged in investment activities. The Company is a NBFC Registered with Reserve Bank of India bearing registration Number 05.00192 dated 20th February, 1998. The Management represented that no other specific law is applicable to it.

7. We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India.

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

Management Responsibility:

- 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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
- 4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

 Our examination was limited to the verification of procedure 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.

I report that:

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

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

Resolutions have been approved by majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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 a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Arun Kumar Maitra& Co.**Practicing Company Secretaries

Arun Kumar Maitra

Partner ACS: 3010 C.P. No.: 14490

UDIN No: A003010G000289560

Place: Kolkata Date: 09.05.2025

ANNEXURE - A1

List of Documents

- Corporate Matters
- 1.1 Minutes books of the following Meetings were provided:
 - 1.1.1 Board Meeting
 - 1.1.2 General Meeting
 - 1.1.3 Audit Committee
 - 1.1.4 Nomination and Remuneration Committee
 - 1.1.5 Asset-Liability Management Committee
 - 1.1.6 Risk Management Committee
- 1.2 Annual Report (2023-24);
- 1.3 Annual Financial Results (2024-25);
- Memorandum and Articles of Association; 1.4
- Disclosures under the Companies Act, 2013;
- Policies framed under the Companies Act, 2013; 1.6
- 1.7 Forms and Returns filed with the ROC and RBI;
- Registers maintained under the Companies Act, 2013;

Annexure E3 Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015]

To,

The Members,

HARGAON INVESTMENT & TRADING CO LTD.

9/1 R N Mukherjee Road, Kolkata - 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HARGAON INVESTMENT & TRADING CO LTD. (CIN: U67120WB1986PLC041679) (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 (as specified in Annexure-A1, hereinafter referred to as "Books and Papers") 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, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

- The Companies Act, 2013 ("the Act") and the rules made thereunder;
- 2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- The Depositories Act, 1996 and the regulations and bye-laws framed thereunder; 3.
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings;
- The Company being an unlisted public company the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") are not applicable:
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - 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;
 - d. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and rules made thereunder;
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
 - f. The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, 2018;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
 - i. The Securities and Exchange Board of India (Share based Employee Benefits And Sweat Equity Shares) Regulations, 2021;
 - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. j.

- 6. The Company is not carrying any manufacturing business and is engaged in investment activities. The Company is a NBFC Registered with Reserve Bank of India bearing registration Number 05.00201 dated 20 th February, 1998. The Management represented that no other specific law is applicable to it.
- 7. We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India.

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

Management Responsibility:

- 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;
- We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of
 the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial
 records. We believe that the processes and practices we followed provide a reasonable basis for my opinion;
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
- 4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure 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.

We report that:

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

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

Resolutions have been approved by majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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 a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Arun Kumar Maitra & Co.

Practicing Company Secretaries

Arun Kumar Maitra

Partner ACS: 3010

C.P. No.: 14490

UDIN No: A003010G000289516

Place: Kolkata Date: 09.05.2025

ANNEXURE - A1

List of Documents

- Corporate Matters
- 1.1 Minutes books of the following Meetings were provided:
 - 1.1.1 Board Meeting
 - 1.1.2 General Meeting
 - 1.1.3 Audit Committee
 - 1.1.4 Nomination and Remuneration Committee
 - 1.1.5 Asset-Liability Management Committee
 - 1.1.6 Risk Management Committee
- 1.2 Annual Report (2023-24);
- Annual Financial Results (2024-25); 1.3
- Memorandum and Articles of Association; 1.4
- Disclosures under the Companies Act, 2013; 1.5
- Policies framed under the Companies Act, 2013; 1.6
- Forms and returns filed with the ROC and RBI; 1.7
- Registers maintained under the Companies Act, 2013;

Annexure E4 Secretarial Audit Report

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Secretarial Audit Report in Form No. MR-3 as required under Companies Act, 2013 and the rules made thereunder for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well.]

To,

The Members,

OSM INVESTMENT & TRADING CO LTD.

9/1 R N Mukherjee Road,

Kolkata - 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by OSM INVESTMENT & TRADING CO. LTD. (CIN: U67120WB1986PLC041677) (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 my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as specified in Annexure- A1, hereinafter referred to as "Books and Papers") 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 my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

- The Companies Act, 2013 ("the Act") and the rules made thereunder; 1.
- 2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- 3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External 4. Commercial Borrowings;
- The Company being an unlisted public company the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") are not applicable:
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - SEBI (Prohibition of Insider Trading) Regulations, 2015; h.
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and rules made thereunder; d.
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
 - The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, 2018; f.
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; a.
 - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;
 - i. The Securities and Exchange Board of India (Share based Employee Benefits And Sweat Equity Shares) Regulations, 2021;
 - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
- The Company is not carrying any manufacturing business and is engaged in investment activities. The Company is a NBFC Registered with Reserve Bank of India bearing registration Number 05.00288 dated 21st February,1998. The Management represented that no other specific law are applicable to it.
- We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries

Management Responsibility:

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;

- We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion;
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
- Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- 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.

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

We report that:

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

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

Resolutions have been approved by majority while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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 a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

> For Arun Kumar Maitra & Co. **Practicing Company Secretaries**

Arun Kumar Maitra

Partner ACS: 3010 C.P. No.: 14490

UDIN No: A003010G000289439

Place: Kolkata Date: 09.05.2025

ANNEXURE - A1

List of Documents

- Corporate Matters
- Minutes books of the following Meetings were provided:
 - 1.1.1 Board Meeting
 - 1.1.2 General Meeting
 - 1.1.3 Audit Committee
 - 1.1.4 Nomination and Remuneration Committee
 - 1.1.5 Asset-Liability Management Committee
 - 1.1.6 Risk Management Committee
- 1.2 Annual Report (2023-24);
- 1.3 Annual Financial Results (2024-25)
- 1.4 Memorandum and Articles of Association;
- 1.5 Disclosures under the Companies Act, 2013;
- 1.6 Policies framed under the Companies Act, 2013;
- 1.7 Forms and Returns filed with the ROC and RBI;
- 1.8 Registers maintained under Companies Act, 2013;

Annexure F

Form AOC-1

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

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

(₹ In Lakhs)

SI. No.	1	2	3	4	5
Name of the subsidiary	Morton Foods Limited	Hargaon Investment & Trading Co Ltd	OSM Investment & Trading Co Ltd	Champaran Marketing Co Ltd	Hargaon Properties Limited#
Financial Year ended	31-03-2025	31-03-2025	31-03-2025	31-03-2025	31-03-2025
The date since when subsidiary was acquired	23-03-2017	23-03-2017	23-03-2017	23-03-2017	23-03-2017
Reporting currency	Indian Rupee	Indian Rupee	Indian Rupee	Indian Rupee	Indian Rupee
Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-	-	-	-	-
Share capital	3123.02	304.57	174.04	108.73	50.00
Other Equity	256.80	29,098.79	15,458.19	12,488.28	(9.08)
Total assets	7143.54	31,524.84	17,265.85	14,023.27	51.06
Total Liabilities	7143.54	31,524.84	17,265.85	14,023.27	51.06
Investments	0.01	31,139.29	16,871.84	13,775.82	-
Turnover	4465.64	221.38	76.03	101.55	-
Profit/(Loss)before taxation	(1491.03)	172.85	(158.04)	(32.91)	(2.95)
Provision for taxation	0.00	(72.07)	(25.28)	(19.43)	-
Profit/(Loss) after taxation	(1491.03)	100.78	(132.76)	(13.48)	(2.95)
Extent of shareholding (In percentage)	*51.37%.	100%	100%	100%	100%

Notes:

- #Hargaon Properties Limited is the step-down subsidiary of the Company. The Company is holding 56% through Hargaon Investment & Trading Co. Ltd and 44 % through Champaran Marketing Co. Ltd.
- 2. *Palash Securities Limited directly and indirectly through its wholly owned subsidiary Hargaon Investment & Trading Co. Ltd holds 51.37% shareholding in Morton Foods Limited.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures The Company has no Associates/Joint Ventures

	Shalini Nopany	Chand Bihari Patodia	Deepak Kumar Sharma	Vikram Kumar Mishra
Place: Kolkata	Chairperson	Managing Director	Chief Financial Officer	Company Secretary
Date: 15th May, 2025	DIN-00077299	DIN-01389238		

Financial Statements

Independent Auditors' Report

To the Members of

Palash Securities Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying Standalone Ind AS Financial Statements of **PALASH SECURITIES LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred as the standalone financial statements).

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies Indian Accounting Standard Rules 2015, as amended ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the Profit and total comprehensive profit, its cash flows and the statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS 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 Standalone Ind AS Financial Statements of the current financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This section of auditor's report is intended to describe the matters communicated with those charged with governance that the auditor has determined, in the auditor's professional judgement, were of most significance in the audit of the financial statements and the auditor has determined that there are no matters to report.

Information other than the Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, Board of Director's Report, Report on Corporate Governance, Management Discussion & Analysis Report, Business Responsibility Report, Shareholder information, etc., but does not include the Standalone financial statements, Consolidated financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the applicable Indian Accounting Standards (IND AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS Financial Statements, the Board of Directors is responsible for assessing the ability of the company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the 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

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

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

Identify and assess the risks of material misstatement of the Standalone Ind AS 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances and under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS 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 Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit, we report to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
- The Standalone Balance Sheet, the Standalone Statement of Profit and Loss Including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of accounts.
- In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- 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.
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:
 - In our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year.
- With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations which will impact its financial position as on 31 March, 2025.
 - The Company did not have any long-term contracts including derivative contracts for which there were any ii. material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor education and Protection Fund by iii. the Company.
 - iv. The Management has represented that, to the best of its knowledge and belief, , 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in financial statements, no funds have been received by the Company from any persons or entities, including

foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- Based on the audit procedures performed 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) contain any material misstatement.
- The Company has neither declared nor paid dividend during the previous year. The Board of Directors of the Company have also not proposed dividend for the current year
- Based on our examination which included test checks, the Company has used accounting software for maintaining its books of accounts for the financial year ended 31st March 2025, which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, during the audit, we did not come across any instance of audit trail feature being disabled or tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

For, Agrawal Subodh & Co.

Chartered Accountants Firm's Registration No - 319260E

Prosanta Mukherjee

Partner

Membership No. - 053651

UDIN: 25053651BMJOCD9768

Place: Kolkata

Date: 15th May 2025

Annexure –A

to the Independent Auditors' Report on the Standalone Ind AS Financial Statements of Palash Securities Limited as on 31st March 2025

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Reguirements' section our report of even date addressed to the members of Palash Securities Limited on the Standalone Ind AS financial statements as on 31 March, 2025)

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

We have audited the internal financial controls over financial reporting of Palash Securities Limited ("the Company") as of 31st March 2025 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Agrawal Subodh & Co.

Chartered Accountants Firm's Registration No - 319260E

Prosanta Mukherjee

Partner

Membership No. - 053651 UDIN: 25053651BMJOCD9768

Place: Kolkata Date: 15th May 2025

Annexure –B

To the Independent Auditors' Report on the Standalone Ind AS Financial Statements of Palash Securities Limited as on 31st March 2025.

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section our report of even date addressed to the members of Palash Securities Limited on the Standalone Ind AS financial statements as on 31 March 2025)

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

In respect of the Company's Property, Plant & equipment, and Intangible Assets:

- (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The company does not have intangible assets during the year hence, maintenance of records showing full disclosure not required.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has regular programme of physical verification of its property, plant and equipment and periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets and no material discrepancies were noticed on such verification.
- In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as at the balance sheet date except for the following:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (₹ in lakhs)	Title deeds is a promoter, director or relative of promoter / director or employee of promoter / director		Property held since which date	Reason for not being held in the name of the company
Investment Property	Freehold Land	9.89	The erstwhile company	No	1 April 2015	Mutation in the name of the Company is pending.

- The company has not revalued any of its property, plant, and equipment (including Right to Use assets) or intangible assets or both during the year.
- According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the company as at 31 March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

In respect of the Company's Inventory and Working capital ii.

- The Company is a Core Investment Company (CIC) as per RBI quidelines and does not hold any physical inventory. Accordingly, paragraph 3(ii)(a) of the Order is not applicable to the Company.
- b. The company has not availed any working capital facilities at any point of time during the year from any banks or financial institutions. Accordingly, Clause 3(ii)(b) of the Order is not applicable to the Company.
- During the year, the Company has made investments in and has not provided any guarantee or security or iii. granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms Limited Liability Partnerships or any other parties. Accordingly, we report as follows: -
 - During the year, the Company has not provided loans or advances in the nature of loans or stood guarantee or a. provided security to any other entity, Hence, reporting under this Clause is not applicable.
 - b. The investments made are prima facie not prejudicial to the company's interest.
 - c. There were no loans or advances in the nature of loans during the year, Hence, reporting under this Clauses is not applicable.
 - There were no loans or advances in the nature of loans during the year, Hence, reporting under this Clauses is not d. applicable.
 - The Company has not granted any loans or advances in the nature of loans to any parties, Hence, reporting under this Clause is not applicable.
 - f. The company has not granted any loans or advances which are either repayable on demand or without specifying any terms or period of repayment. Hence, reporting under this Clause is not applicable.
- In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 as (amended). Hence, paragraph 3(v) of the Order is not applicable to the Company.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for business activities carried out by the company. Accordingly, Clause 3(vi) of the Order is not applicable to the Company.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess, and other material statutory dues applicable to it with the appropriate authorities during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess, and other statutory dues in arrears as at 31st March 2025 for a period of more than six months from the date they became payable.

- There are no statutory dues which are disputed; hence this clause is not applicable on the Company.
- viii. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)
- The company has not taken loans or other borrowings from financial institutions, banks, government or from ix. debenture holders. Hence reporting under Clause 3(ix)(a) of the Order is not applicable.
 - The Company has not been declared willful defaulter by any bank or financial institution or government or any b) government authority.
 - According to the information and explanation given to us, the Company has not taken any term loan during the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
 - According to the information and explanation given to us, the company has not raised any funds on short term basis, and hence reporting under clause (ix)(d) of the Order is not applicable.
 - The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint venture and associates.
 - According to the information and explanation given to us, the Company has not raised loans during the year on the f) pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause (ix) (f) of the Order is not applicable.
- The Company not raised any money by way of initial public offer or further public offer (including debt instrument) a) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
 - During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x)(b) of the Order is not applicable to the Company
- xi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

- No report under sub-section (12) of section 143 of the Companies Act has been filed by auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- According to the information and explanations given to us, there were no whistle blower complaints received during c) the year by the Company.
- xii. According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, Clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian 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.
 - We have considered, the internal audit reports issued to the Company during the year and till date, in determining the b) nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, Clause 3 (xv) of the Order is not applicable.

xvi.

- a) & b) According to the information and explanation given to us, the company being a Core Investment Company (CIC) fulfilling the criteria of Unregistered CIC. Hence the company is exempted from registration under section 45-IA of the Reserve Bank of India Act, 1934.
 - (c) According to the information and explanation given to us, the company is an exempted or unregistered Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and it continues to fulfill such criteria.
 - (d) As represented by the management, there are two Core Investment Companies within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- **xviii.** There has been no resignation of the statutory auditors of the Company during the year.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements 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.** In our opinion section 135 of companies Act, 2013, is not applicable to the company during the year. Hence, reporting under Clause 3(xx) of the order not applicable to the company.

For, Agrawal Subodh & Co.

Chartered Accountants Firm's Registration No - 319260E

Prosanta Mukherjee

Partner

Membership No. - 053651 UDIN: 25053651BMJOCD9768

Place: Kolkata

Date: 15th May 2025

Balance Sheet as on 31 March 2025

(₹ in lakhs)

		Notes	As at	As at
		Hotes	31 March 2025	31 March 2024
	SETS			
1.	Financial Assets	_		
	(a) Cash and Cash Equivalents	4	163.76	13.15
	(b) Bank Balances other than (a) above	5	8.49	247.00
	(c) Receivables			
	(I) Trade Receivables	6	-	-
	(II) Other Receivables	6	9.64	-
	(d) Investments	7	3,427.02	2,859.64
	(e) Other Financial Assets	8	0.63	8.31
	Total Financial Assets		3,609.54	3,128.10
2.	Non-financial Assets			
	(a) Current Tax Assets (net)	9	1.24	4.31
	(b) Investment Property	10	49.62	33.50
	(c) Property, Plant and Equipment	10	0.02	0.03
	(d) Other Non-financial Assets	11	6.70	1.53
	Total Non-financial Assets		57.58	39.37
TO	TAL ASSETS		3,667.12	3,167.47
LIA	BILITIES AND EQUITY			
LIA	BILITIES			
1.	Financial Liabilities			
	(a) Payables			
	(I) Trade Payables			
	(i) total outstanding dues of micro enterprises and small enterprises	12	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12	4.89	3.70
	Total Financial Liabilities		4.89	3.70
2.	Non-financial Liabilities			
	(a) Deferred Tax Liabilities (Net)	13	43.90	47.78
	(b) Other Non-financial Liabilities	14	0.66	1.39
	Total Non-financial Liabilities		44.56	49.17
Tot	al Liabilities		49.45	52.87
EO	JITY			
	(a) Equity Share Capital	15	1,000.31	1,000.31
	(b) Other Equity	16	2,617.36	2,114.29
Tot	al Equity		3,617.67	3,114.60
	TAL LIABILITIES AND EQUITY		3,667.12	3,167.47
Sur	nmary of material accounting policies	3		·

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

As per our report of even date attached

For and on behalf of the Board of Directors

For Agrawal Subodh & Co. **Chartered Accountants**

ICAI Firm's Registration No.: 319260E

Chand Bihari Patodia Shalini Nopany Managing Director Director DIN: 01389238 DIN: 00077299

Prosanta Mukherjee

Partner

Membership No.: 053651

Vikram Kumar Mishra Company Secretary

Deepak Kumar Sharma Chief Financial Officer

Place: Kolkata Date: 15 May 2025

Statement of Profit and Loss for the year ended 31 March 2025

(₹ in lakhs)

	(< in take				
		Notes	Year ended 31 March 2025	Year ended 31 March 2024	
ī.	Revenue from Operations		31 March 2023	31 March 2024	
••	(i) Interest Income	17	13.86	20.44	
	(ii) Dividend Income	17	500.52	2.87	
	(iii) Gain on sale of Investment		90.00		
	Total Revenue from Operations		604.38	23.31	
II.	Other Income		00.130		
	(i) Rental Income		35.16	35.02	
	(ii) Other Income	18	0.07	0.47	
	Total Other Income		35.23	35.49	
III.	Total Income (I + II)		639.61	58.80	
IV.	Expenses				
	(i) Finance Costs	19	-	3.57	
	(ii) Fees and Commission Expenses	20	7.00	7.54	
	(iii) Employee Benefits Expense	21	1.63	-	
	(iv) Depreciation and amortisation expenses	22	1.36	1.73	
	(v) Other Expenses	23	26.14	25.33	
	Total Expenses		36.13	38.17	
٧.	Profit before Tax (III - IV)		603.48	20.63	
VI.	Tax expense	24			
	Current tax		129.20	4.27	
	Provision for tax related to earlier year		2.49	-	
	Deferred tax		-	-	
	Total tax expenses		131.69	4.27	
VII.	Profit for the year (V - VI)		471.79	16.36	
VIII.	Other comprehensive income				
	Items that will not be reclassified subsequently to profit or loss				
	(a) Equity investments through other comprehensive income - net change in fair value		27.40	80.98	
	(b) Income tax relating to items that will not be reclassified to profit or loss		3.88	(12.90)	
	Other comprehensive income for the year, net of income tax		31.28	68.08	
IX.	Total comprehensive income for the year (VII + VIII)		503.07	84.44	
XII.	Earnings per equity share [Nominal value per equity share ₹ 10]	25			
	(a) Basic (₹)		4.72	0.16	
	(b) Diluted (₹)		4.72	0.16	
Sun	nmary of material accounting policies	3			

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

As per our report of even date attached

For Agrawal Subodh & Co. **Chartered Accountants**

ICAI Firm's Registration No.: 319260E

Prosanta Mukherjee

Partner

Membership No.: 053651

Place: Kolkata Date: 15 May 2025 For and on behalf of the Board of Directors

Chand Bihari Patodia

Managing Director DIN: 01389238

Shalini Nopany Director DIN: 00077299

Vikram Kumar Mishra

Company Secretary

Deepak Kumar Sharma

Chief Financial Officer

Standalone Statement of Changes in Equity for the year ended 31 March 2025

A. Equity Share Capital

	Notes	As at 31 M	arch 2025	As at 31 March 2024		
	Notes	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs	
Balance at the beginning of the year	15	10,003,102	1,000.31	10,003,102	1,000.31	
Change in equity share capital during of the year		-	-	-	-	
Balances at the end of the year	15	10,003,102	1,000.31	10,003,102	1,000.31	

Other Equity

(₹ in lakhs)

	Re	serves and Surp	olus	Items of OCI		
	Capital Reserve	Capital Redemption Reserve	Retained Earnings	Equity instruments through OCI	Total	
Balance as at 01 April 2024	1,635.40	130.00	61.29	287.60	2,114.29	
Total comprehensive income for the year						
- Profit for the year	-	-	471.79	-	471.79	
- Net change in fair value of equity investments	-	-	-	31.28	31.28	
Total comprehensive income	-	-	471.79	31.28	503.07	
Balance as at 31 March 2025	1,635.40	130.00	533.08	318.88	2,617.36	
Balance as at 1 April 2023	1,635.40	130.00	44.93	219.52	2,029.85	
Total comprehensive income for the year						
- Profit for the year	-	-	16.36	-	16.36	
- Net change in fair value of equity investments	-	-	-	68.08	68.08	
Total comprehensive income	-	-	16.36	68.08	84.44	
Balance as at 31 March 2024	1,635.40	130.00	61.29	287.60	2,114.29	

The description of purpose of each reserve within equity is as follows:

Capital Reserve

The difference between the net fair value of assets and liabilities acquired and shares issued pursuant to the scheme of arrangement approved in earlier year had been credited to Capital Reserve.

Capital Redemption Reserve

The Company has created Capital Redemption Reserve for redemption of preference shares in accordance with the provision of Section 69 of the Companies Act, 2013.

Retained Earnings

It comprise of accumulated profit of the Company after dividends or other distributions, if any, paid to shareholders.

Equity instruments through OCI

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments within equity. The Company transfers amounts therefrom to retained earnings when the relevant equity securities are derecognised.

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

As per our report of even date attached

For and on behalf of the Board of Directors

For Agrawal Subodh & Co. **Chartered Accountants**

ICAI Firm's Registration No.: 319260E

Chand Bihari Patodia Shalini Nopany Managing Director Director DIN: 01389238 DIN: 00077299

Prosanta Mukherjee

Membership No.: 053651

Vikram Kumar Mishra Partner **Company Secretary**

Deepak Kumar Sharma Chief Financial Officer

Place: Kolkata Date: 15 May 2025

Standalone Statement of Cash Flow for the year ended 31 March 2025

(₹ in lakhs)

D	Alaulaua Alaulaua	Year ended	Year ended	
Par	ticulars	31 March 2025	31 March 2024	
(A)	CASH FLOW FROM OPERATING ACTIVITIES:			
	Profit before tax	603.48	20.63	
	Adjustments for:			
	Gain on sale of Investments	(90.00)	-	
	Finance costs	-	3.57	
	Depreciation expenses	1.36	1.73	
		514.84	25.93	
	Working capital adjustments:			
	Decrease / (Increase) in Receivables	(9.64)	-	
	(Increase) / Decrease in Other Financial Assets	7.68	(41.46)	
	(Increase) / Decrease in Other bank balances	238.51	-	
	Decrease / (Increase) in Other Non-financial Assets	(5.17)	(0.70)	
	Increase / (Decrease) in Payables	1.19	-	
	(Decrease) in Other Non-financial Liabilities	(0.73)	1.35	
	Cash generated from Operations	746.68	(14.88)	
	Income tax paid (net)	(128.60)	1.92	
	Net Cash generated from Operating Activities	618.08	(12.96)	
(B)	CASH FLOW FROM INVESTING ACTIVITIES:			
	Payments made for Purchase of Investments	(600.00)	-	
	Proceeds from Sale of Investments	150.00	-	
	Payments made for Investment Property	(17.47)	-	
	Net Cash used in Investing Activities	(467.47)	-	
(C)	CASH FLOW FROM FINANCING ACTIVITIES:			
	(Decrease) in Subordinated Liabilities	-	(262.73)	
	Net Cash used in Financing Activities	-	(262.73)	
	Net Changes in Cash & Cash Equivalents (A + B + C)	150.61	(275.69)	
	Cash & Cash Equivalents at the beginning of the year	13.15	288.84	
	Cash & Cash Equivalents at the end of the year [Note 4]	163.76	13.15	

Change in Liabilities arising from financing activities

(₹ in lakhs)Z

	As on 1 April 2023	Cash Flow	Change in Fair Value	As on 31 March 2024
Subordinated Liabilities	259.16	(262.73)	3.57	-

The above Cash Flows Statement has been prepared under the 'Indirect Method' as set out in IND AS 7, 'Statement of Cash Flows'.

As per our report of even date attached

For and on behalf of the Board of Directors

For Agrawal Subodh & Co. **Chartered Accountants** ICAI Firm's Registration No.: 319260E **Chand Bihari Patodia Shalini Nopany** Managing Director Director DIN: 01389238 DIN: 00077299

Prosanta Mukherjee

Vikram Kumar Mishra Deepak Kumar Sharma Company Secretary **Chief Financial Officer**

Membership No.: 053651

Place: Kolkata

Partner

Reporting entity

Palash Securities Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The registered office of the Company is located at Post Office Hargaon, District Sitapur, Uttar Pradesh 261121. Its equity shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

The main objective of the Company is to invest / deal in securities mainly of group companies and in immovable properties. The Company acts as a Core Investment Company (CIC) as per RBI guidelines.

The financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 15 May 2025.

Basis of preparation

2.1 Statement of compliance

The company has adhered to all accounting policies in the preparation of these financial statements, ensuring compliance with the Indian Accounting Standards (Ind AS) as prescribed by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013, in conjunction with the Companies (Indian Accounting Standards) Rules, as amended, and in accordance with Schedule III of the Companies Act, 2013, where applicable. The statement of cash flows which has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows".

Details of Material Accounting Policies are included in Note 3

Effective 01st April 2024 the Company has applied the following amendments to existing standards which has been notified by the Ministry of Corporate Affairs ("MCA"):

Ind AS 117 Insurance Contracts:

The Ministry of corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 had no impact on the Company's financial statements as the Company has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

Amendment to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback:

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amended Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback. The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it

retains. The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The amendment does not have an impact on the Company's financial statements.

2.2 Functional and presentation currency

The financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amount are rounded to the nearest lakhs, unless otherwise indicated.

2.3 Basis of Preparation

These financial statements are prepared in accordance with the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the material accounting policies set out below. The financial statements are prepared on a going concern basis using accrual concept except for the statement of cash flows.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique.

2.4 Use of judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amount of assets, liabilities, income and expenses. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

The company has assessed the materiality of the accounting policy information, which involves exercising judgement and considering both quantitative and qualitative factors by taking into account not only the size and nature of the item or condition but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements

Estimates and underlying assumptions are reviewed on an ongoing basis, revision to accounting estimates are recognised prospectively.

The management makes various judgements, apart from those involving estimations, that can significantly affect the amounts it recognises in the financial statements. Judgements are applied in determining the followings

Note 3.13 Determining the fair values of investments.

Information about estimation and assumption uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included in the following notes:

- Note 3.1 Impairment of financial assets: key assumptions used in estimating recoverable cash flows.
- Note 3.3 Useful life and residual value of investment property;
- Note 3.4 Useful life and residual value of property, plant and equipment;
- Note 3.5 & 3.7 Recognition and measurement of provisions and contingencies; key assumptions about the likelihood and magnitude of an outflow of resources;

Note 3.10 Recognition of deferred tax assets: availability of future taxable profit against which deductions allowed on payment / other basis can be used;

В. **Change in Estimates**

The estimates and underlying assumptions are reviewed on an ongoing basis. The effect of change in an accounting estimate is recognized prospectively by including it in profit or loss (a) In the period of the change if the change affects only that period; or (b) the period of the change and future periods, if the change affects both.

However, the change in an accounting estimate that gives rise to changes in assets and liabilities, or relates to an item of equity, is recognized by adjusting the carrying amount of the related asset, liability or equity item in the period of the change.

Key Sources of Estimation Uncertainty

Key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as given below.

C.1 Provisions for Income Tax and Deferred Tax

The income tax expense or benefit for the period includes the tax due on the current period's taxable income at the rates prescribed by the Income Tax Act, 1961, adjusted for any changes in deferred tax assets and liabilities arising from temporary differences and unutilized tax losses. Revenue, costs, allowances, and disallowances are allocated based on judgements informed by relevant rulings to determine the income tax provision.

C.1.1 Current Tax

Current tax assets and liabilities are measured at the amounts expected to be recovered or paid, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

C.1.2 Deferred Tax

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on the rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax related to items recognized directly in equity or in other comprehensive income is recorded in the same area, matching the transaction that generated the deferred tax. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets against current tax liabilities and they relate to taxes levied by the same tax authority on either the same taxable entity or different taxable entities which intend to settle balances on a net basis. The recognition of deferred tax assets is contingent upon the likelihood of sufficient future taxable profits against which they can be utilized, necessitating significant judgement about possible legal or economic constraints.

C.2 Impairment of Financial Assets

The Company evaluates the carrying value of its investments at amortized cost annually or more frequently if impairment indicators arise. Meanwhile, the company acknowledges impairment losses for trade receivables that are not considered a financing transaction by employing the expected credit loss model. This model utilizes a provision matrix based on historical credit loss experience. If the recoverable amount is less than the carrying amount, an impairment loss is recorded.

C.3 Impairment of Non-Financial Assets

The Company evaluates, on each reporting date, whether there is any indication that an asset might be impaired. An asset is considered impaired when its carrying amount surpasses its recoverable value, which is the higher of its value in use and its net selling price. The value in use is calculated as the net present value of the expected cash flows over the asset's remaining useful life. To assess impairment, assets are grouped at the lowest levels for which cash inflows are separately identifiable and largely independent of the cash inflows from other assets or groups of assets, known as Cash Generating Units (CGU).

C.4 Claims, Provisions and Contingent Liabilities and Assets

Provisions for loss contingencies related to claims, litigations, assessments, fines, and penalties are recognized when a liability is likely incurred and the amount can be reliably estimated.

A contingent liability is considered when there is a possible but not probable obligation, or a present obligation that may not likely result in an outflow of resources, or a present obligation that cannot be reliably quantified. Contingent liabilities are not provided for but are disclosed in the notes to the financial statements unless the outflow of resources is considered remote.

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

C.5 Measurement of Fair value

In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36 - Impairment of Assets. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the company considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

C.6 Useful lives of property, plant and equipment and investment property

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of IT equipment, software and other plant and equipment. This reassessment may result in change in depreciation expense in future periods.

Material accounting policies

3.1 Financial instruments

Recognition and initial measurement

Receivables issued are initially recognised when they are originated. All other financial assets and liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified and measured at:

- Amortised cost; or
- Fair value through other comprehensive income (FVOCI); or
- · Fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

ii) Financial assets at amortised cost

A financial assets is measured at amortised cost if it meet both of the following conditions and is not designated as at FVTPL:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The details of these conditions are outlined below.

Business model assessment

The Company determines its business model at the level that best reflects how it manages the Company's of financial assets to achieve its business objective.

The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed;
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected);

The expected frequency, value and timing of sales are also important aspects of the Company's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

The SPPI test

As a second step of its classification process the Company assesses the contractual terms of financial to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium / discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

iii) Financial assets at FVOCI

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment-by-investment basis.

Financial assets are measured at the FVOCI if both of the following conditions are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI).

iv) Financial assets at FVTPL

All financial assets which do not meet the criteria for categorisation as at amortised cost or FVOCI as described above are classified as at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are SPPI.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are SPPI, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

v) Financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method (EIR).
	The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Statement of Profit and Loss.
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of Profit and Loss.
Financial assets at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Statement of Profit and Loss.

vi) Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

vii) Financial liabilities at FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss.

viii) Financial liabilities at amortised cost

Deposits, subordinated liabilities and other financial liabilities are subsequently measured at amortised cost using the effective interest (EIR) method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss.

Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

Derecognition

i) Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

ii) Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment

i) Impairment of financial assets

At each reporting date, the Company assess whether financial assets, than those at FVTPL are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

The Company recognises loss allowances using the expected credit losses (ECL) model for the financial assets which are fair valued through profit or loss.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Statement of Profit and Loss.

In case of receivables, the Company follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on receivables using a provision matrix on the basis of its historical credit loss experience.

For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

(a) Measurement of expected credit losses

> Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

(b) Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off (c)

> The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The Company's non-financial assets, other than biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are combined together into cashgenerating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or Company of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.2 Cash and cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.3 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation is calculated using the straight-line method to write down the cost of investment properties to their residual values over their estimated useful lives. Land recognised as investment properties is not depreciated.

The Company depreciates building components of investment property over 5 to 60 years from the date of original purchase.

The Company, based on technical assessment made by management's expert and management estimate, depreciates the building components of investment property over their estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the Company measures investment property using cost model, the fair value of investment property is disclosed in the notes. Fair values are determined based on technical assessment made by management's expert.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount (net) of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property, the Company considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any). Transfers are made to (or from) investment property only when there is a change in use.

3.4 Property, plant and equipment

Property plant and equipment is stated at cost excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Depreciation is calculated using the straight-line method to write down the cost of property, plant and equipment to their residual values over their estimated useful lives. Land recognised as properties, plant and equipment is not depreciated.

The Company depreciates property, plant and equipment over the useful life prescribed in Schedule II to the Companies Act, 2013.

The estimated useful lives are, as follows:

Buildings 30 years

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

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

3.5 Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Expected future operating losses are not provided for.

3.6 Lease

As a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

(b) Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term lease and lease of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, equipment, etc. that are of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

As a lessor

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessor will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Company is the lessor.

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.7 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is possible. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

3.8 Revenue Recognition

Interest income

Interest income is recognised in the statement of Profit and Loss using effective interest rate (EIR) on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVTOCI) except for those classified as held for trading.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Company recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk. The adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

Interest income on all trading assets and financial assets mandatorily required to be measured at FVTPL is recognised using the contractual interest rate in net gain on fair value changes.

Dividend income

Dividend income (including from investment at FVOCI) is recognised when the Company receives it. It is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

Trading income

Trading income includes all gains and losses from changes in fair value and the related interest income or expense and dividends, for financial assets and financial liabilities held for trading.

3.9 Expenses

All expenses are accounted for on accrual basis.

3.10 Income tax

Income tax expense comprises of current tax and deferred tax. Current tax and deferred tax is recognised in the Statement of profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the end of the reporting period.

Current tax assets and current tax liabilities are off set only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax liabilities / assets on change in fair value of investments not part of the profit or loss are recognised through OCI.

3.11 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

3.12 Earnings per share

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

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

3.13 Dividend on ordinary shares

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

3.14 Determination of fair values

Fair values have been determined for measurement and disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

i) Financial assets

Financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes directly attributable transaction costs. These are measured at amortised cost or at FVTPL or at FVOCI.

Investments in equity instruments are measured at FVOCI and combination of different methodologies i.e. discounted cash flow method, comparable companies method and net assets method with different weightage has been used for fair valuations of investment in unquoted securities.

ii) Trade and other receivables

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

iii) Financial liabilities

Financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

3.15 Recent accounting pronouncement

The Ministry of Corporate Affairs (MCA) regularly notifies new standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules. For the fiscal year ending March 31, 2025, the MCA has not notified any new standards or amendments to the standards that are applicable to the company.

4. Cash and cash equivalents

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Balances with banks		
- Current accounts	163.72	13.11
Cash on hand	0.04	0.04
	163.76	13.15

Bank balances other than Cash and cash equivalents

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Bank deposits due to mature after three months of original maturities but not more than twelve months of the reporting date	8.49	247.00
	8.49	247.00

6. Receivables

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Unsecured, considered good		
Trade receivables	-	-
Other receivables *	9.64	-
	9.64	-

- (a) No debt is due by directors or other officers of the Company or any of them either severally or jointly with any other person or firms including limited liability partnership (LLPs) or private companies respectively in which any director is a partner or a director or a member.
- (b) The Company's exposure to credit risks and loss allowances related to receivables are disclosed in Note 30(C).

7. Investments

	No. of Shares 31 March 2025	No. of Shares 31 March 2024	Face Value of Share (₹)	As at 31 March 2025	As at 31 March 2024
Equity shares (fully paid) carried at FVOCI - (Quoted)					
- Avadh Sugar & Energy Ltd.	13,614	13,614	10.00	61.07	72.30
- Magadh Sugar & Energy Ltd.	20,238	20,238	10.00	120.31	108.65
- Ganges Securities Ltd.	16,060	16,060	10.00	22.34	18.44
				203.72	199.39
Equity shares (fully paid) carried at FVOCI - (Unquoted)					
- Birla Buildings Ltd.	1,920	1,920	10.00	117.74	99.34
- Moon Corporation Ltd. ('A' Class)	745	745	100.00	39.66	36.23
- Moon Corporation Ltd. ('B' Class)	2,502	2,502	5.00	6.66	6.08
- The Oudh Trading Company Pvt. Ltd.	25	25	100.00	9.33	8.69
				173.39	150.34

(₹ in lakhs)

	No. of Shares 31 March 2025	No. of Shares 31 March 2024	Face Value of Share (₹)	As at 31 March 2025	As at 31 March 2024
Equity shares (fully paid) of Subsidiaries carried at amortised cost - (Unquoted)					
- Morton Foods Ltd.	13,349,930	11,549,930	10.00	1,986.75	1,446.75
- Champaran Marketing Company Ltd.	4,349,000	4,349,000	2.50	192.96	192.96
- Hargaon Investment & Trading Ltd.	3,045,727	3,045,727	10.00	609.14	609.14
- OSM Investment & Trading Company Ltd.	1,740,418	1,740,418	10.00	261.06	261.06
				3,049.91	2,509.91
				3,427.02	2,859.64
Investments outside India				-	-
Investments in India				3,427.02	2,859.64
				3,427.02	2,859.64

- (a) The Company received dividends other than from subsidiaries of ₹ 4.55 lakhs (31 March 2024: ₹ 2.87 lakhs) from its investments in equity shares, carried at FVOCI, recognised as dividend income.
- (b) The Company has designated its equity investments at FVOCI on the basis that these are not held for trading and held for strategic purposes.

Other Financial Assets

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
At amortised cost		
Security deposits	0.60	0.60
Interest accrued on bank deposits	0.03	7.71
	0.63	8.31

Current Tax assets (net)

	As at 31 March 2025	As at 31 March 2024
Tax deducted at sources	130.44	8.58
Less: Provision for taxation	129.20	4.27
	1.24	4.31

10. Investment Property and Property, Plant and Equipment (PPE)

(₹ in lakhs)

	Ir	Investment Property		
	Freehold Land	Buildings	Total	PPE - Buildings
Reconciliation of carrying amount				
Cost or deemed cost (gross carrying amount)				
Balance at 1 April 2024	9.89	36.25	46.14	0.08
Additions during the year	-	17.47	17.47	-
Disposals / discard during the year	-	-	-	-
Balance at 31 March 2025	9.89	53.72	63.61	0.08
Balance at 1 April 2023	9.89	36.25	46.14	0.08
Additions during the year	-	-	-	-
Balance at 31 March 2024	9.89	36.25	46.14	0.08
Accumulated depreciation				
Balance at 1 April 2024	-	12.64	12.64	0.05
Depreciation for the year	-	1.35	1.35	0.01
Balance at 31 March 2025	-	13.99	13.99	0.06
Balance at 1 April 2023	-	10.92	10.92	0.04
Depreciation for the year	-	1.72	1.72	0.01
Balance at 31 March 2024	-	12.64	12.64	0.05
Carrying amount (net)				
At 31 March 2025	9.89	39.73	49.62	0.02
At 31 March 2024	9.89	23.61	33.50	0.03

Note*:-

- The Company has not revalued its property, plant and equipment during the year and the previous financial year. a.
- Refer note 28 for title deeds not held in the name of the Company b.
- There is no proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Fair value of the above-mentioned investment property is as under:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Freehold Land along with Building	1,355.83	1,355.83

Note: For the purpose of valuation of the aforesaid investment property, the Company has referred the last year circle rate decided by the appropriate authority and no independent report of valuation has been obtained from registered valuer.

The amounts recognised in profit or loss for:

(₹ in lakhs)

		As at 31 March 2025	As at 31 March 2024
(i)	Rental income from investment property	35.16	35.02
(ii)	Expenses (including tax, insurance, repairs and maintenance etc.) other than depreciation in relation to investment property that generated rental income during the year; and	2.21	1.48
(iii)	Expenses (including tax, insurance, repairs and maintenance etc.) other than depreciation in relation to investment property that did not generate rental income during the year	6.34	5.50

11. Other Non-financial Assets

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
(Unsecured, considered good)		
Advances other than Capital Advances		
Advances to suppliers	1.75	-
Balance with government authorities	2.42	-
Prepaid expenses	2.53	1.53
	6.70	1.53

12. Payables

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Trade Payables *		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.89	3.70
	4.89	3.70

^{*} entire outstanding are unbilled.

The following details relating to Micro enterprises and small enterprises are as under:

		As at 31 March 2025	As at 31 March 2024
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year:		
	Principal amount due to micro and small enterprises	-	-
	Interest due on above	-	-
	Total	-	-
(ii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act 2006) along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year.	-	-

(₹ in lakhs)

		As at 31 March 2025	As at 31 March 2024
(iii)	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, 2006.	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

13. Deferred Tax Liabilities (net)

The Company has recognised deferred tax liabilities / (asset) as per the Company's Accounting Policies (refer Note 3.10).

The breakup of Deferred tax liabilities and assets are as under:

(₹ in lakhs)

	As at 1 April 2024	Recognised in profit or loss	Recognised in OCI	As at 31 March 2025
Deferred tax liabilities				
Investments - Unquoted Equity Shares	33.51		(8.87)	24.64
Investments - Quoted Equity Shares	14.27	-	4.99	19.26
	47.78	-	(3.88)	43.90
Deferred tax assets	-	-	-	-
Net deferred tax liabilities	47.78	-	(3.88)	43.90

(₹ in lakhs)

	As at 1 April 2023	Recognised in profit or loss	Recognised in OCI	As at 31 March 2024
Deferred tax liabilities				
Investments - Unquoted Equity Shares	28.81	-	4.70	33.51
Investments - Quoted Equity Shares	6.07	-	8.20	14.27
	34.88	-	12.90	47.78
Deferred tax assets	-	-	-	-
Net deferred tax liabilities	34.88	-	12.90	47.78

14. Other Non-financial Liabilities

	As at 31 March 2025	As at 31 March 2024
Statutory dues	0.66	1.39
	0.66	1.39

15. Share Capital

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Authorised:		
1,35,00,000 equity shares of ₹ 10 each	1,350.00	1,350.00
15,00,000 preference shares of ₹ 10 each	150.00	150.00
	1,500.00	1,500.00
Issued, subscribed and fully paid-up:		
1,00,03,102 equity shares of ₹ 10 each	1,000.31	1,000.31
	1,000.31	1,000.31

(a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year:

	As at 31 March 2025		As at 31 M	arch 2024
	No. of shares ₹ in lakhs		No. of shares	₹ in lakhs
At the beginning and at the end of the year	10,003,102	1,000.31	10,003,102	1,000.31

(b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares with par value of ₹ 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared by the Company from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

(c) Particulars of shareholder's holding more than 5% shares

	As at 31 March 2025		As at 31 M	arch 2024
	No. of shares	% of total shares in the class	No. of shares	% of total shares in the class
Equity shares of ₹ 10 each fully paid up held by				
Ganges Securities Ltd.	1,283,234	12.83	1,283,234	12.83
SCM Investment & Trading Co. Ltd.	1,078,958	10.79	1,078,958	10.79
New India Retailing & Investment Ltd.	1,071,532	10.71	1,071,532	10.71
RTM Investment & Trading Co. Ltd.	904,951	9.05	904,951	9.05
Deepshikha Trading Co. Pvt. Ltd.	688,741	6.89	688,741	6.89
Sonali Commercial Ltd.	562,658	5.62	562,658	5.62
Ronson Traders Ltd.	538,463	5.38	538,463	5.38

(d) Details of shares held by promoters:

Sr. No.	Promoter Name	No. of shares at the beginning of the year	Change during year	No. of shares at the end of the year	% of total shares	% Change during the year
Equ	ity shares of ₹ 10 each fully paid up held by					
As o	n 31 March 2025					
1	Ganges Securities Ltd.	1,283,234	-	1,283,234	12.8284%	-
2	SCM Investment & Trading Co. Ltd.	1,078,958	-	1,078,958	10.7862%	-
3	New India Retailing & Investment Ltd.	1,071,532	-	1,071,532	10.7120%	-
4	RTM Investment & Trading Co. Ltd.	904,951	-	904,951	9.0467%	-
5	Deepshikha Trading Co. Pvt. Ltd.	688,741	-	688,741	6.8853%	-
6	Sonali Commercial Ltd.	562,658	-	562,658	5.6248%	-
7	Ronson Traders Ltd.	538,463	-	538,463	5.3830%	-
8	Sidh Enterprises Ltd.	306,658	-	306,658	3.0656%	-
9	Yashovardhan Investment & Trading Co. Ltd.	304,715	-	304,715	3.0462%	-
10	Mr. Chandra Shekhar Nopany [As Trustee of Shekhar Family Trust]	246,855	7,438	254,293	2.5421%	0.0744%
11	Uttam Commercial Ltd.	167,643	-	167,643	1.6759%	-
12	Mr. Chandra Shekhar Nopany	28,468	-	28,468	0.2846%	-
13	Rajpur Farms Ltd.	15,315	-	15,315	0.1531%	-
14	Narkatiaganj Farms Ltd.	9,756	-	9,756	0.0975%	-
15	Mrs. Nandini Nopany	4,425	-	4,425	0.0442%	-
16	The Oudh Trading Co. Pvt. Ltd.	477	-	477	0.0048%	-
		7,212,849	7,438	7,220,287	72.1804%	0.0744%
As o	n 31 March 2024					
1	Ganges Securities Ltd.	1,283,234	-	1,283,234	12.8284%	-
2	SCM Investment & Trading Co. Ltd.	1,078,958	-	1,078,958	10.7862%	-
3	New India Retailing & Investment Ltd.	1,071,532	-	1,071,532	10.7120%	-
4	RTM Investment & Trading Co. Ltd.	904,951	-	904,951	9.0467%	-
5	Deepshikha Trading Co. Pvt. Ltd.	688,741	-	688,741	6.8853%	-
6	Sonali Commercial Ltd.	562,658	-	562,658	5.6248%	-
7	Ronson Traders Ltd.	538,463	-	538,463	5.3830%	-
8	Sidh Enterprises Ltd.	306,658	-	306,658	3.0656%	-
9	Yashovardhan Investment & Trading Co. Ltd.	304,715	-	304,715	3.0462%	-
10	Mr. Chandra Shekhar Nopany [As Trustee of Shekhar Family Trust]	221,039	25,816	246,855	2.4678%	0.2581%
11	Uttam Commercial Ltd.	167,643	-	167,643	1.6759%	-
12	Mr. Chandra Shekhar Nopany	28,468	-	28,468	0.2846%	-
13	Rajpur Farms Ltd.	15,315	-	15,315	0.1531%	-
14	Narkatiaganj Farms Ltd.	9,756	-	9,756	0.0975%	-
15	Mrs. Nandini Nopany	4,425	-	4,425	0.0442%	-
16	The Oudh Trading Co. Pvt. Ltd.	477	-	477	0.0048%	-
		7,187,033	25,816	7,212,849	72.1061%	0.2581%

16. Other Equity

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Capital Reserve		
Balance at the beginning and at the end of the year	1,635.40	1,635.40
Capital Redemption Reserve		
Balance at the beginning of the year	130.00	130.00
Add: Transfer from Retained Earnings	-	-
Balance at the end of the year	130.00	130.00
Retained Earnings		
Balance at the beginning of the year	61.29	44.93
Add: Profit for the year	471.79	16.36
Balance at the end of the year	533.08	61.29
Equity Instruments through OCI		
Balance at the beginning of the year	287.60	219.52
Add / (Less): Net change in fair value for the year	31.28	68.08
Balance at the end of the year	318.88	287.60
	2,617.36	2,114.29

17. Interest Income

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
On financial assets measured at amortised		
Interest on bank deposits	13.86	20.44
	13.86	20.44

18. Other Income

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Interest on refund from income tax department	0.07	0.47
	0.07	0.47

19. Finance Costs

	Year ended 31 March 2025	Year ended 31 March 2024
On Financial Liabilities measured at amortised cost:		
Interest on Subordinated Liabilities	-	3.57
	-	3.57

20. Fees and Commission Expenses

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Listing and Other Regulatory Fees	6.96	7.43
Fees related to ROC matters	0.04	0.11
	7.00	7.54

21. Employee Benefits Expense

(₹ in lakhs)

		(, , , , , , , , , , , , , , , , , , ,
	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and wages	1.63	-
	1.63	-

22. Depreciation Expenses

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on Investment Property [Note 10]	1.35	1.72
Depreciation on Property, Plant and Equipment [Note 10]	0.01	0.01
	1.36	1.73

23. Other Expenses

	Year ended 3	Year ended 31 March 2025		1 March 2024
Rent, Tax and Energy Costs		2.76		2.07
Repairs and Maintenance		5.79		4.91
Printing and Stationery		2.92		3.29
Advertisement and Publicity		1.24		1.23
Director's Sitting Fees [Note 29]		2.40		1.75
Auditor's Fee and Expenses				
As Auditors				
- Statutory audit	1.50		1.50	
- Limited review of quarterly results	0.75		0.75	
In other capacity				
- For certificates and other services	3.25	5.50	3.25	5.50
Legal and Professional Charges		3.80		5.69
Insurance		1.64		0.62
Other Expenses		0.09		0.27
		26.14		25.33

24. Tax expense

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Current tax	129.20	4.27
Current tax related to earlier year	2.49	-
Deferred tax		
Attributable to origination and reversal of temporary differences	-	-
	131.69	4.27

Reconciliation of effective tax

(₹ in lakhs)

	Year ended 31 March 2025		Year ended 31 March 2024	
	Rate	₹ in lakhs	Rate	₹ in lakhs
Profit before tax		603.48		20.63
Tax using the Company's domestic tax rate	25.168%	151.88	25.168%	5.19
Tax effect of:				
 Interest expense on Preference shares classified as subordinated liability not deductible for tax purposes 		-		0.90
-Others (including permanent differences)		(20.19)		(1.82)
Effective tax		131.69		4.27

25. Earnings per equity share (EPS)

Basic and Diluted earnings per share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic and diluted earnings per share calculation are as follows:

(₹ in lakhs)

		Year ended 31 March 2025	Year ended 31 March 2024
(i)	Profit attributable to equity shareholders (₹ in lakhs)	471.79	16.36
(ii)	Weighted average number of equity shares for the year		
	At the beginning and at the end of the year	10,003,102	10,003,102
(iii)	Earning per equity share [Nominal value of share ₹ 10] [(i)/(ii)]		
	Basic and Diluted (₹)	4.72	0.16

There is no dilutive potential equity share.

26. The Company has only one business segment i.e. Investing Business and as such segment reporting as required by Ind AS 108 Operating Segments is not applicable.

27. Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in lakhs)

	As at 31 March 2025			
Particulars		Within twelve months	After twelve months	Total
Financial Assets:				
Cash and Cash Equivalents		163.76	-	163.76
Bank Balance other than above		8.49	-	8.49
Other Receivables		9.64	-	9.64
Investments		-	3,427.02	3,427.02
Other Financial Assets		0.03	0.60	0.63
Non-financial Assets:				
Current Tax Assets (net)		1.24	-	1.24
Investment Property		-	49.62	49.62
Property, Plant and Equipment		-	0.02	0.02
Other Non-financial Assets		6.70	-	6.70
Total Assets		189.86	3,477.26	3,667.12
Financial Liabilities:				
Payables		4.89	-	4.89
Non-financial Liabilities:				
Deferred Tax Liabilities (Net)		-	43.90	43.90
Other Non-financial Liabilities		0.66	-	0.66
Total Liabilities		5.55	43.90	49.45
Net Assets [Total Assets - Total Liabilities]		184.31	3,433.36	3,617.67

	As at 31 March 2024			
Particulars	Within twelve months	After twelve months	Total	
Financial Assets:				
Cash and Cash Equivalents	13.15	-	13.15	
Bank Balance other than above	247.00	-	247.00	
Investments	-	2,859.64	2,859.64	
Other Financial Assets	7.71	0.60	8.31	
Non-financial Assets:				
Current Tax Assets (net)	4.31	-	4.31	
Investment Property	-	33.50	33.50	
Property, Plant and Equipment	-	0.03	0.03	
Other Non-financial Assets	1.53	-	1.53	
Total Assets	273.70	2,893.77	3,167.47	

(₹ in lakhs)

	As at 31 March 2024			
Particulars	Within twelve months	After twelve months	Total	
Financial Liabilities:				
Payables	3.70	-	3.70	
Non-financial Liabilities:				
Deferred Tax Liabilities (Net)	-	47.78	47.78	
Other Non-financial Liabilities	1.39	-	1.39	
Total Liabilities	5.09	47.78	52.87	
Net Assets [Total Assets - Total Liabilities]	268.61	2,845.99	3,114.60	

28. The title deeds of following immovable properties are not held in the name of the Company:

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (₹ in lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative # of promoter * / director or employee of promoter / director	Property held since which date	Reason for not being held in the name of the company	
As on 31 March 2025	As on 31 March 2025 and As on 31 March 2024 both						
Investment Property	Freehold Land	9.89	The erstwhile company: The Oudh Sugar Mills Limited	No	1 April 2015	Mutation in the name of the Company is pending.	

[#] Relative here means relative as defined in the Companies Act, 2013.

29. Related Party Disclosures

In accordance with the requirements of Ind AS 24 Related Party Disclosures, names of the related parties, related party relationships, transactions and outstanding balances, where control exist and with whom transactions have been taken placed during the reported periods are:

Names of related parties and related party relationship

Related parties where control exist / with whom transactions have been taken place during the year

Wholly owned Subsidiary Companies	Morton Foods Limited	– Subsidiary
	Champaran Marketing Company Limited	– Subsidiary
	Hargaon Investment & Trading Company Limited	– Subsidiary
	OSM Investment & Trading Company Limited	– Subsidiary
	Hargaon Properties Limited	 Step down Subsidiary
Key management personnel	Ms. Shalini Nopany	- Chairperson / Non-Executive Director
	Mr. Arun Kumar Newar	 Independent / Non-Executive Director
	Mr. Chand Bihari Patodia	– Managing Director
	Mr. Deepak Kumar Sharma	– Chief Financial Officer
	Mr. Chhedi Lal Agarwal	- Independent / Non-Executive Director
	Mr. Dinesh Kacholia	 Independent / Non-Executive Director
	Mr. Suresh Kumar Khandelia	- Independent / Non-Executive Director
	Mr. Vikram Mishra	– Company Secretary

^{*} Promoter here means promoter as defined in the Companies Act, 2013.

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

Director's Sitting fees and Remuneration to KMPs

(₹ in lakhs)

	Year ended 31 March	Remuneration to KMPs	Director's sitting fees	Amount owed to related parties
Mrs. Shalini Nopany	2025	-	0.30	-
	2024	-	0.20	-
Mr. Arun Kumar Newar	2025	-	0.60	-
	2024	-	0.45	-
Mr. Chhedi Lal Agarwal	2025	-	0.60	-
	2024	-	0.45	-
Mr. Dinesh Kacholia	2025	-	0.60	-
	2024	-	0.45	-
Mr. Suresh Kumar Khandelia	2025	-	0.30	-
	2024	-	0.20	-
Mr. Vikram Mishra	2025	1.63	-	-
	2024	-	-	-

(b) Investments in Equity Shares / Dividend Income thereon

(₹ in lakhs)

						(\ III Iakiis)
	Year ended 31 March	Investments made in equity shares	Investment sold during the year (Sale Proceeds)	Investments in equity shares at the end of year	Dividend Income	Amount owed by related parties
Morton Foods Limited	2025	600.00	150.00	1,986.75	-	-
	2024	-	-	1,446.75	-	-
Champaran Marketing Company Limited	2025	-	-	192.96	86.98	-
	2024	-	-	192.96	-	-
Hargaon Investment & Trading Company	2025	-	-	609.14	304.57	-
Limited	2024	-	-	609.14	-	-
OSM Investment & Trading Company	2025	-	-	261.06	104.42	-
Limited	2024	-	-	261.06	-	-

The Company, being CIC, is not required to disclose details of loans, investments and guarantee covered under Section 186(4) of the Companies Act, 2013.

Terms and conditions of transactions with related parties

- The transactions with related parties have been entered at an amount which are not materially different from those (i) on normal commercial terms.
- (ii) Neither amount is outstanding nor receivable. Neither guarantees have been given nor received.
- (iii) For the year ended 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by a related parties. This assessment is undertaken in each financial year through examining the financial position of the related parties and the market in which the related party operates.
- (iv) The sitting fees of directors is determined by the Nomination & Remuneration Committee having regard to the performance of individuals and market trends.

30. Financial instruments - fair values and risk management

Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities:

(₹ in lakhs)

Particulars	FVTPL	FVOCI	Amortised cost	Total carrying amount	Fair value
As at 31 March 2025					
Financial assets					
Investment in equity shares (Quoted)	-	203.72	-	203.72	203.72
Investment in equity shares (Unquoted)	-	173.39	-	173.39	173.39
Cash and cash equivalents	-	-	163.76	163.76	163.76
Bank balances other than Cash and cash equivalents			8.49	8.49	8.49
Other Receivables			9.64	9.64	9.64
Investment in subsidiaries	-	-	3,049.91	3,049.91	3,049.91
Other financial assets	-	-	0.63	0.63	0.63
	-	377.11	3,232.43	3,609.54	3,609.54
Financial liabilities					
Payables	-	-	4.89	4.89	4.89
	-	-	4.89	4.89	4.89
As at 31 March 2024					
Financial assets					
Investment in equity shares (Quoted)	-	199.39	-	199.39	199.39
Investment in equity shares (Unquoted)	-	150.34	-	150.34	150.34
Cash and cash equivalents	-	-	13.15	13.15	13.15
Bank balances other than Cash and cash equivalents			247.00	247.00	247.00
Investment in subsidiaries	-	-	2,509.91	2,509.91	2,509.91
Other financial assets	-	-	8.31	8.31	8.31
	-	349.73	2,778.37	3,128.10	3,128.10
Financial liabilities					
Payables	-	-	3.70	3.70	3.70
	-	-	3.70	3.70	3.70

The following methods and assumptions were used to estimate the fair values:

- The fair value of the quoted investments are based on market price at the respective reporting date.
- The fair value of the unquoted investments are based on independent valuation report using adjusted net assets method.

Measurement of fair values В.

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

The Company has established the following fair value hierarchy that categories the value into 3 levels.

Financial assets and liabilities measured at fair value - recurring fair value measurements as under:

(₹ in lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Total
As at 31 March 2025					
Investment in equity shares (Quoted)	7	203.72	-	-	203.72
Investment in equity shares (Unquoted)	7	-	-	173.39	173.39
As at 31 March 2024					
Investment in equity shares (Quoted)	7	199.39	-	-	199.39
Investment in equity shares (Unquoted)	7	-	-	150.34	150.34

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- (i) Credit risk
- (ii) Liquidity risk
- (iii) Market risk

Risk management framework

The Company's principal financial liabilities includes payable, deposits, subordinated liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents, receivables, investments and other financial assets that derive directly from its operations.

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal auditor undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities.

(i) Credit risk

Credit risk is the risk of financial loss of the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company receivables from customers. The Company has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry also has an influence on credit risk assessment. Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to the customer credit risk management. The Company uses financial information and past experience to evaluate credit quality of majority of its customers. Outstanding receivables and the credit worthiness of its counter parties are periodically monitored and taken up on case to case basis. There is no material expected credit loss based on the past experience. However, the Company assesses the impairment of receivable on case to case basis and has accordingly created loss allowance on receivables.

Exposure to credit risks

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. The Company evaluates the concentration of risk with respect to receivables as low, as the Company's income are mostly on cash.

Receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. As per simplified approach, the Company makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the credit loss allowance for receivables.

The Company's management also pursue all legal option for recovery of dues, wherever necessary based on its internal assessment.

(ii) Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Exposure to liquidity risks

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(₹ in lakhs)

	Carrying amount	Total	Less than 1 years	1 to 2 years	2 to 5 years	More than 5 years
As at 31 March 2025						
Payables	4.89	4.89	4.89	-	-	-
	4.89	4.89	4.89	-	-	-
As at 31 March 2024						
Payables	3.70	3.70	3.70	-	-	-
	3.70	3.70	3.70	-	-	-

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, regulatory changes, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and payables.

Foreign currency risks

All transactions of the Company are in Indian currency, consequently Company is not exposed to foreign currency risk. The Company has no outstanding foreign currency exposure or related derivative contract.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long term and short term borrowing with floating interest rates. The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risks

The interest rate profile of the Company's interest bearing financial instruments at the end of the reporting period are as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Fixed rate instruments		
Financial assets	8.49	247.00
Financial liabilities	-	-
Variable rate instruments		
Financial assets	-	-
Financial liabilities	-	-

Cash flow sensitivity analysis

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitive analysis.

Equity risk

The Company's quoted equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The senior management reviews and approves all equity investment decisions.

Sensitivity analysis

Investment in equity instruments (Quoted) of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India. The table below summaries the impact of increase/decrease of the Nifty 50 index on the Company's equity and profit for the period. The analysis is based on the assumption that the BSE had increased / decreased by 10% with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

(₹ in lakhs)

Particulars	Profit or los	s before tax	Equity, net of tax		
Particulars	31 March 2025	31 March 2024	31 March 2025	31 March 2024	
BSE - increase by 10%	20.37	19.94	17.46	17.66	
BSE - decrease by 10%	(20.37)	(19.94)	(17.46)	(17.66)	

Regulatory risk

The Company's operations is significantly regulated by neither by Central Government nor by State Government. Hence, Regulatory risk to the Company is very low.

31. The following disclosures as per RBI are as under:

Exposure

Exposure to capital market

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt	203.72	199.39

Intra-group exposures

Particulars	As at 31 March 2025	As at 31 March 2024
i) Total amount of intra-group exposures	3,427.02	2,859.64
ii) Total amount of top 20 intra-group exposures	3,427.02	2,859.64
iii) Percentage of intra-group exposures to total exposure of the NBFC on borrowers / customers	100%	100%

32. Capital management

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

33. Additional regulatory information required by Schedule III are as follows:-

(i) Corporate Social Responsibility Activities

The Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013.

(ii) Borrowings secured against current asset

The Company does not have any borrowings from banks or financial institutions on the basis of security of current assets, hence no disclosure is required as such.

(iii) Wilful defaulter

The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(iv) Relationship with struck off Companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956, hence no disclosure is required as such.

(v) Compliance with number of layers of Companies

The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read the Companies (Restriction on number of Layers) Rules 2017.

(vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) Utilisation of borrowed funds and share premium

(A)The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kinds of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- a. directly or indirectly lend or invest in other person(s) or entity(ies)identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

(B)The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Parties) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other person(s) or entity(ies) 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

(viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(x) Intangible Assets under development

The Company does not have any intangible assets under development during the current and previous reporting period.

(xi) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(xii) Capital Work in Progress

The Company does not have any capital work in progress during the current and previous reporting period.

34. Ratio Analysis and its elements

Ratio	Numerator	Denominator	As at 31 March 2025	As at 31 March 2024	Change (%)
Capital to risk-weighted assets ratio (CRAR)	Total Capital Fund	Total Risk Weighted Assets	1. 2895	1.6489	(21. 80%)
Tier I CRAR	Capital Fund - Tier I	Total Risk Weighted Assets	1. 2895	1.6489	(21. 80%)
Tier II CRAR	Capital Fund - Tier II	Total Risk Weighted Assets	-	-	-

34. The previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year' classification / disclosure.

As per our report of even date attached

For Agrawal Subodh & Co.

Chartered Accountants

ICAI Firm's Registration No.: 319260E

Prosanta Mukherjee

Partner

Membership No.: 053651

Place: Kolkata Date: 15 May 2025 For and on behalf of the Board of Directors

Chand Bihari Patodia

Managing Director DIN: 01389238

Shalini Nopany Director DIN: 00077299

Vikram Kumar Mishra

Company Secretary

Deepak Kumar Sharma Chief Financial Officer

Independent Auditors' Report

To the Members of

Palash Securities Limited

Report on the Audit of Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of M/s. PALASH SECURITIES LIMITED (hereinafter referred to as "the Parent Company") and its subsidiaries (the Parent Company and its Subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and notes to the consolidated Ind AS financial statements, including a summary of material accounting policies and other explanatory information ("hereinafter referred to as the Consolidated Financial Statements").

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditors on separate financial statements of the subsidiary companies except for the possible effects of the matter described in the "Basis for Qualified Opinion" section of our report, aforesaid Consolidated Ind AS 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 Companies (Indian Accounting Standard) Rules 2015, as amended ("IND AS") and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2025 and their Consolidated Loss, their Consolidated Total Comprehensive Income, their Consolidated Cash Flows and their Consolidated Statement of Changes in Equity for the year ended on that date.

Basis for Qualified Opinion

As indicated in Note No. 19 to the accompanying consolidated financial statement where one of the subsidiary company M/s. Morton Foods Limited (MFL) (Formerly known as Allahabad Canning Ltd.), not audited by us, the other auditor who audited the subsidiary has reported that the subsidiary MFL had recognised Deferred Tax Asset(DTA)(net) of ₹ 450.53 Lakhs for the year ended in March 31, 2022, based on the future profitability projections made by the Management. The subsidiary MFL, however, has not recognised any further DTA during the current year ended March 31, 2025 and the previous year ending March 31, 2024 as a matter of prudence. In their opinion, in the absence of any convincing evidence, that sufficient taxable profit will be available in future against which the unused tax losses can be utilised by the entity, as required in terms of Indian Accounting Standard 12, had the MFL reversed the above DTA, loss before tax for the year ended March 31, 2025 of MFL would have been ₹ 1941.56 Lakhs as against the reported loss of ₹ 1491.03 Lakhs and other equity would have been ₹ (193.73) Lakhs as against the reported figure of ₹256.80 Lakhs. This matter was also qualified in our audit report on the accompanying consolidated financial statement.

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

Emphasis of Matter Paragraph

We draw your attention to Note No. 38 of the accompanying Consolidated Ind AS Financial Statements where one of the subsidiary company, M/s Morton Foods Limited (MFL) (formerly known as Allahabad Canning Limited) indicates the fact that the MFL has incurred a net loss before tax of ₹ 1491.03 Lakhs during the year ended 31st March 2025 and as of that date the MFL's net worth is substantially eroded. The same has not been audited by us. These conditions indicate the existence of material uncertainty on MFL's ability to continue as a going concern. However, the financial statements of MFL has been prepared on a going concern basis based on the reason stated in the aforesaid note.

Our Opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements of the current financial year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This section of auditor's report is intended to describe the matters communicated with those charged with governance that the auditor has determined, in the auditor's professional judgement, were of most significance in the audit of the financial statements and the auditor has determined that there are no matters to report.

Information other than the Consolidated Ind AS Financial Statements and Auditor's Report Thereon

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, Board of Director's Report, Report on Corporate Governance, Management Discussion & Analysis Report, Business Responsibility Report, Shareholder information, etc., but does not include the Consolidated Financial Statements, Standalone Financial Statement, and our auditor's report thereon.

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

In connection with our audit of Consolidated Ind AS financial statements, our responsibility is to read the other information compare with the financial statements of the subsidiary companies, audited by the other auditors to the extent it relates to these entity and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary companies, is traced from their financial statements audited by other auditors

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

Responsibilities of the Management and Those Charged with Governance for the Consolidated Ind AS **Financial Statements**

The Parent Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the group in accordance with the accounting principles generally accepted in India, including the applicable Indian Accounting Standards (IND AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Ind AS Financial Statements, the respective Board of Directors of the Parent Company and of its subsidiary companies are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Parent company and of its subsidiary companies are responsible for overseeing the financial reporting process of group.

Auditor's Responsibilities for the audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, and under Section 143(3)(i) of the Act, we are also responsible for expressing an opinion whether the Parent Company and its subsidiary has an adequate internal financial control with reference to Consolidated 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required

to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities of within the Group to express an opinion on the Consolidated Ind AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the Consolidated Ind AS Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Ind AS Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion

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

We communicate with those charged with governance of the Parent Company and such other entities included in the Consolidated Ind AS Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS 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.

Other Matters

We did not audit the financial statements of 4 subsidiary companies (Except Champaran Marketing Company Limited which has been audited by us) included in the Group whose financial statements reflect total assets of ₹55,985.29 Lakhs as at March 31, 2025, total revenue of ₹ 4790.14 Lakhs, total net profit after tax of ₹ (1727.52) Lakhs, total comprehensive income of ₹ 4,394.42 Lakhs and net cash inflows/(outflows) amounting to ₹ 474. 89 Lakhs for the year ended March 31,2025, as considered in the Consolidated Ind AS Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these aforesaid subsidiary companies and our report in terms of subsection (3) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies, is based solely on the report of the other auditors.

Our opinion on the consolidated Ind AS financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements.

Report on other Legal and Regulatory Requirements

- As required by Section 143(3) of the Act, based on our audit and on the consideration of audit report of the other auditors and on separate financial statements of the subsidiary companies as were audited by other auditors, as noted in the 'Other Matter' paragraph, we report to the extent applicable that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.
 - b) Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, in our opinion, proper books of accounts as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive c) Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.
 - Except for the effects of the matter described in the Basis for Qualified Opinion Paragraph above, in our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended
 - On the basis of the written representations received from the directors of the Parent Company as on 31st March, 2025 taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
 - With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:
 - In our opinion and to the best of our information and according to the explanations given to us no remuneration has been paid to the directors by the Parent Company. Further based and based on the auditor's reports of subsidiary companies the Remuneration paid/provided during the current year by subsidiary companies is in accordance with the provisions of Section 197 of the Companies Act, 2013 to the extent applicable.
 - With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the h) Companies (Audit and Auditors) rules, 2014, in our opinion and to the best of our information and according to the

- explanations given to us and based on the consideration of the report of the other auditors on separate financial statements of such subsidiaries, as noted in the 'Other matter' paragraph:
- i. The Consolidated Financial Statements disclose the impact of pending litigations as at 31st March 2025 on the consolidated financial position of the Group. (Refer Note 37 to the Consolidated Financial Statement).
- ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Parent Company and its subsidiary companies incorporated in India.
- The respective Management of the Parent Company and its subsidiary companies incorporated in India, whose iv. financial statements have been audited under the act, have represented to us and to the other auditors of such subsidiaries, that to the best of its knowledge and belief, 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 Parent Company or any of such subsidiaries 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Parent Company and any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - The respective Managements of the Parent Company and its subsidiary companies which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries, that, to the best of its knowledge and belief, other than as disclosed in financial statements, no funds have been received by the Parent Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditors of the subsidiaries whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or other auditors to believe that the representations under Report on Other Legal and Regulatory Requirements paragraph (h)(iv) (a)&(b) above, contain any material misstatement.
- In our opinion and according to the information and explanations given to us, the Parent Company has neither V. declared nor paid any dividend during the current financial year. Further, the Parent Company have also not proposed any dividend for the current financial year.
 - (b) The dividend declared and/or paid during the year by the subsidiaries companies is in compliance with section 123 of the Companies Act, 2013 to the extent applicable. Further, the dividend proposed by subsidiary companies for the current financial year which is subject to approval of the members of ensuing Annual General Meeting is in accordance with section 123 of the Companies Act, 2013 to the extent it applies to declaration of dividend.

Based on our examination which included test checks, the Parent Company and as reported by the other auditors of subsidiaries whose financial statements have been audited under the Act, we report that the Parent company and its subsidiaries have used accounting software for maintaining its books of accounts for the financial year ended 31st March 2025, which have 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 and the respective other auditors, whose reports have been furnished to us by the management of the Parent Company, have not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Parent Company and its subsidiary companies, as per the statutory requirements for record retention except the following instance:

In case of one of the subsidiary company M/s. Morton Foods Limited (MFL) (formerly known as Allahabad Canning Limited), not audited by us, the other auditor who audited the subsidiary reported that the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes.

Further in respect of another accounting software used by them for maintaining payroll records i.e., FactoHR, provided by the third party, they reported that the access was not provided due to discontinuation of the software at the end of the year, hence they cannot confirm whether the audit trail feature of the said software was effectively operated throughout the year. Additionally in the absence of access, they are unable to confirm whether the audit trail has been preserved by the MFL in accordance with statutory record retention requirements.

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the 2. "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us on the standalone financial statements of the Parent Company and based on our consideration CARO reports issued by respective auditors of the subsidiaries, included in the Consolidated Financial Statements, to which reporting under CARO is applicable,

as provided to us by the Management of the Parent Company, we report that there are certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirement of the Guidance Note on CARO:

SI. No.	Name of the Entities	CIN	Parent Company / Subsidiary / Associate/ Joint venture	Clause No. of the CARO Report
1	Palash Securities Limited	L74120UP2015PLC069675	Parent Company	Clause(i)(c)
2	Morton Foods Limited (Formerly known as Allahabad Canning Limited)	U15122UP2015PLC069645	Subsidiary Company	Clause(i)(c) Clause (ii)(b) Clause (vii)(b) Clause (ix)(a) Clause(xvii) Clause(xix
3	Hargaon Properties Limited	U70101WB2003PLC097280	Subsidiary Company	Clause (xvii))

For, Agrawal Subodh & Co.

Chartered Accountants

Firm's Registration No - 319260E

Prosanta Mukherjee

Partner

Membership No. – 053651 UDIN: 25053651BMJOCE7918

Place: Kolkata Date: 15th May 2025

Annexure - A to the Independent Auditors' Report on the Consolidated Ind AS Financial Statements of Palash Securities Limited as on 31st March 2025

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section our report of even date addressed to the members of Palash Securities Limited on the Consolidated Ind AS financial statements as on 31st March, 2025)

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

In conjunction with our audit of the Consolidated Financial Statements of Palash Securities Limited as of and for the year ended 31 March, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Palash Securities Limited (hereinafter referred to as the "Parent Company") and its subsidiary companies (The Parent Company and its subsidiary together referred to as "the Group") which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Company's Board of Directors of the Parent Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls with reference to the Consolidated financial statements based on internal control over financial reporting criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to the Consolidated Financial Statements of the Parent Company and its Subsidiary Companies, which are companies incorporated in India, 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 ("SA"), issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Financial Statements. Those SAs 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 with reference to Consolidated financial statements 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 with reference to the Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to the Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies in terms of their reports referred to in the 'Other Matters' paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Parent Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Consolidated Financial Statements includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

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

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent Company and its subsidiary companies which are companies incorporated in India, have maintained, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2025, based on the criteria for internal financial controls with reference to Consolidated Financial Statements established by the respective companies 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.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the Internal Financial Controls with reference to Consolidated Financial Statements, in so far as it relates to the subsidiary companies which is company incorporated in India, is based solely on the corresponding reports of the auditor of such companies incorporated in India. Our opinion is not modified in respect of the above matters.

Our opinion is not modified in respect of the above matter.

For, Agrawal Subodh & Co.

Chartered Accountants

Firm's Registration No - 319260E

Prosanta Mukherjee

Partner

Membership No. - 053651

UDIN: 25053651BMJOCE7918

Consolidated Balance Sheet as on 31 March 2025

(₹ in lakhs)

			1	(₹ in lakhs)
		Notes	As at 31 March 2025	As at 31 March 2024
ASS	ETS			
1.	Financial Assets			
	(a) Cash and Cash Equivalents	4	832.01	35.93
	(b) Bank Balances other than (a) above	5	230.83	998.42
	(c) Receivables			
	(I) Trade Receivables	6	328.25	435.46
	(II) Other Receivables	6	-	-
	(d) Investments	7	60,894.29	48,583.00
	(e) Other Financial Assets	8	54.05	64.34
	Total Financial Assets		62,339.43	50,117.15
2.	Non-financial Assets			
	(a) Inventories	9	1,568.76	1,034.16
	(b) Current Tax Assets (net)	10	92.45	9.05
	(c) Investment Property	11	49.62	33.50
	(d) Property, Plant and Equipment	12	4,674.53	4,580.74
	(e) Intangible Assets	13	19.77	32.11
	(f) Other Non-financial Assets	14	160.95	180.21
	Total Non-financial Assets		6,566.08	5,869.77
TOT	AL ASSETS		68,905.51	55,986.92
LIA	BILITIES AND EQUITY			
LIA	BILITIES			
1.	Financial Liabilities			
	(a) Payables			
	(I) Trade Payables			
	(i) total outstanding dues of micro enterprises and small enterprises	15	112.46	130.69
	(ii) total outstanding dues of creditors other than micro enterprises	15	844.19	860.06
	and small enterprises			
	(b) Borrowings (Other than Debt Securities)	16	2,439.20	3,021.00
	(c) Other Financial Liabilities	17	264.05	172.32
	Total Financial Liabilities		3,659.90	4,184.07
2.	Non-financial Liabilities			
	(a) Provisions	18	37.58	65.92
	(b) Deferred Tax Liabilities (net)	19	4,773.92	2,648.86
	(c) Other Non-financial Liabilities	20	82.75	96.32
	Total Non-financial Liabilities		4,894.25	2,811.10
Tota	al Liabilities		8,554.15	6,995.17
EQI	IITY			
	(a) Equity Share Capital	21	1,000.31	1,000.31
	(b) Other Equity	22	57,707.44	47,280.76
	Equity attributable to owners of the Company		58,707.75	48,281.07
	Non-controlling interest	23	1,643.61	710.68
	al Equity		60,351.36	48,991.75
	AL LIABILITIES AND EQUITY		68,905.51	55,986.92
Sun	nmary of material accounting policies	3		

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

As per our report of even date attached

For Agrawal Subodh & Co. **Chartered Accountants**

ICAI Firm's Registration No.: 319260E

Prosanta Mukherjee

Partner Membership No.: 053651

Place: Kolkata Date: 15 May 2025 For and on behalf of the Board of Directors

Chand Bihari Patodia

Managing Director DIN: 01389238

Shalini Nopany Director

DIN: 00077299

Vikram Kumar Mishra

Company Secretary

Deepak Kumar Sharma

Chief Financial Officer

Consolidated Statement of Profit and Loss for the year ended 31 March 2025

(₹ in Lakhs)

		1		(₹ in Lakhs)
		Notes	Year ended	Year ended
		Hotes	31 March 2025	31 March 2024
I.	Revenue from Operations			
	(i) Interest Income	24	37.30	69.37
	(ii) Dividend Income		362.51	523.52
	(iii) Net gain on fair value changes	25	17.55	1.05
	(iv) Sale of Products	26	4,465.65	3,500.96
	Total Revenue from Operations		4,883.01	4,094.90
II.	Other Income			
	(i) Rental Income		36.73	35.02
	(ii) Other Income	27	33.94	6.55
	Total Other Income		70.67	41.57
III.	Total Income (I + II)		4,953.68	4,136.47
IV.	Expenses			
	(i) Finance Costs	28	297.60	258.48
	(ii) Fees and Commission Expense	29	8.42	8.23
	(iii) Cost of Materials Consumed	30	1,121.70	696.81
	(iv) Purchases of Stock-in-trade		1,419.76	1,076.14
	(v) Changes in Inventories of Finished goods, Stock-in-trade and Work-in-progress	31	(450.58)	504.30
	(vi) Employee Benefits Expenses	32	1,291.22	1,094.83
	(vii) Depreciation and Amortisation	33	59.90	71.93
	(viii) Other Expenses	34	2,955,95	1,859.37
	Total Expenses	J-7	6,703.97	5,570.09
٧.	Profit / (Loss) before Tax (III + IV)		(1,750.29)	(1,433.62)
VI.	Tax expense	35	(1,730.29)	(1,433.02)
VI.	Current tax	33	136.15	142.27
			(122.31)	(0.14)
	Provision for tax related to earlier years Deferred tax		, ,	0.14)
			1.06	
	Total Tax expense		14.90	142.40
	Profit / (Loss) for the year (V - VI)		(1,765.19)	(1,576.02)
VIII.	Other comprehensive income			
	Items that will not be reclassified to profit or loss			
	(a) Remeasurement of defined benefit liability		20.72	7.76
	(b) Equity investments through other comprehensive income - net change in fair value		12,385.93	13,358.70
	(c) Income tax relating to items that will not be reclassified to profit or loss		(2,124.00)	(2,606.74)
	Other comprehensive income for the year, net of income tax		10,282.65	10,759.72
IX.	Total comprehensive income for the year (VII + VIII)		8,517.46	9,183.70
X	Profit / (Loss) for the year attributable to:			
	Owner of the Company		(1,266.48)	(961.94)
	Non-Controlling Interest		(498.71)	(614.08)
			(1,765.19)	(1,576.02)
ΧI	Other comprehensive income for the year attributable to:			
	Owner of the Company		10,274.37	10,757.34
	Non-Controlling Interest		8.28	2.38
			10,282.65	10,759.72
XII	Total comprehensive income attributable to:			
	Owner of the Company		9,007.89	9,795.40
	Non-Controlling Interest		(490.43)	(611.70)
			8,517.46	9,183.70
XIII.	Earnings per equity share [Nominal value per equity share ₹ 10 each]	36	,	.,
			(12.66)	(9.62)
			, ,	, ,
_	(b) Diluted (₹)		(12.66)	(9.62)
Sum	mary of material accounting policies	3		

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

As per our report of even date attached

For Agrawal Subodh & Co. **Chartered Accountants**

ICAI Firm's Registration No.: 319260E

Prosanta Mukherjee

Partner Membership No.: 053651

Place: Kolkata Date: 15 May 2025 For and on behalf of the Board of Directors

Chand Bihari Patodia

Managing Director DIN: 01389238

Shalini Nopany Director DIN: 00077299

Vikram Kumar Mishra

Company Secretary

Deepak Kumar Sharma Chief Financial Officer

Annual Report 2024-25 | 107

Consolidated Statement of Changes in Equity for the year ended 31 March 2025

Equity Share Capital

	Notes	As at 31 M	arch 2025	As at 31 M	arch 2024
	Hotes	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Balance at the beginning of the year	21	10,003,102	1,000.31	10,003,102	1,000.31
Change in equity share capital during of the year		-	-	-	-
Balances at the end of the year	21	10,003,102	1,000.31	10,003,102	1,000.31

B. Other Equity

									(₹ in Lakhs)
		Reserv	ves and Sur	olus		Items	of OCI	Non-	Total
	Capital Reserve	Capital Redemption Reserve	General Reserve	Reserve Fund	Retained Earnings	Revaluation Surplus - Land	Equity instruments through OCI	Controlling Interests	
Balance as at 1 April 2024	1,643.35	175.00	324.50	1,248.14	(968.07)	2,794.62	42,063.22	710.68	47,991.44
Adjustment for changes in ownership interests	(1.36)	-	-	-	2,144.33	(724.18)	-	1,423.36	2,842.15
	1,641.99	175.00	324.50	1,248.14	1,176.26	2,070.44	42,063.22	2,134.04	50,833.59
Total comprehensive income for the year									
- Profit / (Loss) for the year	-	-	-	-	(1,266.48)	-	-	(498.71)	(1,765.19)
- Remeasurement of defined benefit liaility	-	-	-	-	12.44	-	-	8.28	20.72
- Net change in fair value of Equity investments	-	-	-	-	-	-	10,261.93	-	10,261.93
Total comprehensive income	-	-	-	-	(1,254.04)	-	10,261.93	(490.43)	8,517.46
Transfer to Reserve Fund from Retained Earnings	-	-	-	-	-	-	-		-
Balance as at 31 March 2025	1,641.99	175.00	324.50	1,248.14	(77.78)	2,070.44	52,325.15	1,643.61	59,351.05
Balance as at 1 April 2023	1,643.35	175.00	324.50	1,165.39	71.24	2,794.62	31,311.26	1,322.38	38,807.74
Total comprehensive income for the year									
- Profit / (Loss) for the year	-	-	-	-	(961.94)	-	-	(614.08)	(1,576.02)
- Remeasurement of defined benefit liability	-	-	-	-	5.38	-	-	2.38	7.76
- Net change in fair value of Equity investments	-	-	-	-	-	-	10,751.96	-	10,751.96
Total comprehensive income	1,643.35	175.00	324.50	1,165.39	(885.32)	2,794.62	42,063.22	710.68	47,991.44
Transfer to Reserve Fund from Retained Earnings	-	-	-	82.75	(82.75)	-	-	-	-
Balance as at 31 March 2024	1,643.35	175.00	324.50	1,248.14	(968.07)	2,794.62	42,063.22	710.68	47,991.44

The description of purpose of each reserve mentioned above within equity is as follows:

Capital Reserve

The difference between the net fair value of assets and liabilities acquired and shares issued pursuant to the scheme of arrangement approved in earlier year had been credited to Capital

Offset (eliminate) the carrying amount of the Company's investment in each subsidiary and equity of each subsidiary and any difference between them is treated as Goodwill / Capital Reserve as the case may be.

The Company and its subsidiaries had created "Capital Redemption Reserve" on redemption of preference shares in accordance with the Companies Act. The reserve may be applied in accordance with the provision of Section 69 of the Companies Act, 2013.

The Company and its subsidiaries had created "General Reserve" on declaration of dividend in accordance with the Companies (Transfer of Profit to Reserve) Rules, 1975 read with the relevant provisions of the Companies Act, 1956. After enactment of the Companies Act, 2013, it is not mandatory on declaration of dividend. It is a free reserve.

(d)

It comprise of accumulated profit of the Company after dividends or other distributions, if any, paid to shareholders.

Reserve Fund (e)

Some of its subsidiaries (NBFC's) had created "Reserve Fund" in accordance with provisions of Section 45-IC of the Reserve Bank of India Act, 1934.

(f) **Revaluation Surplus - Land**

Revaluation Surplus consists change in carrying amount of freehold land due to revaluation model adopted by a sudsidiary.

Equity instruments through OCI (a)

The Company and its subsidiaries have elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments within equity. The Company and its subsidiaries transfer amounts therefrom to retained earnings when the relevant equity securities are consistent of the relevant equity of the company and its subsidiaries. The company is a subsidiaries of the relevant equity of the company and its subsidiaries transfer amounts therefore to retained earnings when the relevant equity is a subsidiaries of the relevant equity of the company and its subsidiaries transfer amounts the retained earnings when the relevant equity is a subsidiaries of the retained earnings when the relevant equity is a subsidiaries of the retained earnings when the relevant equity is a subsidiaries of the retained earnings when the relevant equity is a subsidiaries of the retained earnings when the relevant equity is a subsidiaries of the retained earnings when the relevant equity is a subsidiaries of the retained earnings when the retained earniare derecognised

Non-Controlling Interests

Non-Controlling Interests consists amount attributable to other than owner of the Company.

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

As per our report of even date attached

For Agrawal Subodh & Co. **Chartered Accountants**

ICAI Firm's Registration No.: 319260E

Prosanta Mukherjee Partner Membership No.: 053651

Date: 15 May 2025

Place: Kolkata

For and on behalf of the Board of Directors

Chand Bihari Patodia Shalini Nopany Managing Director Director DIN: 01389238 DIN: 00077299

Vikram Kumar Mishra Deepak Kumar Sharma Company Secretary Chief Financial Officer

Consolidated Statement of Cash Flow for the year ended 31 March 2025

(₹ in lakhs)

Part	iculars	Year ended 31 March 2025	Year ended 31 March 2024
(A)	CASH FLOW FROM OPERATING ACTIVITIES:	5 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	J. March 202 .
	Profit / (Loss) before tax	(1,750.29)	(1,433.62)
	Adjustments for:		
	Unspent liabilities, Provision no longer required and Unclaimed balances written back	(11.74)	(3.22)
	Contingent Provision against Standard Assets written back	(15.12)	-
	Net gain on fair value changes - Unrealised	(17.55)	(1.05)
	Gain on cancellation of lease	(2.48)	-
	Finance Costs	297.60	258.48
	Loss on sale of Investment	662.90	-
	Depreciation and Amortisation	59.90	71.93
	Provision for Warranties and Claims	11.25	17.69
	Provision for bad and doubtful debts and advances	184.75	63.51
		(580.78)	(1,026.28)
	Working capital adjustments:		
	(Increase) / Decrease in Receivables	14.71	(209.75)
	(Increase) / Decrease in Other Financial Assets	10.29	(39.33)
	(Increase) / Decrease in Other bank balances	767.59	(788.42)
	(Increase) in Inventories	(534.60)	763.54
	(Increase) / Decrease in Other Non-financial Assets	(72.99)	269.23
	(Decrease) / Increase in Payables	(22.36)	39.65
	(Decrease) / Increase in Financial Liabilities	45.35	(13.47)
	(Decrease) / Increase in Provisions	(3.75)	(42.72)
	Increase / (Decrease) in Other Non-financial Liabilities	(13.57)	(26.45)
	Cash (used in) / generated from Operations	(390.11)	(1,074.00)
	Income tax paid (net)	(97.24)	(140.16)
	Net Cash (used in) / generated from Operating Activities	(487.35)	(1,214.16)
(B)	CASH FLOW FROM INVESTING ACTIVITIES:		
	Payments for purchase of investments	(1,286.17)	(300.00)
	Proceeds from sale of investments	1,025.42	-
	Acquisition of Property, Plant and Equipment / Other Intangible Assets	(52.00)	(1.19)
	Net Cash generated from / (used in) Investing Activities	(312.75)	(301.19)
(C)	CASH FLOW FROM FINANCING ACTIVITIES:		
	Proceeds from issue of equity share by a subsidiary (including securities premium)	2,532.18	-
	Repayment of Inter-corporate deposit	(1,550.00)	-
	(Decrease) in Subordinated Liabilities	-	(262.73)
	Inter-corporate deposit received from others	958.00	1,550.00
	(Repayments of) / Proceeds from Current Borrowings (repayable on demand) (net)	10.20	(498.60)
	Repayment of Lease liabilities	(7.90)	(24.07)
	Interest on Lease liabilities paid	(8.02)	(2.78)
	Other Interest paid	(338.28)	(205.86)
	Net Cash generated from / (used in) Financing Activities	1,596.18	555.96
	Net Changes in Cash & Cash Equivalents (A + B + C)	796.08	(959.39)
	Cash & Cash Equivalents at the beginning of the year	35.93	995.32
	Cash & Cash Equivalents at the end of the year [Note 4]	832.01	35.93

Change in Liabilities arising from financing activities

(₹ in lakhs)

	As on 1 April 2024	Cash Flow	Change in Fair Value	As on 31 March 2025
Borrowings (other than Debt Securities) [Note 16]	3,021.00	(581.80)	-	2,439.20
Lease Liabilities Note 17	11.26	84.58	10.50	106.34

(₹ in lakhs)

	As on 1 April 2023	Cash Flow	Change in Fair Value	As on 31 March 2024
Borrowings (other than Debt Securities) [Note 16]	1,969.60	1,051.40	-	3,021.00
Subordinated Liabilities	259.16	(262.73)	3.57	-
Lease Liabilities Note 17	35.33	(26.85)	2.78	11.26

The above Cash Flows Statement has been prepared under the 'Indirect Method' as set out in IND AS 7, 'Statement of Cash Flows'.

As per our report of even date attached

For and on behalf of the Board of Directors

For Agrawal Subodh & Co. **Chartered Accountants** ICAI Firm's Registration No.: 319260E **Chand Bihari Patodia** Managing Director DIN: 01389238

Shalini Nopany Director DIN: 00077299

Prosanta Mukherjee

Vikram Kumar Mishra **Company Secretary**

Membership No.: 053651

Deepak Kumar Sharma Chief Financial Officer

Place: Kolkata Date: 15 May 2025

Notes to Consolidated Statements for the year ended 31 March 2025

Reporting entity

Palash Securities Limited ('the Company') is a public limited company domiciled in India and incorporated under the provisions of the Companies Act, 2013. The registered office of the Company is located at Post Office Hargaon, District Sitapur, Uttar Pradesh 261121. The Company together with its subsidiaries (collectively, the Group), is primarily engaged in investing and dealing etc. in securities mainly of group companies and immovable properties except one subsidiary, which is engaged in food processing business. Its equity shares are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

The Consolidated financial statements are authorised for issue by the Board of Directors of the Company at their meeting held on 15 May 2025.

Basis of preparation

2.1 Statement of compliance

The company has adhered to all accounting policies in the preparation of these financial statements, ensuring compliance with the Indian Accounting Standards (Ind AS) as prescribed by the Ministry of Corporate Affairs under section 133 of the Companies Act, 2013, in conjunction with the Companies (Indian Accounting Standards) Rules, as amended, and in accordance with Schedule III of the Companies Act, 2013, where applicable. The statement of cash flows which has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows".

Details of Material Accounting Policies are included in Note 3

i. **Ind AS 117 Insurance Contracts:**

The Ministry of corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 had no impact on the Company's financial statements as the Company has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

Amendment to Ind AS 116 Leases - Lease Liability in a Sale and Leaseback:

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amended Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after 1 April 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The amendment does not have a material impact on the Company's financial statements.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary as at 31 March 2025. Significant subsidiary of the Group are:

Name	Country of	% ultimate equity interest		
Name	incorporation	31 March 2025	31 March 2024	
Morton Foods Limited	India	51.37	69.34	
Champaran Marketing Company Limited	India	100.00	100.00	
Hargaon Investment & Trading Company Limited	India	100.00	100.00	
OSM Investment & Trading Company Limited	India	100.00	100.00	
Hargaon Properties Limited	India	100.00	100.00	

Consolidation procedure:

- Combine on line-by-line basis like items of assets, liabilities, income, expenses and cash flows of the Company with those of its subsidiaries.
- Offset (eliminate) the carrying amount of the Company's investment in each subsidiary and equity of each ii) subsidiary and any difference between them is treated as Goodwill / Capital Reserve as the case may be.
- Eliminate in full intra-group assets and liabilities, income and expenses and cash flows relating to transactions between entities of the Group. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intra-group transactions.
- Non-controlling interests in the net assets of subsidiary are identified separately from the Group's equity. The interest of non-controlling shareholders may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying value of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if it results in the non-controlling interests having a deficit balance.

Profit or loss and each component of OCI, reflected in these consolidated financial statements are attributed to the equity holders of the Company.

The consolidated financial statements have been prepared using uniform accounting policies, except stated otherwise, for like transactions and are prepared, to the extent possible, in the same manner as the Company's standalone financial statements. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.3 Functional and presentation currency

These financial statements are presented in Indian Rupees ('), which is also the Group's functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

2.4 Basis of Preparation

These financial statements are prepared in accordance with the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the material accounting policies set out below. The financial statements are prepared on a going concern basis using accrual concept except for the statement of cash flows.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services. 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, regardless of whether that price is directly observable or estimated using another valuation technique.

The financial statements have been prepared on historical cost convention on the accrual basis, except for the following items:

Items		Measurement basis
i)	Certain financial assets and financial liabilities	Fair value
ii)	Employee's defined benefit plan	As per actuarial valuation (present value of defined benefit obligation less fair value of plan assets)

Fair value is the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions, regardless of whether that price is directly observable or estimated using another valuation technique. In determining the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

2.5 Key accounting estimates and judgements

Use of judgements and estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amount of assets, liabilities, income and expenses. The Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results may differ from these estimates.

The Group has assessed the materiality of the accounting policy information, which involves exercising judgement and considering both quantitative and qualitative factors by taking into account not only the size and nature of the item or condition but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis, revision to accounting estimates are recognised prospectively.

The management makes various judgements, apart from those involving estimations, that can significantly affect the amounts it recognises in the financial statements. Judgements are applied in determining the followings:

Note 3.17 Determining the fair values of investments.

Information about estimation and assumption uncertainties that have a significant risk of resulting in a material adjustment in the financial statements for the every period ended is included in the following notes:

Note 3.1	Impairment of financial assets: key assumptions used in estimating recoverable cash flows.
Note 3.4	Useful life and residual value of investment property;
Note 3.5	Useful life and residual value of property, plant and equipment;
Note 3.6 & 3.9	Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
	the likelihood and magnitude of an outflow of resources,
Note 3.8	Measurement of defined benefit obligations: key actuarial assumptions;
Note 3.12	Recognition of deferred tax assets: availability of future taxable profit against which
	deductions allowed on payment / other basis can be used;

B. Change in Estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. The effect of change in an accounting estimate is recognized prospectively by including it in profit or loss (a) In the period of the change if the change affects only that period; or (b) the period of the change and future periods, if the change affects both.

However, the change in an accounting estimate that gives rise to changes in assets and liabilities, or relates to an item of equity, is recognized by adjusting the carrying amount of the related asset, liability or equity item in the period of the change.

C. Key Sources of Estimation Uncertainty

Key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year is as given below.

C.1 Provisions for Income Tax and Deferred Tax

The income tax expense or benefit for the period includes the tax due on the current period's taxable income at the rates prescribed by the Income Tax Act, 1961, adjusted for any changes in deferred tax assets and liabilities arising from temporary differences and unutilized tax losses. Revenue, costs, allowances, and disallowances are allocated based on judgements informed by relevant rulings to determine the income tax provision.

C.1.1 Current Tax

Current tax assets and liabilities are measured at the amounts expected to be recovered or paid, using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

C.1.2 Deferred Tax

Deferred tax assets and liabilities are measured using the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on the rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax related to items recognized directly in equity or in other comprehensive income is recorded in the same area, matching the transaction that generated the deferred tax. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets against current tax liabilities and they relate to taxes levied by the same tax authority on either the same taxable entity or different taxable entities which intend to settle balances on a net basis. The recognition of deferred tax assets is contingent upon the likelihood of sufficient future taxable profits against which they can be utilized, necessitating significant judgement about possible legal or economic constraints.

C.2 Impairment of Financial Assets

The Group evaluates the carrying value of its investments at amortized cost annually or more frequently if impairment indicators arise. Meanwhile, the Group acknowledges impairment losses for trade receivables that are not considered a financing transaction by employing the expected credit loss model. This model utilizes a provision matrix based on historical credit loss experience. If the recoverable amount is less than the carrying amount, an impairment loss is recorded.

C.3 Impairment of Non-Financial Assets

The Group evaluates, on each reporting date, whether there is any indication that an asset might be impaired. An asset is considered impaired when its carrying amount surpasses its recoverable value, which is the higher of its value in use and its net selling price. The value in use is calculated as the net present value of the expected cash flows over the asset's remaining useful life. To assess impairment, assets are grouped at the lowest levels for which cash inflows are separately identifiable and largely independent of the cash inflows from other assets or groups of assets, known as Cash Generating Units (CGU).

C.4 Claims, Provisions and Contingent Liabilities and Assets

Provisions for loss contingencies related to claims, litigations, assessments, fines, and penalties are recognized when a liability is likely incurred and the amount can be reliably estimated.

A contingent liability is considered when there is a possible but not probable obligation, or a present obligation that may not likely result in an outflow of resources, or a present obligation that cannot be reliably quantified. Contingent liabilities are not provided for but are disclosed in the notes to the financial statements unless the outflow of resources is considered remote.

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

C.5 Measurement of Fair value

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36 – Impairment of Assets. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included in level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs).

External valuers are involved for valuation of significant assets & liabilities. Involvement of external valuers is decided by the management of the Group considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

C.6 Useful lives of property, plant and equipment and investment property

Management reviews its estimate of the useful lives of depreciable/ amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of IT equipment, software and other plant and equipment. This reassessment may result in change in depreciation expense in future periods.

C.7 Employee's defined benefit plan

The determination of Group's liability towards defined benefit obligation to employees is made through independent actuarial valuation including determination of amounts to be recognised in the Statement of Profit and Loss and in Other Comprehensive Income. Such valuation depends upon assumptions determined after taking into account inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market. Information about such valuation is provided in the Notes to the consolidated financial statements.

3. Material accounting policies

3.1 Financial instruments

Recognition and initial measurement

Receivables issued are initially recognised when they are originated. All other financial assets and liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement

i) Financial assets

On initial recognition, a financial asset is classified and measured at:

- Amortised cost; or
- Fair value through other comprehensive income (FVOCI); or
- Fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

Financial assets at amortised cost

A financial assets is measured at amortised cost if it meet both of the following conditions and is not designated as at FVTPL:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

The details of these conditions are outlined below.

Business model assessment

The Group determines its business model at the level that best reflects how it manages the Group's of financial assets to achieve its business objective.

The Group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed;
- How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected);
- The expected frequency, value and timing of sales are also important aspects of the Group's assessment.

The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Group's original expectations, the Group does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

The SPPI test

As a second step of its classification process the Group assesses the contractual terms of financial to identify whether they meet the SPPI test.

'Principal' for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium / discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Group applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

In contrast, contractual terms that introduce a more than de minimis exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and interest on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

iii) Financial assets at FVOCI

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment-by-investment basis.

Financial assets are measured at the FVOCI if both of the following conditions are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI).

iv) Financial assets at FVTPL

All financial assets which do not meet the criteria for categorisation as at amortised cost or FVOCI as described above are classified as at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are SPPI.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are SPPI, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change

the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method (EIR). The amortised cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is recognised in Statement of Profit and Loss.
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in Statement of Profit and Loss.
Financial assets at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Statement of Profit and Loss.

vi) Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

vii) Financial liabilities at FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss.

viii) Financial liabilities at amortised cost

Deposits, subordinated liabilities and other financial liabilities are subsequently measured at amortised cost using the effective interest (EIR) method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss.

Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Statement of Profit and Loss when the liabilities are derecognised as well as through the EIR amortisation process. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to the short maturity of these instruments.

Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Impairment

Impairment of financial assets

At each reporting date, the Group assess whether financial assets, than those at FVTPL are creditimpaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more; or
- it is probable that the borrower will enter bankruptcy or other financial reorganisation.

The Group recognises loss allowances using the expected credit losses (ECL) model for the financial assets which are fair valued through profit or loss.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in Statement of Profit and Loss.

In case of receivables, the Group follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on receivables using a provision matrix on the basis of its historical credit loss experience.

For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

(a) Measurement of expected credit losses

Expected credit losses are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

(b) Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

(c) Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Impairment of non-financial assets

The Group's non-financial assets, other than biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are combined together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or Group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

3.2 Cash and cash equivalents

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

Bank deposits maturing after 3 months but within 12 months of the reporting date are classified as Bank Balances other than cash and cash equivalents (see Note 5).

3.3 Inventories

Raw Materials, stores and spares are valued at lower of cost and net realizable value. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost. Cost of raw materials and stores and spares is determined on annual weighted average method / moving average method.

Work-in-progress, finished goods and Traded goods are valued at lower of cost and net realizable value. Work-inprogress and Finished goods include cost of conversion and other costs incurred in bringing the inventories to their present location and condition based on normal operating capacity. Cost is determined on weighted average basis.

The comparison of cost and net realisable value is made on an item-by-item basis.

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

Assessment of net realizable value is made at each subsequent reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances, the amount so written-down is adjusted in terms of policy as stated above.

3.4 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation is calculated using the straight-line method to write down the cost of investment properties to their residual values over their estimated useful lives. Land recognised as investment properties is not depreciated.

The Group depreciates building components of investment property over 5 to 60 years from the date of original purchase.

The Group, based on technical assessment made by management's expert and management estimate, depreciates the building components of investment property over their estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Though the Group measures investment property using cost model, the fair value of investment property is disclosed in the notes. Fair values are determined based on technical assessment made by management's expert.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount (net) of the asset is recognised in profit or loss in the period of derecognition. In determining the amount of consideration from the derecognition of investment property, the Group considers the effects of variable consideration, existence of a significant financing component, non-cash consideration, and consideration payable to the buyer (if any).

Transfers are made to (or from) investment property only when there is a change in use.

3.5 Property, plant and equipment

Property plant and equipment is stated at cost excluding the costs of day-to-day servicing, less accumulated depreciation and accumulated impairment in value. Changes in the expected useful life are accounted for by changing the amortisation period or methodology, as appropriate, and treated as changes in accounting estimates.

Cost of an item of property, plant and equipment acquired comprises its purchase price, including import duties and non-refundable purchase taxes (after deducting discounts and rebates), any directly attributable costs of bringing the assets to its working condition and location for its intended use and present value of any estimated cost of dismantling and removing the item and restoring the site on which it is located.

If Significant part of an item of Property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is calculated using the straight-line method to write down the cost of property, plant and equipment to their residual values over their estimated useful lives. Land recognised as properties, plant and equipment is not depreciated.

The Group depreciates property, plant and equipment over the useful life prescribed in Schedule II to the Companies Act, 2013.

The estimated useful lives are, as follows:

-	Buildings	30 years
-	Furniture and Fixtures	10 years
-	Computer and Data Processing Equipment	3 years
-	Plant and Equipment	15 years
-	Vehicles	8 years

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

Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised. The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

3.6 Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Expected future operating losses are not provided for.

3.7 Lease

As a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

The right-of-use assets are disclosed in Property, plant and equipment (see Note 12).

(b) Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Lease liabilities are included in other financial liabilities (see Note 17).

Short-term lease and lease of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of twelve months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of offices, equipment, etc. that are of low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

As a lessor

Lessor accounting under Ind AS 116 is substantially unchanged from Ind AS 17. Lessor will continue to classify leases as either operating or finance leases using similar principles as in Ind AS 17. Therefore, Ind AS 116 does not have an impact for leases where the Group is the lessor.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over

the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.8 Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in Statement of Profit and Loss in the periods during which the related services are rendered by employees. The Group makes specified periodically contribution to Provident / Pension funds as the defined contribution plans.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group's gratuity benefit scheme is a defined benefit plan. The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plans ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other comprehensive income (OCI). The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in

Statement of profit and Loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The contributions are deposited with the Life Insurance Corporation of India based on information received by the Group. When the benefits of a plan are improved, the portion of the increased benefit related to past service by employees is recognised in Statement of Profit and Loss on a straight-line basis over the average period until the benefits become vested.

Compensated absences

The employees of the Group are entitled to compensated absences which are both accumulating and nonaccumulating in nature.

The expected cost of accumulating compensated absences is measured on the basis of an annual independent actuarial valuation using the projected unit credit method, for the unused entitlement that has accumulated as at the balance sheet date. Remeasurement gains or losses are recognised in the Statement of Profit and Loss in the period in which they arise.

Non-accumulating compensated absences are recognised in the period in which the absences occur.

3.9 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is possible. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

3.10 Revenue Recognition

Interest income

Interest income is recognised in the statement of Profit and Loss using effective interest rate (EIR) on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVTOCI) except for those classified as held for trading.

The EIR (and therefore, the amortised cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and costs that are an integral part of the EIR. The Group recognises interest income using a rate of return that represents the best estimate of a constant rate of return over the expected life of the loan. Hence, it recognises the effect of potentially different interest rates charged at various stages, and other characteristics of the product life cycle (including prepayments, penalty interest and charges).

If expectations regarding the cash flows on the financial asset are revised for reasons other than credit risk. The adjustment is booked as a positive or negative adjustment to the carrying amount of the asset in the balance sheet with an increase or reduction in interest income. The adjustment is subsequently amortised through Interest income in the statement of profit and loss.

Interest income on all trading assets and financial assets mandatorily required to be measured at FVTPL is recognised using the contractual interest rate in net gain on fair value changes.

Dividend income

Dividend income (including from investment at FVOCI) is recognised when the Group receives it. It is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably. This is generally when the shareholders approve the dividend.

Trading income

Trading income includes all gains and losses from changes in fair value and the related interest income or expense and dividends, for financial assets and financial liabilities held for trading.

Sale of Goods

Revenue from the sale of goods is recognized when the Group transfers control along with risk, and rewards of the goods to the customer according to the contract terms, without retaining effective ownership, usually coinciding with delivery. Revenue is measured at the fair value of the consideration received or receivable, determined by the contractual transaction price adjusted for discounts, commissions, rebates, and imputed interest at the time of sale. The Group assesses if the contract contains other promises that are separate performance obligations requiring allocation of a portion of the transaction price. In calculating the transaction price, the Group considers variable consideration, significant financing components, non-cash considerations, and customer payments, if any.

Revenue is measured at the transaction price net of returns, discounts, volume rebates, and outgoing sales taxes, including goods and service tax. The Group recognizes revenue when it can reliably measure the revenue amount and it is probable that future economic benefits will flow to the Group, irrespective of the payment timing. Since the period between transferring the promised goods to the customer and the customer's payment is typically one year or less, financing components are not considered.

Taxes collected by the Group on the government's behalf, clearly identified on sales documents, are excluded from revenue.

Some contracts grant customers the right to return goods. The Group employs the expected value method to estimate returns, as it most accurately forecasts the variable consideration it will not receive. In line with Ind AS 115 "Revenue from Contracts with Customers," estimates of variable consideration are constrained to ascertain the amount to be deducted from the transaction value for goods anticipated to be returned, leading to the derecognition of associated receivables. Additionally, an asset for the right of return is recognized, along with a corresponding inventory adjustment, for the right to reclaim products from a customer.

Contract with customer

"Revenue from sale of products is recognized when property in the goods and significant risk and rewards are transferred and no effective ownership control is retained, which generally co-insides with delivery. Revenue is measured at fair value of consideration received or to be received. Fair value is determined based on contractual transaction price adjusted with discount/ commission/ rebates/ imputed interest etc at the time of sale.

As the period between the date on which the Company transfers the promised goods to the customer and the date on which the customer pays for these goods is generally one year or less, no financing components are taken into account.

The taxes collected by the Company on behalf of the Government and specifically identified as such on the sales documents is excluded from the revenue.

Certain contracts provide a customer with a right to return the goods. The Company uses the expected value method to estimate the goods that will be returned because this method best predicts the amount of variable consideration to which the Company will not be entitled. The requirements of Ind AS 115 "Revenue from Contracts with Customers" on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that are to be excluded from the value of goods delivered but are expected to be returned by derecognizing the related receivables. A right of return asset (and corresponding adjustment to change in inventory is also recognized for the right to recover products from a customer).

3.11 Expenses

All expenses are accounted for on accrual basis.

3.12 Income tax

Income tax expense comprises of current tax and deferred tax. Current tax and deferred tax is recognised in the Statement of profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the end of the reporting period.

Current tax assets and current tax liabilities are off set only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised.

Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to off set current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax liabilities / assets on change in fair value of investments not part of the profit or loss are recognised through OCI.

3.13 Trade Payables

Trade payables represent liabilities for goods and services provided to the Group and are unpaid at the reporting period. The amounts are unsecured and usually paid within time limits as contracted. Trade and other payables are presented as current liabilities unless the payment is not due within 12 months after the reporting period. They are recognised initially at their transactional value which represents the fair value and subsequently measured at amortised cost using the effective interest method wherever applicable.

3.14 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included.

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

3.15 Earnings per share

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

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

3.16 Dividend on ordinary shares

The Group recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

3.17 Determination of fair values

Fair values have been determined for measurement and disclosure purposes based on the following methods. Where applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Financial assets

Financial assets are initially measured at fair value. If the financial asset is not subsequently accounted for at fair value through profit or loss, then the initial measurement includes directly attributable transaction costs. These are measured at amortised cost or at FVTPL or at FVOCI.

Investments in equity instruments are measured at FVOCI and combination of different methodologies i.e. discounted cash flow method, comparable companies method and net assets method with different weightage has been used for fair valuations of investment in unquoted securities.

Trade and other receivables

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

iii) Financial liabilities

Financial liabilities are measured at fair value, at initial recognition and for disclosure purposes, at each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

3.18 Intangible assets

Intangible assets including Computer software are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and impairment loss, if any. Intangible assets are amortised on straight line method basis over the estimated useful life. Estimated useful life of the computer software is considered as 5 years.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in Statement of Profit and Loss as incurred.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if appropriate.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

3.19 Borrowing costs

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

3.20 Segment information

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments and its operating results are reviewed regularly by the management to make decisions about resources to be allocated to the segments and assess their performance.

The Group has two reportable segments as described in Note 45

3.21 Recent accounting pronouncement

The Ministry of Corporate Affairs (MCA) regularly notifies new standards or amendments to existing standards under the Companies (Indian Accounting Standards) Rules. For the fiscal year ending March 31, 2025, the MCA has not notified any new standards or amendments to the standards that are applicable to the Group.

Cash and cash equivalents

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Balances with banks		
- Current accounts	830.48	35.28
Cash on hand	1.53	0.65
	832.01	35.93

Other bank balances

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Bank deposits due to mature after three months of original maturities but not more than twelve months of the reporting date	230.83	998.42
	230.83	998.42

Receivables

	As at 31 March 2025	As at 31 March 2024
Trade Receivables		
- considered good and secured	0.06	0.06
- considered good and unsecured	335.28	435.40
- having significant increase in credit risk	114.65	29.94
	449.99	465.40
Less: Loss allowance		
	121.74	29.94
	328.25	435.46

- No debt is due by directors or other officers of the Group or any of them either severally or jointly with any other person or firms including limited liability partnership (LLPs) or private companies respectively in which any director is a partner or a director or a member.
- The Group's exposure to credit risks and loss allowances related to trade receivables are disclosed in Note 43(C).
- Trade receivable are hypothecated against borrowings [Note 16].

(d) Receivables aging schedule:

(₹ in lakhs)

	Outstanding for following years from due dates of payment					
Particulars	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As on 31 March 2025						
Receivables considered good and secured						
- Undisputed	-	-	-	-	0.06	0.06
- Disputed	-	-	-	-	-	-
	-	-	-	-	0.06	0.06
As on 31 March 2025						
Receivables considered good and unsecured						
- Undisputed	252.25	29.49	21.84	31.70	-	335.28
- Disputed	-	-	-	-	-	-
	252.25	29.49	21.84	31.70	-	335.28
Receivables - Having significant increase in credit risk						
- Undisputed	-	-	14.55	32.11	67.99	114.65
- Disputed	-	-	-	-	-	-
	-	-	14.55	32.11	67.99	114.65
Less: Loss allowance	-	-	-	-	-	(121.74)
	252.25	29.49	36.39	63.81	68.05	328.25
As on 31 March 2024						
Receivables considered good and secured						
- Undisputed	-	-	-	0.06	-	0.06
- Disputed	-	-	-	-	-	-
	-	-	-	0.06	-	0.06
Receivables - Having significant increase in credit risk						
- Undisputed	288.08	33.46	67.57	30.62	15.67	435.40
- Disputed	-	-	-	-	-	-
	288.08	33.46	67.57	30.62	15.67	435.40
Receivables - Credit impaired						
- Undisputed	-	-	-	14.27	15.67	29.94
- Disputed	-	-	-	-	-	-
	-	-	-	14.27	15.67	29.94
Less: Trade Receivables which have significant increase in credit risk	-	-	-	(14.27)	(15.67)	(29.94)
	288.08	33.46	67.57	30.68	15.67	435.46

(e) Movement of Loss Allowance:

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	29.94	6.98
Change in loss allowance during the year	91.80	22.96
Balance at the end of the year	121.74	29.94

7. Investments

	No. of Shares Face Value of		Face Value of	As at	As at
	31 March 2025	31 March 2024	Share (₹)	31 March 2025	31 March 2024
Equity shares (fully paid) carried at FVOCI -					
Quoted					
Sutlej Textiles & Industries Ltd.	26,600,260	26,600,260	1.00	8,881.83	13,406.52
Avadh Sugar & Energy Ltd.	859,662	859,662	10.00	3,856.87	4,565.23
SIL Investments Ltd.	1,758,125	1,758,125	10.00	10,239.31	8,227.14
Magadh Sugar & Energy Ltd.	1,278,075	1,278,075	10.00	7,598.16	6,861.35
Chambal Fertilisers & Chemicals Ltd.	439,134	439,134	10.00	2,746.78	1,501.84
Ganges Securities Ltd.	1,014,205	1,014,205	10.00	1,410.86	1,164.31
New India Retailing & Investment Ltd.	2,134,992	2,134,992	10.00	10,416.84	640.50
Pavapuri Trading & Investment Co. Ltd.	3,800	3,800	10.00	0.09	0.09
				45,150.74	36,366.98
Equity shares (fully paid) carried at FVOCI - Unquoted					
SCM Investment & Trading Company Ltd.	3,750,000	3,750,000	10.00	8,239.13	7,044.75
Manbhawani Investment Ltd.	67,500	67,500	10.00	4,092.13	2,471.23
Manavta Holdings Ltd.	72,000	72,000	10.00	2,079.44	1,312.85
Shree Vihar Properties Ltd.	896,925	747,692	10.00	1,028.23	871.21
Birla Building Ltd.	1,920	1,920	100.00	117.74	99.34
Moon Corporation Ltd 'A' Class	745	745	100.00	39.66	36.23
Moon Corporation Ltd 'B' Class	2,502	2,502	5.00	6.66	6.08
The Oudh Trading Company Pvt. Ltd.	25	25	100.00	9.33	8.69
Modern Diagen Services Ltd.	23,752	23,752	10.00	2.83	2.81
India Educational & Research Institution Pvt. Ltd.	24,500	24,500	10.00	2.41	2.89
				15,617.56	11,856.08
Equity shares (partly paid) carried at FVOCI - Unquoted					
Modern Diagen Services Ltd. (partly paid by $₹$ 2 each)	1,545,044	1,545,044	10.00	60.72	58.87
				60.72	58.87
Mutual Funds carried at FVTPL					
HDFC Income Fund	-	114,247.358		-	60.28
ICICI Prudential All Seasons Bond Fund	-	180,756.867		-	60.22
Kotak Dynamic Bond Fund	176,998.487	176,998.487		65.26	60.15
Kotak Medium Term Fund	-	293,671.072		-	60.11
SBI Dynamic Bond Fund	-	185,699.208		-	60.30
				65.26	301.06
Government securities (fully paid) carried at amortised cost - Unquoted *					
6 Years National Savings Certificates (Pledge with Uttar Pradesh with Mandi Parishad) - (Maturity 22.07.2028)				0.01	0.01
				0.01	0.01
				60,894.29	48,583.00
* Deposited / pledged with various Government authorities.					
Investments outside India				-	-
Investments in India				60,894.29	48,583.00
				60,894.29	48,583.00

- (a) The Group received dividends of ₹ 362.51 lakhs (31 March 2024: ₹ 523.52 lakhs) from its investments in equity shares, carried at FVOCI, recorded in the Statement of profit and loss as dividend income.
- (b) The Group has designated its equity investments at FVOCI on the basis that these are not held for trading and held for strategic purposes.

Other Financial Assets

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Security and Other Deposits	22.66	31.08
Gratuity Fund -MFL (Net of Provision)	23.28	-
Interest accrued on bank deposits	8.11	33.26
	54.05	64.34

Inventories

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
(Value at lower of cost and net realisable value)		
Raw materials	55.06	49.42
Work-in-progress	42.53	79.59
Finished goods	770.03	528.31
Stock-in-trade	437.18	191.26
Stores, chemicals and spare parts	340.09	185.58
	1,644.89	1,034.16
Less Provision for expired and near to expired stock	(76.13)	-
	1,568.76	1,034.16

- ₹ 19.84 lakhs (31 March 2024: ₹ 1.01 lakhs) are recognised as expenses, being write-down of inventories to net realisable value, included in Changes in inventories of Finished Goods, Stock-in-Trade and Work-in-progress [Note 31].
- Inventories are hypothecated against borrowings [Note 16].

10. Current Tax Assets (net)

	As at 31 March 2025	As at 31 March 2024
Advance tax and tax deducted / collected at sources	228.60	151.32
Less: Provision for taxation	136.15	142.27
	92.45	9.05

11. Investment Property

(₹ in lakhs)

	Freehold Land	Buildings	Total
Reconciliation of carrying amount			
Cost or deemed cost (gross carrying amount)			
Balance at 1 April 2024	9.89	36.25	46.14
Additions during the year	-	17.47	17.47
Balance at 31 March 2025	9.89	53.72	63.61
Balance at 1 April 2023	9.89	36.25	46.14
Additions during the year	-	-	-
Balance at 31 March 2024	9.89	36.25	46.14

(₹ in lakhs)

	Freehold Land	Buildings	Total
Accumulated depreciation			
Balance at 1 April 2024	-	12.64	12.64
Depreciation for the year	-	1.35	1.35
Balance at 31 March 2025	-	13.99	13.99
Balance at 1 April 2023	-	10.92	10.92
Depreciation for the year	-	1.72	1.72
Balance at 31 March 2024	-	12.64	12.64
Carrying amount (net)			
At 31 March 2025	9.89	39.73	49.62
At 31 March 2024	9.89	23.61	33.50

Fair value of the above-mentioned investment property is as under:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Freehold Land along with Building	1,355.83	1,355.83

Note: For the purpose of valuation of the aforesaid investment property, the Company has referred the last year circle rate decided by the appropriate authority and no independent report of valuation has been obtained from registered valuer.

The amounts recognised in profit or loss for:

		Year ended 31 March 2025	Year ended 31 March 2024
(i)	Rental income from investment property	35.16	35.02
(ii)	Expenses (including tax, insurance, repairs and maintenance etc.) other than depreciation in relation to investment property that generated rental income during the year; and	2.21	1.48
(iii)	Expenses (including tax, insurance, repairs and maintenance etc.) other than depreciation in relation to investment property that did not generate rental income during the year	6.34	5.50

12. Property, Plant and Equipment

(₹ in lakhs)

	Freehold Land	Buildings	Plant and Equipment	Computer and Data Processing Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Right-of- use assets [Note 39]	Total
Reconciliation of carrying amount									
Cost or deemed cost (gross carrying amount)									
Balance at 1 April 2024	4,138.70	204.32	349.15	33.35	4.21	5.54	3.47	64.90	4,803.64
Additions during the year	-	-	30.67	2.31	0.43	-	1.13	110.88	145.42
Disposals / discard during the year	-	-	-	-	-	-	-	5.41	5.41
Balance at 31 March 2025	4,138.70	204.32	379.82	35.66	4.64	5.54	4.60	170.37	4,943.65
Balance at 1 April 2023	4,138.70	204.32	348.45	32.85	4.21	5.54	3.47	64.90	4,802.44
Additions during the year	-	-	0.70	0.50	-	-	-	-	1.20
Disposals / discard during the year	-	-	-	-	-	-	-	-	-
Balance at 31 March 2024	4,138.70	204.32	349.15	33.35	4.21	5.54	3.47	64.90	4,803.64
Accumulated depreciation									
Balance at 1 April 2024	-	24.02	103.19	30.51	2.30	4.56	2.44	55.88	222.90
Depreciation for the year	-	6.24	21.88	4.11	0.35	0.01	0.77	12.86	46.22
Disposals / discard during the year	-	-	-	-	-	-	-	-	-
Balance at 31 March 2025	-	30.26	125.07	34.62	2.65	4.57	3.21	68.74	269.12
Balance at 1 April 2023	-	17.77	80.63	26.78	1.88	3.75	1.92	34.25	166.98
Depreciation for the year	-	6.25	22.56	3.73	0.42	0.81	0.52	21.63	55.92
Disposals / discard during the year	-	-	-	-	-	-	-	-	-
Balance at 31 March 2024	-	24.02	103.19	30.51	2.30	4.56	2.44	55.88	222.90
Carrying amount (net)									
At 31 March 2025	4,138.70	174.06	254.75	1.04	1.99	0.97	1.39	101.63	4,674.53
At 31 March 2024	4,138.70	180.30	245.96	2.84	1.91	0.98	1.03	9.02	4,580.74

- (a) Revaluation model has been adopted by a subsidiary for valuing it's land and ₹4,030.40 lakhs represents net change in carrying amount due to revaluation based on valuation by a registered valuer as prescribed.
- (b) Movable Property, Plant and Equipment of a subsidiary given as security for borrowings [Note 16].

13. Intangible Assets

	As at 31 March 2025	As at 31 March 2024
Computer Software:		
Reconciliation of carrying amount		
Balance at the beginning of the year	76.03	76.03
Additions during the year	-	-

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Balance at the end of the year	76.03	76.03
Accumulated depreciation		
Balance at the beginning of the year	43.92	29.62
Amortisation for the year	12.34	14.30
Balance at the end of the year	56.26	43.92
Carrying amount (net)	19.77	32.11

14. Other Non-financial Assets

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Capital Advances	-	-
Advances to suppliers and others - Unsecured		
Advances to suppliers - Good -	79.83	123.93
Advances to suppliers - Doubtful	154.62	84.17
	234.45	208.10
Less: Loss Allowance for doubtful advances	154.62	84.17
	79.83	123.93
Other advances - (Considered Good, Unsecured)		
Balance with Government Authorities	73.71	47.29
Prepaid Expenses	7.41	8.99
	160.95	180.21

Movement of Loss Allowance:

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	84.17	43.61
Change in loss allowance during the year	70.45	40.56
Balance at the end of the year	154.62	84.17

15. Payables

		(< 111 (4)(113)
	As at 31 March 2025	As at 31 March 2024
Trade Payables		
Total outstanding dues of micro enterprises and small enterprises	112.46	130.69
Total outstanding dues of creditors other than micro enterprises and small enterprises	844.19	860.06
	956.65	990.75

(a) The following details relating to Micro enterprises and small enterprises are as under:

(₹ in lakhs)

		Year ended 31 March 2025	Year ended 31 March 2024
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year:		
	Principal amount due to micro and small enterprises	112.46	130.69
	Interest due on above	2.92	3.06
	Total	115.38	133.75
(ii)	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act 2006) along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year.	-	-
(iii)	The amount of interest due and payable for the year 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, 2006.	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of the accounting year.	2.92	3.06
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

(b) Payables aging schedule:

(₹ in lakhs)

		Outstanding fo				
Particulars	Unbilled	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As on 31 March 2025						
- MSME	-	79.41	-	-	-	79.41
- Others	5.75	787.70	8.02	35.99	6.73	844.19
- Disputed dues - MSME	-	3.84	2.51	26.71	-	33.05
- Disputed dues - Others	-	-	-	-	-	-
	5.75	870.95	10.53	62.70	6.73	956.65
As on 31 March 2024						
- MSME	-	74.57	56.12	-	-	130.69
- Others	4.47	675.21	179.13	1.25	-	860.06
- Disputed dues - MSME	-	-	-	-	-	-
- Disputed dues - Others	-	-	-	-	-	-
	4.47	749.78	235.25	1.25	-	990.75

(c) The Group's exposure to currency and liquidity risk related to trade payable are disclosed in Note 43 (C)

16. Borrowings (Other than Debts Securities)

(₹ in lakhs)

		(\ III IdKIIS)
	As at 31 March 2025	As at 31 March 2024
Secured		
Cash credit from a bank (repayable on demand)	1,481.20	1,471.00
Unsecured		
Inter-corporate deposit from a body corporate	958.00	1,550.00
	2,439.20	3,021.00

The Group's exposure to interest and liquidity risk is included in Note 43(C).

Nature of Securities and Terms of repayment

Cash credit from a bank

- Cash credit from a bank, carry interest rate of I-MCLR-6M + Spread of 2.10% p.a., is secured by hypothecation of entire current assets of the Company ranking pari passu and also by way of first charge created on the movable property, plant and equipment of the Company, both present and future.
- (b) Inter-corporate deposits, carry interest at the rate in the range of 9.25% p.a., are repayable on demand.

(ii) The summary of reconciliation of quarterly statement filed to the bank (ICICI Bank Ltd.) and books of accounts, if any, is given below:

Quarter ended on	Particulars of security provided	Amount as per books of account (₹ in lakhs)	Amount as reported in the quarterly return / statement (₹ in lakhs)"	Amount of difference (₹ in lakhs)	Reason
31 March 2025	Inventories	1,568.76	2,063.46		The quarterly statements
	Trade Receivables	318.60	369.42		submitted to Bank were prepared
	Total	1,887.36	2,432.88	545.52	and filed before the completion
31 December 2024	Inventories	1,212.26	1,265.23		of all financial statement closure activities including Ind AS related
	Trade Receivables	369.44	369.44		adjustments/ reclassifications and
	Total	1,581.70	1,634.67	52.97	regrouping as applicable, which
30 September 2024	Inventories	1,057.04	1,216.69		led to these differences between
	Trade Receivables	448.77	493.29		the final books of accounts and
	Total	1,505.81	1,709.98	204.17	quarterly statements submitted to
30 June 2024	Inventories	1,346.16	2,106.62		bank based on provisional books of accounts.
	Trade Receivables	160.99	386.49		or accounts.
	Total	1,507.15	2,493.11	985.96	
31 March 2024	Inventories	1,568.76	1,034.16		The quarterly statements
	Trade Receivables	318.60	435.46		submitted to Bank were prepared
	Total	1,887.36	1,469.62	-417.74	and filed before the completion
31 December 2023	Inventories	1,400.64	1,642.76		of all financial statement closure
	Trade Receivables	290.93	290.93		activities including Ind AS related adjustments/ reclassifications and
	Total	1,691.57	1,933.69	242.12	regrouping as applicable, which
30 September 2023	Inventories	1,321.11	1,570.17		led to these differences between
	Trade Receivables	228.65	228.64		the final books of accounts and
	Total	1,549.76	1,798.81	249.05	quarterly statements submitted to
30 June 2023	Inventories	1,645.86	1,645.86		bank based on provisional books
	Trade Receivables	217.10	217.10		of accounts.
	Total	1,862.96	1,862.96	-	

17. Other Financial Liabilities

	As at 31 March 2025	As at 31 March 2024
Trade and other deposits	16.67	18.17
Lease liabilities [Note 39]	106.34	11.26
Interest accrued but not due	11.09	63.92
Interest outstanding on ICD Loan	16.30	-
Payable to employees	113.65	78.97
	264.05	172.32

- (i) Information about the Company's exposure to liquidity risks related to the above financial liabilities is disclosed in Note 43(C).
- (ii) Accrued interest of ₹16.30 Lakhs for the year ended 31st March, 2025 was though provided for, has not been paid.

18. Provisions

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
Liability for compensated absences	26.33	33.11
	26.33	33.11
Other Provisions		
For standard assets	-	15.12
For warranties and claims	11.25	17.69
	11.25	32.81
	37.58	65.92

Defined benefits - Gratuity Plan

A subsidiary has a defined benefit gratuity plan. Every employee who has completed continuously at least five years or more of service is entitled to Gratuity on terms as per the provisions of The Payment of Gratuity Act, 1972

The Subsidiary Company MFL has a defined benefit gratuity plan. The approved gratuity fund of erstwhile companies in respect of transferred business undertakings has been transferred to the Company and which has taken an insurance policy with Life Insurance Corporation of India (LIC) to cover the gratuity liabilities.

Net defined benefit liabilities

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Present value of defined benefit obligations	77.71	102.23
Fair value of plan assets	100.99	103.63
Net defined benefit liabilities	(23.28)	(1.40)

These defined benefit plans expose the subsidiary to actuarial risks, such as currency risk, interest risk and market (investment) risk.

₹ Nil is expected to be contributed to gratuity fund in the next year.

Inherent risk

The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risk pertaining to the plan. In particular, this exposes the Company, to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to employees in future. Since the benefits are lump sum in nature, the plan is not subject to longevity risk.

Risk to the beneficiary

The greatest risk to the beneficiary is that there are insufficient funds available to provide the promised benefits. This may be due to:

The insufficient funds set aside, i.e. underfunding

The insolvency of the Employer

The holding of investments which are not matched to the liabilities

Or a combination of these events

Parameter risk

Actuarial valuation is done on the basis of some assumptions like salary inflation, discount rate and withdrawal.

Assumptions - in case the actual experience varies from the assumptions, fund may be insufficient to pay off the liabilities.

For example: the plan's liability is calculated with salary inflation assumption of 5% per annum. However, Company's' actual practice is to provide increment of 10% per annum. This will result into underfunding.

Similarly, reduction in discount rate in subsequent future years can increase the plan's liability.

Further, actual withdrawals may be lower or higher than what was assumed in the valuation, may also impact the plan's liability.

Risk of illiquid Assets

Another risk is that the funds, although sufficient, are not available when they are required to finance the benefits. This may be due to assets being locked for longer year or in illiquid assets.

Risk of Benefit Change

There may be a risk that the benefit promised is changed or is changeable within the terms of the contract. For example regulator may increase the benefits payable under defined benefit plans.

Asset liability mismatching risk (ALM)

ALM risk arises due to a mismatch between assets and liabilities either due to liquidity or changes in interest rates or due to different duration.

For example: The liability duration is 10 years. While assets are locked in 5-year g-sec securities. After 5 years, there is huge reinvestment risk to invest maturity proceeds of assets due to uncertainty about the market prevailing yields at that time.

The following tables analyse present value of defined benefit obligations, fair value of defined plan assets, actuarial gain / (loss) on plan assets, expense recognised in the Statement of Profit and Loss and Other Comprehensive Income, actuarial assumptions and other information:

Reconciliation of the net defined benefit liabilities / (assets):

(₹ in lakhs)

				(₹ in lakhs)
			As at 31 March 2025	As at 31 March 2024
(i)	Rec	onciliation of present value of defined benefit obligations		
	(a)	Balance at the beginning of the year	102.23	107.91
	(b)	Service cost	9.30	9.95
	(c)	Interest cost	7.29	8.00
	(d)	Benefits paid	(20.00)	(15.39)
	(e)	Actuarial (gain) / loss on defined benefit obligations:		
		- due to change in financial assumptions	2.21	1.85
		- due to experience changes	(23.32)	(10.09)
	Bala	ance at the end of the year	77.71	102.23
(ii)	Rec	onciliation of fair value of plan assets		
	(a)	Balance at the beginning of the year	103.63	95.49
	(b)	Actual return on plan assets	7.00	6.61
	(c)	Contributions by the employer	10.36	16.92
	(d)	Benefits paid	(20.00)	(15.39)
	Bala	ance at the end of the year	100.99	103.63
(iii)	Act	uarial gain / (loss) on plan assets		
	(a)	Expected Interest Income	7.38	7.09
	(b)	Actual return on plan assets	6.99	6.61
	Act	uarial gain / (loss) on plan assets	(0.39)	(0.48)
(iv)	Ехр	ense recognised in Employee benefits expenses		
	(a)	Service cost	9.30	9.95
	(b)	Interest cost	7.29	8.00
	(c)	Interest income	(7.38)	(7.09)
	Am	ount charged to Employee benefits expenses	9.21	10.86
(v)	Ren	neasurement recognised in Other Comprehensive Income		
	(a)	Actuarial loss on defined benefit obligations	21.11	8.24
	(b)	Actuarial loss on plan assets	(0.39)	(0.48)
	Am	ount recognised in Other Comprehensive Income	20.72	7.76
(vi)	Pla	n assets		
	Plar	assets comprise of the following:		
	(a)	Investments with LIC	100%	100%
(vii)	Act	uarial assumptions		
	Prin	cipal actuarial assumptions at the reporting date (expressed as weighted averages)		
	(a)	Discount rate	6.72%	7.13%
	(b)	Future salary growth	5.00%	5.00%
	(c)	Attrition rates	Less	than 40 Years - 4.2%
			40 Yea	ars and above - 1.8%

Assumptions regarding future mortality experience are set in accordance with the published rates under Indian Assured Lives Mortality (2012-14).

(viii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligations by the amounts shown below:

	As at 31 M	As at 31 March 2025		As at 31 March 2024		
	Increase	Decrease	Increase	Decrease		
(a) Discount rate (0.50% movement)	3.46 %	(3.67)%	3.14 %	(3.34)%		
(b) Future salary growth (1% movement)	(7.64)%	6.88%	(6.79)%	6.12 %		
(c) Withdrawal assumption (4% movement)	(1.55)%	2.05%	(1.95)%	1.54%		

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions as shown.

(ix) Maturity profile of defined benefit obligations (valued on undiscounted basis)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Within the next 12 months (next annual reporting year)	5.89	28.10
Between 1 and 2 years	2.12	1.01
Between 2 and 3 years	4.45	3.07
Between 3 and 4 years	5.07	3.45
Between 4 and 5 years	17.28	3.91
Beyond 5 years	103.46	137.78
	138.27	177.32

Reconciliation of Other Provisions:

	As at 31 M	arch 2025	As at 31 M	arch 2024
	Other Provisions for		Other Pro	visions for
	Standard assets	Warranties and claims	Standard assets	Warranties and claims
Balance at the beginning of the year	15.12	17.69	15.12	36.53
Provided during the year	-	11.25	-	17.69
Utilised / Written back during the year	15.12	17.69	-	36.53
Balance at the end of the year	-	11.25	15.12	17.69

- Every NBFC is required to make provision towards its standard assets at the rate notified by Reserve Bank of India and disclosed separately as "Contingent Provision against Standard Assets".
- (b) A provision is recognised for expected warranty claims on products based on the management's estimate computed on the basis of past experience. It is expected that the entire provision will be utilised within one year of the reporting date, since the warranty is generally for one year. The table above gives information about movement in warranties provisions.

19. Deferred Tax Liabilities / (Assets) (net)

The Company along with its subsidiaries other than MFL has recognised deferred tax liabilities / assets as per the Accounting Policies (refer Note 3.12).

MFL has recognised deferred tax liabilities / assets on carried forward business losses, unabsorbed depreciation and other timing differences between the carrying amount of an asset or liability in the balance sheet and its tax base. Deferred

tax assets of `450.53 lakhs had been recognised during the year ended 31 March 2022 in view of a reasonable certainty. However, the subsidiary MFL has not recognized any further DTA during the current year the year ended March 31, 2025 and in the previous year ending March 31, 2024 as a matter of prudence.

The breakup of Deferred tax liabilities and assets are as under:

(₹ in lakhs)

	As at 1 April 2024	Recognised in profit or loss	Recognised in OCI	As at 31 March 2025
Deferred tax liabilities				
Investments - Unquoted	2,042.82	-	(32.01)	2,010.81
Investments - Quoted	1,056.30	-	2,156.01	3,212.31
Investments - Mutual funds	0.27	1.05	-	1.32
Property, plant and equipment / Intangible assets	46.16	(10.96)	-	35.20
Provision for employee's benefits	-	-	-	-
	3,145.55	(9.91)	2,124.00	5,259.64
Deferred tax assets				
Carried forward tax losses / unabsorbed depreciation	2,038.04	336.86	-	2,374.90
Investments - Quoted	-	-	-	-
Other provisions	75.03	46.33	-	121.36
Provision for employee's benefits	0.93	5.39	-	6.32
Deduction of disallowances allowed on payment basis	27.81	5.23	-	33.04
	2,141.81	393.81	-	2,535.62
Less: Deferred tax assets not recognised	1,645.12	404.77	-	2,049.89
	496.69	(10.96)	-	485.73
Net deferred tax liabilities / (assets)	2,648.86	1.05	2,124.00	4,773.92

	As at 1 April 2023	Recognised in profit or loss	Recognised in OCI	As at 31 March 2024
Deferred tax liabilities				
Investments - Unquoted	1,358.64	-	684.18	2,042.82
Investments - Quoted	-	-	1,056.30	1,056.30
Investments - Mutual funds	-	0.27	-	0.27
Property, plant and equipment / Intangible assets	36.21	9.95	-	46.16
Provision for employee's benefits	1.09	(1.09)	-	-
	1,395.94	9.13	1,740.48	3,145.55
Deferred tax assets				
Carried forward tax losses / unabsorbed depreciation	1,577.04	461.00	-	2,038.04
Investments - Quoted	1,844.38	-	(1,844.38)	-
Other provisions	26.45	50.27	(1.69)	75.03
Provision for employee's benefits	-	0.93	-	0.93
Deduction of disallowances allowed on payment basis	21.30	6.51	-	27.81
	3,469.17	518.71	(1,846.07)	2,141.81
Less: Deferred tax assets not recognised	2,115.08	509.85	(979.81)	1,645.12
	1,354.09	8.86	(866.26)	496.69
Net deferred tax liabilities / (assets)	41.85	0.27	2,606.74	2,648.86

20. Other Non-financial Liabilities

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Advance from customers	53.16	74.14
Statutory dues	29.59	22.18
	82.75	96.32

21. Share Capital

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Authorised:		
1,35,00,000 equity shares of ₹ 10 each	1,350.00	1,350.00
15,00,000 preference shares of ₹ 10 each	150.00	150.00
	1,500.00	1,500.00
Issued, subscribed and fully paid-up:		
1,00,03,102 equity shares of ₹ 10 each	1,000.31	1,000.31
	1,000.31	1,000.31

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year:

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	₹ in lakhs	No. of shares	₹ in lakhs
Equity shares				
At the beginning and at the end of the year	10,003,102	1,000.31	10,003,102	1,000.31

(b) Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares with par value of ₹ 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shareholders are entitled to receive dividend as declared by the Company from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up equity capital of the Company.

(c) Particulars of shareholders holding more than 5% shares of fully paid up equity shares

	As at 31	March 2025	As at 31 March 2024		
	No. of shares	% of total shares in the class	No. of shares	% of total shares in the class	
Equity shares of ₹ 10 each fully paid up held by					
Ganges Securities Ltd.	1,283,234	12.83	1,283,234	12.83	
SCM Investment & Trading Co. Ltd.	1,078,958	10.79	1,078,958	10.79	
New India Retailing & Investment Ltd.	1,071,532	10.71	1,071,532	10.71	
RTM Investment & Trading Co. Ltd.	904,951	9.05	904,951	9.05	
Deepshikha Trading Co. Pvt. Ltd.	688,741	6.89	688,741	6.89	
Sonali Commercial Ltd.	562,658	5.62	562,658	5.62	
Ronson Traders Ltd.	538,463	5.38	538,463	5.38	

(d) Details of shares held by promoters:

Sr. No.	Promoter Name	No. of shares at the beginning of the year	Change during year	No. of shares at the end of the year	% of total shares	% Change during the year
Equ	ity shares of ₹ 10 each fully paid up held by					
As o	on 31 March 2025					
1	Ganges Securities Ltd.	1,283,234	-	1,283,234	12.8284%	-
2	SCM Investment & Trading Co. Ltd.	1,078,958	-	1,078,958	10.7862%	-
3	New India Retailing & Investment Ltd.	1,071,532	-	1,071,532	10.7120%	-
4	RTM Investment & Trading Co. Ltd.	904,951	-	904,951	9.0467%	-
5	Deepshikha Trading Co. Pvt. Ltd.	688,741	-	688,741	6.8853%	-
6	Sonali Commercial Ltd.	562,658	-	562,658	5.6248%	-
7	Ronson Traders Ltd.	538,463	-	538,463	5.3830%	-
8	Sidh Enterprises Ltd.	306,658	-	306,658	3.0656%	-
9	Yashovardhan Investment & Trading Co. Ltd.	304,715	-	304,715	3.0462%	-
10	Mr. Chandra Shekhar Nopany [As Trustee of Shekhar Family Trust]	246,855	7,438	254,293	2.5421%	0.0744%
11	Uttam Commercial Ltd.	167,643	-	167,643	1.6759%	-
12	Mr. Chandra Shekhar Nopany	28,468	-	28,468	0.2846%	-
13	Rajpur Farms Ltd.	15,315	-	15,315	0.1531%	-
14	Narkatiaganj Farms Ltd.	9,756	-	9,756	0.0975%	-
15	Mrs. Nandini Nopany	4,425	-	4,425	0.0442%	-
16	The Oudh Trading Co. Pvt. Ltd.	477	-	477	0.0048%	-
		7,212,849	7,438	7,220,287	72.1804%	0.0744%
As o	n 31 March 2024					
1	Ganges Securities Ltd.	1,283,234	-	1,283,234	12.8284%	-
2	SCM Investment & Trading Co. Ltd.	1,078,958	-	1,078,958	10.7862%	-
3	New India Retailing & Investment Ltd.	1,071,532	-	1,071,532	10.7120%	-
4	RTM Investment & Trading Co. Ltd.	904,951	-	904,951	9.0467%	-
5	Deepshikha Trading Co. Pvt. Ltd.	688,741	-	688,741	6.8853%	-
6	Sonali Commercial Ltd.	562,658	-	562,658	5.6248%	-
7	Ronson Traders Ltd.	538,463	-	538,463	5.3830%	-
8	Sidh Enterprises Ltd.	306,658	-	306,658	3.0656%	-
9	Yashovardhan Investment & Trading Co. Ltd.	304,715	-	304,715	3.0462%	-
10	Mr. Chandra Shekhar Nopany [As Trustee of Shekhar Family Trust]	221,039	25,816	246,855	2.4678%	0.2581%
11	Uttam Commercial Ltd.	167,643	-	167,643	1.6759%	-
12	Mr. Chandra Shekhar Nopany	28,468	-	28,468	0.2846%	-
13	Rajpur Farms Ltd.	15,315	-	15,315	0.1531%	-
14	Narkatiaganj Farms Ltd.	9,756	-	9,756	0.0975%	-
15	Mrs. Nandini Nopany	4,425	-	4,425	0.0442%	-
16	The Oudh Trading Co. Pvt. Ltd.	477	-	477	0.0048%	-
		7,187,033	25,816	7,212,849	72.1061%	0.2581%

22. Other Equity

(₹ in lakhs)

	As at	As at
	31 March 2025	31 March 2024
Capital Reserve		
Balance at the beginning of the year	1,643.35	1,643.35
Add: Adjustment for changes in ownership interests	(1.36)	-
Less: Amount attributable to Non-controlling Interest	-	-
Balance at the end of the year	1,641.99	1,643.35
Capital Redemption Reserve		
Balance at the beginning of the year	175.00	175.00
Add: Transfer from Retained Earnings	-	-
Balance at the beginning and at the end of the year	175.00	175.00
General Reserve		
Balance at the beginning and at the end of the year	324.50	324.50
Reserve Fund		
Balance at the beginning of the year	1,248.14	1,165.39
Add: Transfer from Retained Earnings	-	82.75
Balance at the end of the year	1,248.14	1,248.14
Retained Earnings		
Balance at the beginning of the year	(968.07)	71.24
Add: Adjustment for changes in ownership interests	2,144.33	-
Add / (Less): Profit / (Loss) for the year	(1,266.48)	(961.94)
Add / (Less): Remeasurement of defined benefit liability / (asset)	12.44	5.38
Less: Transfer to Capital Redemption Reserve / Reserve Fund	-	(82.75)
Balance at the end of the year	(77.78)	(968.07)
Revaluation Surplus - Land through OCI		
Balance at the beginning of the year	2,794.62	2,794.62
Add: Adjustment for changes in ownership interests	(724.18)	-
Balance at the end of the year	2,070.44	2,794.62
Equity Instruments through OCI		
Balance at the beginning of the year	42,063.22	31,311.26
Net change in fair value during the year	10,261.93	10,751.96
Balance at the end of the year	52,325.15	42,063.22
	57,707.44	47,280.76

23. Non-Controlling Interest

		(< 111 laki13)
	As at 31 March 2025	As at 31 March 2024
Total assets net of total liabilities of Morton Foods Limited		
Financial Assets	382.72	474.23
Non-financial Assets	6,760.82	6,168.94
Financial Liabilities	(3,644.15)	(4,179.61)

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
Non-financial Liabilities	(119.57)	(145.61)
Net assets	3,379.82	2,317.95
Non-Controlling Interest 48.63% (31 March 2024: 30.66%) in total assets net of total liabilities	1,643.61	710.68

24. Interest Income

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
On financial assets measured at amortised cost		
Interest on bank deposits	37.30	69.37
	37.30	69.37

25. Net gain on fair value changes

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
(A) Net Gain / (loss) on financial instruments at fair value through profit or loss		
On trading portfolio		
- Investments	-	-
- Derivatives	-	-
- Others	-	-
On financial instruments designated at fair value through profit or loss	17.55	1.05
(B) Others	-	-
Total Net gain/(loss) on fair value changes (C)	17.55	1.05
Fair value changes		
- Realised	12.44	-
- Unrealised	5.11	1.05
Total Net gain/(loss) on fair value changes (D)	17.55	1.05

26. Sale of Products

		, ,
	Year ended 31 March 2025	Year ended 31 March 2024
Finished goods *	3,133.61	2,414.05
Stock-in-trade *	1,380.02	1,460.49
	4,513.63	3,874.54
Less: Claims, Rebates, etc.	57.92	379.29
	4,455.71	3,495.25
Scrap sales	9.94	5.71
	4,465.65	3,500.96

^{*} net of returns.

Disclosure pursuant to Ind AS 115 "Revenue from Contracts with Customers":

- Nature of goods and services: MFL, being subsidiary of the Company, is engaged in manufacturing and sale of food stuff and the same is only it's reportable primary segment.
- (b) **Disaggregation of revenue:** The major operation of MFL is manufacturing and sale of food stuff, operating globally. Disaggregation of revenue from sale of product based on the geographical segment is as follows:

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
(i) Sale in India	4,465.64	3,497.34
(ii) Sale outside India	-	3.61
	4,465.64	3,500.95

Disaggregation of Revenue based on Timing of Revenue Recognition

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
(i) Goods transferred at a point in time	4,465.64	3,500.95
(ii) Goods/Services transferred over time	-	-
	4,465.64	3,500.95

Reconciliation of Revenue recongnized in the Statement of Profit and Loss with Contracted Price

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
(i) Revenue as per Contracted Price	4,523.56	3,880.24
(ii) Less: Claims, Rebates, etc.	57.92	379.29
	4,465.64	3,500.95

- (e) Contract balances: Receivables from contract with customers of MFL are included in Trade Receivables is ₹ 318.60 (31 March 2024: ₹ 435.46) (Refer Note 6 "Receivables"). Contract assets and contract liabilities with customers of MFL is `53.15 (31 March 2024: ₹ 74.13).
- No Customer individually accounted for more than 10% of the revenues from external Customer during the year except for the following:

		(
	Year ended 31 March 2025	Year ended 31 March 2024
Army Purchashse Organisation		
Amount (₹ in Lakhs)	1,127.35	739.42
% of total sales	24.98%	19.08%

27. Other Income

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Interest on refund from income tax department	4.60	0.50
Unspent liabilities, Provision no longer required and Unclaimed balances written back	11.74	3.22
Gain on cancellation of lease	2.48	-
Contingent Provision against Standard Assets written back	15.12	-
Insurance and other claims	-	2.83
	33.94	6.55

28. Finance Costs

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Interest on Borrowings (other than securities)	289.58	252.11
Interest on Subordinated Liabilities	-	3.57
Interest on Lease Liabilities [Note 39]	8.02	2.78
Interest on income tax	-	0.02
	297.60	258.48

29. Fees and Commission Expense

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Listing and other regulatory fees	7.33	7.73
Fees relating to ROC matters	1.09	0.50
	8.42	8.23

30. Cost of Materials Consumed

	Year ended 31 March 2025	Year ended 31 March 2024
Inventory of materials at the beginning of the year	49.42	60.01
Add: Purchases and procurement expenses	1,127.34	686.22
	1,176.76	746.23
Less: Inventory of materials at the end of the year	55.06	49.42
	1,121.70	696.81

31. Changes in Inventories of Finished goods, Stock-in-trade and Work-in-progress

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Inventories at the end of the year		
Finished goods	770.03	528.31
Work-in-progress	42.54	79.60
Stock-in-trade	437.18	191.26
	1,249.75	799.17
nventories at the beginning of the year		
Finished goods	528.31	730.20
Work-in-progress	79.60	129.04
Stock-in-trade	191.26	444.23
	799.17	1,303.47
Changes in inventories of Finished Goods, Stock-in-trade and work in progress	(450.58)	504.30

32. Employee Benefits Expenses

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Salaries, wages, bonus etc.	1,173.08	997.77
Contribution to provident and other funds *	87.11	68.09
Expenses related to post-employment defined benefit plans [Note 18]	9.21	10.87
Staff welfare expenses	21.82	18.10
	1,291.22	1,094.83
The amount belongs to -		
- Related parties [Note 42]	87.58	24.70
- Others	1203.64	1,070.13
	1,291.22	1,094.83

^{*} are defined contribution plans.

33. Depreciation and Amortisation

	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on Investment property [Note 11]	1.35	1.72
Depreciation on Property, plant and equipment [Note 12]	33.36	34.29
Depreciation on Right-of-use assets [Note 12]	12.86	21.63
Amortisation of Intangible Assets [Note 13]	12.33	14.29
	59.90	71.93

34. Other Expenses

(₹ in lakhs)

	Year ended 3	1 March 2025	Year ended 31	March 2024
Consumption of stores and spares		125.27		101.07
Packing materials consumed		1,002.82		645.63
Repairs and maintenance		66.32		39.43
Rent, tax and energy costs		144.95		110.07
Communication costs		-		-
Printing and stationery		7.47		3.29
Advertisement and publicity		1.24		1.23
Director's sitting fees [Note 42]		4.18		4.23
Payment to auditors				
As Auditors				
- Statutory audit	6.10		6.09	
- Limited review of quarterly results	2.89		3.51	
In other capacity				
- For certificates and other services	4.08		3.36	
Reimbursement of expenses	0.60	13.67	0.29	13.25
Legal and professional charges		66.97		64.17
Service charges		24.60		17.05
Insurance		15.39		14.89
Freight and forwarding charges		288.64		288.65
Loss on sale of Investment		662.90		-
Other selling expenses		105.65		98.60
Provision for warranties and claims		11.25		17.69
Provision for expired stock		-		202.31
Provision for bad and doubtful debts and advances		184.75		63.51
Miscellaneous expenses		229.88		174.30
		2,955.95		1,859.37

35. Tax expense

	Year ended 31 March 2025	Year ended 31 March 2024
Current tax	136.15	142.27
Provision for tax related to earlier years	(122.31)	(0.14)
Deferred tax		
Attributable to origination and reversal of temporary differences	1.06	0.27
	14.90	142.40

Reconciliation of tax expense

(₹ in lakhs)

	Year ended 31 March 2025	Year ended 31 March 2024
Profit / (Loss) before tax	(1,750.29)	(1,433.62)
Aggregated Tax using the Group's domestic tax applicable rates	(328.09)	(377.50)
Tax effect of:		
- Deferred tax expense (net of deferred tax credit) adjusted with deferred tax assets not recognised	404.77	509.85
- Amount related to earlier years	(124.79)	(0.14)
- Interest expense on Preference shares classified as subordinated liability not deductible for tax purposes	-	0.90
- Others (including permanent differences)	63.01	9.29
Total Tax expense	14.90	142.40

36. Earnings per equity share (EPS)

Basic and Diluted earnings per share

The calculations of profit attributable to equity shareholders and weighted average number of equity shares outstanding for purposes of basic and diluted earnings per share calculation are as follows:

(₹ in lakhs)

		Year ended 31 March 2025	Year ended 31 March 2024
(i)	Profit attributable to equity shareholders (₹ in lakhs)	(1,266.48)	(961.94)
(ii)	Weighted average number of equity shares for the year		
	At the beginning and at the end of the year	10,003,102	10,003,102
(iii)	Earning per equity share [Nominal value of share ₹ 10] [(i)/(ii)]		
	Basic and Diluted (₹)	(12.66)	(9.62)

There is no dilutive potential equity share.

37. Contingent Liabilities (to the extent not provided for)

			As at 31 March 2025	As at 31 March 2024
(a)		nands / claim by various Government authorities and others not acknowledged as debts contested by the subsidiary MFL: *		
	(i)	Sales tax	1.65	1.65
	(ii)	A case was filled by the ESI authorities for recovery of contribution in Allahabad High Court, pending for hearing.	4.54	4.54
			6.19	6.19

* Notes:

- (i) Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgments / decisions pending with various forums / authorities.
- (ii) The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. Also, the Company does not expect any reimbursement in respect of the above contingent liabilities.
- (iii) Sales Tax demand is pending due to non receiveing of 'F' forms from the CFA agents for the year 1993-94,1996-1997 and 1997-98.
- (iv) The case was filled due to recovery notice sent under section 5 of the Revenue Recovery Act,1950 for recovery of contribution under section 45 b of ESI Act,1939 (as amended) for the year 1976-77 and pending in Hon'ble Allahabad High Court.

(₹ in lakhs)

	As at 31 March 2025	As at 31 March 2024
(b) In case of the subsidiary MFL, bank guarantees outstanding*	153.97	153.37
(c) Uncalled Capital on partly paid shares held as investment	123.60	123.60
	277.57	276.97

* Notes:

- (i) Bank guarnatees given to Army Purchase Organisation against the Performance Bank Guarantee for the year 2022 to 2025.
- **38.** Morton Foods Limited, subsidiary of the Company, has incurred net losses during the year ended 31 March 2025 and as on 31 March 2024, its net worth has substantially eroded. However, based on the positive outlook towards the growth and the ability of the said subsidiary to continue as a going concern in the foreseeable future its financial information has been consolidated in this consolidated financial statements for the year ended 31 March 2025 on a going concern basis.

39. Lease

As Lessee

The subsidiary MFL has lease contract for one item of building used in its operations. The subsidiary's (MFL) obligation under its lease is secured by lessor's title to the leased assets.

The Subsidiary MFL measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the the incremental borrowing rate i.e. 9.25% p.a.

The carrying amount of right-of-use assets (Buildings) recognised and its movements during the year are disclosed in Note 12.

The carrying amount of lease liabilities included in Note 17 and its movements during the year are as under:

(₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Balance at the beginning of the year	11.26	35.33
Additions	110.88	-
Derecognision on cancellation	(10.38)	-
Finance cost accrued	8.02	2.78
Gain on cancellation of lease	2.48	
Payment of lease liabilities	(15.92)	(26.85)
Balance at the end of the year	106.34	11.26
Non-current	92.01	-
Current	14.33	11.26
	106.34	11.26

The maturity analysis of lease liabilities on an undiscounted basis are as under:

(₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Less than one year	14.33	11.26
One to two years	16.13	-
Two to five years	53.19	-
More than five years	82.52	-
Total	166.17	11.26

The followings are the amounts recognised during the year in profit or loss:

(₹ in lakhs)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on right-of-use assets [Note 12]	12.86	21.63
Interest on lease liabilities [Note 28]	8.02	2.78
Expenses relating to short-term and low-value leases	0.33	0.56
Gain on cancellation of lease [Note 27]	2.48	-
	23.69	24.97

There is no 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 due.

40. Segment information

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments and its operating results are reviewed regularly by the management to make decisions about resources to be allocated to the segments and assess their performance.

The Group has two reportable segments as described below, which are the Group's strategic business:

Investing Business

Consists of interest income from inter-corporate deposits and bank deposits and dividend income from investment in shares and securities.

Food Processing Business Consists of business of canned fruits and vegetables, jam, jellies, squashes and juices etc.

Particulars	As at 31 March 2025	As at 31 March 2024
Revenue from operations		
Investing Business	417.36	593.95
Food Processing Business	4,465.65	3,500.95
	4,883.01	4,094.90
Segment results		
Investing Business	(254.36)	580.85
Food Processing Business	(1,185.07)	(1,739.03)
	(1,439.43)	(1,158.18)
Less: Finance costs	297.60	258.48
Less: Other unallocable expenditure (net of unallocable income)	13.26	16.96
Profit / (Loss) before tax	(1,750.29)	(1,433.62)
Segment assets		
Investing Business	61,308.34	49,758.87
Food Processing Business	6,672.71	6,183.07
Unallocable Assets	924.46	44.98
Total assets	68,905.51	55,986.92
Segment liabilities		
Investing Business	5,230.94	3,120.48
Food Processing Business	752.86	778.52
Unallocable Liabilities	2,570.35	3,096.17
Total liabilities	8,554.15	6,995.17
Other segment information		
Capital expenditure - Property, Plant and Equipment		
Investing Business	-	-
Food Processing Business	52.00	1.19
	52.00	1.19
Depreciation and Amortisation		
Investing Business	1.34	1.72
Food Processing Business	58.56	70.21
	59.90	71.93

41. Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or

(₹ in lakhs)

	As at 31 March 2025				
Particulars	Within twelve months	After twelve months	Total		
Financial Assets:					
Cash and Cash Equivalents	832.01	-	832.01		
Bank Balances other than Cash and Cash Equivalents	230.83	-	230.83		
Receivables	274.65	53.60	328.25		
Investments	-	60,894.29	60,894.29		
Other Financial Assets	18.47	35.58	54.05		
Non-financial Assets:					
Inventories	1,568.76	-	1,568.76		
Current Tax Assets (net)	92.45	-	92.45		
Investment Property	-	49.62	49.62		
Property, Plant and Equipment	-	4,674.53	4,674.53		
Intangible Assets	-	19.77	19.77		
Other Non-financial Assets	160.35	0.60	160.95		
Total Assets	3,177.52	65,727.99	68,905.51		
Financial Liabilities:					
Payables	876.69	79.96	956.65		
Borrowings (Other than Debt Securities)	2,439.20	-	2,439.20		
Other Financial Liabilities	155.37	108.68	264.05		
Non-financial Liabilities:					
Provisions	34.41	3.17	37.58		
Deferred Tax Liabilities (net)	-	4,773.92	4,773.92		
Other Non-financial Liabilities	82.75	-	82.75		
Total Liabilities	3588.42	4965.72	8,554.15		
Net Assets [Total Assets - Total Liabilities]	(410.90)	60,762.26	60,351.36		

	Į.	As at 31 March 2024				
Particulars	Within twelve months	After twelve months	Total			
Financial Assets:						
Cash and Cash Equivalents	35.93	-	35.93			
Bank Balances other than Cash and Cash Equivalents	998.42	-	998.42			
Receivables	321.54	113.92	435.46			
Investments	-	48,583.00	48,583.00			
Other Financial Assets	51.66	12.68	64.34			
Non-financial Assets:						

(₹ in lakhs)

	A	s at 31 March 2024	
Particulars	Within twelve months	After twelve months	Total
Inventories	1,034.16	-	1,034.16
Current Tax Assets (net)	9.05	-	9.05
Investment Property	-	33.50	33.50
Property, Plant and Equipment	-	4,580.74	4,580.74
Intangible Assets	-	32.11	32.11
Other Non-financial Assets	179.11	1.10	180.21
Total Assets	2,629.87	53,357.05	55,986.92
Financial Liabilities:			
Payables	990.75	-	990.75
Borrowings (Other than Debt Securities)	3,021.00	-	3,021.00
Other Financial Liabilities	154.15	18.17	172.32
Non-financial Liabilities:			
Provisions	39.09	26.83	65.92
Deferred Tax Liabilities (net)	-	2,648.86	2,648.86
Other Non-financial Liabilities	96.32	-	96.32
Total Liabilities	4,301.31	2,693.86	6,995.17
Net Assets [Total Assets - Total Liabilities]	(1,671.44)	50,663.19	48,991.75

42. Related Party Disclosures

In accordance with the requirements of Indian Accounting Standard (Ind-AS) 24 Related Party Disclosures, names of the related parties, related party relationships, transactions and outstanding balances, where control exist and with whom transactions have been taken placed during the reported periods are:

A. Names of related parties and related party relationship

Related parties where control exist / with whom transactions have been taken during the year

Key management personnel

Ms. Shalini Nopany

Mr. Chandra Shekhar Nopany

Ms. Urvi Mittal

Mr. Arun Kumar Newar

Mr. Chhedi Lal Agarwal

Mr. Dinesh Kacholia

Mr. Suresh Kumar Khandelia

Mr. Chand Bihari Patodia

Mr. Vinayak Viswanath Kamath

Mr. Shounak Mitra

Ms. Meena Jagtiani

Mr. Deepak Kumar Sharma

Mr. Vikram Mishra

Mr. Venu Gopal Chetlur

Mr. Pradipta Kumar Sahoo

Mr. Sharavan Kumar Jain

Mr. Sugata Bhattacharya

- Chairperson / Non-Executive Director

- Non-Executive Director of a subsidiary

- Non-Executive Director of a subsidiary

Independent / Non-Executive Director

Independent / Non-Executive Director

Independent / Non-Executive Director

Independent / Non-Executive Director

- Managing Director

- Non-Executive Director of a subsidiary

- Non-Executive Director of a subsidiary

- Non-Executive Director of a subsidiary

– Chief Financial Officer

- Company Secretary

- Whole-time Director of a subsidiary (upto 31 March 2024)

- Whole-time Director of a subsidiary (w.e.f 1 April 2024)

- Chief Financial Officer of a subsidiary (w.e.f 7 Feb 2025)

- Chief Financial Officer of a subsidiary (from 6 April 2023

upto 7 Feb 2024)

The following transactions were carried out with related parties in the ordinary course of business Director's sitting fees / Remuneration to KMPs

Short term employee benefits

(₹ in lakhs)

				(₹ in lakhs)
	Year ended 31 March	Director's sitting fees	Remuneration to KMPs	Amount owed to related parties
Key management personnel				
Ms. Shalini Nopany	2025	0.30	-	-
	2024	0.20	-	-
Mr. Chandra Shekhar Nopany	2025	0.28	-	-
	2024	0.35	-	-
Ms. Urvi Mittal	2025	0.28	-	-
	2024	0.30	-	-
Mr. Arun Kumar Newar	2025	0.60	-	-
	2024	0.45	-	-
Mr. Chhedi Lal Agarwal	2025	0.60	-	-
	2024	0.45	-	-
Mr. Dinesh Kacholia	2025	0.60	-	-
	2024	0.45	-	-
Mr. Suresh Kumar Khandelia	2025	0.65	-	-
	2024	0.68	-	-
Mr. Chand Bihari Patodia	2025	0.23	-	-
	2024	0.43	-	-
Mr. Vinayak Viswanath Kamath	2025	0.25	-	-
	2024	0.28	-	-
Mr. Shounak Mitra	2025	0.19	-	-
	2024	0.35	-	-
Ms. Meena Jagtiani	2025	0.20	-	-
	2024	0.30	-	-
Mr. Sugata Bhattacharya	2025	-	24.70	1.29
	2024	-	24.70	-
Mr. Pradipta Kumar Sahoo	2025	-	82.80	4.03
	2024	-	-	-
Mr. Sharavan Kumar Jain	2025	-	4.78	2.39
	2024	-	-	-

(b) Post employment benefits

The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis.

C. Details of loans, investments and guarantee covered under Section 186(4) of the Companies Act, 2013

- The Company and its subsidiaries other than being registered non-banking financial company have neither given any loan nor has advanced any amount during the year ended 31 March 2025 and during the year ended 31 March 2024.
- Particulars of investments as required under Section 186(4) of the Companies Act, 2013 have been disclosed in Note 7.

D. Terms and conditions of transactions with related parties

- The transactions with related parties have been entered at an amount which are not materially different from those on normal commercial terms.
- (ii) No amount is outstanding or receivable and no guarantees have been given or received.
- (iii) For the year ended 31 March 2025, the Group has not recorded any impairment of receivables relating to amounts owed by a related parties. This assessment is undertaken in each financial year through examining the financial position of the related parties and the market in which the related party operates.
- (iv) The sitting fees of directors is determined by the Nomination & Remuneration Committee having regard to the performance of individuals and market trends.

43. Financial instruments - fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities:

		Carryin	g amount		
Particulars	FVTPL	FVOCI	Amortised	Total carrying	Fair value
	FVIFL	rvoci	cost	amount	
As at 31 March 2025					
Financial assets					
Investments - Quoted	-	45,150.74	-	45,150.74	45,150.74
Investments - Unquoted	-	15,678.28	-	15,678.28	15,678.28
Investments - Mutual funds	65.26	-	-	65.26	65.26
Cash and cash equivalents	-	-	832.01	832.01	832.01
Bank Balances other than Cash and cash equivalents	-	-	230.83	230.83	230.83
Receivables	-	-	328.25	328.25	328.25
Investment in Government Securities	-	-	0.01	0.01	0.01
Other financial assets	-	-	54.05	54.05	54.05
	65.26	60,829.02	1,445.15	62,339.43	62,339.43
Financial liabilities					
Payables	-	-	956.65	956.65	956.65
Borrowings (Other than Debts Securities)	-	-	2,439.20	2,439.20	2,439.20
Other financial liabilities	-	-	264.05	264.05	264.05
	-	-	3,659.90	3,659.90	3,659.90
As at 31 March 2024					
Financial assets					
Investments - Quoted	-	36,366.98	-	36,366.98	36,366.98
Investments - Unquoted	-	11,914.95	-	11,914.95	11,914.95
Investments - Mutual funds	301.06	-	-	301.06	301.06
Cash and cash equivalents	-	-	35.93	35.93	35.93
Bank Balances other than Cash and cash equivalents	-	-	998.42	998.42	998.42
Receivables	-	-	435.46	435.46	435.46
Investment in Government Securities	-	-	0.01	0.01	0.01
Other financial assets	-	-	64.34	64.34	64.34
	301.06	48,281.93	1,534.16	50,117.15	50,117.15

(₹ in lakhs)

Particulars	FVTPL		Amortised cost	Total carrying amount	Fair value
Financial liabilities					
Payables	-	-	990.75	990.75	990.75
Borrowings (Other than Debts Securities)	-	-	3,021.00	3,021.00	3,021.00
Other financial liabilities	-	-	172.32	172.32	172.32
	-	-	4,184.07	4,184.07	4,184.07

The management assessed that cash and cash equivalent, receivables, loans and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The following methods and assumptions were used to estimate the fair values:

- The fair value of the quoted investments are based on market price at the respective reporting date.
- The fair value of the unquoted investments is based on independent valuation report, using adjusted net assets method.

Measurement of fair values

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

The Group has established the following fair value hierarchy that categories the value into 3 levels.

Financial assets and liabilities measured at fair value - recurring fair value measurements as under:

(₹ in lakhs)

Particulars	Note	Level 1	Level 2	Level 3	Total
As at 31 March 2025					
Investments - Quoted	7	45,150.74	-	-	45,150.74
Investments - Unquoted	7	-	-	15,678.28	15,678.28
Investments - Mutual funds	7	65.26	-	-	65.26
As at 31 March 2024					
Investments - Quoted	7	36,366.98	-	-	36,366.98
Investments - Unquoted	7	-	-	11,914.95	11,914.95
Investments - Mutual funds	7	301.06	-	-	301.06

Financial risk management C.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk (i)
- (ii) Liquidity risk
- (iii) Market risk

Risk management framework

The Group's principal financial liabilities includes payable, borrowings (other than debt securities), deposits, subordinated liabilities and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include cash and cash equivalents, bank balances other than cash and cash equivalents, receivables, loans, investments and other financial assets that derive directly from its operations.

The Board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal auditor undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Group's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Group's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group's activities.

Credit risk (i)

Credit risk is the risk of financial loss of the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group receivables from customers. The Group has no significant concentration of credit risk with any counterparty. The carrying amount of financial assets represent the maximum credit risk exposure. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry also has an influence on credit risk assessment. Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to the customer credit risk management. The Group uses financial information and past experience to evaluate credit quality of majority of its customers. Outstanding receivables and the credit worthiness of its counter parties are periodically monitored and taken up on case to case basis. There is no material expected credit loss based on the past experience. However, the Group assesses the impairment of receivable on case to case basis and has accordingly created loss allowance on receivables.

Exposure to credit risks

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry. The Group evaluates the concentration of risk with respect to receivables as low, as the Group's income are mostly on cash.

The Group's exposure to credit risk for receivables by type of counterparty is as follows.

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Government entities	239.94	308.93
Others	88.31	126.53
	328.25	435.46

Receivables are primarily unsecured and are derived from revenue earned from customers. Credit risk is managed through credit approvals, establishing credit limits and by continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. As per simplified approach, the Group makes provision of expected credit loss on trade receivables using a provision matrix to mitigate the risk of default payments and makes appropriate provisions at each reporting date whenever is for longer period and involves higher risk. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the credit loss allowance for receivables.

Ageing of trade receivables is disclosed in Note 6.

During the year, the Subsidiary MFL has made the provision of Rs 91.80 lakhs (31st March, 2024: Rs 63.51) towards doubtful debts, not written off and the Subsidiary MFL is exploiting all means to recover the same. The Subsidiary's management also pursue all legal option for recovery of dues, wherever necessary based on its internal assessment.

As at 31 March 2025

(₹ in lakhs)

Particulars	0-180 Days	181-365 Days	1-2 Years	2-3 Years	>3 Years	Total
Gross Carrying Amount	242.60	29.49	36.39	63.81	68.05	440.34
Loss Allowance	-	-	16.55	37.20	67.99	121.74
Expected Credit Loss Rate (Average) (%)	0.00%	0.00%	45.47%	58.30%	99.91%	27.65%
Expected Credit Loss	-	-	16.55	37.20	67.99	121.74

As at 31 March 2024

(₹ in lakhs)

Particulars	0-180 Days	181-365 Days	1-2 Years	2-3 Years	>3 Years	Total
Gross Carrying Amount	288.08	33.46	67.57	44.95	31.34	465.40
Loss Allowance	-	-	-	14.27	15.67	29.94
Expected Credit Loss Rate (Average) (%)	0.00%	0.00%	0.00%	31.75%	50.00%	6.43%
Expected Credit Loss	-	-	-	14.27	15.67	29.94

The Group's management also pursue all legal option for recovery of dues, wherever necessary based on its internal assessment.

(ii) Liquidity risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. Processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Exposure to liquidity risks

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(₹ in lakhs)

	Carrying amount	Total		1 to 2 years	2 to 5 years	More than 5 years
As at 31 March 2025						
Payables	956.65	956.65	876.70	10.53	62.70	6.73
Borrowings (Other than Debts Securities)	2,439.20	2,439.20	2,439.20	-	-	-
Lease liabilities	106.34	166.17	14.33	16.13	53.19	82.52
Other financial liabilities*	157.71	157.71	141.04	-	-	16.67
	3,659.90	3,719.73	3,471.27	26.66	115.89	105.92

(₹ in lakhs)

	Carrying amount	Total	Less than 1 years	1 to 2 years	2 to 5 years	More than 5 years
As at 31 March 2024						
Payables	990.75	990.75	754.25	235.25	1.25	-
Borrowings (Other than Debts Securities)	3,021.00	3,021.00	3,021.00	-	-	-
Lease liabilities	11.26	11.26	11.26	-	-	-
Other financial liabilities*	161.06	161.06	142.89	5.00	-	13.17
	4,184.07	4,184.04	3,929.37	240.25	1.25	13.17

^{*} including estimated finance cost including dividend.

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, regulatory changes, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and payables.

Foreign currency risks

All transactions of the Group are in Indian currency, consequently the Group is not exposed to foreign currency risk. The Group has no outstanding foreign currency exposure or related derivative contract.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group exposure to the risk of changes in market interest rates relates primarily to the Group's long term and short term borrowing with floating interest rates. The Group constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost.

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow interest rate risk.

Currently the Group's borrowings are within acceptable risk levels, as determined by the management, hence the Group has not taken any swaps to hedge the interest rate risk.

Exposure to interest rate risks

The interest rate profile of the Group's interest bearing financial instruments at the end of the reporting period are as follows:

(₹ in lakhs)

Particulars	As at 31 March 2025	As at 31 March 2024
Fixed rate instruments		
Financial assets	230.83	998.42
Financial liabilities	958.00	1,550.00
Variable rate instruments		
Financial assets	-	-
Financial liabilities	1,481.20	1,471.00

Cash flow sensitivity analysis

Fixed rate instruments that are carried at amortised cost are not subject to interest rate risk for the purpose of sensitive analysis.

	Profit o	or loss	Equity, net of tax		
	Strengthening	Weakening	Strengthening	Weakening	
31st March, 2025					
Variable rate instruments	(7.41)	7.41	(5.48)	5.48	
31st March, 2024					
Variable rate instruments	(7.36)	7.36	(5.45)	5.45	

Equity risk

The Group's quoted equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The senior management reviews and approves all equity investment decisions.

Sensitivity analysis

Investment in equity instruments (Quoted) of the Group are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India. The table below summaries the impact of increase / decrease of the Nifty 50 index on the Group's equity and profit for the period. The analysis is based on the assumption that the BSE / NSE had increased / decreased by 10% with all other variables held constant, and that all the Group's equity instruments moved in line with the index.

Particulars	Profit or los	s before tax	Equity, net of tax		
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	
BSE / NSE - increase by 10%	4,515.07	3,636.70	3,869.41	3,220.66	
BSE / NSE - decrease by 10%	(4,515.07)	(3,636.70)	(3,869.41)	(3,220.66)	

Regulatory risk

The Group's operations is significantly regulated by neither by Central Government nor by State Government. Hence, Regulatory risk to the Group is very low.

44. Capital management

The primary objectives of the Group's capital management policy are to ensure that the Group complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Group manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

45. Statutory Group Information

Name of the contribution to Comme	Net Assets i.e. Total assets minus total liabilities Share in profit / (loss)		Share in comprehensi [OC	ve income	Share in total comprehensive income [TCI]			
Name of the entity in the Group	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit or loss	Amount (₹ in Lakhs)	As % of consolidated OCI	Amount (₹ in Lakhs)	As % of consolidated TCI	Amount (₹ in Lakhs)
Parent:								
Palash Securities Limited								
As at / for the year ended 31 March 2025	0.94%	567.77	1.37%	(24.19)	0.30%	31.30	0.09%	7.11
As at / for the year ended 31 March 2024	1.23%	604.70	(1.04%)	16.38	0.63%	68.09	0.93%	84.47
Subsidiaries (Indian):								
Morton Foods Limited								
As at / for the year ended 31 March 2025	2.88%	1,736.22	56.22%	(992.32)	0.12%	12.44	(11.50%)	(979.87)
As at / for the year ended 31 March 2024	3.28%	1,607.28	88.11%	(1,388.57)	0.05%	5.38	(15.06%)	(1,383.19)
Champaran Marketing Company Limited								
As at / for the year ended 31 March 2025	20.84%	12,574.78	0.76%	(13.50)	40.17%	4,129.42	48.31%	4,115.92
As at / for the year ended 31 March 2024	17.03%	8,341.17	(5.26%)	82.96	15.57%	1,673.80	19.12%	1,756.76
Hargaon Investment & Trading Company Limited								
As at / for the year ended 31 March 2025	46.65%	28,155.79	5.71%	(100.79)	33.15%	3,408.19	38.83%	3,307.40
As at / for the year ended 31 March 2024	50.76%	24,867.47	(15.17%)	239.19	57.53%	6,190.29	70.01%	6,429.49
OSM Investment & Trading Company Limited								
As at / for the year ended 31 March 2025	25.90%	15,632.26	7.52%	(132.73)	26.19%	2,693.02	30.06%	2,560.29
As at / for the year ended 31 March 2024	26.15%	12,811.58	(5.65%)	89.12	26.21%	2,819.78	31.67%	2,908.89
Hargaon Properties Limited								
As at / for the year ended 31 March 2025	0.07%	40.93	0.17%	(2.95)	-	-	(0.03%)	(2.95)
As at / for the year ended 31 March 2024	0.10%	48.87	0.06%	(1.02)	-	-	(0.01%)	(1.02)
Minority Interest in Subsidiary (Indian)								
Morton Foods Limited								
As at / for the year ended 31 March 2025	2.72%	1,643.61	28.25%	(498.71)	0.07%	8.28	-5.76%	(490.43)
As at / for the year ended 31 March 2024	1.45%	710.68	38.96%	(614.08)	0.02%	2.38	-6.66%	(611.70)
Total								
As at / for the year ended 31 March 2025	100.00%	60,351.36	100.00%	(1,765.19)	100.00%	10,282.65	100.00%	8,517.47
As at / for the year ended 31 March 2024	100.00%	48,991.75	100.01%	(1,576.02)	100.01%	10,759.72	100.00%	9,183.70

46. Compliance with Audit Trail for Accounting Software

The Subsidiary MFL uses a widely adopted international ERP system for its accounting functions, which includes an audit trail (edit log) feature. This feature was enabled and operational at the application level throughout the financial year for all relevant transactions. However, the audit trail was not enabled at the database level to capture direct data changes. To the best of our knowledge and belief, there were no instances of tampering with the audit trail at the application level during the year.

Additionally, the Subsidiary MFL used a third-party payroll software, FactoHR, during the year, which was discontinued at the end of the financial year. Due to the discontinuation and lack of access to the software and its backend, we are unable to confirm whether the audit trail feature was operational throughout the year or whether any tampering occurred.

47. The previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

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

As per our report of even date attached

For Agrawal Subodh & Co.

Chartered Accountants ICAI Firm's Registration No.: 319260E

Prosanta Mukherjee

Partner

Membership No.: 053651

Place: Kolkata Date: 15 May 2025 For and on behalf of the Board of Directors

Chand Bihari Patodia Managing Director

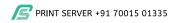
DIN: 01389238

Vikram Kumar Mishra **Company Secretary**

Shalini Nopany Director DIN: 00077299

Deepak Kumar Sharma

Chief Financial Officer



If undelivered, please return to



PALASH SECURITIES LIMITED

CIN: L74120UP2015PLC069675

Birla Building 5th Floor 9/1 R.N. Mukherjee Road Kolkata 700 001 Telephone: +91 33 2243 0497/8 Fax: +91 33 2248 6369 Email: birlasugar@birla-sugar.com | Website: www.birla-sugar.com

PALASH SECURITIES LIMITED

CIN: L74120UP2015PLC069675

Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin - 261 121 Email: palashsecurities@birlasugar.org Website: www.birla-sugar.com Phone (05862) 256220 Fax (05862) 256225

NOTICE

Notice is hereby given that the 11th Annual General Meeting (AGM) of the members of PALASH SECURITIES LIMITED ("the Company") will be held on Wednesday, September 24, 2025 at 11.00 A.M. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt:
- the Audited Standalone Financial Statements of the a) Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.
- To appoint a Director in place of Ms. Shalini Nopany (DIN: 00077299), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

To appoint Secretarial Auditor and 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 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company

be and is hereby accorded for appointment of Messrs M R & Associates, Company Secretaries, Kolkata, (Firm Registration Number P2003WB008000) as the Secretarial Auditor of the Company for a period of 5 (five) years, commencing on 1st April, 2025, until 31st March, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-ofpocket expenses payable to them during their tenure as the Secretarial Auditor of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

4. To approve sale of equity shares of Morton Foods Limited, Material Subsidiary of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 24(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations"), applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and such other approval(s), consent(s) and permission(s) from the appropriate authorities to the extent applicable and

necessary, the consent of the Company be and is hereby accorded, to the Board of Directors of the Company ("the Board" which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution), to sell 7,44,700 equity shares held in Morton Foods Limited, a material subsidiary of the Company, in one or more tranches, to Ganges Securities Limited and Uttam Commercial Limited at a price of ₹25 per share in the off market trade during the F.Y.2025-26 aggregating to an amount of ₹1,86,17,500/- resulting in reduction of its shareholding to less than or equal to fifty percent or cease the exercise of control over the subsidiary the details of which are set out in the explanatory statement of this Notice;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of the Company, be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements / undertakings as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

To approve material related party transactions between Morton Foods Limited, a Material Subsidiary with the related parties of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related

Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to Morton Foods Limited ('MFL'), a material Subsidiary of the Company, to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) by way of Inter-corporate Deposit for an aggregate sum not exceeding ₹15 Crores in one or more tranches from any and/or in any combination, with Ganges Securities Limited, Yashovardhan Investment & Trading Co. Ltd and Ronson Traders Limited, related parties of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations and SIL Investments Limited, an entity where the promoter or promoter group has concern and interest, on such terms and conditions as set out in the Explanatory Statement annexed hereto, provided that the transactions so carried out shall at all times be on an arm's length basis and in the ordinary course of business;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved and confirmed in all respects;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

6. To approve material related party transactions between the Company and its related parties and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) and such other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act")

read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the Board of Directors of the Company ("the Board" which term shall include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including powers conferred by this resolution), to sell 7,44,700 equity shares held in Morton Foods Limited, a material subsidiary of the Company, in one or more tranches, to Ganges Securities Limited and Uttam Commercial Limited, related parties of the Company within the meaning of Regulation 2(1)(zb) of the Listing Regulations, at a price of ₹25/- per share in the off market trade during the F.Y.2025-26 aggregating to an amount of ₹1,86,17,500/- the details of which are set out in the explanatory statement of this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements / undertakings as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.

Place: Kolkata

Dated: May 15, 2025

By Order of the Board Directors For Palash Securities Limited

Vikram Kumar Mishra

Company Secretary

FCS: 11269

NOTES:

- Pursuant to General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA), Circular dated October 3, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 11th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.
- 2. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), MCA Circulars and SEBI Circulars, the 11th AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facilities in respect of:
 - (a) voting through remote e-voting;
 - (b) participation in the AGM through VC/ OAVM facility;
 - e-voting during the AGM.

The registered office of the Company shall be deemed to be the venue for the AGM.

- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
- As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the matters of Special Business as appearing at Item No. 3 to Item No. 6 of the Notice is considered to be unavoidable by the Board and hence, forming part of this Notice.

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out material facts concerning the business under Item No. 3 to Item No. 6 forms part of this Notice.
- 6. Additional information, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking appointment/ re-appointment at this AGM is furnished as Annexure to this Notice.
- 7. In terms of the MCA Circular No. 14/2020 dated April 08, 2020 and SEBI Circular No. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, the requirement of sending Proxy Forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of the SEBI Listing Regulations, has been dispensed with. Therefore, the facility to appoint Proxy by the members will not be available and consequently, the Proxy Form and Attendance Slip are not annexed to this notice convening the 11th AGM of the Company (the "Notice").
- 8. 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 Scrutinizer by email through its registered email address to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in
- MUFG Intime India Private Limited (formerly 'Link Intime India Private Limited') having its office at Rasoi Court, 5th Floor, 20, Sir R N Mukherjee Road, Kolkata - 700 001 acts as the Registrar and Share Transfer Agent ("RTA") of the Company.
- 10. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

- 11. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
- 12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- 13. 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.
- 14. 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, the Member may submit the same in Form ISR- 3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at https://www.birla-sugar. <u>com/Shareholders-Info-1/Palash-Downloads</u>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at kolkata@in.mpms.mufg.com in case the shares are held in physical form, quoting your folio no(s).

- 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 demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4/ ISR-5(for transmission) the format of which is available on the Company's website at https://www.birla-sugar. com/Shareholders-Info-1/Palash-Downloads and on the website of the Company's RTA at https://www.in.mpms. mufg.com. It may be noted that any service request can be processed only after the folio is KYC compliant.
- 16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the guorum under Section 103 of the Companies Act, 2013.
- 18. The Share Transfer Books and Register of Members of the Company will remain closed from Thursday, September 18, 2025 to Wednesday, September 24, 2025 (both days inclusive) for the purpose of the AGM.
- In compliance with the aforesaid MCA Circulars and Securities and Exchange Board of India ("SEBI") circular dated May 12, 2020 and May 13, 2022 ("SEBI Circulars"), Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.birlasugar.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively

and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

- 20. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 17, 2025 through email on palashsecurities@ birlasugar.org. The same will be replied by the Company suitably.
- 21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by the members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to palashsecurities@ birlasugar.org by mentioning their Name and Folio No. / DP ID and Client ID.
- 22. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 23. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSDPoD1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/ MIRSD/MIRSDRTAMB/P/ CIR/2021/655 and SEBI/HO/MIRSD/ MIRSDRT AMB/P/ CIR/2021/687 dated November 3, 2021 and December

14, 2021, respectively, SEBI has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.birla-sugar.com. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

24. Instructions for e-voting and joining the AGM are as follows:

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

The remote e-voting period begins on Saturday, September 20, 2025 at 9:00 A.M. (IST) and ends on Tuesday, September 23, 2025 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 17, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Login Method Type of shareholders 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/ Individual Shareholders evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification holding securities code and generate OTP. Enter the OTP received on registered email id/mobile number and click in demat mode on login. After successful authentication, you will be redirected to NSDL Depository site wherein with NSDL. you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices. nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on 🕏 App Store Google Play

Individual
Shareholders
holding securities in
demat mode with
CDSL

- 1. Users who have opted for CDSL Easi / Easiest facility can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www. cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia. com and click on login & New System Myeasi Tab and then click on registration option.
- 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
 - Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below:

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

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

- 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select EVEN of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, 1. HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting. nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to palashsecurities@birlasugar.org
- 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to palashsecurities@birlasugar.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request 3. to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through 2. Laptops for better experience.
- Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at palashsecurities@birlasugar.org.The same will be replied by the company suitably.
- 6. Shareholders who would like to express their views/ ask guestions as a speaker at the Meeting may preregister themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at palashsecurities@birlasugar.org before September 17, 2025.No communication shall be entertained thereafter. Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. Such questions by the Shareholders shall be taken up during the AGM and suitably replied to by the Company. The Company will decide, at its due discretion, whether and how it will answer the questions. It can either club similar questions or summarize questions in the interest of the other Shareholders. The Company reserves the right to restrict the number of questions and number of Speakers, depending upon the availability of time for smooth conduct of the AGM.
- 7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Board of Directors of the Company has appointed 8. Mr. Mohan Ram Goenka (holding Membership No. FCS 4515 and Certificate of Practice No. 2551), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
- 9. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes

cast prior to the AGM) and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutiniser's 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.

- 10. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.birla-sugar.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Ltd and National Stock Exchange of India Ltd where the shares of the Company are listed.
- 11. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www. birla-sugar.com and on the website of NSDL www. evoting.nsdl.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- 12. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Audit firm for not more than two terms of 5 (five) consecutive years, subject to approval of the Shareholders at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 15, 2025, approved the appointment of Messrs MR & Associates, Company Secretaries, Kolkata, (Firm Registration Number P2003WB008000), as Secretarial Auditor of the Company for a term of 5(five) consecutive years commencing from 1st April, 2025 till 31st March, 2030 (i.e. from Financial Year 2025-26 to Financial Year 2029-30), subject to approval of shareholders at the ensuing 11th Annual General Meeting, after taking into account the eligibility of the firm's qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Messrs M R & Associates have given their consent to act as Secretarial Auditor of the Company and confirmed that their appointment (if made) would be within the prescribed limits under the Companies Act, 2013 (the Act) and Rules made thereunder and Listing Regulations, 2015. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act, Rules made thereunder and Listing Regulations, 2015.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Particulars	Details
Terms of appointment	Appointment for a term of upto 5(five) consecutive years from the conclusion of ensuing 11 th AGM till the conclusion of 16 th AGM of the Company to be held in the Year 2030 to conduct the Secretarial Audit of the Company from F.Y. 2025-26 to F.Y. 2029-30
Proposed secretarial audit fee payable to auditors	₹30,000/- (Rupees thirty thousand only) for F.Y.2025-26 plus applicable taxes and out of pocket expenses and for the remaining term i.e., financial years 2026-27 to 2029-30, the remuneration shall be mutually decided, subject to annual review.
Material change in fee payable	There is no material change in the fees payable to Messrs M R & Associates.

Basis of recommendation and auditor credentials

The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Companies Act, 2013 and Rules thereunder and Listing Regulations, 2015 with regard to experience of the partners, secretarial audits undertaken, capability, independent assessment, audit experience and evaluation of the quality of audit done in the past.

Brief Profile of Secretarial Auditor:

MR & Associates, Company Secretaries, is a leading firm of practicing Company Secretaries with over 29 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations, IBC and NCLT. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in Item No. 3.

The Board of Directors recommends the resolution at Item No. 3 for approval of the Members by way of Ordinary Resolution.

Item No. 4

Palash Securities Limited ("the Company") holds 1,33,50,000 equity shares representing 42.75% directly and 26,93,167 equity shares representing 8.62% indirectly through its wholly owned subsidiary Hargaon Investment & Trading Co. Ltd. aggregating to 1,60,43,167 equity shares constituting 51.37% of total equity share capital in Morton Foods Limited, a material subsidiary of the Company.

To unlock liquidity and generate funds to invest in other diversified strategic opportunities, the Company intends to divest its investment in Morton Foods Limited and such divestment may result in reduction of its shareholding to less than or equal to fifty percent or cease the exercise of control in Morton Foods Ltd.

Ganges Securities Limited and Uttam Commercial Limited, which are promoter group entities and related parties of the Company in terms of Regulation 2(1)(zb) of the Listing Regulations have expressed their interest to acquire the shares held by Palash Securities Limited in Morton Foods Limited.

The Audit Committee and the Board of Directors of the Company at its meeting held on 15th May, 2025 have approved the proposal with respect to sale of 7,44,700 (representing 2.38% of equity shares capital of Morton Foods Limited) at a price of ₹25/- per share (as per Valuation Report issued by Corporate Capital Ventures Private Limited, a SEBI Registered Category-I Merchant Banker having Registration No. INM0000122765) aggregating to an amount of ₹1,86,17,500/in the off market trade to Ganges Securities Limited and Uttam Commercial Limited as stated herein below:

Sr. No.	Name	No. of Shares to sell	Price per share (₹)	Value of Transaction (₹)
1.	Ganges Securities Limited	6,70,000	25	1,67,50,000
2.	Uttam Commercial Limited	74,700	25	18,67,500
	Total	7,44,700		1,86,17,500

The Board of Directors subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such other approvals, consents, permissions and sanctions as may be necessary, approved to sell the aforesaid investment in equity shares of its Material Subsidiary company i.e. Morton Foods Limited to Ganges Securities Limited and Uttam Commercial Limited which will result in reduction of its shareholding to less than or equal to fifty percent or cease the exercise of control over the subsidiary.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set forth in Item No. 4 of the Notice..

The Board of Directors recommends the resolution at Item No. 4 for approval of the Members by way of Special Resolution.

Item No. 5

Morton Foods Limited ('MFL'), a material subsidiary of Palash Securities Limited manufactures and markets canned fruits, vegetables and food products like jams, squashes, crushes, vegetable sauces, juices and breakfast cereals under the brand MORTON since 1959. MFL is in requirement of funds and hence seeks to borrow funds by way of Inter Corporate Deposits which shall be utilized to meet its requirements interalia working capital funding and general corporate purposes.

Ganges Securities Limited, Ronson Traders Limited and Yashovardhan Investment & Trading Co. Limited are part of the Promoter Group entities of the Company in terms of Regulation 2(1)(zb) of Listing Regulations. SIL Investments Limited (SIL) is deemed to be related party as per the Industry Standards pertaining to transactions with related party as prescribed by SEBI. Although the said Standards are not yet effective, the Company as a measure of good corporate governance proposes to treat SIL as a Related Party. In view thereof transactions with SIL will be termed as material related party transactions and hence the approval of the Members is being sought for the transactions as set out in item No. 5 of the Notice pursuant to the applicable provisions of the Listing Regulations, 2015.

MFL is in requirement of funds and hence seeks to borrow funds by way of Inter Corporate Deposits which shall be utilized to meet its urgent financial needs including working capital requirements of the Company.

MFL shall borrow funds by entering into related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) by way of Inter-corporate Deposit for an aggregate sum not exceeding ₹15 Crores (Rupees Fifteen Crore only) in one or more tranches, from any and/or in any combination, with the following companies (which are related parties of Palash Securities Limited or an entity where the promoter or promoter group has concern and interest) at any point of time, as and when required, from the this AGM till the AGM to be held in 2026 at an interest rate not exceeding 10% which shall be repayable on demand, for a tenure not exceeding one year

Sr. No.	Name of Company	
1	Ganges Securities Limited	
2	Yashovardhan Investment & Trading Co. Ltd	
3	Ronson Traders Limited	
4	SIL Investments Limited	

The annual consolidated turnover of the Company as on March 31, 2025 stood to ₹48.83 crores. The transactions with MFL will be termed as material related party transactions as per Listing Regulations and Company's policy on material related party transactions as the same may exceed 10% of the consolidated turnover of the Company as per last audited financials, and hence the approval of the members is being sought for material related party transactions as per Regulation 23 (4) of Listing Regulations as set out in item No. 5 of this Notice.

Further, the above proposed related party transactions as outlined in item no. 5 have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. Approval from the members is being sought at the ensuing 11th AGM.

Details of the proposed Related Party Transactions ('RPTs') between MFL and above named related parties of the Company and SIL deemed to be related party as per the Industry Standards as prescribed by SEBI including the information required to be disclosed in the Explanatory Statement pursuant to Regulation 23 of the Listing Regulations, 2015 read with the relevant SEBI Master Circulars and Industry Standards on "Minimum information to be provided for review of the Audit Committee and Members for approval of a Related Party Transaction" ('Standards') and applicable provisions of the Act, are as follows:

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Morton Foods Limited (MFL), Ganges Securities Limited (GSL), Yashovardhan Investment & Trading Co. Ltd (YITCL), Ronson Traders Limited (RTL) and SIL Investments Limited (SIL)
2.	Country of incorporation of the related party	India

Sr. No.	Particulars of the information	Information provided by the management
3.	Nature of business of the related party	MFL: The Company is in the FMCG sector and manufactures and markets canned fruits, vegetables and food products like jams, squashes, crushes, vegetable sauces, juices and breakfast cereals under the brand MORTON since 1959. MFL serves Indian Army by way of supplying various products. MFL is now focusing on modern trade through e-commerce to expand its wings and to capture market share from the competitors in this high growth potential segment.
		SIL: The Company is a Non Deposit taking-Systemically Important (ND-SI) registered with the Reserve Bank of India ('RBI') and engaged in the business of investment and lending activities.
		RTL: The Company is a NBFC Company registered with Reserve Bank of India and engaged in investment of its funds in shares, debentures, bonds etc. of Joint stock companies, mutual funds schemes, Inter corporate deposits and other deposits with Indian Companires and nationalized banks.
		YITCL: The Company is a NBFC Company registered with Reserve Bank of India and engaged in the business and investing and trading in shares, debentures, bonds etc. of Joint stock companies, units of mutual funds schemes and other securities. Thre Company also lends money to other corporates and makes deposits with banks etc.
		GSL: The Company acts as an Unregistered Core Investment Company (CIC) as per RBI guidelines. The main objective of the Company is to invest / deal in securities mainly of group companies and in immovable properties.
4.	Relationship between the listed entity/	MFL is a material subsidiary of the Company.
	subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	GSL, RTL,YITCL are part of the promoter group of the Company whereas SIL is an entity where the promoter or promoter group has concern and interest.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 0.16% in equity shares capital of GSL.
•	 Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	N.A.
	direct or indirect, in the listed entity/ subsidiary	GSL holds 12.83% in equity shares capital of the Company and 17.69% in equity shares capital of MFL. RTL holds 5.38% in equity shares capital of the Company and 8.61% ir equity shares capital of MFL.
		YITCL holds 3.05% in equity shares capital of the Company.
		SIL holds 6.71% in equity shares capital of MFL.

5. Total amount of all the transactions undertaken by the subsidiary with the following related parties during the last financial year

C No	Nature of Transactions	FY 2024-2025 (Amount in Lakhs)			
3 IVO.	Nature of Transactions	GSL	RTL	YITCL	SIL
1	Loan Taken	1148	350		
2	Loan Refunded	1950	150		
3	Allotment of Shares	500	250		282.18

6. Total amount of all the transactions undertaken by the subsidiary with the related party in the current financial year up to the guarter immediately preceding the guarter in which the approval is sought.

S. No. Nature of		Current FY 2025-26 upto Q1(Amount in Lakhs)			
5. NO.	Transactions	GSL	RTL	YITCL	SIL
1	Loan Taken	350	100		
2	Loan Refunded				

7. Any default, if any, made by a related party concerning any obligation None undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.

Amount of the proposed transactions being placed for approval in the | ₹15,00,00,000/- (Rupees Fifteen Crores)

Whether the proposed transactions taken together with the transactions 9. undertaken with the related party during the current financial year would render the proposed transaction a material RPT?

meeting of the Audit Committee/ shareholders.

immediately preceding financial year, if available.

8.

12.

Value of the proposed transactions as a percentage of the listed entity's 30.72% annual consolidated turnover for the immediately preceding financial year

Yes

Value of the proposed transactions as a percentage of subsidiary's annual 33.47% 11. standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)

Value of the proposed transactions as a percentage of the related party's

GSL - 39.49%

annual consolidated turnover (if consolidated turnover is not available,

*RTL - 99%

calculation to be made on standalone turnover of related party) for the

*YITCL - 75.84%

SIL - 27.36%

(*on basis of Standalone turnover of F.Y.2024-25)

13. Financial performance of the related party for the immediately preceding financial year:

Particulars	FY 2024-2025 (Amount in Lakhs)			
Particulars	GSL	RTL	YITCL	SIL
Turnover	786.95	1,514.78	1,977.80	4,527.55
Profit After Tax	388.54	698.06	1,278.70	2,649.39
Net worth	66,100.74	87,954.29	14,402.88	2,58,638.61

13. Specific type of the proposed transaction (e.g. sale | Borrowing in form of Inter-Corporate Deposits(ICD) of goods/services, purchase of goods/services, giving loan, borrowing etc.)

Deta	ails of each type of the proposed transaction	MFL to borrow ICD upto an aggregate sum not exceeding ₹15,00,00,000/- (Rupees Fifteen Crores) from any and/or in any combination, with GSL, RTL, YITCL and SIL, in one or more tranches from the conclusion of this Annual General Meeting (AGM) till the next AGM of the Company, but not exceeding fifteen months.
	ure of the proposed transaction (tenure in nber of years or months to be specified)	From the conclusion of this Annual General Meeting (AGM) till the next AGM of the Company, but not exceeding fifteen months.
	ether omnibus approval is being sought?	No
Valu	ue of the proposed transaction during a ncial year.	₹15,00,00,000/- (Rupees Fifteen Crores)
mor	ne proposed transaction will be executed over re than one financial year, provide estimated ak-up financial year-wise.	N.A.
	ification as to why the RPTs proposed to be ered into are in the interest of the listed entity	The Company will be benefitted with the sustainable financial stability of its subsidiary Company MFL.
mar hav	ails of the promoter(s)/ director(s) / key nagerial personnel of the listed entity who e interest in the transaction, whether directly	 Mr. Chandra Shekhar Nopany and Ms. Nandini Nopany, Promoters of the Company are the Directors in RTL. Ms. Nandini Nopany also holds Directorship in YITCL.
or ir	ndirectly.	- GSL, RTL, YITCL are the promoter group members of the Company.
	Name of the director / KMP	- Ms. Shalini Nopany, Director of the Company is Managing Director in SIL.
	 Shareholding of the director / KMP, whethe direct or indirect, in the related party 	Ms. Shalini Nopany, Chairperson and Non-Executive Director of the Company.
		Ms. Shalini Nopany holds Nil shares in related party.
repo	opy of the valuation or other external party ort, if any, shall be placed before the Audit nmittee.	N.A.
Oth	er information relevant for decision making.	N.A.
Mat	erial covenants of the proposed transaction	MFL to borrow ₹15,00,00,000/- (Rupees Fifteen Crores) to meet its urgent financial needs including working capital requirements at an interest rate not exceeding 10% which shall be repayable on demand, for a tenure not exceeding one year.
	rest rate (in terms of numerical value or base and applicable spread)	Interest rate not exceeding 10% and which shall be repayable on demand, for a tenure not exceeding one year.
Cos	t of borrowing	Nil
	e: This shall include all costs associated with borrowing	
	curity / due date	For a maximum tenure of one year from the date of disbursement.
	ayment schedule & terms	Repayable on demand for a tenure not exceeding one year.
	ether secured or unsecured	Unsecured
	ecured, the nature of security & security erage ratio	N.A.
	purpose for which the funds will be utilized by listed entity / subsidiary	To meet its urgent financial needs including working capital requirements of the Company.

Item No. 6

Palash Securities Limited ("the Company") holds 1,33,50,000 equity shares representing 42.75% directly and 26,93,167 equity shares representing 8.62% indirectly through its wholly owned subsidiary Hargaon Investment & Trading Co. Ltd. aggregating to 1,60,43,167 equity shares constituting 51.37% of total equity share capital in Morton Foods Limited, a material subsidiary of the Company.

To unlock liquidity and generate funds to invest in other diversified strategic opportunities, the Company intends to divest its investment in Morton Foods Limited and such divestment may result in reduction of its shareholding to less than or equal to fifty percent or cease the exercise of control in Morton Foods Ltd.

Ganges Securities Limited and Uttam Commercial Limited, related parties of the Company in terms of Regulation 2(1)(zb) of the Listing Regulations have expressed their interest to acquire the shares held by Palash Securities Limited in the Morton Foods Limited.

Subject to the approval of the Members of the Company, the Audit Committee and the Board of Directors of the Company at its meeting held on 15th May, 2025, have approved the proposal to sell 7,44,700 (representing 2.38%) equity shares held in Morton Foods Limited at a price of ₹25/- per shares aggregating to an amount of ₹1,86,17,500/- as per Valuation Report issued by Corporate Capital Ventures Private Limited, a SEBI Registered Category-I Merchant Banker (Registration No. INM0000122765) in the off market trade to Ganges Securities Limited and Uttam Commercial Limited who has consented to acquire the shares as stated herein below:

Sr. No.	Name	No. of Shares to sell	Price per share(₹)	Value of Transaction (₹)
1.	Ganges Securities Limited	6,70,000	25	1,67,50,000
2.	Uttam Commercial Limited	74,700	25	18,67,500
	Total	7,44,700		1,86,17,500

The Board of Directors recommends the resolution at Item No. 6 for approval of the Members by way of an Ordinary Resolution.

The Audit Committee has also noted that the relevant disclosures for decision-making on the proposal were placed before the Committee and that the promoter(s) will not derive any undue advantage from the RPT at the expense of public shareholders. The Committee has also reviewed and took note of the certificate from the Chief Financial Officer and Managing Director of the Company confirming that the RPT(s) are not prejudicial to the interest of public shareholders of the Company and nor are the terms and conditions of the proposed RPT(s) unfavorable to the Company, compared to terms and conditions, had the Company entered into similar transaction(s) with an unrelated party.

Apart from the Director and Key Managerial Personnel mentioned in the table above and / or their relatives, no other Directors or Key Managerial Personnel and / or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set forth in the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the ordinary resolution as set out in Item No. 6 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, 2015, no Related Party shall vote to approve the Resolution at Item No. 6 in the accompanying Notice, whether the entity is a Related Party to the particular transaction or not.

Sr. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Morton Foods Limited (MFL), Ganges Securities Limited (GSL), Uttam Commercial Limited (UCL)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	MFL: The Company is in the FMCG sector and manufactures and markets canned fruits, vegetables and food products like jams, squashes, crushes, vegetable sauces, juices and breakfast cereals under the brand MORTON since 1959.
		MFL serves Indian Army by way of supplying various products. MFL is now focusing on modern trade through e-commerce to expand its wings and to capture market share from the competitors in this high growth potential segment.
		GSL: The Company acts as an Unregistered Core Investment Company (CIC) as per RBI guidelines. The main objective of the Company is to invest / deal in securities mainly of group companies and in immovable properties.
		UCL: The Company is a NBFC Company registered with Reserve Bank of India and engaged in investment of its funds in shares, debentures, bonds etc. of Joint stock companies, bonds mutual funds schemes, Inter corporate deposits and other deposits with Indian Companies and nationalized banks.
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	MFL is a material subsidiary of the Company. GSL and UCL are part of the promoter group of the Company.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 0.16% in equity shares capital of GSL.
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A.
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving	17.69% in equity shares capital of MFL.
	the subsidiary).	UCL holds 1.68% in equity shares capital of the Company and 8.73% in equity shares capital of MFL.

Total amount of all the transactions undertaken by subsidiary with the related party during the last financial year. 5.

s.	Nature of Transactions	FY 2024-2025 (Amount in Lakhs)	
No. Nature of Transa	Nature of Transactions	GSL	UCL
1	Loan Taken	1148	600
2	Loan Refunded	1950	600
3	Allotment of Shares	500	375

Total amount of all the transactions undertaken by subsidiary with the related party during the current financial year.

S. No.	Nature of Transactions	Current FY 2025-2026 upto Q1 (Amount in Lakhs)	
		GSL	UCL
1	Loan Taken	350	Nil
2	Loan Refunded		

Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.

S. No.	Nature of Transactions	FY 2024-2025 (Amount in Lakhs)	
		GSL	UCL
1	Sale of Shares	Nil	50

- Total amount of all the transactions undertaken by the listed entity with the related Nil party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. Any default, if any, made by a related party concerning any obligation undertaken by it None under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year. 10. Amount of the proposed transactions being placed for approval in the meeting of the |₹186.18 Lakhs approx. Audit Committee/ shareholders. 11. Whether the proposed transactions taken together with the transactions undertaken Yes with the related party during the current financial year would render the proposed transaction a material RPT? 12. Value of the proposed transactions as a percentage of the listed entity's annual 3.81% consolidated turnover for the immediately preceding financial year Value of the proposed transactions as a percentage of subsidiary's annual standalone N.A. turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) Value of the proposed transactions as a percentage of the related party's annual GSL - 4.90% consolidated turnover (if consolidated turnover is not available, calculation to be made | *UCL - 17.66% on standalone turnover of related party) for the immediately preceding financial year, | (*on basis of Standalone turnover of F.Y.2024-25) if available.
- 15. Financial performance of the related party for the immediately preceding financial year:

s.	Doublesdays	FY 2024-2025 (Amount in Lakhs)	
No.	Particulars	GSL	UCL
1	Turnover	786.95	1,054.33
2	Profit After Tax	388.54	726.13
3	Net worth	66,100.74	7,165.25

		,
6.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Equity Shares held in Morton Foods Limited.
7.	Details of each type of the proposed transaction	The Company proposes to sell 7,44,700 equity shares held in Morton Foods Limited at a price of ₹25/- per shares in the off market trade during the F.Y.2025-26 to GSL and UCL at an aggregate amount of ₹186.18 Lakhs approx.
		The Company to sell 6,70,000 Equity Shares to GSL and 74,700 Equity Shares to UCL respectively.
8.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	During the F.Y. 2025-26
9.	Whether omnibus approval is being sought?	No
20.	Value of the proposed transaction during a financial year.	₹186.18 Lakhs (approx)
	If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	N.A.

to invest
ties. nto other ly aligned ompany's all capital
. Nandini pany. Ms. UCL. members
nd Non-
erch, 2025 es Private Merchant 65)
s to invest ties.
ly ali omp all ca s. Na pany UCL men nd

26. Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:

(Amount in Lakhs)

Particulars	FY 2024-2025	FY 2023-2024	FY 2022-2023
Turnover	4,465.64	3,500.95	4,538.41
Net worth	(650.57)	(1,712.44)	(282.44)
Net Profit	(1,491.03)	(2,002.66)	(2,199.04)

27. Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.

a.	•	Post sale transaction, MFL will become an Associate of Palash
b.	expected impact on het worth	Securities Limited and accordingly Indian Accounting Standard (Ind AS) 28 with respect to Investments in Associates and Joint Ventures
c.	Francisco de la francia de la constancia Central Centr	will be applicable.

By Order of the Board Directors For Palash Securities Limited

Vikram Kumar Mishra

Company Secretary

FCS: 11269

Dated: May 15, 2025

Place: Kolkata

Particulars of Director(s) seeking appointment / re-appointment at the 11th Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India]

NI.	A. C. P. A.
Name	Ms. Shalini Nopany
DIN	00077299
Date of Birth	13.03.1968
Nationality	Indian
Brief Profile covering experience	Ms. Shalini Nopany holds a Honours Degree in Bachelor of Commerce from University of Delhi and Masters of Business Administration from the University of Pittsburgh, USA. She is an eminent business personality and due to her wide experience in the field of business administration occupies position of Director in several companies including with Indian Chamber of Commerce.
Date of first appointment on the Board	02.08.2016
Terms & Conditions of appointment/re-appointment	Liable to retire by rotation
Key Managerial Personnel	None
Shareholding	Nil
Detail of Remuneration sought to be paid	Entitled to sitting fees for Board/Committee Meetings.
Last drawn Remuneration	Sitting Fees of ₹30,000/- was paid during the F.Y. 2024-25 for attending the Board Meetings.
No of meetings of the Board attended during the financial year (2024-25)	6
Directorships in other public	1. New India Retailing & Investment Limited
companies	2. SIL Investments Limited
	3. SCM Investment & Trading Co. Ltd
	4. RTM Investment & Trading Co. Ltd
	5. Sidh Enterprises Limited
	6. Nilgiri Plantations Limited
Chairmanship/Memberships of the Committees of other	Member of Nomination & Remuneration Committee of New India Retailing & Investment Limited.
Companies	2. Member of Stakeholders' Relationship Committee of New India Retailing & Investment Limited.
	3. Member of Corporate Social Responsibility Committee of SIL Investments Limited.
The Listed entity from which Director has resigned in last three years	None

Notes	