



Date: 2<sup>nd</sup> June 2025

To,

**National Stock Exchange of India Limited  
("NSE"),**  
The Listing Department  
"Exchange Plaza", 5<sup>th</sup> Floor  
Plot No. C/1, G Block, Bandra-Kurla Complex  
Bandra (East), Mumbai – 400 051.  
**NSE Symbol: SULA**  
**ISIN: INE142Q01026**

To,

**BSE Limited ("BSE"),**  
Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Ring,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.  
**BSE Scrip Code: 543711**  
**ISIN: INE142Q01026**

Dear Sir/Madam,

**Sub: 1. Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"): Electronic copy of Notice of the 22<sup>nd</sup> Annual General Meeting and Annual Report for the Financial Year 2025.**

**2. Intimation of cut-off date of 18<sup>th</sup> June 2025 to determine the eligibility of the members to cast their vote through remote e-voting and e-voting during the 22<sup>nd</sup> Annual General Meeting**

This is further to our letter dated 8<sup>th</sup> May 2025 regarding convening of the 22<sup>nd</sup> Annual General Meeting of the Company ("22<sup>nd</sup> AGM") on Thursday, 26<sup>th</sup> June 2025 through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) facility.

Please find enclosed electronic copy of Notice of the 22<sup>nd</sup> AGM and the Annual Report for the Financial Year 2025 including the Audited Financial Statements for the year ended 31<sup>st</sup> March 2025 ("Annual Report"), being sent by email to those members whose email address are registered with the Company/ Depository Participants(s). Members whose email addresses are not registered will receive a web-link to the Annual Report by way of letter in terms of Listing Regulations. The Notice of the 22<sup>nd</sup> AGM and the Annual Report are also available on the website of the Company at <https://sulavineyards.com/files/0625/Annual%20Report%2024-25.pdf>

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), the Company has fixed 18<sup>th</sup> June 2025 as the cut-off date to determine the eligibility of the members to cast their vote by electronic means and e-Voting during the 22<sup>nd</sup> AGM scheduled to be held on Thursday, 26<sup>th</sup> June 2025 through VC/ OAVM facility.

Thanking you,

Yours Faithfully,  
**For Sula Vineyards Limited**

**Shalaka Koparkar**  
**Company Secretary and Compliance officer**  
**Membership No. A25314**  
**Encl: as above**



**Sula Vineyards Limited**

(formerly known as Sula Vineyards Private Limited)

**Regd. Office:** 901, Solaris One, N.S. Phadke Marg, Andheri (E), Mumbai 400069, Maharashtra, India.

Tel: 022-6128 0606/607 Email: [info@sulawines.com](mailto:info@sulawines.com) CIN: L15549MH2003PLC139352

**Winery:** Gat 36/2, Govardhan Village, Gangapur-Savargaon Road, Nashik 422 222, Maharashtra, India Tel: +91 253 3027777/701  
[www.sulavineyards.com](http://www.sulavineyards.com)



**SULA**  
VINEYARDS

# PIONEER. INNOVATOR. LEADER.

Continuing to lead India's Wine Market  
with Superior Quality and Innovation

Sula Vineyards Ltd  
Annual Report FY 2024-25



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## Notice to Annual General Meeting



To know more about the company, log on to <https://sulavineyards.com>



Scan the QR Code to view the report online



# PIONEER.

**25+ Years of Operations** One of the first wine companies launched in India when Rajeev Samant (Founder & CEO) launched his first vineyard in 1996. Sula has since played a pivotal role in revolutionising India's wine industry.

# INNOVATOR.

**Wide & Diverse Portfolio of 50+ labels across price points and varietals.** Constant focus on innovation and new product development with new wine labels and varietals launched each year.

# LEADER.

**#1 Wine Company in India with 60%+ market share in Domestic Elite & Premium Category**





# 1,070,000+

Cases produced and sold of our Own Brands

## ABOUT US

Sula Vineyards is India's leading wine producer, with a passion for creating premium wines. Sula has wineries in Maharashtra and Karnataka, India's premier grape growing regions. The Company has achieved significant success in the Indian wine industry and is widely recognised for its excellent quality, innovation and sustainable practices.

Rajeev Samant set up the first vineyard of Sula almost 3 decades back in Nashik in 1996 and has played a pivotal role in revolutionising India's wine industry. Over the years, the Company has grown into a one of the most recognized Alcobev brands and almost synonyms with wine in India.

Sula Vineyards Limited is India's largest wine company, commanding over 60% share in the elite & premium category of the domestic wine market. With an expansive portfolio of 60+ labels across various price points and a thriving wine tourism business - including a luxurious resort and wine-themed restaurants in Nashik and near Bangalore - SULA has established itself as the preferred wine brand for discerning Indians.

With five state-of-the-art wineries and 2800+ acres of contracted vineyards in Maharashtra and Karnataka, Sula crafts authentic, artisanal wines, producing and distributing over 1 million cases across India annually. We introduced the country's first Wine Tasting Room in 2005 and opened India's first vineyard resort in 2010, which today welcomes over 330,000+ visitors each year.

### Key highlights

**2,800+**  
Acres of vineyards

**18.2**  
Million litres winery capacity

**65%+**  
Of energy consumed comes from our own solar panels

**355K+**  
Followers across social media, making us the most followed wine company in India and one of the top globally.

**60%+**  
Market Share in Grape Wine Under Domestic Elite & Premium Category  
(Source: 'Industry Report on Indian wine Retail', Technopak)

**25,000+**  
Points of Sale (POS) across India

Present across  
**23**  
Indian states and 7 UTs



Note: 1 Case contains 12 wine bottles of 750 ML (9 liters)



# OUR JOURNEY



1996

Rajeev setup the first vineyard in Nashik



2000

Produced Sula's first bottle of wine



2005

Built India's first wine tasting room at our Nashik winery



2008

Organised SulaFest - India's first wine themed music festival  
Opened the country's first vineyard resort



2009

Became the market leader in the Indian wine industry in terms of sales volume as well as value



2012

Crossed 50% market share in domestic 100% grape wine market



2016

Sula's Shiraz Cabernet became India's best-selling domestic 100% grape wine



2025

Brought back SulaFest (14th Edition) after 5 years - SulaFest'25 was a huge success with 10,000+ delighted attendees. Launched a new wine - Sula Merlot; first in Sula Classics range after a decade.



2024

Revenue Share of Elite & Premium cross 75% mark. Wine Tourism business recorded its highest ever footfalls of 3.8+ lakhs.



2022

Got listed on NSE and BSE, only Indian wine company currently listed on stock exchanges



2021

Acquired York Winery (based in Maharashtra)



2020

Launched Dia, India's first wine-in-a-can



2019

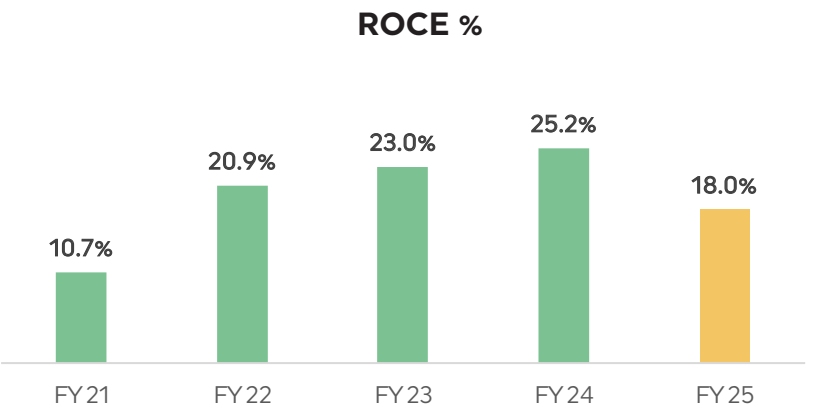
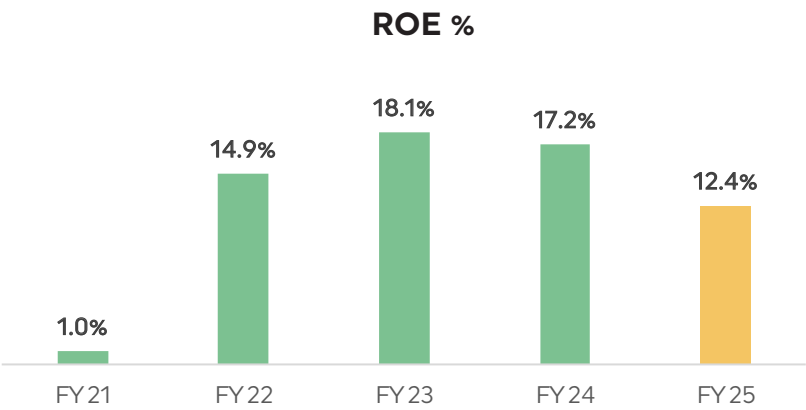
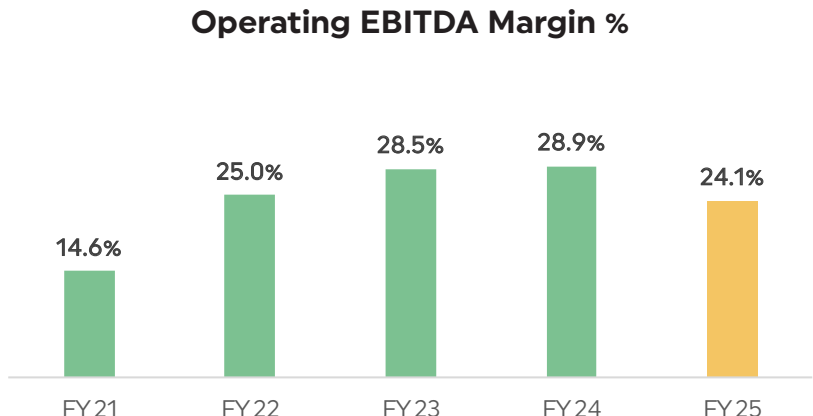
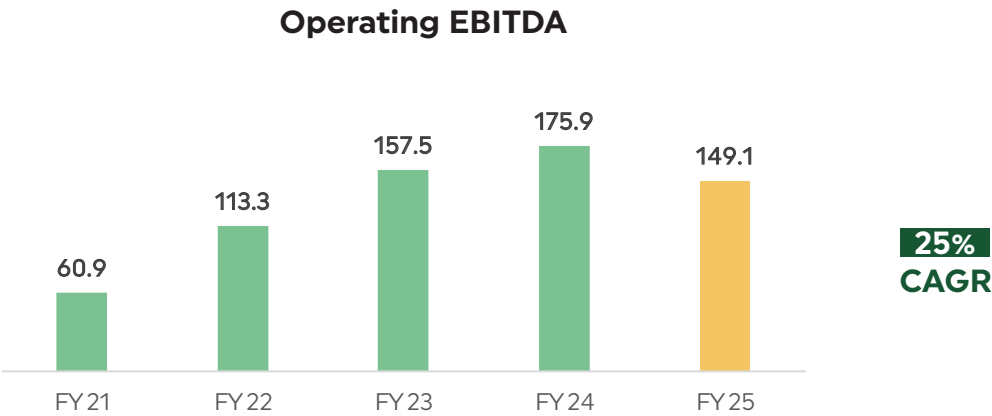
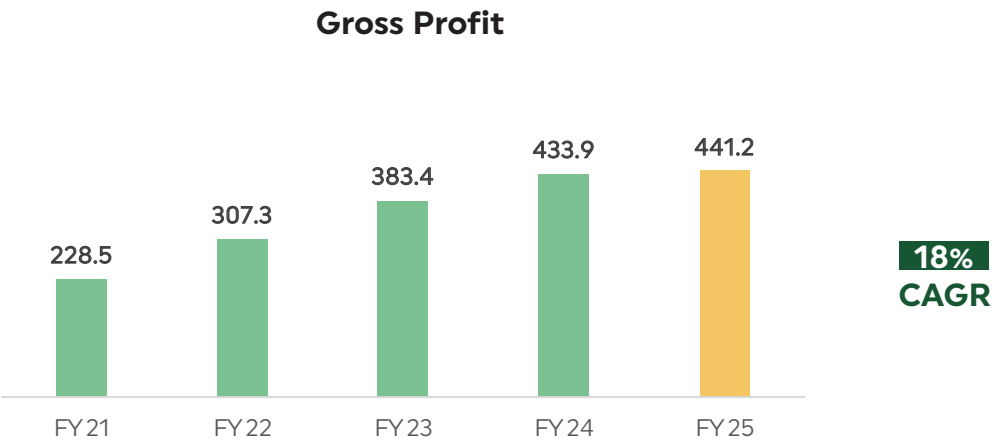
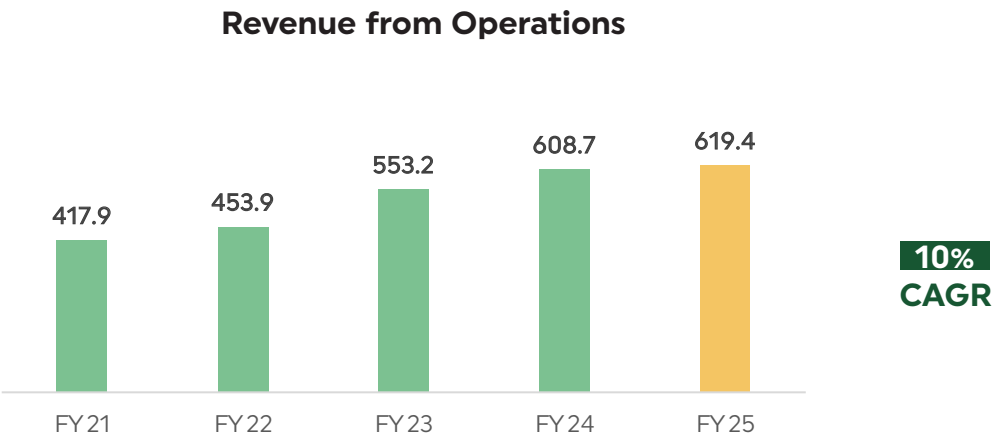
Crossed 60% market share by value in Elite and Premium wines category



2017

Acquired Heritage Winery (based in Karnataka)

# A Track Record of Robust Performance





# Message From The FOUNDER & CEO



**Rajeev Samant**  
Founder and CEO

## DEAR SHAREHOLDERS

FY25 has been a challenging year for our industry and for us at Sula, marked by a slowdown in urban consumption and multiple temporary regulatory and market disruptions. But challenges are not new to us. We've weathered storms before and each time, Sula has emerged stronger.

I remain confident that this time too, as in the past, we will bounce back — stronger and more inspired in the coming years.

### Spotlight on Financial Performance

After 3 years of strong growth, FY25 was more a year of demand reset for the Indian wine industry. Growth of wine market in India took a temporary pause as demand was impacted by the urban consumption slowdown; wine being a predominantly urban drink, impact on wines was more stark versus other AlcoBev categories.

Adding to the urban consumption slowdown, the wine demand was also impacted by the multiple temporary regulatory and other market disruptions including the national elections, state elections in key markets including Maharashtra, our largest state, among others. But the good news is that these setbacks are now behind us as we look forward to more normalized domestic macro environment going into FY26.

Despite challenging market conditions for the wine industry, Sula reported its highest ever revenue from operations at INR 619.4 Cr in FY25. We continued to consolidate our leadership position, being by far and ahead the largest wine brand in the country.

Amid subdued sales growth and the high base of last year in terms of operating margins, our EBITDA declined vis-à-vis FY24. Despite the decline, our operating EBITDA margins were healthy at c.24%, which is best-in-class in the Indian AlcoBev industry.

Our Balance Sheet too remains strong with Net Debt / EBITDA below 2x and our ROCE stands at a healthy level of ~18%. Going forward, in the medium-term, we will continue to maintain our Net Debt / EBITDA below our internal benchmark of 2x and strive to improve our margins and return ratios in tandem with growth.

### Spotlight on Own Brands

Despite FY25 being a tough year for the Indian wine market on account of multiple challenges, our Own Brands clocked its highest ever sales. Own Brands revenue in FY25 was INR 546.2 Cr up 2.2% YoY vis-à-vis INR 534.2 Cr in FY24.

Premiumization continues to gain ground as our Elite & Premium portfolio outperformed in FY25 clocking a growth of 4.8% YoY to reach sales of INR 420.9 Cr with its share in the overall pie improving further to 77.1%, up from 75.2% in FY24. Driving this momentum were our key Elite brands, The Source and RASA, both of which delivered robust double-digit growth.

It's really encouraging to see the wine culture evolving and spreading across India outside our top two markets. Our domestic Own Brand sales excluding Maharashtra and Karnataka grew by 8% YoY powered by a total of 11 states registering healthy double-digit growth. This fits in well with our endeavor of creating a truly pan-India penetration.

Despite the challenging backdrop, we continued to be steadfast on our path of innovation with the launch of Sula Merlot - a lush, velvety red bursting with rich plum notes. One of the world's most loved varietals, Merlot marks our first addition to the Sula Classics range in nearly a decade.

We also doubled down on getting closer to our end consumer base through vibrant initiatives such as the SulaFest'25 which was attended by over 10,000 people, and extensive on-ground tastings, where we conducted 2.5+ lakh tastings in FY25. Further we carried out activations through impactful promotional schemes, gifts and combo packs during the festive season.

In a marquee positive development, Sula has partnered with Indigo, India's largest airline to offer Sula's premium canned wines to travelers on international flights. In the SulaFest'25, too our premium wine cans saw very good offtake. So, we believe that the Indigo partnership and music fests / concerts can be great platforms to promote our wine cans.

In other good news, we successfully secured the listing of four new Sula wines with CSD, following the culmination of a two-year long process. This takes Sula's total listings in CSD to 9 wines now and positions us for a good year of growth in the Defence segment.

### Spotlight on Wine Tourism

“Our Wine Tourism business continued to grow from strength to strength in FY25 recording another year of solid double-digit growth. Over last 4 years (FY21-FY25), our wine tourism business has grown rapidly at 35% CAGR.”

In FY25, our wine tourism revenue grew by 10.2% YoY to INR 60.3 Cr driven by a very successful SulaFest'25 coupled with the strong performance of our resorts. Our resort occupancy improved by 400 bps from 74% in FY24 to 78% in FY25 on the back of a strong festive and wedding season. We also recorded high single-digit growth in revenue per guest (up 7% YoY) at our key wine tourism facilities.



We brought back the SulaFest for its 14th edition after a gap of 5 years. The response for SulaFest'25 was amazing and much higher than expected. The event was attended by 10,000+ participants over two days and moreover for the first time, SulaFest was a profitable initiative. Given its success, we have decided to make SulaFest an annual event.

Going forward, we have a few exciting additions to our Wine Tourism portfolio in FY26. First, we have the Dindori Tasting Room & Bottle Shop coming up soon in Q1 FY26 (at ND Wines) – its located close to the Gujarat border and we see a strong potential for footfalls here. Second, we are expanding our facility at Domaine Sula by adding a new tasting room overlooking the vineyard and expanding the restaurant and bottle shop. Thirdly, the most significant of our expansions is the new resort of 30 keys we have coming up near the York winery in time for the festive season.

### **Sustainability is not just a goal — it's a way of life at Sula**

At Sula, sustainability is not a value, it is a commitment that we have been living every day since our inception. We are one of the most sustainable wine businesses worldwide.

Our efforts can be seen across our facilities as we generate >4 million kWh of solar energy, conserve water through rainwater harvesting, reduce waste by using recyclable packaging, and cut down emissions by moving towards electric transportation.

In fact, 66% of our energy needs in FY25 up from 59% in FY24 were met through our own solar PV installations. We also reduced our water consumption per case by 5% in FY25 through targeted initiatives.

We are committed to achieving 75% renewable energy usage in near future and have already begun laying the groundwork to make this vision a reality.

### **The best is yet to pour!**

Looking back to the year gone by, it was a very challenging year marked by multiple macro headwinds, but in many ways, we have reached a trough in FY25, and the worst is behind us.



**So, looking ahead, we are optimistic of seeing better traction and growth in FY26 with positive triggers and expansion plans in our Own Brands and Wine Tourism businesses further supported by the normalization of the macro environment expected soon. More importantly, with steps taken to optimize cost, we expect a stronger rebound in operating profit.**



In the more longer-term, we are excited with immense potential for wine in India. So far, we have just scratched the surface; wine still accounts for <1% of the Indian AlcoBev market. There is a very long runway ahead for Indian Wine, and we at Sula are confident that we will continue to lead the way forward in future just like we have in the past 25+ years. ”

### **Here's Raising a Toast to a Sunnier and Brighter FY26 & Beyond!**

Best regards,  
**Rajeev Samant**  
Founder and CEO



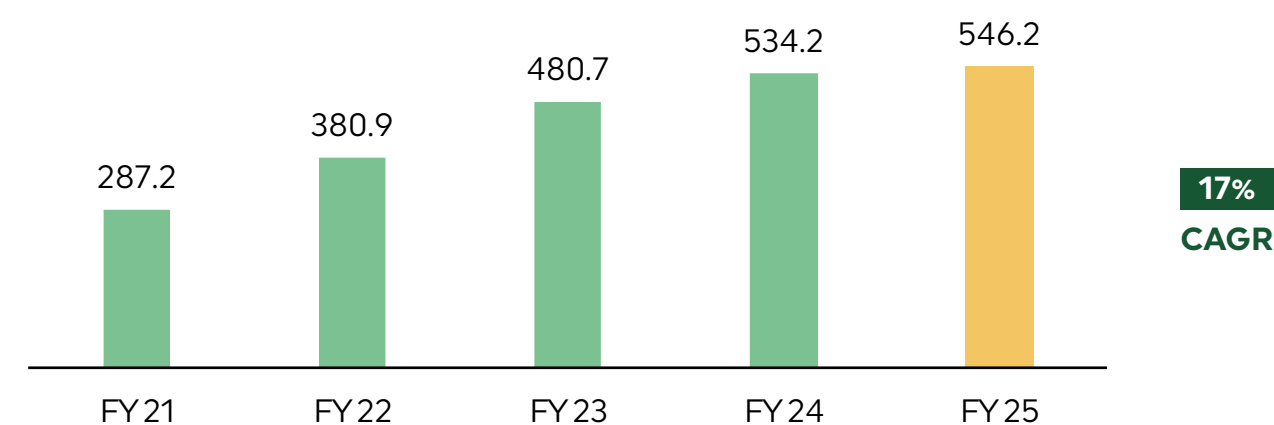




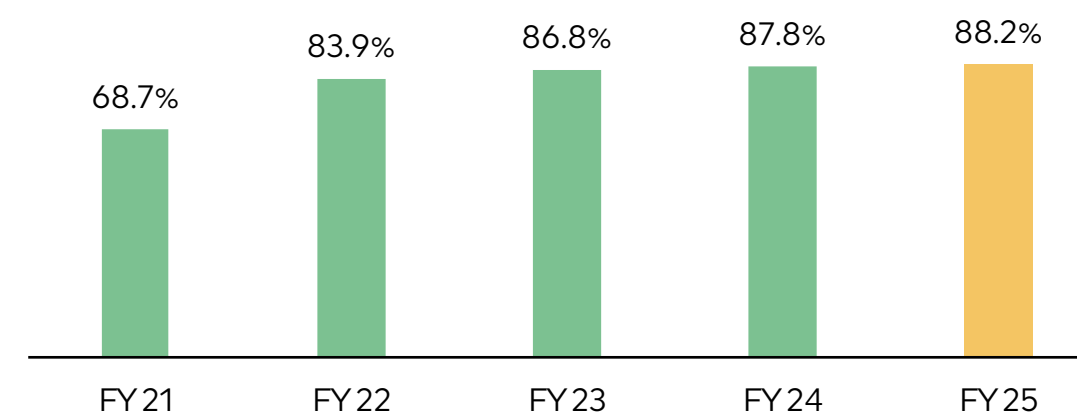
## Own Brands Has Delivered Healthy Growth Over The Last Four Years

Sula offers a diverse and wide range of 50+ wines across different price points and varieties to cater effectively to a wide audience with different tastes and preferences. Own Brand sales have grown at a healthy pace of 17% CAGR in the last 4 years. Share of Own Brands increased to 88% in FY25 from 69% in FY21.

Own Brands Revenue (INR Cr)



Own Brands Share % of Total Revenue



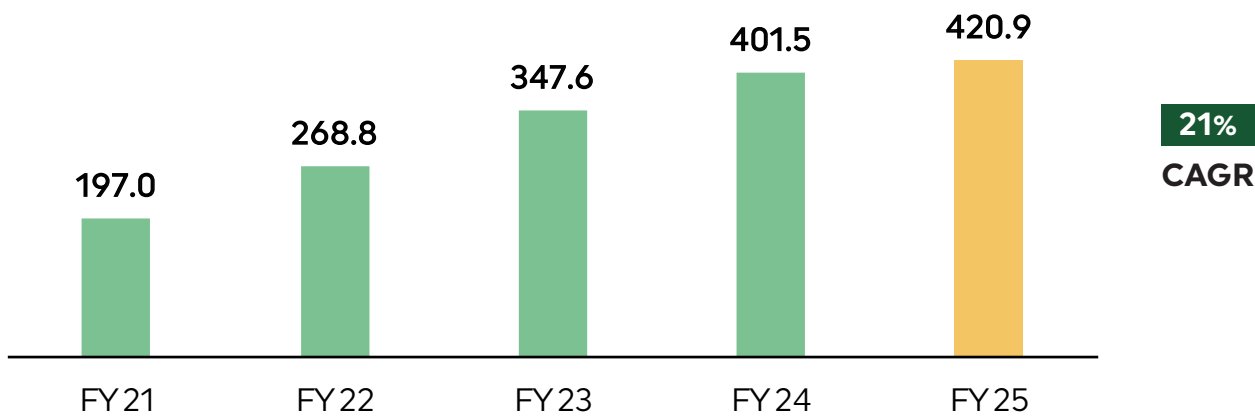


**Elite & Premium**

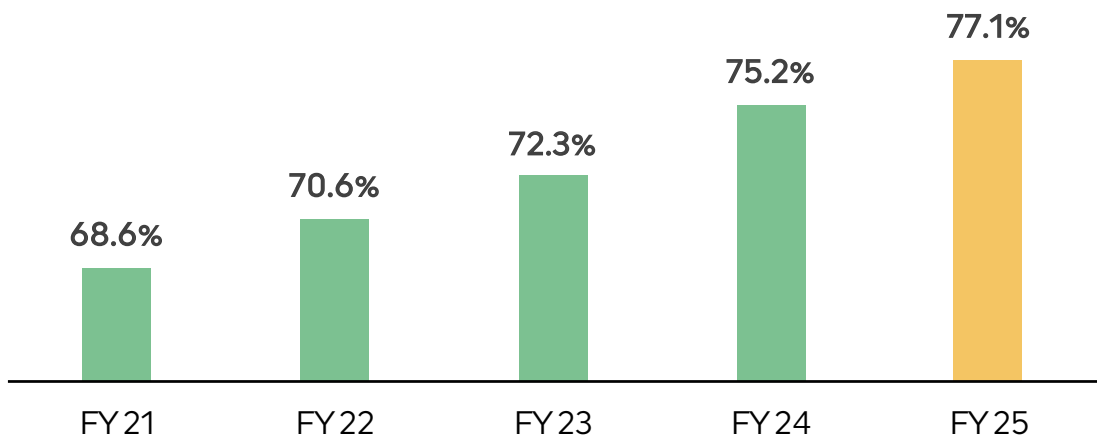
Sula offers a range of 35 exquisite wines under its distinguished 'Elite' and 'Premium' categories across 4 major brands - RASA, The Source, Dindori and Sula. The wines under these brands are specifically curated to captivate the discerning palates of our diverse consumers.

**Premiumization Trajectory** - The Elite & Premium portfolio has been growing at a much faster rate of 21% CAGR over last 4 years (FY21-FY25) with its share in Own Brands increasing from 69% in FY20 to 77% in FY25.

**Elite & Premium Revenue (INR Cr)**



**Elite & Premium Revenue Share %**





# RĀSĀ

The pinnacle of Indian red wines, the **RĀSĀ** range is made from the very best vineyards with artisan winemaking and is a showcase for the potential of our terroir.



**RĀSĀ  
Cabernet Sauvignon**



**RĀSĀ  
Syrah**



**RĀSĀ  
Zinfandel**

# The Source

The **Source** range aims to introduce consumers to new types of wines. Launched in FY18 with the Grenache Rosé, India's first high-end Rosé, it now comprises 6 beautiful wines. The most recent addition is The Source Pinot Noir, following the successful launch of The Source Moscato.



**The Source  
Sauvignon Blanc  
Reserve**



**The Source  
Cabernet Sauvignon**



**The Source  
Pinot Noir**

# Dindori

Our Reserve tier, the iconic **Dindori** range features some of India's most loved wines. Our Dindori Reserve Shiraz is the highest selling Indian wine. The Dindori Chardonnay is India's best and highest selling Chardonnay.



**Dindori Reserve  
Viognier**



**Dindori Reserve  
Chardonnay**



**Dindori Reserve  
Shiraz**



**The Source  
Moscato**



**The Source  
Grenache Rosé**



**The Source  
Chenin Blanc Reserve**

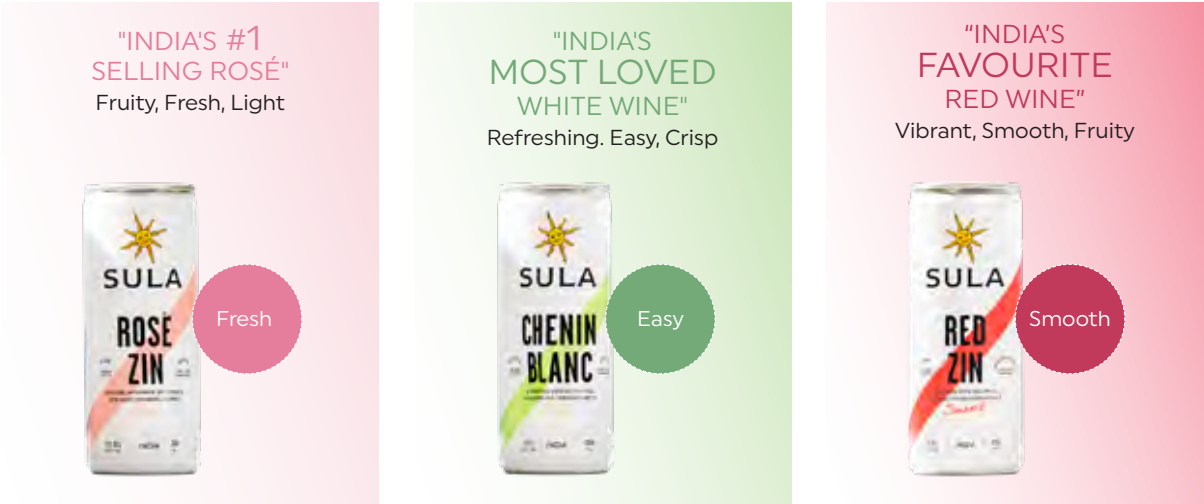
# Sula Classics

Sula Classics offers approachable, fruit-forward wines, which are at the core of our portfolio and serve as the starting point in the wine journey for most Indian consumers.



# Sula in a Can

In March 2025, Sula partnered with Indigo, India's leading airlines, to introduce Sula's premium canned wines in their international business class.





# York



York Arros



York Shiraz



York Rosé Zinfandel



Dia Red Wine



York Chardonnay



York Chenin Blanc



York Late Harvest Chenin Blanc



Dia White Wine

# Dia

# Economy & Popular

Sula offers a range of 16 well-crafted wines under the 'Economy' and 'Popular' categories to offer more affordable wines to wider customer base across India. The wines under these brands cater to diverse tastes of consumers looking for more affordable wines.

## Madera

## Samara



Madera Red Wine



Madera White Wine



Samara Red Wine



Samara White Wine

## Mosaic

## Port



Mosaic Red Wine



Mosaic White Wine



Port Gold



Port 1000

# Promoting Wine Tourism

As the pioneers of wine tourism in India, we are committed to providing our visitors with an unforgettable experience. Our resorts, tasting rooms and restaurants have contributed to the development of a unique wine culture in India.

**INR 60+ Crore**  
Revenue in FY25

**3.3+ Lakh**  
Visitors to Vineyards

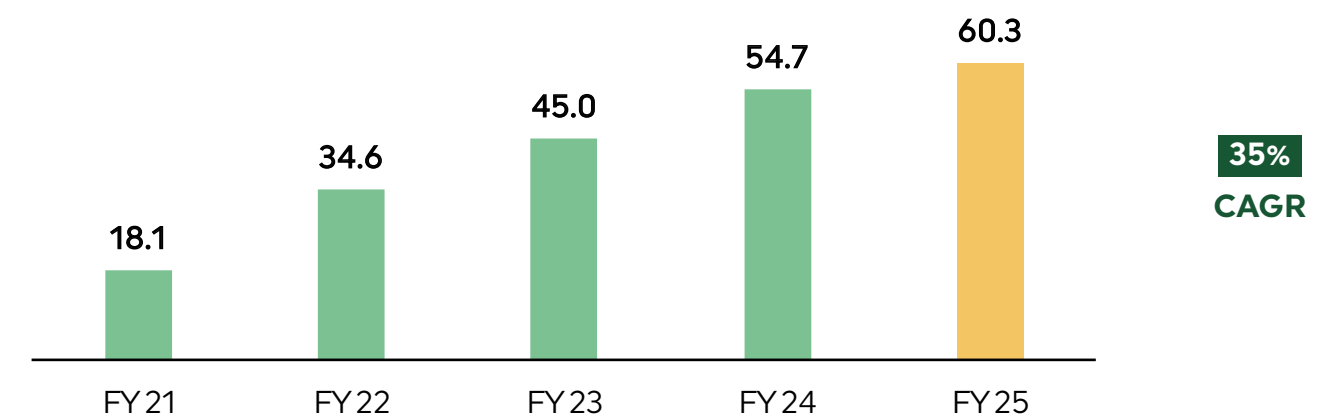
**1.55+ Lakh**  
Tastings at our Resorts and  
Tastings Rooms

**Our WineTourism has been a standout performer in recent years. This segment has scaled rapidly at 35% CAGR.**

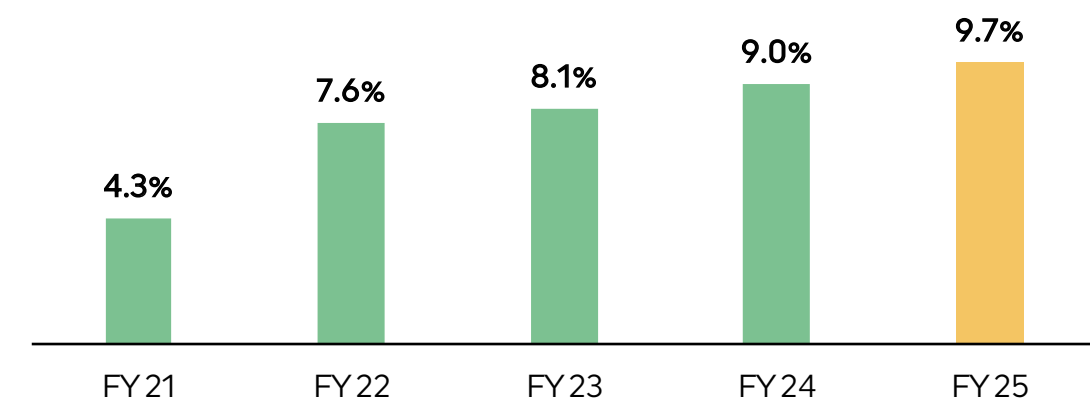
In FY25, our Wine Tourism business recorded a growth of 10% YoY to reach it's highest ever annual revenue of INR 60.3 Cr, and we can proudly say that our vineyards continue to be among the most visited worldwide. The growth in FY25 was driven by:

- The strong performance of our resorts which recorded improved occupancies
- A highly successful SulaFest'25 which was attended by 10,000+ people over two days
- A overall increase in spend per guest which is a very important metric for us.

Wine Tourism Revenue (INR Cr)



Wine Tourism % of Total Revenue





# We have two luxury resorts in Nashik - 'The Source at Sula' and 'Beyond by Sula', with a total of 104 Keys



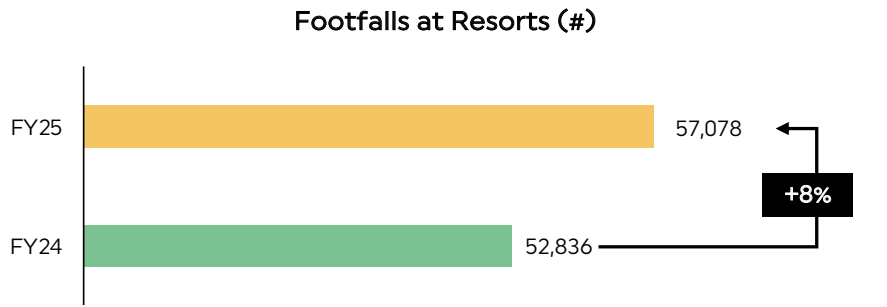
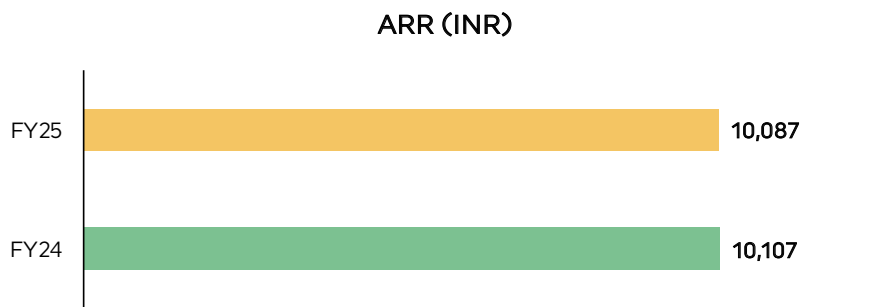
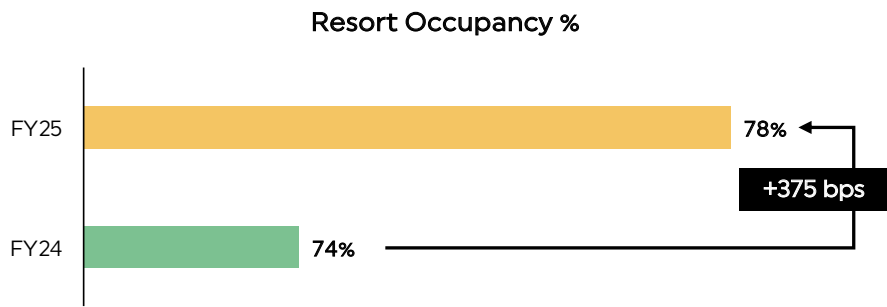
The Source at Sula | 67 Keys



Beyond by Sula | 37 Keys

Our luxurious resorts provide premium accomdations, world-class amenities and the perfect setting to unwind amid the beauty of the vineyards. Guests can explore the world of Indian winemaking through winery tours, tasting sessions and other immersive experiences offered at our on-site resorts.

Our Resorts recorded strong performance in FY25 with improved occupancy rates and ARRs. We saw especially strong demand from weddings with Sula emerging as a preferred choice for destination weddings.



# Sula Tasting Rooms, Bottle Shop and Gourmet Restaurants



Sula  
Nashik



York  
Nashik



Domaine Sula  
Karnataka

**Sula's flagship tasting room and bottle shop located near The Source resort in Nashik** is one of the most visited globally recording over 2.7 lakh footfalls in FY25. It has helped to introduce lakhs of Indians to Sula's premium wines.

**York** offers great views of the lake while enjoying wine & gourmet dining. It sees 22,000+ visitors annually

**Domaine Sula** is Sula's flagship winery in Karnataka visted by 35,000+ wine enthusiasts annually. This vineyard offers an escape to visitors from the hectic city life and a perfect spot to experience wine tastings, take a tour of our picturesque vineyard, and delight their culinary senses with our gourmet dining options.

## Upcoming Exciting Additions to our Wine Tourism Portfolio

**30-Key Resort at York:** We have a new 30-Key resort coming up near our York Winery in time for the festive season, located very close to the lake offering spectacular views. The resort will be built on a asset - light model, with Sula offering a fixed lease rental to the property owner. This resort will expand our total room count by c.30% from 104 Keys to 134 Keys and will be our first resort to offer dedicated conevention facilities acting as a strategic location for weddings and corporate offsites.

**Expansion of Wine Tourism Facility at Domaine Sula, Karnataka.** Located outside Bangalore, we see healthy footfalls with visitors from the bustling metropolis and other nearby cities. We are opening a new tasting room with a spectacular view and also expanding the restaurant and bottle shop. The expansion is expected to complete in H1 FY26.

**Dindori Tasting Room & Bottle Shop:** To be launched soon (in Q1 FY26) at the erstwhile ND Wines in Dindori, this facilitiy is stratgically located close to the Gujarat border and so we are excited with the potential for strong footfalls here. The facility will offer the entire gamut - wine tasting, vineyard tours and gourmet dining in a very scenic setting overlooking the vineyards.



# SULAFEST 2025

## A Super Success

**Strong turnout with 10,000+ attendees**

**Wine Sales up sharply versus previous editions**

**Sula cans a hit at the Fest**

**For the first time Sulafest was a profitable initiative**

**Moving forward, SulaFest to be an annual event**





# Enhancing our Operational Efficiencies

At Sula, we make consistent efforts aimed at improving our operational efficiencies. We strive to optimise resource utilisation and continuously enhance efficiency throughout our entire value chain, from grape to glass. This relentless focus ensures we consistently deliver high-quality wines while maximising our potential for long-term growth.

Secured & Ample Grape Supply to Support Long-term Growth

➔ Strong Grower Engagement

- Reliable long-term supply of wine grapes: Long-term supply contracts (10-12 years) with Farmers with built-in prices
- Huge supply-side potential for Indian wines: Only a Small Fraction of total grape cultivation in India currently used for Wine Grapes.
- Continual focus to improve cost and quality of grape sourcing
- Focus on responsible water management and minimise pesticide use, ensuring highest quality grapes while protecting the environment

2,800+


Acres of vineyards

500+

Contract farmers

~9,500

Tonnes Wine Grapes Harvest



➔ Production stage

➔ Wine production process

Sula places a strong emphasis on manufacturing and processing infrastructure to ensure the highest quality of wines. We own and operate multiple wineries in Maharashtra and in Karnataka, all with their respective bottling units. Each winery is equipped with advanced technology and robust quality control systems to ensure highest standards of production.

4

Wineries in Maharashtra

1

Wineries in Karnataka

~9,500 tonnes

wine grape harvest

➔ Post-production stage

➔ Manufacturing Capacity


Plant	Capacity (million litres)
Domaine Dindori	10.59
Nashik Winery	4.19
York	0.71
Domaine Sula	1.73
N D Wines	0.99
<b>Total</b>	<b>18.2</b>

➔ Cost optimisation

- Sourcing of packaging materials locally reducing transportation costs and environmental footprint.
- Undertaken multiple cost - optimization initiatives on the packaging front in FY25. These include rollout of partition-less cartons across all categories, excluding Elite and a reduction in carton GSM. Reduced bottle weight for 375ml Bordeaux and increased usage of recycle bottles by 24%.

100%\*

Locally sourced packaging materials



\*Note: 100% excluding cork, wire hood and foil – for Sparkling wines





→ Post-production stage

→ Robust Pan-India Distribution Network

Extensive Network

Our expansive distribution network across India and over 20 countries ensures that our wines reach a diverse range of consumers.

Modern Trade Channels

We leverage e-commerce and supermarkets to increase accessibility and streamline distribution for consumers.

Impressive Sales Performance

Our dedication to distribution excellence has resulted in consistent sales growth across both retail and on-premises channels.

Strong Partnerships

We collaborate with distributors, corporations and retailers to make our wines available in stores, restaurants, hotels and online platforms.

D2C Sales

Our direct-to-consumer channels at wineries offer a personalised wine-tasting experience and additional revenue stream.

23  
State presence

51  
Distributors

12  
Corporations

3  
Defence units

6  
Company Depots

7  
Union Territories

14  
Licensed resellers

3,00,000+  
Bottles sold via D2C channel

10,70,000+  
Cases produced and sold of our Own Brands

Ensuring quality throughout the winemaking process

We understand that good-quality wines are essential for ensuring customer satisfaction and loyalty. This is why we implement a comprehensive quality control system throughout the entire winemaking process. This commitment is reflected in the certifications our wineries have received, including the ones from BRC and FSSAI.

Quality control and assurance

We conduct rigorous technical analysis to ensure that our wines meet established specifications and are bottled according to strict Standard Operating Procedures (SOPs). All packaging materials undergo equally stringent checks to guarantee they meet the required quality standards.

Vineyard management

Our viticulture team maintains close oversight of the vineyards, ensuring grapes grow in accordance with our guidelines. Winemakers meticulously monitor grape maturity to determine the ideal harvest time. Once harvested, the grapes undergo high-standard winemaking practices with regular analytical and sensory evaluations at each stage to guarantee the wine's quality meets our prescribed standards.

BRC (AA and A grades)  
ISO 9001:2015 FSSAI



All India Wine Producers Association (AIWPA)



Confederation of Indian Industry (CII)



The Association of Bars, Hotels and Restaurants (ABHAR)



BRC (AA and A grades) ISO 9001:2015



Confederation of Indian Alcoholic Beverage Companies (CIABC)



Food Safety and Standards Authority of India



The Federation of Hotel & Restaurant Associations of India (FH&RA)





# Efficiently Navigating Risks

We have a robust Enterprise Risk Management framework in place that helps us define processes that effectively mitigate potential threats, enhance operational efficiency, and bolster business resilience.

### Governance framework



### Responsibilities

**Board of Directors** - At Sula, our risk management framework is overseen by the Board. Several board-approved policies are also implemented to manage risks. The Board at Sula-

- ▶ Reviews and approves of the overall risk management policy and/or enterprise risk management (ERM) framework
- ▶ Approves the enterprise-level risk appetite statement
- ▶ Regularly evaluates regular risk management reports

**Risk Management Committee** - The Risk Management Committee, as constituted by the Board, is responsible for implementing and coordinating the risk function as outlined in this policy on an ongoing basis.

**Head - Risk and Assurance** - The Head of Risk and Assurance facilitates the execution of risk management processes and infrastructure as a key enabler to achieving the business objectives of the organisation.

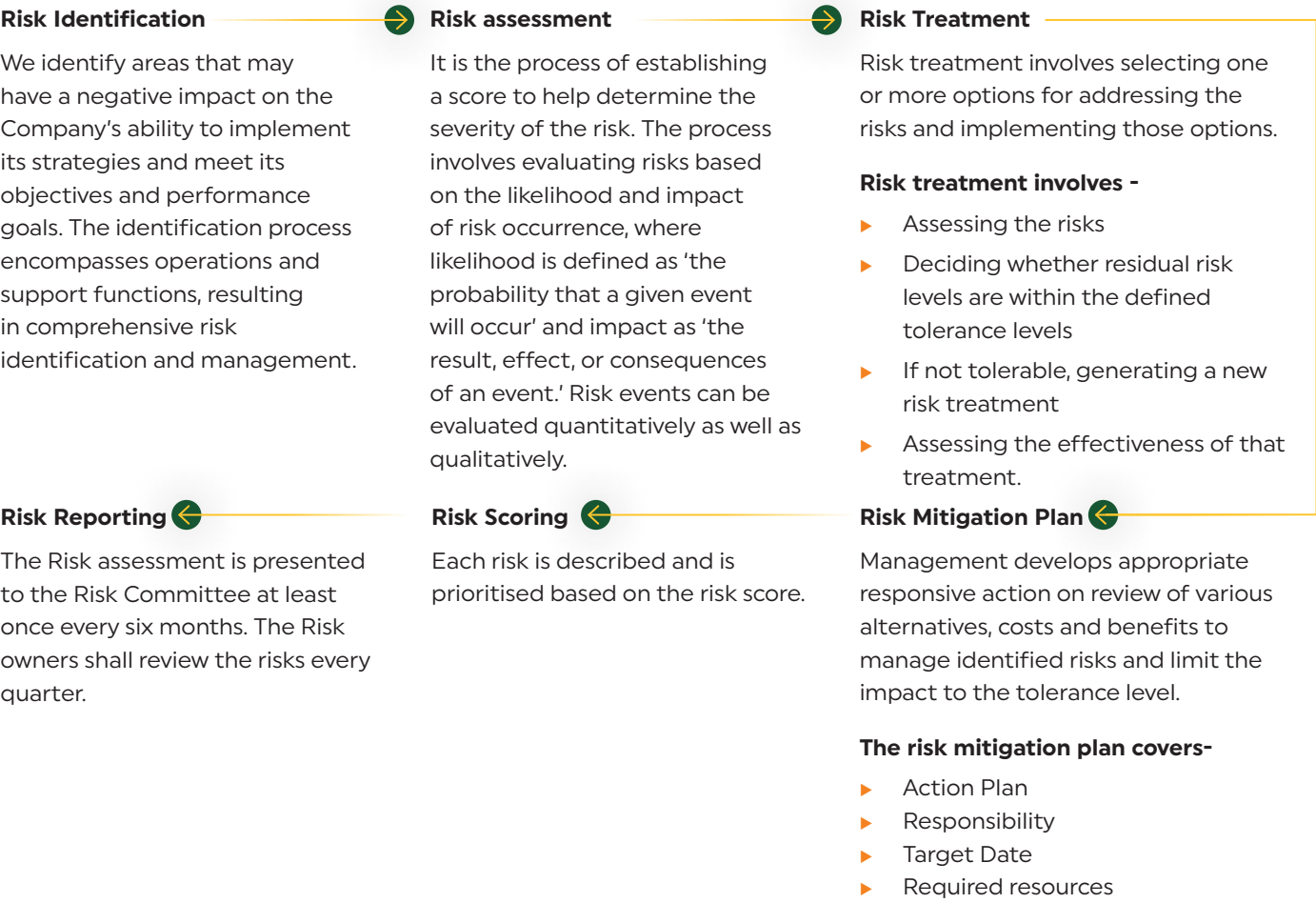
**Risk Owner** - The risk owner is accountable and responsible for managing risks and ensuring the implementation of risk mitigation measures.

**Risk Champion** - The risk champion is responsible for supporting the department in developing and reporting on risks; and for ensuring comprehensive and timely identification, assessment, mitigation, controlling, monitoring and reporting of risks.

### Enterprise Risk management

Phase 1	Phase 2	Phase 3	Phase 4
Development of ERM Framework and Policy	Risk Identification, Assessment and Prioritisation	Risk Response, Mitigation and Reporting	Training and Knowledge Transfer
<b>Activities</b> Risk Governance Structure Risk Assessment Scales ERM Policy and Framework	Meeting with Senior Management and Risk Owners Draft risk registers and risk scoring Risk Assessment and Prioritisation Discussion	Facilitate the identification of mitigation strategies for key risks	Workshops for training and awareness

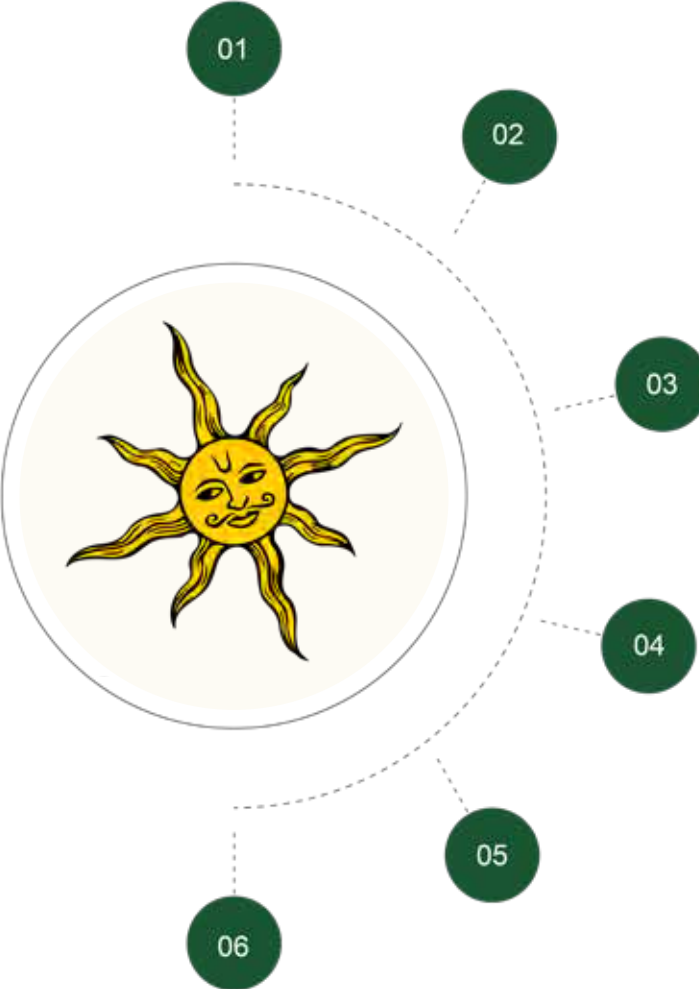
### Risk Management Process





# Growth Strategy

Accelerating Earnings Growth over next 3 years (FY25-FY28) with improved EBITDA margins and capital efficiency



## 1. Product Development

- Continue launching new products to meet evolving consumer demands
- Exciting new launches in pipeline. At least one new wine to be launched in FY26

## 2. Calibrated Capacity Expansion

- On-track to expand Cellar capacity by 1 Mn Liters to total capacity of 19.2 Mn Liters per annum by the end of FY26 at 33% lower capex

## 3. Expand Market Penetration

- Expand sales to CSD with near-doubling of wine listings from 5 to 9 labels.
- Significantly expand footprint of 'The Source' and 'RASA' (wider national availability)
- Tap new markets (Andhra Pradesh)

## 4. Expand Wine Tourism & D2C Business

- Launch of Dindori Tasting Room and Bottle Shop in Q1 FY26
- Tasting room, expanded bottle shop & restaurant at Domaine Sula in Q2FY26
- 30 Key Resort at York Winery in time for the festive period

## 5. Augment Wine Adoption & Brand Visibility

- Annual SulaFest
- Continue expanding Pan-India tastings
- Targeted promotional campaigns and events

## 6. Strategic M&A

- Pursue strategic investments and acquisitions in Indian AlcoBev Industry





An aerial photograph of the Sula Vineyards facility. The image shows several large buildings with extensive solar panel installations on their roofs. To the left, there is a well-maintained vineyard with rows of grapevines. In the foreground, there are decorative elements including large wine bottle sculptures and landscaped garden beds. The background features a lush green hillside.

# Caring for the Planet and our People

**We also believe that conducting business sustainably is not only the right thing to do, but also essential for long-term success. We are committed to growing sustainably and having a positive impact on the environment and communities of the regions in which we operate. We recognize that our business activities have an impact on the environment and society, and we are taking steps to minimize that impact while maximizing our positive contributions.**

**At Sula, we aim to build competent teams and enable inclusive growth for our communities. Besides offering them comprehensive perks and benefits, we provide our people with dedicated training programmes to accelerate their career trajectory.**





# Championing Environmental Stewardship

**66%**  
Of energy consumed comes from our own solar installations

**5% per case**  
reduction in water consumption

**3,824 kWh**  
Solar PV Capacity

## Emission Management

Key initiatives for reducing our GHG emissions

**Heat Pumps:**

Installed heat pumps are used for heating pool water, sanitation water, and barrel cleaning, while the byproduct cool air is used for office spaces, reducing reliance on traditional AC systems.

**943kW**  
Heat pump capacity

**Lees Filtration System:**

This system improves wine production and wastewater quality by filtering lees before treatment, resulting in lower Biological Oxygen Demand (BOD) and Chemical Oxygen Demand (COD) in wastewater.

**Battery Backup System:**

Installed battery storage (963 kWh) fulfils energy needs during power outages and provides reference power for solar systems, reducing reliance on polluting diesel generators.

**Solar Powered Pumps:**

Increased irrigation capacity by 130 HP using solar-powered pumps, bringing the total solar pump capacity to 253 HP.

**Methane Gas Capture System:**

We have initiated installation a results will show in coming years.

**Sustainable Construction Practices:**

Utilized Pre-Engineered Metal Buildings for winery expansion at Domaine Dindori, reducing on-site construction emissions.

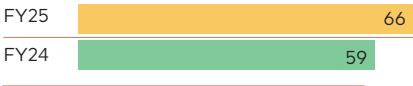
**400 tons**  
of CO<sub>2</sub> emissions saved



Energy management

- ▶ **Solar Energy:** 3,825 KWH Solar PV Capacity installed.
- ▶ Generated >4 million kWh from solar energy at Sula's facilities in Maharashtra and Karnataka.
- ▶ Solar power share as % of consumption increased by 700 bps to 66% in FY25 from 59% in FY24

Solar Contribution in (%)



963kW

Battery Energy Storage System

Energy efficient practices

- ▶ Chilling operations only during solar hours
- ▶ Converting fluorescent lighting to LED lighting
- ▶ Utilising Variable Frequency Drives (VFDs) to reduce energy consumption of equipment, such as pumps.
- ▶ Insulated wine storage tanks to prevent heat loss.
- ▶ Reducing energy use during cold stabilization by using ion exchange and electro-dialysis for wine stabilization
- ▶ Replacing old air conditioner units with inverter-based AC.
- ▶ Insulating barrel rooms to prevent heat loss during wine ageing.
- ▶ Share of EV in company's vehicle fleet increased to 45% in FY25 up from 35% in FY24
- ▶ We have installed 30 AC type electric vehicle charging stations across all facilities, offering free charging to employees and guests.
- ▶ We offer a subsidised E-bike loan program for employees at an 8% interest rate, encouraging eco-friendly commuting options.

Metric	Unit of Measurement	FY24	FY25
Energy Consumed	Units per 9 litre case	5.7	6.5
Solar Contribution	Percentage (%)	59%	66%

~1 MW Battery Energy Storage System



Water management

Metric	Unit of Measurement	FY24	FY25
Water Consumption	Litres per 9 Litre Case	52.8	50.1

- ▶ We harvest rainwater in reservoirs with a combined storage capacity of 36.8 million litres. This substantially reduces our dependence on municipal water supplies
- ▶ We have adopted water-saving practices and recycled treated wastewater at our Nashik facility. This approach enabled us to reuse treated water for various operations and further minimise our water footprint.

5% YoY Reduction in Water Consumption per case

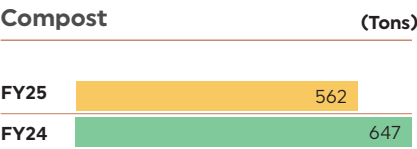
Key initiatives

- ▶ We reused around 50 million litres of treated water for irrigation, landscaping, and restrooms.
- ▶ Over 96% of our cooling tower water needs (more than 4 million litres) and rejected water from RO treatment were recycled for various uses.



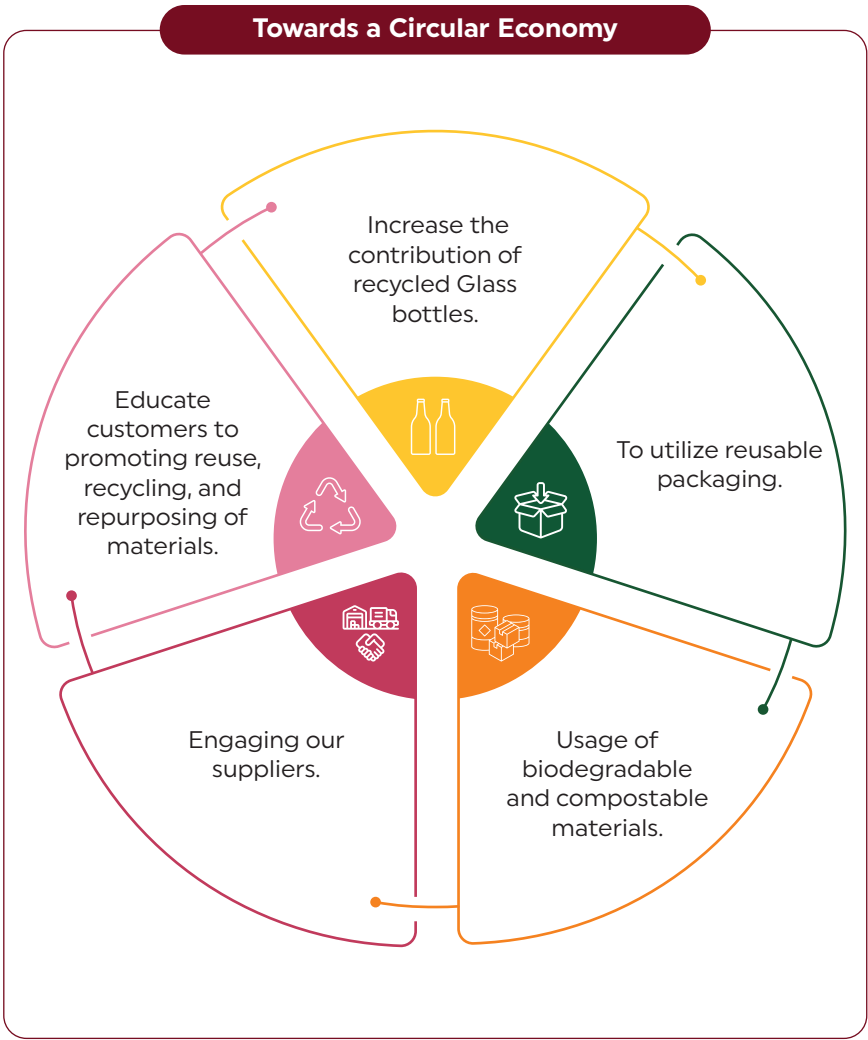
Waste management

Committed to minimising waste, we use recyclable packaging for our wine bottles, screw caps and cartons, promoting sustainability throughout the product life cycle.



Key initiatives undertaken

- ▶ Clean-up drives and anti-mosquito fogging
- ▶ 99% of our solid waste was recyclable packaging material.
- ▶ To further reduce our environmental footprint, we've implemented organic waste conversion through biogas plants. Our Nashik winery restaurant has a 200 Kg biogas plant, and our Domaine Dindori canteen utilises a 35 Kg plant.





# Empowering Our People

We at Sula nurture a high-performance team by building a workplace that hinges on open communication, mutual respect and physical as well as emotional well-being. We believe this approach leads to a happier, more productive workforce. 'We are thrilled to announce that Sula featured among India's Best Workplaces<sup>TM</sup> in FMCG 2024 by GPTW Authority'.

Sula earned another accolade by winning the prestigious 'PeopleFirst HR Excellence Awards 2024' in two categories: Leading Practices in Health and Wellbeing and Leading Technology Practices in HR.

### Employee retention

To retain our team members, we provide them with a range of programmes that help create a workplace where people feel valued and engaged.

<b>Skill enhancement opportunities</b> We offer a variety of training programmes, workshops and resources to help employees continuously learn and develop new skills.	<b>Employee ownership</b> We empower our people by involving them in decision-making processes and inculcating a sense of ownership over their work	<b>Rewards for high performers</b> We offer competitive compensation packages, performance-based bonuses, and Employee Stock Option Plans to recognise and reward high performers	<b>Recognition programmes</b> We celebrate achievements through programmes, including Employee of the Quarter and CEO's Choice Awards. We launched an online Reward & Recognition module to further strengthen our culture of employee appreciation.	<b>Work-life balance and wellness Initiatives</b> We provide flexible work arrangements, wellness programmes and Employee Assistance Programmes to our people, ensuring they have a healthy work-life balance.
<b>640</b> WSET training hours				

### Employee well-being

We prioritise employee well-being, considering it essential for a conducive workplace. This holistic approach empowers our people to reach their full potential and deliver their best. In FY25, as part of 360 wellness program, we did two initiatives – launched a 30 days holistic wellness challenge in partnership with GOQi, focusing on mental, physical, and emotional health , and, an Annual Health Check-Up camp , to provide employees with a proactive way to care for their health. We received an overall 98% satisfaction rate on our wellness initiatives.

### Five pillars of our comprehensive well-being strategy



#### Physical

Organising annual health check-up camps, events like walkathons to promote a healthy lifestyle. Offering comprehensive health insurance coverage for our employees and their families.

- ▶ Annual Health Check-up
- ▶ Wellness Talks by Doctors
- ▶ Walkathon
- ▶ Trekking



#### Mental

Providing free and confidential access to psychologists and counsellors through partnership with Practo. As part of L&D initiative, in FY25, we launched season 2 of Talking Book Club called Sula Toast & Tales Club:2.0 to encourage not only readers to come together but also to provide a platform to improve communication through various initiatives like elocution, open mic contest and other fun learning methods! We had total 20 participants in this season!



#### Social

Conducting employee engagement programmes to promote team building.

- ▶ Sports Day
- ▶ Blood Donation Camp
- ▶ Indoor Games
- ▶ Festive Celebrations



#### Financial

Providing customised training programmes designed to enhance skills and career growth



#### Environmental

Introducing initiatives like solar power and electric vehicles

### Learning and development programmes

#### SPRINT Programme

to enhance sales capabilities

#### WSET (all levels)

to develop a deeper understanding of the world of wines

#### Learning management system

customised learning journeys, assigned to employees

#### External Certifications

to gain industry best knowledge



### Diversity, Equity and Inclusion



#### Equal opportunity employer

Equal opportunity employer- We are an equal opportunity employer, adhering to anti-discrimination policies across all levels of hiring, performance evaluation and team management

## Diversity and Inclusion

#### Diverse hiring practices

At Sula, we seek candidates from a wide range of backgrounds through diverse recruitment sources and utilise diverse hiring panels to minimise bias

#### Inclusion awareness training

We provide comprehensive diversity and inclusion training to all our people, emphasising understanding and respecting different perspectives. The training covers topics like unconscious bias, cultural awareness and inclusive communication

#### POSH and grievance redressal

Committed to creating a safe work environment, at Sula, we strictly adhere to the Sexual Harassment Act of 2013 and the Vishaka Guidelines, with a zero-tolerance policy for harassment. Also, we have open communication channels for reporting grievances.

#### Parental leave

We offer progressive parental leave policies, enabling new mothers to work from home for two days a week after maternity leave until their child turns one and extended paternity leave of 30 days for new fathers. We also offer additional benefits to our team members to help them navigate parenthood



# Corporate Social Responsibility

### OUR CSR VISION

At Sula Vineyards, Corporate Social Responsibility is an intrinsic part of our purpose—to create value beyond the vineyard by empowering local communities and fostering sustainable ecosystems. Guided by national CSR mandates and aligned with the UN Sustainable Development Goals (SDGs), our initiatives in FY25 reflect a deeply rooted commitment to responsible growth and inclusive development.



### KEY PROJECTS AND IMPACT HIGHLIGHTS

#### 1. Education: Building Futures Through Infrastructure And Technology

- Classroom Construction  
Two new classrooms were built at Jaulke Vani to provide safe, inclusive learning spaces, fostering academic growth and opportunity for rural students.
- Digital Enablement & Support  
Multiple UP schools in Maharashtra and Karnataka received LED TVs, desktops, uniforms, and science equipment to bridge educational gaps and promote digital literacy.

**Total spend on Education: INR 87.48 lakhs**

### FY25 OVERVIEW

In FY25, we intensified our proximity-based CSR strategy across our primary operational regions—Gangavarhe-Savargaon, Govardhan, Jaulke Vani, and Nashik City. With a total spend of INR 223.14 lakhs, our programs addressed four key pillars:

- Promoting Education
- Rural Development
- Environmental Sustainability
- Hygiene & Sanitation

Each initiative was shaped in consultation with local stakeholders to ensure contextual relevance, community ownership, and long-term impact.



#### 2. Environmental Sustainability: A Living Legacy Of 25,000 Trees

- Flagship Tree Plantation Drive

Celebrating our 25th anniversary, we launched our largest environmental initiative—planting 25,000 native trees at Gangapur Dam to promote biodiversity, combat soil erosion, and sequester carbon.

- Ongoing Tree Care & Nursery Maintenance

Through strategic AMC partnerships, we ensured continued growth of plantation efforts via watering, pruning, and soil management.

**Total spend on Environment: INR 51.79 lakhs**



#### 3. Rural Development: Empowering Villages, Enhancing Livelihoods

- Public Garden & Green Gym

Developed a recreational hub in Chakkare Village to promote physical fitness, well-being, and community interaction.

- 140 Streetlights (Solar + Traditional) Installed in Gangavarhe-Savargaon and Govardhan, improving nighttime safety and encouraging clean energy adoption.

- Infrastructure Upgrades

Roads, water ATMs, streetlights, and gardens were created or maintained across Karnataka and Maharashtra.

**Total spend on Rural Development: INR 55.45 lakhs**

#### 4. Hygiene & Sanitation: Enhancing Community Health

- TATA Modular Toilets

Installed at Govardhan School, improving sanitation and student health, particularly for girl students.

- Fogging, Pest Control, Dustbins & Road Cleaning

These ongoing efforts improved hygiene standards across villages and reduced disease risk.

- Road Safety Signage

Collaborated with local authorities to enhance traffic safety at high-risk Nashik locations.

**Total spend on Hygiene & Sanitation: INR 17.43 lakhs**



### STRATEGIC PARTNERSHIPS AND AWARENESS

We leveraged media outreach and partnerships with NGOs like Resilient India to educate people on Road safety by installing messaging boards on the blind spots of Nashik City (INR 5.04 lakhs). These served not just as information tools, but as powerful agents for mindset and behaviour change.

### LOOKING AHEAD

FY25 underscored our belief that true sustainability lies in synergy—between people, planet, and purpose. Each CSR project this year reaffirmed our commitment to inclusive, responsible growth and a greener tomorrow.

As we move into FY26, we aim to deepen impact through:

- To provide greater educational support
- Continued environmental stewardship
- Inclusive health and infrastructure development
- To strengthen rural areas

Sula Vineyards remains dedicated to cultivating not just vineyards, but vibrant communities and verdant landscapes, rooted in care, collaboration, and conscience.

# OUR LEADERS

## Board of Directors



**Alok Vajpeyi**  
Chairman and Non-Executive Independent Director

Alok has previously worked with Swiss Bank Corporation, Dawmay Day AV Financial Services, Daiwa Capital Markets India, Avendus Capital and the British High Commission in New Delhi. He holds a bachelor's degree in economics from the London School of Economics and Political Sciences.



**Sangeeta Tanwani**  
Non-Executive Independent Director

Sangeeta is currently serving as the CEO of Pantaloons. She has previously worked with Kellogg India, HSBC, CocaCola India, Hindustan Lever and Hindustan CIBACEIGY. She holds a bachelor's degree from the University of Bombay and an MBA from Savitribai Phule Pune University.



**Chetan Desai**  
Non-Executive Independent Director

Chetan is a Chartered Accountant. He has previously worked with Haribhakti and Co., LLP, Chartered Accountants, for over 39 years. He is also a fellow member of the Institute of Chartered Accountants of India.



**Anant S. Iyer**  
Non-Executive Independent Director

Anant S. Iyer holds a Master's Degree in Management Studies from the Jamnalal Bajaj Institute and also a Postgraduate Degree in Biochemistry from Mumbai University. He is currently the Director General of Confederation of Indian Alcoholic Beverage Companies (CIABC).



**Nicholas Cator**  
Non-Executive Director

Nicholas is the Founder and Managing Partner of Venturi Partners. He has previously served as an MD at Verlinvest and as CEO of Armonia. He holds a master's degree in economics from the University of Louvain La Neuve in Belgium and has completed executive courses at Insead and Stanford.



**Deepak Shahdadpuri**  
Non-Executive Director

Deepak is the Founder of DSG Consumer Partners. He has previously co-founded and managed the Beacon India Private Equity Fund and held roles at GEM India, Reuters Venture Capital, Bain & Company and Ernst & Young. He has completed LLB from King's College, London University followed by MBA (Hons) from INSEAD . He is a fellow member of the Institute of Chartered Accountants in England & Wales.



**Rajeev Samant**  
Founder, MD and CEO (Promoter)

Rajeev is the founder of Sula and has extensive experience in the Indian wine industry. He studied at California's Stanford University for an undergraduate degree in Economics and a master's degree in science (industrial engineering).



Key Management Personnel and Senior Leadership



**Rajeev Samant**  
Founder, MD and CEO (Promoter)

Rajeev is the founder of Sula and has extensive experience in the Indian wine industry. He studied at California's Stanford University for an undergraduate degree in Economics and a master's degree in science (industrial engineering).



**Abhishek Kapoor**  
Chief Financial Officer

Abhishek has been with Sula since Aug 2023. He previously served as CFO at Wagh Bakri Tea Group and also held positions at Godrej Consumer Products, Pepsi Co., JK Tyres, and HT Media. He is a Chartered Accountant. He holds a degree in Strategy Management from IIM, Kozhikode and a postgraduate degree in Financial Management from Symbiosis Institute of Management Studies.



**Gorakh Gaikwad**  
Chief Operating Officer

Gorakh has been with Sula since September 2008 in various capacities. He holds a bachelor's degree in chemistry from University of Pune and a post graduate diploma in Industrial Fermentation and Alcohol technology from VSI. He has previously worked with different wineries in various capacities. He played a key role in establishing our winery in Karnataka from scratch.



**Neeraj Sharma**  
Senior Vice President – Sales

Neeraj has been with Sula since April 2019 in various capacities. He has previously worked with Jagatjit Industries, William Grant and Sons India, Diageo India and the Times of India Group. He holds a post-graduate diploma in management (agriculture) from IIM, Ahmedabad.



**Monit Dhavale**  
Senior Vice President – Hospitality Business

Monit has been with Sula since April 2009 in various capacities. He holds a master's degree in personnel management from Savitribhai Phule, Pune University and a bachelor's degree of technology in home science from Nagpur University.



**Sanjeev Paithankar**  
Senior Vice President - Public Affairs

Sanjeev has been with Sula since October 2013. He has over 30 years of strong experience in procurement, production and public affairs. He holds a B.Sc. and a postgraduate diploma in production from Pune University.



**Harish Acharekar**  
Associate Vice President – Head of Experiential Marketing

Harish Acharekar has recently joined Sula in April 2025. Harish is a seasoned marketing professional with over 16 years of experience in the Alco-Bev industry. He is a Certified Sommelier from the renowned Court of Master Sommeliers and a WSET Level 3-certified expert in Wines & Spirits.



**Shalaka Koparkar**  
Company Secretary and Compliance Officer

Shalaka has recently joined Sula in September 2024. She is a Company Secretary, Law Graduate and holds a bachelor's degree in commerce. She has handled various functions such as Investor Relations , Compliance Management, Mergers & Acquisitions and IPOs during her career with Larsen & Toubro Limited and Tata Consultancy Service Limited.



# AWARDS AND ACCOLADES





# DIRECTORS' REPORT

Dear Members,

Your Board of Directors ("Board") is pleased to present the Twenty Second (22nd) Annual Report of Sula Vineyards Limited ("the Company") together with the Audited Financial Statements of the Company for the Financial Year ended 31st March 2025

## 1. Key Financial Highlights (Standalone and Consolidated)

The Company's financial performance, for the year ended 31st March 2025 is summarized below:

(INR crores)

Particulars	Consolidated		Standalone	
	2024-25	2023-24	2024-25	2023-24
Total Income	623.31	616.37	533.72	598.93
Profit Before Interest and Depreciation (EBITDA)	153.00	183.57	102.39	177.56
Finance Charges	29.67	26.16	25.57	23.59
Provision for Depreciation	34.99	31.63	28.92	26.81
Profit before tax	88.34	125.78	47.90	127.16
Provision for Tax	18.14	32.47	14.50	32.47
Profit after tax	70.20	93.31	33.40	94.69
Other Comprehensive Income/(Loss)	0.10	(0.66)	0.17	(0.64)
Total Comprehensive Income/(Loss)	70.30	92.65	33.57	94.05
Balance of Profit brought forward	207.03	192.40	232.30	216.26
Balance available for appropriation	277.34	285.05	265.87	310.31
Dividend paid on Equity Shares	(37.98)	(78.01)	(37.98)	(78.01)
Surplus carried to Balance Sheet	239.35	207.04	227.89	232.30

## 2. Business Performance & State of Company Affairs

### Financial Overview

FY25 was a challenging year for the Indian Wine Industry as after 3 good years of very healthy growth, the industry witnessed a temporary pause in FY25 with urban consumption slowdown adversely impacting wine demand more so than other alcobev categories given the urban markets account for lion's share of the industry demand.

Despite the challenging market scenario, Sula registered its highest ever Revenue from Operations. Our Revenue from Operations was up 1.8% YoY to INR 619.4 Cr in FY25 vis-à-vis INR 608.7 Cr in FY24.

A subdued sales performance had a disproportionate impact on our operating profitability as Operating EBITDA declined by 15.2% YoY to INR 149.1 Cr in FY25.

Operating EBITDA margin contracted by 482 bps to 24.1% vs. 28.9% in FY24. Similarly, Profit after Tax (PAT) declined by 24.8% YoY to INR 70.2 Cr in FY25 with PAT margin contracting by 388 bps to 11.3% vs. 15.1% in FY24.

Our Balance Sheet continues to remain strong with Net Debt / EBITDA continuing to be below our internal benchmark of 2 times. Our Credit Rating also continued to be maintained at A+ by ICRA. The strength of our balance sheet and healthy profitability margins (Operating EBITDA Margins of ~24%), continues to enable our company to maintain fine rates on our borrowings.

### Own Brands Performance

As mentioned in the earlier paragraph, FY25 was a tough year for the Indian Wine Market and Sula. After witnessing strong growth in recent years (post Covid), FY25 was a year of reset, as the industry growth saw a temporary pause given impact from the urban

consumption slowdown and the temporary market disruptions we saw through the year in the form of the national elections, multiple state elections especially in our largest state of Maharashtra in Q3, and other short-term regulatory / policy disruptions in some states such as Karnataka, Delhi, and UP which also hurt industry demand albeit temporarily in FY25.

Given this market backdrop, our sales growth was subdued for FY25. Having said that, Sula continued its north ward journey and clocking highest ever Own Brand sales. Own Brands sales grew 2.2% YoY to INR 546.2 Cr in FY25 as compared to INR 534.2 Cr in FY24. Our Elite & Premium portfolio continued to outperform in FY25 registering 4.8% YoY growth to reach sales of INR 420.9 Cr with the salience of Elite & Premium improving further to 77.1% in FY25 vis-à-vis 75.2% in FY24. Traction in our Elite & Premium brands was powered by the robust double-digit growth in 'The Source' and the 'RASA' range, our key Elite brands.

Further, our commercial strategy of increasing wine adoption and width of distribution outside our top 2 markets paid off as revenue excluding Maharashtra and Karnataka recorded high-single digit growth despite the tough macro environment given the slowdown in urban consumption. We also successfully tapped price increase opportunities across some of our markets and brands.

### **Wine Tourism Performance**

Wine Tourism segment continued to perform robustly recording another year of double-digit growth. Wine Tourism revenue for FY25 was up 10.2% to INR 60.3 Cr.

The healthy growth in our Wine Tourism driven by strong performance of our resorts which recorded improved occupancy, higher revenue per guest and a very successful SulaFest'25, the 14th edition of the iconic music festival after 5 years. Resort occupancy jumped 400 bps from 74% in FY24 to 78% in FY25 while revenue per guest at our key Wine Tourism facilities increased by 7% YoY.

The wine tourism holds a pivotal position in fostering awareness and boosting wine consumption in India. We continue to be among the most visited vineyards globally as we welcomed >3.3 lakh visitors in FY25. Further, we also carried out 1.55+ lakh tastings in FY25.

### **Production and Harvest Update**

The recently concluded Harvest 2025 was excellent in both quantity and quality - marking the fifth consecutive year of strong vintages for Sula. We crushed ~9,500 tons of wine grapes in Harvest'25.

Our total installed capacity grew by 1.5 million liters in FY25 from 16.7 Mn liters to 18.2 Mn liters, an increase of 9% YoY. The capacity expansion was carried at our Domaine Dindori unit, here we commissioned the 1.5

million liters low-cost cellar at 33% lower capex. This newly commissioned cellar will be used for Economy & Popular brands.

More importantly, we augmented our bottling capacity at two of our units in Maharashtra - the Nashik Winery at The Source and the ND Wines facility. Further, in Q4 FY25, we also received regulatory approval for our Nashik Winery (at the Source) to be eligible for the WIPS benefit. So, overall, we now have 4 units in Maharashtra that are eligible for maximum WIPS benefit and with that we are well placed to capture ~100% of the potential WIPS in FY25 vis-à-vis ~85% in FY24.

On the product development front, we launched the Sula Merlot, a new rich velvety red wine. Merlot being one of the most cherished red varieties globally, the Merlot is an excellent addition to our portfolio and marks the first addition to the core Sula series in nearly a decade.

A healthy harvest 2025 along with the enhanced storage capacity, ensures ample supply of wine positioning the company for a strong year ahead.

### **Marketing Update**

In FY25, our marketing efforts focused on deepening consumer engagement and enhancing brand visibility across key touchpoints. We surpassed our digital benchmarks once again, growing our community to over 163K wine lovers. SulaFest made a grand comeback after a five-year hiatus, drawing 10,000+ attendees with its vibrant celebration of wine, music, and food. Our partnership with IndiGo took Sula cans to new heights—bringing wine to the skies. The flagship RASA Cabernet Sauvignon 2022 was awarded a prestigious Gold Medal at the Global Cabernet Sauvignon Masters 2024, marking the first-ever gold for an Indian wine at the Global Masters Awards in any category.

In FY25, we conducted 77,887 tastings across 51 cities, significantly expanding our reach through events like Viva La Vino (Goa, Pune, Mumbai, Kolkata, Delhi, Bangalore), Vinexpo, Art Mumbai, and the record-breaking Monsoon Tasting with 117 participants - nearly double previous editions. We also made a strong showing at UpperCrust, boosting visibility among key consumer segments.

Venturing into fashion, we hosted an exclusive wine event with Saher Agiary House - a high-profile show combining style and purpose, supporting charitable causes, and connecting the brand with influential audiences. We created memorable experiences at cultural platforms such as the KNMA Spring Concert and the Alliance Française Paris Olympic Launch, while also expanding our presence in tier 2 and emerging cities such as Darjeeling, Sikkim, Guwahati, Jammu, Coonoor, Ooty, Lonavala, Mahabaleshwar - introducing many to their first taste of Sula.



New listings were secured at premium properties like Hyatt Regency Delhi, Umaid Bhawan Palace Jodhpur, and The Astor Goa. We also partnered with standout restaurants including Otoki and Sixteen 33 in Mumbai, and Amiel Gourmet and Fireside in Bangalore.

Strategic collaborations with KA Hospitality, 3 Stories, and Holiday Inn further expanded our on-trade footprint and brand recall in competitive markets.

### **Sustainability Update**

In FY25, we continued to make our operations more sustainable and environmentally friendly. We reduced our water consumption per liter of wine produced by 5% YoY, increased our solar power share as % of consumption to 66% vs. 59% LY and boosted our battery energy storage system (BESS) to ~1 MW vis-à-vis 0.5 MW LY. E-vehicle fleet % also increased 45% in FY25 as compared to 35% last year.

Additionally, in FY26, we plan to expand BESS (Battery Energy Storage System) capacity to 2 MW to efficiently store solar energy and make it available for use during peak load times resulting in cost savings. On the whole, we remain unwavering in our commitment to spearhead sustainability initiatives

### **3. Reserves**

During the year under review, no amount was transferred to any of the reserves by the Company.

### **4. Dividend**

The Board of Directors at their meeting held on 8th May 2025, has recommended payment of Rs. 3.60 per equity share of face value of Rs. 2/- each fully paid-up as final dividend for the financial year 2024-25. The record date for payment of final dividend is 23rd May 2025. The final dividend, subject to the approval of the shareholders at the ensuing Annual General Meeting ("AGM") of the Company, will be paid within the statutory timelines.

The total dividend for the financial year 2024-25, amounts to Rs. 3.60 per equity share of face value of Rs. 2/- each and would involve a total outflow of Rs. 30,38,74,664.40 (Rupees Thirty Crores Thirty-Eight Lakhs Seventy-Four Thousand Six-Hundred Sixty-Four and Forty Paise Only).

In view of the applicable provisions of Income Tax Act, 1961, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders, if the amount exceeds the threshold limit. Your Company shall, accordingly, make the payment of the final dividend after deduction of tax at source.

### **5. Management Discussion and Analysis**

The Management Discussion and Analysis for the year under review, as stipulated under the SEBI Listing Regulations is annexed to this Report. (Annexure - V)

### **6. Material changes and commitments if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report**

Other than stated elsewhere in this report, there are no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report.

### **7. Extract of Annual Return**

The Annual Return (Form MGT-7) of the Company as on 31<sup>st</sup> March, 2025 in accordance with Section 92(3) and Section 134 (3) (a) of the Companies Act, 2013 (the Act) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website at <https://www.sulavineyards.com/investor-relations.php>

### **8. Details of changes in Directors and Key Managerial Personnel**

#### **Appointments and resignations of Directors:**

#### **(a) Appointments**

During the year under review, based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board, the shareholders have approved the following appointments:

(i) Appointment of Mr. Deepak Shahdadpuri (DIN: 00444270) as a Non-Executive Director with effect from 4<sup>th</sup> April 2024.

(ii) Appointment of Mr. Anant S. Iyer (DIN: 00610131) as an Independent Director of the Company for a term of three years, effective from 12<sup>th</sup> November 2024 to 11<sup>th</sup> November 2027.

(iii) Re-appointment of Mr. Alok Vajpeyi (DIN: 00019098) as an Independent Director of the Company for second term of three years, effective from 15<sup>th</sup> December 2024 to 14<sup>th</sup> December 2027\*.

(iv) Re-appointment of Mr. Chetan Desai (DIN: 03595319) as an Independent Director of the Company for second term of three years, effective from 15<sup>th</sup> December 2024 to 14<sup>th</sup> December 2027

(v) Re-appointment of Ms. Sangeeta Tanwani (DIN: 03321646) as an Independent Director of the Company for second term of three years, effective from 15<sup>th</sup> December 2024 to 14<sup>th</sup> December 2027.

\*Mr. Chetan Desai has stepped down as Chairperson of the Board and Mr. Alok Vajpeyi was elevated to Chairperson of the Board w.e.f. 15<sup>th</sup> December 2024, as a part of succession planning.

## **(b) Resignations**

During the year under review, Mr. Arjun Anand (DIN: 07639288) resigned as a Non-Executive Nominee Director, effective close of business hours on April 4, 2024.

Mr. Riyaaz Amlani (DIN: 00261209) resigned as a Non-Executive Independent Director, effective close of business hours on April 4, 2024.

## **(c) Retirement by rotation and subsequent re-appointment**

In accordance with the provisions of Section 152 of the Companies Act read with provisions contained in the Articles of Association of the Company, Mr. Deepak Shahdadpuri is liable to retire by rotation at the ensuing Annual General Meeting of the Company and being eligible has offered his candidature for re-appointment. The notice convening the AGM includes the proposal for re-appointment of Directors.

Brief resume, nature of expertise, disclosure of relationship between directors inter-se, details of directorships and committee membership held in other companies of the Directors proposed to be appointed/re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard-2 and Regulation 36 of the Listing Regulations, is appended as an Annexure to the Notice of the ensuing Annual General Meeting.

## **(d) Appointments and resignations of Key Managerial Personnel:**

### **Appointments**

(i) Ms. Shalaka Koparkar (Membership No. A25314) was appointed as Company Secretary and Compliance Officer of the Company with effect from November 12, 2024.

### **Resignations**

(i) Ms. Ruchi Sathe stepped down from her role as Company Secretary and Compliance Officer of the Company, with effect from the close of business hours on October 1, 2024.

(ii) Mr. Karan Vasani stepped down from his role as Chief Operating Officer of the Company, with effect from the close of business hours on December 20, 2024\*.

\*Mr. Gorakh Gaikwad was appointed as the Chief Operating Officer of the Company with effect from December 21, 2024, under the category of Senior Management Personnel ('SMP').

## **(e) Key Managerial Personnel**

In accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the following are

the Key Managerial Personnel of the Company:

- (i) Mr. Rajeev Samant, Managing Director and Chief Executive Officer
- (ii) Mr. Abhishek Kapoor, Chief Financial Officer
- (iii) Ms. Shalaka Koparkar, Company Secretary and Compliance Officer

## **9. Disclosures, Declarations and Annual Affirmations**

- i. Based on the declarations and confirmations received from the Directors, none of the Directors of the Company are disqualified from being appointed/ continuing as Directors of the Company.
- ii. Affirmation of all members of the board of directors and Senior Management Personnel have been received on the code of conduct for board of directors and senior management.
- iii. Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b), 25(8) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.
- iv. The Company has also received from Independent Directors, declaration of compliance of Rule 6 (1) & (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding online registration with the "Indian Institute of Corporate Affairs" at Manesar, for inclusion of name in the data bank of Independent Directors.
- v. The Board has taken on record the declarations and confirmations submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

## **10. Board of Directors:**

The Board comprises of seven directors with a balanced composition of executive, non-executive and one Independent Woman Director, ensuring strong corporate governance and safeguarding stakeholder interests. Their collective expertise and integrity drive strategic decision-making and enhance long-term value creation. The Board of Directors met 6 (six) times during the year under review. Further details of composition of board of directors including remuneration, number of meetings and attendance thereof, forms part of report on corporate governance which is appended as **Annexure II** to this Board Report.



In the opinion of Board, all Independent Directors are persons of integrity and fulfils requisite conditions as per applicable laws and are independent of the management of the Company.

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

### Committees of the Board of Directors

#### (i) **Audit Committee:**

The Company has constituted an Audit Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of the SEBI Listing Regulations. The details relating to the same are given in **Annexure II** - Report on Corporate Governance forming part of this Board Report.

#### (ii) **Nomination and Remuneration Committee:**

The Company has constituted Nomination and Remuneration Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 of the SEBI Listing Regulations. The details relating to the same are given in **Annexure II** - Report on Corporate Governance forming part of this Board Report.

#### (iii) **Stakeholders Relationship Committee:**

The Company has constituted Stakeholders Relationship Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 20 of the SEBI Listing Regulations. The details relating to the same are given in **Annexure II** - Report on Corporate Governance forming part of this Board Report.

#### (iv) **Risk Management Committee:**

The Company has constituted Risk Management Committee in terms of the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 21 of the SEBI Listing Regulations. The details relating to the same are given in **Annexure II** - Report on Corporate Governance forming part of this Board Report.

#### (v) **Corporate Social Responsibility Committee:**

The Company has constituted Corporate Social Responsibility Committee in terms Section 135 of the Companies Act, 2013 read with the rules made thereunder. The details relating to the same are given in **Annexure II** - Report on Corporate Governance forming part of this Board Report.

## 12. Familiarization Programme for Independent Directors

The Company implements a comprehensive induction program for all Directors, including Independent Directors, upon their appointment. This program, complemented by ongoing updates throughout the year, ensures thorough familiarization with the Company's operations, business model, values, culture and industry landscape. A detailed note on the familiarization programme adopted by the Company for orientation and training of the Directors is provided in the Report on Corporate Governance which forms part of this Integrated Report.

Details of Familiarization programs are updated on company's website at <https://sulavineyards.com/files/0425/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

## 13. Board Evaluation

In terms of the requirements of the Act and the SEBI Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim of improving the effectiveness of the Board and its Committees.

The Company has a structured assessment process, wherein the Nomination and Remuneration Committee ('NRC') has laid down the manner of performance evaluation of the Board, its Committees, Non - Executive and Independent Directors, Managing Director and the Chairperson. The evaluations are carried out in a confidential manner and the Directors provide their feedback by rating based on various metrics. The performance evaluation activity is conducted under the guidance of the Chairperson of NRC.

In a separate meeting of Independent Directors, performance of Non-Independent Directors including the MD & CEO, the Board as a whole were discussed and evaluated. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

Board Evaluation process was conducted through structured questionnaires which cover various aspects of the Board's functioning such as adequate composition of the Board and its Committees, Member's strengths and contribution, execution and performance of specific duties, obligations and governance.

The survey results and feedback from directors were discussed in meetings of the Independent Directors, NRC and the Board to identify areas for improvement in director performance and board processes, ultimately enhancing overall board effectiveness.

## 14. Share Capital

### Authorized Share Capital

The Authorized Share Capital of the Company as on

31<sup>st</sup> March 2025 is INR 20,20,60,000 (Rupees Twenty Crores Twenty Lakhs Sixty Thousand Only) divided into 10,10,30,000 (Ten Crores Ten Lakhs Thirty Thousand only) equity shares having face value of INR 2/- (Rupees Two) each.

### **Paid up and Subscribed Share Capital**

The paid up and subscribed share capital of the Company as on 31<sup>st</sup> March 2025 is INR 16,88,19,258/- (Rupees Sixteen Crore Eighty-Eight Lakhs Nineteen Thousand Two Hundred and Fifty - Eight Only) comprising of 8,44,09,629 (Eight Crore Forty - Four Lakhs Nine Thousand Six Hundred and Twenty-Nine) equity shares having face value of INR 2/- (Rupees Two) each.

## **15. Remuneration of Directors and Employees**

Disclosure comprising particulars with respect to the remuneration of directors and employees, as required to be disclosed in terms of the provisions of Section 197(12) of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure - I** to this Report.

The information in respect of employees of the Company pursuant to Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure - I** forming part of this report. In terms of section 136(1) of the Companies Act, 2013 and the rules made thereunder, the Report and Accounts are being sent to the shareholders excluding the aforesaid Annexure. Any member interested in obtaining a copy of the same may write to the Company Secretary at the Registered Office of the Company.

## **16. Statutory Auditors**

Walker Chandiok & Co. LLP, Chartered Accountants, (Firm Registration No. 001076N/ N500013), have been appointed as Statutory Auditors of the Company at the 19th Annual General Meeting held on May 27, 2022, for a period of 5 years from conclusion of 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2027 at such remuneration as may be decided by the Board of Directors of the Company. The Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India (ICAI) and hold valid certificate issued by the Peer Review Board of the ICAI.

The Audit Committee reviews the independence and objectivity of the Auditors and the effectiveness of the Audit process.

The Statutory Audit Report for the year 2024-25 does not contain any qualification, reservation or adverse remark or disclaimer. During the year under review, the Auditors have not reported any fraud under Section 143(12) of the Act.

During FY 2024-25, the total fees for all services paid by the Company and its subsidiaries, on a consolidated

basis, to Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditor is Rs. 94 lakhs plus taxes. These fees are paid towards Statutory & Tax Audit and Limited Review.

## **17. Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Sunil Agarwal & Co., Practising Company Secretary, to undertake the secretarial Audit of the Company for Financial Year 2024-25. The Report of the Secretarial Audit is annexed herewith as **Annexure- III**. The Report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

In terms of the provisions of SEBI Listing Regulations read with the circulars issued by SEBI dated 12<sup>th</sup> December 2024 and 31<sup>st</sup> December 2024, the Board, at its meeting held on 8th May 2025, has appointed Sunil Agarwal & Co., Practising Company Secretary, as Secretarial Auditor, subject to the approval of shareholders in ensuing Annual General Meeting, for conducting Secretarial Audit of the Company for a term of 5 consecutive years w.e.f. 1<sup>st</sup> April 2025 till 31<sup>st</sup> March 2030, at a fee of Rs. 1,55,000 for FY 2025-26 (plus taxes as applicable) and remuneration for the subsequent years as may be decided by the Board of Directors in consultation with the Secretarial Auditor of the Company. The Secretarial Auditors have confirmed that they have subjected themselves to the peer review process of Institute of Company Secretaries of India (ICSI) and hold valid certificate issued by the Peer Review Board of the ICSI.

For FY 2024-25, the total fees paid for issuance of Secretarial Audit Report and Statutory Certificate by the Company and its material subsidiary, on a consolidated basis, to Sunil Agarwal & Co., Practising Company Secretary, Secretarial Auditor is INR 3 Lakhs plus applicable taxes.

## **18. Reporting of Fraud**

There were no frauds committed against the Company during FY 2024-25 by its officers or employees which are required to be disclosed as per Section 143(12) of the Companies Act, 2013.

## **19. Details of the adequacy of internal financial controls**

The Board of Directors and management of the Company are responsible for establishing and maintaining adequate internal financial controls to ensure the reliability and integrity of financial reporting. These controls have been designed in accordance with the applicable regulatory framework to provide reasonable assurance regarding the accuracy of financial statements and compliance with statutory obligations.



The management team has assessed the effectiveness of the Company's internal control over financial reporting as at March 31, 2025 and believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

The Company has established a robust system of internal controls commensurate with the size and operations to ensure that assets are safeguarded, and transactions are appropriately authorised, recorded and reported. The controls have been documented, digitized, and embedded in the business process.

- **Segregation of Duties:** Clearly defined roles and responsibilities to prevent unauthorized transactions.
- **Authorization and Approval Processes:** Stringent approval mechanisms for financial transactions and capital expenditures.
- **Periodic Monitoring and Audits:** Regular internal audits and management reviews to assess the effectiveness of controls.
- **IT and System Controls:** Implementation of advanced financial reporting systems and cybersecurity measures to safeguard financial data.

Assurance on the effectiveness is obtained through management reviews, controls self-assessment and periodic reporting of the in-house team that evaluates and provides assurance of its adequacy and effectiveness. The controls are also tested by the internal and statutory auditors during their audits. The Statutory Auditors of the Company have audited the financial statements included in this Annual Report and issued their report on internal control over financial reporting (as defined under section 143 of the Companies Act, 2013).

## 20. Directors' Responsibility Statement

Pursuant to Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, Directors of your Company confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the Directors had selected appropriate accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and out of the profit and loss of the company for that period;
- c) the Directors have taken proper and sufficient

care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down proper internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

The aforesaid statement has also been reviewed and confirmed by the Audit Committee of the Board of Directors of the Company.

## 21. Business Responsibility and Sustainability Report

As per Regulation 34 of the SEBI Listing Regulations, a separate section on Business Responsibility and Sustainability Reporting (BRSR) forms a part of this Integrated Annual Report BRSR is attached as **Annexure - VI**.

## 22. Subsidiaries/ Joint Venture/ Associate Companies:

The Company has 2 (two) wholly owned subsidiaries as on 31<sup>st</sup> March 2025. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act").

A statement in Form AOC-1 as required under Section 129(3) of the Companies Act, 2013 containing salient features of the financial statements of the subsidiary companies is forming part of this Annual Report in **Annexure - VII**.

## 23. Issue of employee stock options

In terms of the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations") and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), approval of the Board and the members of the Company, following schemes were duly implemented:

- a) Sula Vineyards Employees Stock Option Scheme 2021 ('ESOP 2021')
- b) Sula Vineyards Employees Stock Option Scheme 2023 ('ESOP 2023')

The disclosure relating to ESOPs required to be made under the provisions of the Companies Act, 2013 along with the rules made thereunder and the SBEB Regulations is provided on the website of the Company: <https://sulavineyards.com/investor-relations.php>



A certificate from the Secretarial Auditor of the Company, confirming that the aforesaid schemes have been implemented in accordance with the SBEB Regulations, will be open for inspection at the 22nd Annual General Meeting which is also available on the website of the Company: <https://sulavineyards.com/investor-relations.php>

## 24. Vigil Mechanism

The Company has established Vigil Mechanism (Whistleblower policy) in accordance with the provisions of Section 177(9) & (10) of the Companies Act, 2013 to report instances of unethical behaviour, actual or suspected fraud or violation of the code of conduct or any policy of the Company. The Vigil Mechanism Policy has been uploaded on the website of the Company at below link: <https://sulavineyards.com/files/1123/Vigil%20Mechanism%20and%20Whistleblower%20Policy.pdf>

Further details with respect to the Vigil Mechanism, forms part of report on corporate governance which is appended as **Annexure II** to this Board Report.

## 25. Risk Management

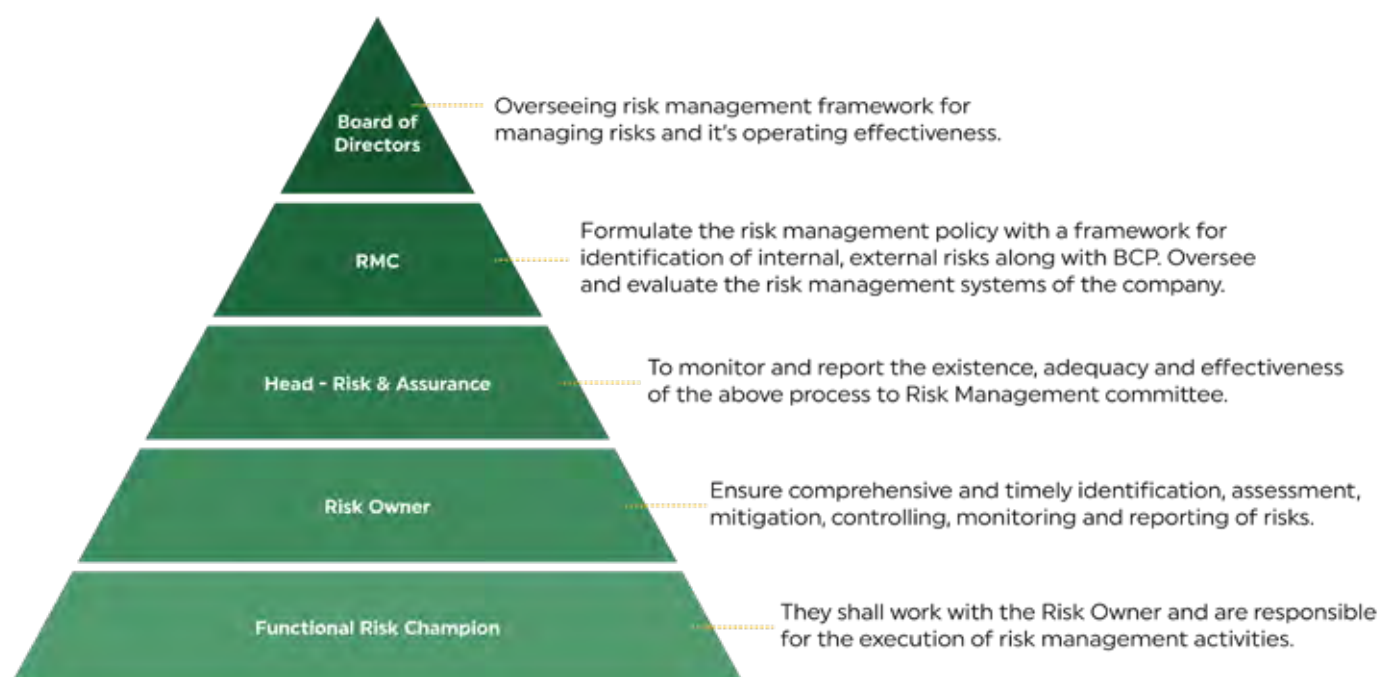
At Sula Vineyards, we recognize that effective risk

management is essential to achieving our strategic objectives and ensuring long-term sustainability. Our focus is to identify and embed mitigation actions for material risks that could impact our current or future performance, and/or our reputation. Our approach is holistic and integrated, bringing together risk management, internal controls, and business integrity, ensuring that our activities across this agenda focus on the risks that could have the greatest impact.

The nature of business is such that it is subject to certain risks at different points of time. Some of these include escalation in the cost of raw materials and other inputs, increasing competitive intensity from other players, changes in regulation from central and state governments, cyber security, data management and migration risks, data privacy risk, environmental and climate risk. Sula Vineyards has always had a proactive approach when it comes to risk management where it periodically reviews the risks and strives to develop appropriate risk mitigation measures for the same.

To enhance this focus, the Board of Directors has constituted a Committee of the Board called the Risk Management Committee to frame, implement and monitor risk management plan.

### Risk Governance Structure



### Our approach:

- **Risk Identification:** Management identifies areas that may positively or negatively affect the Company's ability to implement its strategy and achieve its objectives and performance goals.
- All aspects of internal risk such as Strategic Risk, Business Risk, Finance Risk, Environment Risk, Personnel Risk, Operational Risk, Reputation Risk,

Regulatory Risk, Technology Risk and Information and Cyber Security Risk and external risk such as Sectoral Risk, Sustainability Risk and Political Risk are covered as part of the Risk Management Committee meeting.

- **Root Cause Analysis:** Root cause analysis enables tracing the reasons / drivers for existence of a risk element and helps developing appropriate mitigation action.



- **Risk Scoring:** An analysis of all internal processes and support functions is done to determine the likelihood and impact of risk elements.
- **Risk Categorisation:** The identified risks are further grouped into (a) Controlled; (b) Serious; (c) Disruptive; (d) Severe and (e) Critical.
- **Risk Mitigation:** Management is developing appropriate responsive action on review of various alternatives, costs and benefits, with a view to manage identified risks and limit the impact to tolerance level. Risk mitigation plan drives policy development as regards risk ownership, control environment timelines, standard operating procedure, etc.
- **Risk Monitoring & Reporting:** It is designed to assess on an ongoing basis, the functioning of risk management components and the quality of performance over time.

## 26. Nomination and Remuneration Policy

This Nomination and Remuneration Policy (the "Policy") has been formulated by the Company in compliance with Section 178 of the Companies Act, 2013.

In accordance with the Nomination and Remuneration Policy, the NRC formulates the criteria for appointment as a Director, Key Managerial Personnel and Senior Management, identifies persons who are qualified to be Directors and nominates candidates for Directorships subject to the approval of Board, evaluates the performance of the individual directors, recommends to the Board, remuneration to Managing Director / Whole- time Directors, ensures that the remuneration to Key Managerial Personnel, Senior Management and other employees is based on Company's overall philosophy and guidelines and is based on industry standards, linked to performance of the self and the Company and is a balance of fixed pay and variable pay and recommends to the Board, sitting fees/ commission to the Non-Executive Directors.

The Company's Nomination and Remuneration Policy for Directors, Key Managerial Personnel and senior management is available on the website of the Company at below link:

<https://sulavineyards.com/files/0423/Nomination%20and%20Remuneration%20Policy.pdf>

The NRC has also formulated a separate policy on the Diversity of the Board of Directors which is available on the website of the Company at below link:

<https://sulavineyards.com/files/0423/Diversity%20of%20the%20Board%20of%20Directors%20Policy.pdf>

## 27. Particulars of Deposits

During the year under review, the Company has not

accepted any deposits falling within the ambit of section 73 of the Companies Act, 2013 and the rules framed thereunder. The Company does not have any unclaimed deposits as of date.

## 28. Loans, Guarantees and Investments

Pursuant to Section 186 of the Companies Act, 2013 disclosure on particulars relating to Loans, Advances, Guarantees and Investments are provided as a part of the financial statements.

## 29. Maintenance of Cost Records

The provisions pertaining to maintenance of Cost Records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013, are not applicable to the Company.

## 30. Corporate Social Responsibility (CSR)

The initiatives with respect to CSR, the CSR policy framework and Annual Action Plan of CSR activities undertaken during the year are available on the website of the Company: <https://sulavineyards.com/investor-relations.php>. The disclosures required to be given under section 135 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in **Annexure - IV** forming part of this Board Report.

## 31. Related Party Transactions

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a Policy on Related Party Transactions. The Policy can be accessed on the Company's website at below link:

<https://sulavineyards.com/files/0823/Policy%20on%20Related%20Party%20Transactions.pdf>

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions, which are repetitive in nature and entered in the ordinary course of business and on an arm's length basis. During the year under review, there were no material related party contracts entered into by the Company requiring shareholders' approval.

Accordingly, the disclosure of related party transactions as required under Section 134 (3) (h) of the Act in Form AOC-2 is not applicable to the Company for FY25 and hence does not form part of this report. Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone/ consolidated financial statements forming part of this Integrated Report & Annual Accounts 2024-25.



## Dematerialization of Shares

The Company's shares are compulsorily tradable in electronic form. As on the date of this report, 100% of the Company's total paid up capital are in dematerialized form. Pursuant to amendments in SEBI Listing Regulations, requests for effecting transfer of securities in physical form, shall not be processed by the Company and all requests for transmission, transposition, issue of duplicate share certificate, renewal/exchange of securities certificate and endorsement need to be processed only in dematerialized form.

### 33. Details of significant and material orders passed by the regulators or courts

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

### 34. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance towards sexual harassment at the workplace. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') and the Rules made thereunder.

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee as per the POSH Act.

During the year under review, the Company did not receive any sexual harassment complaints.

### 35. Dividend Distribution Policy

In terms of Regulation 43A of SEBI Listing Regulations, your Company has formulated a Dividend Distribution Policy, with an objective to provide the dividend distribution framework to the Stakeholders of the Company. The policy sets out various internal and external factors, which shall be considered by the Board in determining the dividend payout.

The policy is available on the website of the Company at below link:

<https://sulavineyards.com/files/0823/Dividend%20Distribution%20Policy.pdf>

### 36. Other Disclosures

#### a. Unclaimed Dividend:

The Company after listing have declared three dividends including two final dividends and one interim

dividend. Shareholders can claim their unclaimed/unpaid dividends by sending a written request to the Company at [cs@sulawines.com](mailto:cs@sulawines.com) or to the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

#### b. MSME:

The Company has registered itself on Trade Receivables Discounting System platform (TReDS) through the service providers TReDS Limited. The Company complies with the requirement of submitting a half yearly return to the Ministry of Corporate Affairs within the prescribed timelines.

#### c. Statutory Compliance:

The Company has adequate systems and processes in place to comply with all applicable laws and regulations, pay applicable taxes on time, and ensures statutory CSR spend.

#### d. Consolidated Financial Statements:

Your Directors are pleased to attach the Consolidated Financial Statements pursuant to section 129(3) of the Companies Act, 2013 and Regulation 34 of the SEBI Listing Regulations, prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS).

#### e. Insolvency and Bankruptcy Code, 2016

No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution;

### 37. Secretarial Standards

The Company has complied with Secretarial Standards on Board Meetings and General Meetings issued by the Institute of Company Secretaries of India.

### 38. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:



**a) Conservation of energy**

(i)	the steps taken or impact on conservation of energy	<ul style="list-style-type: none"> <li>The solar energy accounts 66% of energy requirements of Sula</li> <li>The company is aiming to increase its total electric vehicle fleet from 45% to 55% in FY26, which will gets charged on solar energy</li> <li>Installation of Burkert system has helped us to reduce power consumption at our DD (cellar 4) by 37%</li> <li>Installation of an additional Battery Energy Storage System allows us to store energy for use during peak hours</li> <li>By installing a methane gas capture system, for power generation</li> </ul>
(ii)	the steps taken by the company for utilizing alternate sources of energy	<ul style="list-style-type: none"> <li>Solar Roof Top PV system</li> <li>Burkert Tank temperature control system</li> <li>Electrical Vehicle</li> <li>Battery Energy storage system</li> <li>Methane Gas capture system</li> <li>Solar water pumping system</li> <li>Solar water heating system</li> <li>Biogas plant</li> <li>Rainwater harvesting</li> </ul>
(iii)	the capital investment on energy conservation equipment's	<ul style="list-style-type: none"> <li>15.29 Cr</li> </ul>

**b) Technology absorption**

(i)	the efforts made towards technology absorption	<ul style="list-style-type: none"> <li>Installation of additional 521Kwh BESS system</li> <li>Installation of Burkert system</li> <li>Methane Gas capture system</li> </ul>
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> <li>With the use of the Burkert system we saved 37% power consumption at cellar operations</li> <li>Installation of methane gas capture system helps to generate power units with the help of Methane gas</li> </ul>
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	-
	(a) the details of technology imported	-
	(b) the year of import;	-
	(c) whether the technology been fully absorbed	-
(iv)	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	-
	the expenditure incurred on Research and Development	-

**c) Foreign exchange earnings and Outgo**

Foreign exchange	Year ended 31 <sup>st</sup> March 2025 (INR in crores)	Year ended 31 <sup>st</sup> March 2024 (INR in crores)
(i) Earnings	5.66	7.33
(ii) Outgo	10.24	14.70



### 39. Acknowledgements

Your directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors, and members during the year under review.

Your Directors take this opportunity to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers. The Directors would also like to thank the shareholders for their support and contribution. We look forward to their continued support in future.

#### For and on behalf of the Board

Place: Mumbai  
Date: 8<sup>th</sup> May 2025

**Rajeev Samant**  
Managing Director and CEO  
DIN: 00020675

**Alok Vajpeyi**  
Chairperson & Independent Director  
DIN: 00019098



## Particulars of Remuneration

Part A: Information pursuant to Section 197(12) of the Companies Act, 2013

[Read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. Ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for FY 2024-25 and % increase in remuneration of each Director/KMP of the Company for FY 2024-25 are as under:

Name	% increase in remuneration over previous year	Ratio of remuneration to median remuneration of all employees
<b>Executive Director</b>		
Mr. Rajeev Samant	15.00%	7790.3
<b>Independent Directors</b>		
Mr. Chetan Desai <sup>3</sup>	0.00%	217.8
Mr. Alok Vajpeyi <sup>3</sup>	100.00%	36.3
Ms. Sangeeta Tanwani <sup>3</sup>	100.00%	36.3
Mr. Anant S. Iyer <sup>3</sup>	100.00%	36.3
<b>Non-Executive Directors</b>		
Nicholas Peter Y Cator <sup>3</sup>	100.00%	36.3
Deepak Shahdadpuri <sup>3</sup>	100.00%	36.3
<b>KMP</b>		
Mr. Abhishek Kapoor	10.00%	2894.5
Ms. Shalaka Koparkar <sup>1</sup>	10.00%	471.8
Ms. Ruchi Sathe <sup>1</sup>	-	-
Mr. Karan Vasani <sup>2</sup>	-	-

<sup>1</sup> Ms. Ruchi Sathe resigned from her position as Company Secretary & Compliance Officer of the Company, effective 1<sup>st</sup> October 2024 and Ms. Shalaka Koparkar took up the position effective 12<sup>th</sup> November 2024.

<sup>2</sup> Mr. Karan Vasani resigned from his position as Chief Operating Officer of the Company effective 20<sup>th</sup> December 2024.

<sup>3</sup> The Board at its meeting held on 12<sup>th</sup> November 2024 approved payment of commission to all Non - Executive Directors, sitting fees paid to Non - Executive Directors have been excluded.

**B. The percentage increase/(decrease) in the median remuneration of employees in the FY 2024-25:**

2.73%

**C. The number of permanent employees on the rolls of company:**

752 Closing head count as on 31<sup>st</sup> March 2025

**D. Comparison of average percentile increase in salary of employees other than the managerial personnel and the percentile increase in the managerial remuneration:**

Other than the Managerial – 6.5%

Managerial – 15.00%

**E. Affirmation that the remuneration is as per the remuneration policy of the Company.**

Yes

**For and on behalf of the Board**

**Rajeev Samant**

Managing Director and CEO

DIN: 00020675

**Alok Vajpeyi**

Chairperson & Independent Director

DIN: 00019098

Place: Mumbai

Date: 8<sup>th</sup> May 2025



# REPORT ON CORPORATE GOVERNANCE

The Directors present the Report on Corporate Governance of the Company pursuant to Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

## Company's Philosophy on Code of Governance

We drive responsible business practices by prioritizing the well-being of our customers, stakeholders, and the environment. To achieve this, our governance philosophy emphasizes transparency, accountability, integrity, and assurance in all areas. Our comprehensive governance code translates these principles into actionable policies and procedures, ensuring regulatory compliance, adherence to industry standards, and ethical conduct.

Sula proactively fulfills its corporate governance obligations as stipulated by the SEBI Listing Regulations. Our robust governance practices are designed to promote ethical behavior and sustainable practices, is intrinsically linked to our company's values and goals. This unwavering adherence to these principles strengthens stakeholder confidence and secures the company's long-term viability.

Regarding corporate governance, the Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of SEBI Listing Regulations, as applicable. Overall, Sula's comprehensive code of governance promotes responsible and ethical behavior, aligns with the company's values and goals, and supports the long - term success and stability of the business. By adhering to these principles, Sula demonstrates its commitment to responsible and sustainable practices, which fosters trust with stakeholders and contributes to the long - term success and stability of the business.

Code of Conduct for Insider Trading: The Company 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. The Code is displayed on the Company's website.

## Board of Directors (the Board):

The Board of Directors, along with its committees, possesses a diverse range of skills and expertise, and is empowered to oversee management functions with the aim of ensuring their effectiveness and enhancing shareholder value. The Board also provides strategic direction, reviews and approves management's business objectives and plans, and oversees risk management.

## The Chief Executive Officer & Managing Director (CEO & MD):

The CEO & MD encompasses the comprehensive oversight and delivery of the Company's business development, operational efficiency, financial outcomes, leadership pipeline, and all other pertinent obligations.

## Non-Executive Directors / Independent Directors:

The Non-Executive Directors / Independent Directors play a critical role in enhancing balance to the Board processes with their independent judgment on issues of strategy, performance, standards of conduct etc., besides providing the Board with valuable inputs. The profiles and expertise of all Independent Directors/Non-executive Directors of the Company are available on the Company's website at [https://sulavineyards.com/files/0225/Board%20of%20Directors\\_1.pdf](https://sulavineyards.com/files/0225/Board%20of%20Directors_1.pdf)

## Board of Directors

### a. Composition of the Board

- i. The Company's Policy is to have appropriate mix of Executive, Non-Executive, and Independent Directors, which is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and Section 152 of the Companies Act, 2013 ('the Act').
- ii. Details of changes in composition of the Board during the year under the review, forms part of this Report.

- iii. There is no inter-se relationship between any Directors.
- iv. None of the Directors hold the office of director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 17A of the SEBI Listing Regulations.
- v. During FY 2024-25, none of our directors acted as Member in more than ten committees or as Chairperson in more than five committees across all listed entities where they serve as a Director. As on 31<sup>st</sup> March 2025, the Board comprised of seven Directors, categorized as below:

Director Category	DIN	Date of appointment	Shareholding	Number of Directorships in other Public Companies	Number of Committee positions held in other Public Companies		Directorship in other listed entity	
					Chairperson	Member		
Executive Director								
Mr. Rajeev Samant	Managing Director & Chief Executive Officer (Promoter)	00020675	26 <sup>th</sup> February 2003	2,08,12,731	Nil	Nil	Nil	Nil
Non-Executive Independent Director								
Mr. Alok Vajpeyi <sup>a</sup>	Chairperson	00019098	15 <sup>th</sup> December, 2021	1,20,323	Nil	Nil	Nil	Nil
Mr. Chetan Desai <sup>a</sup>	-	03595319	15 <sup>th</sup> December, 2021	Nil	6	4	6	Independent Director - Delta Corp Limited - Krsnaa Diagnostics Limited
Ms. Sangeeta Tanwani	-	03321646	15 <sup>th</sup> December, 2021	80,000	4	Nil	2	Whole-Time Director - Aditya Birla Fashion and Retail Limited Independent Director - International Gemmological Institute (India) Ltd
Mr. Anant S. Iyer <sup>b</sup>	-	00610131	12 <sup>th</sup> November 2024	Nil	Nil	Nil	Nil	Nil
Non-Executive Director								
Mr. Nicholas Cator	-	07068629	9 <sup>th</sup> November, 2023	Nil	Nil	Nil	Nil	Nil
Mr. Deepak Shahdarpuri <sup>c</sup>	-	00444270	4 <sup>th</sup> April 2024	Nil	Nil	Nil	Nil	Nil

\*Mr. Alok Vajpeyi, Mr. Chetan Desai and Ms. Sangeeta Tanwani were re-appointed as Independent Directors for a second term of three years with effect from 15<sup>th</sup> December 2024 upto and including 14<sup>th</sup> December 2027.

<sup>b</sup>Mr. Deepak Shahdarpuri was appointed as a Non-Executive Director w.e.f. 4<sup>th</sup> April 2024. Mr. Anant S. Iyer was appointed as an Independent Director w.e.f. 12<sup>th</sup> November 2024.

<sup>a</sup>Mr. Chetan Desai has stepped down as Chairperson of the Board and Mr. Alok Vajpeyi was elevated to Chairperson of the Board w.e.f. 15<sup>th</sup> December 2024, as a part of succession planning.

#### Notes:

Other Company Directorships include directorships in all public limited companies and excludes private limited companies, foreign companies and Section 8 companies.

The details of positions held as Member/Chairperson of Committees are disclosed as per Regulation 26 of the SEBI Listing Regulations and covers only Stakeholders' Relationship Committee and Audit Committee of public companies.



## b. Board Meetings

### Scheduling and selection of agenda items for Board Meetings

Tentative dates for Board Meetings in the ensuing financial year are decided in advance and communicated to the Members of the Board. The information, as required under Regulation 17(7) read with Schedule II Part A of the SEBI Listing Regulations, is made available to the Board.

The Board meets at least once a quarter to review the quarterly financial results and other agenda items. Additional meetings are held when necessary. Committees of the Board usually meet on the day of the

formal Board meeting, or whenever the need arises for transacting business.

The recommendations of the Committees are placed before the Board for necessary approval. All committee recommendations placed before the Board during the year under review were unanimously accepted by the Board.

6 (Six) meetings of the Board of Directors were held during the financial year ended 31<sup>st</sup> March 2025. These meetings were held on 4<sup>th</sup> April 2024; 13<sup>th</sup> April 2024; 8<sup>th</sup> May 2024; 7<sup>th</sup> August 2024; 12<sup>th</sup> November 2024 and 5<sup>th</sup> February 2025. The gap between any two Board meetings during the year under review did not exceed one hundred and twenty days. The requisite quorum was present for all the meetings.

### Details of Meetings of the Board of Directors and Annual General Meeting held during the period under review, along with attendance of Directors at each meeting.

Name of the Director									
Meetings of the Board for the Financial Year 2024-25	Mr. Rajeev Samant	Mr. Chetan Desai	Mr. Alok Vajpeyi	Ms. Sangeeta Tanwani	Mr. Deepak Shahdadpuri****	Mr. Arjun Anand**	Mr. Riyaaz Amlani*	Mr. Nicholas Cator	Mr. Anant S. Iyer****
4 <sup>th</sup> April 2024	✓	✓	✓	✓	NA	✓	LOA	✓	NA
13 <sup>th</sup> April 2024	✓	✓	✓	✓	✓	NA	NA	✓	NA
8 <sup>th</sup> May 2024	✓	✓	✓	✓	✓	NA	NA	✓	NA
7 <sup>th</sup> August 2024	✓	✓	✓	✓	✓	NA	NA	✓	NA
12 <sup>th</sup> November 2024	✓	✓	✓	✓	✓	NA	NA	✓	NA
5 <sup>th</sup> February 2025	✓	✓	✓	✓	✓	NA	NA	✓	✓
Number of Board Meetings attended during the Financial Year 2024-25	6	6	6	6	5	1	Nil	6	1
21 <sup>st</sup> Annual General Meeting	✓	✓	✓	✓	⊗	NA	NA	✓	NA

✓ Present    ⊗ Absent

\*Mr. Riyaaz Amlani ceased to be Non-Executive Independent Director with effect from close of business hours of 4<sup>th</sup> April 2024.

\*\* Mr. Arjun Anand ceased to be Non - Executive Nominee Director with effect from close of business hours of 4<sup>th</sup> April 2024.

\*\*\* Mr. Deepak Shahdadpuri was appointed as a Non - Executive Director w.e.f. 4<sup>th</sup> April 2024.

\*\*\*\* Mr. Anant S. Iyer was appointed as Independent Director of the Company for a term of three years with effect from 12<sup>th</sup> November 2024 up to and including 11<sup>th</sup> November 2027.

## Meeting of the Independent Directors


Pursuant to Schedule IV of the Act, the Independent Directors met on 5<sup>th</sup> February 2025 without the presence of Non-Independent Directors and Members of the Management. The meeting of the Independent Directors was chaired by Mr. Chetan Desai, Chairperson.

The Independent Directors, inter alia, evaluated the performance of the Non-Executive Directors, the Board as a whole, The CEO & MD evaluated the performance of the Chairperson of the Board taking into account views of Executive and Non-Executive Directors and discussed

aspects relating to the quality, quantity and timeliness of the flow of information between the Company, Management and the Board.

## c. Key Board Qualifications, Expertise and Attributes

The Board members are dedicated to upholding the highest standards of corporate governance. The table below summarizes the key skills, expertise, competencies and attributes which are taken into consideration by the Nomination and Remuneration Committee while recommending appointment of Directors to the Board.

Name of Director	Areas of Skills/ Expertise/ Competence						
	 Leadership	 Strategy	 Operations	 Technology	 Finance	 Governance	 Government/ Regulatory/Affairs
Mr. Rajeev Samant	✓	✓	✓	✓	✓	✓	✓
Mr. Chetan Desai	✓	✓	✓		✓	✓	✓
Mr. Alok Vajpeyi	✓	✓	✓		✓	✓	✓
Ms. Sangeeta Tanwani	✓	✓	✓		✓	✓	✓
Mr. Deepak Shahdadpuri	✓	✓	✓	✓	✓		
Mr. Nicholas Cator	✓	✓	✓	✓	✓	✓	
Mr. Anant S. Iyer	✓	✓					✓

## d. Familiarisation Programme for Directors (including Independent Directors)

As a practice, all new Directors (including Independent Directors) inducted into the Board are given a formal orientation. The Directors are usually encouraged to visit the manufacturing facility and resorts of the Company and interact with members of Senior Management as a part of the induction programme. The Senior Management make presentations giving an overview of the Company's strategy, operations, products, markets, group structure and subsidiaries, board constitution and guidelines, matters reserved for the Board and the major risks and risk management strategy. This enables the Directors to get a deep understanding of the Company, its people, values and culture and facilitates their active participation in overseeing the performance of the Management.

As stated in the Board's Report, the details of the same are given to our existing Independent Directors are

available on our website at <https://sulavineyards.com/files/0425/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

Further, based on the confirmations/ disclosures received from the Independent Non-Executive Directors in terms of Regulation 25(9) of the Listing Regulations, the Board of Directors is of the opinion that the Non-Executive Independent Directors fulfil the criteria or conditions specified under the Act and under the Listing Regulations and are independent of the management. Any person who becomes a Director or an Officer, including an employee who is acting in a managerial capacity, shall be covered under Directors' and Officers' Liability Insurance Policy. The Company has provided insurance cover in respect of legal action against its Directors under the Directors' and Officers' Liability Insurance.



## 2. Board Committees

To effectively discharge the obligations and to comply with the statutory requirements, the Board has constituted five Board committees, namely, Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, and Stakeholders Relationship Committee, collectively referred to as 'Committees'. The terms of reference of the Committees are determined by the Board from time to time in accordance with the provisions of the SEBI Listing Regulations and the Act and operate under the supervision of the Board.

The role and composition of the Board Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

### a. Audit Committee

#### Brief description of terms of reference

The Audit Committee shall be responsible for, among other things, as may be required by the stock exchange(s) from time to time, the following:

#### Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- i. to investigate any activity within its terms of reference;
- ii. to seek information from any employee;
- iii. to obtain outside legal or other professional advice; and
- iv. to secure attendance of outsiders with relevant expertise, if it is considered necessary.

#### Role of Audit Committee

The role of the Audit Committee shall include the following:

- i. oversight of financial reporting process and the disclosure of financial information relating to Sula Vineyards Limited (the "**Company**") to ensure that the financial statements are correct, sufficient and credible;
- ii. recommendation to the board of directors of the Company (the "**Board**" or "**Board of Directors**") for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval,

with particular reference to:

- Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and
  - Modified opinion(s) in the draft audit report.
- v. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
  - vi. reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - vii. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - viii. approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
- Explanation:** The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.
- ix. scrutiny of inter-corporate loans and investments;
  - x. valuation of undertakings or assets of the Company, wherever it is necessary;
  - xi. evaluation of internal financial controls and risk management systems;
  - xii. reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

- xiii. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. discussion with internal auditors of any significant findings and follow-up thereon;
- xv. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. reviewing the functioning of the whistle blower mechanism;
- xix. monitoring the end use of funds raised through public offers and related matters;
- xx. overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- xxi. approval of appointment of Chief Financial Officer (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that

function) after assessing the qualifications, experience and background, etc. of the candidate;

- xxii. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision; and

- xxiii. considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

- xxiv. Carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

### Composition

As on March 31, 2025, the Audit Committee comprised of four Independent Directors.

### Meetings during the financial year

There were 4 (Four) meetings held of Audit Committee during the financial year ended 31<sup>st</sup> March 2025. These meetings were held on 8<sup>th</sup> May 2024; 7<sup>th</sup> August 2024; 12<sup>th</sup> November 2024 and 5<sup>th</sup> February 2025.

### Composition and attendance details

The Board approved the re-constitution of the Audit Committee at the Board Meeting held on Tuesday, 12<sup>th</sup> November 2024. Post re-constitution, the composition of the Audit Committee comprised of the following members:

Name	Category	Designation	No. of meetings attended
Mr. Chetan Desai	Non-Executive Independent Director	Chairperson	4/4
Ms. Sangeeta Tanwani	Non-Executive Independent Director	Member	3/4
Mr. Alok Vajpeyi	Non-Executive Independent Director	Member	4/4
Mr. Anant S. Iyer*	Non-Executive Independent Director	Member	1/1

### Note:

Mr. Chetan Desai, Chairperson of the Audit Committee was present at the Annual General Meeting of the Company held on Wednesday, 26<sup>th</sup> June 2024.

\*Mr. Anant S. Iyer was introduced as a member of the Audit Committee w.e.f. 12<sup>th</sup> November 2024.



## b. Nomination and Remuneration Committee

### Brief description of terms of reference

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "Board" or "Board of Directors") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy");
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such an evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - use the services of external agencies, if required.
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of performance of independent directors and the Board;
- iv. Devising a policy on Board diversity;
- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including Independent Director);
- vi. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors;
- vii. Recommend to the board, all remuneration, in whatever form, payable to senior management;
- viii. The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that —
  - the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- ix. Perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:
  - administering the employee stock option plans of the Company, as may be required;
  - determining the eligibility of employees to participate under the employee stock option plans of the Company;
  - granting options to eligible employees and determining the date of grant;
  - determining the number of options to be granted to an employee;
  - determining the exercise price under the employee stock option plans of the Company; and
  - Construing and interpreting the employee stock option plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.
- x. Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
  - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- xi. Carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

## Composition

As on 31<sup>st</sup> March 2025, the Nomination and Remuneration Committee comprised of four Independent Directors and two Non-Executive Directors.

## Meetings during the financial year

There were 3 (Three) meetings held of Nomination and Remuneration Committee during the financial year ended

31<sup>st</sup> March 2025. These meetings were held on 4<sup>th</sup> April 2024; 13<sup>th</sup> April 2024 and 12<sup>th</sup> November 2024.

## Composition and attendance details

The Board approved the re-constitution of the Nomination and Remuneration Committee at the Board Meeting held on Tuesday, 12<sup>th</sup> November 2024. Post re-constitution, the composition of the Nomination and Remuneration Committee comprised of the following members:

Name	Category	Designation	No. of meetings attended
Mr. Chetan Desai	Non-Executive Independent Director	Chairperson	3/3
Ms. Sangeeta Tanwani	Non-Executive Independent Director	Member	3/3
Mr. Alok Vajpeyi	Non-Executive Independent Director	Member	3/3
Mr. Deepak Shahdadpuri**	Non-Executive Director	Member	2/2
Mr. Anant S. Iyer***	Non-Executive Independent Director	Member	NA
Mr. Nicholas Cator*	Non- Executive Director	Member	1/1
Mr. Riyaz Amlani	Non-Executive Independent Director	Member	0/1

## Note:

Mr. Alok Vajpeyi was chairperson of the Nomination and Remuneration Committee till 15<sup>th</sup> December 2024 and was present at the Annual General Meeting of the Company held on Wednesday, 26<sup>th</sup> June 2024.

\*Mr. Nicholas Cator was member of Nomination & Remuneration Committee till 4<sup>th</sup> April 2024 & was re - introduced as a member w.e.f. 12<sup>th</sup> November 2024

\*\*Mr. Deepak Shahdadpuri was introduced as member of the Nomination & Remuneration Committee w.e.f. 4<sup>th</sup> April 2024

\*\*\*Mr. Anant S. Iyer was introduced as member of the Nomination & Remuneration Committee with effect from 12<sup>th</sup> November 2024

## Performance evaluation criteria for independent directors

The performance evaluation is carried out as per criteria approved by Nomination and Remuneration Committee.

## Details of Remuneration paid to the Directors during the financial year ended 31<sup>st</sup> March 2025

INR. in crores

Name	Fixed Salary			Commission	Variable Compensation	Sitting Fees	Total Compensation
	Basic	Perquisite/ Allowance	Total Fixed Salary				
Executive Director							
Mr. Rajeev Samant	2.51	1.58	4.09	-	1.78	-	5.87
Independent Directors							
Mr. Chetan Desai	-	-	-	0.12	-	0.15	0.27
Mr. Alok Vajpeyi	-	-	-	0.02	-	0.15	0.17
Mr. Anant S. Iyer	-	-	-	0.02	-	0.04	0.06
Ms. Sangeeta Tanwani	-	-	-	0.02	-	0.13	0.15
Non – Executive Directors							
Mr. Deepak Shahdadpuri	-	-	-	0.02	-	0.10	0.12
Mr. Nicholas Cator	-	-	-	0.02	-	0.11	0.13
Nominee Director							
Mr.Arjun Anand <sup>5</sup>	-	-	-	-	-	0.01	-



<sup>5</sup>Mr. Arjun Anand resigned as a Non - Executive Nominee Director, effective as of the close of business hours on April 4, 2024. Thus, Mr. Anand has attended the board meeting held on April 4, 2024 during the financial year

#### Notes:

- The details of specific service contracts, notice period and severance fees etc. are governed by the appointment letter issued.
- Non-Executive directors are paid sitting fees and commission as per the provisions of Companies Act, 2013.

### Corporate Social Responsibility Committee

#### Brief description of terms of reference

The Corporate Social Responsibility Committee be and is hereby authorized to perform the following functions:

- formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, as amended;
- review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

- monitor the corporate social responsibility policy of the Company and its implementation from time to time; and
- any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

#### Composition

- As on March 31, 2025, the Corporate Social Responsibility Committee comprised of one Executive Director, two Independent Directors and two Non-Executive Directors.

#### Meetings during the financial year

- The Corporate Social Responsibility Committee met once during the financial year ended 31<sup>st</sup> March 2025 i.e. on 8<sup>th</sup> May 2024.

#### Composition and attendance details

- The Board approved the reconstitution of the Corporate Social Responsibility Committee at the Board Meeting held on Wednesday, 5<sup>th</sup> February 2025. Post re-constitution, the composition of the Corporate Social Responsibility Committee comprised of the following members:

Name	Category	Designation	No. of meetings attended
Mr. Rajeev Samant	Managing Director & Chief Executive Officer	Chairperson	1/1
Mr. Chetan Desai	Non - Executive Independent Director	Member	1/1
Mr. Nicholas Cator*	Non- Executive Director	Member	1/1
Ms. Sangeeta Tanwani	Non-Executive Independent Director	Member	NA
Mr. Deepak Shahdadpuri**	Non- Executive Director	Member	NA

#### Note:

Mr. Rajeev Samant, Chairperson of the Corporate Social Responsibility Committee was present at the Annual General Meeting of the Company held on Wednesday, 26<sup>th</sup> June 2024.

\*Mr. Nicholas Cator was member of Corporate Social Responsibility Committee was introduced as a member w.e.f. 12<sup>th</sup> November 2024

\*\*Mr. Deepak Shahdadpuri was introduced as member of the Corporate Social Responsibility Committee w.e.f. 12<sup>th</sup> November 2024

## Risk Management Committee

### Brief description of terms of reference

The role and responsibility of the Risk Management Committee shall be as follows:

- i. Formulation of a detailed risk management policy which shall include:
  - a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;
  - measures for risk mitigation including systems and processes for internal control of identified risks; and
  - business continuity plan;
- ii. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- iii. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- iv. Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification

thereof, as necessary;

- v. Keep the Board of directors of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;
- vi. Review the appointment, removal and terms of remuneration of the Chief Risk Officer (if any);
- vii. To implement and monitor policies and/or processes for ensuring cyber security; and
- viii. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Listing Regulations.

### Composition

As on March 31, 2025, the Risk Management Committee comprised of four Independent Directors, two Non-Executive Directors and the Chief Financial Officer.

### Meetings during the financial year

There were 2 (Two) meetings held of Risk Management Committee during the financial year ended 31<sup>st</sup> March 2025. These meetings were held on 7<sup>th</sup> August 2024 and 5<sup>th</sup> February 2025.

### Composition and attendance details

The Board approved the reconstitution of the Risk Management Committee at the Board Meeting held on Tuesday, 12<sup>th</sup> November 2024. Post constitution, the composition of the Corporate Social Responsibility Committee shall comprise of the following members:

Name	Category	Designation	No. of meetings attended
Ms. Sangeeta Tanwani	Non-Executive Independent Director	Chairperson	1/2
Mr. Chetan Desai*	Non- Executive Independent Director	Member	1/1
Mr. Alok Vajpeyi*	Non- Executive Independent Director	Member	1/1
Mr. Anant S. Iyer*	Non- Executive Independent Director	Member	1/1
Mr. Deepak Shahdadpuri*	Non- Executive Director	Member	2/2
Mr. Nicholas Cator	Non- Executive Director	Member	2/2
Mr. Abhishek Kapoor**	Chief Financial Officer	Member	1/1

### Note:

Ms. Sangeeta Tanwani, Chairperson of the Risk Management Committee attended the Annual General Meeting of the Company held on Wednesday, 26<sup>th</sup> June 2024.

\*Mr. Anant S. Iyer, Mr. Deepak Shahdadpuri, Mr. Alok Vajpeyi and Mr. Chetan Desai were introduced as members of Risk Management Committee w.e.f. 12<sup>th</sup> November 2024

\*\*Mr. Abhishek Kapoor was appointed as a member (representing the management) of the Risk Management Committee effective 12<sup>th</sup> November 2024, succeeding Mr. Karan Vasani, who stepped down from the committee on the same date.



## Stakeholders' Relationship Committee

### Brief description of terms of reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- i. considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;
- ii. resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
- iii. giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- iv. issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- v. review of measures taken for effective exercise of voting rights by shareholders;
- vi. review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;

- vii. review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- viii. carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Listing Regulations or any other applicable law, as and when amended from time to time.

### Composition

As on 31<sup>st</sup> March 2025, the Stakeholders' Relationship Committee comprised of two Independent Directors and two Non-Executive Directors.

### Meetings during the financial year

The Stakeholders' Relationship Committee met once during the financial year ended 31<sup>st</sup> March 2025 i.e. on 5<sup>th</sup> February 2025.

### Composition and attendance details

The Board approved the reconstitution of the Stakeholder Relationship Committee via Circular Resolution on 23<sup>rd</sup> December 2024. Post re-constitution, the composition of the Stakeholder Relationship Committee comprised of the following members:

Name	Category	Designation	No. of meetings attended
Mr. Alok Vajpeyi	Non-Executive Independent Director	Chairperson	1/1
Mr. Anant S. Iyer*	Non-Executive Independent Director	Member	1/1
Mr. Deepak Shahdarpuri*	Non-Executive Director	Member	1/1
Mr. Nicholas Cator	Non-Executive Director	Member	1/1

#### Note:

Mr. Alok Vajpeyi, Chairperson of the Stakeholder Relationship Committee was present at the Annual General Meeting of the Company held on Wednesday, 26<sup>th</sup> June 2024.

\*Mr. Anant S. Iyer and Mr. Deepak Shahdarpuri, were introduced as members of Stakeholders Relationship Committee w.e.f. 12<sup>th</sup> November 2024

### Details of key managerial personnel and senior management including the changes therein during the year ended 31<sup>st</sup> March 2025:

The following are the Key Managerial Personnel of the Company:

1. Mr. Rajeev Samant, Managing Director and Chief Executive Officer
2. Mr. Abhishek Kapoor, Chief Financial Officer
3. Ms. Shalaka Koparkar, Company Secretary and Compliance Officer

The following are the Senior Management Personnel of the Company:

1. Mr. Gorakh Gaikwad, Chief Operating Officer and Chief Winemaker
2. Mr. Neeraj Sharma, Senior Vice President – Sales
3. Mr. Monit Ravindra Dhavale, Senior Vice President – Hospitality Business
4. Mr. Sanjeev Shivaji Paithankar, Senior Vice President – Public Affairs
5. Mr. Harish Acharekar, Associate Vice President – Global Brand Ambassador & Head of Experiential Marketing

**Resignations:**

- i. Mr. Karan Vasani resigned from his position as Chief Operating Officer of the Company and Director of Artisan Spirits Private Limited, a wholly owned subsidiary, effective as of the close of business hours on 20<sup>th</sup> December 2024.
- ii. Ms. Ruchi Sathe resigned from her position as Company Secretary & Compliance Officer of the Company, effective as of the close of business hours on 1<sup>st</sup> October 2024.

**Appointments:**

- i. Ms. Shalaka Koparkar was appointed as the Company Secretary and Compliance Officer of the Company with effect from 12<sup>th</sup> November 2024.
- ii. Mr. Gorakh Gaikwad was appointed as the Chief Operating Officer of the Company with effect from 21<sup>st</sup> December 2024.
- iii. Mr. Harish Acharekar was appointed as Associate Vice President – Global Brand Ambassador & Head of Experiential Marketing with effect from 10<sup>th</sup> April 2025.

The details of investor complaints received and resolved during the financial year ended 31<sup>st</sup> March 2025 are given below. The complaints inter-alia relates to non-receipt of annual report, dividend, share dematerialization and other investor grievances.

**Details of investor complaints received and resolved during the year ended 31<sup>st</sup> March 2025:**

Opening as on 1 <sup>st</sup> April, 2024	Nil
Received during the year	4
Resolved during the year	4
Closing as on 31 <sup>st</sup> March, 2025	Nil

**General Information for Shareholders****General Body Meetings****Location and time, where last three Annual General Meetings were held**

Financial Year Ended	Date	Time	Venue	Special Resolution passed
31 <sup>st</sup> March 2024	26 <sup>th</sup> June 2024	11:00 a.m.	The meetings were held through video conferencing	No special resolutions were passed
31 <sup>st</sup> March 2023	23 <sup>rd</sup> June 2023	11:00 a.m.		No special resolutions were passed
31 <sup>st</sup> March, 2022	27 <sup>th</sup> May 2022	12.30 p.m.		No special resolutions were passed

No Extra Ordinary General Meeting of the Members was held during FY 2024-25.

**Postal Ballot:**

During FY 2024-25, the Company sought the approval of the Shareholders by way of postal ballot, through notice dated 12<sup>th</sup> November 2024, on the following and Special Resolution:

Sr. No.	Description of the Special Resolution(s)	% of votes (in favour)	% of votes (against)
1.	Appointment of Mr. Anant Iyer (DIN: 00610131) as an Independent Director of the Company	99.97	0.02
2.	Re- appointment of Mr. Chetan Desai (DIN: 03595319) as an Independent Director of the Company	89.17	10.82
3.	Re- appointment of Mr. Alok Vajpeyi (DIN: 00019098) as an Independent Director of the Company	89.00	10.99
4.	Re- appointment of Ms. Sangeeta Tanwani (DIN: 03321646) as an Independent Director of the Company	99.89	0.10



The Board of Directors had appointed Mr. Martinho Ferrao, (M. No. 6221, COP No. 5676) Practicing Company Secretary of M/s. Martinho Ferrao & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The voting period for remote e-voting commenced on Saturday, 16<sup>th</sup> November 2024 at 9.00 a.m. (IST) and ended on Sunday 15<sup>th</sup> December 2024 at 5.00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-voting for approving aforementioned resolutions was provided by the Scrutinizer on Monday, 16<sup>th</sup> December 2024.

#### Procedure for Postal Ballot:

The Postal Ballot was carried out as per the provisions of 108, 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars") and Regulation 44 along with other applicable regulations of the Listing Regulations.

### 3. Means of communication:

#### Quarterly results:

The information pertaining to quarterly, half-yearly, and yearly financial results are uploaded on the website of the Company at <https://sulavineyards.com/investor-relations.php>

#### Newspapers wherein results are published

Quarterly, half-yearly, and yearly financial results are published in:

- i. Free Press Journal (English),
- ii. Mint Mumbai (English)
- iii. Navshakti (Marathi)

#### Whether it also displays official news releases; and

Press release pertaining to results are uploaded on the website of the company at <https://sulavineyards.com/investor-relations.php>

#### Presentations made to institutional investors or to the analysts

Earnings calls on financials/quarterly results are held with analysts and investors and their transcripts are published on the website at <https://sulavineyards.com/investor-relations.php>

### 4. General Shareholders information

- i. Annual General Meeting 2025:
  - Day & Date: Thursday, 26<sup>th</sup> June 2025
  - Time: 2:30 pm
  - Venue: Virtual
- ii. Financial Year: 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025
- iii. Dividend payment date: On and from 30<sup>th</sup> June 2025 (subject to the approval of the shareholders at the AGM)
- iv. Listing on Stock Exchange
- v. As on 31<sup>st</sup> March 2025, the Company has issued fully paid-up Equity Shares which are listed on BSE Limited and National Stock Exchange of India Limited in India. The annual Listing fees have been paid to the respective stock exchanges.

#### ISIN and Stock code details

Stock Exchange	ISIN
BSE Limited ('BSE'), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India	INE142Q01026
National Stock Exchange of India Limited ('NSE') Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Mumbai - 400 051, Maharashtra, India	INE142Q01026

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

**b. Registrars and Transfer Agents (RTA)**

KFin Technologies Limited  
(Formerly known as KFin Technologies Private Limited)  
Selenium Building, Tower-B, Plot No 31 & 32,  
Financial District, Nanakramguda,  
Serilingampally, Hyderabad, Rangareddi,  
Telangana India - 500 032

Toll Free No.: 1800 309 4001

E-mail: einward.ris@kfintech.com

**c. Investor grievance and share transfer system**

A robust mechanism is established by your Company which ensures efficient service to the investors, pro-active handling of investor correspondence and redressal of grievances in an expeditious manner. This mechanism is handled by the Compliance Officer of your Company and the RTA through its investor service centres which are spread across the country.

**d. Distribution of Shareholding**

Range of no. of shares held	No. of shareholders as on 31 <sup>st</sup> March, 2025	% to Shareholders as on 31 <sup>st</sup> March 2025	Total Shares as on 31 <sup>st</sup> March 2025
1-5000	2,60,651	99.5569	2,39,77,468
5001- 10000	697	0.2662	24,47,729
10001- 20000	272	0.1039	19,68,761
20001- 30000	59	0.0225	7,31,572
30001- 40000	33	0.0126	5,84,883
40001- 50000	18	0.0069	3,99,424
50001- 100000	31	0.0118	11,67,330
100001& above	50	0.0191	5,31,32,462
<b>Total</b>	<b>2,61,811</b>	<b>100</b>	<b>8,44,09,629</b>

**e. Dematerialisation of shares and liquidity**

Particulars	Shares	%
Physical	3,00,000	0.35
Dematerialised Mode:		
NSDL	6,13,08,302	72.63
CDSL	2,28,01,327	27.01
<b>Total</b>	<b>8,44,09,629</b>	<b>100</b>

**5. Issue and Allotment of Equity Shares**

**i. Sula Vineyards Employees Stock Option Scheme 2021**

The Company has allotted equity shares as detailed below:

Date	Number of Equity Shares Allotted
12 <sup>th</sup> November 2024	10,000

**ii. Sula Vineyards Employees Stock Option Scheme 2023**

During the year under review, the Company has approved the grant of 12,500 stock options to eligible employee in accordance with the terms and conditions outlined in the Sula Employee Stock Option Scheme 2023 ('ESOS 2023').

**f. Outstanding American Depositary Receipts (ADRs) / Global Depositary Receipts (GDRs) / Warrants or any convertible instruments, conversion date and likely impact on equity Communication to the Shareholders: NA**

**g. Commodity price risk or foreign exchange risk and hedging activities:** The Company considers cash flows arising from realization of trade receivables to offset the unhedged foreign currency exposure towards trade payables. Accordingly, natural hedge has been considered for 31<sup>st</sup> March 2025.



#### h. Plant Location

- Domaine Dindori - Sula Vineyards Limited, Gat no. 90, A/P - Jaulke Wani, Taluka - Dindori, Dist- Nashik - 422209
- Nashik - Sula Vineyards Gat 36/2, Govardhan Village, Gangapur-Savargaon Road, Nashik, Maharashtra 422222
- Domaine Sula - Sula Vineyards Ltd., #115/86, Gangedoddi Village, Chekkere Post, Malur H, Channapattana Taluk, Ramanagar District, Karnataka, PIN 562160

#### i. Address for correspondence

Registered Office:  
901 Solaris One, N.S. Phadke Marg,  
Andheri (E) Mumbai 400069,  
Maharashtra India  
Tel.: +91 022-61280606/607  
E-mail: investor.relations@sulawines.com  
Website: <https://sulavineyards.com>  
CIN: L15549MH2003PLC139352

#### j. Credit Rating:

Particulars	ICRA	CRISIL
Long Term	A+	A+
Short Term	A1	A1
Outlook	Stable	Stable

### 6. Other Disclosures

- Disclosures on materially significant related party transactions that may have potential conflict with the interests of the listed entity at large.** There were no material significant Related Party Transaction ("RPTs") that had/ may have potential conflict with the interests of the Company at large.
- Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years.** There were no instances of non-compliance.
- Details of establishment of vigil mechanism whistle blower policy, and affirmation that no personnel has been denied access to the audit committee.** 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 behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. It is hereby affirmed that no employee has been denied access to the Audit Committee. The said policies are also available on the website of the Company i.e. <https://sulavineyards.com/files/0423/Vigil%20Mechanism%20and%20Whistleblower%20Policy.pdf>

#### iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.

The Company has complied with all the mandatory requirements of the Listing Regulations relating to corporate governance:

##### a. Vigil Mechanism

The Vigil Mechanism approved by the Board 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 behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Under the Policy, in addition, Directors, employees, and vendors, may approach the Chief Ethics Counsellor to make any such protected disclosure. During the year under review, no person has been denied access to the Chairperson of the Audit Committee.

The mechanism adopted by the Company encourages the Whistle blower to report genuine concerns or grievances and provides for adequate safeguards against victimization of Whistle Blower to those who avail such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. During the year under review, the Company has not received any complaints.

The Whistle Blower Policy for Directors and Employees is available on the Company's website at <https://sulavineyards.com/files/0423/Vigil%20Mechanism%20and%20Whistleblower%20Policy.pdf>

##### v. Code of Conduct for Insider Trading:

The Company 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. The Code is displayed on the Company's website.

## b. Details of Corporate Policies

Particulars	Website Details/Links
Dividend Distribution Policy	<a href="https://sulavineyards.com/files/0423/Dividend%20Distribution%20Policy.pdf">https://sulavineyards.com/files/0423/Dividend%20Distribution%20Policy.pdf</a>
Composition and Profile of the Board of Directors	<a href="https://sulavineyards.com/files/0225/Board%20of%20Directors_1.pdf">https://sulavineyards.com/files/0225/Board%20of%20Directors_1.pdf</a>
Terms and Conditions of Appointment of Independent Directors	<a href="https://sulavineyards.com/files/0423/Terms%20and%20Conditions%20Independent%20Director.pdf">https://sulavineyards.com/files/0423/Terms%20and%20Conditions%20Independent%20Director.pdf</a>
Familiarization Programme for Independent Directors	<a href="https://sulavineyards.com/files/0425/Familiarisation%20Programme%20for%20Independent%20Directors.pdf">https://sulavineyards.com/files/0425/Familiarisation%20Programme%20for%20Independent%20Directors.pdf</a>
Policy on appointment and Remuneration of Directors, KMPs & SMPs	<a href="https://sulavineyards.com/files/0423/Nomination%20and%20Remuneration%20Policy.pdf">https://sulavineyards.com/files/0423/Nomination%20and%20Remuneration%20Policy.pdf</a>
Code of Conduct for Director and Senior Management	<a href="https://sulavineyards.com/files/0423/Code%20of%20Conduct%20-%20Board%20and%20Senior%20Management%20Team.pdf">https://sulavineyards.com/files/0423/Code%20of%20Conduct%20-%20Board%20and%20Senior%20Management%20Team.pdf</a>
Criteria for Making Payments to Non-Executive Directors	<a href="https://sulavineyards.com/files/0423/Nomination%20and%20Remuneration%20Policy.pdf">https://sulavineyards.com/files/0423/Nomination%20and%20Remuneration%20Policy.pdf</a>
Corporate Social Responsibility Policy	<a href="https://sulavineyards.com/files/0423/Corporate%20Social%20Responsibility.pdf">https://sulavineyards.com/files/0423/Corporate%20Social%20Responsibility.pdf</a>
Policy on Related Party Transactions	<a href="https://sulavineyards.com/files/0423/Policy%20on%20Related%20Party%20Transactions.pdf">https://sulavineyards.com/files/0423/Policy%20on%20Related%20Party%20Transactions.pdf</a>
Policy on Determining Material Subsidiary	<a href="https://sulavineyards.com/files/0425/Policy%20for%20Determining%20Material%20Subsidiaries.pdf">https://sulavineyards.com/files/0425/Policy%20for%20Determining%20Material%20Subsidiaries.pdf</a>
Whistle Blower Policy	<a href="https://sulavineyards.com/files/0423/Vigil%20Mechanism%20and%20Whistleblower%20Policy.pdf">https://sulavineyards.com/files/0423/Vigil%20Mechanism%20and%20Whistleblower%20Policy.pdf</a>
Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives	<a href="https://sulavineyards.com/files/0425/Code%20of%20Conduct%20to%20Regulate,%20Monitor%20and%20Report%20Trading%20by%20Designated%20Persons%20and%20their%20Immediate%20Relatives.pdf">https://sulavineyards.com/files/0425/Code%20of%20Conduct%20to%20Regulate,%20Monitor%20and%20Report%20Trading%20by%20Designated%20Persons%20and%20their%20Immediate%20Relatives.pdf</a>

### c. Disclosure of commodity price risk and commodity hedging activities: Not Applicable

There was no such instance during the financial year 2024-25

### d. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable

### e. Disclosure in relation to recommendation made by any Committee which was not accepted by the Board:

### f. Consolidated Fees paid to Statutory Auditors

During FY 2024-25, the total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to Walker Chandiok & Co. LLP Chartered Accountants, Statutory Auditors of the Company is as under:

Particulars	Amount (Rs. crores)
As auditors (Statutory & Tax Audit)	0.70
For limited review	0.24
<b>Total</b>	<b>0.94</b>



**g. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- number of complaints filed during the financial year: None
- number of complaints disposed of during the financial year: None
- number of complaints pending as on end of the financial year: None

The disclosure regarding the complaints of sexual harassment is given in the Board's Report.

**h. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount': Provided that this requirement shall be applicable to all listed entities except for listed banks.:**

Except as disclosed elsewhere in this integrated report, directors are not interested in loans/advances to firm/ companies

**i. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:**

Name	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment
Artisan Spirits Private Limited	22/09/2011	Mumbai	M/s Walker Chandiok & Co. LLP	25/09/2017

**j. Certificates from Practicing Company Secretaries**

As required under Regulation 34(3) and Schedule V, Part E of the SEBI Listing Regulations, the certificate given by Sunil Agarwal & Co., Practicing Company Secretaries regarding compliance of conditions of corporate governance, is annexed to this Report (Annexure II).

As required under Clause 10 (i) of Part C under Schedule V of the SEBI Listing Regulations, the Company has received a certificate from M/s. Sunil Agarwal & Co. Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or MCA or such other statutory authority annexed to this Report (Annexure III).

**k. CEO and CFO certification**

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Chief Executive Officer & Managing Director and Chief Financial Officer have given appropriate certifications to the Board of Directors annexed to this Report (Annexure I).

**l. Reconciliation of Share Capital Audit**

The Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') and the total issued and listed capital.

The Audit confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialised form (held with Depositories).

The Audit Report is disseminated to the Stock Exchanges on quarterly basis and is also available on our website at <https://sulavineyards.com>

**m. Designated e-mail address for investor services**

To serve the investors better and as required under Regulation 46(2)(j) of the SEBI Listing Regulations, the designated e-mail address for investor complaints is [cs@sulawines.com](mailto:cs@sulawines.com). The e-mail address for grievance redressal is monitored by the Company's Compliance Officer.

**n. Transfer of Unclaimed Dividend and Shares to Investor Education and Protection Fund (IEPF): Not Applicable**

**o. Details of date of declaration of dividend & due date for transfer to IEPF:**

Post listing of equity shares of the Company on Stock Exchanges, the Company has declared dividend on June 23, 2023 (final dividend), February 13, 2024 (interim dividend) and June 26, 2024 (final dividend). The shareholders are requested to claim the abovementioned dividends based on their entitlements, if unclaimed, by making an application in requisite forms to the Company's RTA at their email address: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) after complying the KYC norms.

**p. Secretarial Audit**

The Board of Directors has appointed Sunil Agarwal & Co., Practicing Company Secretaries, to conduct secretarial audit of its records and documents for FY 2024-25. The Secretarial Audit Report confirms that the Company has complied with all applicable provisions of the Act, Secretarial Standards, and Depositories Act 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, each as amended and all other regulations and guidelines of SEBI as applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.

In accordance with the provisions of SEBI Listing Regulations, Sunil Agarwal & Co., Practicing Company Secretaries, Secretarial Auditor of the Company has issued Annual Secretarial Compliance Report for FY 2024-25 inter alia confirming compliance with the requirements relating to Related Party Transactions, Structured Digital Database, Disclosure of events/information, etc.

**q. Green Initiative**

As a socially responsible corporate entity, the Company embraces and endorses the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India, which allows for electronic delivery of documents, such as the Annual Report, and other relevant documents, to Shareholders via email as registered with Depository Participants (DPs) and RTA. Shareholders who haven't registered their email addresses are kindly requested to do so. Those who hold shares in demat form may register their email addresses with their respective DPs, while those with physical shares may register their email addresses with the RTA by sending a signed letter from the first/sole holder, specifying their Folio No.

**r. Investor Contact**

**Name, designation & address of Compliance Officer:**

Ms. Shalaka Koparkar,  
Company Secretary & Compliance Officer  
901 Solaris One, N.S. Phadke Marg,  
Andheri (E) Mumbai 400069,  
Maharashtra India Tel.: +91 022-61280606/607  
E-mail: cs@sulawines.com

**Name, designation & address of Investor Relations**

**Officer:**

Mr. Mandar Kapse  
Head - Investor Relations  
901 Solaris One, N.S. Phadke Marg,  
Andheri (E) Mumbai 400069,  
Tel.: +91 022-61280606/607  
E-mail: investor.relations@sulawines.com

**Stock Exchanges:**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.  
Tel.: +91 22 2272 1233;  
Fax: +91 22 2272 1919  
Website: www.bseindia.com

**National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E),  
Mumbai – 400 051.  
Tel.: +91 22 2659 8100;  
Fax: +91 22 2659 8120  
Website: www.nseindia.com

**Depository Services:**

**National Securities Depository Limited**

National Securities Depository Limited 3rd Floor,  
Naman Chamber, Plot C-32, G-Block,  
Bandra Kurla Complex,  
Bandra East, Mumbai, Maharashtra - 400 051  
Tel.: +91 22 2499 4200;  
Fax: +91 22 2497 6351  
E-mail: info@nsdl.co.in  
Investor Grievance: relations@nsdl.co.in  
Website: www.nsdl.co.in

**Central Depository Services (India) Limited**

Marathon Futurex, A-Wing,  
25th Floor, NM Joshi Marg,  
Lower Parel (East), Mumbai – 400013.  
Tel.: +91 22 2305 8640/8624/8639/8663  
E-mail: helpdesk@cdslindia.com,  
Investor Grievance:  
complaints@cdslindia.com  
Website: www.cdslindia.com



## CEO - CFO CERTIFICATION

To the Board of Directors

Sula Vineyards Limited

1. We have reviewed the Audited Financial Statements and the cash flow statement of Sula Vineyards Limited ("Company") for the financial year ended on 31<sup>st</sup> March 2025 and to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on 31<sup>st</sup> March 2025 which are fraudulent, illegal or violative of the Code of Conduct of the Company.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to be taken to rectify the deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in the Company's internal control over financial reporting, during the financial year ended on 31<sup>st</sup> March 2025.
  - ii. Significant changes in accounting policies, if any, during the financial year ended on 31<sup>st</sup> March 2025 have been disclosed in the notes to the Financial Statements; and
  - iii. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or other employees having a significant role in the Company's internal control system over financial reporting.

**For Sula Vineyards Limited**

**Rajeev Samant**  
Managing Director and CEO  
DIN: 00020675

**Abhishek Kapoor**  
Chief Financial Officer

Place: Mumbai  
Date: 8<sup>th</sup> May 2025

## DECLARATION

To  
The Members of  
Sula Vineyards Limited

I hereby declare that all the Directors and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct for the year ended 31<sup>st</sup> March 2025.

Place: Mumbai  
Date: 8<sup>th</sup> May 2025

**Rajeev Samant**  
Managing Director and CEO  
DIN: 00020675

## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Board of Directors  
**SULA VINEYARDS LIMITED**

I have examined the Compliance of conditions of Corporate Governance by Sula Vineyards Limited for the year ended 31<sup>st</sup> March, 2025 as stipulated in Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the year.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representation made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement/SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as applicable during the year ended March 31, 2025.

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

For **SUNIL AGARWAL & CO.**  
Company Secretaries

SD/-

Proprietor  
Firm Registration No.: S2000MH028300  
FCS NO. 8706  
COP NO. 3286  
Peer review unit no. 788/2020  
UDIN Number: F008706G000281286

Place: Mumbai  
Date: 08/05/2025



**CERTIFICATE FROM PRACTICING COMPANY SECRETARY W.R.T. CONFIRMATION OF  
DIRECTORS' NON-DISQUALIFICATION**

The Members of  
**SULA VINEYARDS LIMITED**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SULA VINEYARDS LIMITED** having CIN L15549MH2003PLC139352 and having registered office at Sula Vineyards Limited, 901 Solaris One, N.S. Phadke Marg, Andheri (E) Mumbai – 400069 (hereinafter referred to as 'the Company'), produced before me 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> 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
01	Rajeev Samant	00020675	26/02/2003
02	Chetan Rameshchandra Desai	03595319	01/06/2018
03	Alok Sureshchandra Vajpeyi	00019098	02/12/2020
04	Sangeeta Tanwani	03321646	15/12/2021
05	Nicholas Peter Y Cator	07068629	09/11/2023
06	Deepak Ishwardas Shahdadpuri	00444270	04/04/2024
07	Anant S. Iyer	00610131	12/11/2024

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

For **SUNIL AGARWAL & CO.**  
Company Secretaries

SD/-

Proprietor  
Firm Registration No.: S2000MH028300  
FCS No. 8706  
COP No. 3286  
Peer review unit no. 788/2020  
UDIN Number: F008706G000281220

Place: Mumbai  
Date: 08/05/2025

To,  
The Members,  
**Sula Vineyards Limited**  
901 Solaris One, N.S. Phadke Marg,  
Andheri (E) Mumbai – 400069

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on my audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records, we believe that the processes and practices, we followed provide reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company and have relied on the statutory report provided by the Statutory Auditors as well as Internal Auditor of the company for the financial year end 31<sup>st</sup> March 2025.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **SUNIL AGARWAL & CO.**  
Company Secretaries

SD/-

**SUNIL AGARWAL**  
(Proprietor)

Firm Registration No.: S2000MH028300  
UDIN Number: F008706G000281110  
Peer Reviewed Unit No.788/2020  
FCS No. 8706  
C.P. No. 3286

Place: Mumbai  
Date: 08/05/2025



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

To,  
The Members,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sula Vineyards Limited** (herein after referred to as "Company"). Secretarial Audit was conducted in a manner that provided us 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 31<sup>st</sup> March, 2025**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31<sup>st</sup> March, 2025 according to the relevant and applicable provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder,
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment in India; - **Not Applicable**, to the extent of Overseas Direct Investment and External Commercial Borrowings as there was no reportable event during the Financial Year under review

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

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015;
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations');
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not Applicable**, as the Company is not registered as Registrar to Issue and Share Transfer Agent during the Financial Year under review
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable**, as the Company has not delisted/proposed to delist its equity shares from any Stock Exchanges during the Financial Year under review;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable**, as the Company has not bought back / has proposed to buy-back any of its securities during the Financial Year under review.
- The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **Not Applicable**, as the Company has not issued and listed debt securities during the Financial Year under review;

- vi. The Company has identified and confirmed the following laws as being specifically applicable to the Company:
1. Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
  2. Employees' State Insurance Act, 1948;
  3. Minimum Wages Act, 1948;
  4. Payment of Bonus Act, 1965;
  5. Payment of Gratuity Act, 1972;
  6. Payment of Wages Act, 1936;
  7. Maternity Benefit Act, 1961;
  8. Industrial Disputes Act, 1947;
  9. The Employees Deposit Linked Insurance Scheme, 1976
  10. The Employees' Pension Scheme, 1995
  11. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
  12. The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
  13. The Industries (Development and Regulation) Act, 1951;
  14. Employees' Compensation Act, 1923;
  15. The Industrial Employment Standing Orders Act, 1946;
  16. The Child Labour (Prohibition and Regulation) Act, 1986;
  17. The Equal Remuneration Act, 1976;
  18. The Trade Unions Act, 1926 and the Trade Union (Amendment) Act, 2001;
  19. Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
  20. The Code on Wages, 2019;
  21. The Industrial Relations Code, 2020; and
  22. The Code on Social Security, 2020
  23. Contract Labour (Regulation & Abolition Act), 1970
  24. Environment Protection Act 1986
  25. Factories Act 1948
  26. GST Act, 2017
  27. Indian Boilers Act, 1923
  28. Standard of Weight & Measures Act, 1976
  29. Water (Prevention & Control of Pollution) Act, 1974
  30. Air (Prevention and Control of Pollution) Act, 1981
  31. Food Safety and Standards Act, 2006, and the Rules made thereunder;
    - Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011
    - Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
    - Food Safety and Standards (Import) Regulations, 2017;
    - Food Safety and Standards (Alcoholic Beverages) Regulations, 2018; and
    - Food Safety and Standards (Labelling and Display) Regulations, 2020
  32. Legal Metrology Act, 2009, and the Rules made thereunder;
  33. Agricultural and Processed Food Products Export Development Authority Act, 1985 ("APEDA Act")
  34. Agriculture Produce and Livestock Marketing (Regulation) Act, 2017 (the "Agricultural Produce Act")
  35. Maharashtra Prohibition Act, 1949;
  36. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
  37. The Occupational Safety, Health and Working Conditions Code, 2020
  38. The Arbitration and Conciliation Act, 1996;
  39. The Indian Contract Act, 1872;
  40. The Foreign Exchange Management Act, 1999, and the rules passed by the Reserve Bank of India from time to time;
  41. The Competition Act, 2002



32. Bureau of Indian Standards Act, 2016 ("the BIS Act")
33. Maharashtra's Grape Processing Industry Policy, 2001 (the "Maharashtra Grape Processing Policy" or "Policy")
34. Karnataka Grape Processing and Wine Policy, 2007 (the "Karnataka Grape Processing Policy")
35. The Cable Television Networks (Regulation) Act, 1995 (the "Cable Television Regulation Act")
36. Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022
37. Trade Marks Act, 1999 (the "Trade Marks Act")
38. Copyright Act, 1957
39. Design Act, 2000
40. Consumer Protection Act, 2019
41. Central Goods and Services Tax Act, 2017 (the "CGST Act"); Integrated Goods and Services Tax Act, 2017 (the "IGST Act"); and the various State Goods and Services Acts (collectively, the "SGST Acts")
42. Shop and Commercial Establishments Act, 1964
43. Legal Metrology (Packaged Commodities) Rules, 2011
44. Bombay Prohibition Act, 1949
45. Karnataka Excise Act 1965

We have also examined compliance with the applicable Clauses / Regulations of the following:

- i. Secretarial Standards with regard to Meetings of Board of Directors ('SS-1') and General Meetings ('SS-2') and Secretarial Standard on Dividend ('SS-3') issued by The Institute of Company Secretaries of India;

- ii. the Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

**We further report that –**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, and Independent Directors including a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board/ Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance in due compliance of the applicable provisions, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation & deliberations at these meetings.
- All decisions of the Board and Committees thereof were carried out unanimously and no dissenting views were observed, while reviewing the minutes.

We further report that based on the review of the compliance mechanism established by the Company and on the basis of Compliance Certificate (s) issued by Vice President - Legal and Compliance, taken on record by the Board of Directors at their meeting(s), we are of the opinion that Management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, acts, rules, regulations, circulars, notifications, directions and guidelines.

**We further report that** during the audit period, the Company has undertaken following event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, acts, rules, regulations, circulars, notifications, directions, guidelines, standards, etc.:

1. During the period under review Mr. Deepak Shahdarpuri (DIN: 00444270) was appointed as an Additional Non-Executive Director and the appointment has been regularised by the shareholders at the Annual General Meeting held on 26<sup>th</sup> June, 2024.
2. During the period under review Mr. Arjun Anand (DIN: 07639288) has resigned as Non-Executive Nominee Director of the Company w.e.f. 4<sup>th</sup> April 2024.
3. During the period under the review Mr. Riyaz Amlani (DIN: 00261209) Non-Executive Independent Director ceased to be the Director of the Company with effect from the close of business hours on 4<sup>th</sup> April 2024.
4. During the period under review Ms. Ruchi Sathe, Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company, has resigned from the services of the Company w.e.f. 1<sup>st</sup> October 2024.
5. During the period under review the Company has appointed Ms. Shalaka Koparkar (ACS:25314) as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from 12<sup>th</sup> November 2024.
6. During the period under review Mr. Karan Vasani has resigned as Chief Operating Officer ("COO") of the Company with effect from the close of business hours on 20<sup>th</sup> December 2024.
7. During the period under review the Company has reappointed Mr. Chetan Desai (DIN: 03595319), Mr. Alok Vajpeyi (DIN: 00019098) and Ms. Sangeeta Tanwani (DIN: 03321646) as Non- Executive Independent Directors for a period of three years from 15<sup>th</sup> December 2024 to 14<sup>th</sup> December 2027, as approved by shareholders through postal ballot dated 12<sup>th</sup> November 2024.
8. During the period under review the Company has appointed Mr. Anant S. Iyer (DIN: 00610131), as an Additional Non- Executive Independent Director for a period of three years from 12<sup>th</sup> November 2024 to 11<sup>th</sup> November 2027 and the appointment has been regularised by shareholders through postal ballot dated 12<sup>th</sup> November 2024.
9. During the period under review the Company has appointed Mr. Gorakh Gaikwad as Chief Operating Officer of the Company, effective from 21<sup>st</sup> December 2024.
10. The Company has implemented the Sula Employee Stock Options Scheme 2023 ('ESOS 2023'), offering 6,85,000 equity shares valued at Rs. 2 each, with an exercise price of Rs. 470 per option to its employees including employees of the subsidiary Company. Shareholders' approval was obtained via postal ballot on December 18, 2023. During the year under review, the Company has approved the grant of 12,500 stock options to eligible employee in accordance with the terms and conditions outlined in the ESOS 2023.
11. The Company has issued/allotted 10,000 equity shares of Rs. 2/- each under Sula Vineyards Limited Employee Stock Option Scheme 2021 on 12<sup>th</sup> November 2024.
12. During the period under review the company has declared Final dividend @ of Rs. 4.50 per Equity share in compliance with the provisions of Section 123 of Companies Act 2013 which was approved by shareholders on 26<sup>th</sup> June, 2024.



13. The Company has:

- a. Executed share purchase agreement with N D Wines Private Limited for acquisition of entire shareholding of 32,80,000 equity shares of Rs. 10/-. The N D Wines became wholly owned subsidiary of Sula Vinyards Limited w.e.f. 4<sup>th</sup> day of April 2024
- b. Has entered into IP Agreement with Artisan Spirits Private Limited (Wholly owned Subsidiary Company) and N D Wines Private Limited (Wholly owned Subsidiary Company) to license the trademarks in Maharashtra having maximum retail price for commercial use on payment of royalty of 2%.

14. The Company during the period under review has reconstituted the following committees;

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Corporate Social Responsibility Committee

d. Risk Management Committee

e. Stakeholders Relationship Committee

15. The Company during the period under review has received a Show cause cum demand notice issued under section 74(9) of the of the Central Goods & Services Tax Act, 2017 imposition of additional GST liability amounting to Rs. 4.01 Crores, however the Company does not agree with the levy and has filed an appeal against the Order which was duly intimated to stock exchanges under requirements of SEBI Listing Regulations.

16. During the period under review an Inspection under Section 67 of MGST Act, 2017 and Section 64 of Maharashtra Value Added Tax Act, 2002 was conducted by Assistant Commissioner of State Tax (D-0101), Investigation – A, Mumbai and was concluded on 11th December 2024 which was duly intimated to stock exchanges under requirements of SEBI Listing Regulations.

For **SUNIL AGARWAL & CO.**  
Company Secretaries

SD/-

**SUNIL AGARWAL**  
(Proprietor)

Firm Registration No.: S2000MH028300

UDIN Number: F008706G000281110

Peer Reviewed Unit No.788/2020

FCS No. 8706

C.P. No. 3286

Place: Mumbai

Date: 08/05/2025

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****1. A brief outline of the Company's CSR policy, including an overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

CSR Policy is stated herein below: CSR Policy (Approved by the Board of Directors on 27 May 2014 and has been last amended on 23 February 2022)

Our aim is to be one of the most respected companies in India delivering superior and sustainable value to all our customers, associates, shareholders, employees, and Society at large.

Since inception, we have focused on achieving the 'triple bottom line' – people, planet, and profit. It has been our constant endeavor to achieve growth in a socially and environmentally sustainable manner.

The CSR initiatives focus on holistic development of host communities and create social, environmental, and economic value to the society.

To pursue these objectives, we will continue to:

- i. Respect, protect, and make efforts to restore the environment.
- ii. To create livelihoods for people, support rural development, improve the living environment within the vicinity of our winery's operations.
- iii. Acting in a socially responsible way.
- iv. Encouraging our staff to be mindful of the effect of their actions on any natural resource.

**2. Composition of the CSR Committee**

The CSR Committee consists of the following members as on 31<sup>st</sup> March 2025:

Sr No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Rajeev Samant	Managing Director & CEO DIN: 00020675	1	1
2.	Mr. Chetan Desai	Independent Director DIN: 03595319	1	1
3.	Mr. Nicholas Cator	Non-Executive Director DIN: 07068629	1	1
4.	Ms. Sangeeta Tanwani (w.e.f. 12/11/2024)	Independent Director DIN: 03321646	NA	NA
5.	Mr. Deepak Shahdarpuri (w.e.f. 12/11/2024)	Non-Executive Director DIN: 00444270	NA	NA



3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://sulavineyards.com/investor-relations.php>.
4. Provide the executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable - **NA**
5. (a) Average net profit of the Company as per subsection (5) of Section 135: **Average net profit: INR 110.85 Crores**  
 (b) Two percent of average net profit of the company as per section 135(5): **INR 2.22 Crores**  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **INR 0.01 Crore**  
 (d) Amount required to be set off for the financial year, if any: **Nil**  
 (e) Total CSR obligation for the financial year [(b)+(c) -(d)]: **INR 2.22 Crores**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **INR 2.12 Crores**  
 (b) Amounts spent in administrative overheads: **INR 0.11 Crores**  
 (c) Amount spent on Impact Assessment, if applicable: **NA**  
 (d) Total amount spent for the Financial Year [(a)+(b) +(c)]: **INR 2.23 Crores**  
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (In Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of fund	Amount	Date of Transfer
2.23 Crores	--	--	--	--	--

(f) Excess amount for set off, if any: **NA**

(g) Details of CSR amount spent against ongoing projects for the financial year: **NIL**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to CSR Account for the project as per Section 135 (6) (in Rs.)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number

(h) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1) Sl. No.	(2) Item from the list of activities in schedule VII to the Act	(3) Name of the Project	(4) Local Area (Yes / No)	(5) Location of the Project		(6) Amount spent for the project (In Rs.)	(7) Mode of Implementation – Direct (Yes / No)	(8) Mode of Implementation-Through Implementing Agency	
				State	District			Name	CSR Registration
1	Promoting Education	CCTV Camera & Computer for School	Yes	Karnataka	Channapatna	0.03 crores	Yes	-	-
2	Promoting Education	Outdoor games at Preschool	Yes	Karnataka	Channapatna	0.01 crores	Yes	-	-
3	Promoting Education	Desktops for Govardhan ZP School (3 Nos)	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
4	Promoting Education	Secondary School LED TV (5 Nos)	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
5	Promoting Education	ZP School Painting	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
6	Promoting Education	Secondary School Science Equipment	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
7	Promoting Education	Aanganwadi LED TV (1 Nos)	Yes	Maharashtra	Nashik	0.00 crores*	Yes	-	-
8	Promoting Education	CCTV for School (14 Nos)	Yes	Maharashtra	Nashik	0.02 crores	Yes	-	-
9	Promoting Education	Desktops (2 Nos) & Konshila for Savargaon ZP School	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
10	Promoting Education	Sweaters & Shoe Racks for ZP School	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
11	Promoting Education	ZP School LED TV (2 Nos)	Yes	Maharashtra	Nashik	0.00 crores*	Yes	-	-
12	Promoting Education	Classroom Construction (2 Nos)	Yes	Maharashtra	Nashik	0.33 crores	Yes	-	-
13	Promoting Education	Uniforms & Sports Material for Jaulke ZP School	Yes	Maharashtra	Nashik	0.02 crores	Yes	-	-
14	Promoting Education	Desktops for Khedgaon ZP School (3 Nos)	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
15	Promoting Education	TV's for Khedgaon and Jaulke ZP School (2 each)	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
16	Promoting Education	Road Safety Signages (Resilient India)	Yes	Maharashtra	Nashik	0.05 crores	Yes	-	-
17	Promoting Education	Social Messaging Hoardings on Highway	Yes	Maharashtra	Nashik	0.34 crores	Yes	-	-
18	Rural Development	Public Garden	Yes	Karnataka	Channapatna	0.10 crores	Yes	-	-
19	Rural Development	Water ATM (2 Nos.) and Water Pond	Yes	Karnataka	Channapatna	0.09 crores	Yes	-	-
20	Rural Development	High Mast/Solar light	Yes	Karnataka	Channapatna	0.01 crores	Yes	-	-
21	Rural Development	Wooden Dustbin	Yes	Karnataka	Channapatna	0.00 crores*	Yes	-	-
22	Rural Development	Streetlights (70 Nos)	Yes	Maharashtra	Nashik	0.09 crores	Yes	-	-
23	Rural Development	Gangapur Dam Road Work	Yes	Maharashtra	Nashik	0.04 crores	Yes	-	-
24	Rural Development	High Mast at Govardhan (2 Nos)	Yes	Maharashtra	Nashik	0.02 crores	Yes	-	-



25	Rural Development	Solar Street Lights (70 Nos)	Yes	Maharashtra	Nashik	0.12 crores	Yes	-	-
26	Rural Development	Road Maintenance Gangavarhe to Ganeshgaon	Yes	Maharashtra	Nashik	0.05 crores	Yes	-	-
27	Rural Development	High Mast at Savargaon (2 Nos)	Yes	Maharashtra	Nashik	0.02 crores	Yes	-	-
28	Rural Development	Garden Playing Equipment and Maintenance	Yes	Maharashtra	Nashik	0.00 crores*	Yes	-	-
29	Rural Development	RO at Jaulke Grampanchayat	Yes	Maharashtra	Nashik	0.02 crores	Yes	-	-
30	Environmental Sustainability	25,000 Tree Plantation	Yes	Maharashtra	Nashik	0.22 crores	Yes	-	-
31	Environmental Sustainability	Water Tanker for Plantation	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
32	Environmental Sustainability	Sagar Nursery AMC	Yes	Maharashtra	Nashik	0.21 crores	Yes	-	-
33	Environmental Sustainability	25,000 DAM Tree Plantation AMC (From Oct'24)	Yes	Maharashtra	Nashik	0.04 crores	Yes	-	-
34	Environmental Sustainability	Omkar Wasali Forest Maintenance Cost (Closed)	Yes	Maharashtra	Nashik	0.03 crores	Yes	-	-
35	Environmental Sustainability	Sagar Nursery Wasali Hill AMC (Jan'25 - Mar'25)	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
36	Hygiene & Sanitation	Modular Toilets at School	Yes	Maharashtra	Nashik	0.05 crores	Yes	-	-
37	Hygiene & Sanitation	Modular Toilet & Existing toilet repairing in School	Yes	Maharashtra	Nashik	0.08 crores	Yes	-	-
38	Hygiene & Sanitation	Pest Control	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
39	Hygiene & Sanitation	Dustbins for Village Roads	Yes	Maharashtra	Nashik	0.01 crores	Yes	-	-
40	Hygiene & Sanitation	Road Cleaning AMC	Yes	Maharashtra	Nashik	0.03 crores	Yes	-	-
41	Admin Expense	CSR Administrative Expense (Max 5% of Budget)	Yes	Common		0.11 crores	Yes	-	-

\*1. Wooden Dustbin – Rs. 7,200

2. Aanganwadi LED TV (1 Nos) – Rs. 24,500

3. ZP School LED TV (2 Nos) – Rs. 49,000

4. Garden Playing Equipment and Maintenance – Rs. 44,958

(i) Excess amount for set off, if any: **NA**

Sr. No	Particulars	Amount
1.	Two percent of average net profit of the company as per section 135(5)	-
2.	Total amount spent for the Financial Year	-
3.	Excess amount spent for the financial year [(ii)-(i)]	-
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

7. (a) Details of Unspent CSR amount for the preceding three financial years: **NA**

Sr No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
				Name of fund	Amount	Date of Transfer		
1.	FY 1	-	-	-	-	-	-	-
2.	FY 2	-	-	-	-	-	-	-
3.	FY 3	-	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NA**

Sr No.	Project ID.	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed /Ongoing
-	-	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **NA**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

**For and on behalf of the Board**

**Rajeev Samant**

Managing Director and CEO

DIN: 00020675

**Alok Vajpeyi**

Chairperson & Independent Director

DIN: 00019098

Place: Mumbai

Date: 8<sup>th</sup> May 2025



# MANAGEMENT DISCUSSION AND ANALYSIS

## Indian Economy

### Financial Overview

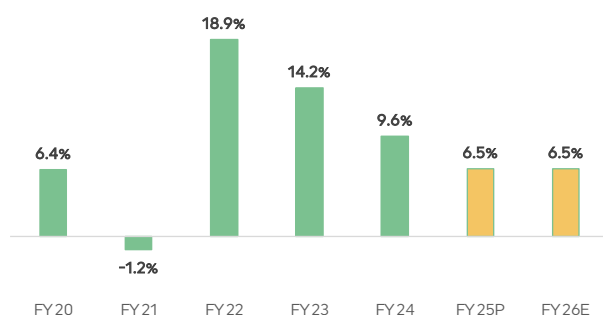
India continued to be among the fastest growing economies globally in FY 2025 on the back of solid macroeconomic fundamentals. In an era marked by escalating global trade tensions and persistent geopolitical uncertainties, the Indian economy has demonstrated remarkable resilience and growth supported by strong domestic demand. Over the last 5 years, Indian GDP has grown by more than 50% from INR 201 Trillion in FY20 to INR 315 Trillion in FY25 (Source: RBI).

In FY25, the Indian economy is estimated to have grown at by 6.5% YoY driven by higher private consumption and government spending with particularly better traction in construction, trade, and financial services sectors (Source: NSO's Second Advance Estimates).

India's inflation remained in control in FY25 with consumer price index estimated to be at 4.6%. Over the last 3 years, retail inflation in India has followed a steady downward path, falling from 6.7% in FY23 to 5.4% FY24, and further to 4.6% FY25.

Going forward, the Indian economy is expected to continue to be a bright spot in the global economy with GDP growth expected to remain healthy at 6.5% in FY26 as well despite the potential uncertainty caused by potential trade tariffs and geopolitical tensions.

India's Annual Real GDP Growth % (FY20-FY26E)



## India AlcoBev Market Overview and Outlook

The Indian AlcoBev Market is valued at over \$55 Bn in 2024 as per the International Spirits & Wines Association of India (ISWAI). The Indian AlcoBev market is the third largest AlcoBev market globally in terms of volumes (Mn liters) trailing only the United States and China. The sector provides employment opportunities, both directly and indirectly, to an astounding 7.9 Mn individuals in India<sup>4</sup>.

However, despite the large absolute market size, in terms of per capita consumption, the Indian AlcoBev market continues to significantly below global levels, particularly in case of beer and wine, highlighting the still vast scope of expansion in this sector in the future<sup>4</sup>.

Going forward over the next few years, the Indian AlcoBev market is expected to grow at 6.9% CAGR in volume terms from 1,068 Mn cases in CY 2023 to ~1,500 Mn cases in CY 2028<sup>5</sup>.

### Key Growth Drivers -

- Growing disposable incomes
- Increase in per capita alcohol consumption
- Rising number of women drinkers and cultural change
- Rising number of different alcohol brands and categories
- Expansion in distribution of alcohol across the country, especially in Tier 2 and below cities

## India Wine Market Overview and Outlook

India's wine market is valued at approximately \$150-200 Mn (including both domestic and imported wines) with more than 3 Mn cases being sold annually<sup>1</sup>. Wine is still in a nascent stage in India accounting for <1% of the Indian AlcoBev market and the per capita consumption of wine in India too is less than 50 ml as compared to the world average of 5.5 liters. Therefore, there is vast scope for the Wine sector to grow and expand in India.

Going forward, the Indian wine market is expected to grow at ~15% CAGR over CY 2023-2028<sup>2</sup> led by the increasing prosperity and disposable income, rapid urbanization, evolving consumer preferences and increase in number of working women and women drinkers.

### Key Growth Drivers

- **Aspirational:** One of the primary drivers of this growth is the growing popularity of wine among the urban, middle-class population. Today, wine is seen as a sophisticated and aspirational drink.
- **Food Pairing:** The popularity of Western cuisines, particularly Italian and French, has also boosted the wine market in India.
- **Emergence of Vineyards and New Varietals:** Another key factor in the growth of the wine industry is the emergence of new wineries and vineyards as well as expansion of the different red, white and rose varietals throughout the country.
- **Favourable Demographics:** The wine industry in India benefits from a favourable demographic profile that supports its growth. India's burgeoning middle class that is growing, is open to new experiences and experimentation. The country's young population people in India are more receptive to trying new experiences and are willing to explore several types of beverages, including wine, providing a promising opportunity for wine companies to tap into this growing market segment.
- **Online Ordering & Home Delivery:** The COVID-19 pandemic led to the emergence of recent sales channels in the alcobev industry. Home delivery and limited e-commerce options for alcobev gained more prominence for their convenience, better purchase experience, which attracted

more customers, including women. This sales channel has a promising future as it can improve the penetration of the alcobev industry, especially since the number of traditional outlets remains limited.

- **Premiumisation:** Premiumisation grew significantly during the pandemic because consumers wanted to create 'affordable luxury' experiences the comforts of their own homes and were willing to spend more on higher quality products across all alcohol categories, with no sign of this inclination slowing. This trend towards premiumization is expected in the sparkling wine category as well, where high-end bubbles are on an upward trajectory.
- **Rise of In-Home Consumption:** Post COVID-19, saw a sea of change in consumer behaviour around alcohol consumption, with a shift towards drinking at home.
- **Favourable Policies Towards Wine:** One of the main drivers of the growth of the wine industry in India is the favourable regulations that treat wine as a distinct and separate category from other alcobev. These regulations have been particularly favourable in the states of Maharashtra and Karnataka, contributing significantly to the growth of the domestic wine industry.



## 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 for financial year ended 31<sup>st</sup> March, 2025

Sl. No.	Particulars	Details	Details
1.	Name of the subsidiary	Artisan Spirits Private Limited	N D Wines Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as Holding Company	Same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign Annual Report on CSR Activities subsidiaries	NIL	NIL
4.	Share capital (INR)	Authorised- 36.00 Paid-up - 35.35	Authorised - 5.00 Paid up - 3.28
5.	Reserves & surplus	(20.10)	31.75
6.	Total assets	92.10	80.68
7.	Total Liabilities	76.85	45.65
8.	Investments	NIL	NIL
9.	Turnover	84.92	58.47
10.	Profit before taxation	8.08	32.09
11.	Provision for taxation	(4.58)	8.33
12.	Profit after taxation	12.66	23.76
13.	Proposed Dividend	NIL	NIL
14.	% of shareholding	100%	100%

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

## For and on behalf of the Board

Place: Mumbai  
Date: 8<sup>th</sup> May 2025

**Rajeev Samant**  
Managing Director and CEO  
DIN: 00020675

**Alok Vajpeyi**  
Chairperson & Independent Director  
DIN: 00019098

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L15549MH2003PLC139352
2.	Name of the Listed Entity	Sula Vineyards Limited
3.	Year of incorporation	26-February-2003
4.	Registered office address	901, Solaris One, N S Phadke Marg, Andheri East, Mumbai - 400069, Maharashtra
5.	Corporate address	Same as registered office address
6.	E-mail	<a href="mailto:cs@sulawines.com">cs@sulawines.com</a>
7.	Telephone	022-61280606
8.	Website	<a href="http://www.sulavineyards.com">www.sulavineyards.com</a>
9.	Financial year (FY) for which reporting is being done	April 01, 2024, to March 31, 2025.
10.	Name of the Stock Exchange(s) where shares are listed	(i) BSE Limited (ii) National Stock Exchange of India Limited
11.	Paid-up Capital	₹ 16.88 Crore
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Shalaka Koparkar (Company Secretary and Compliance officer) Tel No: 022-61280606/607 Email: <a href="mailto:cs@sulawines.com">cs@sulawines.com</a>
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	On standalone basis
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

### II. Products/ Services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business Activity	% Of Turnover of the entity
1.	Manufacture and Supply*	Wine	84%
2.	Service	Wine Tourism	9%

\*Including wine industry promotion subsidy



17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Wine	11020	84%
2.	Wine Tourism	55101	9%

### III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	9	12
International	NIL	NIL	NIL

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	29
International (No. of Countries)	28

b. What is the contribution of exports as a percentage of the total turnover of the entity?

**Exports contributed to 0.86% of total revenue of the entity for the year ended March 31, 2025.**

c. A brief on types of customers

**Our end consumers are wine drinkers across India and in our export markets. These customers are served through a wide network of distributors. These include traditional retail points such as licensed alcohol and wine shops, hotels, restaurants, cafes, as well as modern trade channels like e-commerce platforms and select supermarkets. We have established partnerships with distributors in key regions such as Maharashtra, Haryana, Delhi, Goa, and Punjab. In addition, we have a strong direct-to-consumer ("D2C") selling channel through our Wine Tourism Business facilities in Maharashtra and Karnataka. Our distribution platform encompasses distributors, corporations, licensed resellers, company depots, defence units, and other points of sale.**

#### IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	523	454	86%	69	14%
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	Total employees (D + E)	523	454	86%	69	14%
WORKERS						
4.	Permanent (F)	217	190	88%	27	12%
5.	Other than Permanent (G)	173	150	87%	23	13%
6.	Total workers (F + G)	390	340	87%	50	13%

b. Differently abled Employees and workers:

Sr. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	NIL	NIL	NIL	NIL	NIL
2.	Other than Permanent (E)	NIL	NIL	NIL	NIL	NIL
3.	Total differently abled employees (D + E)	NIL	NIL	NIL	NIL	NIL
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	NIL	NIL	NIL	NIL	NIL
5.	Other than permanent (G)	NIL	NIL	NIL	NIL	NIL
6.	Total differently abled workers (F + G)	NIL	NIL	NIL	NIL	NIL

21. Participation/ Inclusion/ Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	1	14%
Key Management Personnel	3	1	33%

22. Turnover rate for permanent employees and workers

	FY 2024-25 (Turnover rate in Current FY)			FY 2023-24 (Turnover rate in Current FY)			FY 2022-23 (Turnover rate in Current FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	18%	41%	59%	16%	35%	19%	12%	17%	13%
Permanent Workers	2%	0%	2%	3%	0%	3%	5%	17%	6%

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding/ subsidiary/associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/Associate/ Joint Venture	% of sharesheld by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Artisan Spirits Private Limited	Subsidiary	100%	No
2	N D Wines Private Limited	Wholly Owned Subsidiary	100%	No

**VI. CSR Details**

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in Rs.): 533.72 Crores

(iii) Net worth (in Rs.): 574.81 Crores



## VII. Transparency and Disclosure Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
		Number of complaints filed during theyear	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during theyear	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	NIL	NIL	NA	NIL	NIL	NA
Investors (other than shareholders)	Yes	NIL	NIL	NA	1	NIL	NA
Shareholders	Yes	4	NIL	NA	NIL	NIL	NA
Employees and workers	Yes	NIL	NIL	NA	NIL	NIL	NA
Customers	Yes	10	NIL	Resolved	17	NIL	Resolved
Value Chain Partners	No	NIL	NIL	NA	NIL	NIL	NA
Other (please specify)	NA	NA	NA	NA	NA	NA	NA

- Grievance redressal for Communities is done through meetings at the manufacturing unit level.
- Grievance redressal for Investors & Shareholders is done through investor relations, details of which are available on the website.
- Grievance redressal for employees & workers is done through vigil mechanism and whistle blower policy available on the website.
- Grievance redressal for customers is done through the customer care number and email id mentioned redreon the labels.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

S. No.	Material Issue Identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt ormitigate	Financial implications of the risk or opportunity (Indicate positive or negative Implications)
1	Climate Change	Risk	Our major source of raw material in Winemaking is grapes from viticulture. Any change or severe climate change can affect our Wine operations	We have diversified our sourcing of grapes from diverse geographical locations and delayed pruning dates, so that the impact of climate change is minimized	Risk is controlled

## Section B : Management And Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	N	N	Y	N
b. Has the policy been approved by the Board? (Yes/No)	Y	N	Y	Y	N	N	N	Y	N
c. Web Link of the Policies, if available	Policies covering certain stakeholders are available on the Company's website <a href="http://www.sulavineyards.com">www.sulavineyards.com</a> . Internal policies are restricted and can be viewed by employees on the Company's internal portal.								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Accredited with various certifications like <input type="checkbox"/> BRC Certification <input type="checkbox"/> FSSAI Certification <input type="checkbox"/> ISO:9001:2015								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	To perform better and to meet the requirements of BRSR principles.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Business is in line with the requirements of BRSR Principles, we strive for continuous improvement.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure) At Sula Vineyards, Green is as important as Red, White and Rosé ! Sustainability is a guiding principle of life and business for us. We strive to be responsible stewards of our land, because it's the best way to make authentic, distinctive wines. Our commitment to producing the best wines through sustainable winemaking and viticulture operations goes beyond protecting our natural environment. We strive to enhance our land and enrich the lives of the community dependent on our businesses through our sustainable vineyards. We are committed to ensure preservation of the environment, positively contributing to the sustainable development of society, while ensuring continued compliance with applicable governance requirements.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Managing Director & CEO								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	No. Will be incorporating this in FY26 onwards.								

10. Details of Review of NGRBCs by the Company:																		
Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Director									Annually								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	Director									Annually								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.									P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	
									No									

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	No								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	No								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	No								
It is planned to be done in the next financial year (Yes/No)	Yes								
Any other reason (please specify)	NA								

### Section C : Principle Wise Performance Disclosure

## PRINCIPLE 1 - Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

### ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of trainings and awareness programmes held	Topics/ principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors	4	<ul style="list-style-type: none"> <li>Familiarisation Programme</li> <li>Business Strategy, Operations &amp; Budget</li> </ul>	100%
Key Managerial Personnel	3	<ul style="list-style-type: none"> <li>Brand Knowledge Assessment</li> <li>Sula Internal Course - Orientation Modules</li> </ul>	75%
Employees other than BoD and KMPs	80	<ul style="list-style-type: none"> <li>Skill Development</li> <li>Team Building</li> <li>Health &amp; Safety</li> </ul>	86%
Workers	39	<ul style="list-style-type: none"> <li>Skill Development</li> <li>Health &amp; Safety</li> </ul>	56%



2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (INR)	Brief of the case	Has an appeal been preferred (Yes/ No)
Penalty/ Fine	NIL	NIL	NIL	NIL	NIL
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding Fee	NIL	NIL	NIL	NIL	NIL
Non-Monetary					
Imprisonment	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NIL	NIL

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

**Yes, policy implemented and covered as part of Code of Business Conduct program. Also available on the company's internal portal.**

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest:

Particulars	FY 2024-25 Current Financial Year		FY 2023-24 Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

**NIL**

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

Particulars	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Number of days of accounts payables	221	200

\*Average Accounts Payable = Opening + closing /2

\*Cost of Goods sold includes: Stock in trade, Materials consumed & changes in inventory.

## 9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales*	a. Sales to dealers / distributors as % of total sales	51%	56%
	b. Number of dealers / distributors to whom sales are made	96	121
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	65%	54%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	17%	20%
	b. Sales (Sales to related parties / Total Sales)	5%	3%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	80%	48%
	d. Investments ( Investments in related parties / Total Investments made)	100%	100%

\* Basis Gross Sales.

\* Total Purchases considered as : Raw Materials , Packaging Materials & Stock In Trade.

### LEADERSHIP INDICATORS

- Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
NIL	NA	NA

- Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board?

(Yes/No) If Yes, provide details of the same.

**Yes, Directors are covered under the Code of Conduct – Board and Senior Management Policy.**



## PRINCIPLE 2 - Businesses should provide goods and services in a manner that is sustainable and safe.

### ESSENTIAL INDICATORS

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Particulars	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year	Details of improvements in environmental and social impacts
Research & Development	₹ NIL	₹ NIL	NA
Capex	27.37% ₹ 13.72 Crore	10.85% ₹ 5.77 Crore	NA

- Does the entity have procedures in place for sustainable sourcing? (Yes/No)

**Yes, we have procedures in place for sustainable sourcing. Preference is given to local suppliers by vendor development so that transportation emissions are reduced.**

**Our main raw material is grapes. Our viticulture team is involved with farmers who grow grapes for us and ensure the grapes meet quality, safety and sustainability standards which includes ethical labour practices.**

- If yes, what percentage of inputs were sourced sustainably?

**Grapes, being our major raw material accounts for 51% of sustainable input with an additional 19% pertaining to bottles that are sustainably sourced.**

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

**The mechanism followed at Sula is:**

- Plastics (including Packaging):** We intend to collect the plastic material for recycling, as per the Extended Producer Responsibility.
- E-waste:** All the E-Waste is sent to MSPCB authorized Recyclers only, for used batteries after their end of the life, we send to the vendor on buy back scheme.
- Hazardous waste:** We do not generate hazardous waste at our sites.
- Other Waste:** We have tie up with waste recyclers, who does the recycling by adding value to the waste.

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

**Yes, EPR is applicable for our operations.**

**The waste collection plan is being developed in line with the EPR rules. We have already initiated steps in our operations for the implementation of EPR framework and the same would be addressed in FY26.**

## LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link
Life cycle assessment study will be taken up in the coming years					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
Wine making	Life cycle assessment will be taken up in the upcoming years	

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Glass waste	2.29%	1.71%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NIL	5.08	NIL	NIL	8.59	NIL
E-waste	NIL	NIL	NIL	NIL	0.582	NIL
Hazardous waste	NIL	NIL	NIL	NIL	NIL	NIL
Other waste (Glass, Metal, Wood and Paper waste)	83.01	158.93	NIL	111.72	252.16	NIL

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Glass bottles	8% is reclaimed by company and balance is recycled in the market as cullet's (precursor for making glass)

## PRINCIPLE 3 – Businesses should respect and promote the well-being of all employees, including those in their value chains.

### ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

% of employees covered by											
Category	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees (Staff)											
Male	454	454	100%	454	100%	0	0%	41	9%	0	0%
Female	69	69	100%	69	100%	3	4%	0	0%	0	0%
Total	523	523	100%	523	100%	3	1%	41	8%	0	0%
Other than Permanent employees (Contractual)											
Male	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

\* Maternity & Paternity figures are based on benefits available in FY'25.



b. Details of measures for the well-being of workers:

% of workers covered by											
Category	Total (A)	Health Insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	190	190	100%	190	100%	NIL	NIL	NIL	NIL	NIL	NIL
Female	27	27	100%	27	100%	NIL	NIL	NIL	NIL	NIL	NIL
Total	217	217	100%	217	100%	NIL	NIL	NIL	NIL	NIL	NIL
Other than Permanent workers											
Male	150	15	10%	150	100%	NIL	NIL	NIL	NIL	NIL	NIL
Female	23	0	0	23	100%	NIL	NIL	NIL	NIL	NIL	NIL
Total	173	15	10%	173	100%	NIL	NIL	NIL	NIL	NIL	NIL

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Cost incurred on well- being measures as a % of total revenue of the company	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Cost incurred on well- being measures as a % of total revenue of the company	0.55%	0.54%

\*Total revenue includes: Other Income.

\*Staff Welfare expenses includes: Employee benefit expenses schedule from financials.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	99%	100%	Yes	99%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	3%	22%	Yes	4%	17%	Yes
Others – specify						

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.  
**Currently we do not have any disabled employee on roles.**

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

**Yes. Policies are available on the internal portal of the Company.**

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Particulars	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

Grievance redressal mechanism can be shared on [wecare@sulawines.com](mailto:wecare@sulawines.com); [posh@sulawines.com](mailto:posh@sulawines.com); [whistleblower@sulawines.com](mailto:whistleblower@sulawines.com)

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Total employees/ workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees/ workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (C / D)
Total Permanent Employees						
Male	454	0	0%	0	0	0%
Female	69	0	0%	0	0	0%
Total Permanent Workers						
Male	190	166	87%	200	158	79%
Female	27	12	44%	21	13	62%

8. Details of training given to employees and workers:

Category	FY 2024-25 Current Financial Year					FY 2023-24 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill Upgradation		Total (D)	On Health and safety measures		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	454	304	67%	360	80%	518	403	78%	514	99%
Female	69	55	80%	73	106%	111	76	68%	103	93%
Total	523	359	69%	433	83%	629	479	76%	617	98%
Workers										
Male	190	88	46%	95	50%	200	139	70%	3	2%
Female	27	10	37%	13	48%	21	14	67%	0	0%
Total	217	98	45%	108	50%	221	153	69%	3	1%

\*Training count includes active & resigned employees and also same person attending training multiple times.



9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	454	454	100%	518	518	100%
Female	69	69	100%	111	111	100%
Total	523	523	100%	629	629	100%
Workers						
Male	190	190	100%	200	200	100%
Female	27	27	100%	21	21	100%
Total	217	217	100%	221	221	100%

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No).  
If yes, the coverage such system?

**Yes, for the entire manufacturing unit staff.**

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

**Regular safety audits is in place for dedicated departments.**

c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)

**Yes.**

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

**Yes.**

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
	Workers	NIL	NIL
Total recordable work-related injuries	Employees	NIL	NIL
	Workers	3	2
No. of fatalities	Employees	NIL	NIL
	Workers	NIL	NIL
High consequence work-related injury or ill health (excluding fatalities)	Employees	NIL	NIL
	Workers	NIL	NIL

12. Describe the measures taken by the entity to ensure a safe and healthy work place.  
**Safety has been the core pillar for us to ensure a safe and healthy workplace. We have mandatory safety induction, Annual Medical Health check-ups and trainings. We have a system for strong safety culture where observations and mock drills are part of our operations. Safety awareness is also done using safety day celebrations, mock drills, road safety drives.**
13. Number of Complaints on the following made by employees and workers:

Particulars	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	NIL	NIL	NIL	NIL	NIL	NIL
Health & Safety	NIL	NIL	NIL	NIL	NIL	NIL

14. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% of wineries and its offices were assessed
Working Conditions	100% by third party

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.  
**Corrective and preventive actions are taken immediately to address the safety risks/ concerns arising from assessment of health and safety practices and working conditions. We have Safety interlocks at place for all the operations. We strive to provide the best facilities to avoid significant risks/concerns.**

**LEADERSHIP INDICATORS**

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).  
**Yes**, the deceased worker or employee's family is entitled to receive notice period pay, along with applicable PF (Provident Fund) and gratuity claims.
2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.  
**Monthly tracker is maintained by payroll team and forwarded to Compliance Officer for verification. Further, regular audit conducted by internal auditor and yearly audit by Statutory Auditors of the Company.**

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Particulars	Total no. affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Employees	NIL	NIL	NIL	NIL
Workers	NIL	NIL	NIL	NIL

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

**Yes**

5. Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business donewith such partners) that were assessed
Health and safety practices	NIL
Working Conditions	NIL

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

	Total no. of Affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment of whose family members have been placed in suitable employment	
	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Employees	NA	NA	NA	NA
Workers	NA	NA	NA	NA



PRINCIPLE 4 – Businesses should respect the interests of and be responsive to all its stakeholders.

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.  
**Key stakeholder groups include all the groups of people affected by the company and have an interest in company and its various operations. We make sure to include vendors, suppliers and local community in our stakeholder groups to ensure transparency, accountability and inclusivity in our processes.**
2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually / Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors & Shareholders	No	Email, Newspapers, Notice, Website	Quarterly/ Half Yearly/ Annually	Shareholders and investor communities are being informed regarding performance and key material events of the company every quarter. Outcome of Board and committee meetings.
Board of Directors	No	Email, Website	Quarterly	Business Performance
KMPs	No	Email, Website	Others - As and when required	Strategic Operations and Business Performance
Permanent Employees	No	Email, Website	Others - As and when required	Personal wellbeing and operational business requirements
Permanent Workers	No	Email, Website	Others - As and when required	Personal wellbeing and operational business requirements
Farmers	No	Other – Personal Meetings	Others - As and when required	Company's Policies relating to the purchase of produce
Supply Chain	No	Email, Personal Meetings	Others - As and when required	Operational business requirements
Vendors	No	Email, Personal Meetings	Others - As and when required	Operational business requirements
Local Communities	No	Other – Meetings	Others - As and when required	Welfare of the community and information on specific activities
Consumer	No	Newspapers, Website	Others - As and when required	Product information, features

LEADERSHIP INDICATORS

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.  
**Stakeholders' engagement is delegated to the senior members of management, with whom monthly/ quarterly meetings are held as per the defined frequency. The feedback from such consultations are kept before the board for evaluation and review.**
2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.  
**Yes, the inputs received from the stakeholders consultation are carefully reviewed and after evaluation are incorporated in the activities and policies of the entity.**
3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.  
**NA**

PRINCIPLE 5 – Businesses should respect and promote human rights.

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:  
We provide orientation sessions to new employees on policies and for all employees we upload the policies on our internal portal hence no such training are conducted on HR & Policies.

Category	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (C/D)
Employees						
Permanent	523	89	17%	555	129	23%
Other than permanent	NA	NA	NA	NA	NA	NA
Total	523	89	17%	555	129	23%
Workers						
Permanent	217	32	15%	207	20	10%
Other than permanent	173	NA	0	NA	NA	NA
Total	390	32	8%	207	20	10%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25 Current Financial Year					FY 2023-24 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	523	0	0%	523	100%	0	0	0%	0	0%
Male	454	0	0%	454	100%	0	0	0%	0	0%
Female	69	0	0%	69	100%	0	0	0%	0	0%
Other than Permanent	0	0	0%	0	0%	0	0	0%	0	0%
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Workers										
Permanent	217	3	1%	214	99%	207	11	5%	196	95%
Male	190	3	2%	187	98%	188	5	3%	183	97%
Female	27	0	0%	27	100%	19	6	32%	13	68%
Other than Permanent	173	152	87%	21	13%	180	130	72%	50	28%
Male	150	131	87%	19	13%	161	117	73%	44	27%
Female	23	21	91%	2	9%	19	13	68%	6	32%

3. Details of remuneration/salary/wages, in the following format:

Particulars	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	0.02 Crores	1	0.02 Crores
Key Managerial Personnel	3	0.15 Crores	1	0.018 Crores
Employees otherthan BoD and KMP	461	0.004 Crores	71	0.005 Crores
Workers	190	0.003 Crores	27	0.001 Crores

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	12.89%	14.07%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) : **Yes**

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

**Employees can raise their complaints online through our HR portal or by sending an email to [wecare@sulawines.com](mailto:wecare@sulawines.com). The query will go to the HR team. The minor issue will be resolved in two working days, while the major issue will take up to seven working days. If it is a POSH-related complaint, then a written complaint should be made at [POSH@sulawines.com](mailto:POSH@sulawines.com), and then the POSH policy will come into the picture. If any complaint is to be made by the whistleblower, he or she should write a complaint at [whistleblower@sulawines.com](mailto:whistleblower@sulawines.com), and then the whistleblower policy will come into the picture.**

6. Number of Complaints on the following made by employees and workers:

Particulars	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NIL	NIL	NIL	NIL	NIL
Discrimination at workplace	NIL	NIL	NIL	NIL	NIL	NIL
Child Labour	NIL	NIL	NIL	NIL	NIL	NIL
Forced Labour/ Involuntary Labour	NIL	NIL	NIL	NIL	NIL	NIL
Wages	NIL	NIL	NIL	NIL	NIL	NIL
Other human rights related issues	NIL	NIL	NIL	NIL	NIL	NIL



7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format :

	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.  
**We organize awareness sessions that are mandatory for all the employees to attend so that they are aware of the consequences and the action that the company can take as per the policy. If any complaint is received, we make sure that confidentiality is maintained throughout the entire investigation process. The code of conduct policy will be relied on if any case regarding discrimination and harassment is filed the employee.**
9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)  
**Yes**
10. Assessments for the year:

Particulars	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	NIL
Forced/involuntary labour	NIL
Sexual harassment	NIL
Discrimination at workplace	NIL
Wages	NIL
Others – please specify	NIL

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.  
**NA**

#### LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.  
**NA**
2. Details of the scope and coverage of any Human rights due-diligence conducted.  
**NA**
3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?  
**Yes**

4. Details on assessment of value chain partners:

Particulars	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	NIL
Discrimination at workplace	NIL
Child Labour	NIL
Forced Labour/Involuntary Labour	NIL
Wages	NIL
Others – please specify	NIL

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

**NA**

## PRINCIPLE 6 – Businesses should respect and make efforts to protect and restore the environment.

### ESSENTIAL INDICATORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Total electricity consumption (A)	11.61	13.85
Total fuel consumption (B)	2.29	0.41
Energy consumption through other sources ©	22.02	18.47
Total energy consumption (A+B+C)	35.92	32.73
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	0.0000000067	0.0000000055
Energy intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

**No, none of our sites are identified as designated consumers (DCs) under the PAT scheme.**

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	NIL	NIL
(ii) Groundwater	64,238	50,319
(iii) Third party water	47,747	44,277
(iv) Seawater/ desalinated water	NIL	NIL
(v) Others (rainwater harvested & recycled water from ETP)	11,941	32,665
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1,23,926	1,27,261
Total volume of water consumption (in kilolitres)	1,23,926	1,22,115
Water intensity per rupee of turnover (Water consumed / turnover)	0.000023	0.000020
Water intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

4. Provide the following details related to water discharged:

Parameter	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(ii) To Groundwater	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(iii) To Seawater	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(iv) Sent to third-parties	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(v) Others	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	We do not discharge treated water, the treated water from ETP is used in Gardening and Cooling tower Makeup. Quantities of recycling are as follows: • Cooling Tower: 10,696 • Gardening: 36,360 • Cleaning: 11,336	We do not discharge treated water, the treated water from ETP is used in Gardening and Cooling tower Makeup. Quantities of recycling are as follows: • Cooling Tower: 5147 • Gardening: 32494 • Cleaning: 10050
<b>Total water discharged (in kilolitres)</b>	<b>58,392</b>	<b>50,062</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**



5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

**At Sula, treated effluent water is used in Cooling tower and in Gardening purpose. No wastewater is discharged outside plant premises.**

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Unit	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
NOx	MT	0.06	0.18
Sox	MT	0.08	BDL
Particulate matter (PM)	MT	0.03	0.24
Persistent organic pollutants (POP)	NA		
Volatile organic compounds (VOC)	NA		
Hazardous air pollutants (HAP)	NA		
Others – please specify	NA		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	2075	1,905
Total Scope 2 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)		2873	3,122
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.0000009	0.0000008
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	CO <sub>2</sub> per Ltr	0.53	0.48

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

**No**

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

**Since its inception, Sula has actively employed advanced technologies to diminish GHG emissions. In the fiscal year 2024-25, an impressive 66% of its energy mix was derived from solar sources. Additionally, initiatives such as promoting EV vehicles for procurement signify efforts to curtail energy consumption from non-renewable sources. Sula's commitment to sustainability extends to packaging practices, exemplified by efforts to reduce bottle weight and enhance the use of recycled materials.**

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	5.08MT	8.59MT
E-waste (B)	NIL	0.582MT
Bio-medical waste (C)	NIL	NIL
Construction and demolition waste (D)	NIL	NIL
Battery waste (E)	NIL	NIL
Radioactive waste (F)	NIL	NIL
Other Hazardous waste. Please specify, if any. (G)	NIL	NIL
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. By materials relevant to the sector)	236.86MT	357.05MT
Total (A+B + C + D + E + F + G+ H)	241.94MT	366.22MT
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	158.93MT	252.16MT
(ii) Re-used	83.01MT	111.72MT
(iii) Other recovery operations	NIL	NIL
Total	241.94MT	363.88MT
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations	NA	NA
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

**We implement a scientific waste management approach, focusing on the principles of Reduce, Reuse, and Recycle. Our primary waste stream is organic, meticulously transformed into premium Organic Compost, enriching our vineyards and nurturing sustainable growth.**

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
NA			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification no.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant web link
Wine Making and Hospitality	We are not covered under the EIA Notification 2006. Hence NA				

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/ regulation /guidelines which was not complied with	Provide details of the non-compliance	Any fines/ penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is compliant with the applicable Environmental laws/ regulations and guidelines, Hence NA				

## LEADERSHIP INDICATORS

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):  
For each facility / plant located in areas of water stress, provide the following information:
- Name of the area : **Nashik, Karnataka**
  - Nature of operations : **Wine making and Bottling**
  - Water withdrawal, consumption and discharge in the following format:



Parameter	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	NIL	NIL
(ii) Groundwater	NIL	NIL
(iii) Third party water	NIL	NIL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others (rainwater harvested & recycled water from ETP)	NIL	NIL
Total volume of water withdrawal (in kilolitres)	NIL	NIL
Total volume of water consumption (in kilolitres)	NIL	NIL
Water intensity per rupee of turnover (Water consumed / turnover)	NIL	NIL
Water intensity (optional) – the relevant metric may be selected by the Entity	NIL	NIL
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(ii) Into Groundwater	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(iii) Into Seawater	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(iv) Sent to third-parties	NIL	NIL
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	NIL	NIL
(v) Others		
• No treatment	NIL	NIL
• With treatment – please specify level of treatment	We do not discharge treated water, the treated water from ETP is used in Gardening and Cooling tower Makeup. Quantities of recycling are as follows: • Cooling Tower: 10,696 • Gardening: 36,360 • Cleaning: 11,336	We do not discharge treated water, the treated water from ETP is used in Gardening and Cooling tower Makeup. Quantities of recycling are as follows: • Cooling Tower: 5,147 • Gardening: 32,494 • Cleaning: 10,050
Total water discharged (in kilolitres)	58,392	50,062

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> Equivalent	We will publish our Scope 3 emission data from the next FY	
Total Scope 3 emissions per rupee of turnover		NA	NA
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. **No**

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.
4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the Initiative
1.	Installation of Solar power	Reduction of carbon footprint, contributing to environmental sustainability	Reduction in grid import GHG emissions
2.	Reduction in bottle weight and rise in the utilization of recycled bottles	Reducing bottle weight and increasing the use of recycled bottles promote sustainability and reduce our emissions occurred from packaging practices	Reduction in GHG emissions
3.	Replacement of fossil fuel vehicle with Electric vehicle	This initiative aims to utilize renewable energy for charging electric vehicles (EVs)	Reduction in GHG emissions

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.  
**The Operations plant has On-site emergency plan which contains guidelines / procedures to be adopted during any emergency.**
6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.  
**Sula operations are driven with safe and sustainability point of view, right from the design in the Viticulture, Wine making, Bottling operations. There are no adverse impacts to the environment. We are in the food and beverage sector, where there is an overall development and a win win situation for all our stakeholders, ourselves and environment as well.**
7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.  
**Our major value chain partners are farmers, where viticulture is their main activity. Our viticulture team visits farms and guides farmers. They guide them not only in terms of grape growing, but also on Vermicomposting, Water efficiency, Energy efficiency and even encourage them to utilize solar energy for pumping etc.**
8. How many Green Credits have been generated or procured:
  - a. By the listed entity – Not applicable.
  - b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners – Not applicable.

## **PRINCIPLE 7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.**

### **ESSENTIAL INDICATORS**

1. a. Number of affiliations with trade and industry chambers/ associations – **Five**  
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and Industry chambers/ associations	Reach of trade and Industry chambers/ associations (State/National)
1.	All India Wine Producers Association (AIWPA)	National
2.	Confederation of Indian Industry (CII)	National
3.	Confederation of Indian Alcoholic Beverage Companies (CIABC)	National
4.	The Federation of Hotel & Restaurant Associations of India (FHRAI) – Applied	National
5.	The Association of Bars, Hotels and Restaurants (ABHAR)	District

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

## LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

Sr. No.	Public policy advocated	Method resorted for such advocacy	Whether information Available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others – please specify)	Web link, if available
1.	Maharashtra -Unit Definition for availing WIPS Incentives	Representation through AIWPA	No	Others – Reviewed as a part of Business Plan	NA
2.	Telangana – Reduction in Demurrage Fees on Domestic Wines	Representation through CIABC and meeting Excise Officials of the state	No		NA
3.	Maharashtra - Allowing the Mobile Bottling facility	Representation through AIWPA and AIWPA	No		NA
4.	Maharashtra – Seeking unit-based VAT registration	Represented on Sula Letter Head	No		NA
5.	Maharashtra – Requirement of commercial space at Shirdi and Nashik Airport	Proposal submitted on Sula Letter Head	No		NA
6.	Karnataka - Amendment of Rule 2-AE in the Karnataka Excise (Excise Duties and Fees) (Third Amendment) Rules, 2024	Representation submitted through AIWPA and Sula	No		NA
7.	Maharashtra -Long pending VAT assessment certificates from Sales Tax Department	Represented through AIWPA and Sula	No		NA
8.	Tamil Nadu – Reducing Label Registration costs (currently ₹6 lakh plus GST as a brand fee and ₹20k plus GST per SKU annually)	Represented through CIABC and Sula	No		NA
9.	Rajasthan - Rationalisation of Excise Duty slabs and provision for EWP increase	Represented through CIABC and Sula	No		NA
10.	Assam – Rationalisation of high Label Registration cost which is currently @1 Lac per SKU (smaller pack have additional LR@1L) and high company registration cost @8 Lac	Represented through CIABC and Sula	No		NA



11.	West Bengal - Discrimination on levy of additional Rs. 55/BL in form of duties and fees as compared to BIO	Represented through CIABC and Sula	No	NA
12.	Haryana - Allowing domestic wines as part of quota obligations like spirits. Reduction in LR cost and easing the process and timeline for approval of Labels	Represented through CIABC and Sula	No	NA
13.	Uttarakhand - Domestic Wines access to MOTs/Dept Stores as is given to BIO Wines	Represented through CIABC and Sula	No	NA

## PRINCIPLE 8 – Businesses should promote inclusive growth and equitable development

### ESSENTIAL INDICATORS

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes /No)	Results communicated in public domain (Yes / No)	Relevant web link
Not Applicable					

- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

- Describe the mechanisms to receive and redress grievances of the community.  
**Conducted through physical meetings at winery level.**

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Particulars	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Directly sourced from MSMEs/ small producers	45%	11%
Sourced directly from within the district and neighbouring districts	38%	44%

\*input material includes packaging material, consumables and excludes grapes

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost.

\*(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

Location	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Rural	-	-
Semi-urban	4%	5%
Urban	57%	53%
Metropolitan	40%	42%

### LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
NA	NA

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount spent (In INR)
1.	Maharashtra	Nashik	₹ 1.99 Crore
2.	Karnataka	Ramanagara	₹ 0.238 Crore

3. a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No) : No  
b. From which marginalized /vulnerable groups do you procure? : NA  
c. What percentage of total procurement (by value) does it constitute? : NA
4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Sr No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
1	Beyond & Sky Villa	Yes	Yes	3.5% p.a. of revenue earned from Beyond operations by ASPL
2	Satori, Samara, Madera, Mosaic	Yes	Yes	4% p.a. of revenue of the Invoice value of sales

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
NIL	NIL	NIL

6. Details of beneficiaries of CSR Projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	Public Garden	Not Definable	Not Definable
2.	2 Water ATM's & Water Pond	Not Definable	Not Definable
3.	CCTV & Computer for school	Not Definable	Not Definable
4.	High mast/Solar Light	Not Definable	Not Definable
5.	Outdoor games at Preschool	Not Definable	Not Definable
6.	Wooden Dustbin	Not Definable	Not Definable
7.	Streetlights (70 Nos)	Not Definable	Not Definable
8.	Modular Toilets at school	Not Definable	Not Definable
9.	Gangapur Dam Road work	Not Definable	Not Definable
10.	High Mast (2 Nos)	Not Definable	Not Definable
11.	Desktop for ZP School (3 Nos)	Not Definable	Not Definable
12.	25,000 Tree Plantation	Not Definable	Not Definable
13.	Solar Street Lights(70 Nos)	Not Definable	Not Definable
14.	Modular Toilet & Existing toilet repairing in School	Not Definable	Not Definable
15.	Road Maintenance Gangavarhe to Ganeshgaon	Not Definable	Not Definable
16.	Secondary School LED TV (5 Nos)	Not Definable	Not Definable
17.	ZP School Painting	Not Definable	Not Definable
18.	Secondary School Science Equipment	Not Definable	Not Definable
19.	Aanganwadi LED TV (1 Nos)	Not Definable	Not Definable
20.	CCTV for School (14 Nos)	Not Definable	Not Definable
21.	High Mast (2 Nos)	Not Definable	Not Definable
22.	Desktops(2 Nos) & Konshila for Savargaon ZP School	Not Definable	Not Definable
23.	Sweaters & Shoe Racks for ZP School	Not Definable	Not Definable
24.	ZP School LED TV (2 Nos)	Not Definable	Not Definable
25.	Garden Playing Equipment and Maintenance	Not Definable	Not Definable
26.	Class Room Construction (2 Nos)	Not Definable	Not Definable
27.	RO at Jaulke Grampanchayat	Not Definable	Not Definable
28.	School Uniforms & Sports Material for Jaulke ZP School	Not Definable	Not Definable
29.	Desktops for Khedgaon ZP School (3 Nos)	Not Definable	Not Definable
30.	TV's for Khedgaon and Jaulke ZP School (2 each)	Not Definable	Not Definable
31.	Pest Control	Not Definable	Not Definable
32.	Dustbins	Not Definable	Not Definable
33.	Water Tanker for Plantation	Not Definable	Not Definable
34.	Road Safety Signages(Resilient India)	Not Definable	Not Definable



PRINCIPLE 9 – Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.  
**There is a customer service number and email id available on the label of every bottle. Consumers can directly contact the number or email id and register their grievance. The grievance is noted and resolved. In case grievances are directed to sales team, the regional sales team shall contact the customer and resolve the issues, and the feedback is provided to the customer care team.**
2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Particulars	As a percentage to total turnover
Environmental and social parameters relevant to the product	100% of Our product have information as "Consumption of alcohol is injurious to health, Don't drink and drive." to provide warning message to consumer
Safe and responsible usage	
Recycling and/or safe disposal	100% of our products have Symbol of recyclability

3. Number of consumer complaints in respect of the following:

Particulars	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	NIL	NA	NA	NIL	NA	NA
Advertising	NIL	NA	NA	NIL	NA	NA
Cyber-security	NIL	NA	NA	NIL	NA	NA
Delivery of essential services	NIL	NA	NA	NIL	NA	NA
Restrictive Trade Practices	NIL	NA	NA	NIL	NA	NA
Unfair Trade Practices	NIL	NA	NA	NIL	NA	NA
Other	10	NIL	Resolved	17	NIL	Resolved

4. Details of instances of product recalls on account of safety issues:

Particulars	Number	Reasons for recall
Voluntary recalls	NIL	NA
Forced recalls	NIL	NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

**Yes**

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

**NA**

7. Provide the following information relating to data breaches:

- Number of instances of data breaches: **NIL**
- Percentage of data breaches involving personally identifiable information of customers: **NIL**
- Impact, if any, of the data breaches: **NA**

## LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available). Here are some channels/platforms that we use to promote our products and services:

- Website:** The company has an official website that provides detailed information on their products and services, as well as news and updates. - <https://sulavineyards.com/index.php>
- Social media:** We have official accounts on social media platforms such as Facebook, Instagram, YouTube and LinkedIn. These platforms allow us to engage with customers and promote our products through posts, ads, and other forms of content.
- Social media links:**
  - [https://www.instagram.com/sula\\_vineyards](https://www.instagram.com/sula_vineyards)
  - <https://www.facebook.com/Sula.Vineyards>
  - <https://www.linkedin.com/company/sulavineyards>
  - <https://www.youtube.com/c/sulavineyardsyoutube>
- Email newsletters:** We send out regular newsletters to our subscribers' database with updates on new products, promotions, and events.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

- Labelling and Packaging:** Ensure that all wine bottles contain prominent labels advocating responsible drinking and warnings about the harmful effects of alcohol consumption.
- Website and social media content:** We provide educational content on our website and social media channels that promote responsible alcohol consumption and inform consumers more about the product they are consuming.
- Advertising standards:** We adhere to advertising standards that promote responsible alcohol consumption and discourage excessive drinking. For example, we avoid advertising that targets underage drinkers and dry states.
- On-site Training:** Conduct training sessions and wine tasting at our vineyards and institutions to educate consumers and retailers about the proper way to enjoy wine responsibly.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.
- **Collaboration with Retail Partners: Partner with retail outlets and distributors to disseminate information about service disruptions or changes to consumers at the point of sale through signage, flyers, or verbal communication by sales representatives.**
  - **Website Announcements: Display prominent announcements on our website regarding any disruptions or changes to essential services.**
  - **Social Media Updates: Post regular updates on our social media platforms to keep consumers informed about any changes or disruptions to our services.**
4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)
- Yes. In few brands the labels has the message of eco friendly viticulture and winemaking practices guided by emphasis on Sustainability and protecting of our natural resources. All our labels consists of Recycle symbol, which represents that the bottle can be recycled. Customer satisfaction by sales team.**





# **Standalone Financial Statements**

# Independent Auditor's Report

To the Members of Sula Vineyards Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Sula Vineyards Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<b>(a) Assessment of impairment of non-current investment in and non-current loans to subsidiary (refer note 5 and 6)</b>	
The Company, as at 31 March 2025, has non-current investment and non-current loans amounting to INR 28.32 crore and INR 31.66 crore, respectively, in Artisan Spirits Private Limited ('ASPL'), its wholly owned subsidiary. As on such date, ASPL's net-worth has been substantially eroded as a result of accumulated losses. Such conditions have been identified by the management as impairment indicators of the carrying value of the investments as per Ind AS 36 Impairment of Assets ('Ind AS 36').	Our audit procedures relating to impairment assessment of investment in and loans given to subsidiary included, but were not limited to, the following procedures:  a. Obtained an understanding of the management process and evaluated the design and tested the operating effectiveness of controls over the impairment assessment;



<p>The management has assessed the recoverability of the aforesaid amounts by carrying out a valuation of the subsidiary's business with the help of an external valuation expert using the discounted cashflow method, which requires management to make significant estimates and assumptions related to forecast of future cash flow projections based on future business plans, growth prospects, and selection of the discount rates to determine the recoverable amount to be considered for impairment testing of the carrying value of the aforesaid balances.</p> <p>Due to the significance of carrying amount of the investment and loans, significant management judgements and assumptions involved in carrying out the impairment assessment, and the significant auditor attention required to test such management's judgement, this is considered to be a key audit matter in the current year audit.</p>	<p>b. Assessed the professional competence and objectivity of the management and auditors' valuation experts;</p> <p>c. Involved auditor's experts to assist in evaluating the appropriateness of valuation methodology and assumptions used by the management's expert;</p> <p>d. Traced the future business projections to approved business plans, and evaluated the appropriateness of the key assumptions, used in the impairment assessment, such as growth rate, operating costs and discount rates basis our understanding of the business and market conditions, as relevant;</p> <p>e. Tested the mathematical accuracy of the projections and applied independent sensitivity analysis to certain key assumptions to assess estimation uncertainties involved and evaluate the sufficiency of available headroom between recoverable amount and carrying amount in standalone financial statements; and</p> <p>f. Evaluated the appropriateness and adequacy of the disclosures made by the management in the standalone financial statements in accordance with applicable accounting standards.</p>
<b>(b) Revenue Recognition</b>	
<p>Refer Note 2.1(xii) to the accompanying standalone financial statements for the accounting policy on revenue recognition and Note 22 for the details of revenue recognised during the year.</p> <p>The Company derives its revenue from sale of products to a wide network of distributors and state government corporations. Further, revenue from sale of services represents revenue from hospitality services.</p> <p>Revenue recognition for sale of products and services in accordance with the principles of Ind AS 115, "Revenue from Contracts with Customers" ('Ind AS 115'), for the Company involves certain key judgements, such as, identification of performance obligations in a contract, determination of transaction price including variable consideration in the form of rebates, discounts and payouts under various promotional schemes offered by the Company, and assessment of satisfaction of the performance obligations represented by the transfer of control of the products sold and services rendered to the customers, including state government corporations.</p> <p>Owing to the significance of amount, multiplicity of Company's products and revenue streams, volume of transactions, size of distribution network, nature of customers with varied terms of contracts, audit of revenue recognised during the year requires significant auditor attention and industry knowledge, and accordingly, revenue recognition is considered as a key audit matter in the current year audit.</p>	<p>Our audit procedures related to revenue recognition included, but were not limited to the following procedures:</p> <p>a. Understood the process of revenue recognition and evaluated the appropriateness of the accounting policy adopted by the management on revenue recognition including determination of transaction price and satisfaction of performance obligations, in accordance with Ind AS 115;</p> <p>b. Evaluated the design and tested the operating effectiveness of relevant key controls around recognition and measurement of revenue including general and specific IT controls;</p> <p>c. Performed substantive testing, on a sample basis, on revenue transactions recorded during the year, and transactions recorded before and after year end by inspecting supporting documents such as customer contracts/ purchase orders, invoices, proofs of dispatch and delivery etc., to ensure the accuracy and completeness of revenue recorded for such transactions;</p> <p>d. Performed substantive analytical procedures which as variance analysis on revenue to identify any unusual variances;</p> <p>e. Performed substantive testing by selecting a sample of discounts, rebate and other pay-out transactions with distributors recorded during the year as well as period end accrual basis the promotion schemes offered by the Company;</p> <p>f. Evaluate the appropriateness and adequacy of disclosures made in the accompanying standalone financial statements in respect of revenue recognition in accordance with financial reporting framework.</p>

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

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, Report on Corporate Governance and Management Discussion and Analysis, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern

basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone 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 Board of Directors' use of the going concern basis of accounting and, based on the audit evidence

obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

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

12. 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.
13. 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.
14. 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**

15. As required by Section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order,

to the extent applicable.

17. Further to our comments in Annexure I, 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 purpose of our audit of the accompanying standalone financial statements;
  - b. Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The standalone financial statements dealt with by this report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;
  - e. On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under Section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
  - g. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company, as detailed in note 32(A) to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
    - ii. The Company did not have any long-term



contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;

iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 49(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 49(vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The final dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. Further, as stated in note 39 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of

the Act to the extent it applies to declaration of dividend

vi. As stated in Note 48 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2024, has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software

1. The accounting software used for maintenance of all accounting records implemented w.e.f. 1 October 2024 is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with ISAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the period.

2. An accounting software used for maintenance of sales records for the hospitality services did not have a feature of recording audit trail (edit log) facility.

3. The accounting software used for maintenance of sales records for the hospitality services for the period 1 April 2024 to 31 May 2024 did not have a feature of recording audit trail (edit log) facility. The Company has migrated to a new accounting software from 1 June 2024 onwards. The said accounting software used from 1 June 2024 is operated by a third-party software service provider. In absence of an 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in

accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment if the audit trail feature at the database level of the said software was enabled and operated throughout the period for all relevant transactions.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Rohan Jain**

Partner

Membership No.: 139536

UDIN: : 25139536BMONNM1820

Place: Mumbai

Date: 08 May 2025

**Annexure I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Sula Vineyards Limited on the standalone financial statements for the year ended 31 March 2025.**

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

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of 3 years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3 to the standalone financial statements, are held in the name of the Company.

For title deeds of immovable properties in the nature of land situated at Maharashtra with gross carrying

values of INR 44.79 crores as at 31 March 2025, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.

(d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year except for inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties.

(b) As disclosed in Note 15.6 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of INR 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were not subject to audit, except for the following (INR in crores):

Name of the Bank	Working capital limit sanctioned	Nature of current assets offered as security	Quarter	Information disclosed as per return	Information as per books of accounts	Difference
Kotak Bank	60	Trade receivables	June 2024	163.64	165.01	1.37
Saraswat Bank	25					
HDFC Bank	85					
Axis Bank	60					



- iii. The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to firms or limited liability partnerships during the year. However, the Company has made investments in, provided guarantee and granted unsecured loans to companies and granted

unsecured loans to others (employees) during the year, in respect of which:

- (a) The Company has provided guarantees to its Subsidiaries and granted loans to its subsidiaries and others (employees) during the year as per details given below:

Particulars	Guarantees	Loans
Aggregate amount provided/granted during the year (INR in crores):		
• Subsidiaries	59.47	40.24
• Others	Nil	2.26
Balance outstanding as at balance sheet date (INR in crores):		
• Subsidiaries	16.81	38.76
• Others	Nil	3.61

(b) In our opinion, and according to the information and explanations given to us, the investments made, guarantees provided, and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated, and the repayments/ receipts of principal and interest are regular.

(d) There is no amount which are overdue for more than 90 days in respect of loans granted to such companies or other parties.

(e) The Company has granted loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans.

(f) The Company has not granted any loan or advance in the nature of loan, which is repayable on demand or without specifying any terms or period of repayment.

- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under Section 185 of the Act.
- v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the

meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

- vi. The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- vii. (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following (INR in crores):

Name of the statute	Nature of dues	Gross Amount	Amount paid under Protest	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service Tax	3.67	0.28	F.Y. 2015-16 and 2016-17	Customs, Central Excise and Service Tax Appellate Tribunal
Karnataka Stamp Act, 1957	Stamp duty	1.54	0.65	F.Y. 2017-18	The High Court of Karnataka
Central Goods and Services Tax Act, 2017	Goods and Services Tax	4.02	0.41	FY 2017-18 to 2021-22	Office of the Commissioner (Appeals), CGST and Central Excise
Central Sales Tax Act, 1956	Central Sales tax	0.35	0.16	F.Y. 2018-19	Joint Commissioner of State Tax – Maharashtra
Central Sales Tax Act, 1956	Central Sales tax	0.16	0.08	F.Y. 2019-20	Joint Commissioner of State Tax – Maharashtra
Central Sales Tax Act, 1956	Central Sales tax	1.29	0.04	F.Y. 2020-21	Joint Commissioner of State Tax – Maharashtra
Income Tax Act, 1961	Tax Deducted at Source	0.09	-	F.Y. 2023-24	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Tax Deducted at Source	0.20	-	F.Y. 2018-19	Commissioner of Income Tax, TDS
Central Goods and Services Tax Act, 2017	Goods and Services Tax	0.02	-	FY 2022-23	Superintendent, CGST & Central Excise, Nashik
Income Tax Act, 1961	Income tax	0.05	-	FY 2022-23	Income Tax Appellate Tribunal
Central Sales Tax Act, 1956	Central Sales tax	0.51	-	FY 2020-21	Assistant Commissioner, Department of Trade and Tax, Government of NCT of Delhi

viii. According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of account.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.

(d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.

(e) In our opinion and according to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) In our opinion and according to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.

x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) 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 not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year

xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act.

xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of Section 138 of the Act.

(b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.

xv. According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of Section 192 of the Act are not applicable to the Company.

xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Rohan Jain**

Partner

Membership No.: 139536

UDIN: 25139536BMONNM1820

Place: Mumbai

Date: 08 May 2025

Further, based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii. The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

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



**Annexure II to the Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the standalone financial statements of Sula Vineyards Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

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

**Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to

obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

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

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

**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may

become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

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

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Rohan Jain**

Partner

Membership No.: 139536

UDIN: : 25139536BMONNM1820

Place: Mumbai

Date: 08 May 2025

# Standalone Balance Sheet

## as at 31 March 2025

(Amount in INR crore)

	Note No.	As at 31 March 2025	As at 31 March 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	431.25	408.41
Right-of-use assets	3A	5.64	7.35
Capital work-in-progress	3B	3.70	4.64
Intangible assets	4A	1.25	1.16
Intangible assets under development	4B	0.65	-
Financial assets			
• Investments in subsidiaries	5	41.42	27.69
• Other investment	5A	0.00	0.00
• Loans	6	40.74	26.39
• Other financial assets	7	7.79	54.21
Non-current tax assets (net)	18A	5.96	0.29
Other non-current assets	8	6.04	4.59
<b>Total non-current assets</b>		<b>544.44</b>	<b>534.73</b>
<b>Current assets</b>			
Inventories	9	195.81	182.66
Financial assets			
• Trade receivables	10	186.14	160.36
• Cash and cash equivalents	11	4.18	94.78
• Bank balances other than cash and cash equivalents	12	5.37	6.93
• Loans	6	1.72	1.62
• Other financial assets	7	48.40	19.50
Other current assets	8	7.63	7.01
<b>Total current assets</b>		<b>449.25</b>	<b>472.86</b>
<b>TOTAL ASSETS</b>		<b>993.69</b>	<b>1,007.59</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	16.88	16.88
Other equity	14	557.93	558.39
<b>Total equity</b>		<b>574.81</b>	<b>575.27</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
• Borrowings	15	57.71	47.70
• Lease liabilities	16	4.09	5.78
Provisions	17	2.63	1.84
Deferred tax liabilities (net)	18B	24.86	19.01
Other non-current liabilities	21	0.28	0.12
<b>Total non-current liabilities</b>		<b>89.57</b>	<b>74.45</b>
<b>Current liabilities</b>			
Financial liabilities			
• Borrowings	15	205.00	236.23
• Lease liabilities	16	2.40	2.29
Trade payables	19		
- Total outstanding dues of micro enterprises and small enterprises		4.07	4.37
- Total outstanding dues of creditors other than micro enterprises and small enterprises		76.33	71.48
Other financial liabilities	20	19.84	18.84
Other current liabilities	21	19.76	22.98
Provisions	17	1.91	1.68
<b>Total current liabilities</b>		<b>329.31</b>	<b>357.87</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>993.69</b>	<b>1,007.59</b>

The accompanying notes form an integral part of the standalone financial statements

This is the Standalone Balance Sheet referred to in our audit report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No. 001076N / N500013

**Rohan Jain**

Partner

Membership No. 139536

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**

CEO and Managing Director

DIN: 00020675

**Alok Vajpeyi**

Chairman and Director

DIN: 00019098

**Abhishek Kapoor**

Chief Financial Officer

ACA: 098459

Place: Mumbai

Date: 08 May 2025

**Shalaka Koparkar**

Company Secretary

Membership No. A25314

Place: Mumbai

Date: 08 May 2025



# Standalone Statement of Profit and Loss

## for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

	Note No.	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>Income</b>			
Revenue from operations	22	526.87	588.86
Other income	23	6.85	10.07
<b>Total Income</b>		<b>533.72</b>	<b>598.93</b>
<b>Expenses</b>			
Cost of materials consumed	24	112.72	129.95
Purchase of stock-in-trade		27.06	22.24
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(10.88)	(11.85)
Excise duty on sales		38.42	40.74
Employee benefits expense	26	87.41	83.15
Other expenses:			
- Selling, distribution and marketing expense	27	83.38	64.26
- Others	28	93.22	92.88
		431.33	421.37
<b>Earnings Before Interest, Depreciation, Tax And Amortisation (EBIDTA)</b>		<b>102.39</b>	<b>177.56</b>
Finance costs	29	25.57	23.59
Depreciation and amortisation expense	30	28.92	26.81
<b>Profit before tax</b>		<b>47.90</b>	<b>127.16</b>
<b>Tax expense</b>	<b>18A</b>		
• Current tax		8.71	31.40
• Deferred tax		5.79	1.07
		14.50	32.47
<b>Net profit after tax for the year (A)</b>		<b>33.40</b>	<b>94.69</b>
<b>Other Comprehensive Income / (Loss) (OCI)</b>			
Items that will not be reclassified to profit and loss			
Gain / (loss) on remeasurement of defined benefit plans (net of taxes)	33	0.17	(0.64)
Items that will be reclassified to profit and loss		-	-
<b>Other comprehensive income / (loss) for the year (B)</b>		<b>0.17</b>	<b>(0.64)</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>33.57</b>	<b>94.05</b>
Earnings per equity share of nominal value INR 2 each			
Basic (in INR)	31	3.96	11.22
Diluted (in INR)	31	3.96	11.21

The accompanying notes form an integral part of the standalone financial statements

This is the Standalone Statement of Profit and Loss referred to in our audit report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No. 001076N / N500013

**Rohan Jain**

Partner

Membership No. 139536

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**

CEO and Managing Director

DIN: 00020675

**Alok Vajpeyi**

Chairman and Director

DIN: 00019098

**Abhishek Kapoor**

Chief Financial Officer

ACA: 098459

Place: Mumbai

Date: 08 May 2025

**Shalaka Koparkar**

Company Secretary

Membership No. A25314

Place: Mumbai

Date: 08 May 2025

# Standalone Statement of Cash Flows

## for the year ended 31 March 2025

(Amount in INR crore)

	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>A. Cash flow from operating activities</b>		
Profit before tax	47.90	127.16
<b>Adjustments for</b>		
Depreciation and amortisation expense	28.92	26.81
Interest expense	24.11	22.20
Interest income	(5.06)	(7.89)
Gain on sale of investment in mutual fund	(0.61)	-
Loss allowance on financial assets	0.27	-
Provisions no longer required written back	-	(0.58)
Allowance for non-moving/ obsolete inventory	0.58	0.36
Government grant related to depreciable assets	(0.28)	(0.22)
Guarantee commission income	(0.38)	(0.25)
Share based payment expenses	3.78	1.23
Loss/ (Profit) on disposal of property, plant and equipment (net)	0.18	(0.24)
Profit on termination of lease agreements	-	(0.78)
Unrealised exchange loss on foreign currency translations (net)	0.03	0.02
	<b>51.54</b>	<b>40.66</b>
<b>Operating profit before working capital changes</b>	<b>99.44</b>	<b>167.82</b>
<b>Adjustments for changes in working capital:</b>		
Increase in inventories	(13.73)	(13.78)
Increase in trade receivables	(25.81)	(55.04)
Decrease in current / non-current financial and other assets	16.75	51.52
Increase /(decrease) in trade payables, current / non-current other financial liabilities, other liabilities and provisions	1.77	(3.56)
	(21.03)	(20.86)
<b>Cash generated from operations</b>	<b>78.41</b>	<b>146.96</b>
Direct taxes paid (net of refunds)	(14.38)	(34.31)
<b>Net cash generated from operating activities (A)</b>	<b>64.03</b>	<b>112.65</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment, capital work-in-progress and other intangible assets and intangibles under development (refer note 2 below)	(49.41)	(57.99)
Investment in subsidiary	(13.10)	-
Proceeds from sale of property, plant and equipment and other intangible assets (net)	0.64	2.99
Government grant received	-	5.03
Loan given to employees (net)	(0.35)	(0.34)
Loan given to subsidiaries	(40.25)	(16.76)
Loan repaid by subsidiaries	26.24	22.00
Proceeds from maturity of bank deposits (net)	1.99	6.79
Proceeds from sale of mutual funds	94.86	-
Investment in mutual funds	(94.25)	-
Interest received	4.89	3.62
<b>Net cash used in investing activities (B)</b>	<b>(68.74)</b>	<b>(34.66)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity share capital on exercise of employee stock options	0.17	2.09
Proceeds from long-term borrowings	40.55	31.42
Repayment of long-term borrowings	(28.83)	(2.34)
(Repayment of) proceeds from / short-term borrowings (net)	(32.94)	73.30
Repayment of principal portion of lease liabilities	(2.42)	(3.68)
Payment of interest on lease liabilities	(0.64)	(0.79)
Interest paid	(24.22)	(20.52)
Dividend paid	(37.56)	(78.01)
<b>Net cash (used in)/generated from financing activities (C)</b>	<b>(85.89)</b>	<b>1.47</b>
Net (decrease) /increase in cash and cash equivalents (A+B+C)	(90.60)	79.46
Cash and cash equivalents at the beginning of the year	94.78	15.32
Cash and cash equivalents at the end of the year (Refer note 11)	4.18	94.78

### Notes:-

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7), Statement of Cash Flows.
- Additions include movements of capital advances and liabilities for capital goods.

This is the Standalone Statement of Cash flow referred to in our audit report of even date

### For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No. 001076N / N500013

### Rohan Jain

Partner

Membership No. 139536

Place: Mumbai

Date: 08 May 2025

### For and on behalf of Board of Directors of Sula Vineyards Limited

### Rajeev Samant

CEO and Managing Director

DIN: 00020675

### Abhishek Kapoor

Chief Financial Officer

ACA: 098459

Place: Mumbai

Date: 08 May 2025

### Alok Vajpeyi

Chairman and Director

DIN: 00019098

### Shalaka Koparkar

Company Secretary

Membership No. A25314

# Standalone Statement of Changes in Equity

## for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

a) Equity share capital		
Particulars	Number	INR Crore
Equity shares of face value INR 2 per share issued, subscribed and fully paid-up		
<b>As at 1 April 2023</b>	<b>8,42,57,798</b>	<b>16.85</b>
Employee stock options exercised during the year	1,41,831	0.03
<b>As at 31 March 2024</b>	<b>8,43,99,629</b>	<b>16.88</b>
Employee stock options exercised during the year	10,000	0.00
<b>As at 31 March 2025</b>	<b>8,44,09,629</b>	<b>16.88</b>
*Amount below rounding off norms		

b) Other equity						
Particulars	Share application money received pending allotment (A)	Reserves and surplus (B)				Total (A+B)
		Securities premium	Share option outstanding account	General reserve	Retained earnings	
<b>As at 1 April 2023</b>	<b>0.33</b>	<b>318.54</b>	<b>0.25</b>	<b>3.68</b>	<b>216.26</b>	<b>539.07</b>
Net profit for the year	-	-	-	-	94.69	94.69
Share based payment expense	-	-	1.23	-	-	1.23
Exercise of employee stock options	(0.33)	2.42	(0.03)	-	-	2.06
Cancellation of employee stock options	-	-	(0.26)	0.26	-	-
Other comprehensive gain for the year	-	-	-	-	(0.64)	(0.64)
Payment of dividend	-	-	-	-	(78.01)	(78.01)
<b>As at 31 March 2024</b>	<b>-</b>	<b>320.96</b>	<b>1.19</b>	<b>3.94</b>	<b>232.30</b>	<b>558.39</b>
Net profit for the year	-	-	-	-	33.40	33.40
Share based payment expense	-	-	3.78	-	-	3.78
Exercise of employee stock options	-	0.49	(0.32)	-	-	0.17
Other comprehensive loss for the year, net of tax	-	-	-	-	0.17	0.17
Payment of dividend	-	-	-	-	(37.98)	(37.98)
<b>As at 31 March 2025</b>	<b>-</b>	<b>321.45</b>	<b>4.65</b>	<b>3.94</b>	<b>227.89</b>	<b>557.93</b>

This is the Standalone Statement of Changes in Equity referred to in our audit report of even date

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No. 001076N / N500013

**Rohan Jain**  
Partner  
Membership No. 139536

Place: Mumbai  
Date: 08 May 2025

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**  
CEO and Managing Director  
DIN: 00020675

**Abhishek Kapoor**  
Chief Financial Officer  
ACA: 098459  
Place: Mumbai  
Date: 08 May 2025

**Alok Vajpeyi**  
Chairman and Director  
DIN: 00019098

**Shalaka Koparkar**  
Company Secretary  
Membership No. A25314



# Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

## Note 1 Corporate Information

Sula Vineyards Limited (the "Company") is a Company domiciled and headquartered in Mumbai, India and was incorporated under the provisions of the erstwhile Companies Act, 1956. The Company is listed on National Stock Exchange of India Limited ('NSE') and BSE Limited. The Company having CIN U15549MH2003PLC139352 is located at 901 Hubtown Solaris N.S. Phadke Marg, Andheri East, Mumbai-400069.

The Company is principally engaged in the business of manufacture, purchase and sale of premium wine and other alcoholic beverages. The Standalone financial statements of the Company for the year ended 31 March 2025 were authorised for issue in accordance with resolution of Board of Directors on 8 May 2025.

## Note 2.1 Material Accounting Policies

### i. Basis of Preparation

The standalone financial statements ("financials statements") of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules as amended from time to time notified under the Companies (Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India.

The financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities and share based payments in accordance with Ind AS and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS Compliant Schedule III) as amended from time to time.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are presented in INR crore, except when otherwise indicated. Further, "0.00" denotes amounts less than fifty thousand rupees.

### ii. Operating cycle and current, non-current classification

Based on the nature of services and the time between acquisition of assets for processing and their realisation in

cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities. The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An Asset is Current when:

- It is expected to be realised in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is expected to be realised within twelve months after the reporting period, or
- It is cash or cash equivalent.

All other assets are classified as non-current.

A Liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities respectively.

### iii. Accounting Estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

# Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

## iv. Critical estimates and judgements

Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Information about the estimates and judgements made in applying accounting policies that the most significant effect on the amount recognised in the financial statements are as follows:

### Estimates

#### a) Useful lives of property, plant and equipment and intangible assets

The Company has estimated the useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the estimated useful lives and residual values of the assets at each reporting period. This reassessment may result in change in depreciation and amortisation expense in the future periods.

#### b) Income Taxes

The tax jurisdictions for the Company is India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Deferred tax assets are recognised to the extent it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised.

#### c) Provision and Contingencies

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS. A provision is recognized 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. Where the effect of time value of money is material, provisions are determined by discounting the expected future

cash flows. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability. Provisions and contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

#### d) Share based payments

The Company uses the most appropriate valuation model depending on the terms and conditions of the grant, including the expected life of the share option and volatility. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 42.

#### e) Accounting for defined benefit plans

In accounting for post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover, and mortality rates which require significant judgment. The actuarial assumptions used by the Company may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

#### f) Impairment of non-financial assets

An impairment loss is recognised for the amount by which an assets or cash-generating unit's carrying amount exceeds its recoverable amount to determine the recoverable amount, management estimates expected future cash flows from each asset or cash generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary and may cause significant adjustments to the Company's assets. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

# Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

## g) Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

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

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss.v. Property, Plant and Equipment

## v. Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Bearer plants comprising of grapevines are stated at cost less accumulated depreciation and accumulated impairment losses. Immature bearer plants, including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the cost of land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants.

## vi. Capital work-in-progress

Capital work-in-progress representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

## vii. Intangible Assets

Intangible assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably, less accumulated amortisation and accumulated impairment losses, if any. Other Intangible assets mainly comprise of implementation cost for software and other application software acquired.

## viii. Depreciation and Amortisation

Depreciation on Property, plant and equipment ('PPE') is calculated using the straight-line method as per the estimated useful lives of assets as below:

Asset category	Useful life (in years)	Basis of determination of useful lives
Building	30 – 60	Assessed to be in line with Schedule II to the Act
Leasehold improvement	Over the lease period	-
Plant and equipment	10 – 25	Assessed to be in line with Schedule II to the Act
Furniture and fixtures	5 – 10	Management estimate^
Vehicles	8 – 10	Assessed to be in line with Schedule II to the Act
Office equipment	3 – 10	Management estimate^
Computers	3 – 6	Assessed to be in line with Schedule II to the Act
Oak barrels	4	Management estimate^
Bearer plants	20	Management estimate^



**Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.**

^ Useful lives of asset classes determined by management estimate, which are generally lower than those prescribed under Schedule II to the Act are supported by internal technical assessment of the useful lives.

The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Depreciation on additions is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Gains and losses on disposals are determined by comparing proceeds with the carrying amounts. These are accounted in Statement of profit and loss within Other income/ Other expenses.

**xv. Amortisation on Intangible Assets**

Intangible assets are amortised on a straight-line basis, from the date they are available for use, over their estimated useful lives as below.

Asset category	Useful life (in years)	Basis of determination of useful lives
Brand	5	Management estimate
Computer software	3 – 6	Assessed to be in line with Schedule II to the Act

**ix. Fair Value Measurement**

The Company measures financial instruments, at fair value at each balance sheet date. (Refer note 34).

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

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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

**x. Financial Instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

# Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

Initial measurement, classification and subsequent measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with Ind AS 115, all financial assets are initially measured at fair value plus, in case of financial assets other than classified as fair value through profit and loss account, transaction costs that are attributable to the acquisition of financial asset. The Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

Financial assets, other than those designated and effective as hedging instruments, are classified into one of the following categories:

- Amortised cost
- fair value through profit or loss (FVTPL), or
- fair value through other comprehensive income (FVOCI)

The classification is determined by both:

- the entity's business model for managing the financial asset, and
- the contractual cash flow characteristics of the financial asset

All revenue and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs or other income, except for impairment of trade and other receivables which is presented within other expenses'. Interest income and expenses are reported on an accrual basis using the effective interest method.

**For purposes of subsequent measurement, financial assets are classified in three categories:**

## Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows, and;
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method.

## Financial assets at FVOCI

The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective it is "hold to collect" the associated cash flows and sell, and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

## Financial assets at FVTPL

Financial assets held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at FVTPL. Further, irrespective of the business model used, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply.

For all equity investments the Company accounts for the investment at FVTPL. The fair value is determined in line with the requirements of Ind AS 113 'Fair Value Measurement'.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

## De-recognition of Financial Assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

## b) Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument

# Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

## Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

## Financial Liabilities

### • Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### • Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below

#### Financial liabilities at FVPL:

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

#### Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables 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. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

### • De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## xi. Inventories

Inventories which comprise of raw materials, work-in-progress / semi-finished goods, finished goods, stock-in-trade, packing materials and consumables, chemicals, stores and spares are carried at the lower of cost or net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. The cost is determined as follows:

- Raw Materials, Traded goods, Packing Materials and Consumables, chemicals, stores and spares are valued using the weighted average method.
- Finished goods and work-in-progress / semi-finished goods are valued at the cost of raw materials along with fixed production overheads being allocated on the basis of normal capacity of production facilities.
- The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods.
- Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.
- The comparison of cost and net realisable value is made on an item-by-Item basis.
- Obsolete, slow moving and defective inventories are identified and written down to net realisable value.

## xii. Revenue Recognition

Revenue comprises revenue from contracts with customers for sale of goods and revenue from sale of services representing revenue from hospitality services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold or services rendered is net of of variable consideration of various discounts and schemes offered by the Company as part of the contract. Revenue from sale of goods is net of returns, trade allowances, rebates, value added taxes and such amounts collected on behalf of third parties with an exception for excise duties. The Company has assumed that recovery of excise duty flows to the Company on its own account and hence is a liability of the Company irrespective of whether the goods are sold or not. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is recognised as and when performance obligations are satisfied by transferring goods or services to the customer, as below:



# Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

## (a) Revenue from sale of products

Revenue is recognised on transfer of control, being on dispatch of goods or upon delivery to customer, in accordance with the terms of sale.

## (b) Revenue from sale of services

Revenue from sale of services represents revenue from hospitality services which mainly comprise of sale of room nights, food and beverages and allied services relating to the resort and winery. Revenue is recognized at a point in time when the services are rendered.

## (c) Interest Income

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. Interest income is included under the head "other income" in the Statement of Profit and Loss.

## (d) Dividend Income

Dividend income is recognised when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

## (e) Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably

## xiii. Government Grants

Grants and subsidies from the Government are recognised when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions are complied with. Government grants related to revenue under Wine Industry Promotion Subsidy linked with Value Added Tax, are recognised in the Statement of Profit and Loss in the period in which they become receivable. Where the grant or subsidy relates to an asset (i.e. Export Promotion Capital Goods scheme), it is presented in the balance sheet by setting up the grant as deferred income which is recognised as income in the statement of profit and loss over the useful life of the related assets. Government grants related to assets are treated as deferred income and are recognized in the net profit in the Statement of Profit and Loss over the useful life of the assets.

## xiv. Borrowing

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently

measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Statement of profit and loss over the period of the borrowings using the effective interest method. Borrowings are derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Statement of profit and loss as other gains/(losses). Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

## xv. Employee Benefits

### a) Defined Contribution Plan

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

### b) Defined Benefit Plan

The Company provides for gratuity which is a defined benefit plan the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur and is not eligible to be reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

## Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

### c) Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. However, as the Company does not have an unconditional right to defer settlement for these obligations, the above liabilities are presented as current. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Statement of Profit and Loss in the period in which they occur.

### d) Short-term benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

### xvi. Share Based Payments

Share based compensated benefits are provided to certain grades of employees in consideration of the services rendered. Under the equity settled share based payment, the fair value on the grant date of the instrument given to employees is recognised as 'employee benefits expenses' with a corresponding increase in equity over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. Upon exercise of share options, the proceeds received are allocated to share capital up to the par value of the shares issued with any excess being recorded as securities premium.

### xvii. Leases

The Company's lease asset classes primarily consist of leases for

land and warehouses. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of the consideration.

At the date of the commencement of the lease, the Company recognises a right-of-use asset representing its right to use the underlying asset for the lease term and a corresponding lease liability for all the lease arrangements in which it is a lease, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the period of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The estimated useful life of the assets are determined on the same basis as those of property, plant and equipment.

Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Carrying amount of right-of-use asset is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The future lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. For a lease with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Right-of-use assets and lease liabilities have been separately presented in the Balance Sheet. Further, lease payments have been classified as financing cash flows.

### xviii. Income Tax

Income tax comprises of current and deferred income tax. Income tax is recognised as an expense or income in the Statement of Profit and Loss, except to the extent it relates to items directly recognised in equity or in OCI.

# Material accounting policies and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025.

## a) Current Income Tax

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

## b) Deferred Income Tax

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## xix. Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Company as one segment of "Manufacture and sale of alcoholic beverages (wines and spirits)". Thus, as defined in Ind AS 108 "Operating Segments", the Company's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

## xx. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used,

the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

The Company recognises a provision in respect of an onerous contract when the expected benefits to be derived from a contract is lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at lower of the expected cost of terminating the contract and the expected net cost of fulfilling the contract. Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably. Contingent assets are disclosed where an inflow of economic benefits is probable.

## xxi. Foreign currency transactions and balances

### (a) Initial Recognition

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

### (b) Conversion

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

### (c) Treatment of Exchange Difference

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss

## xxii. Earnings Before Interest, Tax, Depreciation and amortisation (EBIDTA)

Earnings Before Interest, Tax, Depreciation and amortization (EBIDTA) is computed by adding interest (finance cost), tax expenses and depreciation and amortization expense to net profit for the period/year.

## Note 2.2 Recent accounting pronouncements

Ministry of Corporate Affairs notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. 1 April 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact on its financial statements as at and for the year ended 31 March 2025.



## Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 3 Property, plant and equipment										
Particulars	Freehold land	Building	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Oak Barrels	Bearer Plant	Total
<b>Gross carrying value</b>										
As at 1 April 2023	93.74	174.57	163.96	16.13	8.17	11.53	4.00	11.72	0.28	484.11
Additions	4.72	8.49	27.52	1.97	1.99	2.38	0.59	2.44	-	50.10
Disposals	-	(0.12)	(2.66)	(0.24)	(1.27)	(0.51)	(0.25)	-	(0.14)	(5.19)
<b>As at 31 March 2024</b>	<b>98.46</b>	<b>182.94</b>	<b>188.82</b>	<b>17.86</b>	<b>8.89</b>	<b>13.40</b>	<b>4.34</b>	<b>14.16</b>	<b>0.14</b>	<b>529.02</b>
Additions	-	9.69	33.01	1.37	0.93	1.42	0.03	1.54	1.29	49.28
Disposals	-	-	(0.91)	(0.03)	(0.31)	(0.05)	(0.32)	-	-	(1.62)
<b>As at 31 March 2025</b>	<b>98.46</b>	<b>192.63</b>	<b>220.92</b>	<b>19.20</b>	<b>9.51</b>	<b>14.77</b>	<b>4.05</b>	<b>15.70</b>	<b>1.43</b>	<b>576.68</b>
<b>Accumulated depreciation</b>										
As at 1 April 2023	-	30.97	42.12	7.56	4.05	6.20	2.80	6.29	0.12	100.10
Depreciation charge	-	6.67	9.98	1.70	0.74	1.62	0.60	1.62	0.01	22.94
Accumulated depreciation on disposals	-	(0.12)	(1.04)	(0.09)	(0.72)	(0.17)	(0.24)	-	(0.06)	(2.44)
<b>As at 31 March 2024</b>	<b>-</b>	<b>37.52</b>	<b>51.06</b>	<b>9.17</b>	<b>4.07</b>	<b>7.65</b>	<b>3.16</b>	<b>7.91</b>	<b>0.07</b>	<b>120.60</b>
Depreciation charge	-	7.22	11.60	1.84	0.88	1.67	0.52	2.00	0.01	25.74
Accumulated depreciation on disposals	-	-	(0.42)	(0.01)	(0.16)	(0.03)	(0.30)	-	-	(0.92)
<b>As at 31 March 2025</b>	<b>-</b>	<b>44.74</b>	<b>62.24</b>	<b>11.00</b>	<b>4.79</b>	<b>9.29</b>	<b>3.38</b>	<b>9.91</b>	<b>0.08</b>	<b>145.43</b>
<b>Net carrying value</b>										
As at 31 March 2024	98.46	145.42	137.76	8.70	4.82	5.76	1.17	6.25	0.06	408.41
<b>As at 31 March 2025</b>	<b>98.46</b>	<b>147.89</b>	<b>158.68</b>	<b>8.20</b>	<b>4.72</b>	<b>5.48</b>	<b>0.67</b>	<b>5.79</b>	<b>1.35</b>	<b>431.25</b>

(i) Refer note 15.1 for information on property, plant and equipment pledged as security against borrowings of the Company.

(ii) Refer note 32(B) for disclosure of contractual commitment for acquisition of property, plant and equipment.

(iii) The title deeds of all immovable properties (other than properties where the Company is the lessee and lease arrangements are duly exercised in favour of the lessee) are held in the name of the Company.

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 3A Right-of-use assets				
Particulars	Land	Building	Vehicles	Total
<b>Gross carrying value</b>				
As at 1 April 2023	6.49	14.64	0.09	21.22
Additions	0.28	4.53	-	4.81
Disposals	(0.06)	(14.54)	-	(14.60)
<b>As at 31 March 2024</b>	<b>6.71</b>	<b>4.63</b>	<b>0.09</b>	<b>11.43</b>
Additions	1.35	0.17	-	1.52
Disposals	(1.07)	(0.96)	(0.09)	(2.12)
<b>As at 31 March 2025</b>	<b>6.99</b>	<b>3.84</b>	<b>-</b>	<b>10.83</b>
<b>Accumulated depreciation</b>				
As at 1 April 2023	2.12	10.06	0.06	12.24
Depreciation charge	1.28	2.28	0.02	3.58
Accumulated depreciation on disposals	-	(11.74)	-	(11.74)
<b>As at 31 March 2024</b>	<b>3.40</b>	<b>0.60</b>	<b>0.08</b>	<b>4.08</b>
Depreciation charge	1.50	1.05	-	2.55
Accumulated depreciation on disposals	(1.07)	(0.29)	(0.08)	(1.44)
<b>As at 31 March 2025</b>	<b>3.83</b>	<b>1.36</b>	<b>-</b>	<b>5.19</b>
<b>Net carrying value</b>				
As at 31 March 2024	3.31	4.03	0.01	7.35
<b>As at 31 March 2025</b>	<b>3.16</b>	<b>2.48</b>	<b>-</b>	<b>5.64</b>

Note: Refer note 38 for leases and related disclosures.

Note 3B Capital work-in-progress ('CWIP')	
Particulars	Projects in progress
<b>As at 1 April 2023</b>	<b>1.82</b>
Additions	52.92
Transferred to property, plant and equipment	(50.10)
<b>As at 31 March 2024</b>	<b>4.64</b>
Additions	48.34
Transferred to property, plant and equipment	(49.28)
<b>As at 31 March 2025</b>	<b>3.70</b>

CWIP ageing schedule		
Particulars	As at 31 March 2025	As at 31 March 2024
Less than 1 year	3.70	4.64
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>3.70</b>	<b>4.64</b>

## Notes:-

- There is no capital-work-in progress, where completion is overdue.
- There is no capital-work-in progress, which have exceeded its costs compare to its plan.
- As at the reporting date, there are no project which are temporarily suspended.
- CWIP as at 31 March 2025 mainly comprises of building at resort.

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 4A Intangible Assets					
Particulars	Brand (A)	Computer software (B)	Other intangible assets (C = A + B)	Goodwill (D)	Total intangible assets (E = C + D)
<b>Gross carrying value</b>					
As at 1 April 2023	16.16	5.53	21.69	0.50	22.19
Additions	-	0.28	0.28	-	0.28
Disposals	(16.16)	(0.01)	(16.17)	(0.50)	(16.67)
<b>As at 31 March 2024</b>	<b>-</b>	<b>5.80</b>	<b>5.80</b>	<b>-</b>	<b>5.80</b>
Additions	-	0.84	0.84	-	0.84
Disposals	-	(3.44)	(3.44)	-	(3.44)
<b>As at 31 March 2025</b>	<b>-</b>	<b>3.20</b>	<b>3.20</b>	<b>-</b>	<b>3.20</b>
<b>Accumulated amortisation/Impairment</b>					
As at 1 April 2023	16.16	4.35	20.51	0.50	21.01
Amortisation charge	-	0.29	0.29	-	0.29
Reversal on disposal of assets	(16.16)	(0.01)	(16.17)	(0.50)	(16.67)
<b>As at 31 March 2024</b>	<b>-</b>	<b>4.64</b>	<b>4.64</b>	<b>-</b>	<b>4.64</b>
Amortisation charge	-	0.63	0.63	-	0.63
Reversal on disposal of assets	-	(3.32)	(3.32)	-	(3.32)
<b>As at 31 March 2025</b>	<b>-</b>	<b>1.95</b>	<b>1.95</b>	<b>-</b>	<b>1.95</b>
<b>Net carrying value</b>					
As at 31 March 2024	-	1.16	1.16	-	1.16
<b>As at 31 March 2025</b>	<b>-</b>	<b>1.25</b>	<b>1.25</b>	<b>-</b>	<b>1.25</b>
Note 4B Intangible assets under development (IAUD)					
Particulars	Projects in progress				
As at 1 April 2023	-				
Additions	0.28				
Transferred to property, plant and equipment	(0.28)				
<b>As at 31 March 2024</b>	<b>-</b>				
Additions	1.49				
Transferred to property, plant and equipment	(0.84)				
<b>As at 31 March 2025</b>	<b>0.65</b>				

IAUD ageing schedule		
Particulars	As at 31 March 2025	As at 31 March 2024
Less than 1 year	0.65	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>0.65</b>	<b>-</b>

## Notes:-

- As at the reporting date, there are no projects which are temporarily suspended.
- Intangibles under development comprises of new ERP software under transition.
- There is no intangible assets under development, where completion is overdue.
- There is no Intangible assets under development, which have exceeded its costs compare to its plan.



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 5 Non-current investments		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Investment in subsidiaries</b>		
<b>a) Investments in equity instruments at cost, unquoted fully paid up</b>		
Artisan Spirits Private Limited	26.99	26.99
35,350,000 (31 March 2024 : 35,350,000) equity shares of face value INR 10 each		
N D Wines Private Limited (Refer note below)	13.10	-
3,280,000 (31 March 2024 : Nil) equity shares of face value INR 10 each		
<b>b) Deemed investment</b>		
Deemed investment on fair valuation of corporate guarantee given on behalf of Artisan Spirits Private Limited	1.33	0.70
	<b>41.42</b>	<b>27.69</b>

## Notes:-

Effective 12 April 2024 the Company has acquired 100% shareholding of N D Wines Private Limited for a consideration of INR 13.10 crore. Consequently effective 12 April 2024, N D Wines Private Limited becomes the wholly owned subsidiary of the Company.

Note 5A Other Investments		
<b>Investments in equity shares at fair value through other comprehensive income</b>		
<b>Investment in equity shares</b>		
The Saraswat Co-operative Bank	0.00	0.00
2,500 (31 March 2024: 2,500) equity shares of face value INR 10 each (31 March 2024: INR 10 each)		
<b>Total non-current investments (5 + 5A)</b>	<b>41.42</b>	<b>27.69</b>

<b>Details:</b>		
<b>Aggregate of non-current investments:</b>		
(i) Aggregate value of quoted investments and market value thereof	-	-
(ii) Aggregate value of unquoted investments	41.42	27.69
(iii) Aggregate value of impairment of investments	-	-
(i) Investments carried at deemed cost	41.42	27.69
(ii) Investments carried at amortised cost	-	-
(iii) Investments carried at fair value through other comprehensive income	0.00	0.00
	<b>41.42</b>	<b>27.69</b>

Note 6 Loans		
<b>Non-current</b>		
Loans		
- to subsidiaries	38.76	24.66
- to employees	1.98	1.73
<b>Total non-current loans</b>	<b>40.74</b>	<b>26.39</b>
<b>Current</b>		
Loans		
- to employees	1.72	1.62
Total current loans	1.72	1.62
<b>Total loans</b>	<b>42.46</b>	<b>28.01</b>
<b>Break-up of security details</b>		
Loans receivable considered good - secured	-	-
Loans receivable considered good - unsecured	42.46	28.01
Loans receivable which have significant increase in credit risk	-	-
Loans receivable - credit impaired	-	-
<b>Total</b>	<b>42.46</b>	<b>28.01</b>

## Note 6.1 Disclosure under Section 186(4) of the Companies Act, 2013

<b>Loan given to subsidiary during the year:</b>		
Artisan Spirits Private Limited	22.49	16.76
N D Wines Private Limited	17.75	-
<b>Guarantee given for subsidiary during the year:</b>		
Artisan Spirits Private Limited	59.47	15.75

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Details of transactions with related party						
Nature of Transaction	Name of the party	Amount	Interest rate/ Commission	Repayment/ Expiry	Purpose	Security
Loan given	Artisan Spirits Private Limited	22.49	8.37% p.a. (31 March 2024: 8.37% p.a.)	Repayable before 31 March 2028	Working capital requirement	Unsecured
Loan given	N D Wines Private Limited	17.75	8.37% p.a. (31 March 2024: NA)	Repayable before 31 March 2028	Working capital requirement	Unsecured
Guarantee given during the year and outstanding in respect of the same as at the reporting date.	Artisan Spirits Private Limited	16.81	Nil	Term ranges from 1 to 5 years	Against loan obtained for working capital requirement by subsidiary	Unsecured

**Note 6.2 In compliance of Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 the required information is given as under:**

Loans given to subsidiary (as defined under the Act) for business purposes

Name of the entity	Investments in equity at cost held (including deemed investment)		Gross loans outstanding		Maximum amount of loans and advances outstanding during the year	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
Artisan Spirits Private Limited	28.32	27.69	31.66	24.66	33.37	33.15
N.D Wines Private Limited	13.10	-	7.10	-	9.59	-

Note 7 Other financial assets		
	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Government grants receivable (Refer note 46)	3.18	50.19
Security deposits	4.59	3.99
Bank deposits with maturity of more than 12 months (pledged with excise authorities or earmarked against bank guarantees taken)	0.02	0.03
<b>Total non-current financial assets</b>	<b>7.79</b>	<b>54.21</b>
<b>Current</b>		
Government grants receivable (Refer note 46)	48.22	19.41
Security deposits	0.08	0.07
Interest accrued	0.10	0.02
<b>Total current financial assets</b>	<b>48.40</b>	<b>19.50</b>
<b>Total other financial assets</b>	<b>56.19</b>	<b>73.71</b>

**Note:**

Refer note 15 for information on government grant receivable pledged as security against borrowings of the Company.

Note 8 Other assets		
<b>Non-current</b>		
Capital advances	5.11	3.69
Balances with government authorities	0.66	0.66
Prepaid expenses	0.27	0.24
<b>Total other non-current assets</b>	<b>6.04</b>	<b>4.59</b>
<b>Current</b>		
Advance to suppliers	2.55	3.08
Balances with government authorities	1.73	1.09
Prepaid expenses	3.35	2.84
<b>Total other current assets</b>	<b>7.63</b>	<b>7.01</b>
<b>Total other assets</b>	<b>13.67</b>	<b>11.60</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 9 Inventories		
	As at 31 March 2025	As at 31 March 2024
Work-in-progress / Semi-finished goods	148.18	138.16
Finished goods (including provision for excise duty of INR 5.52 crore (31 March 2024: INR 5.09 crore)	21.88	23.59
Stock-in-trade	4.67	1.67
Consumables, stores and spares	10.70	8.78
Packing materials	10.38	10.46
<b>Total Inventories</b>	<b>195.81</b>	<b>182.66</b>

**Note 9.1:** Allowance for obsolete and non-moving inventories amounting to INR 0.58 crore (31 March 2024 : INR 0.36 crore) has been recognised as an expense during the year and included under 'Cost of materials consumed' in the Statement of Profit and Loss.

**Note 9.2:** Refer note 15 for details on inventories pledged as security against borrowings of the Company.

Note 10 Trade receivables		
	As at 31 March 2025	As at 31 March 2024
Trade receivables	186.14	160.36
<b>Total trade receivables</b>	<b>186.14</b>	<b>160.36</b>
Trade receivables considered good - secured	2.03	1.54
Trade receivables considered good - unsecured	184.53	158.82
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	4.53	4.74
	191.09	165.10
Less: Loss allowance	(4.95)	(4.74)
<b>Total trade receivables</b>	<b>186.14</b>	<b>160.36</b>

**Note 10.1:** There are no trade receivables due from any director or any officer of the Company, either severally or jointly with any other person, or from any firms or private companies in which any director is a partner, a director or a member.

**Note 10.2:** Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.

**Note 10.3:** The Company holds security deposit in respect of certain trade receivables.

**Note 10.4:** Trade receivables ageing schedule

As at 31 March 2025	Outstanding for following periods from the transaction date						
	Unbilled Dues	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Total
(i) Undisputed trade receivables- considered good	-	159.54	23.61	1.50	0.55	0.94	186.14
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	0.37	0.05	0.00	0.00	0.00	0.00
(iv) Disputed trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	0.28	0.42	0.15	0.17	3.51	4.53
	-	<b>160.19</b>	<b>24.08</b>	<b>1.66</b>	<b>0.71</b>	<b>4.45</b>	<b>191.09</b>
As at 31 March 2024	Outstanding for following periods from the transaction date						
	Unbilled Dues	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Total
(i) Undisputed trade receivables- considered good	0.08	144.78	12.85	1.23	0.80	0.62	160.36
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	0.19	0.02	-	-	-	0.21
(iv) Disputed trade receivables-considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	0.71	-	0.14	2.09	1.59	4.53
	<b>0.08</b>	<b>145.68</b>	<b>12.87</b>	<b>1.37</b>	<b>2.89</b>	<b>2.21</b>	<b>165.10</b>

Note 11 Cash and cash equivalents		
	As at 31 March 2025	As at 31 March 2024
Balances with banks in current accounts	4.06	94.72
Cash on hand	0.12	0.06
<b>Total cash and cash equivalents</b>	<b>4.18</b>	<b>94.78</b>

**Note 11.1:** There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the respective reporting periods



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 12 Bank balances other than cash and cash equivalents		
	As at 31 March 2025	As at 31 March 2024
<b>Earmarked balances with banks</b>		
• Unpaid dividend account	0.44	0.02
• Gratuity account	0.04	0.04
Bank deposits with original maturity of more than 3 months but less than 12 months	4.89	6.87
(Represent margin money or security against borrowings, guarantee and other commitments)		
<b>Total bank balances other than cash and cash equivalents</b>	<b>5.37</b>	<b>6.93</b>

Note 13 Equity share capital		
	As at 31 March 2025	As at 31 March 2024
<b>Authorised share capital</b>		
101,030,000 Equity shares of face value INR 2 each (31 March 2024 : face value of INR 2 each)	20.21	20.21
(31 March 2024: 101,030,000)		
<b>Total authorised share capital</b>	<b>20.21</b>	<b>20.21</b>
<b>Issued, subscribed and fully paid-up equity share capital:</b>		
8,44,09,629 Equity shares of face value INR 2 each (31 March 2024 : face value of INR 2 each)	16.88	16.88
(31 March 2024: 84,399,629)		
<b>Total issued, subscribed and fully paid-up equity share capital</b>	<b>16.88</b>	<b>16.88</b>

a.	Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year		
		Number	INR crore
	As at 1 April 2023	8,42,57,798	16.85
	Employee stock option exercised during the year (Refer note 42)	1,41,831	0.03
	As at 31 March 2024	8,43,99,629	16.88
	Employee stock option exercised during the year (Refer note 42)	10,000	0.00
	As at 31 March 2025	8,44,09,629	16.88
	*Amount below rounding off norms		

## b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of INR 2 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend, if any.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c.	Shareholding of more than 5%:				
		As at 31 March 2025		As at 31 March 2024	
	Name of the Shareholder	No. of shares	% held	No. of shares	% held
	Rajeev Samant	1,97,20,619	23.36%	2,10,04,764	24.89%
	HDFC Mutual Fund*	80,17,363	9.50%	80,17,363	9.50%
	*Includes various schemes of the fund house				

As per records of the Company, including its register of shareholders/members the above shareholding represents both legal and beneficial ownership of shares.

## d. Shares reserved for issue under Employee Stock Options Scheme:

As at 31 March 2025, the Company has 483,700 (31 March 2024: 659,400) employee stock options issued under the Employee stock option scheme of the Company to its employees. [Refer note 42]

## e. Bonus shares / buy back / shares for consideration other than cash issued during past five years including current year:

- Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash FY 2020-21: 2,012 equity shares (of face value INR 10 per share) at a premium of INR 716.93 per share
- Aggregate number and class of shares allotted as fully paid-up by way of bonus shares - Nil
- Aggregate number and class of shares bought back - Nil

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

f. Shareholding of promoters:							
As on 31 March 2025							
	Particulars	Name of the promoter	No. of shares at the beginning of the period	% held	No. of shares at the end of the period	% of total shares	% change during the period
	Equity shares of face value INR 2 each fully paid	Mr. Rajeev Samant	2,10,04,764	24.89%	1,97,20,619	23.36%	-1.53%
As on 31 March 2024							
	Particulars	Name of the promoter	No. of shares at the beginning of the period	% held	No. of shares at the end of the period	% of total shares held	% change during the period
	Equity shares of face value INR 2 each fully paid	Mr. Rajeev Samant	21,921,416	26.02%	2,10,04,764	24.89%	-1.13%

Note 14 Other Equity		
	As at 31 March 2025	As at 31 March 2024
Reserves and Surplus		
- Securities premium	321.45	320.96
- Share option outstanding account	4.65	1.19
- General reserve	3.94	3.94
- Retained earnings	227.89	232.30
	<b>557.93</b>	<b>558.39</b>

## Nature and purpose of reserves

### i. Securities premium

Securities premium is used to record the premium on issue of shares. The account is utilised in accordance with the provisions of the Companies Act, 2013

### ii. Share option outstanding account

The share option outstanding account represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the Employee Stock Option Plans. The amounts recorded in this account are transferred to the securities premium account upon exercise of stock options, as applicable. In case of forfeiture, corresponding balance is transferred to general reserve.

### iii. General reserve

Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn.

### iv. Retained earnings

Retained earnings represents the profits / losses that the Company has earned / incurred till date including gain / (loss) on remeasurement of defined benefits plans as adjusted for distributions to owners, transfer to other reserves etc.

Note 15 Borrowings		
	As at 31 March 2025	As at 31 March 2024
<b>I. Non-current borrowings</b>		
<b>Secured</b>		
Term loan from banks (Refer note 15.1)	87.80	76.08
	87.80	76.08
Less: Current maturities of long-term borrowings	(30.09)	(28.38)
<b>Total non-current borrowings</b>	<b>57.71</b>	<b>47.70</b>
<b>II. Current borrowings</b>		
<b>Secured</b>		
Loans from banks		
- Working capital demand loans (repayable on demand) (Refer note 15.2)	155.00	171.25
- Current maturities of long-term borrowings	30.09	28.38
	185.09	199.63
<b>Unsecured</b>		
Other bank loans (Refer note 15.3)	19.91	36.60
	19.91	36.60
<b>Total current borrowings</b>	<b>205.00</b>	<b>236.23</b>
<b>Total borrowings (I+II)</b>	<b>262.71</b>	<b>283.93</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

**Note 15.1:** Details of security and terms of repayment of non-current borrowings

As at 31 March 2025				
Particulars	Number of installments Outstanding	Amount per installment	Rate of Interest	Security
Rupee Term loan	6 Quarterly Installments	1.09	9.10% to 9.25%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	18 Monthly Installments	0.42	9.10% to 9.25%	Exclusive charge on assets funded out of the term loan and First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	48 Monthly Installments	0.58	8.35%	Exclusive charge on assets funded out of the term loan and First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	16 Quarterly Installments	0.36	7.69% to 8.50%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	43 Monthly Installments	0.58	7.69% to 7.72%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	30 Monthly Installments	0.42	7.69% to 7.72%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	37 Monthly Installments	0.08	8.30%	Exclusive charge on plant & machinery and furniture and fixtures funded out of the term loan and exclusive charge on Gat no 38 situated at Nashik

As at 31 March 2024				
Particulars	Number of installments Outstanding	Amount per installment	Rate of Interest	Security
Rupee Term loan	10 Quarterly Installments	1.09	8.55% to 9.60%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	30 Monthly Installments	0.42	7.95% to 9.10%	Exclusive charge on assets funded out of the term loan and First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	48 Monthly Installments	0.18	8.30% to 8.79%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	48 Monthly Installments	0.08	8.30%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	48 Monthly Installments	0.12	8.30%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	48 Monthly Installments	0.11	8.30%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	42 Monthly Installments	0.42	8.30% to 8.84%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	2 Quarterly Installments	1.09	8.30% to 9.60%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	2 Quarterly Installments	0.80	8.30% to 9.60%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	2 Quarterly Installments	0.73	8.30% to 9.65%	First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	6 Monthly Installments	1.05	8.70% to 9.10%	Exclusive charge on immovable assets and Wine Industry Production Subsidy (WIPS) receivable ageing more than 180 days

**Note 15.2:** Working capital demand loans facilities of Company are repayable on demand. They carry interest rate ranging from 7.95% to 8.42% p.a. (31 March 2024: 7.63% to 8.75%) and are secured by all existing and future current assets, movable and immovable property, plant and equipment.

**Note 15.3:** Other Bank loans carry interest ranging from 7.17% to 8.25% p.a. (31 March 2024: 7.17% to 7.50% p.a.) and are repayable within 1 year.

**Note 15.4:** The Company is in compliance with the applicable debt covenants prescribed in the terms of borrowings. Also, there has been no default in repayment of borrowings and payment of interest during the year.

Note 15.5: Net debt reconciliation		
An analysis of net debt and the movement in net debt for the years ended 31 March 2025 and 31 March 2024 is as follows:		
	As at 31 March 2025	As at 31 March 2024
(A) Non-current borrowings including current maturities	57.71	47.70
(B) Current borrowings excluding current maturities	205.00	236.23
(C) Interest payable	1.76	2.51
(D) Lease Liabilities	6.49	8.07
(E) Cash and cash equivalents	(4.18)	(94.78)
Net debt (F) = (A+B+C+D+E)	266.78	199.73

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

	Liabilities from financing activities					Net debt
	Non-current borrowings including current maturities (A)	Current borrowings (B)	Interest payable (C)	Lease Liabilities (D)	Cash and cash equivalents (E)	(F)=(A+B+C+D+E)
<b>Balances as at 1 April 2023</b>	<b>47.00</b>	<b>134.55</b>	<b>1.62</b>	<b>10.57</b>	<b>(15.32)</b>	<b>178.42</b>
Net increase in cash and cash equivalents	-	-	-	-	(79.46)	(79.46)
Proceeds from long-term borrowings	31.42	-	-	-	-	31.42
Repayment of long-term borrowings	(30.72)	-	-	-	-	(30.72)
Net repayment of short-term borrowings	-	101.68	-	-	-	101.68
Interest expense	-	-	21.41	-	-	21.41
Interest paid	-	-	(20.52)	-	-	(20.52)
Addition of lease liabilities	-	-	-	4.81	-	4.81
Termination of lease liabilities	-	-	-	(3.63)	-	(3.63)
Repayment of lease liabilities	-	-	-	(4.47)	-	(4.47)
Interest accrued on lease liabilities during the year	-	-	-	0.79	-	0.79
<b>Balances as at 31 March 2024</b>	<b>47.70</b>	<b>236.23</b>	<b>2.51</b>	<b>8.07</b>	<b>(94.78)</b>	<b>199.73</b>
Net increase in cash and cash equivalents	-	-	-	-	90.60	90.60
Proceeds from long-term borrowings	40.55	-	-	-	-	40.55
Repayment of long-term borrowings	(28.83)	-	-	-	-	(28.83)
Adjustment on account of reclassification from non-current to current	(1.71)	1.71	-	-	-	(0.00)
Net proceeds from short-term borrowings	-	(32.94)	-	-	-	(32.94)
Interest expense	-	-	23.47	-	-	23.47
Interest paid	-	-	(24.22)	-	-	(24.22)
Addition of lease liabilities	-	-	-	1.52	-	1.52
Termination of lease liabilities	-	-	-	(0.68)	-	(0.68)
Repayment of lease liabilities	-	-	-	(3.06)	-	(3.06)
Interest accrued on lease liabilities during the year	-	-	-	0.64	-	0.64
<b>Balances as at 31 March 2025</b>	<b>57.71</b>	<b>205.00</b>	<b>1.76</b>	<b>6.49</b>	<b>(4.18)</b>	<b>266.78</b>
Refer note 38 for reconciliation of lease liabilities						

**Note 15.6:** Disclosures pursuant to the requirement as specified under Paragraph 6(L)(ix) (a) and (b) of the General Instructions for preparation of Balance Sheet of Schedule III to the Act:

## Year ended 31 March 2025

During the year ended 31 March 2025, the quarterly statements of current assets filed by the Company with banks are in agreement with the books of account except for the following:

Quarter Ended	Name of the bank	Particular	Amount as per books	Amount reported in the quarterly return/statement	Differences	Reason for material variance
June 2024	HDFC Bank Saraswat Co-operative bank Kotak Mahindra Bank Axis Bank	Trade Receivable	165.01	163.64	1.37	The difference is due to submission being made basis provisional financial information prior to Company's financial reporting closure process.

## Year ended 31 March 2024

During the year ended 31 March 2024, the quarterly statements of current assets filed by the Company with banks are in agreement with the books of account.

Note 16 Lease liabilities		
	As at 31 March 2025	As at 31 March 2024
Non-current	4.09	5.78
Current	2.40	2.29
<b>Total Lease liabilities</b>	<b>6.49</b>	<b>8.07</b>

**Note:** Refer note 38 for leases and related disclosures.



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 17 Provisions		
	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Provision for employee benefits (Refer note 33)		
- Gratuity	2.63	1.84
<b>Total non-current provisions</b>	<b>2.63</b>	<b>1.84</b>
<b>Current</b>		
Provision for employee benefits (Refer note 33)		
- Gratuity	0.10	0.10
- Compensated absences	1.81	1.58
<b>Total current provisions</b>	<b>1.91</b>	<b>1.68</b>
<b>Total provisions</b>	<b>4.54</b>	<b>3.52</b>

Note 18A Non-current tax assets / Current income tax liabilities (net)		
<b>i. The following table provide the details of income tax liabilities and tax assets:</b>	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>
a) Income tax liabilities	85.84	91.68
b) Income tax assets	(91.80)	(91.97)
<b>Net Income tax (assets) / liabilities</b>	<b>(5.96)</b>	<b>(0.29)</b>

<b>ii. The gross movement in the current income tax liabilities / income tax assets is as follows:</b>		
<b>Net income tax liabilities at the beginning</b>	<b>(0.29)</b>	<b>2.62</b>
Income tax paid [net]	(14.38)	(34.31)
Current tax expense	8.71	31.40
<b>Net income tax (assets) / liability at the end</b>	<b>(5.96)</b>	<b>(0.29)</b>

<b>iii. Income tax expense in the Statement of Profit and Loss comprises:</b>	<b>Year Ended 31 March 2025</b>	<b>Year Ended 31 March 2024</b>
Current tax expenses	8.71	31.40
Deferred tax expense	5.79	1.07
<b>Income tax expenses [net] recognised in the Statement of Profit and Loss</b>	<b>14.50</b>	<b>32.47</b>
Deferred tax on items in other comprehensive income	0.06	(0.23)
<b>Income tax expenses [net]</b>	<b>14.56</b>	<b>32.24</b>

<b>iv. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is as below:</b>		
	<b>Year Ended 31 March 2025</b>	<b>Year Ended 31 March 2024</b>
Profit before tax	47.90	127.16
Applicable income tax rate	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>12.06</b>	<b>32.01</b>
Effect of expenses that are not deductible for determining taxable profits	0.61	0.33
Reversal of deferred tax asset	2.88	-
Impact of change in tax rate	(1.10)	-
Others	0.06	0.13
<b>Income tax expense charged to the Statement of Profit and Loss</b>	<b>14.50</b>	<b>32.47</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 18B Deferred tax liabilities (net)		
	As at 31 March 2025	As at 31 March 2024
<b>(a) Deferred tax liabilities</b>		
- Difference between book base and tax base of PPE and intangible assets		
	30.72	29.10
<b>(b) Deferred tax assets</b>		
- Expenses allowable on payment basis	3.17	4.80
- Impairment allowance on financial assets	1.25	2.41
- Others	1.44	2.88
	5.86	10.09
<b>Total deferred tax liabilities (net)</b>	<b>24.86</b>	<b>19.01</b>

Movement in components of (deferred tax assets) and deferred tax liabilities are as follows:					
	Difference between book base and tax base of PPE and intangible assets (A)	Expenses allowable on payment basis (B)	Impairment allowance on financial assets (C)	Others (D)	Net deferred tax liabilities / (assets) (E)=(A)+(B)+(C)+(D)
<b>As at 1 April 2023</b>	<b>28.74</b>	<b>(4.34)</b>	<b>(2.58)</b>	<b>(3.65)</b>	<b>18.17</b>
Charged / (credited)					
- to profit or loss	0.36	(0.23)	0.17	0.77	1.07
- to other comprehensive income	-	(0.23)	-	-	(0.23)
<b>As at 31 March 2024</b>	<b>29.10</b>	<b>(4.80)</b>	<b>(2.41)</b>	<b>(2.88)</b>	<b>19.01</b>
Charged / (credited)					
- to profit or loss	1.62	1.57	1.16	1.44	5.79
- to other comprehensive income	-	0.06	-	-	0.06
<b>As at 31 March 2025</b>	<b>30.72</b>	<b>(3.17)</b>	<b>(1.25)</b>	<b>(1.44)</b>	<b>24.86</b>

Note 19 Trade payables		
	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises (Refer note 46)	4.07	4.37
Total outstanding dues of creditors other than micro, small and medium enterprises	76.33	71.48
<b>Total trade payables</b>	<b>80.40</b>	<b>75.85</b>

**Note 19.1:** Trade payables are non-interest bearing and are normally settled as per the payment terms stated in the contract.

**Note 19.2:** Trade Payable ageing schedule

As at 31 March 2025	Outstanding for following period from the due date						
Particulars	Unbilled Dues	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1.34	2.73	-	-	-	4.07
(ii) Others	18.88	34.81	21.77	0.42	0.15	0.30	76.33
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
	18.88	36.15	24.50	0.42	0.15	0.30	80.40
As at 31 March 2024	Outstanding for following period from the due date						
Particulars	Unbilled Dues	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1.27	3.10	-	-	-	4.37
(ii) Others	17.23	11.15	40.66	2.07	0.28	0.09	71.48
(iii) Disputed dues- MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
	17.23	12.42	43.76	2.07	0.28	0.09	75.85

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 20 Other current financial liabilities		
	As at 31 March 2025	As at 31 March 2024
Interest accrued and due to MSME vendors	0.47	0.48
Interest accrued but not due	1.76	2.51
Others		
- Liability for capital goods		
- Total outstanding dues of micro enterprises and small enterprises (Refer note 46)	1.27	0.50
- Total outstanding dues of creditors other than micro, small and medium enterprises	7.21	6.15
- Security deposits	2.70	2.79
- Due to employees	5.99	6.39
- Dividend payable	0.44	0.02
<b>Total other current financial liabilities</b>	<b>19.84</b>	<b>18.84</b>
Other financial liabilities carried at amortised cost	19.84	18.84
Other financial liabilities carried at FVTPL	-	-

Note 21 Other current liabilities		
	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Deferred guarantee commission	0.28	0.12
	0.28	0.12
<b>Current</b>		
Advance from customers	1.10	0.95
Statutory dues payable	13.87	17.06
Deferred government grant (refer note 46)	4.54	4.81
Deferred guarantee commission	0.25	0.16
<b>Total other current liabilities</b>	<b>19.76</b>	<b>22.98</b>

Note 22 Revenue from operations		
	Year Ended 31 March 2025	Year Ended 31 March 2024
(a) Sale of products (including excise duty)	441.30	498.58
(b) Sale of services	46.25	44.04
(c) Other operating revenues	39.32	46.24
<b>Total revenue from operations (a+b+c)</b>	<b>526.87</b>	<b>588.86</b>

**Note 22.1:** Information of disaggregated revenue as per Ind AS 115

(A) Based on nature of product or service:		
	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(a) Sale of products</b>		
- Manufactured goods	407.86	461.99
- Traded goods	33.44	36.59
	441.30	498.58
<b>(b) Sale of services</b>	46.25	44.04
<b>(c) Other operating revenues</b>		
- Government grant	34.30	44.79
- Provision no longer required written back (net)	-	0.58
- Royalty income	4.03	0.19
- Others	0.99	0.68
	39.32	46.24
<b>Total revenue from operations (a+b+c)</b>	<b>526.87</b>	<b>588.86</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

(B) Based on timing of revenue recognition:		
	Year Ended 31 March 2025	Year Ended 31 March 2024
Products transferred at a point of time	441.30	498.58
Services transferred at a point of time	46.25	44.04

The amounts receivable from customers become due after expiry of credit period which on an average ranges between 30-90 days. There is no significant financing component in any transaction with the customers. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. Further, the Company's entire business falls under single operating segment of "Manufacture, purchase and sale of alcoholic beverages (wine and spirits) (Refer note 45).

(C) Disaggregation of revenue		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
(i) Based on geographical market		
Within India	522.35	581.04
Outside India	4.52	7.82
<b>Revenue from contract with customers</b>	<b>526.87</b>	<b>588.86</b>
(ii) Based on type of customer		
Government corporation	172.72	160.59
Private parties	354.15	428.27
<b>Revenue from contract with customers</b>	<b>526.87</b>	<b>588.86</b>

Reconciliation of revenue from operations with contract price as required by Ind AS 115		
	Year Ended 31 March 2025	Year Ended 31 March 2024
Contract price	540.15	626.18
Add: Excise duty	38.42	40.74
Less: Items offset against revenue from contracts with customers as required under Ind AS 115	(91.02)	(124.30)
<b>Revenue from sale of products and services</b>	<b>487.55</b>	<b>542.62</b>

**Note 22.2:** The following table gives details in respect of contract revenues generated from the top customer and top 5 customers

	Year Ended 31 March 2025	Year Ended 31 March 2024
Revenue from top customer	90.41	88.72
Revenue from top five customers	217.07	216.64

For the year ended 31 March 2025, two (2) customer [31 March 2024: one(1) customer] individually accounted for more than 10% of revenue from sale of products and services amounting to INR 145.58 crore ( 31 March 2024: INR 88.72 crore).

Note 23 Other income		
	Year Ended 31 March 2025	Year Ended 31 March 2024
(a) Interest income		
- on financial assets measured at amortised cost	1.25	4.31
- loan to related parties	2.96	2.65
- on bank deposits	0.42	0.63
- on others	0.43	0.30
	5.06	7.89
(b) Other non-operating income:		
- Insurance claim	0.33	0.27
- Exchange gain (net)	0.03	0.13
- Rent income	0.08	0.12
- Profit on disposal of property, plant and equipment (net)	-	0.24
- Profit on termination of lease agreements	-	0.78
- Government grant	0.28	0.39
- Guarantee commission income	0.38	0.25
- Gain on sale of investment in mutual funds	0.61	-
- Miscellaneous income	0.08	-
	1.79	2.18
<b>Total other income</b>	<b>6.85</b>	<b>10.07</b>



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 24 Cost of materials consumed		
	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(a) Stock at the beginning of the year</b>		
- Raw materials	-	-
- Packing materials	10.46	9.83
	10.46	9.83
<b>(b) Add: Purchases</b>		
- Raw materials	72.11	75.38
- Packing materials	40.53	55.20
	112.64	130.58
<b>(c) Less: Stock at the end of the year</b>		
- Raw materials	-	-
- Packing materials	10.38	10.46
	10.38	10.46
<b>(d) Total cost of materials consumed (a+b-c)</b>		
- Raw materials	72.11	75.38
- Packing materials	40.61	54.57
<b>Total cost of materials consumed</b>	<b>112.72</b>	<b>129.95</b>

Note 25 Changes in inventories of finished goods, work-in-progress and stock-in-trade		
	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(a) Opening stock</b>		
- Finished goods	23.59	24.13
- Work-in-progress/ Semi-finished goods	138.16	127.68
- Stock-in-trade	1.67	1.22
	163.42	153.03
<b>(b) Closing stock</b>		
- Finished goods	21.88	23.59
- Work-in-progress/ Semi-finished goods	148.18	138.16
- Stock-in-trade	4.67	1.67
	174.73	163.42
<b>(c) Increase / (decrease) in excise duty on finished goods</b>	0.43	(1.46)
<b>Total changes in inventories of finished goods, work-in-progress and stock-in-trade (a-b+c)</b>	<b>(10.88)</b>	<b>(11.85)</b>

Note 26 Employee benefits expense		
	Year Ended 31 March 2025	Year Ended 31 March 2024
Salaries, wages and bonus	76.45	74.45
Contribution to provident and other fund (Refer note 33(II))	2.35	2.27
Director sitting fees (net of reversal) (Refer note 35)	0.69	0.60
Defined benefit plans (Refer note 33(I))	1.23	1.36
Share based payment expenses (Refer note 42)	3.78	1.23
Staff welfare expenses	2.91	3.24
<b>Total employee benefits expense</b>	<b>87.41</b>	<b>83.15</b>

Note 27 Selling, distribution and marketing expenses		
	Year Ended 31 March 2025	Year Ended 31 March 2024
Sales promotion expenses	55.87	47.74
Commission expenses	9.00	8.57
Marketing expenses	18.51	7.95
<b>Total Selling, distribution and marketing expenses</b>	<b>83.38</b>	<b>64.26</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 28 Other expenses		
	Year Ended 31 March 2025	Year Ended 31 March 2024
Consumption of stores, spares and consumables	12.51	14.74
Power and fuel	9.19	8.86
Repairs and maintenance		
- Building	0.26	0.99
- Plant and Machinery	3.15	3.34
- Others	5.35	5.59
Rates and taxes	6.44	5.68
Insurance	1.14	0.92
Security charges	2.83	2.86
Travelling and conveyance	6.49	7.08
Rent (Refer note 38)	0.28	0.67
Payment to auditor (Refer note below)	0.85	0.79
Legal and professional fees	9.94	6.98
Commission	0.22	0.12
Restaurant expenses	7.66	7.65
Resort maintenance expenses	6.50	6.64
Freight and handling charges	9.84	9.89
Sundry balances written off	0.06	-
Impairment of financial assets	0.21	-
Loss on disposal / write off of property, plant and equipment (net)	0.18	-
Corporate social responsibility expenses (Refer note 41)	2.23	1.44
Printing, stationary, postage and telephone expenses	1.43	1.57
Office expense	2.75	2.70
Miscellaneous expenses	3.71	4.37
<b>Total other expenses</b>	<b>93.22</b>	<b>92.88</b>

**Note 28.1:** Payment to auditor (including goods and services tax)

	Year Ended 31 March 2025	Year Ended 31 March 2024
- for statutory audit and tax audit	0.54	0.52
- for limited review	0.28	0.25
- for other services (certification)	0.01	0.01
- for reimbursement of expenses	0.02	0.01
	<b>0.85</b>	<b>0.79</b>

Note 29 Finance costs		
	Year Ended 31 March 2025	Year Ended 31 March 2024
Interest on:		
- loan from banks	23.14	20.22
- lease liabilities (Refer note 38)	0.64	0.79
- others	0.33	1.19
	24.11	22.20
Other borrowing costs	1.46	1.39
<b>Total finance costs</b>	<b>25.57</b>	<b>23.59</b>

Note 30 Depreciation and amortisation expense		
	Year Ended 31 March 2025	Year Ended 31 March 2024
Depreciation on PPE (Refer note 3)	25.74	22.94
Depreciation on right-of-use assets (Refer note 3A)	2.55	3.58
Amortisation of intangible assets (Refer note 4A)	0.63	0.29
<b>Total depreciation and amortisation expense</b>	<b>28.92</b>	<b>26.81</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 31 Earnings per share (EPS)		
	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>Basic and diluted EPS</b>		
<b>A. Profit computation for basic earnings per share of face value INR 2 each</b>		
Net profit after tax attributable to equity shareholders (INR crore)	33.40	94.69
<b>B. Weighted average number of equity shares for calculating basic earning per share</b>		
	8,44,07,256	8,43,89,018
Add: Effect of dilution on account of employee stock options outstanding	5,328	60,085
Weighted average number of equity shares adjusted for calculating dilutive earning per share	8,44,12,584	8,44,49,103
Nominal/Face Value	2	2
<b>C. Earnings per share</b>		
- Basic EPS (in INR)	3.96	11.22
- Diluted EPS (in INR)	3.96	11.21

Note 32 Contingent liabilities and commitments		
<b>A. Contingent liabilities</b>		
	As at 31 March 2025	As at 31 March 2024
i) Disputed liability relating to stamp duty	1.54	1.54
ii) Others	0.10	0.10
iii) Provident Fund: Based on the judgement by the Honourable Supreme Court dated 28 February 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Company with respect to timing and the components of its compensation structure. In absence of further clarification, the Company has been legally advised to await further developments in this matter to reasonably assess the implications on its standalone financial statements, if any.		
Note: It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. The Company does not expect any reimbursements in respect of the above contingent liabilities. Future cash outflows in respect of the above are determinable only on receipt of judgments / decisions pending with various forums/ authorities. The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.		

<b>B. Commitments</b>		
	As at 31 March 2025	As at 31 March 2024
Capital commitment (net of advances)	2.50	12.35

Note 33 Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'			
<b>I. Defined benefit obligations - Gratuity (funded)</b>			
The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.			
		31 March 2025	31 March 2024
a)	<b>Changes in defined benefit obligations</b>		
	Present value of the obligation as at the beginning of the year	16.94	14.21
	Current service cost	1.67	1.36
	Past service cost	(0.58)	-
	Interest cost	1.06	0.97
	Remeasurements - Net actuarial (gain) /loss	(0.03)	1.35
	Benefits paid	(1.54)	(0.67)
	Liability settled on account of inter group transfer	(0.21)	(0.28)
	<b>Present value of the obligation as at the end of the year</b>	<b>17.31</b>	<b>16.94</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

		31 March 2025	31 March 2024
<b>b)</b>	<b>Changes in fair value of plan assets of the gratuity plan</b>		
	Plan assets at the beginning of the year	15.00	14.18
	Interest income	0.92	0.97
	Contribution by employer	-	0.04
	Benefits paid	(1.54)	(0.67)
	Remeasurements - Net actuarial (loss) / gain	0.20	0.48
	<b>Fair value of the plan assets at the end of the year</b>	<b>14.58</b>	<b>15.00</b>
	<b>Net amount recognised in balance sheet</b>		
	Present value of the obligation as at the end of the year	17.31	16.94
	Fair value of the plan assets at the end of the year	(14.58)	(15.00)
	<b>Net liability recognised in balance sheet</b>	<b>2.73</b>	<b>1.94</b>
	Classification:		
	Current	0.10	0.10
	Non-current	2.63	1.84

**Note:** Expected contribution payable to the plan in next year is INR 0.10 crore (31 March 2024: INR 0.10 crore)

		31 March 2025	31 March 2024
<b>c)</b>	<b>Expenses recognised in the Statement of Profit and Loss</b>		
	Interest cost (net)	0.14	-
	Current service cost	1.67	1.36
	Past service cost	(0.58)	-
		1.23	1.36

		31 March 2025	31 March 2024
<b>d)</b>	<b>Remeasurement gain /(loss) recognised in OCI</b>		
	Remeasurement - Net actuarial (gain)/ loss on defined benefit obligations	(0.03)	1.35
	Remeasurement - Net actuarial gain on plan assets	(0.20)	(0.48)
		(0.23)	0.87
	Tax effect on above	0.06	(0.22)
	<b>Total</b>	<b>(0.17)</b>	<b>0.65</b>

		31 March 2025	31 March 2024
<b>e)</b>	<b>Actuarial assumptions</b>		
	<b>(I) Economic assumptions:</b>		
	Discount rate	6.80%	7.20%
	Salary escalation rate	Staff: 6.50%, until year 1 inclusive, then 11.00% Director: 15.00%	Staff: 10%, until year 1 inclusive, then 11.00% Director: 15.00%
	<b>(II) Demographic assumptions:</b>		
	Mortality rate	Indian Assured Lives Mortality (2012-2014)	Indian Assured Lives Mortality (2012-2014)
	Attrition rate :		
	- For ages 21-30 years	9.00% p.a.	9.00% p.a.
	- For ages 31-40 years	9.00% p.a.	9.00% p.a.
	- For ages 41-50 years	6.00% p.a.	6.00% p.a.
	- For ages 51-57 years	19.00% p.a.	19.00% p.a.
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.			



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

<b>f)</b>	<b>Investment details of plan assets</b>		
	Major Categories of Plan Assets:	<b>31 March 2025</b>	<b>31 March 2024</b>
	Insurer managed funds	100%	100%
The Gratuity Scheme is invested in a New Group Gratuity Cash Accumulation Plan Policy offered by Life Insurance Corporation of India (LIC) and Aditya Birla Sun Life Insurance Company Limited. The expected rate of return on plan assets is based on market expectations, at the beginning of the year, for returns over the entire life of the related obligation.			

<b>g)</b>	<b>Sensitivity analysis for significant assumption is as below:</b>		
	Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant. The significant actuarial assumptions are discount rate and salary escalation rate.		
		<b>Year Ended 31 March 2025</b>	<b>Year Ended 31 March 2024</b>
<b>i.</b>	<b>Impact of change in discount rate on defined benefit obligations:</b>		
a)	Impact due to increase by 0.50%	(0.66)	(0.60)
b)	Impact due to decrease by 0.50%	0.74	0.65
<b>ii.</b>	<b>Impact of change in salary on defined benefit obligations:</b>		
a)	Impact due to increase by 0.50%	0.58	0.53
b)	Impact due to decrease by 0.50%	(0.53)	(0.50)
<b>iii.</b>	<b>Impact of change in leaving services rate on defined benefit obligations:</b>		
a)	Impact due to increase by 0.50%	(0.12)	NA
b)	Impact due to decrease by 0.50%	0.15	NA

Sensitivities due to mortality are not material and hence the impact of change due to these are not calculated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied when calculating the provision for defined benefit plan recognised in the Balance Sheet.

The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it provides an approximation of the sensitivity of the assumptions shown.

## Risk exposure:

The defined benefit plan is exposed to a number of risks, the most significant of which are detailed below:

- a) Salary increases - Actual salary increases will increase the obligation. Increase in salary escalation rate assumption in future valuations will also increase the obligation.
- b) Investment risk - If plan is funded then assets/liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- c) Discount rate - Reduction in discount rate in subsequent valuations can increase the obligation.
- d) Mortality and disability - Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the obligation.
- e) Withdrawals - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact obligation.

		<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>
<b>h)</b>	<b>Maturity analysis of defined benefit obligation (undiscounted)</b>		
	Within the next 12 months	1.82	4.45
	Between 2 and 5 years	6.44	4.74
	Beyond 5 years	25.40	24.02
	<b>Total expected payments</b>	<b>33.66</b>	<b>33.21</b>

**Note :** The weighted average duration of these cash flows is 8.11 years (31 March 2024 : 7.45 years).

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

## II Defined contribution plans

The Company also has certain defined contribution plans. The contributions are made to registered provident fund, Employees State Insurance Corporation ('ESIC') administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plans are as follows.

		Year Ended 31 March 2025	Year Ended 31 March 2024
a)	The Company has recognised the following amounts in the Statement of Profit and Loss for the year:		
	(i) Contribution to provident fund	2.30	2.23
	(ii) Contribution to ESIC	0.05	0.04
		2.35	2.27

## III Compensated absences

The leave obligations cover the Company's liability for sick and privilege leaves. The amount of provision with respect to leave obligation is INR 1.81 crore (31 March 2024: INR 1.58 crore) and is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The expenses towards compensated absences recognised during the year is INR 0.80 crore (31 March 2024: reversal of provision recognised of INR 0.32 crore).

		As at 31 March 2025	As at 31 March 2024
IV Current/ non-current classification as at the end of the year:			
a)	Gratuity		
	Current	0.10	0.10
	Non-current	2.63	1.84
		2.73	1.94
b)	Compensated absences		
	Current	1.81	1.58
		1.81	1.58

## Note 34 Financial Instruments

"The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value:

a) Fair value of cash and cash equivalents and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.

b) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables."

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

A	Financial Instruments by category						
	The carrying value and fair value of financial instruments by categories as at 31 March 2025 are as follows:						
	Particulars	Refer note	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
	Assets:						
	Investment in subsidiary	5	41.42	-	-	41.42	41.42
	Other investment	5A	-	-	0.00	0.00	0.00
	Loans	6	42.46	-	-	42.46	42.46
	Other financial assets	7	56.19	-	-	56.19	56.19
	Trade receivables	10	186.14	-	-	186.14	186.14
	Cash and cash equivalents	11	4.18	-	-	4.18	4.18
	Bank balances other than cash and cash equivalents	12	5.37	-	-	5.37	5.37
	Liabilities:						
	Borrowings	15	262.71	-	-	262.71	262.71
	Lease liabilities	16	6.49	-	-	6.49	6.49
	Trade payables	19	80.40	-	-	80.40	80.40
	Other financial liabilities	20	19.84	-	-	19.84	19.84

The carrying value and fair value of financial instruments by categories as at 31 March 2024 are as follows:

Particulars	Refer note	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:						
Investment in subsidiary	5	27.69	-	-	27.69	27.69
Other investment	5A	-	-	0.00	0.00	0.00
Loans	6	28.01	-	-	28.01	28.01
Other financial assets	7	73.71	-	-	73.71	73.71
Trade receivables	10	160.36	-	-	160.36	160.36
Cash and cash equivalents	11	94.78	-	-	94.78	94.78
Bank balances other than cash and cash equivalents	12	6.93	-	-	6.93	6.93
Liabilities:						
Borrowings	15	283.93	-	-	283.93	283.93
Lease liabilities	16	8.07	-	-	8.07	8.07
Trade payables	19	75.85	-	-	75.85	75.85
Other financial liabilities	20	18.84	-	-	18.84	18.84

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

## B Fair value hierarchy

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at:

Particulars	31 March 2025			31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Assets</b>						
Investments in equity shares	-	-	0.00	-	-	0.00

## Note 35 Disclosure in accordance with Ind AS 24 Related Party Disclosures

<b>A</b>	<b>Names of related parties and nature of relationship</b>	
	<b>Name of the entity</b>	
<b>(a)</b>	<b>Subsidiary company (wholly owned)</b>	
	Artisan Spirits Private Limited	
	N D Wines Private Limited (w.e.f 12 April 2024)	
<b>(b)</b>	<b>Directors and Key management personnel (KMP)</b>	
	Rajeev Samant	Chief Executive Officer and Managing Director
	Alok Vajpeyi	Chairman(appointed w.e.f 15 December 2024) and Independent Director
	Chetan Desai	Chairman(upto 15 December 2024) and Independent Director
	Sangeeta Tanwani	Independent Director
	Anant S. Iyer	Independent Director (appointed w.e.f 12 November 2024)
	Nicholas Cator	Director
	Deepak Shahdarpuri	Director (appointed w.e.f 04 April 2024)
	Abhishek Kapoor	Chief Financial Officer (appointed w.e.f 28 August 2023)
	Shalaka Koparkar	Company Secretary (appointed w.e.f 12 November 2024)
	Arjun Anand	Director (upto 04 April 2024)
	Riyaaz Amlani	Independent Director (upto 04 April 2024)
	Ruchi Sathe	Company Secretary (upto 01 October 2024)
	Karan Vasani	Chief Operating Officer (upto 20 December 2024)
	Roberto Italia	Director (upto 29 February 2024)
	Chaitanya Rathi	Chief Operating Officer (upto 30 September 2023)
	Bittu Varghese	Chief Financial Officer (upto 9 June 2023)

<b>B.</b>	<b>Nature of Transactions</b>		
	<b>Transactions with related parties:</b>	<b>Year Ended 31 March 2025</b>	<b>Year Ended 31 March 2024</b>
	<b>Sale of products</b>		
	Artisan Spirits Private Limited	10.79	16.38
	N D Wines Private Limited	13.52	-
	Rajeev Samant	-	0.02
		24.31	16.40
	<b>Interest income</b>		
	Artisan Spirits Private Limited	2.55	2.65
	N D Wines Private Limited	0.41	-
		2.96	2.65
	<b>Rent income</b>		
	Artisan Spirits Private Limited	0.05	0.06
	N D Wines Private Limited	0.01	-
		0.06	0.06



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

## Note 35 Disclosure in accordance with Ind AS 24 Related Party Disclosures (Cont.)

	Transactions with related parties:	Year Ended 31 March 2025	Year Ended 31 March 2024
	<b>Royalty Income</b>		
	Artisan Spirits Private Limited	1.43	0.19
	N D Wines Private Limited	2.60	-
		4.03	0.19
	<b>Corporate guarantee commission</b>		
	Artisan Spirits Private Limited	0.38	0.25
	<b>Deemed investment</b>		
	Artisan Spirits Private Limited	0.63	0.23

		Year Ended 31 March 2025	Year Ended 31 March 2024
	<b>Purchase of raw materials</b>		
	Artisan Spirits Private Limited	12.05	8.31
	N D Wines Private Limited	0.44	-
	Rajeev Samant	1.18	1.12
		13.67	9.43
	<b>Purchase of finished goods</b>		
	Artisan Spirits Private Limited	9.72	21.43
		9.72	21.43
	<b>Purchase of property, plant and equipment</b>		
	Rajeev Samant	-	3.34
	Artisan Spirits Private Limited	0.06	-
	N D Wines Private Limited	0.04	-
		0.10	3.34
	<b>Sale of property, plant and equipment</b>		
	Artisan Spirits Private Limited	0.14	2.50
	N D Wines Private Limited	0.47	-
		0.61	2.50
	<b>Rent Expense</b>		
	N D Wines Private Limited	0.17	-

		Year Ended 31 March 2025	Year Ended 31 March 2024
	<b>Director's sitting fees paid/payable</b>		
	Arjun Anand	0.01	0.17
	Chetan Desai	0.15	0.13
	Alok Vajpeyi	0.15	0.14
	Sangeeta Tanwani	0.13	0.14
	Nicholas Cator	0.11	0.02
	Deepak Shahdadpuri	0.10	-
	Anant Iyer	0.04	-
	Riyaz Amlani	-	0.07
		0.69	0.67

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>Reversal of director sitting fees</b>		
Roberto Italia	-	0.07
<b>Repayment of lease liabilities</b>		
Rajeev Samant	0.30	0.29
<b>Commission expense</b>		
Chetan Desai	0.12	0.12
Alok Vajpeyi	0.02	-
Sangeeta Tanwani	0.02	-
Anant Iyer	0.02	-
Nicholas Cator	0.02	-
Deepak Shahdadpuri	0.02	-
	0.22	0.12
<b>Loan given</b>		
Artisan Spirits Private Limited	22.49	16.76
N D Wines Private Limited	17.75	-
	40.24	16.76
<b>Repayment of loan</b>		
Artisan Spirits Private Limited	15.50	22.00
N D Wines Private Limited	10.74	-
	26.24	22.00
<b>Receipt of interest on loan</b>		
Artisan Spirits Private Limited	2.30	2.38
N D Wines Private Limited	0.36	-
	2.66	2.38
<b>Compensation to key managerial personnel [Refer note 35(C)(i)]</b>		
Rajeev Samant	4.32	4.53
Chaitanya Rathi	-	1.16
Bittu Varghese	-	0.16
Ruchi Sathe	0.16	0.31
Abhishek Kapoor	1.60	0.79
Karan Vasani	1.03	0.54
Shalaka Koparkar	0.14	-
	7.25	7.49
<b>Corporate guarantee given on behalf of subsidiary</b>		
Artisan Spirits Private Limited	59.47	15.75

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

C	Outstanding balances:		
		As at 31 March 2025	As at 31 March 2024
	<b>Trade and other payables</b>		
	Rajeev Samant	0.92	0.49
	Chetan Desai	0.11	0.11
	Alok Vajpeyi	0.02	-
	Sangeeta Sandeep Pendurkar	0.02	-
	Anant Iyer	0.02	-
	Nicholas Cator	0.02	-
	Deepak Shahdadpuri	0.02	-
	Artisan Spirits Private Limited	3.92	3.07
		5.05	3.67
	<b>Trade Receivables</b>		
	N D Wines Private Limited	3.29	-
	<b>Loan given outstanding</b>		
	Artisan Spirits Private Limited	31.66	24.66
	N D Wines Private Limited	7.10	-
		38.76	24.66
	<b>Payable towards compensation to key managerial personnel [Refer note 35(C)(i)]</b>		
	Rajeev Samant	0.79	0.88
	Bittu Varghese	-	0.01
	Ruchi Sathe	-	0.03
	Abhishek Kapoor	0.06	0.09
	Karan Vasani	-	0.11
	Shalaka Koparkar	0.02	-
		0.87	1.12
	<b>Corporate guarantee given on behalf of subsidiary</b>		
	Artisan Spirits Private Limited	16.81	16.50

## Notes:

- Compensation to key managerial personnel does not include (i) provisional gratuity liability and compensated absences valued by an actuary, as separate figures are not available and (ii) reimbursement of expenses related to business.
- During the year, the Company granted Stock Options to eligible employees, including KMPs under its Employee Stock Option Schemes. Since such Stock Options are not tradeable, no perquisite or benefit is immediately conferred upon the employee by grant of such Stock Options and accordingly the said grants have not been considered as 'remuneration'. However, in accordance with Ind AS -102, the Company has recorded employee benefits expense by way of share based payments to employees at ₹3.78 Crores for the year ended 31 March 2025 (2024 - ₹1.23 Crores), of which ₹0.78 Crores (31 March 2024 - ₹0.38 Crores) is attributable to KMPs.
- Transactions amongst related parties are made on terms equivalent to those that prevail in arm's length transactions and represent the substance over the legal form.
- Trade receivables, trade and other payables as at year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- Refer note 6 for terms and condition with respect to loans given to related parties.

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 36 Financial risk management objectives and policies					
	The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.				
i	Market risk				
	Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk. Major financial instruments affected by market risk includes loans and borrowings.				
a	Interest rate risk				
	Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's total debt obligations with floating interest rates.				
	Interest rate sensitivity				
	The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Company's profit before tax and other equity is affected by change in interest rate by 50 bps on floating rate borrowings, as follows:				
		31 March 2025		31 March 2024	
		0.50% increase	0.50% decrease	0.50% increase	0.50% decrease
Impact on profit before tax and other equity		(0.78)	0.78	(0.86)	0.86
b.	Foreign currency risk				
	Although, the exchange rate between the rupee and foreign currencies has changed in recent years, it has not affected the results of the Company. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. There are earnings from customers in foreign currency which act as a natural hedge against foreign currency risk.				
The following table analysis foreign currency risk from financial instruments as at 31 March 2025:					
Particulars	USD	EUR	GBP	AUD	
Assets					
Trade receivables	0.59	0.65	0.10		
	0.59	0.65	0.10	-	
Liabilities					
Trade payables	-	0.03	-	1.32	
Liability for capital goods	-	1.69	-	-	
	-	1.72	-	1.32	
Net assets / (liabilities)	0.59	(1.07)	0.10	(1.32)	
The following table analysis foreign currency risk from financial instruments as at 31 March 2024:					
Particulars	USD	EUR	GBP	AUD	
Assets					
Trade receivables	0.53	1.38	-	-	
	0.53	1.38	-	-	
Liabilities					
Trade payables	0.01	0.39	-	0.40	
Liability for capital goods	-	0.07	-	-	
	0.01	0.46	-	0.40	
Net assets / (liabilities)	0.52	0.92	-	(0.40)	
Note :					
The Company's exposure of foreign currency financial instruments as at respective reporting dates is not material and consequentially the impact on Statement of Profit and Loss and other equity due to fluctuation in exchange rates would also be immaterial. Therefore, the disclosure for sensitivity analysis not been included in the standalone financial statements.					



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

ii	Credit risk					
	Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, financial assets. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.					
a	Trade receivables					
	Trade receivables are unsecured and mainly includes two types of customer i.e. receivables from sales to government corporations and receivables from sales to private parties. A substantial portion of the Company's trade receivables are from government corporation customers having strong credit worthiness. Considering Company's historical experience of collecting receivable, credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. The Company measured the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual loss experience and past trends.					
Particulars		As at 31 March 2025		As at 31 March 2024		
		INR crores	%	INR crores	%	
Gross trade receivables						
- from government corporation		118.67	62.10%	90.90	55.06%	
- from private parties		72.42	37.90%	74.20	44.94%	
Total trade receivables (Refer note 10)		191.09	100.00%	165.10	100.00%	
The movement of the allowance for lifetime expected credit loss is stated below:						
Particulars				As at	As at	
				31 March 2025	31 March 2024	
Balance at the beginning of the year				4.74	6.36	
Allowance / (Reversal) of expected credit loss (net)				0.21	(0.40)	
Bad debts written off during the year				-	(1.22)	
Balance at the end of the year				4.95	4.74	
b	Financial assets other than trade receivables					
	Financial assets other than trade receivables comprise of cash and cash equivalents, bank balances other than cash and cash equivalents, government grant receivables and loan to subsidiaries / employees. The Company monitors the credit exposure on these financial assets on a case-to-case basis. Given that grants are receivable from the government, credit risk is considered low with no history of credit loss.In case of bank balances and deposits, risk is considered low since the counterparties are reputed organisations with no history of default to the Company. Loans to subsidiaries are assessed for credit risk based on the underlying valuation of the entity and their ability to repay within the contractual repayment terms. The Company presumes increase in credit risk when financial assets are past due more than 30 days.					
iii	Liquidity risk					
	Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.					
The table below provides details regarding the contractual maturities of significant financial liabilities:						
As at 31 March 2025		On demand	Less than 1 year	1 – 5 years	More than 5 years	Total
Borrowings		155.00	50.00	57.71	-	262.71
Trade payables		-	80.40	-	-	80.40
Lease liabilities (undiscounted)		-	2.82	4.55	-	7.37
Other financial liabilities		-	19.84	-	-	19.84
		155.00	153.06	62.26	-	370.32
As at 31 March 2024						
Borrowings		171.25	64.98	47.70	-	283.93
Trade payables		-	75.85	-	-	75.85
Lease liabilities (undiscounted)		-	2.90	6.54	-	9.44
Other financial liabilities		-	18.84	-	-	18.84
		171.25	162.57	54.24	-	388.06

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 37 Capital management		
The primary objective of the Company's capital management is to maximise the shareholder's wealth. The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitor the return on capital employed as well as the level of dividend to shareholders.		
The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a debt equity ratio, which is total debt divided by total equity.		
Particulars	As at 31 March 2025	As at 31 March 2024
Debt	262.71	283.93
Less : Cash and cash equivalents	(4.18)	(94.78)
Net debt	258.53	189.15
Total equity	574.81	575.27
<b>Total debt to equity ratio (Gearing ratio)</b>	<b>0.45</b>	<b>0.33</b>
In the long run, the Company's strategy is to continue to maintain the gearing ratio of less than 0.75. Breach in meeting the financial covenants would permit the bank to immediately call loans and borrowings. In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current or previous financial year.		

Note 38 Leases - Ind AS 116					
The Company's lease assets primarily consists of leases for land used to house its manufacturing facilities and warehouses. The weighted average incremental borrowing rate applied to lease liabilities is 8.5% per annum.					
<b>Right-of-use Assets:</b> The net carrying value of right-of-use assets as at 31 March 2025 amounts to INR 5.64 crore (31 March 2024 : INR 7.35 crore) have been disclosed on the face of the balance sheet (refer note 3A).					
<b>Lease liabilities:</b> The carrying value of lease liabilities disclosed in balance sheet is as follows:					
Particulars	As at 31 March 2025	As at 31 March 2024			
Current lease liabilities	2.40	2.29			
Non-current lease liabilities	4.09	5.78			
<b>Total Lease liabilities</b>	<b>6.49</b>	<b>8.07</b>			
(i) The following is the movement in lease liabilities:					
<b>Opening Balance</b>	<b>8.07</b>	<b>10.57</b>			
Additions during the year	1.52	4.81			
Interest accrued on lease liabilities during the year	0.64	0.79			
Payment of lease liabilities	(3.06)	(4.47)			
Termination during the year	(0.68)	(3.63)			
<b>Closing Balance</b>	<b>6.49</b>	<b>8.07</b>			
(ii) The table below provides details regarding the contractual maturities of lease liabilities (undiscounted):					
Lease Liabilities	Carrying amount	Contractual cash flows			
		Total	0-1 year	1-5 years	5 years and above
<b>31 March 2025</b>	<b>6.49</b>	<b>7.37</b>	<b>2.82</b>	<b>4.55</b>	<b>-</b>
31 March 2024	8.07	9.44	2.90	6.54	-

The Company recognised the following in the statement of profit and loss:			
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024	
Depreciation expenses on right-of-use assets (Refer notes 3A and 30)	2.55	3.58	
Interest on lease liabilities (Refer note 29)	0.64	0.79	
Rent expense pertaining to leases with term less than or equal to 12 months shown under other expenses (Refer note 28)	0.28	0.67	
Additions to right of use assets	1.52	4.81	
Total cash outflow for leases (excluding short term leases)	3.06	4.47	

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 39 Dividend on equity shares		
	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>Dividend on equity shares</b>		
Final dividend declared for the year ended 31 March 2024 of INR 4.50 (31 March 2023: INR 5.25) per equity share of face value INR 2 each	37.98	44.25
Interim dividend for the year ended 31 March 2025 of INR Nil (31 March 2024: INR 4.00) per equity share of face value INR 2 each	-	33.76
	<b>37.98</b>	78.01
<b>Proposed dividend on equity shares not recognised as liability*</b>		
Final dividend for the year ended 31 March 2025 of INR 3.60 per equity share (31 March 2024: INR 4.50 per share) of face value INR 2 each	30.39	37.98
* The Board of Directors at its meeting held on 8 May 2025 have recommended a payment of final dividend of INR 3.60 per equity share of INR 2 each for the financial year ended 31 March 2025. The above is subject to approval at the ensuing Annual General Meeting of the Company and hence not recognised as liability as at 31 March 2025.		

Note 40 Unhedged foreign currency exposure					
Particulars		As at 31 March 2025		As at 31 March 2024	
	Currencies	Foreign currency	INR in crore	Foreign currency	INR in crore
Trade receivables	USD	68,656	0.59	63,356	0.53
	EUR	72,644	0.65	1,52,987	1.38
	GBP	9,724	0.10	-	-
Trade payables	USD	-	-	729	0.01
	EUR	3,256	0.03	43,274	0.39
	AUD	2,39,140	1.32	73,162	0.40
Liability for capital goods	EUR	1,86,215	1.69	8,280	0.07

Note 41 Corporate Social Responsibility expenditure		
Section 135 of the Companies Act, 2013 and rules made thereunder prescribe that every company having a net worth of INR 500 crore or more, or turnover of INR 1,000 crore or more, or net profit of INR 5 crore or more during the immediately preceding financial year shall ensure that the company spends, in every financial year at least 2% of its average net profit made during the immediately 3 preceding financial years on the Corporate Social Responsibility (CSR) activities. Following is the information regarding projects undertaken and expenses incurred on CSR activities.		
Particulars	Year ended 31 March 2025	Year ended 31 March 2024
A. Gross amount required to be spent by the Company during the year	2.22	1.40
B. Amount approved by the Board to be spent by the Company during the year	2.23	1.44
C. Amount spent during the year on CSR activities		
(a) For construction / acquisition of any assets		
In cash	-	-
Yet to be Paid in cash	-	-
(b) For purposes other than (a) above		
In cash	2.23	1.44
Yet to be Paid in cash	-	-
	<b>2.23</b>	<b>1.44</b>
<b>Excess amount spent during the year</b>	<b>(0.01)</b>	<b>(0.04)</b>
<b>Excess amount spent as at year end:</b>		
Opening balance	<b>(0.04)</b>	-
Amount required to be spent during the year	2.22	1.40
Amount spent during the year	(2.23)	(1.44)
Closing balance	<b>(0.05)</b>	(0.04)
<b>Nature of CSR activities</b>		
Infrastructure and Social Support in Nashik	1.48	1.16
Plantation Afforestation and Maintenance of Existing Plantation Project	0.64	0.21
CSR administrative overheads	0.11	0.07
<b>Total</b>	<b>2.23</b>	<b>1.44</b>

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 42 Disclosures required pursuant to Ind AS 102 - Share Based Payment						
The Company has granted stock options under the employee stock option schemes. As at 31 March 2025, Employee stock option scheme, ESOS 2024, ESOS 2023 and ESOS 2021 are in existence. These options would vest based on the vesting conditions as per letter of grant executed between the Company and the employee of the Company. Each option when exercised would be converted into one fully paid-up equity share of face value INR 2 each of the Company. The relevant details of the scheme, grant and activity under ESOS scheme are summarized below:						
A. Reconciliation of options outstanding:						
Particulars			No. of Options		Weighted Average Exercise Price	
Options outstanding as at 1 April 2023			1,55,757			
Options granted during the year (ESOS 2021)			59,200		170.00	
Options granted during the year (ESOS 2023)			6,05,000		470.00	
Options forfeited/lapsed/expired during the year			(18,726)		170.00	
Options exercised during the year *			(1,41,831)		170.00	
Options outstanding as at 31 March 2024 ^			6,59,400			
Options outstanding as at 1 April 2024			6,59,400			
Options granted during the year (ESOS 2023 (1))			12,500		170.00	
Options granted during the year (ESOS 2021 (6))			10,000		470.00	
Options forfeited/lapsed/expired during the year (ESOS 2021(4))			(13,200)		170.00	
Options forfeited/lapsed/expired during the year (ESOS 2023)			(1,75,000)		470.00	
Options exercised during the year *			(10,000)		170.00	
Options outstanding as at 31 March 2025 ^			4,83,700			
* The weighted average share price at the date of exercise of option was INR 416.95 (31 March 2024: INR 454.16) per share.						
^ As at 31 March 2025, 53,700 options outstanding (31 March 2024: 54,400) have an exercise price of INR 170 per share (31 March 2024: INR 170 per share) and 430,000 options outstanding (31 March 2024: 605,000) have an exercise price of INR 470 per share (31 March 2024: INR 470 per share). The weighted average of the remaining contractual life is 2.25 years. (31 March 2024: 2.73 years)						
B. Fair value of the options has been calculated using Binomial/Black Scholes Pricing Model. The following inputs were used to determine the fair value for options granted during the year:						
	ESOS 2020 (3)	ESOS 2021 (2)	ESOS 2021 (3)	ESOS 2021 (4)	ESOS 2023	ESOS 2021 (5)
	1 Year Vesting period	1 Year Vesting period	1 Year Vesting period	2 Year Vesting period	3 Year Vesting period	1 Year Vesting period
Date of Grant	19 May 2022	19 May 2022	25 March 2023	01 June 2023	20 February 2024	01 September 2023
Market Price (INR)	155.10	155.10	359.25	423.35	569.10	489.50
Expected life (in years)	1.25	1.25	1.26	2.26	3.25	1.25
Volatility (refer note 1)	46.91%	46.91%	44.48%	48.73%	39.16%	32.82%
Risk Free rate (%)	5.43%	5.43%	7.03%	6.76%	6.96%	6.90%
Exercise Price	170.00	170.00	170.00	170.00	470.00	170.00
Dividend Yield (%)	3.16%	3.16%	1.36%	1.97%	1.47%	1.71%
Option Fair Value (INR)	27.20	27.20	199.96	265.30	226.45	323.25



# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

	ESOS 2023 (1)	ESOP 2021 (6)
	3 Year Vesting period	1 Year Vesting period
Date of Grant	13 April 2024	01 September 2024
Market Price (INR)	570.70	499.35
Expected life (in years)	3.25	1.25
Volatility (refer note 1)	39.37%	36.19%
Risk Free rate (%)	7.06%	6.63%
Exercise Price (INR)	470.00	170.00
Dividend Yield (%)	1.62%	1.70%
Option fair value (INR)	226.79	332.44
<b>Notes:</b>		
i)	Expected volatility reflects assumption that the historical volatility over the period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.	
ii)	Above mentioned schemes existed during the year ended 31 March 2024, except for ESOS 2023(1) and ESOP 2021 (6) and consequently disclosure for previous year has not been given separately.	

Note 43 Operating segments				
a) The Company is engaged in the business of manufacture, purchase and sale of alcoholic beverages (wines and spirits). The Executive Committee of the Group (being the Chief Operating Decision Maker) assesses performance and allocates resources for the business of the Company as a whole and hence the management considers Company's business activities as a single operating segment.				
b) The geographical information provided below, under which the domestic segment includes sales to customers located in India and overseas segment includes sales to customer located outside India.				
The following information discloses external revenues and non-current assets based on the location of the customers and non-current assets				
Particulars	31 March 2025		31 March 2024	
	India	Outside India	India	Outside India
Revenue from operations	522.35	4.52	581.04	7.82
Non-current assets	503.02	-	507.04	-

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 44 Government grants		
(a) Government Grants relate to Wine Incentive Promotion Subsidy (WIPS) scheme launched by the state of Maharashtra. Under the WIPS scheme, Value Added Tax (VAT) paid by Company on wine manufactured from grapes produced in Maharashtra including blending of wine manufactured from grapes purchased within the state of Maharashtra and subsequently sold in Maharashtra is eligible for 80% refund. The Company being involved in the business of manufacturing and sale of wine, avails WIPS incentive. There are no unfulfilled conditions or contingencies attached to these grants.		
The disclosures pursuant to Ind AS 20 'Accounting for Government Grant and Disclosure of Government Assistance' are as follows:		
Government Grants relate to Wine Incentive Promotion Subsidy (WIPS)		
	31 March 2025	31 March 2024
Government grants receivable at the beginning of the year	69.60	111.14
Add: Government grant accrued during the year (discounted)	34.30	44.79
Less: Government grant received during the year	(53.74)	(90.59)
Add: Unwinding of interest on financial assets carried at amortised cost	1.25	4.26
Government grants receivable at the end of the year	51.40	69.60
Current	48.22	19.41
Non-current	3.18	50.19
Government Grants relate to Wine Incentive Promotion Subsidy (WIPS) scheme launched by the state of Maharashtra. Under the WIPS scheme, Value Added Tax (VAT) paid by Company on wine manufactured from grapes produced in Maharashtra including blending of wine manufactured from grapes purchased within the state of Maharashtra and subsequently sold in Maharashtra is eligible for 80% refund. The Company being involved in the business of manufacturing and sale of wine, avails WIPS incentive. There are no unfulfilled conditions or contingencies attached to these grants.		
(b) Government grants relating to Electric Vehicle		
The government grants relates to asset i.e., purchase of electric vehicles. There are no unfulfilled conditions or contingencies attached to these grants. As the grant relates to assets, the same will be treated as deferred income and will be recognized in the Standalone Statement of Profit and Loss on a systematic and rational basis over the useful life of the related PPE.		
(c) Government grants relating to CEFPPC scheme received from MOFPI		
Government Grants relate to Creation / Expansion of Food processing and preservation capacities (CEFPPC scheme) under Ministry of Food processing Industries. Under this scheme, expenses incurred on purchase of plant, property and equipment by Company towards expansion of cellar door facility are reimbursed to Company by way of grant in aid as per scheme document. There are no unfulfilled conditions or contingencies attached to these grants. As the grant relates to assets, the same will be treated as deferred income and will be recognized in the Standalone Statement of Profit and Loss on a systematic and rational basis over the useful life of the related PPE.		

Note 45 Details of investments in subsidiaries in accordance with Ind AS 27, Separate Financial statement					
Name of the subsidiary	Principal place of business*	% Ownership interest held by the Company		Business of Subsidiaries	Method used to account investments
		As at 31 March 2025	As at 31 March 2024		
Artisan Spirits Private Limited	India	100%	100%	Business of manufacturing of wines and trading of alcoholic beverages and hospitality services.	Cost
N D Wines Private Limited (w.e.f 12 April 2024)	India	100%	-	Business of manufacturing of wines.	Cost
*Country of incorporation is same as principal place of business.					

Note 46 Disclosure under the Micro, Small and Medium Enterprise Development Act (MSMED) 2006		
Particulars	As at 31 March 2025	As at 31 March 2024
(a) The principal amount and the interest due thereon remaining unpaid to supplier as at the end of year:		
- Principal amount due to micro and small enterprises	5.34	4.87
- Interest due	0.01	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	0.16	0.09
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.17	0.09
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	0.47	0.48

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 47 Disclosure of ratios					
	Particulars	Formula for computation	Measure (In times/ percentage)	As at and for the year ended 31 March 2025	As at and for the year ended 31 March 2024
a	Current Ratio	Current assets / Current liabilities	Times	1.36	1.32
b	Debt Equity Ratio	Debt / Equity	Times	0.46	0.49
c	Debt Service coverage Ratio	EBITDA / (Finance costs + Principal repayment of long term borrowings within one year)	Times	1.84	3.42
d	Return on Equity	Profit after tax / Average shareholder's equity	Percentage	5.81%	16.74%
e	Inventory Turnover Ratio	Cost of goods sold / Average inventory	Times	0.68	0.80
f	Trade Receivable Turnover Ratio	Revenue from sale of product and services /Average trade receivables	Times	2.81	4.09
g	Trade Payable Turnover Ratio	Purchases / Average Trade Payables	Times	1.79	1.98
h	Net Capital Turnover Ratio	Revenue from operations / Working capital	Times	4.39	5.12
i	Net Profit Ratio	Profit after tax / Revenue from operations	Percentage	6.34%	16.08%
j	Return on Capital Employed (ROCE)	EBIT / Capital employed	Percentage	8.54%	17.19%
k	Return on Investment (ROI)	Not applicable	Percentage	N.A.	N.A.
<b>Notes:</b>					
1 Debt = Non-current borrowings + Current borrowings 2 Net worth = Paid-up share capital + Reserves created out of profit - Accumulated losses 3 EBITDA = Profit before taxes + Finance cost + Depreciation and amortisation expenses 4 Cost of goods sold = Cost of materials consumed + Purchase of stock-in-trade + Changes in inventories of finished goods, stock-in-trade and work-in-progress 5 Purchases = Purchase of stock-in-trade + Cost of materials consumed + Closing inventory of raw materials - Opening inventory of raw materials. 6 Working Capital = Current assets - Current liabilities 7 EBIT = Profit before taxes + Finance cost 8 Capital employed = Tangible net worth + Total debt + Deferred tax liability 9 Tangible net worth = Total equity - Intangible assets - Intangible assets under development 10 Average shareholder's equity = (Opening total equity + closing total equity)/2					
<b>Disclosure of change in ratio by more than 25%</b>					
Particulars		% Variance in ratio between 31 March 2025 and 31 March 2024	Reason for variance of more than 25% as compared to previous year		
a	Current Ratio	3%	Refer note below		
b	Debt Equity Ratio	-7%	Refer note below		
c	Debt Service coverage Ratio	-46%	Owing to decrease in EBITDA		
d	Return on Equity	-65%	Owing to decrease in profit after taxes		
e	Inventory Turnover Ratio	-15%	Refer note below		
f	Trade Receivable Turnover Ratio	-31%	Owing to increase in trade receivable and reduction in revenue from operations		
g	Trade Payable Turnover Ratio	-10%	Refer note below		
h	Net Capital Turnover Ratio	-14%	Refer note below		
i	Net Profit Ratio	-61%	Owing to decrease in net profit		
j	Return on Capital Employed (ROCE)	-50%	Owing to decrease in EBITDA		
k	Return on Investment (ROI)	N.A.	N.A.		
Note: In respect of aforementioned ratios, there is no significant change (25% or more) in FY 2024-25 as compared to FY 2023-24.					

# Material accounting policy and other explanatory information to the standalone financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

## Note 48

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

a. The Company has used an accounting software for maintaining its books of account for the period 1 April 2024 to 30 September 2024 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the period for all relevant transactions recorded in the accounting software.

b. The Company has used another accounting software for maintaining its books of account for the period from 1 October 2024 to 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the period for all relevant transactions recorded in the accounting software at the application level. However, the database of the said accounting software is operated by a third-party software provider. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with ISAE 3402, Assurance Reports on Controls at a Service Organization) does not provide any information for any direct changes made at the database level of the said software for the aforesaid period.

c. An accounting software used for maintenance of sales records for the hospitality services (resort operations) did not have a feature of recording audit trail (edit log) facility.

d. In respect of the accounting software used for maintenance of sales records for the hospitality services (other than resort operations), the Company has migrated to a new software from 1 June 2024 onwards. The accounting software used until 31 May 2024 did not have a feature of recording audit trail (edit log) facility. Further, the new accounting software used from 1 June 2024 is operated by a third-party software service provider and has a feature of recording audit trail (edit log) facility and the same has been operated throughout the period for all relevant transactions recorded in the accounting software at the application level. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), is not available.

e. The Company has also used an accounting software for maintenance of payroll records which is operated by a third-party software provider and as per the 'Independent Service Auditor's Report on a Description of the Service Organization's System and the Suitability of the Design and Operating Effectiveness of Controls' ('Type 2 report' issued in accordance with attestation standards established by the American Institute of Certified Public Accountants ('AICPA')), audit trail is enabled and operated throughout the year at the application level and database level to log any direct data changes.

## Note 49 Other Statutory Information

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

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

(iii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory year.

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

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or

b. directly or indirectly provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

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

a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

(viii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(ix) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

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

## Note 50

Previous year figures have been re-grouped / re-classified wherever necessary, to confirm to the current period's presentation wherever considered necessary

This is a summary of material accounting policies and other explanatory information referred to in our audit report of even date

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No. 001076N / N500013

**Rohan Jain**  
Partner  
Membership No. 139536

Place: Mumbai  
Date: 08 May 2025

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**  
CEO and Managing Director  
DIN: 00020675

**Abhishek Kapoor**  
Chief Financial Officer  
ACA: 098459  
Place: Mumbai  
Date: 08 May 2025

**Alok Vajpeyi**  
Chairman and Director  
DIN: 00019098

**Shalaka Koparkar**  
Company Secretary  
Membership No. A25314







# **Consolidated Financial Statements**

# Independent Auditor's Report

To the Members of Sula Vineyards Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

- 1. We have audited the accompanying consolidated financial statements of Sula Vineyards Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 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 financial statements, including a material accounting policy information and other explanatory information.
- 2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS') specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group as at 31 March 2025, and their consolidated profit (including

other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

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

Key audit matter	How our audit addressed the key audit matter
<b>Revenue Recognition</b>	
Refer Note 2.1(xvii) to the accompanying consolidated financial statements for the accounting policy on revenue recognition and Note 22 for the details of revenue recognised during the year.  The Group derives its revenue from sale of products to a wide network of distributors and state government corporations. Further, revenue from sale of services represents revenue from hospitality services.  Revenue recognition for sale of products and services in accordance with the principles of Ind AS 115, "Revenue	Our audit procedures related to revenue recognition included, but were not limited to the following procedures:  a. Understood the process of revenue recognition and evaluated the appropriateness of the accounting policy adopted by the management on revenue recognition including determination of transaction price and satisfaction of performance obligations, in accordance with Ind AS 115;  b. Evaluated the design and tested the operating effectiveness of relevant key controls around



<p>from Contracts with Customers" ('Ind AS 115'), for the Group involves certain key judgements, such as, identification of performance obligations in a contract, determination of transaction price including variable consideration in the form of rebates, discounts and payouts under various promotional schemes offered by the Group, and assessment of satisfaction of the performance obligations represented by the transfer of control of the products sold and services rendered to the customers, including state government corporations.</p> <p>Owing to the significance of amount, multiplicity of Group's products and revenue streams, volume of transactions, size of distribution network, nature of customers with varied terms of contracts, audit of revenue recognised during the year requires significant auditor attention and industry knowledge, and accordingly, revenue recognition is considered as a key audit matter in the current year audit.</p>	<p>recognition and measurement of revenue including general and specific IT controls;</p> <p>c. Performed substantive testing, on a sample basis, on revenue transactions recorded during the year, and transactions recorded before and after year end by inspecting supporting documents such as customer contracts/ purchase orders, invoices, proofs of dispatch and delivery etc., to ensure the accuracy and completeness of revenue recorded for such transactions;</p> <p>d. Performed substantive analytical procedures such as variance analysis on revenue to identify any unusual variance;</p> <p>e. Performed substantive testing by selecting a sample of discounts, rebate and other pay-out transactions with distributors recorded during the year as well as period end accrual basis the promotion schemes offered by the Group;</p> <p>f. Evaluate the appropriateness and adequacy of disclosures made in the accompanying consolidated financial statements in respect of revenue recognition in accordance with financial reporting framework.</p>
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#### Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, Report on Corporate Governance and Management Discussion and Analysis, but does not include the consolidated financial statements and our auditors report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding

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

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

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

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors.
12. 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.
  13. 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.
  14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about

the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Holding Company has paid remuneration to their directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act. Further, we report that two (2) subsidiaries incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under Section 197(16) of the Act is not applicable in respect of such subsidiaries.
16. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued till date by us, of companies included in the consolidated financial statements for the year ended 31 March 2025 and covered under the Act we report that:

<b>Name</b>	Sula Vineyards Limited
<b>CIN</b>	L15549MH2003PLC139352
<b>Holding Company / subsidiary / Associate / Joint Venture</b>	Holding Company
<b>Clause number of the CARO report which is qualified or adverse</b>	Clause ii(b)

17. 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 purpose of our audit of the aforesaid consolidated financial statements;
  - b. Except for the matters stated in paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
  - c. The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

- d. In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- e. On the basis of the written representations received from the directors of the Holding Company and its subsidiaries taken on record by the Board of Directors of the Holding Company and its subsidiaries, respectively, none of the directors of the Group companies are disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. The qualification relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 17(b) above on reporting under Section 143(3) (b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries covered under the Act, and the operating effectiveness of such controls, refer to our separate report in Annexure 2 wherein we have expressed an unmodified opinion; and
- h. With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 32 to the consolidated financial statements;
  - ii. The Holding Company and its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries covered under the Act, during the year ended 31 March 2025;
  - iv. a. The respective managements of the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act have represented to us that to the best

- of their knowledge and belief, as disclosed in note 51(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiaries, ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The respective managements of the Holding Company and its subsidiaries, incorporated in India whose financial statements have been audited under the Act have represented to us that to the best of their knowledge and belief as disclosed in the note 51(vi) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiaries, from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Holding Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. Further, as stated in note 40 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- vi. As stated in Note 49 to the consolidated financial statements and based on our examination which included test checks, except for instances mentioned below, the Group, in respect of financial year commencing on 1 April 2024, has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the softwares. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Group as per the statutory requirements for record retention where the audit trail feature was enabled:
- a. The accounting software used by the Holding Company and its subsidiaries for maintenance of all accounting records w.e.f. 1 October 2024 is operated by a third-party software service provider. In the absence of any information on existence of audit trail (edit logs) for any direct changes made at the database level in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with ISAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature with respect to the database of the said software was enabled and operated throughout the period.
- b. The accounting software used by the Holding Company and one (1) subsidiary for maintenance of sales records for the hospitality services did not have a feature of recording audit trail (edit log) facility.
- c. The accounting software used for maintenance of sales records for the hospitality services for the period 1 April 2024 to 31 May 2024 by the Holding Company and a subsidiary did not have a feature of recording audit trail (edit log) facility. Further, the Holding Company and the subsidiary migrated to a new accounting software from 1 June 2024 onwards which is operated by a third-party software service provider. In absence of an 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating



Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment if the audit trail feature at the database level of the said software was enabled and operated throughout the period for all relevant transactions.

d. The audit trail feature was not enabled for the period 1 April 2024 to 12 April 2024 for the accounting software used for maintenance of all accounting records by one (1) subsidiary

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Rohan Jain**

Partner

Membership No.: 139536

UDIN: 25139536BMONNN1854

Place: Mumbai

Date: 08 May 2025

## **Annexure 1**

List of subsidiaries included in the consolidated financial statements

1. Artisan Spirits Private Limited
2. N D Wines Private Limited

### **Independent Auditor's Report on the internal financial controls with reference to the consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

1. In conjunction with our audit of the consolidated financial statements of Sula Vineyards Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies which are companies covered under the Act, as at that date.

#### **Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The respective Board of Directors of the Holding Company and its subsidiary companies which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('the ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the order and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements**

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance

Note') issued by the ICAI. 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 with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained 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 Holding Company and its subsidiary companies as aforesaid.

#### **Meaning of Internal Financial Controls with Reference to Financial Statements**

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

## **Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

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

### **Opinion**

8. In our opinion the Holding Company and its subsidiary companies which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

**Rohan Jain**

Partner

Membership No.: 139536

UDIN: 25139536BMONNN1854

Place: Mumbai

Date: 08 May 2025

# Consolidated Balance Sheet

## as at 31 March 2025

(Amount in INR crore)

	Note No.	As at 31 March 2025	As at 31 March 2024
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	471.86	424.92
Right-of-use assets	3A	16.32	23.28
Capital work-in-progress	3B	4.87	4.82
Goodwill	4A	2.52	0.85
Other intangible assets	4A	4.61	5.26
Intangible assets under development	4B	0.65	-
Financial assets			
• Investments	5	0.00	0.00
• Loans	6	2.24	1.92
• Other financial assets	7	11.55	57.35
Deferred tax assets (net)	8B	4.58	-
Non-current tax assets (net)	8A	6.19	0.60
Other non-current assets	9	11.54	5.08
<b>Total non-current assets</b>		<b>536.93</b>	<b>524.08</b>
<b>Current assets</b>			
Inventories	10	216.07	197.84
Financial assets			
• Trade receivables	11	234.41	169.60
• Cash and cash equivalents	12	7.22	97.19
• Bank balances other than cash and cash equivalents	13	6.92	7.73
• Loans	6	1.90	1.75
• Other financial assets	7	68.94	20.74
Other current assets	9	8.18	7.42
<b>Total current assets</b>		<b>543.64</b>	<b>502.27</b>
<b>Total assets</b>		<b>1,080.57</b>	<b>1,026.35</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	14	16.88	16.88
Other equity	15	569.39	533.12
<b>Total equity</b>		<b>586.27</b>	<b>550.00</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
• Borrowings	16	67.66	51.80
• Lease liabilities	17	12.89	18.25
Provisions	18	3.38	2.15
Deferred tax liabilities (net)	8B	27.14	19.01
<b>Total non-current liabilities</b>		<b>111.07</b>	<b>91.21</b>
<b>Current liabilities</b>			
Financial liabilities			
• Borrowings	16	229.45	247.83
• Lease liabilities	17	5.25	6.39
Trade payables	19		
- Total outstanding dues of micro enterprises and small enterprises		5.94	4.45
- Total outstanding dues of creditors other than micro enterprises and small enterprises		86.23	79.05
Other financial liabilities	20	24.03	20.91
Other current liabilities	21	27.87	24.76
Provisions	18	2.17	1.75
Current tax liabilities (net)	8A	2.29	-
<b>Total current liabilities</b>		<b>383.23</b>	<b>385.14</b>
<b>Total equity and liabilities</b>		<b>1,080.57</b>	<b>1,026.35</b>

The accompanying notes form an integral part of the consolidated financial statements  
This is the Consolidated Balance Sheet referred to in our audit report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm Registration No. 001076N / N500013

**Rohan Jain**

Partner

Membership No. 139536

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**

CEO and Managing Director

DIN: 00020675

**Alok Vajpeyi**

Chairman and Director

DIN: 00019098

**Abhishek Kapoor**

Chief Financial Officer

ACA: 098459

Place: Mumbai

Date: 08 May 2025

**Shalaka Koparkar**

Company Secretary

Membership No. A25314

Place: Mumbai

Date: 08 May 2025



# Consolidated Statement of Profit and Loss

## for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

	Note No.	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>Income</b>			
Revenue from operations	22	619.38	608.65
Other income	23	3.93	7.72
<b>Total Income</b>		<b>623.31</b>	<b>616.37</b>
<b>Expenses</b>			
Cost of materials consumed	24	121.48	133.85
Purchase of stock-in-trade		30.02	17.28
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	(13.53)	(17.28)
Excise duty on sales		40.23	40.92
Employee benefits expense	26	93.82	86.95
Other expenses:			
- Selling, distribution and marketing expense	27	91.07	67.64
- Others	28	107.22	103.44
		<b>470.31</b>	<b>432.80</b>
<b>Earnings Before Interest, Depreciation, Tax And Amortisation (EBIDTA)</b>		<b>153.00</b>	<b>183.57</b>
Finance costs	29	29.67	26.16
Depreciation and amortisation expenses	30	34.99	31.63
<b>Profit Before Tax</b>		<b>88.34</b>	<b>125.78</b>
<b>Tax Expense</b>	<b>8A</b>		
• Current tax		17.00	31.40
• Deferred tax		1.14	1.07
		18.14	32.47
<b>Net profit for the year (A)</b>		<b>70.20</b>	<b>93.31</b>
<b>Other comprehensive income / (loss) (OCI)</b>			
Items that will not be reclassified to profit or loss			
Gain/ (loss) on remeasurement of defined benefit plans (net of taxes)	33	0.10	(0.66)
Items that will be reclassified to profit or loss		-	-
<b>Other comprehensive income / (loss) for the year (B)</b>		<b>0.10</b>	<b>(0.66)</b>
<b>Total comprehensive income for the year (attributable to owners) (A+B)</b>		<b>70.30</b>	<b>92.65</b>
<b>Net profit for the year attributable to:</b>			
Owners of the parent		70.20	93.31
Non-controlling interest		-	-
<b>Other comprehensive income/ (loss) for the year attributable to:</b>			
Owners of the parent		0.10	(0.66)
Non-controlling interest		-	-
<b>Total comprehensive income for the year attributable to:</b>			
Owners of the parent		70.30	92.65
Non-controlling interest		-	-
Earnings per equity share of nominal value INR 2 each	31		
Basic (in INR)		8.32	11.06
Diluted (in INR)		8.32	11.05

The accompanying notes form an integral part of the consolidated financial statements

This is the Consolidated Statement of Profit and Loss referred to in our audit report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm Registration No. 001076N / N500013

**Rohan Jain**  
Partner  
Membership No. 139536

Place: Mumbai  
Date: 08 May 2025

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**  
CEO and Managing Director  
DIN: 00020675

**Abhishek Kapoor**  
Chief Financial Officer  
ACA: 098459  
Place: Mumbai  
Date: 08 May 2025

**Alok Vajpeyi**  
Chairman and Director  
DIN: 00019098

**Shalaka Koparkar**  
Company Secretary  
Membership No. A25314

# Consolidated Statement of Cash Flows

## for the year ended 31 March 2025

(Amount in INR crore)

	Year ended 31 March 2025	Year ended 31 March 2024
<b>A. Cash flow from operating activities</b>		
Profit before tax	88.34	125.78
<b>Adjustments for</b>		
Depreciation and amortisation expense	34.99	31.63
Interest expense	27.79	24.48
Interest income	(2.38)	(5.58)
Gain on sale of investment in mutual fund	(0.61)	-
Loss allowance on financial assets	0.27	1.29
Provisions no longer required written back	-	(2.10)
Allowance for non-moving / obsolete inventory	0.31	0.43
Government grant related to depreciable assets	(0.28)	(0.22)
Share based payment expenses	3.78	1.23
Loss on disposal of property, plant and equipment (net)	0.22	(0.62)
Profit on termination of lease agreements	(0.17)	(0.78)
Unrealised exchange (gain)/ loss on foreign currency translations (net)	(0.03)	0.01
	63.89	49.77
<b>Operating profit before working capital changes</b>	<b>152.23</b>	<b>175.55</b>
<b>Adjustments for changes in working capital:</b>		
Increase in inventories	(18.54)	(19.42)
Increase in trade receivables	(65.06)	(53.01)
(Increase) / decrease in current/ non-current financial and other assets	(2.93)	50.55
Increase in current / non-current in trade payables, current / non-current other financial liabilities, other liabilities and provisions	12.98	1.96
	(73.55)	(19.92)
<b>Cash generated from operations</b>	<b>78.68</b>	<b>155.63</b>
Direct taxes paid (net of refunds)	(20.30)	(34.44)
<b>Net cash generated from operating activities (A)</b>	<b>58.38</b>	<b>121.19</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment, capital work-in-progress, other intangible assets and intangible assets under development (Refer Note 2)	(67.48)	(59.31)
Payment towards acquisition of business (net of cash and cash equivalents acquired)	(12.98)	-
Proceeds from sale of property, plant and equipment and other intangible assets (net)	2.11	0.87
Government grant received	-	5.03
Loan given to employees (net)	(0.47)	(0.36)
Proceeds from maturity/(placement) of bank deposits (net)	1.15	9.72
Proceeds from sale of mutual funds	94.86	-
Investment in mutual funds	(94.25)	-
Interest received	2.25	1.20
<b>Net cash used in investing activities (B)</b>	<b>(74.81)</b>	<b>(42.85)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds from issue of equity share capital on exercise of employee stock options	0.17	2.09
Proceeds from long-term borrowings	61.50	31.42
Repayment of long-term borrowings	(44.96)	(33.90)
(Repayment of) / proceeds from short-term borrowings (net)	(19.06)	110.35
Repayment of principal portion of lease liabilities	(5.09)	(5.90)
Payment of interest on lease liabilities	(1.78)	(1.62)
Interest paid	(26.76)	(21.95)
Dividend paid	(37.56)	(78.01)
<b>Net cash (used in)/generated from financing activities (C)</b>	<b>(73.54)</b>	<b>2.48</b>
Net (decrease) /increase in cash and cash equivalents (A+B+C)	(89.97)	80.82
Cash and cash equivalents at the beginning of the year	97.19	16.37
Cash and cash equivalents at the end of the year	7.22	97.19

### Notes:-

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7), Statement of Cash Flows.
- Additions include movements of capital advances and liabilities for capital goods.

This is the Consolidated Statement of Cash Flows referred to in our audit report of even date

For **Walker Chandiok & Co LLP**  
Chartered Accountants  
Firm Registration No. 001076N / N500013

**Rohan Jain**  
Partner  
Membership No. 139536

Place: Mumbai  
Date: 08 May 2025

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**  
CEO and Managing Director  
DIN: 00020675

**Abhishek Kapoor**  
Chief Financial Officer  
ACA: 098459  
Place: Mumbai  
Date: 08 May 2025

**Alok Vajpeyi**  
Chairman and Director  
DIN: 00019098

**Shalaka Koparkar**  
Company Secretary  
Membership No. A25314

# Consolidated Statement of Changes in Equity

## as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

a) Equity share capital		
Particulars	Number	INR Crore
Equity shares of face value INR 2 per share issued, subscribed and fully paid-up		
<b>As at 1 April 2023</b>	<b>8,42,57,798</b>	<b>16.85</b>
Employee stock options exercised during the year	1,41,831	0.03
<b>As at 31 March 2024</b>	<b>8,43,99,629</b>	<b>16.88</b>
Employee stock options exercised during the year	10,000	0.00
<b>As at 31 March 2025</b>	<b>8,44,09,629</b>	<b>16.88</b>

b) Other equity							
Particulars	Share application money received pending allotment (A)	Reserves and surplus (B)				Other Comprehensive income/(loss) (C)	Total (A+B+C)
		Securities premium	Share option outstanding account	General reserve	Retained earnings	Currency fluctuation reserve	
<b>As at 1 April 2023</b>	<b>0.33</b>	<b>318.54</b>	<b>0.25</b>	<b>3.68</b>	<b>192.40</b>	<b>(0.01)</b>	<b>515.19</b>
Net profit for the year	-	-	-	-	93.31	-	93.31
Other comprehensive loss for the year	-	-	-	-	(0.67)	0.01	(0.66)
Share based payment expense	-	-	1.23	-	-	-	1.23
Exercise of employee stock options	(0.33)	2.42	(0.03)	-	-	-	2.06
Cancellation of employee stock options	-	-	(0.26)	0.26	-	-	-
Payment of dividend	-	-	-	-	(78.01)	-	(78.01)
<b>As at 31 March 2024</b>	<b>-</b>	<b>320.96</b>	<b>1.19</b>	<b>3.94</b>	<b>207.03</b>	<b>-</b>	<b>533.12</b>
Net profit for the year	-	-	-	-	70.20	-	70.20
Other comprehensive income for the year, net of tax	-	-	-	-	0.10	-	0.10
Share based payment expense	-	-	3.78	-	-	-	3.78
Exercise of employee stock options	-	0.49	(0.32)	-	-	-	0.17
Payment of dividend	-	-	-	-	(37.98)	-	(37.98)
<b>As at 31 March 2025</b>	<b>-</b>	<b>321.45</b>	<b>4.65</b>	<b>3.94</b>	<b>239.35</b>	<b>-</b>	<b>569.39</b>

This is the Consolidated Statement of Changes in Equity referred to in our audit report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm Registration No. 001076N / N500013

**Rohan Jain**  
Partner  
Membership No. 139536

Place: Mumbai  
Date: 08 May 2025

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**  
CEO and Managing Director  
DIN: 00020675

**Abhishek Kapoor**  
Chief Financial Officer  
ACA: 098459  
Place: Mumbai  
Date: 08 May 2025

**Alok Vajpeyi**  
Chairman and Director  
DIN: 00019098

**Shalaka Koparkar**  
Company Secretary  
Membership No. A25314

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

## Note 1 Corporate Information

Sula Vineyards Limited (the "Holding Company", or the "Parent Company") is a Company domiciled and headquartered in Mumbai, Maharashtra, India and was incorporated under the provisions of the erstwhile Companies Act, 1956.

The Holding Company is listed on the National Stock Exchange of India Limited ('NSE') and BSE Limited on 22 December 2022. The Holding Company having CIN L15549MH2003PLC139352 has its registered office located at 901 Solaris One, N.S. Phadke Marg, Andheri East, Mumbai, Maharashtra, India, 400069.

The Holding Company and its subsidiaries (the Holding Company and its subsidiaries collectively referred to as the "Group"). The Group is principally engaged in the business of manufacture, purchase and sale of premium wine and other alcoholic beverages. This Consolidated financial statements of the Group for the year ended 31 March 2025 were authorised for issue in accordance with resolution of the Board of Directors on 8 May 2025.

## Note 2.1 Material Accounting Policies

### i. Basis of Preparation

The Consolidated financial statements ("financial statements") of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules as amended from time to time notified under the Companies (Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India.

The Consolidated financial statements are also compliant with the disclosure requirements as made applicable to companies with effect from 1 April 2021 vide amendments to Schedule III to the Act dated 24 March 2021.

The Consolidated financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities, defined benefit plan and share based payments in accordance with Ind AS and Presentation and disclosure requirements of Division II of Schedule III to the Companies Act, 2013 (Ind AS Compliant Schedule III) as amended from time to time.

The Group's Consolidated financial statements are reported in Indian Rupees, which is also the Group's functional currency, and all values are presented in INR crore, except when otherwise indicated. Further, "0.00" denotes amounts less than fifty thousand rupees.

### ii. Principles of Consolidation

The Consolidated financial statements have been prepared on the following basis:

#### a. Subsidiary

Subsidiary is the entity which is, directly or indirectly, controlled by the Holding Company. Controls exists when the Holding Company, directly or indirectly, has power over the investee, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

Consolidation of a subsidiary begins when the Holding Company, directly or indirectly, obtains control over the subsidiary and ceases when the Holding Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Holding Company, directly or indirectly, gains control until the date when the Holding Company, directly or indirectly, ceases to control the subsidiary.

The Group combines the separate financial statements of the parent and its subsidiary line by line by adding together like items of assets, liabilities, contingent liability, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. The accounting policies of subsidiaries have been harmonised to ensure the consistency with the policies adopted by the Holding Company.

- b. The Consolidated financial statements have been presented to the extent possible, in the same manner as Holding Company's standalone financial statements.
- c. The gains/losses in respect of part divestment/dilution of stake in subsidiary companies not resulting in ceding of control, are recognised directly in other equity attributable to the owners of the Parent Company.
- d. d. The gains/losses in respect of divestment of stake resulting in ceding of control in subsidiary companies are recognised in the Consolidated statement of Profit and Loss. The investment representing the interest retained in a former subsidiary, if any, is initially recognised at its fair value with the corresponding



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

effect recognised in the Consolidated statement of Profit and Loss as on the date the control is ceded. Such retained interest is subsequently accounted as an associate or a joint venture or a financial asset.

- e. The Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's separate financial statements in preparing the Consolidated financial statements to ensure conformity with the Group's accounting policies, wherever necessary and practicable.
- f. Notes to the consolidated financial statements represent notes involving items which are considered material and accordingly disclosed. Materiality for the purpose is assessed in relation to the information contained in the financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or a parent having no bearing on the true and fair view of the financial statements has not been disclosed in this consolidated financial statements.

### iii. Operating cycle and current, non-current classification

Based on the nature of services and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current/ non-current classification of assets and liabilities. The Group presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is current when:

- It is expected to be realised in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is expected to be realised within twelve months after the reporting period, or
- It is cash or cash equivalent.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities respectively.

### iv. Accounting Estimates

The preparation of the consolidated financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

### v. Critical estimates and judgements

Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Information about the estimates and judgements made in applying accounting policies that the most significant effect on the amount recognised in the financial statements are as follows:

#### a. Useful lives of property, plant and equipment and intangible assets

The Group has estimated the useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

technological changes, etc. The Group reviews the estimated useful lives and residual values of the assets at each reporting period. This reassessment may result in change in depreciation and amortisation expense in the future periods.

## **b. Income taxes**

The tax jurisdictions for the Group is India. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods. The recognition of taxes that are subject to certain legal or economic limits or uncertainties is assessed individually by management based on the specific facts and circumstances.

Deferred tax assets are recognised to the extent it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised.

## **c. Provision and contingencies**

The assessments undertaken in recognizing provisions and contingencies have been made in accordance with the applicable Ind AS. A provision is recognized 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. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows. In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group is involved, it is not expected that such contingencies will have a

material effect on its financial position or profitability

## **d. Share based payments**

The Group uses the most appropriate valuation model depending on the terms and conditions of the grant, including the expected life of the share option and volatility. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 42.

## **e. Accounting for defined benefit plans**

In accounting for post-retirement benefits, several statistical and other factors that attempt to anticipate future events are used to calculate plan expenses and liabilities. These factors include expected discount rate assumptions and rate of future compensation increases. To estimate these factors, actuarial consultants also use estimates such as withdrawal, turnover, and mortality rates which require significant judgment. The actuarial assumptions used by the Group may differ materially from actual results in future periods due to changing market and economic conditions, regulatory events, judicial rulings, higher or lower withdrawal rates, or longer or shorter participant life spans.

## **f. Impairment of financial/ non-financial assets**

An impairment loss is recognised for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount to determine the recoverable amount, management estimates expected future cash flows from each asset or cash generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Group's assets. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

## **vi. Fair Value Measurement**

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

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

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

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

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

## vii. Property, Plant and Equipment.

Property, Plant and Equipment ('PPE') are stated at cost of acquisition less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Consolidated Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Consolidated Statement of Profit and Loss.

Bearer plants comprising of grapevines are stated at cost less accumulated depreciation and accumulated impairment losses. Immature bearer plants, including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the cost of land preparation, new planting and maintenance of newly planted bushes until maturity. On maturity, these costs are classified under bearer plants.

## viii. Capital work-in-progress

Capital work-in-progress representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

## ix. Goodwill and Other Intangible Assets

Goodwill represents the cost of acquired business as established at the date of acquisition of the business in excess of the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities less accumulated impairment losses, if any. Goodwill is tested for impairment annually or when events or circumstances indicate that the implied fair value of goodwill is less than its carrying amount.

Brands acquired in a business combination and recognised separately from Goodwill are initially recognised at their fair value at the acquisition value (which is regarded as their cost). Subsequent to initial recognition, these are reported at cost less accumulated amortisation and accumulated impairment losses, if any.

Other Intangible assets are stated at cost, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably, less accumulated amortisation and accumulated impairment losses, if any. Other Intangible assets mainly comprise of implementation cost for software and other application software acquired and brand acquired through business combination.

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

## x. Depreciation and Amortisation

Depreciation on Property, plant and equipment is calculated using the straight line method as per the estimated useful lives of assets as below:

Asset category	Useful life (in years)	Basis of determination of useful lives
Building	30 – 60	Assessed to be in line with Schedule II to the Act
Leasehold improvement	Over the lease period	-
Plant and equipment	10 – 25	Assessed to be in line with Schedule II to the Act
Furniture and fixtures	5 – 10	Management estimate <sup>^</sup>
Vehicles	8 – 10	Assessed to be in line with Schedule II to the Act
Office equipment	3 – 10	Management estimate <sup>^</sup>
Computers	3 – 6	Assessed to be in line with Schedule II to the Act
Oak barrels	4-15	Management estimate <sup>^</sup>
Bearer plants	20	Management estimate <sup>^</sup>

<sup>^</sup> Useful lives of asset classes determined by management estimate, which are generally lower than those prescribed under Schedule II to the Act are supported by internal technical assessment of the useful lives.

The estimated useful lives and residual values are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

Depreciation on additions is provided on a pro-rata basis i.e. from the date on which asset is ready for use.

Gains and losses on disposals are determined by comparing proceeds with the carrying amounts. These are accounted in Consolidated statement of profit and loss within Other income/ Other expenses.

### Amortisation on Intangible Assets

Intangible assets are amortised on a straight line basis, from the date they are available for use, over their estimated useful lives that is a period of three to ten years.

Asset category	Useful life (in years)	Basis of determination of useful lives
Brand	5 - 10	Management estimate
Computer software	3 – 6	Assessed to be in line with Schedule II to the Act

## xi. Borrowing

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Consolidated Statement of Profit and Loss over the period of the borrowings using the effective interest method. Borrowings are derecognised from the Consolidated Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in Consolidated Statement of Profit and Loss as other gains/(losses). Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

## xii. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### a. Financial Assets

#### (i) Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset except for trade receivables which are initially measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

## ii. Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

### • Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these 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 on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Consolidated Statement of Profit and Loss.

### • Financial Assets Measured at Fair Value

Financial assets are measured at fair value through Other Comprehensive Income ('OCI') if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Consolidated Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL. In respect of equity investments (other than for investment in subsidiaries) which are not held for trading, the Group has made an irrevocable election to present subsequent changes in the fair value of such instruments in Consolidated Statement of Profit and Loss. Such an election is made by the Group on an instrument by instrument basis at the time of transition for existing equity instruments/ initial recognition for new equity instruments.

## iii. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. The Group has made

an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Consolidated Statement of Profit and Loss.

The equity securities which are not held for trading, and for which the Group has made an irrevocable election at initial recognition to recognize changes in fair value through OCI rather than profit or loss as these are strategic investments and the Group considered this to be more relevant.

## iv. Impairment of financial assets

In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

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

ECL is the difference between all contractual cash flows that are due to the Group in accordance

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Consolidated Statement of Profit and Loss.

## v. De-recognition of financial assets

The Group de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

## b. Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

## Financial liabilities

### (i) Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### (ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below

#### Financial liabilities at FVPL:

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

#### Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in Consolidated Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Consolidated Statement of profit and loss.

### (iii) De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Consolidated Statement of Profit and Loss.

### (iv) Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

the liabilities simultaneously.

## xiii. Employee Benefits

### a. Defined Contribution Plan

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Group's provident fund contribution, in respect of certain employees, is made to a government administered fund and charged as an expense to the Consolidated Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Group has no further obligations beyond the monthly contributions.

### b. Defined Benefit Plan

The Group provides for gratuity which is a defined benefit plan the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur and is not eligible to be reclassified to the Consolidated Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Consolidated Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Group's obligation into current and non-current is as per the actuarial valuation report.

### c. Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. However, as the Group does not have an unconditional right to defer settlement for these obligations, the above liabilities are presented as current. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Consolidated Statement of Profit and Loss in the period in which they occur.

### d. Short-term benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Consolidated Statement of Profit and Loss of the

period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

## xiv. Inventories

Inventories which comprise of raw materials, work-in-progress / semi-finished goods, finished goods, stock-intrade, packing materials and consumables, stores and spares are carried at the lower of cost or net realisable value. The comparison of cost and net realisable value is made on an item-by-item basis.

Cost of inventories comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Costs of purchased inventory are determined after deducting rebates and discounts. The cost is determined as follows:

- Raw Materials, Traded goods, Packing Materials and Consumables, chemicals, stores and spares are valued using the weighted average method.
- Finished goods and work-in-progress / semi-finished goods are valued at the cost of raw materials along with fixed production overheads being allocated on the basis of normal capacity of production facilities.
- Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.xv. Segment Reporting.
- The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods.
- Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.
- The comparison of cost and net realisable value is made on an item-by-Item basis
- Obsolete, slow moving and defective inventories are identified and written down to net realisable value.

## xv. Operating Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Group as single segment of "Manufacture, purchase and sale of alcoholic wines and spirits". Thus, as defined in Ind AS 108 "Operating Segments", the Group's entire business falls under this one single operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

## xvi. Revenue Recognition

Revenue comprises revenue from contracts with customers for sale of goods and revenue from sale of services representing revenue from hospitality services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold or services rendered is net of variable consideration of various discounts and schemes offered by the Group as part of the contract. Revenue from sale of goods is net of returns, trade allowances, rebates, value added taxes and such amounts collected on behalf of third parties with an exception for excise duties. The Group has assumed that recovery of excise duty flows to the Group on its own account and hence is a liability of the Group irrespective of whether the goods are sold or not.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is recognised as and when performance obligations are satisfied by transferring goods or services to the customer, as below:

### a. Revenue from sale of products

Revenue is recognised on transfer of control, being on dispatch of goods or upon delivery to customer, in accordance with the terms of sale.

### b. Revenue from sale of services

Revenue from sale of services represents revenue from hospitality services which mainly comprise of sale of room nights, food and beverages and allied services relating to the resort and winery. Revenue is recognized at a point in time when the services are rendered. Revenue is measured at the fair value of the consideration received or receivable (net of allowances or discounts) excluding taxes or duties collected on behalf of the government.

### c. Interest Income

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. Interest income is included under the head "other income" in the Statement of Profit and Loss.

### d. Dividend Income

Dividend income is recognised when the right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

### e. Other Income

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

## xvii. Government Grants

Grants and subsidies from the Government are recognised when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions are complied with. Government grants related to revenue under Wine Industry Promotion Subsidy linked with value added tax, are recognised in the Consolidated Statement of Profit and Loss in the period in which they become receivable. Government grants related to assets (Ministry of Food Processing Industry and Electric Vehicles) are treated as deferred income and are recognized in the net profit in the Consolidated Statement of Profit and Loss over the useful life of the assets.

## xviii. Share Based Payments

Share based compensated benefits are provided to certain grades of employees in consideration of the services rendered. Under the equity settled share-based payment, the fair value on the grant date of the instrument given to employees is recognised as 'employee benefits expenses' with a corresponding increase in equity over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. The fair value of the options at the grant date is calculated by an independent valuer basis Black Scholes model. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity. Upon exercise of share options, the proceeds received are allocated to share capital up to the par value of the shares issued with any excess being recorded as share premium.



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

## **xix. Leases**

The Group's lease asset classes primarily consist of leases for land, warehouses, vehicles and furniture. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of the consideration.

At the date of the commencement of the lease, the Group recognises a right-of-use asset representing its right to use the underlying asset for the lease term and a corresponding lease liability for all the lease arrangements in which it is a lease, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the period of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The estimated useful life of the assets are determined on the same basis as those of property, plant and equipment.

Right-of-use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Carrying amount of right-of-use asset is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The future lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. For a lease with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

Right-of-use assets and lease liabilities have been separately presented in the Balance Sheet. Further, lease payments have been classified as financing cash flows.

## **xx. Income Tax**

Income tax comprises of current and deferred income

tax. Income tax is recognised as an expense or income in the Consolidated Statement of Profit and Loss, except to the extent it relates to items directly recognised in equity or in OCI.

### **a. Current income tax**

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

### **b. Deferred Income Tax**

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## **xxi. Foreign currency transactions and balances**

### **a. Initial Recognition**

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

### **b. Conversion**

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

## c. Treatment of Exchange Difference

Exchange differences arising on settlement/restatement of short-term foreign currency monetary assets and liabilities of the Group are recognised as income or expense in the Consolidated Statement of Profit and Loss.

## xxii. Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

The Group recognises a provision in respect of an onerous contract when the expected benefits to be derived from a contract is lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at lower of the expected cost of terminating the contract and the expected net cost of fulfilling the contract.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably. Contingent assets are disclosed where an inflow of economic benefits is probable.

## xxiii. Earnings per share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods

presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Group and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

## xxiv. Earnings Before Interest, Tax, Depreciation and amortisation (EBIDTA)

Earnings Before Interest, Tax, Depreciation and amortization (EBIDTA) is computed by adding interest (finance cost), tax expenses and depreciation and amortization expense to net profit for the period/year

## Note 2.2 Recent accounting pronouncements

Ministry of Corporate Affairs notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. 1 April 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact on its financial statements as at and for the year ended 31 March 2025.

## Material accounting policy information and other explanatory information to the consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 3 Property, plant and equipment										
Particulars	Freehold land	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Computers	Oak Barrels	Bearer Plants	Total
<b>Gross carrying value</b>										
As at 1 April 2023	95.38	180.40	170.96	16.31	8.21	11.85	4.07	12.07	0.28	499.53
Additions	4.72	9.17	30.20	2.44	2.05	3.14	0.60	2.44	-	54.76
Disposals	-	(0.12)	(2.75)	(0.24)	(1.27)	(0.51)	(0.26)	-	(0.14)	(5.29)
<b>As at 31 March 2024</b>	<b>100.10</b>	<b>189.45</b>	<b>198.41</b>	<b>18.51</b>	<b>8.99</b>	<b>14.48</b>	<b>4.41</b>	<b>14.51</b>	<b>0.14</b>	<b>549.00</b>
Additions	-	16.06	39.14	1.96	0.95	2.40	0.06	1.54	1.29	63.40
Acquired on Acquisition (Refer note 45)	6.35	3.06	4.00	-	-	-	-	-	-	13.41
Disposals	-	-	(2.12)	(0.03)	(0.31)	(0.06)	(0.32)	-	-	(2.84)
<b>As at 31 March 2025</b>	<b>106.45</b>	<b>208.57</b>	<b>239.43</b>	<b>20.44</b>	<b>9.63</b>	<b>16.82</b>	<b>4.15</b>	<b>16.05</b>	<b>1.43</b>	<b>622.97</b>
<b>Accumulated depreciation</b>										
As at 1 April 2023	-	31.51	43.59	7.61	4.07	6.32	2.81	6.42	0.12	102.45
Depreciation charge	-	7.02	10.48	1.76	0.75	1.79	0.64	1.71	0.01	24.16
Accumulated depreciation on disposals	-	(0.12)	(1.13)	(0.09)	(0.72)	(0.17)	(0.24)	-	(0.06)	(2.53)
<b>As at 31 March 2024</b>	<b>-</b>	<b>38.41</b>	<b>52.94</b>	<b>9.28</b>	<b>4.10</b>	<b>7.94</b>	<b>3.21</b>	<b>8.13</b>	<b>0.07</b>	<b>124.08</b>
Depreciation charge	-	7.66	12.92	1.95	0.89	1.88	0.56	2.05	0.01	27.92
Accumulated depreciation on disposals	-	-	(0.39)	(0.01)	(0.16)	(0.03)	(0.30)	-	-	(0.89)
<b>As at 31 March 2025</b>	<b>-</b>	<b>46.07</b>	<b>65.47</b>	<b>11.22</b>	<b>4.83</b>	<b>9.79</b>	<b>3.47</b>	<b>10.18</b>	<b>0.08</b>	<b>151.11</b>
<b>Net carrying value</b>										
As at 31 March 2024	100.10	151.04	145.47	9.23	4.89	6.54	1.20	6.38	0.07	424.92
<b>As at 31 March 2025</b>	<b>106.45</b>	<b>162.50</b>	<b>173.96</b>	<b>9.22</b>	<b>4.80</b>	<b>7.03</b>	<b>0.68</b>	<b>5.87</b>	<b>1.35</b>	<b>471.86</b>

### Notes:

- Refer note 16.1 for information of property, plant and equipment pledged as security against borrowings of the Group.
- Refer note 32(B) for disclosure of contractual commitments for acquisition of property, plant and equipment.
- The title deeds of all immovable properties (other than properties where the Group is the lessee and lease arrangements are duly exercised in favour of the lessee) are held in the name of the Group.

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 3A Right-of-use assets					
Particulars	Land	Buildings	Vehicles	Furniture	Total
<b>Gross carrying value</b>					
As at 1 April 2023	6.84	14.68	0.09	-	21.61
Additions	0.28	22.63	-	0.40	23.31
Disposals	(0.06)	(14.54)	-	-	(14.60)
<b>As at 31 March 2024</b>	<b>7.06</b>	<b>22.77</b>	<b>0.09</b>	<b>0.40</b>	<b>30.32</b>
Additions	1.35	5.66	-	-	7.01
Disposals	(1.07)	(9.62)	(0.09)	-	(10.78)
<b>As at 31 March 2025</b>	<b>7.34</b>	<b>18.81</b>	<b>-</b>	<b>0.40</b>	<b>26.55</b>
<b>Accumulated depreciation</b>					
As at 1 April 2023	2.19	10.08	0.07	-	12.34
Depreciation charge	1.40	4.95	0.02	0.07	6.44
Accumulated depreciation on disposals	-	(11.74)	-	-	(11.74)
<b>As at 31 March 2024</b>	<b>3.59</b>	<b>3.29</b>	<b>0.09</b>	<b>0.07</b>	<b>7.04</b>
Depreciation charge	1.62	4.02	-	0.08	5.72
Accumulated depreciation on disposals	(1.07)	(1.37)	(0.09)	-	(2.53)
<b>As at 31 March 2025</b>	<b>4.14</b>	<b>5.94</b>	<b>-</b>	<b>0.15</b>	<b>10.23</b>
<b>Net carrying value</b>					
As at 31 March 2024	3.47	19.48	-	0.33	23.28
<b>As at 31 March 2025</b>	<b>3.20</b>	<b>12.87</b>	<b>-</b>	<b>0.25</b>	<b>16.32</b>

Note: Refer note 39 for leases and related disclosures.

Note 3B Capital work-in-progress ('CWIP')	
Particulars	Projects in progress
As at 1 April 2023	1.92
Additions	57.66
Transferred to property, plant and equipment	(54.76)
<b>As at 31 March 2024</b>	<b>4.82</b>
Additions	63.45
Transferred to property, plant and equipment	(63.40)
<b>As at 31 March 2025</b>	<b>4.87</b>

CWIP ageing schedule		
Particulars	As at 31 March 2025	As at 31 March 2024
Less than 1 year	4.87	4.82
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>4.87</b>	<b>4.82</b>

## Notes:

1. There is no capital-work-in progress, where completion is overdue.
2. There is no capital-work-in progress, which have exceeded its costs compare to its plan.
3. As at the reporting date, there are no project which are temporarily suspended.
4. CWIP mainly comprises of building at resort.



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 4A Intangible Assets					
Particulars	Brands (A)	Computer softwares (B)	Other intangible assets (C = A + B)	Goodwill (D)	Total intangible assets (E = C + D)
<b>Gross carrying value</b>					
As at 1 April 2023	22.19	5.54	27.73	1.35	29.08
Additions	-	0.29	0.29	-	0.29
Disposals	(16.16)	(0.01)	(16.17)	-	(16.17)
<b>As at 31 March 2024</b>	<b>6.03</b>	<b>5.82</b>	<b>11.85</b>	<b>1.35</b>	<b>13.20</b>
Additions	-	0.83	0.83	1.67	2.50
Disposals	-	(3.44)	(3.44)	-	(3.44)
<b>As at 31 March 2025</b>	<b>6.03</b>	<b>3.21</b>	<b>9.24</b>	<b>3.02</b>	<b>12.26</b>
<b>Accumulated amortisation / impairment</b>					
As at 1 April 2023	17.38	4.35	21.73	0.50	22.23
Amortisation charge	0.73	0.30	1.03	-	1.03
Reversal on disposal of assets	(16.16)	(0.01)	(16.17)	-	(16.17)
<b>As at 31 March 2024</b>	<b>1.95</b>	<b>4.64</b>	<b>6.59</b>	<b>0.50</b>	<b>7.09</b>
Amortisation charge	0.72	0.63	1.35	-	1.35
Reversal on disposal of assets	-	(3.31)	(3.31)	-	(3.31)
<b>As at 31 March 2025</b>	<b>2.67</b>	<b>1.96</b>	<b>4.63</b>	<b>0.50</b>	<b>5.13</b>
<b>Net carrying value</b>					
<b>As at 31 March 2024</b>	<b>4.08</b>	<b>1.18</b>	<b>5.26</b>	<b>0.85</b>	<b>6.11</b>
<b>As at 31 March 2025</b>	<b>3.36</b>	<b>1.25</b>	<b>4.61</b>	<b>2.52</b>	<b>7.13</b>

**a. Impairment testing for Brand**

Brands are tested for impairment periodically in accordance with the Group procedure for determining the recoverable amount of such assets. The recoverable amount of the assets is based on value-in-use. The value-in-use is determined based on Royalty Relief Method.

**b. Impairment testing for Goodwill**

Goodwill is tested for impairment periodically in accordance with the Group procedure for determining the recoverable amount of such assets. The recoverable amount of the CGU is based on value-in-use. The value-in-use for goodwill is determined based on discounted cash flow projections.

**c. Key assumptions used for value-in-use:**

- Rate of royalty
- Discount rate
- Growth rate used to extrapolate cash flows
- Terminal growth rate

Note 4B Intangible assets under development (IAUD)	
Particulars	Projects in progress
As at 1 April 2023	-
Additions	0.28
Transferred to intangible assets	(0.28)
<b>As at 31 March 2024</b>	<b>-</b>
Additions	1.49
Transferred to intangible assets	(0.84)
<b>As at 31 March 2025</b>	<b>0.65</b>

IAUD ageing schedule		
Particulars	As at 31 March 2025	As at 31 March 2024
Less than 1 year	0.65	-
1-2 years	-	-
2-3 years	-	-
More than 3 years	-	-
<b>Total</b>	<b>0.65</b>	<b>-</b>

**Note:**

1. As at the reporting date, there are no projects which are temporarily suspended.
2. Intangibles under development comprises of new ERP software under transition.
3. There is no intangible assets under development, where completion is overdue.
4. There is no Intangible assets under development, which have exceeded its costs compare to its plan.

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 5 investments		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-Current</b>		
<b>Investments in equity shares valued at fair value through other comprehensive Income</b>		
Investment in equity shares, unquoted fully paid-up		
The Saraswat Co-operative Bank 2,500 (31 March 2024: 2,500) equity shares of face value INR 10 each (31 March 2024: INR 10 each)	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

Note 6 Loans		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Loans to employees	2.24	1.92
<b>Total non-current loans</b>	<b>2.24</b>	<b>1.92</b>
<b>Current</b>		
Loans to employees	1.90	1.75
<b>Total current loans</b>	<b>1.90</b>	<b>1.75</b>
<b>Total loans</b>	<b>4.14</b>	<b>3.67</b>
<b>Break-up of security details</b>		
Loans receivable considered good - secured	-	-
Loans receivable considered good - unsecured	4.14	3.67
Loans receivable which have significant increase in credit risk	-	-
Loans receivable - credit impaired	-	-
<b>Total</b>	<b>4.14</b>	<b>3.67</b>

Note 7 Other financial assets		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Government grants receivable (Refer note 44)	5.70	52.75
Security deposits	5.83	4.57
Bank deposits with maturity of more than 12 months	0.02	0.03
(pledged with excise authorities or earmarked against bank guarantees taken by the Group)		
<b>Total non-current financial assets</b>	<b>11.55</b>	<b>57.35</b>
<b>Current</b>		
Government grants receivable (Refer note 44)	66.62	20.31
Security deposits	2.17	0.41
Interest accrued	0.15	0.02
<b>Total current financial assets</b>	<b>68.94</b>	<b>20.74</b>
<b>Total other financial assets</b>	<b>80.49</b>	<b>78.09</b>

**Note 7.1 :** Refer note 16.1 for information on government grant receivable pledged as security against borrowings of the Group.

Note 8A Non-current tax assets / Current tax liabilities (net)		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>I. The following table provide the details of income tax liabilities and tax assets:</b>		
(a) Income tax liabilities	(85.84)	-
(b) Income tax assets	89.74	0.60
<b>Net Income tax (assets) / liabilities</b>	<b>3.90</b>	<b>0.60</b>
<b>Amount recognised in balance sheet</b>		
Current income tax liabilities in case of an entity	(2.29)	-
Non-current tax assets in case of certain entities	6.19	0.60
<b>Net Income tax assets</b>	<b>3.90</b>	<b>0.60</b>

Particulars	As at 31 March 2025	As at 31 March 2024
<b>ii. The gross movement in the current income tax liabilities / income tax assets is as follows:</b>		
<b>Net income tax assets/ (liabilities) at the beginning</b>	<b>0.60</b>	<b>(2.44)</b>
Income tax paid (net)	20.30	34.44
Current tax expense	(17.00)	(31.40)
<b>Net Income tax assets</b>	<b>3.90</b>	<b>0.60</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>iii. Income tax expense in the Consolidated Statement of Profit and Loss comprises:</b>		
Current tax expense	17.00	31.40
Deferred tax expense	1.14	1.07
<b>Income tax expenses (net) recognised in Consolidated Statement of Profit and Loss</b>	<b>18.14</b>	<b>32.47</b>
Deferred tax expense/ (credit) in other comprehensive Income	0.03	(0.22)
<b>Income tax expenses (net)</b>	<b>18.17</b>	<b>32.25</b>

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
<b>iv. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before tax is as below:</b>		
Profit before income tax	88.34	125.78
Applicable income tax rate	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>22.24</b>	<b>31.66</b>
Effect of expenses that are not deductible for determining taxable profits	0.72	0.33
Reversal of deferred tax asset	0.77	0.17
Tax impact on consolidated adjustment	-	0.18
Effect of deferred tax assets created on loss during earlier years	(4.58)	-
Impact of change in tax rate	(1.10)	-
Deferred tax expense/ (credit) in other comprehensive Income	0.03	(0.22)
Other impact	0.09	0.13
<b>Income tax expense charged to the Consolidated Statement of Profit and Loss</b>	<b>18.17</b>	<b>32.25</b>

<b>Note 8B Deferred tax liabilities (net)</b>		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>(a) Deferred tax liabilities</b>		
- Difference between book base and tax base of PPE and intangible assets	36.80	33.91
	<b>36.80</b>	<b>33.91</b>
<b>(b) Deferred tax assets</b>		
- Expenses allowable on payment basis	6.83	4.80
- Business loss / unabsorbed depreciation	4.54	4.81
- Impairment allowance on financials assets	1.25	2.41
- Others	1.62	2.88
	<b>14.24</b>	<b>14.90</b>
<b>Total deferred tax liabilities (net) [a-b]</b>	<b>22.56</b>	<b>19.01</b>
<b>Deferred tax Composition :</b>		
Deferred tax liabilities(net) in certain entities	27.14	19.01
Deferred tax assets(net) in certain entities	(4.58)	-
<b>Total deferred tax liabilities (net)</b>	<b>22.56</b>	<b>19.01</b>

Movement in components of (deferred tax assets) and deferred tax liabilities are as follows:

Particulars	Difference between book base and tax base of PPE and intangible assets	Expenses allowable on payment basis	Business loss / unabsorbed depreciation	Impairment allowance on financials assets	Others	Net deferred tax liabilities
	(A)	(B)	(C)	(D)	(E)	(A)-(B)-(C)-(D)-(E)
As at 1 April 2023	29.35	(4.34)	(0.62)	(2.58)	(3.65)	18.16
Charged / (credited)						
- to profit or loss	4.56	(0.24)	(4.19)	0.17	0.77	1.07
- to other comprehensive income	-	(0.22)	-	-	-	(0.22)
<b>As at 31 March 2024</b>	<b>33.91</b>	<b>(4.80)</b>	<b>(4.81)</b>	<b>(2.41)</b>	<b>(2.88)</b>	<b>19.01</b>
Charged / (credited)						
- to profit or loss	2.65	(2.06)	0.27	1.16	1.26	3.28
- to other comprehensive income	-	0.03	-	-	-	0.03
- impact of acquisition	0.24					0.24
<b>As at 31 March 2025</b>	<b>36.80</b>	<b>(6.83)</b>	<b>(4.54)</b>	<b>(1.25)</b>	<b>(1.62)</b>	<b>22.56</b>

**Note 8.1:** In the previous year due to absence of convincing evidence of future taxable profits against which unused tax losses (including unabsorbed depreciation) can be utilised, the subsidiary Company Artisans Spirits Private Limited had recognize deferred tax assets in respect of the temporary differences only to the extent of deferred tax liabilities. However, as on 31st March 2025 the subsidiary Company has recognized deferred tax assets amounting to INR 4.58 crore on the unused tax losses (including the unabsorbed depreciation) and temporary differences as the subsidiary Company expects to continue generating taxable income in the future, and Company believes that it is more likely to realise the benefits of the deferred tax assets.

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Loss incurred in assessment year	Losses carried forward				Carried forward valid Upto	
	As at 31 March 2025		As at 31 March 2024			
	Business loss	Unabsorbed depreciation	Business loss	Unabsorbed depreciation	Business loss	Unabsorbed depreciation
2012-13	-	0.02	-	0.02	-	Indefinite
2013-14	-	0.80	-	0.80	-	Indefinite
2014-15	-	0.71	-	0.71	-	Indefinite
2015-16	-	0.63	-	0.63	-	Indefinite
2016-17	-	0.55	-	0.55	-	Indefinite
2017-18	-	0.50	-	0.50	-	Indefinite
2018-19	-	0.38	0.76	0.38	2026-27	Indefinite
2019-20	-	0.30	2.04	0.30	2027-28	Indefinite
2020-21	0.30	0.21	2.49	0.21	2028-29	Indefinite
2023-24	9.26	2.85	12.32	2.85	2031-32	Indefinite
2024-25	-	1.54	-	1.54	2032-33	Indefinite
2025-26	-	-	-	-	2033-34	Indefinite

Note 9 Other Assets		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non Current</b>		
Capital advances	10.22	3.87
Balances with government authorities	0.96	0.96
Prepaid expenses	0.36	0.25
<b>Total other non-current assets</b>	<b>11.54</b>	<b>5.08</b>
<b>Current</b>		
Advance to suppliers	2.91	3.35
Balances with government authorities	1.73	1.09
Prepaid expenses	3.54	2.98
<b>Total Other Current Assets</b>	<b>8.18</b>	<b>7.42</b>
<b>Total Other Assets</b>	<b>19.72</b>	<b>12.50</b>

Note 10 Inventories		
Particulars	As at 31 March 2025	As at 31 March 2024
Work-in-progress / Semi-finished goods	159.07	148.95
Finished goods [including provision for excise duty INR 5.83 crore (31 March 2024: INR 5.13 crore)]	25.28	24.06
Stock-in-trade [including goods-in-transit of INR 0.75 crore (31 March 2024: INR 0.30 crore)]	7.60	4.69
Consumables, stores and spares	11.76	9.18
Packing materials	12.36	10.96
<b>Total Inventories</b>	<b>216.07</b>	<b>197.84</b>

**Note 10.1:** Allowance for obsolete and non moving inventories amounting to INR 0.31 crore (31 March 2024 : INR 0.43 crore) has been recognised as an expense during the year and included under "Cost of materials consumed" in Consolidated Statement of Profit and Loss.

**Note 10.2:** Refer note 16 for details on inventories pledged as security against borrowings of the Group.

Note 11 Trade receivables		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Trade receivables</b>	234.41	169.60
<b>Total trade receivables</b>	<b>234.41</b>	<b>169.60</b>
<b>Breakup of security details:</b>		
Trade receivables considered good – secured	2.38	1.54
Trade receivables considered good – unsecured	232.56	168.06
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – credit impaired	5.01	5.33
	<b>239.95</b>	<b>174.93</b>
Less: Impairment of trade receivables	(5.54)	(5.33)
<b>Total trade receivables</b>	<b>234.41</b>	<b>169.60</b>

## Notes:

11.1: There are no trade receivables due from any director or any officer of the Group, either severally or jointly with any other person, or from any firms or private companies in which any director is a partner, a director or a member.

11.2 Trade receivables are non-interest bearing and generally on terms of 30 to 90 days.

11.3 The Group holds security deposit in respect of trade receivables.



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

## 11.4 Trade receivable ageing schedule

As at 31 March 2025	Outstanding for following periods from the transaction date						
	Unbilled Dues	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	-	204.99	25.45	2.48	0.55	0.94	234.41
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	0.47	0.06	0.00	0.00	0.00	0.53
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	0.30	0.42	0.20	0.49	3.60	5.01
	-	205.76	25.93	2.68	1.04	4.54	239.95
As at 31 March 2024	Outstanding for following periods from the transaction date						
	Unbilled Dues	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Total
(i) Undisputed trade receivables - considered good	0.12	152.56	13.98	1.52	0.80	0.62	169.60
(ii) Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	0.28	0.03	-	-	-	0.31
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	0.71	-	0.48	2.15	1.68	5.02
	0.12	153.55	14.01	2.00	2.95	2.30	174.93

Note 12 Cash and cash equivalents		
Particulars	As at 31 March 2025	As at 31 March 2024
Balances with banks in current accounts	7.08	97.12
Cash on hand	0.14	0.07
<b>Total cash and cash equivalents</b>	<b>7.22</b>	<b>97.19</b>

**Note 12.1:** There are no repatriation restriction with regard to cash and cash equivalents as at the end of the respective reporting periods.

Note 13 Bank balances other than cash and cash equivalents		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Earmarked balances with banks</b>		
• Unpaid dividend account	0.44	0.02
• Gratuity account	0.04	0.04
Bank deposits with original maturity of more than 3 months but less than 12 months	6.44	7.67
(Represent margin money or security against borrowings, guarantee and other commitments)		
<b>Total bank balances other than cash and cash equivalents</b>	<b>6.92</b>	<b>7.73</b>

Note 14 Equity share capital		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Authorised share capital</b>		
101,030,000 Equity shares of face value INR 2 each (31 March 2024 : face value of INR 2 each)	20.21	20.21
(31 March 2024: 101,030,000)		
<b>Total authorised share capital</b>	<b>20.21</b>	<b>20.21</b>
<b>Issued, subscribed and fully paid-up equity share capital:</b>		
8,44,09,629 Equity shares of face value INR 2 each (31 March 2024 : face value of INR 2 each)	16.88	16.88
(31 March 2024: 84,399,629)		
<b>Total issued, subscribed and fully paid-up equity share capital</b>	<b>16.88</b>	<b>16.88</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year		
Particulars	Number	INR crore
As at 1 April 2023	8,42,57,798	16.85
Add: Employee stock option exercised during the year	1,41,831	0.03
As at 31 March 2024	8,43,99,629	16.88
Add: Employee stock option exercised during the year	10,000	0.00
As at 31 March 2025	8,44,09,629	16.88

## b. Terms/rights attached to equity shares:

The Holding Company has only one class of equity shares having a par value of INR 2 per share. Each holder of equity share is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend, if any.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shareholding of more than 5%:				
Name of the Shareholder	As at 31 March 2025		As at 31 March 2024	
	No. of shares	% held	No. of shares	% held
Rajeev Samant	1,97,20,619	23.36%	2,10,04,764	24.89%
HDFC Mutual Fund*	80,17,363	9.50%	80,17,363	9.50%
* Includes various schemes of the fund house				

As per records of the Holding Company, including its register of shareholders/members the above shareholding represents both legal and beneficial ownership of shares.

## d. Shares reserved for issue under Employee Stock Options Scheme (ESOS):

As at 31 March 2025, the Holding Company has 483,700 (31 March 2024: 659,400) employee stock options issued under the Employee stock option scheme of the Holding Company to its employees. [refer note 42]

## e. Bonus shares / buy back / shares for consideration other than cash issued during past five years including current year

(i) Aggregate number and class of shares allotted as fully paid up pursuant to contracts without payment being received in cash

FY 2020-21 : 2,012 equity shares (face value INR 10 per share) at a premium of INR 716.93 per share

(ii) Aggregate number and class of shares allotted as fully paid up by way of bonus shares – Nil

(iii) Aggregate number and class of shares bought back – Nil

f. Shareholding of promoters:						
As on 31 March 2025						
Particulars	Name of promoter	No. of shares at the beginning of the year	% of total shares	No. of shares at the end of the year	% of total shares	% change during the year
Equity shares of face value INR 2 each, fully paid-up	Rajeev Samant	2,10,04,764	24.89%	1,97,20,619	23.36%	-1.53%
As on 31 March 2024						
Particulars	Name of promoter	No. of shares at the beginning of the year	% of total shares	No. of shares at the end of the year	% of total shares	% change during the year
Equity shares of face value INR 2 each fully paid	Rajeev Samant	2,19,21,416	26.02%	2,10,04,764	24.89%	-1.13%

Note 15 Other Equity		
Particulars	As at 31 March 2025	As at 31 March 2024
Reserves and Surplus		
- Securities premium	321.45	320.96
- Share option outstanding account	4.65	1.19
- General reserve	3.94	3.94
- Retained earnings	239.35	207.03
	569.39	533.12

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

## Nature and purpose of reserves

- i. **Securities premium**  
Securities premium is used to record the premium on issue of shares. The account is utilised in accordance with the provisions of the Companies Act, 2013.
- ii. **Share option outstanding account**  
The share option outstanding account represents reserve in respect of equity settled share options granted to the Company's employees in pursuance of the Employee Stock Option Plans. The amounts recorded in this account are transferred to the securities premium account upon exercise of stock options, as applicable. In case of forfeiture, corresponding balance is transferred to general reserve.
- iii. **General reserve**  
Under the erstwhile Companies Act 1956, a general reserve was created through an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013, the requirement to mandatorily transfer a specified percentage of net profit to general reserve has been withdrawn.
- iv. **Retained earnings**  
Retained earnings represents the profits / losses that the Group has earned / incurred till date including gain / (loss) on remeasurement of defined benefits plans as adjusted for distributions to owners, transfer to other reserves etc.

Note 16 Borrowings		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>I. Non-current borrowings</b>		
<b>Secured</b>		
Term loan from banks (Refer note 16.1)	99.57	83.03
Less: Current maturities of long-term borrowings	(31.91)	(31.23)
<b>Total non-current borrowings</b>	<b>67.66</b>	<b>51.80</b>
<b>II. Current borrowings</b>		
<b>Secured</b>		
Loans from banks		
- Working capital demand loans (repayable on demand) (Refer note 16.2)	176.00	180.00
- Current maturities of long-term borrowings	31.91	31.23
	<b>207.91</b>	<b>211.23</b>
<b>Unsecured</b>		
Other bank loans (Refer note 16.3)	21.54	36.60
	<b>21.54</b>	<b>36.60</b>
<b>Total current borrowings</b>	<b>229.45</b>	<b>247.83</b>
<b>Total borrowings (I+II)</b>	<b>297.11</b>	<b>299.63</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 16.1: Details of security and terms of repayment of non-current borrowings				
As at 31 March 2025				
Particulars	Number of Installments Outstanding	Amount per installment	Rate of Interest	Security
Rupee Term loan	6 Quarterly Installments	1.09	9.10% to 9.25%	First pari passu charge on Holding Company's the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	18 Monthly Installments	0.42	9.10% to 9.25%	Exclusive charge on Holding Company's assets funded out of the term loan and First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	48 Monthly Installments	0.58	8.35%	Exclusive charge on Holding Company's assets funded out of the term loan and First pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	16 Quarterly Installments	0.36	7.69% to 8.50%	First pari passu charge on all Holding Company's existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	43 Monthly Installments	0.58	7.69% to 7.72%	First pari passu charge on all Holding Company's existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	30 Monthly Installments	0.42	7.69% to 7.72%	First pari passu charge on all Holding Company's existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	37 Monthly Installments	0.08	8.30%	Exclusive charge on Holding Company's assets funded out of the term loan and exclusive charge on Gat no 38 situated at Nashik
Rupee Term loan	48 Monthly Installments	0.01	8.50% to 8.90%	Exclusive charge on Subsidiary Company's movable fixed assets of the company
Rupee Term loan	48 Monthly Installments	0.06	8.50% to 8.90%	Exclusive charge on Subsidiary Company's movable fixed assets of the company
Rupee Term loan	34 Monthly Installments	0.02	8.50% to 8.90%	Exclusive charge on Subsidiary Company's movable fixed assets of the company
Rupee Term loan	34 Monthly Installments	0.00	8.50% to 8.90%	Exclusive charge on Subsidiary Company's movable fixed assets of the company
Rupee Term loan	65 Monthly Installments	0.12	8.30% to 8.55%	Excluding Charge on all existing and future fixed assets of the subsidiary funded out of Term Loan. First and Exclusive Charge on L&B situated at existing factory building on Gat 740, Gr Floor + 1st Floor

As at 31 March 2024				
Particulars	Number of Installments Outstanding	Amount per installment	Rate of Interest	Security
Rupee Term loan	10 Quarterly Installments	1.09	8.55% to 9.60%	First pari passu charge on Holding Company's existing and future movable property, plant and equipment and charge on immovable assets
Rupee Term loan	30 Monthly Installments	0.42	7.95% to 9.10%	Exclusive charge on Holding Company's assets funded out of the term loan and first pari passu charge on all the existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	48 Monthly Installments	0.18	8.30% to 8.79%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	48 Monthly Installments	0.08	8.30%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	48 Monthly Installments	0.12	8.30%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	48 Monthly Installments	0.11	8.30%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	42 Monthly Installments	0.42	8.30% to 8.84%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	2 Quarterly Installments	1.09	8.30% to 9.60%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	2 Quarterly Installments	0.80	8.30% to 9.60%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	2 Quarterly Installments	0.73	8.30% to 9.65%	First pari passu charge on all of Holding Company's existing and future movable property, plant and equipment and charge on immovable assets.
Rupee Term loan	6 Monthly Installments	1.05	8.70% to 9.10%	Exclusive charge on Holding Company's immovable assets - commercial unit premises (building) and Wine Industry Production Subsidy (WIPS) receivable ageing more than 180 days.
Rupee Term loan	10 Quarterly Installments	0.52	9.05% to 10.05%	First pari passu on Subsidiary Company's entire property, plant and equipment, current assets, including book debts both present and future.
Rupee Term loan	10 Quarterly Installments	0.15	9.20% to 10.15%	First pari passu on Subsidiary Company's entire property, plant and equipment, current assets, including book debts both present and future.
Rupee Term loan	6 Quarterly Installments	0.04	9.20% to 10.15%	First pari passu on Subsidiary Company's entire property, plant and equipment, current assets, including book debts both present and future.



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

**Note 16.2:** Working capital demand loans facilities of the Holding Company are repayable on demand. They carry interest rate ranging from 7.95% to 8.42% p.a. (31 March 2023: 7.63% to 8.75%) and are secured by all existing and future current assets, movable and immovable property, plant and equipment.

For Artisan Spirits Private Limited, working capital demand loans are repayable on demand. These loan carry interest rate of 8.06% to 10.00% p.a. (31 March 2024: 8.25% to 10.05% p.a.) and are secured by first pari passu on entire property, plant and equipment and current assets, including trade receivables both present and future. owners, transfer to other reserves etc.

For N D Wines Private Limited, working capital demand loans of Subsidiary company N D Wines Pvt Limited are repayable on demand. These loans carry interest rate of 8.15% to 10.00% p.a. and are secured by first pari passu charge on entire property, plant and equipment and current assets, including trade receivables both present and future.

**Note 16.3:** Other bank loans of Holding Company carry interest ranging from 7.25% to 8.25% p.a. (31 March 2024: 7.17% to 7.50% p.a.) and are repayable within 1 year.

**Note 16.4:** The Group is in compliance with the applicable debt covenants prescribed in the terms of borrowings. Also, there has been no default in repayment of borrowings and payment of interest during the year.

## Note 16.5: Net debt reconciliation

An analysis of net debt of the Group and the movement in net debt for the years ended 31 March 2025 and 31 March 2024 is as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
(A) Non-current borrowings	67.66	51.80
(B) Current borrowings	229.45	247.83
(C) Interest payable	1.82	2.61
(D) Lease Liabilities	18.14	24.64
(E) Cash and cash equivalents	(7.22)	(97.19)
<b>Net debt (F) = (A+B+C+D+E)</b>	<b>309.85</b>	<b>229.69</b>

Particulars	Liabilities from financing activities				Asset	Net debt
	Non-current borrowings including current maturities (A)	Current borrowings (B)	Interest payable (C)	Lease Liabilities (D)	Cash and cash equivalents (E)	(F)=(A+B+C+D+E)
Balances as at 1 April 2023	54.28	137.48	1.70	10.87	(16.37)	187.96
Net increase in cash and cash equivalents	-	-	-	-	(80.82)	(80.82)
Proceeds from long-term borrowings	31.42	-	-	-	-	31.42
Repayment of long-term borrowings	(33.90)	-	-	-	-	(33.90)
Net repayment of short-term borrowings	-	110.35	-	-	-	110.35
Interest expense	-	-	22.86	-	-	22.86
Interest paid	-	-	(21.95)	-	-	(21.95)
Addition of lease liabilities	-	-	-	23.31	-	23.31
Termination of lease liabilities	-	-	-	(3.64)	-	(3.64)
Repayment of lease liabilities	-	-	-	(7.52)	-	(7.52)
Interest accrued on lease liabilities during the year	-	-	-	1.62	-	1.62
<b>Balances as at 31 March 2024</b>	<b>51.80</b>	<b>247.83</b>	<b>2.61</b>	<b>24.64</b>	<b>(97.19)</b>	<b>229.69</b>
Net decrease in cash and cash equivalents	-	-	-	-	89.97	89.97
Proceeds from long-term borrowings	61.50	-	-	-	-	61.50
Repayment of long-term borrowings	(44.96)	-	-	-	-	(44.96)
Adjustment on account of reclassification from non-current to current	(0.68)	0.68	-	-	-	-
Net repayment from short-term borrowings	-	(19.06)	-	-	-	(19.06)
Interest expense	-	-	26.01	-	-	26.01
Interest paid	-	-	(26.80)	-	-	(26.80)
Addition of lease liabilities	-	-	-	7.01	-	7.01
Termination of lease liabilities	-	-	-	(8.42)	-	(8.42)
Repayment of lease liabilities	-	-	-	(6.87)	-	(6.87)
Interest accrued on lease liabilities during the year	-	-	-	1.78	-	1.78
<b>Balances as at 31 March 2025</b>	<b>67.66</b>	<b>229.45</b>	<b>1.82</b>	<b>18.14</b>	<b>(7.22)</b>	<b>309.85</b>

Refer note 39 for reconciliation of lease liabilities

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

**Note 16.6:** Disclosures pursuant to the requirement as specified under Paragraph 6(L)(ix) (a) and (b) of the General Instructions for preparation of Balance Sheet of Schedule III to the Act:

**Sula Vineyards Limited (Holding Company)**

**Year ended 31 March 2025**

During the year ended 31 March 2025, the quarterly statements of current assets filed by the Holding Company with banks are in agreement with the books of account except for the following

Quarter Ended	Name of the bank	Particular	Amount as per books	Amount reported in the quarterly statement	Differences	Reason for material variance
June 2024	HDFC Bank Saraswat Co-operative bank Kotak Mahindra Bank Axis Bank	Trade Receivable	165.01	163.64	1.37	The difference is due to submission being made basis provisional financial information prior to Holding Company's financial reporting closure process

**Year ended 31 March 2024**

During the year ended 31 March 2024, the quarterly statements of current assets filed by the Holding Company with banks are in agreement with the books of accounts.

**Artisan Spirits Private Limited (subsidiary)**

**Year ended 31 March 2025**

During the year ended 31 March 2025, the quarterly statements of current assets filed by the company with banks are in agreement with the books of accounts.

**Year ended 31 March 2024**

During the year ended 31 March 2024, the quarterly statements of current assets filed by the company with banks are in agreement with the books of account except for the following;

Quarter Ended	Name of the bank	Particular	Amount as per books	Amount reported in the quarterly statement	Differences	Reason for material variance
March 2024	SBM Bank HDFC Bank	Trade Receivables	12.31	12.13	0.18	The difference is due to submissions being made basis provisional financial information prior to the financial reporting closure process by the subsidiary.
December 2023	SBM Bank HDFC Bank	Trade Receivables	12.00	12.09	(0.09)	
September 2023	SBM Bank	Trade Receivables	8.90	7.42	1.48	
June 2023	SBM Bank	Trade Receivables	7.51	7.45	0.06	

**N D Wines Private Limited (subsidiary)**

During the year ended 31 March 2025, the quarterly statements of current assets filed by the company with banks are in agreement with the books of account (31 March 2024: Not applicable).

Note 17 Lease liabilities		
Particulars	As at 31 March 2025	As at 31 March 2024
Non-current	12.89	18.25
Current	5.25	6.39
<b>Total Lease liabilities</b>	<b>18.14</b>	<b>24.64</b>

**Note:** Refer note 39 for leases and related disclosures.

Note 18 Provisions		
Particulars	As at 31 March 2025	As at 31 March 2024
<b>Non-current</b>		
Provision for employee benefits (Refer note 33)		
- Gratuity	3.38	2.15
<b>Total non-current provisions</b>	<b>3.38</b>	<b>2.15</b>
<b>Current</b>		
Provision for employee benefits (Refer note 33)		
- Gratuity	0.25	0.10
- Compensated absences	1.92	1.65
<b>Total current provisions</b>	<b>2.17</b>	<b>1.75</b>
<b>Total provisions</b>	<b>5.55</b>	<b>3.90</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 19 Trade payables		
Particulars	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises ('MSME') (Refer note 47)	5.94	4.45
Total outstanding dues of creditors other than micro enterprises and small enterprises	86.23	79.05
<b>Total trade payables</b>	<b>92.17</b>	<b>83.50</b>

Note 19.1 : Trade payables are non-interest bearing and are normally settled as per the payment terms stated in the contract.

## Note 19.2: Trade payable ageing schedule

As at 31 March 2025	Outstanding for following period from the due date						
	Unbilled Dues	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	2.32	3.62	0.00	-	-	5.94
(ii) Others	20.66	43.51	21.11	0.47	0.18	0.30	86.23
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-	-	-
	<b>20.66</b>	<b>45.83</b>	<b>24.73</b>	<b>0.47</b>	<b>0.18</b>	<b>0.30</b>	<b>92.17</b>
As at 31 March 2024	Outstanding for following period from the due date						
	Unbilled Dues	Not due	Less than one year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	1.32	3.13	-	-	-	4.45
(ii) Others	18.97	8.84	48.76	2.11	0.28	0.09	79.04
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	<b>18.97</b>	<b>10.16</b>	<b>51.89</b>	<b>2.11</b>	<b>0.28</b>	<b>0.09</b>	<b>83.50</b>

Note 20 Other current financial liabilities		
Particulars	As at 31 March 2025	As at 31 March 2024
Interest accrued and due to MSME vendors	0.54	0.50
Interest accrued but not due	1.82	2.61
Others		
- Liability for capital goods		
- Total outstanding dues of micro enterprises and small enterprises (Refer note 47)	4.64	1.01
- Total outstanding dues of creditors other than micro, small and medium enterprises	7.45	7.01
- Security deposits	2.85	3.00
- Due to employees	6.29	6.61
- Dividend payable	0.44	0.02
Purchase consideration payable towards business combination	-	0.15
<b>Total other current financial liabilities</b>	<b>24.03</b>	<b>20.91</b>
Other financial liabilities carried at amortised cost	24.03	20.91
Other financial liabilities carried at FVTPL	-	-

Note 21 Other current liabilities		
Particulars	As at 31 March 2025	As at 31 March 2024
Advance from customers	1.34	1.30
Statutory dues payable	21.99	18.65
Deferred government grant (refer note 44)	4.54	4.81
<b>Total other current liabilities</b>	<b>27.87</b>	<b>24.76</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 22 Revenue from operations		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
(a) Sale of products (including excise duty)	504.73	504.06
(b) Sale of services	60.31	54.72
(c) Other operating revenues	54.34	49.87
<b>Total revenue from operations (a+b+c)</b>	<b>619.38</b>	<b>608.65</b>

## Note 22.1: Information of disaggregated revenue as per Ind AS 115

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(A) Based on nature of product or service:</b>		
<b>(a) Sale of products</b>		
- Manufactured goods	456.92	449.52
- Traded goods	47.81	54.54
	<b>504.73</b>	<b>504.06</b>
<b>(b) Sale of services</b>	60.31	54.72
<b>(c) Other operating revenues</b>		
- Government grant	53.99	47.06
- Provision no longer required written back (net)	-	2.10
- Others	0.35	0.71
	<b>54.34</b>	<b>49.87</b>
<b>Total revenue from operations (a+b+c)</b>	<b>619.38</b>	<b>608.65</b>
<b>(B) Based on nature of product or service:</b>		
Products transferred at a point of time	504.73	504.06
Services transferred at a point of time	60.31	54.72

The amounts receivable from customers become due after expiry of credit year which on an average ranges between 30-90 days. There is no significant financing component in any transaction with the customers. The Group does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. Further, the Group's entire business falls under single operating segment of "Manufacture, purchase and sale of alcoholic beverages (wine and spirits)" (Refer note 43).

(C) Disaggregation of revenue		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(i) Based on geographical market</b>		
Within India	614.86	600.83
Outside India	4.52	7.82
<b>Revenue from contract with customers</b>	<b>619.38</b>	<b>608.65</b>
<b>(ii) Based on type of customer</b>		
Government corporation	180.26	167.33
Private parties	439.12	441.32
<b>Revenue from contract with customers</b>	<b>619.38</b>	<b>608.65</b>

## Reconciliation of revenue from operations with contract price as required by Ind AS 115

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Contract price	649.51	647.99
Add: Excise duty	40.23	40.92
Less: Items offset against revenue from contracts with customers as required under Ind AS 115	(124.70)	(130.13)
<b>Revenue from sale of products and services</b>	<b>565.04</b>	<b>558.78</b>



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

**Note 22.2: The following table gives details in respect of contract revenues generated from the top customer and top 5 customers**

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Revenue from top customer	94.84	93.26
Revenue from top five customers	249.35	224.11

For the year ended 31 March 2025, three (3) customer (31 March 2024: one (1) customer), individually accounted for more than 10% of revenue from sale of products and services amounting to INR 216.43 crore (31 March 2024: INR 93.26 crore)

Note 22.3: Refer note 44 for disclosure on government grants

## Note 23 Other income

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(a) Interest income</b>		
- on financial assets measured at amortised cost	1.36	4.45
- on bank deposits	0.54	0.79
- on tax refund	0.01	-
- on others	0.47	0.34
	<b>2.38</b>	<b>5.58</b>
<b>(b) Other non-operating income:</b>		
- Insurance claim	0.36	0.27
- Exchange gain (net)	0.03	0.03
- Rent income	0.02	0.06
- Profit on termination of lease agreements	0.17	0.78
- Profit on disposal of property, plant and equipment (net)	-	0.62
- Government grant	0.28	0.39
- Gain on sale of investment in mutual funds	0.61	-
- Miscellaneous income	0.08	-
	<b>1.55</b>	<b>2.14</b>
<b>Total other income</b>	<b>3.93</b>	<b>7.72</b>

## Note 24 Cost of materials consumed

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(a) Stock at the beginning of the year</b>		
- Raw materials	-	-
- Packing materials	10.96	10.41
	<b>10.96</b>	<b>10.41</b>
<b>(b) Add: Purchases</b>		
- Raw materials	73.43	78.14
- Packing materials	49.45	56.26
	<b>122.88</b>	<b>134.40</b>
<b>(c) Less: Stock at the end of the year</b>		
- Raw materials	-	-
- Packing materials	12.36	10.96
	<b>12.36</b>	<b>10.96</b>
<b>(d) Total cost of materials consumed (a+b-c)</b>		
- Raw materials	73.43	78.14
- Packing materials	48.05	55.71
<b>Total cost of materials consumed</b>	<b>121.48</b>	<b>133.85</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 25 Changes in Inventories of finished goods, work-in-progress / semi finished goods and stock-in-trade		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
<b>(a) Opening stock</b>		
- Finished goods	24.06	24.39
- Work-in-progress/ Semi-finished goods	148.95	133.03
- Stock-in-trade	4.69	4.45
	<b>177.70</b>	<b>161.87</b>
<b>(b) Closing stock</b>		
- Finished goods	25.28	24.06
- Work-in-progress/ Semi-finished goods	159.07	148.95
- Stock-in-trade	7.60	4.69
	<b>191.95</b>	<b>177.70</b>
<b>(c) Increase / (decrease) in excise duty on finished goods</b>	0.72	(1.45)
	<b>0.72</b>	<b>(1.45)</b>
<b>Total changes in inventories of finished goods, work-in-progress and stock-in-trade (a-b+c)</b>	<b>(13.53)</b>	<b>(17.28)</b>

Note 26 Employee benefits expense		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Salaries, wages and bonus	82.18	77.98
Contribution to provident and other fund (Refer note 33(II))	2.57	2.40
Director sitting fees (net of reversal) (Refer note 35)	0.69	0.60
Defined benefit plans (Refer note 33(I))	1.55	1.41
Share based payment expenses	3.78	1.23
Staff welfare expenses	3.05	3.33
<b>Total employee benefits expense</b>	<b>93.82</b>	<b>86.95</b>

Note 27 Selling, distribution and marketing expenses		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Sales promotion expenses	60.39	50.42
Commission expenses	9.93	9.75
Marketing expenses	20.75	7.47
<b>Total Selling, distribution and marketing expenses</b>	<b>91.07</b>	<b>67.64</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 28 Other expenses		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Consumption of stores, spares and consumables	14.42	15.26
Power and fuel	11.25	10.22
Repairs and maintenance		
- Building	0.37	1.04
- Plant and Machinery	3.80	3.49
- Others	5.87	6.22
Rates and taxes	7.84	6.52
Insurance	1.16	0.95
Security charges	3.62	3.35
Travelling and conveyance	6.51	7.11
Rent (Refer note 39)	0.73	1.12
Payment to auditor (Refer note below)	1.16	0.92
Legal and professional fees	10.43	7.40
Commission	0.22	0.12
Restaurant expenses	9.84	9.56
Resort maintenance expenses	7.57	8.06
Freight and handling charges	11.13	10.46
Sundry balances written off	0.06	-
Impairment of financial assets	0.21	1.29
Loss on disposal / write off of property, plant and equipment (net)	0.22	-
Corporate social responsibility expenses	2.23	1.44
Printing, stationary, postage and telephone expenses	1.56	1.69
Office expense	2.91	2.70
Miscellaneous expenses	4.11	4.52
<b>Total other expenses</b>	<b>107.22</b>	<b>103.44</b>

## Note 28.1: Payments to auditor (including goods and services tax)

Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
- for statutory audit and tax audit	0.83	0.65
- for limited review	0.28	0.25
- for other services (certification)	0.02	0.01
- for reimbursement of expenses	0.03	0.01
	<b>1.16</b>	<b>0.92</b>

Note 29 Finance costs		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Interest on:		
- loan from banks	25.15	21.18
- lease liabilities	1.78	1.62
- others	0.86	1.68
	27.79	24.48
Other borrowing costs	1.88	1.68
<b>Total finance costs</b>	<b>29.67</b>	<b>26.16</b>

Note 30 Depreciation and amortisation expense		
Particulars	Year Ended 31 March 2025	Year Ended 31 March 2024
Depreciation on PPE (Refer note 3)	27.92	24.16
Depreciation on right-of-use assets (Refer note 3A)	5.72	6.44
Amortisation of intangible assets (Refer note 4A)	1.35	1.03
<b>Total depreciation and amortisation expense</b>	<b>34.99</b>	<b>31.63</b>

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 31 Earnings Per Share (EPS)			
		Year ended 31 March 2025	Year ended 31 March 2024
<b>Basic and diluted EPS</b>			
A.	Profit computation for basic earnings per share of INR 2 each: Net profit after tax attributable to equity shareholders (INR crore)		
		70.20	93.31
B.	Weighted average number of equity shares for calculating basic earning per share	8,44,07,256	8,43,89,018
	Add: Effect of dilution on account of employee stock options outstanding	5,328	60,085
	Weighted average number of equity shares adjusted for calculating diluted earning per share	8,44,12,584	8,44,49,103
	Nominal Value	2	2
C.	Earnings per share		
	- Basic EPS (in INR)	8.32	11.06
	- Diluted EPS (in INR)	8.32	11.05

Note 32 Contingent liabilities and commitments			
A.	<b>Contingent liabilities</b>	As at 31 March 2025	As at 31 March 2024
	i) Disputed liability related to stamp duty	1.54	1.54
	ii) Others	0.10	0.10
	iii) Provident Fund:  Based on the judgement by the Honorable Supreme Court dated 28 February 2019, past provident fund liability, is not determinable at present, in view of uncertainty on the applicability of the judgement to the Group with respect to timing and the components of its compensation structure. In absence of further clarification, the Group has been legally advised to await further developments in this matter to reasonably assess the implications on its consolidated financial statements, if any.		
<b>Note:</b> It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings. The Group does not expect any reimbursements in respect of the above contingent liabilities. Future cash outflows in respect of the above are determinable only on receipt of judgments / decisions pending with various forums/ authorities. The Group does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.			
B.	<b>Other Commitments</b>		
	Capital commitments (net of capital advances)	3.84	17.59

Note 33: Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'			
I	<b>Defined benefit obligations - Gratuity (funded)</b>		
The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.			
		31 March 2025	31 March 2024
a)	<b>Changes in defined benefit obligations</b>		
	Present value of the obligation as at the beginning of the year	17.71	14.66
	Current service cost	1.98	1.41
	Past service cost	(0.58)	-
	Interest cost	1.13	1.00
	Remeasurements - Net actuarial loss	0.07	1.36
	Benefits paid	(1.64)	(0.72)
	<b>Present value of the obligation as at the end of the year</b>	<b>18.67</b>	17.71



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

b)	<b>Changes in fair value of plan assets of the gratuity plan</b>		
	Plan assets at the beginning of the year	15.46	14.67
	Interest income	0.95	1.00
	Contribution by employer	0.06	0.03
	Benefits paid	(1.64)	(0.72)
	Remeasurements - Net actuarial gain	0.21	0.48
	Actual return on plan assets (excluding interest income)	-	0.00
	<b>Fair value of the plan assets at the end of the year</b>	<b>15.04</b>	<b>15.46</b>
	<b>Net amount recognised in Consolidated Balance Sheet</b>		
	Present value of the obligation as at the end of the year	18.67	17.71
	Fair value of the plan assets at the end of the year	(15.04)	(15.46)
	<b>Net gratuity liability recognised in Consolidated Balance Sheet</b>	<b>3.63</b>	<b>2.25</b>
	Classification :		
	Current provisions	0.25	0.10
	Non-current provisions	3.38	2.15
c)	<b>Expenses (net) recognised in the Consolidated Statement of Profit and Loss</b>		
	Interest cost (net)	0.17	-
	Current service cost	1.98	1.41
	Past service cost	(0.58)	-
	<b>Total</b>	<b>1.57</b>	<b>1.41</b>
d)	<b>Remeasurement losses / (gain) recognised in OCI</b>		
	Remeasurement - Net actuarial loss on defined benefit obligations	0.07	1.36
	Remeasurement - Net actuarial gain on plan assets	(0.21)	(0.48)
		(0.14)	0.88
	Tax effect on above	0.04	(0.22)
	<b>Net (gain) / loss recognised in OCI</b>	<b>(0.10)</b>	<b>0.66</b>
	Note: Expected contribution payable to the plan in next year is INR 0.25 crore (31 March 2024: INR 0.10 crore)		
e)	<b>Actuarial assumptions</b>		
	<b>(i) Economic assumptions:</b>		
	Discount rate	6.80%	7.20%
	Salary escalation rate	Staff: 6.50%, until year 1 inclusive, then 11.00% Director: 15.00%	Staff: 10%, until year 1 inclusive, then 11.00% Director: 15.00%

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

(ii) Demographic assumptions:				
Mortality rate			Indian Assured Lives Mortality (2012-2014)	Indian Assured Lives Mortality (2012-2014)
Attrition rate:				
- For ages 21-30 years			15.50% p.a.	15.50% p.a.
- For ages 31-40 years			5.50% p.a.	5.50% p.a.
- For ages 41-50 years			9.50% p.a.	9.50% p.a.
- For ages 51-57 years			9.50% p.a.	9.50% p.a.
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.				
f) Investment details of plan assets				
Major Categories of Plan Assets:			31 March 2025	31 March 2024
Insurer managed funds			100%	100%
The Gratuity Scheme is invested in a New Group Gratuity Cash Accumulation Plan Policy offered by Life Insurance Corporation of India (LIC) and Aditya Birla Sunlife Insurance Company Limited. The expected rate of return on plan assets is based on market expectations, at the beginning of the year, for returns over the entire life of the related obligation.				
g) Sensitivity analysis for significant assumption is as below:				
Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation, keeping all other actuarial assumptions constant. The significant actuarial assumptions are discount rate and salary escalation rate.				
			For the Year ended	
			31 March 2025	31 March 2024
i.		Impact of change in discount rate on defined benefit obligations:		
	a)	Impact due to increase by 0.50%	(0.75)	(0.64)
	b)	Impact due to decrease by 0.50%	0.83	0.70
ii.		Impact of change in salary on defined benefit obligations:		
	a)	Impact due to increase by 0.50%	0.66	0.57
	b)	Impact due to decrease by 0.50%	(0.61)	(0.54)
iii.		Impact of change in leaving services rate on defined benefit obligations:		
	a)	Impact due to increase by 0.50%	(0.14)	-
	b)	Impact due to decrease by 0.50%	0.16	-
Sensitivities due to mortality are not material and hence the impact of change due to these are not calculated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting year) has been applied when calculating the provision for defined benefit plan recognised in the Consolidated Balance Sheet.				
The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous years.				
Although the analysis does not take account of the full distribution of cash flows expected under the plan, it provides an approximation of the sensitivity of the assumptions shown.				
Risk exposure:				
The defined benefit plan is exposed to a number of risks, the most significant of which are detailed below:				
a)	Salary increases - Actual salary increases will increase the obligation. Increase in salary escalation rate assumption in future valuations will also increase the obligation.			
b)	Investment risk - If plan is funded then assets/liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the obligation.			
c)	Discount rate - Reduction in discount rate in subsequent valuations can increase the obligation.			
d)	Mortality and disability - Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the obligation.			
e)	Withdrawals - Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact obligation.			

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

h)	Maturity analysis of defined benefit obligation (undiscounted)			
	Within the next 12 months		1.86	4.49
	Between 2 and 5 years		6.68	4.88
	Beyond 5 years		28.83	25.93
	Total expected payments		37.37	35.30
	Note : The weighted average duration of these cash flows for the Group ranges between 8.11 to 16.56 years (31 March 2024 : 7.45 years to 10.30 years).			
II	Defined contribution plans			
	The Group also has certain defined contribution plans. The contributions are made to registered provident fund, Employees State Insurance Corporation ('ESIC') administered by the Government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plans are as follows.			
			Year ended 31 March 2025	Year ended 31 March 2024
	a)	Following amounts have been charged in the Consolidated Statement of Profit and Loss for the year:		
		(i) Contribution to provident fund	2.51	2.35
		(ii) Contribution to ESIC	0.06	0.05
			2.57	2.40
III	Compensated absences			
	The leave obligations (compensated absences) cover the Groups' liability for sick and privilege leaves. The amount of provision with respect to leave obligation of INR 1.92 crore (31 March 2024 : INR 1.65 crore) is presented as current, since the Group does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The expenses towards compensated absences recognised during the year is INR 0.83 crore (31 March 2024 : reversal of provision recognised of INR 0.27 crore).			
			As at 31 March 2025	As at 31 March 2024
IV		Current/ non-current classification as at end of the year		
	a)	Gratuity		
		(i) Current	0.25	0.10
		(ii) Non-current	3.38	2.15
		Net gratuity liability recognised in Consolidated Balance Sheet	3.63	2.25
	b)	Compensated absences		
		Current	1.92	1.65
		1.92	1.65	

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 34 Financial instruments						
The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair value:						
(a)	Fair value of cash and cash equivalents and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments					
(b)	Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.					
A	Financial instruments by category					
	The carrying value and fair value of financial instruments by categories as at 31 March 2025 were as follows:					
	Particulars	Refer note	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value
Assets:						
	Investments*	5	-	-	0.00	0.00
	Loans	6	4.14	-	-	4.14
	Trade receivables	11	234.41	-	-	234.41
	Cash and cash equivalents	12	7.22	-	-	7.22
	Bank balances other than cash and cash equivalents	13	6.92	-	-	6.92
	Other financial assets	7	80.48	-	-	80.48
Liabilities:						
	Borrowings	16	297.11	-	-	297.11
	Lease Liabilities	17	18.14	-	-	18.14
	Trade payables	19	92.17	-	-	92.17
	Other financial liabilities	20	24.03	-	-	24.03
The carrying value and fair value of financial instruments by categories as at 31 March 2024 were as follows:						
	Particulars	Refer note	Amortised cost	Financial assets / liabilities at fair value through profit or loss	Financial assets / liabilities at fair value through OCI	Total carrying value
Assets:						
	Investments*	5	-	-	0.00	0.00
	Loans	6	3.67	-	-	3.67
	Trade receivables	11	169.60	-	-	169.60
	Cash and cash equivalents	12	97.19	-	-	97.19
	Bank balances other than cash and cash equivalents	13	7.73	-	-	7.73
	Other financial assets	7	78.09	-	-	78.09
Liabilities:						
	Borrowings	16	299.63	-	-	299.63
	Lease Liabilities	17	24.64	-	-	24.64
	Trade payables	19	83.50	-	-	83.50
	Other financial liabilities	20	20.91	-	-	20.91
* 0.00 represent amounts less than INR Fifty thousand.						



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

B	Fair value hierarchy						
	Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities						
	Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)						
	Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)						
	The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at:						
Particulars		31 March 2025			31 March 2024		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets							
Investments in equity shares*		-	-	0.00	-	-	0.00
* 0.00 represent amounts less than INR Fifty thousand.							

## Note 35 Disclosure in accordance with Ind AS 24 Related Party Disclosures

A.	Names of related parties and nature of relationship		
	(a)	Key management personnel (KMP)	
		Rajeev Samant	Chief Executive Officer and Managing Director
		Alok Vajpeyi	Chairman(appointed w.e.f 15 December 2024) and Independent Director
		Chetan Desai	Chairman(upto 15 December 2024) and Independent Director
		Sangeeta Tanwani	Independent Director
		Anant Iyer	Independent Director (appointed w.e.f 12 November 2024)
		Nicholas Cator	Director
		Deepak Shahdarpuri	Director (appointed w.e.f 04 April 2024)
		Abhishek Kapoor	Chief Financial Officer (appointed w.e.f 28 August 2023)
		Shalaka Koparkar	Company Secretary (appointed w.e.f 12 November 2024)
		Arjun Anand	Director (upto 04 April 2024)
		Riyaaz Amlani	Independent Director (upto 04 April 2024)
		Ruchi Sathe	Company Secretary (upto 01 October 2024)
		Karan Vasani	Chief Operating Officer (upto 20 December 2024)
		Roberto Italia	Director (upto 29 February 2024)
		Chaitanya Rathi	Chief Operating Officer (upto 30 September 2023)
	Bittu Varghese	Chief Financial Officer (upto 9 June 2023)	

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

B.	Nature of Transactions		
	Transactions with related parties:	Year ended 31 March 2025	Year ended 31 March 2024
	<b>Sale of products</b>		
	Rajeev Samant	-	0.02
	<b>Purchase of property, plant and equipment</b>		
	Rajeev Samant	-	3.34
	<b>Purchase of raw materials</b>		
	Rajeev Samant	1.21	1.12
	<b>Director's sitting fees</b>		
	Arjun Anand	0.01	0.17
	Chetan Desai	0.15	0.13
	Alok Vajpeyi	0.15	0.14
	Sangeeta Tanwani	0.13	0.14
	Nicholas Cator	0.11	0.02
	Deepak Shahdarpuri	0.10	-
	Anant Iyer	0.04	-
	Riyaz Amlani	-	0.07
		0.69	0.67
	<b>Reversal of director sitting fees</b>		
	Roberto Italia	-	0.07
	<b>Repayment of lease liabilities</b>		
	Rajeev Samant	0.30	0.29
	<b>Commission expense</b>		
	Chetan Desai	0.12	0.12
	Alok Vajpeyi	0.02	-
	Sangeeta Tanwani	0.02	-
	Anant Iyer	0.02	-
	Nicholas Cator	0.02	-
	Deepak Shahdarpuri	0.02	-
		0.22	0.12

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

<b>Compensation to key managerial personnel</b>			
Rajeev Samant	4.32	4.53	
Chaitanya Rathie	-	1.16	
Bittu Varghese	-	0.16	
Ruchi Sathe	0.16	0.31	
Abhishek Kapoor	1.60	0.79	
Karan Vasani	1.03	0.54	
Shalaka Koparkar	0.14	-	
	7.25	7.49	
C)	<b>Outstanding balances:</b>		
		<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>
	Trade and other payables		
	Rajeev Samant	0.92	0.49
	Chetan Desai	0.11	0.11
	Alok Vajpeyi	0.02	-
	Sangeeta Tanwani	0.02	-
	Anant Iyer	0.02	-
	Nicholas Cator	0.02	-
	Deepak Shahdadpuri	0.02	-
		1.13	0.60
	<b>Payable towards compensation to key managerial personnel</b>		
	Rajeev Samant	0.79	0.88
	Bittu Varghese	-	0.01
	Ruchi Sathe	-	0.03
	Abhishek Kapoor	0.06	0.09
	Karan Vasani	-	0.11
	Shalaka Koparkar	0.02	-
		0.87	1.12
	<b>Notes:</b>		
	(i) Compensation to key managerial personnel does not include (i) provisional gratuity liability and compensated absences valued by an actuary, as separate figures are not available and (ii) reimbursement of expenses related to business.		
	(ii) During the year, the Company granted Stock Options to eligible employees, including KMPs under its Employee Stock Option Schemes. Since such Stock Options are not tradeable, no perquisite or benefit is immediately conferred upon the employee by grant of such Stock Options and accordingly the said grants have not been considered as 'remuneration'. However, in accordance with Ind AS -102, the Company has recorded employee benefits expense by way of share based payments to employees at ₹3.78 Crores for the year ended 31st March, 2025 (31 March 2024 - ₹1.23 Crores), of which ₹0.78 Crores (31 March 2024 - ₹ 0.38 Crores) is attributable to KMPs.		
	(iii) Transactions amongst related parties are made on terms equivalent to those that prevail in arm's length transactions and represent the substance over the legal form.		
	(iv) Trade and other payables at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.		

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 36 Financial risk management objectives and policies					
	The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.				
i	Market risk				
	Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Major financial instruments affected by market risk includes loans and borrowings.				
a	Interest rate risk				
	Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's total debt obligations with floating interest rates.				
	Interest rate sensitivity				
	The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit before tax and other equity is affected by change in interest rate by 50 bps on floating rate borrowings, as follows:				
		Year ended 31 March 2025		Year ended 31 March 2024	
		0.50% increase	0.50% decrease	0.50% increase	0.50% decrease
Impact on profit before tax and other equity		(0.88)	0.88	(0.90)	0.90
b.	Foreign currency risk				
	Although, the exchange rate between the rupee and foreign currencies has changed in recent years, it has not affected the results of the Group. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. There are earnings from customers in foreign currency which act as a natural hedge against foreign currency risk.				
The following table analysis foreign currency risk from financial instruments as at 31 March 2025:					
Particulars	USD	EUR	GBP	AUD	
Assets					
Trade receivables	0.59	0.65	0.10	-	
	0.59	0.65	0.10	-	
Liabilities					
Trade payables	0.05	0.03	-	1.33	
Liability for capital goods	-	1.78	-	-	
	0.05	1.81	-	1.33	
Net assets / (liabilities)	0.54	(1.16)	0.10	(1.33)	
The following table analysis foreign currency risk from financial instruments as at 31 March 2024:					
Particulars	USD	EUR	GBP	AUD	
Assets					
Trade receivables	0.53	1.38	-	-	
	0.53	1.38	-	-	
Liabilities					
Trade payables	0.01	0.73	-	0.40	
Liability for capital goods	-	0.07	-	-	
	0.01	0.80	-	0.40	
Net assets / (liabilities)	0.52	0.58	-	(0.40)	
Note :					
The Group's exposure of foreign currency financial instruments as at respective reporting dates is not material and consequentially the impact on Statement of Profit and Loss and other equity due to fluctuation in exchange rates would also be immaterial. Therefore, the disclosure for sensitivity analysis not been included in the consolidated financial statements.					



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

ii	Credit risk
	Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, financial assets. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount.
a	Trade receivables (net of loss allowance)
	Trade receivables are unsecured and mainly includes two types of customer i.e., receivables from sales to government corporations and receivables from sales to private parties. A substantial portion of the Group's trade receivables are from government corporation customers having strong credit worthiness. Considering Group's historical experience of collecting receivable, credit risk is low. Hence, trade receivables are considered to be a single class of financial assets. The Group measured the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual loss experience and past trends.

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 37 Capital management		
The primary objective of the Group's capital management is to maximise the shareholder's wealth. The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors of the Holding Company monitor the return on capital employed as well as the level of dividend to shareholders.		
The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a debt equity ratio, which is total debt divided by total capital.		
Particulars	As at 31 March 2025	As at 31 March 2024
Debt	297.11	299.63
Less : Cash and cash equivalents	(7.22)	(97.19)
Net debt	289.89	202.44
Total equity	586.27	550.00
<b>Capital Gearing Ratio</b>	<b>0.49</b>	<b>0.37</b>
<b>Total debts to equity ratio (Gearing ratio)</b> In the long run, the Group's strategy is to continue to maintain the gearing ratio of less than 0.75. In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define the capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current or previous financial year.		

Note 38 Interest in other entities - Subsidiaries						
The Group's subsidiaries are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation is also their principal place of business.						
Name of the entity	Country of incorporation	Ownership interest held by the group		Ownership interest held by non-controlling interests		Principal activities
		31 March 2025	31 March 2024	31 March 2025	31 March 2024	
Artisan Spirits Private Limited	India	100.00%	100.00%	-	-	Business of manufacturing of wines and trading of alcoholic beverages and hospitality services
N D Wines Private Limited	India	100.00%	-	-	-	Business of manufacturing of wines.

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 39 Leases - Ind AS 116					
The Group's lease assets primarily consists of leases for land used to house its manufacturing facilities and warehouses. The weighted average incremental borrowing rate applied to lease liabilities ranges between 7.66% to 8.52% per annum.					
Right-of-use Assets:					
(i) The net carrying value of right-of-use assets as at 31 March 2025 amounts to INR 16.32 crore (31 March 2024: INR 23.28 crore) have been presented on the face of the Consolidated Balance Sheet (Refer note 3A)					
Lease liabilities:					
The carrying value of lease liabilities disclosed in Consolidated Balance Sheet is as follows:					
Particulars	As at 31 March 2025	As at 31 March 2024			
Current lease liabilities	5.25	6.39			
Non-current lease liabilities	12.89	18.25			
Total lease liabilities	18.14	24.64			
(ii) The following is the movement in lease liabilities:					
Particulars	As at 31 March 2025	As at 31 March 2024			
Opening balance	24.64	10.87			
Additions during the year	7.01	23.31			
Interest accrued on lease liabilities during the year	1.78	1.62			
Payment of lease liabilities	(6.87)	(7.52)			
Termination during the year	(8.42)	(3.64)			
Closing balance	18.14	24.64			
(iii) The table below provides details regarding the contractual maturities of lease liabilities (undiscounted):					
Lease liabilities	Carrying amount	Contractual cash flows (undiscounted)			
		Total	0-1 year	1-5 years	5 years and above
31 March 2025	18.14	21.88	6.67	15.21	-
31 March 2024	24.64	29.22	8.44	20.78	-
The Group recognised the following in the Consolidated Statement of Profit and Loss:					
Particulars	Year ended 31 March 2025	Year ended 31 March 2024			
Depreciation expenses on right-of-use assets (Refer notes 3A and 30)	5.72	6.44			
Interest on lease liabilities (Refer note 29)	1.78	1.62			
Rent expense pertaining to leases with less than or equal to 12 months shown under other expenses (Refer note 28)	0.73	1.12			
Additions to right of use assets	7.01	23.31			
Total cash outflow for leases (excluding short term leases)	(6.87)	(7.52)			

Note 40 Dividend on equity shares		
	Year ended 31 March 2025	Year ended 31 March 2024
Dividend on equity shares		
Final dividend declared for the year ended 31 March 2024 of INR 4.50 (31 March 2023: INR 5.25) per equity share of face value INR 2 each	37.98	44.25
Interim dividend for the year ended 31 March 2025 of Rs Nil (31 March 2024: INR 4.00) per equity share of face value INR 2 each	-	33.76
	37.98	78.01
Proposed dividend on equity shares not recognized as a liability *		
Final dividend for the year ended 31 March 2025 of INR 3.60 per equity share (31 March 2024: INR 4.50 per share) of face value INR 2 each	30.39	37.98
* The Board of Directors at its meeting held on 08 May 2025 have recommended a payment of final dividend of INR 3.60 per equity share of INR 2 each for the financial year ended 31 March 2025. The above is subject to approval at the ensuing Annual General Meeting of the Holding Company and hence not recognised as liability as at 31 March 2025.		

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 41 Unhedged foreign currency exposure					
Particulars	As at 31 March 2025			As at 31 March 2024	
	Currencies	Foreign currency	INR in crore	Foreign currency	INR in crore
Trade receivables	USD	68,656	0.59	63,356	0.53
	EUR	72,644	0.65	1,52,987	1.38
	GBP	9,724	0.10	-	-
Trade payables	USD	729	0.05	729	0.01
	EUR	3,442	0.03	81,494	0.73
	AUD	2,40,852	1.33	73,162	0.40
Liabilities for capital goods	EUR	1,96,393	1.78	8,280	0.07

Note 42 Disclosures required pursuant to Ind AS 102 - Share Based Payment		
<p>The Holding Company has granted stock options under the employee stock option schemes. As at 31 March 2025, Employee stock option scheme, ESOS 2024, ESOS 2023 and ESOS 2021 are in existence. These options would vest based on the vesting conditions as per letter of grant executed between the Company and the employee of the Company. Each option when exercised would be converted into one fully paid-up equity share of face value INR 2 each of the Company. The relevant details of the scheme, grant and activity under ESOS scheme are summarized below:</p>		
<b>A. Reconciliation of options outstanding:</b>		
Particulars	No. of Options	Weighted average exercise price
Options outstanding as at 1 April 2023	1,55,757	
Options granted during the year (ESOS 2021)	59,200	485.15
Options granted during the year (ESOS 2023)	6,05,000	470.00
Options forfeited/lapsed/expired during the year	(18,726)	170.00
Options exercised during the year *	(1,41,831)	170.00
<b>Options outstanding as at 31 March 2024 ^</b>	<b>6,59,400</b>	
<b>Options outstanding as at 1 April 2024</b>	<b>6,59,400</b>	
Options granted during the year (ESOS 2023)	12,500	170.00
Options granted during the year (ESOP 2024)	10,000	470.00
Options forfeited/lapsed/expired during the year (ESOS 2021(4))	(13,200)	170.00
Options forfeited/lapsed/expired during the year (ESOS 2023)	(1,75,000)	470.00
Options exercised during the year *	(10,000)	170.00
<b>Options outstanding as at 31 March 2025 ^</b>	<b>4,83,700</b>	
<p>* The weighted average share price at the date of exercise of option was INR 416.95 (31 March 2024: INR 454.16) per share.  ^ As at 31 March 2025, 53,700 options outstanding (31 March 2024: 54,400) have an exercise price of INR 170 per share (31 March 2024: INR 170 per share) and 430,000 options outstanding (31 March 2024: 605,000) have an exercise price of INR 470 per share (31 March 2024: INR 470 per share). The weighted average of the remaining contractual life is 2.25 years. (31 March 2024: 2.73 years).</p>		

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

B. Fair value of the options has been calculated using Binomial/Black Scholes Pricing Model. The following inputs were used to determine the fair value for options granted during the year:						
Particulars	ESOS 2020 (3) 1 Year Vesting year	ESOS 2021 (2) 1 Year Vesting year	ESOS 2021 (3) 1 Year Vesting year	ESOS 2021 (4) 2 Year Vesting year	ESOS 2023 3 Year Vesting year	ESOS 2021 (5) 1 Year Vesting year
Date of Grant	19 May 2022	19 May 2022	25 March 2023	01 June 2023	20 February 2024	01 September 2023
Market Price (INR)	155.10	155.10	359.25	423.35	569.10	489.50
Expected life (in years)	1.25	1.25	1.26	2.26	3.25	1.25
Volatility*	46.91%	46.91%	44.48%	48.73%	39.16%	32.82%
Risk Free rate (%)	5.43%	5.43%	7.03%	6.76%	6.96%	6.90%
Exercise Price	170.00	170.00	170.00	170.00	470.00	170.00
Dividend Yield (%)	3.16%	3.16%	1.36%	1.97%	1.47%	1.71%
Option Fair Value (INR)	27.20	27.20	199.96	265.30	226.45	323.25
Particulars					ESOS 2023 (1) 3 Year Vesting year	ESOP 2021 (6) 1 Year Vesting year
Date of Grant					13 April 2024	01 September 2024
Market Price (INR)					570.70	499.35
Expected life (in years)					3.25	1.25
Volatility (refer note (i))					39.37%	36.19%
Risk Free rate (%)					7.06%	6.63%
Exercise Price (INR)					470.00	170.00
Dividend Yield (%)					1.62%	1.70%
Option fair value (INR)					226.79	332.44
Notes:						
i) Expected volatility reflects assumption that the historical volatility over the period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome						
ii) Above mentioned schemes existed during the year ended 31 March 2024, except for ESOS 2023 (1) and ESOS 2021(6) and consequently disclosure for previous year have not been given separately.						

Note 43 Operating segments				
(a) The Group is engaged in the business of manufacture, purchase and sale of alcoholic beverages (wines and spirits). The Executive Committee of the Group (being the Chief Operating Decision Maker) assesses performance and allocates resources for the business of the Group as a whole and hence the management considers Group's business activities as a single operating segment.				
(b) The geographical information provided below, under which the domestic segment includes sales to customers located in India and overseas segment includes sales to customer located outside India.				
The following information discloses external revenues and non-current assets based on the physical location of the customers and non-current assets:				
Particulars	31 March 2025		31 March 2024	
	India	Outside India	India	Outside India
Revenue from operations	614.86	4.52	600.83	7.82
Non-current assets	536.93	-	524.08	-



# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 44 Government grants		
(a) Government grants relate to Wine Incentive Promotion Subsidy (WIPS) scheme launched by the state of Maharashtra. Under the WIPS scheme, Value Added Tax (VAT) paid by the Group on wine manufactured from grapes produced in Maharashtra including blending of wine manufactured from grapes purchased within the state of Maharashtra and subsequently sold in Maharashtra is eligible for 80% refund. The Group being involved in the business of manufacturing and sale of wine, avails WIPS incentive. There are no unfulfilled conditions or contingencies attached to these grants.		
The disclosures pursuant to Ind AS 20 'Accounting for Government Grant and Disclosure of Government Assistance' are as follows:		
Government Grants relate to Wine Incentive Promotion Subsidy (WIPS)		
	31 March 2025	31 March 2024
Government grants receivable at the beginning of the year	73.06	113.70
Add: Government grant accrued during the year (discounted)	53.99	47.06
Less: Government grant received during the year	(56.03)	(92.10)
Add: Unwinding of interest on financial assets carried at amortised cost	1.30	4.40
Government grants receivable at the end of the year	72.32	73.06
Current	66.62	20.31
Non-current	5.70	52.75
(b) Government grants relating to Electric Vehicle		
The government grants relates to asset i.e., purchase of electric vehicles. There are no unfulfilled conditions or contingencies attached to these grants. As the grant relates to assets, the same will be treated as deferred income and will be recognized in the Standalone Statement of Profit and Loss on a systematic and rational basis over the useful life of the related PPE.		
(c) Government grants relating to CEFPPC scheme received from MOFPI		
Government Grants relate to Creation / Expansion of Food processing and preservation capacities (CEFPPC scheme) under Ministry of Food processing Industries. Under this scheme, expenses incurred on purchase of plant, property and equipment by the Holding Company towards expansion of cellar door facility are reimbursed to Holding Company by way of grant in aid as per scheme document. There are no unfulfilled conditions or contingencies attached to these grants. As the grant relates to assets, the same will be treated as deferred income and will be recognized in the Consolidated Statement of Profit and Loss on a systematic and rational basis over the useful life of the related PPE.		
Note 45 Business Combination		
Summary of acquisition		
During the year ended 31 March 2025, Sula Vineyards Limited ('SVL') entered into a Share Purchase Agreement dated 12 April 2024 to acquire 100% shareholding of N D Wines Private Limited, engaged into manufacturing of wines, by paying a cash consideration of INR 12.98 crore (net of cash and cash equivalents). Pursuant to the above, effective 12 April 2024, N D Wines Private Limited becomes the wholly owned subsidiary of SVL which is considered to be the date of transfer of control or the date of acquisition, as per Ind AS 103, and necessary effects was recognised in the standalone financial statements of the respective entities and consolidated financial statements of the Group.		
The acquisition would enable the Group to expand its operations.		
There were no acquisitions in the year ended 31 March 2024.		
Purchase consideration		
The purchase consideration was discharged in cash:		
Particulars	Amount in INR	
Purchase consideration	13.10	
Less: Adjustment for cash and cash equivalent*	0.12	
Purchase consideration is net of cash and cash equivalents acquired.	12.98	
The purchase price allocation to the identified assets and liabilities assumed at the acquisition date are:		
Particular	Amount in INR	
Property, plant and equipment	13.41	
Investments	0.33	
Trade receivables*	0.02	
Other current assets*	0.12	
Trade payables	(0.02)	
Provisions	(0.17)	
Deferred tax liability	(2.38)	
Fair value of identifiable net assets	11.31	
Less: Purchase consideration	12.98	
Goodwill^	1.67	
Contingent liability	-	
*Represents fair value of trade receivables and gross contractual amounts receivable. All amounts are expected to be collected.		

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

Note 46 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements										
As at and for the year ended 31 March 2025										
Name of entity consolidated	Country of incorporation	% of voting power as at 31 March 2025	Net assets i.e. total assets less total liabilities		Share in Profit / (Loss)		Share in other Comprehensive income/ (loss)		Share in total Comprehensive income/ (loss)	
			Amount	As % of consolidated net assets	Amount	As % of consolidated profit/(loss) after tax	Amount	As % of consolidated other comprehensive Income /(loss)	Amount	As % of consolidated total Comprehensive income/ (loss)
Parent Company										
Sula Vineyards Limited	India	-	574.81	98.05%	33.40	47.57%	0.17	170.00%	33.57	47.75%
Subsidiaries										
Artisan Spirits Private Limited	India	100%	15.26	2.60%	12.64	18.00%	0.03	30.00%	12.67	18.02%
N.D Wines Private limited	India	100%	35.03	5.98%	24.90	35.47%	(0.10)	-100.00%	24.80	35.28%
Total			625.10	106.62%	70.94	101.05%	0.10	100.00%	71.04	101.05%
Adjustments arising out of consolidation			(38.83)	-6.62%	(0.74)	-1.05%	-	-	(0.74)	-1.05%
			586.27	100.00%	70.20	100.00%	0.10	100.00%	70.30	100.00%
As at and for the year ended 31 March 2024										
Name of entity consolidated	Country of incorporation	% of voting power as at 31 March 2024	Net assets i.e. total assets less total liabilities		Share in Profit / (Loss)		Share in other Comprehensive income/ (loss)		Share in total Comprehensive income/ (loss)	
			Amount	As % of consolidated net assets	Amount	As % of consolidated profit/(loss) after tax	Amount	As % of consolidated other Comprehensive Income /(loss)	Amount	As % of consolidated total Comprehensive income/ (loss)
Parent Company										
Sula Vineyards Limited	India	-	575.27	104.59%	94.69	101.48%	(0.64)	96.97%	94.05	101.52%
Subsidiaries										
Artisan Spirits Private Limited	India	100%	2.56	0.47%	(0.72)	-0.77%	(0.02)	3.03%	(0.74)	-0.80%
Total			577.83	105.06%	93.97	100.71%	(0.66)	100.00%	93.31	100.72%
Adjustments arising out of consolidation			(27.83)	-5.06%	(0.66)	-0.71%	-	-	(0.66)	-0.72%
			550.00	100.00%	93.31	100.00%	(0.66)	100.00%	92.65	100.00%

Note 47 Disclosure under the Micro, Small and Medium Enterprise Development Act (MSMED) 2006		
Particulars	As at 31 March 2025	As at 31 March 2024
(a) The principal amount and the interest due thereon remaining unpaid to supplier as at the end of year:		
- Principal amount due to micro and small enterprises	10.58	5.46
- Interest due	0.02	-
(b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	0.20	0.09
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.22	0.09
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	0.54	0.50

# Material accounting policy and other explanatory information to the Consolidated financial statements as at and for the year ended 31 March 2025

(Amount in INR crore, unless otherwise stated)

**Note 48** The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

a. The Holding Company and its subsidiaries have used an accounting software for maintaining its books of account for the period 1 April 2024 to 1 October 2024 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the period for all relevant transactions recorded in the accounting software.

b. The Holding Company and its subsidiaries have used another accounting software for maintaining its books of account for the period from 1 October 2024 to 31 March 2025 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the period for all relevant transactions recorded in the accounting software at the application level. However, the database of the said accounting software is operated by a third-party software provider. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with ISAE 3402, Assurance Reports on Controls at a Service Organization) does not provide any information for any direct changes made at the database level of the said software for the aforesaid period.

c. The accounting software used for maintenance of sales records by the Holding Company and one subsidiary for the hospitality services (Resort operations) did not have a feature of recording audit trail (edit log) facility.

d. In respect of the accounting software used for maintenance of sales records for the hospitality services (other than resort operations), the Holding Company and one subsidiary has migrated to a new software from 1 June 2024 onwards. The accounting software used until 31 May 2024 did not have a feature of recording audit trail (edit log) facility. Further, the new accounting software used from 1 June 2024 is operated by a third-party software service provider and has a feature of recording audit trail (edit log) facility and the same has been operated throughout the period for all relevant transactions recorded in the accounting software at the application level. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), is not available.

e. The Holding Company and its subsidiaries have also used accounting software for maintenance of payroll records which is operated by a third-party software provider and as per the 'Independent Service Auditor's Report on a Description of the Service Organization's System and the Suitability of the Design and Operating Effectiveness of Controls' ('Type 2 report' issued in accordance with attestation standards established by the American Institute of Certified Public Accountants ('AICPA'), audit trail is enabled and operated throughout the year at the application level and database level to log any direct data changes.

## Note 49 Other Statutory Information

(i)	The Group does not have any Benami property, where any proceeding have been initiated or pending against the Group for holding any Benami property.
(ii)	The Group does not have any transactions with struck off companies.
(iii)	The Group has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.
(iv)	The Group has not traded or invested in Crypto currency or Virtual Currency during the current financial year.
(v)	The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
a.	directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
b.	directly or indirectly provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
(vi)	The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that The Group shall:
a.	directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
b.	provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(vii)	The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(viii)	The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
(ix)	The Group has complied with the number of layers prescribed under the Companies Act, 2013.

## Note 50

Previous year figures have been re-grouped / re-classified wherever necessary, to confirm to the current period's presentation wherever considered necessary

This is a summary of material accounting policies and other explanatory information referred to in our audit report of even date

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No. 001076N / N500013

**Rohan Jain**

Partner

Membership No. 139536

Place: Mumbai

Date: 08 May 2025

For and on behalf of Board of Directors of Sula Vineyards Limited

**Rajeev Samant**

CEO and Managing Director

DIN: 00020675

**Abhishek Kapoor**

Chief Financial Officer

ACA: 098459

Place: Mumbai

Date: 08 May 2025

**Alok Vajpeyi**

Chairman and Director

DIN: 00019098

**Shalaka Koparkar**

Company Secretary

Membership No. A25314







# NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **TWENTY SECOND ANNUAL GENERAL MEETING ("22nd AGM")** of the members of **SULA VINEYARDS LIMITED** will be held on Thursday, 26th June 2025 at **2.30 PM (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt the audited financial statements (standalone and consolidated) for the Financial Year ended 31<sup>st</sup> March 2025, including balance sheet as at 31<sup>st</sup> March, 2025, the statement of profit and loss and cash flow statement for the financial year ended on that date together with the reports of the board of directors' and the statutory auditors' thereon;
2. To consider and declare final dividend of Rs. 3.60/- per equity share for financial year 2024-25;
3. To appoint a Director in place of Mr. Deepak Shahdadpuri (DIN: 00444270), who retires by rotation and is eligible for re-appointment;

## Special Business:

4. To appoint Sunil Agarwal & Co. (CP No.: 3286), Practicing Company Secretary as secretarial auditor of the Company and to fix remuneration.

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

**"RESOLVED THAT** pursuant to provisions of Section 204 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December 2024 and all other applicable provisions and rules made thereunder (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of shareholders be and is hereby accorded to appointment of Sunil Agarwal & Co. (CP No.: 3286), Practicing Company Secretary as a Secretarial Auditor of the Company for a period of 5 years commencing from FY 2025-26 till FY 2029-30 at a fee of Rs. 1,55,000 for FY 2025-26 (plus taxes as applicable) and remuneration for the subsequent years as may be decided by the Board of Directors in consultation with the Secretarial Auditor of the Company."

Place: Mumbai

Date: 08/05/2025

## Registered Office:

901, Solaris One, N. S. Phadke Marg,  
Andheri (E), Mumbai - 400 069  
CIN: L15549MH2003PLC139352

## By Order of the Board of Directors FOR SULA VINEYARDS LIMITED

Shalaka Koparkar  
Company Secretary & Compliance Officer  
Membership No. A25314

## NOTES:

### 1. VIRTUAL MEETING

- i. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 ('MCA Circulars'), has allowed the Companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') till 30<sup>th</sup> September 2025. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 22<sup>nd</sup> 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; (c) e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the subsequent paragraphs
- ii. The deemed venue for this AGM shall be the registered office of the Company.
- iii. Facility of joining the AGM through VC facility for members shall open 30 minutes before the time scheduled for the AGM and shall be open till expiry of 15 (fifteen) minutes after such scheduled time. Alternatively, members can also view the proceedings of the AGM through live webcast facility available at <https://www.evoting.nsdl.com>
- iv. Members may note that the VC/ OAVM facility provided by National Securities Depository Limited allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. Members 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. can attend the AGM without any restriction on account of first-come-first-served basis.

### 2. ELECTRONIC COPY OF ANNUAL REPORT AND NOTICE OF THE 22<sup>nd</sup> ANNUAL GENERAL MEETING

- i. Pursuant to SEBI Circular No. SEBI/HO/DDHS-RACPOD1/P/CIR/2023/001 dated 5<sup>th</sup> January 2023, and MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories.
- ii. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website [www.sulawines.com](http://www.sulawines.com), websites of the Stock Exchanges, i.e. Bombay Stock Exchange (BSE) Limited and National Stock Exchange (NSE) of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and website of National Securities Depository Limited (NSDL) at <https://evoting.nsdl.com/>
- iii. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the AGM of the Company, they may send request to the Company's email address at [cs@sulawines.com](mailto:cs@sulawines.com) mentioning Folio No./ DP ID and Client ID. In terms of the SEBI Circular dated 12<sup>th</sup> December 2024, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available, shall be sent to those shareholder (s) who have not registered their Email IDs.

### 3. PROCESS FOR REGISTRATION OF E-MAIL ADDRESSES:

To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their depository participant(s) (DP) in case the shares are held by them in electronic form and with M/s KFin Technologies Limited ("Kfin / RTA") in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

We request you to provide the ISR -1 and 2 Forms for the updation of KYC and signature, respectively. As email Id updation is part of KYC, you may download the form from the link given below:" <https://ris.kfintech.com/clientservices/isc/default.aspx#>. Alternatively, the said forms are available on the website of the Company at the link given below: <https://sulavineyards.com/investor-relations.php>

#### 4. PROXY

Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in terms of the MCA circulars, as this AGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and therefore, the Proxy Form and Attendance Slip are not annexed to this Notice.

Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### 5. AUTHORISED REPRESENTATIVE

In pursuance of Section 113 of the Act, 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 by the registered email address to Mr. Martinho Ferrao, Scrutinizer Membership No. 6221 and Certificate of Practice No. 5676 at mferraocs@yahoo.com with a copy marked to the Company Secretary of the Company at cs@sulawines.com.

#### 6. DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

The material facts in respect of the business under Item Nos. 3 set out above and the details as required under Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations, in respect of the persons seeking re-appointment as Director at the AGM, is annexed as Annexure and forms part of this Notice.

#### 7. DOCUMENTS OPEN FOR INSPECTION

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and Certificate from the secretarial auditor of

the Company under Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available for inspection in electronic form by the members during the AGM. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the company during office hours on all working days except Saturdays & Sundays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM.

#### 8. UPDATION OF RECORDS, KYC AND OTHER QUERIES

- i. Members are requested to notify regarding any change in name / address, email address, telephone / mobile numbers, PAN, Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or to M/s KFin Technologies Limited, Registrar and Share Transfer Agents (RTA) of the Company at einward.ris@kfintech.com in case the shares are held in physical form.
- ii. SEBI vide its Circulars dated 3<sup>rd</sup> November 2021, 14<sup>th</sup> December 2021 and 16<sup>th</sup> March 2023 has mandated furnishing of PAN, KYC details and Nomination / opt out of Nomination, by holders of physical securities. Folios wherein any one of the abovementioned details are not registered by 1<sup>st</sup> October 2023 shall be frozen. The concerned members are therefore urged to furnish PAN, KYC and Nomination/ opt out of Nomination by submitting the prescribed forms duly filled, signed and scanned to M/s KFin Technologies Limited at einward.ris@kfintech.com from their registered email id followed by sending a physical copy of the prescribed forms to M/s. Kfin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Rangareddi, Hyderabad, Telangana, India - 500032.
- iii. SEBI vide its notification dated 24<sup>th</sup> January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form, if any. Members can reach out to Company or Company's RTA, M/s. KFin Technologies Limited for assistance in this regard at einward.ris@kfintech.com.

- iv. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18<sup>th</sup> May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company <https://sulavineyards.com/investor-relations.php>.
- v. 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 do not keep their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

## 9. NOMINATION

As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://sulavineyards.com/investor-relations.php>. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. KFin Technologies Limited in case the shares are held in physical form.

## 10. UNCLAIMED DIVIDEND

Members who wish to claim dividends that remain unclaimed/ unpaid are requested to write to the Company's RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or the Company Secretary, at [cs@sulawines.com](mailto:cs@sulawines.com). Members are requested to note that dividends that are not claimed or remain unpaid for 7 (seven) years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF). The shareholder is requested to provide DP ID, Client ID, the name of dividend i.e. Interim / Final while sending email to the Company and quote name of the Company in Subject line while sending email to RTA for claiming their unpaid dividends.

## 11. E-VOTING

Pursuant to provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is pleased to provide the facility to Members to exercise their right to vote, on the Resolutions proposed to be passed at AGM, by electronic means. The Company has engaged the services of National Securities Depository Limited to provide the remote e-voting facility. The Company has appointed M/s. Martinho Ferrao & Associates, Practising Company Secretaries, holding Membership No. 6221 and Certificate of Practice No. 5676, as the Scrutinizer for conducting the e-voting process during the AGM in a fair and transparent manner.

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.

### REMOTE E-VOTING: PROCEDURE

- i. In Compliance with MCA circulars, 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

- i. 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.
- ii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- iii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- iv. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://sulavineyards.com/investor-relations.php>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- v. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 23<sup>rd</sup> May 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> May 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

The Members, whose names appear in the Register of Members / Beneficial Owners as on the s (cut-off date) i.e. 18<sup>th</sup> June 2025, may cast their vote electronically. Persons who are not members as on the Cut-off Date should treat this Notice for information purposes only. The remote e-voting period begins on Monday, 23<sup>rd</sup> June 2025, 09:00 A.M. and ends on Wednesday, 25<sup>th</sup> June 2025 at 05:00 P.M. During this period, members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of Wednesday, 18<sup>th</sup> June, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.



## 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 9<sup>th</sup> December, 2020 on

e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ul> <div data-bbox="571 1473 1050 1753"> <p><b>NSDL Mobile App is available on</b></p> <div>  App Store            Google Play         </div> <div>   </div> </div>
	<ul style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> </ul>

Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ul>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

#### How to Log-in to NSDL e-voting website?

- i. 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.
- ii. Once the home page of e-voting system is launched, click on the icon "Login" which is available under

'Shareholder/Member' section.

- iii. 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.
- iv. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i. 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](http://www.evoting.nsdl.com).
- ii. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- iv. 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?

- i. 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.
- ii. 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".

### General Guidelines for shareholders

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mferraocs@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.
- ii. 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](http://www.evoting.nsdl.com) to reset the password.
- iii. 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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

- iii. Now you are ready for e-voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### 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:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@sulawines.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sulawines.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- iv. 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:-**

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
- iii. Members who have voted through Remote e-voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

- i. 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.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.

- v. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@sulawines.com](mailto:cs@sulawines.com). The same will be replied by the company suitably.
- vi. Members who would like to express their view/ ask questions during the AGM with regard to the financial statements or any other matter to be placed at the AGM, need to pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number and mobile number, to reach the Company's email address at [cs@sulawines.com](mailto:cs@sulawines.com) at least 48 hours in advance before the start of the meeting i.e. by Tuesday 24<sup>th</sup> June 2025 10:00 A.M. (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the AGM, depending upon the availability of time.
- vii. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- viii. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

## **12. DECLARATION OF VOTING RESULTS**

The Board of Directors at its meeting held on 8<sup>th</sup> May 2025 has appointed M/s. Martinho Ferrao & Associates, Practising Company Secretaries, holding Membership No. 6221 and Certificate of Practice No. 5676, as the Scrutinizer to scrutinize the e-voting process during the AGM in fair and transparent manner.

The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorized by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairman or any other person authorized by him, on or before Monday, 30<sup>th</sup> June 2025. The Scrutinizer's decision on the validity of votes cast will be final.



## GENERAL INSTRUCTIONS FOR DIVIDEND

The Board of Directors of Sula Vineyards Limited at their Meeting held on 8<sup>th</sup> May 2025 recommended payment of dividend of Rs. 3.60 per equity share on face value of Rs. 2/- each for the Financial Year ended 31<sup>st</sup> March 2025, subject to approval of Members in the Annual General Meeting (AGM). The record date for determining the entitlement of the members to the final dividend for 2025 is 23<sup>rd</sup> May 2025

As you are aware, as per the Income-tax Act, 1961 (Act), as amended by the Finance Act, 2020, dividends declared, distributed or paid by the Company on or after 1<sup>st</sup> April, 2020, shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to such Members.

The TDS rate would depend on the residential status of the Members, eligibility of non- resident shareholders to claim the benefit of relevant Double Taxation Avoidance Agreement and basis the documents submitted and accepted by the Company. Accordingly, the Dividend will be paid after deducting TDS as provided below.

### GENERAL INFORMATION:

All Members are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository participant(s); or in case of shares held in physical form, with the Company.

Please note that the following details, in case you have already registered with the Company, as available with the Company in the Register of Members/Register of Beneficial Ownership maintained by the Depositories will be relied by the Company, for the purpose of complying with the applicable TDS provisions:

- i. Permanent Account Number (PAN);
- ii. Residential status as per the Act i.e. Resident or Non-Resident for FY 2025-26.
- iii. Category of the Member viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII), Foreign Company, FPI/FII, Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc
- iv. Valid e-mail address; &
- v. Address.

### DOCUMENTATION:

Members are requested to take note of the TDS rates and document(s), if any, required to be submitted to the Company by end of Saturday, 31<sup>st</sup> May 2025 for their respective category, in order to comply with the applicable TDS provisions.

**A. For Indian Resident Members:**

Category of Members	Documentation or Exemptions applicable
Mutual Funds	No TDS is required to be deducted as per Section 196(iv) of the Act, subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
Insurance Companies	No TDS is required to be deducted as per Section 194 of the Act, subject to specified conditions. Self-attested copy of valid IRDAI registration certificate needs to be submitted.
Category I and II Alternative Investment Fund	No TDS is required to be deducted as per Section 197A (1F) of the Act, subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
Recognized Provident Fund	No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the Act, or self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
Approved Superannuation Fund	No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the Act needs to be submitted.
Approved Gratuity Fund	No TDS is required to be deducted as per Circular No.18/2017, subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the Act needs to be submitted.
National Pension Scheme	No TDS is required to be deducted as per Section 197A(1E) of the Act.
Central/State Government	No TDS is required to be deducted as per Section 196(i) of the Act.
Any other entity entitled to exemption from TDS	Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the entity being entitled to TDS exemption needs to be submitted.
Other Resident Member	<ul style="list-style-type: none"> <li>TDS is required to be deducted at the rate of 20% under Section 206AA of the Act, if valid PAN of the Member is not available.</li> <li>Where valid PAN is available, TDS is required to be deducted at the rate of 10% under Section 194 of the Act.</li> <li>TDS is required to be deducted at a lower rate if prescribed under a lower tax withholding certificate provided under Section 197 of the Act, where such valid certificate is submitted with the Company's RTA, KFin Technologies Limited.</li> <li>No TDS is required to be deducted, if the aggregate dividend distributed or likely to be distributed during the financial year to an individual Member does not exceed Rs. 10,000/-.</li> <li>No TDS is required to be deducted on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income). Applicable formats are being uploaded on the Company's website – <a href="https://sulavineyards.com/investor-relations.php#dividend">https://sulavineyards.com/investor-relations.php#dividend</a></li> </ul>

**B. For Non-Resident Members:**

Category of Members	Documentation or Exemptions applicable
FPIs and FIIs	TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess as may be applicable) under Section 196D of the Act. However, in case FII's & FPI's want tax to be deducted at a lower rate as per the DTAA applicable to them, they may obtain a certificate under Section 197 of the Income Tax Act, 1961 to this effect.
Any entity entitled to exemption from TDS	Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of the entity being entitled to exemption from TDS is to be submitted.
Other non-resident Members	<p>i. TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 of the Act. Further, as per Section 90 of the Act, the non-resident Member has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the Member, if they are more beneficial to them. For this, the non-resident Members will have to provide the following:</p> <ul style="list-style-type: none"> <li>• Self-attested copy of the PAN allotted by the Indian Income Tax authorities;</li> <li>• Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the Member is a resident;</li> <li>• Electronically Filed Form 10F on Income Tax Portal as per Notification No. 03/2022 dated July 16, 2022 issued by the Income Tax Department</li> <li>• Self-declaration in the attached format certifying:</li> </ul> <p>i. Member is and will continue to remain a tax resident of the country of its residence during the Financial Year 2025-26;</p> <p>ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;</p> <p>iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;</p> <p>iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and</p> <p>v. Member does not have a taxable presence or a permanent establishment in India during the Financial Year 2025-26.</p> <ul style="list-style-type: none"> <li>• TDS is required to be deducted at the rate prescribed under a lower tax withholding rate provided under Section 197 of the Act, if such valid certificate is provided.</li> </ul>

**Notes:**

- i. All the above referred tax rates will be enhanced by surcharge and cess, wherever applicable.
- ii. For all self-attested documents, Members must mention on the document "certified true copy of the original". For all documents being uploaded by the Member, the Member undertakes to send the original document(s) on the request by the Company. Prescription of the list of documents for processing dividend payments lies with the Company.
- iii. In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Book Closure Date, the registered Member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person.
- iv. Above communication on TDS sets out the provisions of law in a summary manner as per our understanding and does not purport to be a complete analysis or listing of all potential tax consequences. Members should consult with their own tax advisors for the tax provisions that may be applicable to them.
- v. We shall arrange to email the soft copy of TDS certificate at your registered email ID in due course, post payment of the dividend.
- vi. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the Member to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
- vii. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- viii. All the documents referred in this communication and as applicable will need to be scanned and sent to einward.ris@kfintech.com or may be uploaded at the link <https://ris.kfintech.com/form15/>
- ix. These documents, valid in all respects, should reach us on or before 31<sup>st</sup> May, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate.

Place: Mumbai

Date: 08/05/2025

**Registered Office:**

901, Solaris One, N. S. Phadke Marg,

Andheri (E), Mumbai – 400 069

CIN: L15549MH2003PLC139352

**By Order of the Board of Directors  
FOR SULA VINEYARDS LIMITED**

Shalaka Koparkar

Company Secretary & Compliance Officer

Membership No. A25314

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE TWENTY SECOND (22ND AGM) OF THE COMPANY**

**ITEM NO. 4:**

Based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on 8<sup>th</sup> May 2025, has proposed the appointment of Sunil Agarwal & Co. (CP No.: 3286), Practising Company Secretary as Secretarial Auditor of the Company for a term of five consecutive years, to hold office commencing from FY 2025-26 till FY 2029-30 at a fee of Rs 1,55,000 for FY 2025-26 (plus taxes as applicable) and remuneration for the subsequent years as may be decided by the Audit Committee / Board of Directors in consultation with the Secretarial Auditor of the Company.

Mr. Sunil Agarwal has consented to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of the Section 204 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fee proposed to be paid to Sunil Agarwal & Co., Practising Company Secretary towards secretarial audit for financial year 2025-26 shall be Rs. 1,55,000 (plus taxes as applicable) and remuneration for the subsequent years as may be decided by the Audit Committee / Board of Directors in consultation with the Secretarial Auditor of the Company.
- There is no material change in the proposed fee for the auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of Sunil Agarwal & Co., as the Secretarial Auditor of the Company, have taken into consideration, among other things, his credentials, association with the Company and contribution during listing process of the Company and eligibility criteria prescribed under the Act.

Sunil Agarwal & Co. ("the Firm") is a Sole Proprietor Firm incorporated in India and is Practising Company Secretary registered with the Institute of Company Secretaries of India ("ICSI") holding CP No. 3286. The Firm was established in February 2000 with its registered office in Mumbai. The Firm has a valid Peer Review certificate.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the shareholders of the Company, as set out at Item No. 4 of the Notice.



## ANNEXURE TO THE NOTICE OF AGM

### Details of Director Seeking Appointment/Re-Appointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name	Mr. Deepak Shahdadpuri
Directors Identification Number (DIN)	00444270
Age	55
Qualification	He is a fellow member of the Institute of Chartered Accountants in England & Wales and has completed LLB from King's College, London University followed by MBA (Hons) from INSEAD.
Experience	He is a prominent Venture Capital investor and an entrepreneur. Deepak was one of the pioneers who recognized the vast potential within the consumer sector. This catalyzed and fueled the founding of DSG Consumer Partners in 2012. Before DSGCP, Deepak co-founded and managed the Beacon India Private Equity Fund. Prior to that, Deepak held roles at GEM India, Reuters Venture Capital, Bain & Company and Ernst & Young.
Nature of expertise in specific functional areas	Strategy
Terms & Conditions of appointment/re-appointment	Non-Executive, Non-Independent Director of the Company, liable to retire by rotation
Date of first Appointment on the Board of the Company	4 <sup>th</sup> April 2024
Shareholding in the Company	Nil
Details of Remuneration sought to be paid	Not Applicable, resolution is for retirement by rotation.
Relation with other Directors, Manager or KMP	Not Applicable
No. of Meetings of Board attended during the year	6

Other Directorship, Membership/ Chairmanship of committees of other Boards	Sr. No.	Name of Companies
	1.	Culinary Brands Private Limited
	2.	VRB Consumer Products Private Limited
	3.	Drums Food International Private Limited
	4.	Bakers Circle (India) Private Limited
	5.	Suzette Gourmet Private Limited
	6.	Baer Capital Partners (India) Private Limited (under liquidation)
	7.	Cutting Edge Software Private Limited
	8.	MSWIPE Technologies Private Limited
	9.	GC Web Ventures Private Limited
	10.	Culinary Culture India Private Limited
	11.	Vasudhaiva Kutumbakam Group Private Limited
	12.	Everstone Capital Advisors Private Limited
	13.	Drums Food International Private Limited
	Other Committee membership / chairmanship:- Nil	
Listed entities from which the person has resigned in the past three years	NIL	
Disclosure of relationships between directors inter-se	NIL	

**Disclaimer**

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects, and are generally identified by forward-looking words such as 'believe,' 'plan,' 'anticipate,' 'continue,' 'estimate,' 'expect,' 'may,' 'will' or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

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**SULA**  
VINEYARDS

### **Registered and Corporate Office**

901, Solaris One, N.S. Phadke Marg,  
Andheri (E), Mumbai 400069,  
Maharashtra, India

**Tel No:** 022-61280606/607

**Email:** [cs@sulawines.com](mailto:cs@sulawines.com)

**Website:** <https://sulavineyards.com>

