

29<sup>th</sup> August, 2025

To, Dept. of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 <b>Company Code: 533161</b>	To, The Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051 <b>Company Code: EMMBI</b>
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**Sub: Intimation of the 31<sup>st</sup> Annual General Meeting (AGM) of the Company to be held on 20<sup>th</sup> September, 2025 and Submission of Annual Report for the Financial Year 2024-2025**

**Dear Sir/Madam,**

We wish to inform that the 31<sup>st</sup> AGM of the Company is scheduled to be held on Saturday, 20<sup>th</sup> September, 2025 at 11:00 AM (IST) through Video Conferencing /Other Audio Visual Means, in compliance with circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has fixed Saturday, 13<sup>th</sup> September, 2025 as the "Record Date" for the purpose of determining the Members eligible to receive Final Dividend for the financial year 2024-25 and, Final Dividend, if approved by the shareholders at the AGM, will be paid on or before 19<sup>th</sup> October, 2025. The Register of Members and Share Transfer book of the Company will remain close from Sunday, 14<sup>th</sup> September, 2025 till Saturday, 20<sup>th</sup> September, 2025 (both the days inclusive).

In terms of Regulation 44 of SEBI LODR and Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules 2014, the Company has fixed Saturday, 13<sup>th</sup> September, 2025 as the cut-off date to record the entitlement of shareholders to cast their vote for the said AGM by electronic means. Accordingly, the shareholder holding shares as on the cutoff date for e-voting only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM

The Company would be availing E-voting Services of National Securities Depository Limited. Pursuant to the SEBI circular dated December 9, 2020 on "e-voting facility provided by Listed Companies", all the individual demat account holders can vote electronically by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process

The e-voting facility will be available during the following e-voting period

Commencement of E-voting	From 9.00 AM IST of Wednesday 17 <sup>th</sup> September, 2025
End of E-Voting	Up to 5.00 PM IST of Friday 19 <sup>th</sup> September, 2025



Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time please find enclosed 31<sup>th</sup> Annual Report for financial year 2024-2025 comprising Notice, Board's Report, Auditors Report and Audited Financial Statements together with the instructions on Remote e-Voting as prescribed by Securities and Exchange Board of India ("SEBI") and instructions for attending the Annual General Meeting through VC/OAVM and other general instructions.

Further, please note that the 31<sup>st</sup> Annual General Meeting Notice and Annual Report 2024-25 is also available on the Company's website at [www.emmbi.com](http://www.emmbi.com)

Kindly take the same on record.

Thanking you,

**Yours faithfully,  
For Emmbi Industries Limited**

  
**Mohit Dubey**  
**Company Secretary & Compliance Officer**  
**ICSI Membership Number:- ACS67363**



Encl: As above





# A BETTER WAY

ANNUAL REPORT 2025

Image: Casey Horner / Unsplash



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Mr. Makrand M. Appalwar**  
Chairman & Managing Director

**Mrs. Rinku M. Appalwar**  
Executive Director & CFO

**Mr. Krishnan I. Subramanian**  
Non executive - Non Independent

**Mr. Prashant K. Lohiya**  
Independent Director  
(upto 22nd May, 2024)

**Mr. Rama A. Krishnan**  
Independent Director  
(Upto 30th March, 2025)

**Dr. Venkatesh G. Joshi**  
Independent Director  
(Upto 30th March, 2025)

**Mr. Nitin Alshi**  
Independent Director  
(w.e.f. 29th June, 2024)

**Mr. Nimesh Mehta**  
Independent Director  
(w.e.f. 21st March, 2025)

**Mr. Lalit Shah**  
Independent Director  
(w.e.f. 29th March, 2025)

## COMPANY SECRETARY

**Rajesh Solanki**  
(Upto 24th May, 2025)

**Mohit Dubey**  
(w.e.f. 25th May, 2025)

## STATUTORY AUDITORS

**M/s. R. Daliya & Associates**

## SECRETARIAL AUDITORS

**M/s. Sanjay Dholakia & Associates**

## BANKERS

Axis Bank Limited  
Bajaj Finance Limited  
DBS Bank (India) Limited  
Saraswat Co-Op. Bank Limited

## SHARE TRANSFER AGENTS

Datamatics Business Solutions Limited  
(Formerly known as Datamatics Financial Services Limited)  
Plot No. A 16 & 17, Part B Cross Lane,  
MIDC, Marol, Andheri (East),  
Mumbai 400 093  
Tel: 022 - 66712001-06 Fax: 022 - 66712011  
Email: investorsqry@datamaticsbpm.com

## REGISTERED OFFICE

99/2/1 & 9, Madhuban Industrial Estate,  
Madhuban Dam Road, Rakholi Village  
U.T. of Dadra & Nagar Haveli,  
Silvassa - 396 230  
Tel: +91 (0260) 320 0948  
Fax: 022 4672 5506  
Email: info@emmbi.com  
Website: www.emmbi.com

## Company Identification Number (CIN)

LT7120DN1994PLC000387

## BOARD COMMITTEES

### Audit Committee

Mr. Prashant K. Lohiya (Chairman)  
(upto 22nd May, 2024)

Mr. Nitin Alshi (Chairman)  
(w.e.f. 29th June, 2024)

Dr. Venkatesh G. Joshi  
(upto 29th March, 2025)

Mr. Rama A. Krishnan  
(upto 29th March, 2025)

Mrs. Rinku M. Appalwar

Mr. Nimesh Mehta  
(w.e.f. 29th March, 2025)

Mr. Lalit Shah  
(w.e.f. 29th March, 2025)

### Nomination & Remuneration Committee

Mr. Prashant K. Lohiya (Chairman)  
(upto 22nd May, 2024)

Mr. Rama A. Krishnan (Chairman)  
(upto 29th March, 2025)

Dr. Venkatesh G. Joshi  
(upto 29th March, 2025)

Mr. Krishnan I. Subramanian  
(upto 29th March, 2025)

Mr. Nimesh Mehta (Chairman)  
(w.e.f. 29th March, 2025)

Mr. Nitin Alshi  
(w.e.f. 29th March, 2025)

Mr. Lalit Shah  
(w.e.f. 29th March, 2025)

## Committee of Directors Committee

Mr. Prashant K. Lohiya (Chairman)  
(upto 22nd May, 2024)

Mr. Rama A. Krishnan (Chairman)  
(upto 29th March, 2025)

Mr. Nitin Alshi  
(w.e.f. 29th March, 2025)

Mr. Makrand M. Appalwar

Mrs. Rinku M. Appalwar

## Stakeholders Relationship Committee

Mr. Prashant K. Lohiya (Chairman)  
(upto 22nd May, 2024)

Mr. Rama A. Krishnan (Chairman)  
(upto 29th March, 2025)

Mr. Nitin Alshi  
(w.e.f. 29th June, 2024)

Dr. Venkatesh G. Joshi  
(upto 29th March, 2025)

Mrs. Rinku M. Appalwar

Mr. Nimesh Mehta  
(w.e.f. 29th March, 2025)

Mr. Lalit Shah (Chairman)  
(w.e.f. 29th March, 2025)

## Corporate Social Responsibility Committee

Mr. Prashant K. Lohiya  
(upto 22nd May, 2024)

Dr. Venkatesh G. Joshi (Chairman)  
(upto 29th March, 2025)

Mr. Rama A. Krishnan  
(upto 29th March, 2025)

Mrs. Rinku M. Appalwar

Mr. Lalit Shah (Chairman)  
(w.e.f. 29th March, 2025)

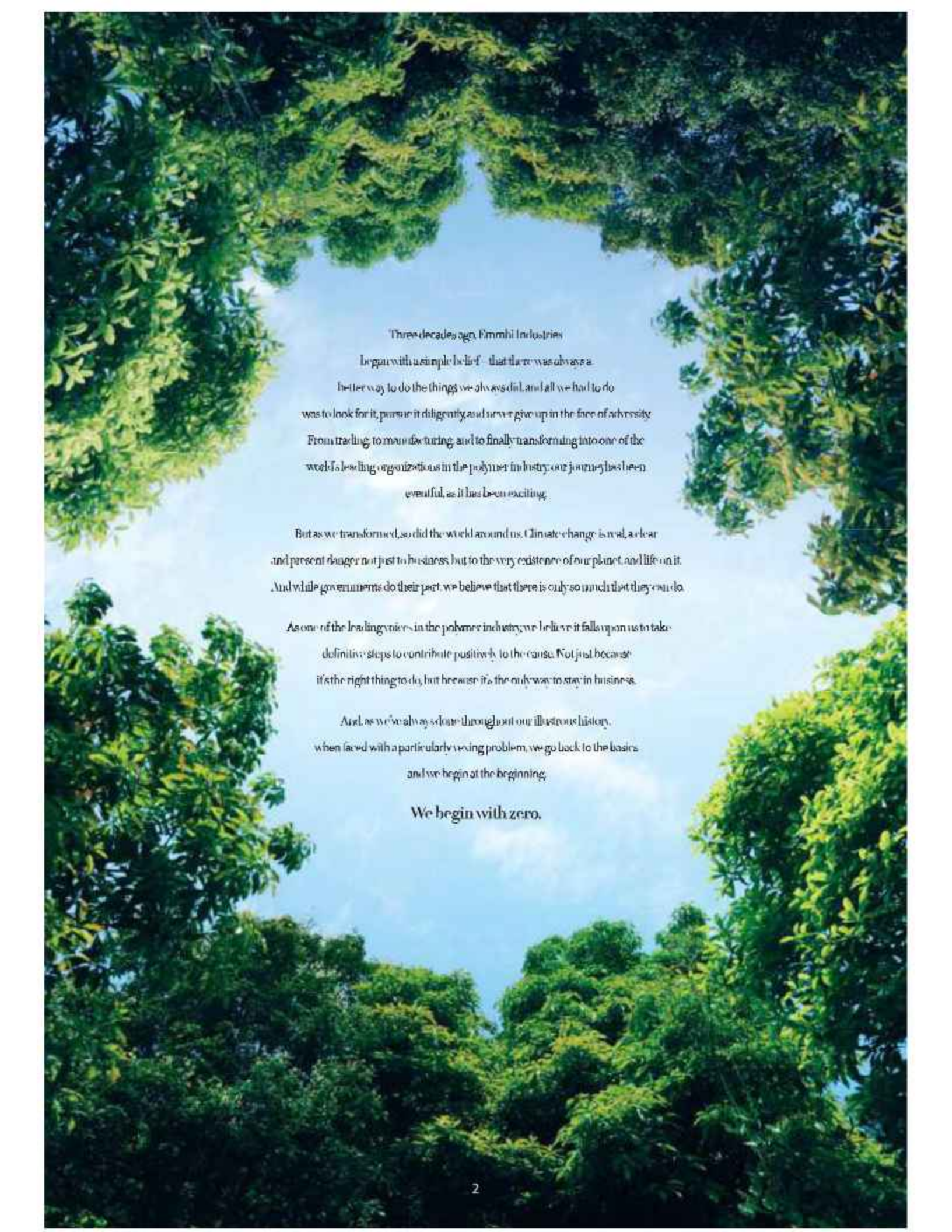
Mr. Nitin Alshi  
(w.e.f. 29th June, 2024)

Mr. Nimesh Mehta  
(w.e.f. 29th March, 2025)



Scan the QR code  
and get more information  
about us:





Three decades ago, Emmi Industries began with a simple belief: that there was always a better way to do the things we always did, and all we had to do was to look for it, pursue it diligently, and never give up in the face of adversity. From trading to manufacturing, and to finally transforming into one of the world's leading organizations in the polymer industry, our journey has been eventful, as it has been exciting.

But as we transformed, so did the world around us. Climate change is real, a clear and present danger not just to business, but to the very existence of our planet, and life on it. And while governments do their part, we believe that there is only so much that they can do.

As one of the leading voices in the polymer industry, we believe it falls upon us to take definitive steps to contribute positively to the cause. Not just because it's the right thing to do, but because it's the only way to stay in business.

And, as we've always done throughout our illustrious history, when faced with a particularly vexing problem, we go back to the basics and we begin at the beginning.

**We begin with zero.**



# OUR BUSINESSES



## International Business

**Major Products**  
Industrial Packaging |  
Container Liners | Advanced  
Composites

**Major Sectors**  
Pharmaceuticals | FMCG |  
Chemicals | Food |  
Construction | Automobiles

**Geographical Reach**  
70+ countries worldwide



## Domestic Business

**Major Products**  
Industrial Packaging

**Major Sectors**  
FMCG | Automobiles |  
Chemicals | Food

**Geographical Reach**  
Maharashtra | Gujarat |  
Madhya Pradesh | Goa |  
Karnataka | Delhi-NCR |  
Dadra and Nagar Haveli |  
Daman and Diu



## Avana Consumer Durables

**Major Products**  
Avana Jalasanchay | Avana  
Jalasanchay Super

**Major Sectors**  
Water Conservation |  
Agriculture | Aquaculture

**Geographical Reach**  
Maharashtra | Rajasthan |  
Karnataka | Madhya  
Pradesh | Punjab | Haryana



## Avana Consumer Goods

**Major Products**  
Avana Kapila Murughas  
Bag | Avana Anant Leno  
Bag | Avana Tank | Avana  
Rakshak Tarpaulin | Avana  
Prabal Thread

**Major Sectors**  
Agriculture | Agri-inputs |  
Agri-packaging | Dairy

**Geographical Reach**  
Maharashtra | Karnataka

## Our Products

### Speciality Packaging

Innovative solutions for  
diverse packaging needs

### Advance Composites

Cutting-edge composites  
for specialized applications

### Liners

High-performance liners  
for superior protection

### Water Conservation

Efficient products for  
sustainable water  
management

### Speciality Packaging

Advanced polymer  
solutions for agricultural  
success

### Speciality Packaging

Versatile products for  
various industrial uses





# THE EMMBI STORY: PIONEERING A BETTER WAY AND BRIGHTER FUTURE

## The Emmbi Story

Emmbi Industries was founded in 1994 by first-generation entrepreneurs, Makrand and Rinku Appalwar. While many at the time were pursuing education and careers abroad, Makrand and Rinku's deep love for their country inspired them to stay in India. Originating from Chandrapur, Maharashtra — a prominent cement-manufacturing hub — Makrand identified an opportunity in the production of industrial-grade polymer bags. Both Makrand and Rinku believed in the immense potential of polymers to benefit humanity when used appropriately.

From the humble beginnings of a trading venture in Makrand's living room, the Company has grown into India's most esteemed polymer processing company. This journey of growth and innovation has been driven by a vision of excellence and championing sustainability worldwide. Despite this growth, the Company's vision of utilizing polymers for a brighter world has remained steadfast. From pioneering recycled Flexible Intermediate Bulk Containers (FIBCs) to creating the world's most affordable water conservation system, we have continuously embraced innovative ideas to enrich and uplift communities.

## Our Vision: Creating a Brighter World for All Our Stakeholders

### Brighter for our Customers

Whether it is their bright and colorful pattern or the legends of the genie with magical powers, traditional Arabian lamps have always held the mystique of bringing good fortune and riches to their owners. At Emmbi, we aim to do the same by thinking differently, which helps us add maximum value to our customers and their businesses. At Emmbi, we believe that it's not just our products but the buying experience in its totality that can make a difference to our customers. This is why we bring cutting-edge, cross-category knowledge to the table. This, coupled with the best production techniques, a lean manufacturing philosophy, and a near Six-Sigma level of operations, goes a long way in enhancing our customers' businesses.

### Brighter for our Employees

Thomas Edison's invention has perhaps single-handedly changed the course of countless lives and history itself. The humble table lamp symbolizes the hard work and toil that millions of working-class individuals put in, in the quest for a better lifestyle. At Emmbi, we strive to brighten our employees' lives through our various Human Resource policies and programs that encourage independent and creative thinking, entrepreneurial spirit, and active contribution to ideas.

### Brighter for our Partners

Traditional earthen lamps are used in the annual "Chopda Pujan" performed by Indian businesses during Diwali, where businessmen pray to the goddess of wealth for greater prosperity. In our commitment to spreading prosperity to our partners, Emmbi has implemented a range of initiatives, from adopting the most modern ERP systems to ensuring total transparency in our dealings and automating our procurement processes. It is no surprise, then, that the majority of our partners, both national and international, have remained with us for as long as Emmbi has existed.





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# ***Pathways to Success: Key Company Milestones***

**30+**

Years experience in  
manufacturing woven  
polymer products

**70+**

Countries

**200+**

Global clients

**14**

Patents filed, 5 granted,  
and others in process

**11**

Specialized state-of-the-art  
manufacturing units

**31032**

Cumulative annual  
capacity (in MTPA)

Rs. **473.78** CR

Revenue from Operations in FY 2025

Rs. **6.61** CR

PAT in FY 2025

**150+**

Lives impacted through CSR

# OUR JOURNEY

1994  
|  
1997

**1994**

Emmbi Polymers Limited was registered as a Private Limited organization – sowing the seeds to creating a brighter future.

**1996**

We completed the construction of our first manufacturing unit – “Sita”

**July 1997**

We initiated the first production run, which was launched on 2nd August, 1997

1997  
|  
1999

**1997**

We launched our first PWS-based packaging solution for the consumer goods market, as a substitute for the then common paper corrugated boxes

**1999**

Emmbi became India's first ISO 9001-certified company for design and manufacturing

2001  
|  
2004

**2001**

Emmbi introduced heat-sealable packaging, that could withstand temperatures up to 120°C

**2004**

Emmbi created poly-jute packaging for the first time in India

2004  
|  
2006

**2005**

Emmbi initiated its first large-scale expansion, to create a capacity of 6,000 MT per annum. This was the first in a series of Emmbi's capacity expansions

**2006**

We took our first steps to becoming a global leader, with the production of FIBCs for global clients. We also commissioned “Janaki” – our second unit



**2007**  
|  
**2010**

**2009**

Emmbi developed cattle-safe canal liners, setting the stage for several more innovative products

**2010**

Emmbi was listed on the two major stock exchanges in India – NSE and BSE

**2011**  
|  
**2015**

**2010-2012**

"Rampriya" and "Valdehi" units were constructed. We tripled our capacity to 18,200 MT per annum

**2013**

Emmbi pioneered the concept of single-homopolymer manufacturing design, to make one of the world's first 'Green' FIBCs

**2015**

We launched our Emmbi Innovation Lab. Over the next two years, we applied for 14 patents and we marked over Rs. 1 billion in exports

**2016**  
|  
**2020**

**2016**

We ventured into the agricultural consumer business with the launch of our brand, "Avana" – focused on putting farmers first, through affordable water conservation techniques

**2017**

We developed Emmbi CleanTec, a facility for food and pharma-grade manufacturing

**2019**

We created "Jalasanchay Super", the world's first blue-pond lining, designed to increase farmers' income through aquaculture

**2021**  
|  
**2025**

**2021**

We launched six new products in the agri-inputs space, moving Avana from a consumer durables company to becoming a player in the small-ticket agri-inputs sector

**2023-2025**

We launched the "Reclaim" product range – made from up to 100% recycled material for certain items, and typically with 30% recycled content in most products

# GLOBAL PRESENCE

Delivering  
innovative  
solutions to  
over

**70+**  
countries,

Emmbi  
Industries is  
championing  
sustainability on  
a global scale.









# EMMBI FOUNDATION TRUST: COMMITMENT TO SOCIAL RESPONSIBILITY

The Emmbi Foundation Trust, the philanthropic arm of the Company, is dedicated to championing sustainability while supporting the environment and society at large.

The Emmbi Foundation is actively involved in promoting preventive healthcare and sanitation, as well as comprehensive health awareness projects to address the inclusive and special needs of physical and mental health education. With a 360-degree approach, the essence of our efforts at Emmbi Industries is reflected in our remarkable journey. As a member of the global community, Emmbi strives to adapt to the evolving needs of the society and contribute to the overall health and well-being of the planet and its inhabitants. The Foundation undertakes several rural development projects, promoting inclusive and special needs education, and works towards enhancing vocational skills among children, women, the elderly, and individuals with disabilities.

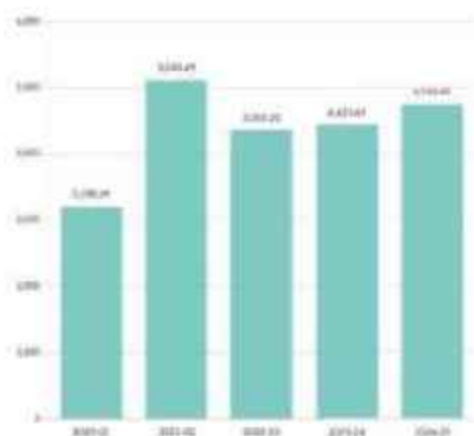
## AREAS OF IMPACT



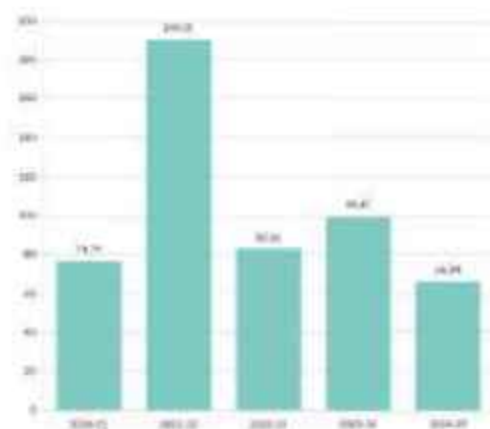


# KEY PERFORMANCE INDICATOR

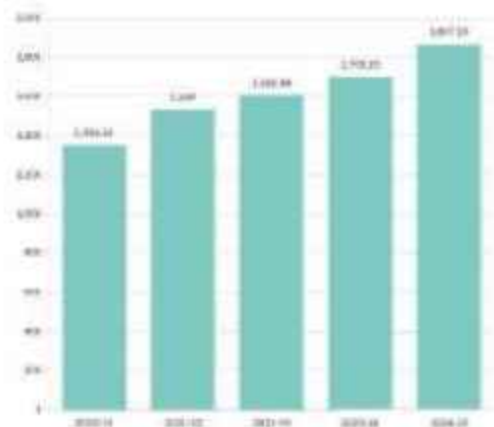
**Revenue from Operations**  
( INR in Million )



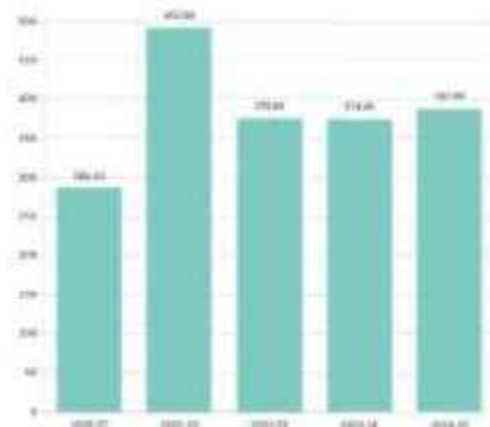
**PAT**  
( INR in Million )



**Net Worth**  
( INR in Million )



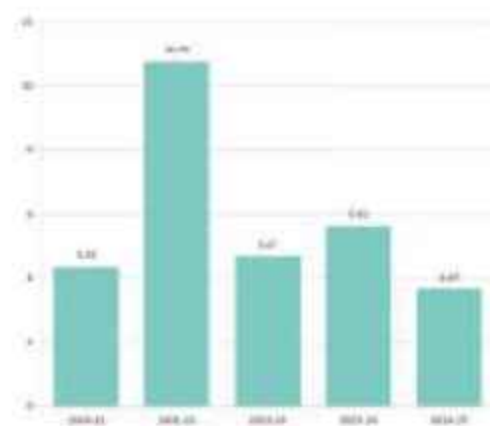
**EBITDA**  
( INR in Million )



**Book Value per Share**  
( In Rs.)



**EPS - Basic**  
( In Rs.)



# MESSAGE FROM THE CHAIRMAN & MANAGING DIRECTOR



## ***Dear Shareholders***

On behalf of Board & Employee of Emmbi, I proudly present to you, our annual report 2024-25. All our endeavors are driven by the goal of "Championing a Betterway", glimpse of which, you will see throughout the report.

Having completed 30 years of Operations we now step into the next decade, which I am certain would bring us renewed growth, and prosperity. Your company today has transformed itself from being a standalone manufacturer of woven polymers or 'Jumbo Bags' as known domestically, to a wide range of polymers that find applications in Agri Business, Pharmaceuticals, Food, Power Generation, Defence and Environmental Conservation. Today we operate across continents, and have a presence in over 70 countries, and in the past year have strengthened our foothold in the lucrative markets of Japan, Germany and the Middle East. As the World evolves, so do our Buyers, and your company stands out here for we have been able to cater to their increasing demands, as the Global focus is on a path towards 'Net-Zero'.

The Global Economy overall remained flat with a growth rate of 3.2% last year, however inflation, high interest rates, elections across the globe, either reduced or postponed both Investments, and Purchases. Whilst growth is not predicted to decline according to the IMF, Geo-political factors, uncertainties on Tariffs etc. are expected to dampen both Company, and Consumer Sentiments. India witnessed a 6.50% growth in fiscal '25, though the lowest since post-Covid it remained a bright spot, as it was better than some of the advanced economies. The Government on its part has charted a growth strategy via. both fiscal, and monetary initiatives, and policy setting. The lowering of taxes, infusion of liquidity, a path towards rationalisation of GST, and an increased impetus on promoting merchandise exports would augur well for both the economy, and your company.

Some of the initiatives that have been taken to augment both exports Volumes, and Value are increased Customer Engagement, higher direct sales to the End User, investments in people, and systems that would lead to improvement EBITDA margins. On the Domestic front whilst bulk bags, would contribute significantly to revenues, our renewed focus is on the premium segments. In addition, Avana's foray into lower ticket products, that command a premium is expected to increase. We also see limited spend on Capital Expenditure this year, for we are operating at 75% Utilisation across our factories (as is the case with Indian Industry at large where Capacity Utilisation has been averaging in the 70s the past fiscal year), and better use of fixed costs would improve operating leverage and increase efficiencies.

Our People have been our biggest strengths, and the flagship program 'Emmbi Rise', has instilled a sense of purpose, and our clear communication across hierarchies has aligned the worker's aspirations to the long-term vision of the company. We continue to invest in Technology, and improve our Processes, and in the coming quarters introduce new Products, both in the Domestic and Export Markets.

I take this opportunity to thank the Government of India, the Administration of the UT of Damman, Diu, Dadra, Nagar & Haveli, the various Statutory Bodies. We don't like to rest on past laurels, and I take guard once again at the crease with the outlook of a fresh innings.

Thank You Shareholders,  
**Makrand Appalwar**  
Chairman & Managing Director



# YOUR DIRECTORS



## Mr. Makrand M. Appalwar

### *Chairman & Managing Director*

Mr. Makrand Appalwar is a first-generation entrepreneur who has transformed Emmbi from a trading company into a large-scale manufacturer and exporter. With over two decades of experience in the polymer industry, he has received numerous awards. He emphasizes teamwork and oversees key departments such as Marketing, Branding, and Corporate Strategy. He also drives product development through R&D and continually seeks to enhance sustainability within Emmbi's ecosystem.

Mr. Makrand Appalwar holds a Mechanical Engineering degree from the Maharashtra Institute of Technology, Pune (India), and is an alumnus of the MIT Sloan School of Management, Boston (US).



## Mrs. Rinku M. Appalwar

### *Executive Director & CFO*

Mrs. Rinku M. Appalwar, Co-Founder of Emmbi Industries, oversees critical departments such as Accounts, Finance, Banking, Compliance & Legal, Procurement, Logistics, Production, and HR & Administration. She sets high standards, earning recognition as a leading lady in manufacturing for three consecutive years.

Mrs. Rinku M. Appalwar played a key role in taking the company public and driving its five-fold growth within five years post-listing. She holds a Chemistry degree from Mumbai University and is an alumnus of the IIM Bangalore.



## Mr. Nimesh Mehta

### *Independent Director (w.e.f 21st March, 2025)*

Mr. Nimesh Mehta is a rank-holder Chartered Accountant and a Cost Accountant with over 30 years of rich experience in the field of Finance, Accounts, Treasury, Taxation, Investor Relations, Secretarial and Legal, and Compliance functions in Companies engaged in Cement, Viscose Staple Fibre, Real Estate, Retail and Manufacturing Sectors. As a CFO, his last assignment was with Lake Shore India Management Private Limited (Asset Manager to Lake Shore India Retail Venture Fund, CAT II AIF, backed by one of the top three largest sovereign fund in the world). He was also on the board of joint venture companies representing AIF and contributed significantly to rolling out ERPs, SOPs, Internal Financial Controls, setting up teams and managing the relationship with investors & JV partners. In his previous roles, he worked with Oberoi Realty Limited as Financial Controller and was a key member of the IPO team. He has also worked with Future Group as CFO of its wholly-owned subsidiary, housing retail formats, such as Ezone & Home Town. He started his career with Aditya Birla Group's flagship company Grasim Industries Limited and has handled Treasury, Investor Relations and was part of M&A Team.

He also served as independent member on the Investment Committee and Risk Committee of CAT III AIF and Fund Management entity providing Portfolio Management Services.



## Mr. Krishnan I. Subramanian

*Non-Executive Non-Independent*

Mr. Krishnan I. Subramanian has over 25+ years of experience in Strategic Planning, Risk Management, Private Equity, and M&As. He holds a key influencer role at a family office involved with India's largest privately held logistics entity with supra-national ownership. An active investor in startups across India, Singapore, and the US, he also sits on the Advisory Board of a Microsoft ISV. He has overseen multiple funds, raised over \$600 million, and managed M&As exceeding \$5 billion.

His career spans Banking, Private Equity, Information Technology, Manufacturing, and Service Sectors, providing him with the rich experience of working with 60 nationalities. Mr. Krishnan I. Subramanian graduated from BITS Pilani, India, holds an Accounting Diploma, is a certified IFRS specialist, and is an alumnus of the MIT Sloan School of Management, Boston (US).



## Mr. Nitin D. Alshi

*Independent Director (w.e.f 29th June, 2024)*

Mr. Nitin Alshi is a distinguished professional with 27 years of experience. He is a practicing Chartered Accountant specializing in Strategies, Risk Management, Process Improvements, Cost Transformations, Value Enhancements, and Value-Based Internal Audits. Mr. Alshi holds several qualifications such as FCA, ACMA, PGD-ERM, DISA (ICAI), and Certified M&A (IIM Ahmedabad). He is a knowledge contributor to various institutions, including ICAI, ICMAI, C&AG, and the National Academy of Direct Taxes.

He has served as a member of prestigious forums, including the Internal Audit Standard Board of ICAI - Delhi, various committees of WIRC of ICAI - Mumbai, president of the Nagpur chapter of IIA - USA, managing committee member and professional development committee chairman of the Nagpur chapter of ICMAI, and core committee member of the Chamber of Small Industries Association of Vidarbha. He has also shared his expertise through contributions to journals of ICAI - Nagpur, WIRC - Mumbai of ICMAI, Vidarbha Industries Association, and leading newspapers.



## Mr. Prashant K. Lohiya

*Independent Director (Till 22nd May, 2024)*

Mr. Prashant K. Lohiya, a practicing Chartered Accountant, is a Fellow Member of the Institute of Chartered Accountants of India (F.C.A.). With over 20 years of experience, he specializes in Accounting, Auditing, Taxation, Finance, and Management Consulting. His expertise is invaluable to the Company, particularly in his role as Chairman of the Audit Committee.

Mr. Prashant K. Lohiya has held prominent positions such as Secretary (2005-06) and Vice Chairman (2006-07) of the Akola Branch of the Western India Regional Council of ICAI. He has presented numerous papers and delivered lectures on various accounting and taxation topics at seminars, conferences, and meetings organized by ICAI.





## **Dr. Venkatesh G. Joshi**

*Independent Director (Till 30th March, 2025)*

Dr. Venkatesh G. Joshi is a distinguished figure in medicine, having overseen more than 10,000 surgeries as an anesthetist. He is a faculty member at the R. A. Poddar Medical College and a frequent speaker at national and international conferences. An advocate and researcher of Ayurveda, he actively contributes to the field through articles in various health magazines.

He has received the Rajiv Shiromani Award in 2013 for his outstanding contribution to Ayurveda. Dr. Venkatesh G. Joshi graduated in medicine from Marathwada University and holds an MD in Ayurveda from Mumbai University.



## **Mr. Rama A. Krishnan**

*Independent Director (Till 30th March, 2025)*

Mr. Rama A. Krishnan is the Founder President and Past President (1970-73) of the Institute of Company Secretaries of India (ICSI). He is a Fellow Member of the Institute of Company Secretaries of India (F.C.S.), the Institute of Directors, London, and the Chartered Institute for Securities & Investment, London.

He serves on the LLP Committee of the Ministry of Corporate Affairs and chairs the Core Group on "Draft Rules of the Companies Act, 2013" notified by the Ministry of Corporate Affairs. Mr. Rama A. Krishnan was nominated by the Ministry of Finance, Government of India, as a Member of the Corporate Governance Committee and thrice as a Member of the Advisory Committee on Company Law. He has also appeared before the Parliamentary Standing Committee on the Companies Amendment Bill, 2000, and the Competition Bill, 2000.



## **Mr. Lalit Shah**

*Independent Director (w.e.f 29th March, 2025)*

Mr. Lalit Shah, Founder & CEO, Smartech Global Solutions Ltd. with over 30 years of experience spanning manufacturing and IT, Mr. Lalit Shah is a seasoned professional with expertise in establishing quality systems, modular manufacturing concepts, business process reengineering (BPR), e-commerce, database and logic design, particularly within the IT and plastics industries. Mr. Lalit holds an M.S. degree from Cornell University, USA, and a B.Tech degree from IIT Bombay. He was also honored with the prestigious President of India Gold Medal from IIT.

His career includes 13 years of experience in the manufacturing sector, having served as the CEO of Shah Concabs Pvt. Ltd., a Tier-I supplier to the automotive industry. Additionally, Lalit has over 25 years of experience in the B2B marketplace for the plastics industry, notably through his platform, plastemart.com.

Mr. Lalit's vast expertise also extends to recruitment, where he has contributed to the hiring process for the plastics industry through jobsforplastics.com. Furthermore, he has significant experience in software development, particularly in creating plast ERP, a custom-designed ERP software tailored for the plastic manufacturing industry.







# IN THE BEGINNING, WAS NOTHING

**S**hunyata (literally, nothingness) is a concept that is widely attributed to India, for its origin. Indeed, Zero (or Shunya) as a concept has deep roots in our ancient Indian philosophical and religious traditions. The renowned philosopher Nagarjuna, active around the 2nd century CE, anchored Mahayana Buddhism on the principle of 'emptiness', emphasizing the interdependent existence of phenomena.

This philosophical understanding of 'emptiness' or 'void' laid the groundwork for the mathematical adoption of the number zero. By the 6th century AD, prominent Indian mathematicians like Aryabhata and Brahmagupta had begun employing zero as a placeholder in their calculations. The latter developed a set of rules for addition, subtraction, multiplication, and division with zero. For example, when zero is added to a number or subtracted from a number, the number remains unchanged; and a number multiplied by zero becomes zero. A debt minus zero is a debt; a debt subtracted from zero is a fortune. A fortune minus zero is a fortune; a fortune subtracted from zero is a debt.

Despite the number zero having quite literally no value, its concept has allowed mathematics to develop into what it is today. Its creation led to the three pillars of modern mathematics: algebra, algorithms, and calculus. The use of calculus (the mathematical study of continuous change), which the zero is crucial for, has allowed engineering and modern technology to be possible. The use of zero and one within the binary system is what made computing possible. So, without the invention of zero (much of what we know today would not have been possible).

At Ennabito, the concept of Shunyata drives us – especially when it comes to tracking and reducing Greenhouse Gases. To this end, we've put together a robust system in place to track emissions from vehicles and generators, indirect emissions from the electricity that we use, as well as emissions across our supply chain, transportation, employee commuting, and end-of-life product handling. Constant upgradation to our plants and machinery, responsible sourcing, and engaging with our vendors helps us in our path to Shunyata.

# NOTICE OF AGM

Notice is hereby given that the Thirty First Annual General Meeting (AGM) of the Members of Emmbi Industries Limited will be held on Saturday, 20th day of September, 2025 at 11:30 am 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 (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare and approve payment of Dividend of Re. 0.30 per Equity Share for the financial year ended 31st March, 2025.
3. To appoint a Director in place of Mr. Subramanian Krishnan (DIN: 06614842) who retires by rotation and, being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

4. Appointment of Mr. Nimesh Ramniklal Mehta (DIN: 01487962), as a Non-Executive, Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nimesh Ramniklal Mehta (DIN: 01487962), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 21st March, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and accordingly, is eligible for appointment, and in respect of whom the Company had received a notice in writing in terms of Section 160(1) and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director (under Non- Executive category) of the Company, to hold office for a term of 3 (Three) consecutive years i.e., from 21st March, 2025 till 20th March, 2028 and not liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution."

5. Appointment of Mr. Lalit Surendrakumar Shah (DIN: 01926590), as a Non-Executive, Independent Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Lalit Surendrakumar Shah (DIN: 01926590), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 29th March, 2025, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and accordingly, is eligible for appointment, and in respect of whom the Company had received a notice in writing in terms of Section 160(1) and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Independent Director (under Non- Executive category) of the Company, to hold office for a term of 3 (Three) consecutive years i.e., from 29th March, 2025 till 28th March, 2028 and not liable to retire by rotation.



**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution."

#### 6. Appointment of Secretarial Auditor

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Sanjay Dholakia & Associates, Practicing Company Secretary, (Membership No.: FCS 2655 and CP No.: 1798) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report thereto and also to issue Corporate Governance and other Compliance Certificates/ Report(s) etc.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution

Registered Office:  
99/2/1 & 9, Madhuban Industrial Estate,  
Madhuban Dam Road, Rakholi Village,  
U.T. of Dadra & Nagar Haveli,  
Silvassa 396 230  
Place: Mumbai  
Date: 29<sup>th</sup> August, 2025

By Order of the Board of Directors  
For Emmbi Industries Limited

Company Secretary  
Mohit Dubey  
Membership No.:A67363



Lumber Packaging: Emmbi's latest specialty packaging innovation. This is a large market that is poised to generate ongoing growth for the company.



## NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HQ/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
7. 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 ("the Act").
8. Corporate members intending to participate their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution/ Power of Attorney/Authorisation Letter authorising their representative to attend and vote on their behalf at the Meeting by email to [info@emmbi.com](mailto:info@emmbi.com).
9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment/re-appointment as Director under Item No. 4 and 6 of the Notice, are also annexed hereto in "Annexure I".
11. Details of Director retiring by rotation at this Meeting are provided in the "Annexure I" to the Notice.
12. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. 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.emmbi.com](http://www.emmbi.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL (agency providing the remote e-voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The relevant Registers will be available electronically for inspection by the Members during the AGM. Relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM and will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to [info@emmbi.com](mailto:info@emmbi.com).



13. Members who wish to seek any information with regard to the Financial Statements or any matter to be placed at AGM are requested to write to the Company latest by 10th September, 2025, through email on [info@emmbi.com](mailto:info@emmbi.com) so as to enable the Company to keep the information ready at the AGM.
14. **RECORD DATE:** The Register of Members and Share Transfer Register of the Company will remain closed on Saturday, 13th September, 2025 for determining the name of members for the purpose of AGM and payment of dividend on Equity Shares, if declared at the Meeting.
15. a) Members holding shares in dematerialized form are requested to intimate changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc, to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Datamatics Business Solutions Limited ("DBSL") (Formerly known as Datamatics Financial Services Limited) to provide efficient and better services.
- b) Members holding shares in physical form are requested to intimate changes in point (a) above including dividend matters to the Share Transfer Agents Datamatics Business Solutions Limited, Plot No. A-16 and 17, MIDC, Part B Cross Lane, Marol, Andheri (East), Mumbai 400 093, Tel. No. 66712001-06; Fax No. 66712011; e-mail id: [investorsqry@datamaticsbpm.com](mailto:investorsqry@datamaticsbpm.com).
- c) In case of joint holders attending the AGM, 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.
- d) Quote ledger Folio Number/Client ID and DP ID in all their correspondence.
- e) Members are requested to apply for consolidation of folios, in case their holdings are maintained in multiple folios.
16. **DIVIDEND:** The dividend, as recommended by the Board of Directors, if approved at the Annual General Meeting, would be paid subject to deduction of tax at source, as may be applicable, on or before Saturday, 18th October, 2025:
  - a) to all the beneficial owners in respect of shares held in dematerialized form as per the data received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on 13th September, 2025 and
  - b) to all the members in respect of shares held in physical form at the close of business hours on 13th September, 2025.

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS), etc.

Shareholders are requested to register/ update their complete bank details:

- a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents. The Company or DBSL cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- b) Members holding shares in physical form are requested to submit (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details [Bank account number, Bank and Branch Name and address, IFSC, MICR details], (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.

Members wishing to claim dividends of previous years, which remain unclaimed, are requested to correspond with Nodal Officer at the Company's Corporate Office. Members are requested to note that Dividends not encashed or claimed within seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investor Education and Protection Fund (IEPF).

17. **TDS ON DIVIDEND:** Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2024, dividend income will be taxable in the hands of Members with effect from 1st April, 2024 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company/ Datamatics Business Solutions Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

**I. Resident Shareholders:**

Tax is required to be deducted at source under Section 194 of the Income Tax Act, 1961, at 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details in their account, TDS at the rate of 20% (plus applicable surcharge and cess) shall be deducted under Section 206AA of Income Tax Act, 1961.

Further, Tax will not be deducted in case of:

**a) Resident Individuals:**

No tax shall be deducted on the dividend payable to resident individuals if –

- Total dividend amount to be received by them during the Financial Year 2024-25 does not exceed Rs. 5,000/- or
- The shareholder provides Form 15G (applicable to any person other than a company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met.

**b) Resident Non-Individuals:**

No tax shall be deducted on the dividend payable to the following resident non-individuals, if they provide the desired details and documents:

- Insurance Companies: Self declaration that it has full beneficial interest with respect to the equity shares owned by it along with self-attested copy of PAN card.
- Mutual Funds: Self-declaration that they are specified in Section 10 (23D) of the Income Tax Act, 1961 along with self-attested copy of PAN card and registration certificate.
- Alternative Investment Fund (AIF): Self-declaration that its income is exempt under Section 10 (23FBA) of the Income Tax Act, 1961 and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and registration certificate.
- Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.

c. In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of the Income Tax Act, 1961, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

**II. Non-resident Shareholders:**

- a) Taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Income Tax Act, 1961, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the certificate.

- b) Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder 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 shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders are required to provide the following:

- Self-attested copy of the PAN Card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) (for the period April 2024 to March 2025) obtained from the tax authorities of the country of which the shareholder is a resident.



- Self-declaration in Form 10F.

- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty and Beneficial ownership of the shares (for the period April 2023 to March 2024) by the non-resident shareholder.

Kindly note that the Company is not obligated to apply beneficial tax treaty rates at the time of tax deduction /withholding on dividend amounts. Application of beneficial rate of tax treaty for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

c) In case of Foreign Institutional Investors (FII) and Foreign Portfolio Investors (FPI), taxes shall be withheld at 20% plus applicable surcharge and cess in accordance with provisions of Section 196D of the Income Tax Act, 1961.

### **III. TDS to be deducted at higher rate in case of non-filers of Return of Income:**

The Finance Act, 2021, has inter-alia, inserted a new Section 206AB, effective from 1st July, 2021. The provisions of Section 206AB of the Act require the deductor to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- At twice the rate specified in the relevant provision of the Act; or
- At twice the rates or rates in force; or
- At the rate of 5%

The 'specified person' means a person (shareholder in present case) who has:

- not filed income tax return for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
- the aggregate of tax deduction / collection at source in his case is Rs. 50,000/- or more in the said previous year.

The non-resident who does not have the permanent establishment is excluded from the scope of a specified person.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

Members may submit the aforementioned documents at Datamatics Business Solutions Limited, Address: Plot No. A-16 and 17, MIDC, Part B Cross Lane, Marol, Andheri (East), Mumbai 400 093, Tel. No. 66712001-06; Fax No 66712011; Email: [investorsqry@datamaticsbpm.com](mailto:investorsqry@datamaticsbpm.com) on or before 10th September, 2025 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination / deduction shall be entertained post 10th September, 2025.

The Company will issue soft copy of the TDS certificate to its shareholders through email registered with the Company / Datamatics Business Solutions Limited post payment of the dividend. Shareholders will be able to download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS). Application of TDS rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company /Datamatics Business Solutions Limited.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy, incompleteness or omission of information 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.

This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

18. **IEPF:** Under the Act, dividends that are unclaimed/ unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in).

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March, 2025 on the website of the Company at [www.emmbi.com](http://www.emmbi.com) and also on the website of the MCA at <http://www.iepf.gov.in/>. Members are requested to note that, pursuant to the provisions of section 124 of the Act read with IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the MCA.

In accordance with the aforesaid IEPF Rules, the Company has sent individual communication to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and has also published notice in this regard in Newspapers.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

**19. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:**

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. In view of the above, we wish to state that the entire share capital of the Company is being held by the Shareholders in the Dematerialised form.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Datamatics Business Solutions Limited.

20. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).**
21. The Board has appointed Mr. Sanjay Dholakia, Practising Company Secretary, Membership No. FCS 2655 & CP 1798 as the Scrutinizer to scrutinise the remote e-voting in a fair and transparent manner and to count the votes casted in favour or against the resolutions proposed from item No. 1 to 6 of the Notice as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report within 2 (two) working days from the date of conclusion of AGM to the Chairman of the Company and the same will be uploaded on the website of the Company.
22. The remote e-voting period begins on Wednesday, 17th September, 2025, 9:00 a.m IST and ends on Friday, 19th September, 2025, 5:00 p.m IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 13th September, 2025 may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2025.



## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

### SPECIAL BUSINESS

#### Item No. 4:

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 12th February, 2025 had approved the appointment of Mr. Nimesh Ramniklal Mehta (DIN: 01487962) as an Additional Director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years with effect from appointment date i.e. from 21st March, 2025 to 20th March, 2028 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Independent Directors requires approval of the Members.

The Company has received a declaration from Mr. Nimesh Ramniklal Mehta (DIN: 01487962) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

#### Brief Profile:

Mr. Nimesh Mehta is a rank-holder Chartered Accountant and a Cost Accountant with over 30 years of rich experience in the field of Finance, Accounts, Treasury, Taxation, Investor Relations, Secretarial and Legal, and Compliance functions in Companies engaged in Cement, Viscose Staple Fibre, Real Estate, Retail and Manufacturing Sectors. As a CFO, his last assignment was with Lake Shore India Management Private Limited (Asset Manager to Lake Shore India Retail Venture Fund, CAT II AIF, backed by one of the top three largest sovereign fund in the world). He was also on the board of joint venture companies representing AIF and contributed significantly to rolling out ERPs, SOPs, Internal Financial Controls, setting up teams and managing the relationship with investors & JV partners. In his previous roles, he worked with Oberoi Realty Limited as Financial Controller and was a key member of the IPO team. He has also worked with Future Group as CFO of its wholly-owned subsidiary, housing retail formats, such as Ezone & Home Town. He started his career with Aditya Birla Group's flagship company Grasim Industries Limited and has handled Treasury, Investor Relations and was part of M&A Team.

He also served as independent member on the Investment Committee and Risk Committee of CAT III AIF and Fund Management entity providing Portfolio Management Services.

Brief detail of Mr. Nimesh Mehta is separately provided in the "Annexure" to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. An electronic copy of the letter of appointment of Mr. Nimesh Mehta containing the terms and conditions of appointment, is available for inspection. The Board recommends passing of this Ordinary Resolution as set out at Item No. 4 of this notice, for your approval.

Except Mr. Nimesh Mehta, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 4 of the Notice.

#### Item No. 5 :

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 29th March, 2025 had approved the appointment of Mr. Lalit Surendrakumar Shah (DIN- 01926590) as an Additional Director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years with effect from appointment date i.e. from 29th March, 2025 to 28th March, 2028 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Independent Directors requires approval of the Members.

The Company has received a declaration from Mr. Lalit Surendrakumar Shah (DIN01920590) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

**Brief Profile:** Mr. Lalit Shah, Founder & CEO, Smartech Global Solutions Ltd. with over 30 years of experience spanning manufacturing and IT. Mr. Lalit Shah is a seasoned professional with expertise in establishing quality systems, modular manufacturing concepts, business process reengineering (BPR), e-commerce, database and logic design, particularly within the IT and plastics industries. Mr. Lalit holds an M.S. degree from Cornell University, USA, and a B.Tech degree from IIT Bombay. He was also honoured with the prestigious President of India Gold Medal from IIT. His career includes 13 years of experience in the manufacturing sector, having served as the CEO of Shah Concabs Pvt. Ltd., a Tier-I supplier to the automotive industry. Additionally, Mr. Lalit has over 25 years of experience in the B2B marketplace for the plastics industry, notably through his platform, plastemart.com. Mr. Lalit's vast expertise also extends to recruitment, where he has contributed to the hiring process for the plastics industry through jobsforplastics.com. Furthermore, he has significant experience in software development, particularly in creating Plast-ERP, a custom-designed ERP software tailored for the plastic manufacturing industry. Brief detail of Mr. Lalit Shah is separately provided in the "Annexure" to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. An electronic copy of the letter of appointment of Mr. Lalit Shah containing the terms and conditions of appointment, is available for inspection.

The Board recommends passing of this Ordinary Resolution as set out at Item No. 5 of this notice, for your approval. Except Mr. Lalit Shah, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 of the Notice.

**Item no. 6:**

**Appointment of Secretarial Auditor** This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint an individual can be appointed for one term of five years, while a Secretarial Audit firm can be appointed for two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Sanjay Dholakia and Associates, Practicing Company Secretary (COP: 1798) as Secretarial Auditor of the Company for period of 5 years commencing from April 01, 2025 to March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting. While recommending Sanjay Dholakia and Associates for appointment, the Board and the Audit Committee evaluated various factors, including the capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. Sanjay Dholakia and Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company. M/s. Sanjay Dholakia and Associates is a peer reviewed and a well-established Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. M/s. Sanjay Dholakia and Associates specializes in compliance audit and assurance services, advisory and representation services, and transactional services. The terms and conditions of M/s. Sanjay Dholakia and Associates's appointment include a tenure of five years, from April 01, 2025 to March 31, 2030. The annual remuneration plus applicable taxes and out-of-pocket expenses, plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by M/s. Sanjay Dholakia and Associates's to conduct the audit effectively. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s. Sanjay Dholakia and Associates's, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026 to 2030 will also be approved by the Board and/ or the Audit Committee. M/s. Sanjay Dholakia and Associates's has provided its consent to act as the Secretarial Auditors of the Company and has



confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of M/s. Sanjay Dholakia and Associates's as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 6 of the Notice. None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

### Annexure I to the Notice dated 29th August, 2025

Details of Directors retiring by rotation / seeking re-appointment at the Meeting as required under applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by ICSI.

Name of the Director	Mr. Krishnan I. Subramanian
Age	55 years
DIN	06614842
Nationality	Indian
Designation	Non Executive, Non Independent Director
Qualifications	Mr. Krishnan is a graduate of the Birla Institute of Technology & Science (BITS), Pilani India and an alumnus of MIT – Sloan School of Management. He also holds an Accounting Diploma and is a certified IFRS specialist.
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Krishnan has a combined experience of over 28 years in the fields of Strategic Planning, Risk Management, Private Equity and M&As. He holds a key influencer role at a family office, which has interests in India's largest privately held logistics entity with supra-national ownership. He is also an active investor in the start-up space in India, Singapore and the US, and sits on the Advisory Board of a Microsoft ISV. He has been engaged with and overseen multiple fund raises of over \$600 million, and M&As of over \$5 billion. His professional career has been associated with the Banking, Private Equity, Information Technology, Manufacturing, and Services verticals, and given him the rich exposure of working with 60 different nationalities
Date of First Appointment on the Board	29th May, 2018
Number of shares held in the Company (singly or jointly as first holder) as on 31st March, 2025	6000 Shares
Relationship with other Directors/ Key Management Personnel	There is no inter-se relationship between Mr. Krishnan I. Subramanian and other Directors /Manager/ Key Managerial Personnel of the company.
Number of meetings of the Board attended during the financial year (2024-2025)	9 (Nine)
Directorships of other Boards as on 31st March, 2025*	Wissen Technology Private Limited
Listed entities from which the director has resigned in the past 3 (three) years	Nil
Chairmanship/ Membership of the Committee(s) of the Board of Directors of other companies in which he/she is a Director as on 31st March, 2025	Nil
Terms and conditions of appointment/reappointment	Mr. Krishnan I. Subramanian (DIN 06614842) who retires by rotation and, being eligible, offers himself for re-appointment.
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings
Details of last drawn remuneration	Received sitting fees for attending the Board meetings and committee meetings as mentioned in Corporate Governance report.
Any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year.	No material pecuniary relationship

\* The directorship of forging companies and nominee directorship are excluded.

Name of the Director	Mr. Nimesh Ramniklal Mehta
Age	56 years
DIN	01487962
Nationality	Indian
Designation	Non-Executive – Independent Director
Qualifications	B.Com., C.M.A and C.A
Experience (including expertise in specific functional area)/ Brief Resume	Rich experience in the field of Finance, Accounts, Taxation, Secretarial and Legal functions in Companies engaged in Cement, VSF, Real Estate, Retail and Manufacturing Sectors.
Date of First Appointment on the Board	21st March, 2025
Number of shares held in the Company (singly or jointly as first holder) as on 31st March, 2025	Nil
Relationship with other Directors/ Key Management Personnel	There is no inter-se relationship between Mr. Krishnan I. Subramanian and other Directors /Manager/ Key Managerial Personnel of the company.
Number of meetings of the Board attended during the financial year (2024-2025)	1 (One)
Directorships of other Boards as on 31st March, 2025*	Nil
Listed entities from which the director has resigned in the past 3 (three) years	Nil
Chairmanship/ Membership of the Committee(s) of the Board of Directors of other companies in which he/she is a Director as on 31st March, 2025	Nil
Terms and conditions of appointment/reappointment	Appointed as a Non-Executive, Independent Director, of the Company for 3 years, not liable to retire by rotation.
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings
Details of last drawn remuneration	Not Applicable
Any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year.	No material pecuniary relationship

\* The directorship of forging companies and nominee directorship are excluded.



<b>Name of the Director</b>	<b>Mr. Lalit Surendrakumar Shah</b>
Age	60 years
DIN	01926590
Nationality	Indian
Designation	Non-Executive – Independent Director
Qualifications	B. Tech and M. S. Degree
Experience (including expertise in specific functional area)/ Brief Resume	Establishing quality systems, modular manufacturing concepts, business process reengineering (BPR), e-commerce, database and logic design, particularly within the IT and plastics industries
Date of First Appointment on the Board	29th March, 2025
Number of shares held in the Company (singly or jointly as first holder) as on 31st March, 2025	2000 shares
Relationship with other Directors/ Key Management Personnel	There is no inter-se relationship between Mr. Lalit Shah and other Directors /Manager/ Key Managerial Personnel of the company.
Number of meetings of the Board attended during the financial year (2024-2025)	1 (One)
Directorships of other Boards as on 31st March, 2025*	Smartech Global Solutions Limited
Listed entities from which the director has resigned in the past 3 (three) years	Nil
Chairmanship/ Membership of the Committee(s) of the Board of Directors of other companies in which he/she is a Director as on 31st March, 2025	Nil
Terms and conditions of appointment/reappointment	Appointed as a Non-Executive, Independent Director, of the Company for 3 years, not liable to retire by rotation.
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings
Details of last drawn remuneration	Not Applicable
Any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year.	No material pecuniary relationship

\* The directorship of forging companies and nominee directorship are excluded.

Registered Office:  
99/2/1 & 9, Madhuban Industrial Estate,  
Madhuban Dam Road, Rakholi Village,  
U.T. of Dadra & Nagar Haveli,  
Silvassa 396 230  
Date: 29<sup>th</sup> August, 2025  
Place: Mumbai

By Order of the Board of Directors  
For Emmbi Industries Limited

Company Secretary  
Mohit Dubey  
Membership No.:A67363

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 17th September, 2025 at 9:00 A.M. and ends on Friday, 19th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2025.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <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> </ol>

NSDL Mobile App is available on



App Store



Google Play





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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).
- Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



## GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions [FAQs] for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@emmbi.com](mailto:info@emmbi.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@emmbi.com](mailto:info@emmbi.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (info@demmbi.com). The same will be replied by the company suitably.



Avana Pond Liner: The strength of the Avana brand in the agricultural sector has begun to pay dividends, especially in the growth of newly introduced Consumer Goods products

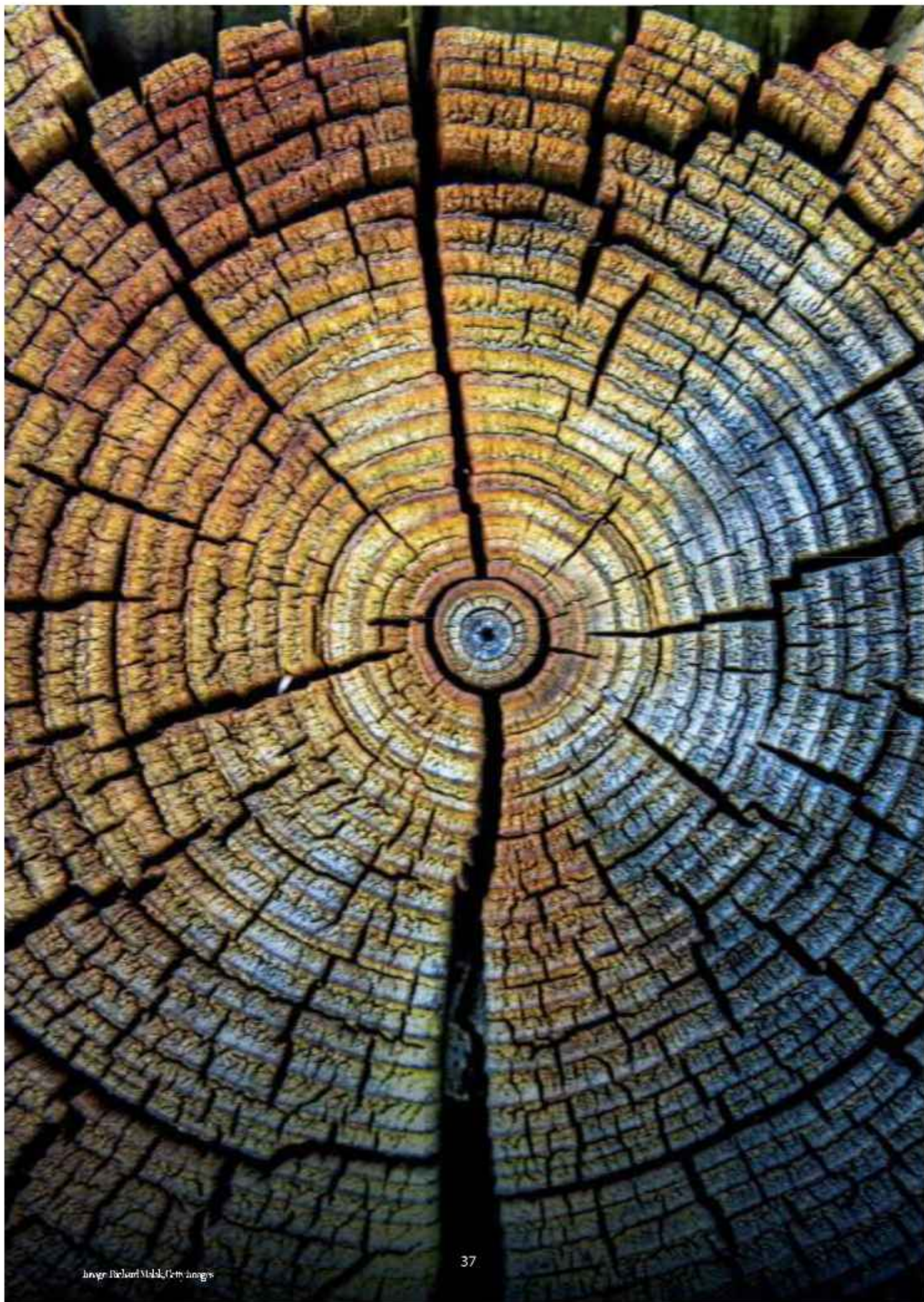


तकरी सुखी भवः



*"Avana Bhakti Wari is our humble initiative to ensure no prayer goes unheard. By collecting handwritten messages from farmers and villagers unable to join the Pandharpur Wari, our team carried their devotion to Lord Vitthal, making faith accessible beyond physical boundaries."*







# THE ESSENCE OF LIFE

Circles are all around us—in nature, in the solar system, even the cells within our own bodies are largely circular in nature. As Pythagoras would say, the circle is the most perfect shape, it withholds all and everything emerges out of it. The center of the circle is like the ruling sun in astrology; the base from which everything exists or not—Little wonder, then, that all our planets, stars, and even galaxies, are all circular (or more accurately, spherical) in shape!

One of the most fascinating forms of the circle seen in nature is the rings that are seen in the bark of a tree. Scientists have long used these rings to estimate the age of trees. Turns out, there's a reason why we see tree trunks that are only round in shape, and never any thing else. The layers of wood in a tree grow outward from the center in all directions. The growth hormones produced in trees at their tips, plays a role in promoting growth in a spiral or circular manner. And that is why we've never seen (and most likely, never will) a square tree trunk.

It seems that growing in the shape of a cylinder has a set of distinct advantages for a tree. A cylindrical shape provides the optimal strength on the top of the tree against wind and its heavy branches. A rounded tree can bend more easily than a flat-sided tree, because a cylinder can bend just as easily in all directions, depending on the wind direction. In other words, the tree can survive better. A cylindrical mass also allows trees to maximize volume within a relatively smaller surface area, which is advantageous for resource management and growth. Indeed, the rings in a tree trunk tell countless stories—of resilience, grit, determination, and hope—as a lone tree braves the onslaught of the excesses of the modern world.

At Ennabi, we are driven by the belief that we are only caretakers of our planet, and it is our duty to leave it at least as we found it, if not better, for our children. Which is why, The Ennabi Foundation takes the lead in afforestation and creation of green belts in the communities we serve. The Foundation also engages our largely rural communities in programs focused on water conservation, waste management, and climate education.

# BOARD'S REPORT

*[(Disclosure under Section 134(3) of the Companies Act, 2013) (Read with Companies (Accounts) Rules, 2014)]*

To

**The Members,  
Emmbi Industries Limited**

Your Directors have pleasure in presenting the 31<sup>st</sup> Annual Report of your Company and the Audited Accounts for the year ended 31<sup>st</sup> March, 2025.

Your Company has recorded yet another year of good performance, in its operations considering the global slowdown in the packaging industry, uncertainty of the European war and low economic operation in the South American sub-continent.

The highlights of the financial results for the period under review are set out below:

## FINANCIAL RESULTS:

(INR in Millions)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024*
Gross Sales	4,737.85	4,425.43	4,737.85	-
Less: Goods & Service Tax	(696.05)	(651.10)	(696.05)	-
Net Sales	4,041.80	3,774.34	4,041.80	-
Other Income	2.12	1.62	1.98	-
Total revenue	4,043.91	3,775.96	4,043.77	-
Profit before Depreciation, Finance Cost, Exceptional item & Tax	387.89	374.88	384.12	-
Less: Depreciation	(117.72)	(107.89)	(117.72)	-
Profit before Finance Cost, Exceptional item & Tax	270.17	266.99	266.40	-
Less: Finance Costs	(180.39)	(168.97)	(180.41)	-
Profit before Exceptional Items & Tax	89.78	98.02	85.99	-
Add: Exceptional Items	-	-	-	-
Profit before tax	89.78	98.02	85.99	-
Less: Tax expenses	(23.70)	1.45	(23.70)	-
Profit after Tax	66.09	99.47	62.29	-
Opening Balance of retained earnings	1,251.70	1,157.29	1,251.70	-
Profit available for appropriation	66.09	99.47	62.29	-
Balance available for appropriation	1,317.79	1,256.76	1,314.00	-
Adjustment relating to fixed assets	-	-	-	-
Adjustments with other Equity	(0.45)	0.25	(0.45)	-
Less: Proposed Dividend / Paid	(4.89)	(4.88)	(4.89)	-
Less: Distribution tax on Dividend/TDS	(0.42)	(0.43)	(0.42)	-
Closing Balance of retained earnings	1,312.03	1,251.70	1,308.24	-

Note: Previous years figures have been regrouped wherever necessary.  
\*consolidation of accounts were not applicable in FY 2023-24.



## **OPERATIONS:**

During the year under review, your Company has achieved Revenue from Operations and the Income aggregating to Rs.4,043.91 million as against Rs. 3,775.96 million during the previous year. Profit after providing for taxes is Rs.66.09 million as against Rs. 99.47 million during the previous year.

There is no change in the nature of business of the Company.

## **DIVIDEND:**

Your directors are pleased to recommend a dividend of Rs. 0.30 per equity share of the face value of Rs. 10/- each for the year ended on 31<sup>st</sup> March, 2025. Dividend is subject to approval of members at the ensuing Annual General Meeting (AGM) and shall be subject to deduction of income tax at source.

## **TRANSFER TO RESERVES:**

The Board of Directors of your Company, has decided not to transfer any amount to the Reserves for the Year Under View.

## **EXPORTS:**

Values of Exports during the year under review were Rs. 2,684.37 million as against Rs. 2,569.30 million. Exports in the current financial year contributed to 56.56% in the gross sales. Company has expanded its presence in 70+ countries which has resulted healthy growth in exports.

## **HUMAN RESOURCE DEVELOPMENT:**

The Company's management team is focused on creating the best environment for the enthusiastic and dedicated workforce of Emmbi. Many New Programs and Work patterns were introduced during the year to enhance the "experience of work".

We continue to align the skill sets and capabilities of our current workforce, and the talent available in the market with the organization's ongoing and future business plans, to maximize return on investment and secure continual success. We also emphasize this through the blue colour in the company's logo, as it reflects the loyalty and trust that we bring to our blue collared workforce.

Our continued self-development initiatives include relevant training programmes and seminars, that addresses the needs of the workforce as well as the senior management.

## **QUALITY INITIATIVES:**

Man-Machine interphase will only produce the accuracy and skill required for being a successful company in the coming years. Specially Manufacturing sector is changing its shape using modern technology tools like IoT (Internet of things) and ML (Machine Learning). The whole new concept of industry 4.0 will be practiced and implemented in Emmbi during coming years of operation.

This will also augment the project of Lean manufacturing which was adopted during past few years to control and make best use of the Human Capital. We are successfully practicing the same and the result can be seen in the increase of defect free production in year after year. The efforts of Lean Enterprise Management have led to higher productivity and increased profitability.

The above initiatives and our continuous adherence to strict quality standards has created tangible as well as intangible benefits to strengthen brand Emmbi.

## MATERIAL CHANGES AND COMMITMENTS, 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

We have broken the comments into Four Major Steps which will cover all the aspects connected to Capital and Financial resources, Profitability, Liquidity, Ability to service debt.

- 1) Supply Side Management: We have ensured that for all the critical and non-critical items minimum 3 suppliers are maintained, and a special focus is given in ensuring geographic separation to all supply sources. This will spread the Risk of common failure from all the suppliers at the same time. We are also maintaining slightly higher stock than our normal inventory level to avoid any stock out condition.

Kindly note that Emmbi continues its policy of non-speculative operations & we always do the procurement of inputs on the receipt of confirmed sales order.

- 2) Demand Side Management: To maintain and create new demand we have started various Short Term and Long Term, Marketing and Sales initiatives, Like reaching out to every customer and explaining them about the various products of Emmbi which they are not presently using. We have added around six new customers in four new geographies during this financial year. Also the new launch of Globally Patented (Filled) "Hyperbolic FIBC" has given a net edge to companies technical abilities giving Company an ability to reach up to more buyers in the existing geographies.

During the Year under consideration Company was able to produce and sale around 15 % of its production using 30 % Recycled content in it. It is sold under the registered brand "Reclaim 30" in the global market.

- 3) Manufacturing Side Management: In the present time availability of the Rightly Skilled Employees in one of the largest challenges. Presently all other parameters of the Manufacturing are under control.
- 4) Liquidity Management: Company is in a very stable financial condition.

The Company was remarkably successful in maintaining its Debtor realization. There have been no delays in the realization from the exports. Also note that entire Export debts are insured by party wise insurance by ECGC. Domestic Debtors has also shown a comfortable payment situation.

Other financial arrangements, assets, internal financial reporting and control, supply chain, demand for Company's products/services:

- 1) The Company has efficient systems in place for Internal Financial reporting and control. Even during the period of lockdown with work from home, all reporting systems worked seamlessly without any disruption.
- 2) The supply chain was the cause for concern during the initial lockdown period, however, gradually this issue has been sorted out. Going forward the Company is confident of coming back to normal shortly.

The Company's export order book remains robust and demand for the Company's products has not slackened leading us to believe that the Company is far better placed to serve its global customers.



## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

## DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) that in the preparation of the annual accounts for the year ended March 31, 2025 the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2025 and of the profit of the company for the year ended on that date;
- (iii) 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;
- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the directors, further state that they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- (vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### Retirement by rotation

In accordance with the provisions of the Companies Act, 2013, Mr. Krishnan Subramanian (DIN: 06614842), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.

### Key Managerial Personnel (KMP)

The following have been designated as the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr.No.	Name of the Person	Designation
1	Mr. Makrand M. Appalwar	Chairman & Managing Director
2	Mrs. Rinku M. Appalwar	Executive Director and Chief Financial Officer
3	Mrs. Bhavi R. Gandhi*	Company Secretary and Compliance Officer
4	Mr. Rajesh Solanki**	Company Secretary and Compliance Officer
5	Mr. Mohit Dubey #	Company Secretary and Compliance Officer

\*Mrs. Bhavi Gandhi ceased to function as the Company Secretary and Compliance Officer with effect from 15th May, 2024.

\*\*Mr. Rajesh Solanki was appointed as the Company Secretary and Compliance Officer with effect from 29th June, 2024 and resigned w.e.f 24<sup>th</sup> May, 2025

#. Mr. Mohit Dubey is appointed as Company Secretary and Compliance Officer w.e.f 25<sup>th</sup> May, 2025

There has been change in the constitution of Board of Directors of the Company during the financial year 2024-25.

Mr. Makrand M. Appalwar, Chairman and Managing Director has been reappointed for the period of five years by the Shareholders in the 30<sup>th</sup> AGM held on 20<sup>th</sup> September, 2024.

Mrs. Rinku M. Appalwar, CFO & Executive Director-Finance Director has been reappointed for the period of five years by the Shareholders in the 30<sup>th</sup> AGM held on 20<sup>th</sup> September, 2024.

### Change in Directorate

During the year, Mr. Prashant Lohiya (DIN: 02990858), has been resigned from directorship of the Company, with effect from 22<sup>nd</sup> May, 2024, citing pre-occupation and other personal commitments. The Board places on record its appreciation for the leadership and invaluable contribution made by Mr. Prashant Lohiya.

The Board, at its meetings held on 29<sup>th</sup> June, 2024, 12<sup>th</sup> February, 2025 and 29<sup>th</sup> March, 2025 based on the recommendation of the Nomination and Remuneration Committee of the Company, approved the following appointments to the Board:

(a) the appointment of Mr. Nitin Alshi (DIN: 05252946) as an Additional Director – Non- Executive Independent Director of the Company for a first term of 3 (Three) consecutive years with effect from 29<sup>th</sup> June, 2024. A member has approved his appointment in the EGM held on 13<sup>th</sup> August, 2024 and regularization in the 30<sup>th</sup> AGM held on 20<sup>th</sup> September, 2024.

(b) the appointment of Mr. Nimesh Ramniklal Mehta (DIN: 01487962) as an Additional Director – Non- Executive Independent Director of the Company for a first term of 3 (Three) consecutive years with effect from 2<sup>nd</sup> March, 2025.

(c) the appointment of Mr. Lalit Surendrakumar Shah (DIN: 01926590) as an Additional Director – Non- Executive Independent Director of the Company for a first term of 3 (Three) consecutive years with effect from 29<sup>th</sup> March, 2025.

(d) the retirement and completion of second term of two independent directors viz Mr. Rama Krishnan and Dr. Venkatesh Joshi ended on 30<sup>th</sup> March, 2025. The Board of Directors and Management of the Company record their sincere appreciation for the invaluable contributions and guidance provided by Mr. Rama Krishnan and Dr. Venkatesh Joshi during their tenure as Independent Director of the Company.

### DECLARATION BY AN INDEPENDENT DIRECTOR(S):

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as prescribed both under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs, Manesar ("IICA").

The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 1 (one) year from the date of inclusion of their names in the data bank, unless they meet the criteria specification for exemption. All independent directors have successfully completed the online proficiency self-assessment test administered by the IICA.

### PERFORMANCE EVALUATION:

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. Pursuant to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The performance evaluation of the Non- Executive & Independent Directors is done by the Board annually. The performance evaluation of the Chairman & Managing Director, Chief Financial Officer and the Executive Director is carried out by the Independent Directors annually. The performance evaluation of the Board is done annually by the entire Board. The Board of Directors expressed their satisfaction with the entire evaluation procedure. The Non-Executive & Independent Directors fulfilled the criteria of their independence from the management. Provided that in the evaluation, the directors who were subject to evaluation did not participate.



## **FAMILIARISATION PROGRAMME FOR DIRECTORS:**

The Members of the Board of the Company are afforded many opportunities to familiarise themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. Executive Directors and Senior Management provide an overview of the operations and familiarise the new Independent and Non-Executive Directors on matters related to the Company's values and commitments. They are also introduced to the organisation structure, constitution of various committees, board procedures, risk management strategies, etc.

Strategic Presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails, etc.

## **DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

During the year under review, the Company contributed to the share capital of Zastian PTE Ltd. on August 26, 2024, resulting in Zastian PTE Ltd. becoming a wholly owned subsidiary of the Company.

Subsequently, on January 17, 2025, Zastian PTE Ltd. executed a Share Purchase Agreement to acquire a Germany-based entity, Zastian Europe GmbH (formerly known as Mitras F414 GmbH). Following this acquisition, Zastian Europe GmbH became a wholly owned subsidiary of Zastian PTE Ltd., and consequently, a step-down wholly owned subsidiary of Emmbi Industries Limited.

### **Zastian PTE Ltd.**

The Company incurred normal expenditure of Rs. 32,08,256.82 during the year (Previous year Rs. Nil). The Company has not commenced any commercial operations as yet.

### **Zastian Europe GmbH (formerly known as Mitras F414 GmbH)**

The Company incurred normal expenditure of Rs. 5,85,424.20 during the year (Previous year Rs. Nil). The Company has not commenced any commercial operations as yet.

## **CONSOLIDATED FINANCIAL STATEMENTS:**

In compliance with the directions by Ministry of Corporate Affairs, Govt. of India (MCA), the Consolidated Financial Statements of Emmbi Industries Limited as provided in this Annual Report are prepared in accordance with the Indian Accounting Standard (IND-AS 110) 'CONSOLIDATED FINANCIAL STATEMENTS'. The Consolidated Financial Statements include Financial Statements of its Subsidiary Companies.

For information of members, a separate statement containing salient features of the financial details of the Company's subsidiaries for the year ended March 31, 2025 in Form AOC-1 is included along with the financial statement in this Annual Report. The Annual Accounts of these subsidiaries will be made available to the Members seeking such information at any point of time.

## **COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2:**

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

## **CORPORATE GOVERNANCE:**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this Report. The requisite certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

### **VIGIL MECHANISM:**

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. The Whistle Blower Policy of your Company is available on the Company's website and can be accessed at the web-link: [www.emmbi.com](http://www.emmbi.com).

During the financial year under review, the Company has not received any complaints under the Whistle Blower Policy.

### **PREVENTION OF SEXUAL HARASSMENT POLICY:**

The Company has a detailed policy in place in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committees (ICC) have been set up to redress complaints received regarding sexual harassment and the Company has complied with provisions relating to the constitution of Internal Complaints Committee under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company policy mandates prevention of sexual harassment and to ensure a free and fair enquiry process with clear timelines for resolution.

During the year under review, the status of complaints is as under:

- a. number of complaints filed during the financial year: Nil
- b. number of complaints disposed of during the financial year: Nil
- c. number of complaints pending as on end of the financial year: Nil

### **DEPOSITS FROM PUBLIC:**

During the financial year under review, the Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from Public was outstanding as on the date of the Balance Sheet.

### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:**

The Company has not given any loan, guarantees or made any investments as prescribed in Section 186 of the Act.

### **RELATED PARTY TRANSACTIONS:**

All transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arms' length basis and approved by the Audit Committee.

The Board of Directors, at its meeting held on February 12, 2025, appointed Ms. Maithili Appalwar as Executive Assistant to the Chairman and Managing Director (CMD). As Ms. Maithili is a related party, the Company has sought shareholders' approval for her appointment through the postal ballot process. As of the date of this report, the postal ballot process is ongoing.

Disclosure as required under section 134(3)(h) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, in form AOC-2, is attached as Annexure to this Report.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website at: [www.emmbi.com](http://www.emmbi.com).

### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Your Company has focused on several corporate social responsibility programmes. The Company continued its endeavour to improve the lives of people and provide opportunities for their holistic development through its different initiatives in the areas of, Health; Sanitation & Hygiene; Education; Sports for Development; Disaster Response; Arts, Culture, Heritage, etc.



## CSR POLICY:

The Corporate Social Responsibility Committee had formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) which was subsequently adopted by it and is being implemented by the Company. The CSR Policy can be accessed at the Company's website through the Web-link: [www.emmbi.com](http://www.emmbi.com).

A brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure-3 of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC. & FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

The information as required under Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings is given below:

### 1. CONSERVATION OF ENERGY:

- a. The Company is making continuous efforts on ongoing basis for energy conservation by adopting innovative measures to reduce wastage and optimise consumption. Energy continues to be a material aspect from climate change as well as operational perspective. Emmbi's commitment to decouple energy and carbon footprint from business growth reflects in the reduction in specific consumption that Emmbi has achieved.
- b. Steps are taken to institutionalized process of identifying and understanding increase and decrease in energy use by monitoring energy consumption trends to determine future energy use when planning future changes in the business and diagnose specific areas of wasted energy.
- c. Significant reductions in energy consumption and cost of production of goods have been observed by the implementation of above referred measures.
- d. Implementation of referred measures have resulted in increased facility reliability as well as improved equipment performance.

### 2. TECHNOLOGY ABSORPTION:

The Company continues to adopt and use the latest technologies to improve the productivity and quality of its products. The Company's operations do not require significant import of technology.

#### (A) Research and Development:

The Manufacturing Unit of the Company located at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U. T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa 396 230, is accorded In-house Research and Development recognition up to 31st March, 2025 from Department of Scientific And Industrial Research, Ministry of Science & Technology, Government of India, New Delhi.

Since inception of the Company and in pursuit of R & D endeavors, the Company is regularly incurring expenditure on R & D on the following activities:

- Design and Development of New Products;
- Continuous improvement of existing products for enhanced durability and performance;
- Product optimization using advanced technology;
- Testing and adaptation of New Materials ;
- New processes, up gradation & production process improvement of existing processes;
- Redesigning of the manual processes in to Automation; and
- Environment compliance by products and processes.

#### (B) Benefits:

Benefits derived as a result of R & D: It has resulted in the improvement of quality of the products and reduced operation cost. Upgradation of products to the new requirements has been possible because of R&D done in the Company on a continuous basis. This has resulted into enhanced customer satisfaction, new business opportunities, reduced costs, higher quality and adapting the latest technologies.

**(C) Future Plan of action:**

Future R&D efforts will continue along similar lines, as at present, but with more focus, thrust and endeavors.

**(D) Expenditure on R&D:**

The expenditure on R&D activities incurred during the year is given hereunder:

Particulars	Amount (INR in Millions)
Capital Expenditure	42.90
Revenue Expenditure	0
Total R&D Expenditure	42.90
Total Turnover (Net Sales)	4,041.80
Total R&D Expenditure as a percentage of Total turnover	1.06%

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

The Company has continued to maintain focus and avail of export opportunities based on economic considerations. During the year the Company has exports (FOB value) worth Rs. 2575.12 millions.

Particulars	(INR in Millions)	
	2024-25	2023-24
Foreign Exchange Earnings	2575.12	2,462.84
Foreign Exchange Outgo	274.15	355.21

Note: Previous years figures have been regrouped wherever necessary.

**RISK MANAGEMENT POLICY**

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. The Company has a robust organisational structure for managing and reporting on risks. A statement including development and implementation of a risk management policy for the Company is attached and forms a part of the Board's Report as Annexure 1.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS:**

No significant or material orders were passed by the Regulators or Courts or Tribunals or Statutory or Quasi-Judicial body which impact the going concern status and Company's operations in future.

The Company has filed the settlement application with Securities Exchange Board of India (SEBI) for independent director was in category of Promoter Group. The application is still pending as on date of this report and the SEBI has also initiated the adjudication proceeding against the company in the same matter. There is no material impact on the Company.

**THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016)**

During the year, there were no applications made and no proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

**TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. [www.emmbi.com](http://www.emmbi.com).



The details of unpaid dividend are as follows:-

Sr. No.	Dividend Year	Unpaid Balance as on 31/03/2025 (INR in Millions)
1	2017-18	Rs. 0.05
2	2018-19	Rs. 0.04
3	2019-20	Rs. 0.03
4	2020-21	Rs. 0.03
5	2021-22	Rs. 0.04
6	2022-23	Rs. 0.03
7	2023-24	Rs. 0.02
8	2024-25	Rs. 0.03

Investors are advised to send all un-encashed dividend warrants pertaining to the years shown above to the Company for revalidation. It is further informed that unclaimed/ unpaid dividend pertaining to the Financial Year 2017-18 will become due for transfer to Investor Education and Protection Fund (IEPF) in FY 2025-26.

### **MANDATORY TRANSFER OF SHARES TO DEMAT ACCOUNT OF INVESTORS EDUCATION AND PROTECTION FUND AUTHORITY (IEPFA) IN CASE OF UNPAID/ UNCLAIMED DIVIDEND ON SHARES FOR A CONSECUTIVE PERIOD OF SEVEN YEARS:**

In terms of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) equity shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years will be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account constituted under Section 125 of the Companies Act, 2013.

It is pertinent to mention that no claim shall lie against the Company, though shares which are transferred to the Suspense Account of IEPF can be claimed back by the shareholders from IEPF by following the procedure prescribed under the aforesaid rules.

Considering the statutory timelines, individual notices shall be served upon the shareholders, whose shares are liable to be transferred to IEPF Suspense Account. The underlying shares will be due to be transferred to the IEPF Suspense Account in FY 2025-26.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

### **STATUTORY AUDITOR:**

R. Daliya & Associates, Chartered Accountants (Firm Registration No. 102060W), statutory auditor of the Company were appointed for a period of five years at the 23rd Annual General Meeting as Statutory Auditors till the conclusion of 28th Annual General Meeting. The Board of Directors of the Company pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act") and based on the recommendation of the Audit Committee, M/s. R. Daliya & Associates, Chartered Accountants, Firm Registration No. 102060W are re-appointed as the statutory auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of 28th annual general meeting until the conclusion of the 33rd annual general meeting of the Company. The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

## 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 Mr. Sanjay R. Dholakia, Practicing Company Secretary, to conduct Secretarial Audit for the F.Y. 2024-25. The Secretarial Audit Report for the financial year ended 31st March, 2025 is attached and forms part of the Board Report as Annexure 2.

The Company had appointed Mr. Sanjay R. Dholakia, Practicing Company Secretary in the Board meeting held on 12th February, 2025, to conduct Secretarial Audit for the period of 5 years from FY 2025-26 to FY 2029-30, subject to approval of shareholders in ensuing AGM.

## OBSERVATIONS – STATUTORY AUDITOR & SECRETARIAL AUDITOR

There are no qualifications, reservations, observations, disclaimers or adverse remarks contained in the Statutory Auditors Report or the Secretarial Audit Report of the Company.

The Secretarial Audit Report mentioned a delay of one day delay of submission of proceedings of the Annual General Meeting for the FY 2023 within due time, in response to which the Company has replied to the notice received by BSE by the Letter dated 06th April, 2024.

The Company has received notice from BSE & NSE dated 28th June, 2024 for Regulation 23(9) for one day delayed submission of disclosure of related party transactions on consolidated basis and levied fine of Rs. 5900/-, in response to which the Company has submitted waiver application with Stock Exchange for the same and have also paid the fine under protest.

Due to the technical error (Loading error) on the Portal of the stock exchange, the Company could not file the Proceedings of General Meeting and disclosure of related party transactions.

The Company has received notice from BSE dated 13th August, 2024 for one day delayed submission of Declaration under Regulation 31(4) of SEBI (SAST) Regulations, 2011 from the Promoters of the Company. Due to the ill health of One of the Promoter of the Company, the one day delay has occurred.

During the period under review, the Company has initially paid remuneration to Ms. Maithili Appalwar, Daughter of Mr. Makrand Moreshwar Appalwar (Managing Director) & Mrs. Rinku Makrand Appalwar (Whole time Director & CFO) and accordingly considered as Related party, without obtaining prior approval from the Board, Audit Committee & Members of the Company violates the provision of Regulation 23(4) of SEBI (LODR) Regulations, 2015, however the Amount paid by way of Remuneration to Ms. Maithili Appalwar has been repaid by her to the Company before end of the financial year and process of obtaining requisite approval had been initiated for her formal appointment and payment of remuneration.

## REPORTING OF FRAUDS BY THE AUDITORS

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

## REGISTERED OFFICE

There was no change in the Registered Office of the Company during the Financial Year under review. The present address of the Registered Office is as follows:

99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi village, Union Territory of Dadra & Nagar Haveli and Daman & Diu, Silvassa-396230, India.

## ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Annual Return is available on the website of the Company at [www.emmbi.com](http://www.emmbi.com).

## BOARD MEETINGS

During the year under review, Ten (10) Board Meetings were convened and held. Detailed information on the meetings of the Board and all its Committees are included in the report on Corporate Governance, which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations.



## AUDIT COMMITTEE

During the year, the Board has re-constituted the Audit Committee and as on 31st March, 2025 committee was as under:-

Mr. Nitin Alshi, Independent Director as Chairman  
Mrs. Rinku M. Appalwar, Executive Director as a member  
Mr. Nimesh Mehta, Independent Director, as a member  
Mr. Lalit Shah, Independent Director, as a member

The Terms of reference of the Audit Committee, number and dates of meetings held, attendance of the members of the Committee and more details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

All the recommendations of the Audit Committee were accepted by the Board.

## NOMINATION AND REMUNERATION COMMITTEE

The Board has re-constituted a Nomination and Remuneration Committee and as on 31st March, 2025 committee was as under:-

Mr. Nimesh Mehta, Independent Director as Chairman  
Mr. Nitin Alshi, Independent Director as a member  
Mr. Lalit Shah, Independent Director as a member

The Terms of reference of the Nomination and Remuneration Committee, number and dates of meetings held, attendance of the members of the Committee and more details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

The Company has defined the policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, Independence of a Director. The nomination & remuneration policy adopted by the Company has been posted on the Company's website [www.emmbi.com](http://www.emmbi.com).

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board has re-constituted the Stakeholders' Relationship Committee and as on 31st March, 2025 committee was as under:-

Mr. Lalit Shah, Independent Director as Chairman  
Mrs. Rinku M. Appalwar, Executive Director as a member.  
M. Nitin Alshi, Independent Director as a member  
Mr. Nimesh Mehta, Independent Director as a member.

The Terms of reference of the Stakeholders' Relationship Committee, number and dates of meetings held, attendance of the members of the Committee and more details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board has re-constituted the Corporate Social Responsibility Committee in the board meeting held on 29th March, 2025 as under:-

Mr. Lalit Shah, Independent Director as Chairman  
Mrs. Rinku M. Appalwar, Executive Director as a member  
Mr. Nitin Alshi, Independent Director as a member  
Mr. Nimesh Mehta, Independent Director as a member

The Corporate Social Responsibility Policy is available on the Company's website [www.emmbi.com](http://www.emmbi.com). The Terms of reference of the Corporate Social Responsibility Committee, number and dates of meetings held, and attendance of the members of the Committee are given separately in the attached Corporate Governance Report.

More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

## MANAGERIAL REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended March 31, 2025 is given in a separate Annexure to this Report.

The above Annexure is not being sent along with this Report to the Members of the Company in line with the provision of Section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the Company Secretary at the Registered Office of the Company. The aforesaid Annexure will be available electronically for inspection by the members during the AGM and will also be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to [info@emmbi.com](mailto:info@emmbi.com).

## DISCLOSURE UNDER RULE 8(5)(XII) OF THE COMPANIES (ACCOUNTS) RULES, 2014

There was no instance of one-time settlement with any bank or financial institution.

## COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

## DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

As Company has not done any one-time settlement during the year under review hence no disclosure is required.

## SHARE CAPITAL AND WARRANTS

During the year under review, the Company increased its authorised share capital from ₹18 crore to ₹20 crore. In the 30th Annual General Meeting held on September 20, 2024, the Company approved the issuance of 15,50,000 (Fifteen lakh fifty thousand) fully convertible equity share warrants on a preferential basis to Kitec Industries (India) Private Limited, a promoter group entity. These warrants were issued at a price of ₹109 per warrant (comprising a face value of ₹10 and a premium of ₹99 per warrant). In-principle approval for the issuance was received on the same date, i.e., September 20, 2024, from both BSE Ltd. and the National Stock Exchange of India Ltd.

Following the shareholders' approval, the Company allotted 15,50,000 fully convertible equity share warrants to Kitec Industries (India) Private Limited in the Board meeting held on September 27, 2024.

Subsequently, in the Board meeting held on November 13, 2024, the Company converted 7,83,333 of these warrants into equity shares and allotted them to Kitec Industries (India) Private Limited. The Company then applied for listing approval of these shares with BSE Ltd. and the National Stock Exchange of India Ltd. In-principle approval for the listing of 7,83,333 equity shares of ₹10 each, issued on a preferential basis, was received from both stock exchanges through letters dated January 29, 2025.

Following the receipt of listing approval, the Company applied for trading approval. Trading approval for the 7,83,333 equity shares of ₹10 each was granted by BSE Ltd. and the National Stock Exchange of India Ltd, through letters dated February 20, 2025.

## COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company reaffirms its commitment to fostering a supportive and inclusive work environment. We are fully compliant with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments. The Company ensures that all eligible women employees are provided with the statutory benefits, including paid maternity leave, protection of employment during maternity, and access to crèche facilities, as mandated under the Act. We continuously strive to uphold the rights and welfare of our women employees in alignment with legal and ethical standards.



## INTERNAL FINANCIAL CONTROLS

The company has a strong Internal Financial Control system in place to protect its assets and prevent any loss from unauthorized use or theft. It also makes sure that all transactions are properly approved, recorded, and reported. The company carries out audits of different departments each year through an independent internal auditor and the findings are shared with the Audit Committee. The company also considers the views of the external auditors to ensure the internal control system is effective.

## PROMOTER RECLASSIFICATION:

The Company has received the promoter reclassification approval on 8<sup>th</sup> August, 2024 from BSE Limited and National Stock Exchange of India Limited. Reclarifying following people from "Promoter Group" to "Public":

1. Mr. Prashant Kailashchandra Lohiya
2. Mr. Kailashchandra Balchand Lohia
3. Mr. Sanjay Ramprasad Rathi
4. Mrs. Sushiladevi Ramprasad Rathi

## ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from the investors, customers, distributors, dealers, suppliers, stock exchanges, banks, financial institutions, Export Promotion Councils, Trade Bodies, Regulators such as SEBI, BSE, NSE, ROC, RBI, etc, Central and State Government authorities, other Semi Government & local authorities, Administration of Union Territory of Dadra & Nagar Haveli and Daman & Diu and business associates at all levels during the year under review.

The Board of Directors also wish to place on record their deep appreciation for the committed services and excellent work done by the employees of the Emmbi family at all levels during the year.

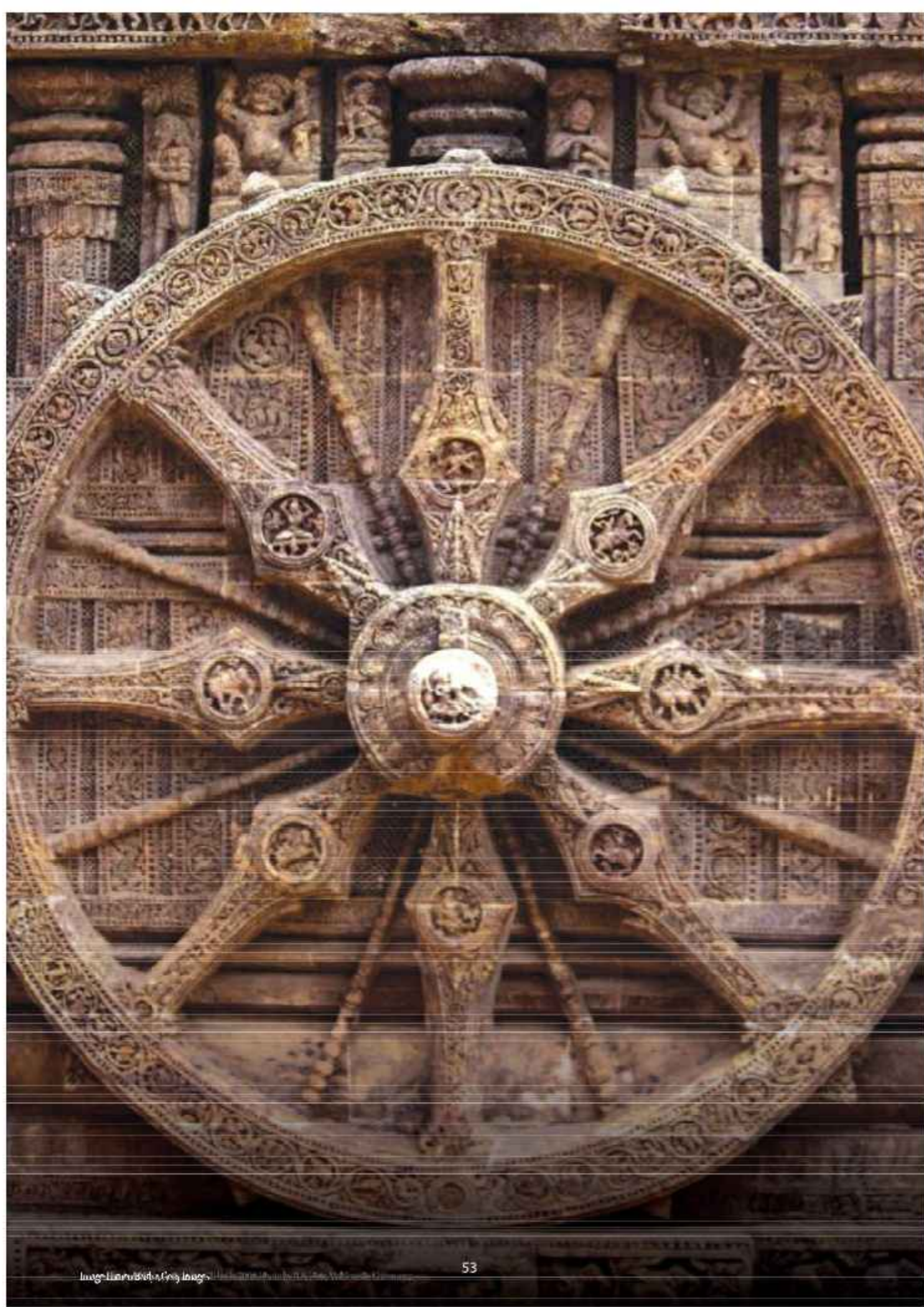
For and on behalf of the Board  
EMMBI INDUSTRIES LIMITED

Place: Mumbai  
Date: 24th May, 2025

Makrand Appalwar  
Chairman & Managing Director  
(DIN: 00171950)









# WHEELS OF PROGRESS



he humble wheel is probably the most famous – and the most significant – circle of our times. Indeed, the invention of the wheel set off a completely new era, and in many ways, set off the era of industrialization itself.

The wheel was invented in the 4th century BC in Lower Mesopotamia (modern-day Iraq), with the Sumerians inserting rods into circular discs of wood. By 2,000 BC, the discs began to be hollowed out to resemble the modern-day wheel – a design that has essentially remained unchanged ever since. Pottery and transportation were the first uses of the wheel and this, in turn, had a profound impact on human civilization – the birth of agriculture, transportation, travel, trade and, ultimately, manufacturing itself.

Of course, the wheel had other uses as well. Perhaps the most famous wheel in India is the one seen at the Konark Sun Temple (pictured opposite). Legend has it that the Konark wheel is a sundial and it was used to calculate the precise time of the day. The wheel was meticulously crafted with incredible precision, so that sunlight could pass through it to cast shadows that could be used to determine the time of day. The Konark wheel has 8 wider spokes and 8 thinner spokes. The wider spokes have a distance of 3 hours between them,

while the thinner spokes each represent 90-minute intervals. The distance between a wider spoke and the next thinner spoke is adorned with 30 beads, each of which represent 3 minutes of time. Whichever way you look at it, the wheel is perhaps the greatest symbol of human ingenuity and inventiveness, and the biggest catalyst of industrialization.

The spirit of Inventiveness and Innovation is something that drives every effort at Emmi, in our quest for “Shunyata” in our environmental impact.

Our product innovations are a testament to this spirit. Our Reclaim range of products incorporate up to 50% recycled polypropylene in our bags, making them significantly more environmentally friendly. Our Hyperbolic bags achieve a significantly lower raw material footprint, besides achieving 20% cost saving, thanks to lower material usage. These products are a testament to Emmi's commitment to our planet.

## **Annexure - 1**

### **RISK MANAGEMENT**

#### **Business Risk**

Unforeseen factors, be it related to industry, regulations, and/or the economy could affect business in an adverse manner, that could lead to impairment to income and capital. Also in a capital-intensive industry, any downward swings in revenues could be detrimental to earnings.

Emmbi is not in an industry that is overtly exposed to governmental regulations, and the fact that we have been profitable since inception and is a regular dividend payer mitigates the business risk to a large extent. Our capacity utilisation taking into account the expansion to 31032 mtpa stands at 76.96%. We have used a mix of out-sourcing, automation, and adoption of Industry 4.0, to ensure the best distribution of fixed costs. We consciously ensure that our production is not concentrated on one unit and is spread across five locations to mitigate any eventuality. We always maintain cordial and healthy relationship with workers, ensuring their safety and wellbeing.

#### **Financial Risk**

Emmbi's capital structure is very conservative, and its cash flows adequate to meet obligations when due. Also the fair value of assets, far exceed the book value providing additional buffer in the event of a remote outlier. We are also rated investment grade with a positive outlook on our debt, and are confident that in the next few years this would only improve given the growth in our business. In addition, we do not rely on one lender, and have multiple banking lenders, ample lines, and a good standing with all the lenders.

#### **Liquidity Risk**

We maintain adequate cash at all times. Despite making some purchases on an advance payment basis we have ample liquidity, and do not lock up our operating cash flow in non-core or unproductive assets. Inventories and debtors are managed prudently, and impairments negligible. Also the working capital cycle has shown a continual improvement over the past few years, and currently is under 112.09 days. We maintain a healthy dividend payout which cements that Emmbi is a very liquid company.

#### **Single Product Risk**

Emmbi's product line is well diversified with sales to over 200 clients in 70+ countries across 40 products. We have strategically reduced our dependence on low margin products. Our foray into the B2C has also decoupled our concentration risk, where the consumers are more granular in nature.

#### **Single Geography Risk**

Emmbi exports to 70+ countries and is not exposed to a single market or its vagaries.

#### **Foreign Exchange Risk**

Emmbi has an internal policy to hedge all its export revenues, and it has no exposure to foreign currency borrowings. The company also does not trade, or speculate in the foreign currency market or make any opportunistic positions.

#### **Systems & Enterprise Wide Risk**

We are compliant with best practices, as can be noted from the continual certifications, and the periodic audits. The Management at Emmbi does not view risks in silos, however analyse, how it can impact the whole organisation. The fact that Emmbi is an accredited as an R&D House by the Government of India also emphasizes that our risk management practices have been approved and commended by the Government.

#### **Unforeseen Events**

Whilst there are events, whose probability of occurrence may be very-low, however the impact can be very-severe, threaten disruptions to both earnings, and capital. Emmbi ensures that in case of such a rarity, its prudent way of decision making, policies, financial resources, flexible manufacturing, and experience of the Management, makes it on a better footing to handle such events.



## **Annexure – 2**

Form No. MR-3

### **SECRETARIAL AUDIT REPORT**

**For the Financial Year ended 31st March, 2025**

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

To,  
The Members,  
**EMMBI INDUSTRIES LIMITED**  
**CIN: L17120DN1994PLC000387**

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

Based on my verification of the Emmbi Industries Limited, 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 authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; There were no ESOPS issued during the year under review.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; there were no debts raised during the year under review.
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; There were no proposals for delisting of its Equity shares during the year under review; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; There were no Buy Back of its Equity shares during the year under review

(vi) As per Management representation letter following are laws applicable to Company:

- (a) Applicable state and local municipal laws;
- (b) Applicable state and local labour laws;
- (c) Applicable Intellectual Property laws;

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2);
- (ii) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended 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 Act, Rules, Regulations and Guidelines mentioned above except to the following:**

- The Company has received notice from BSE dated 06th April, 2024 for one day delay of submission of proceedings of the Annual General Meeting for the FY 2023 within due time, in response to which the Company has replied to the notice received by BSE by the Letter dated 06th April, 2024.
- The Company has received notice from BSE & NSE dated 28th June, 2024 for Regulation 23(9) for one day delayed submission of disclosure of related party transactions on consolidated basis and levied fine of Rs. 5900/-, in response to which the Company has submitted waiver application with Stock Exchange for the same and have also paid the fine under protest.
- The Company has received notice from BSE dated 13th August, 2024 for one day delayed submission of Declaration under Regulation 31(4) of SEBI (SAST) Regulations, 2011 from the Promoters of the Company.
- During the period under review, the Company has initially paid remuneration to Ms. Maithili Appalwar, Daughter of Mr. Makrand Moreshwar Appalwar (Managing Director) & Mrs. Rinku Makrand Appalwar (Whole time Director & CFO) and accordingly considered as Related party, without obtaining prior approval from the Board, Audit Committee & Members of the Company violates the provision of Regulation 23(4) of SEBI (LODR) Regulations, 2015, however the Amount paid by way of Remuneration to Ms. Maithili Appalwar has been repaid by her to the Company before end of the financial year and process of obtaining requisite approval had been initiated for her formal appointment and payment of remuneration.

**I further report that**

- (i) The company has maintained Structured Digital Database in compliance with the Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition Of Insider Trading) Regulations, 2015 for the year ended 31st March, 2025.
- (ii) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - (a) During the Year, Mr. Prashant Lohiya (DIN: 02990858), Independent Director of the Company resigned from the Directorship on 22nd May, 2024.
  - (b) Mr. Nitin Alshi appointed as an Additional Non-Executive Independent Director of the Company dated 29th June, 2024.
  - (c) Ms. Bhavi Rahul Gandhi Company Secretary and Compliance Officer of the Company resigned dated 15th May, 2024.
  - (d) Mr. Rajesh Solanki appointed as the Company Secretary and Compliance Officer of the Company dated 29th June, 2024.
  - (e) Mr. Nimesh Ramniklal Mehta (DIN: 01487962) appointed as an Additional Non-Executive Independent Director of the Company dated 21st March, 2025.
  - (f) Mr. Lalit Surendrakumar Shah (DIN:01926590) appointed as an Additional Independent Director of the Company dated 29th March, 2025.
  - (g) Mr. Vyanketesh Ganpatrao Joshi (DIN: 01234871) and Mr. Rama Krishnan (DIN: 00546256), Independent Director of the Company Ceased from the Directorship due to the expiry of the tenure with effect from 30th March, 2025.



- [h] Re-appointed Mr. Makrand M. Appalwar [DIN 00171950] as the Chairman and Managing Director of the Company for a period of five years with effect from 1st April, 2025.
- [i] Re-appointed Mrs. Rinku M. Appalwar [DIN 00171976] as the Executive Director and CFO of the Company 1st April, 2025.
- [iii] Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- [iv] Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.
- I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- I further report that, during the audit period the Company has taken following actions and entered into following events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.
- [i] The Company has increased its Authorised Share Capital from Rs. 18 Crore to Rs. 20 Crore and altered the Capital Clause of Memorandum of Association of the Company.
- [ii] The Company has issued and allotted 15,50,000 Fully Convertible Equity Share Warrants to Person(s) belonging to Promoter-Group on Preferential Basis.
- [iii] The Company has converted warrants & allotted 7,83,333 Equity Share on Preferential Basis.
- [iv] The Company has reconstituted Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.
- [iv] The Company has received Approval letter from BSE & NSE dated 08th August, 2024 for Reclassification of Promoters Shareholders under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**FOR SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY R DHOLAKIA)

**Practicing Company Secretary**

Proprietor

Membership No.: FCS 2655

CP No.: 1798

Peer Reviewed Firm No. 2036/2022

Date: 24th May, 2025

Place: Mumbai

UDIN: F002655G000428476

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

## **Annexure – A**

To,  
The Members,  
**EMMBI INDUSTRIES LIMITED**

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

- (i) Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
- (ii) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for our opinion.
- (iii) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (iv) Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
- (v) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
- (vi) 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 SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY R DHOLAKIA)

**Practicing Company Secretary**  
Proprietor

Membership No.: FCS 2655  
CP No.: 1798  
Peer Reviewed Firm No. 2036/2022

Date: 24th May, 2025  
Place: Mumbai  
UDIN: F002655G000428476



## Annexure - 3

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

#### 1) A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY:

The Company has set high ethical standards for all its dealings and believes in inspiring trust and confidence. We strongly believe that, we exist not only for doing good business, but equally for the betterment of the Society. The Company has implemented its CSR policy to focus on the following areas, inter-alia, by promoting:

- Environmental Sustainability
- Education
- Healthcare
- Support to the socially and economically weaker sections of the society and
- Women Empowerment

#### 2) The Composition of the CSR Committee:

Sr.no.	Name of the Director	Designation/ Nature	Number of meeting of CSR Committee held	Number of meeting of CSR Committee attended during the Year
1	Mr. Lalit Shah***	Chairman	1	NA
2	Mrs. Rinku Appalwar	Member		1
3	Mr. Nitin Alshi***	Member		NA
4	Mr. Nimesh Mehta***	Member		NA
5	Dr. Venkatesh Joshi*	Chairman		1
6	Mr. Prashant Lohiya**	Member		1
7	Mr. Rama Krishnan*	Member		1

- \* Dr. Venkatesh Joshi (Chairman) and Mr. Rama Krishnan (Member) they were the part of CSR Committee till 29<sup>th</sup> March, 2025.
  - \*\* Mr. Prashant Lohiya resigned as Independent Director and Member of CSR Committee of the company with effect from 22<sup>nd</sup> May, 2024.
  - \*\*\* Mr. Lalit Shah (Chairman), Mr. Nitin Alshi (Member) and Mr. Nimesh Mehta (Member) have been appointed as the Members of CSR Committee of the company with effect from 29<sup>th</sup> March, 2025
- 3) Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company. [www.emmbi.com](http://www.emmbi.com)
- 4) Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable/ Not applicable.

5)	Amount (INR in Millions)
(a) Average net profit of the company as per sub-section (5) of section 135.	158.65
(b) Two percent of average net profit of the company as per sub-section (5) of section 135.	3.17
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years	0
(d) Amount required to be set-off for the financial year, if any.	0.00
(e) Total CSR obligation for the financial year [(b)+(c)-(d)].	3.17

6)	Amount (INR in Millions)
(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	4.35
(b) Amount spent in Administrative Overheads.	0
(c) Amount spent on Impact Assessment, if applicable.	0
(d) Total amount spent for the Financial Year [(a)+(b)+(c)].	4.35

Total Amount Spent for the Financial Year. (INR in Millions)	Amount Unspent (INR in Millions)				
	Total Amount transferred to Unspent CSR Account as per subsection (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
4.35	0	0	0	0	0

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

Sl.no.	Particular	Amount (INR in Millions)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	3.17
(ii)	Total amount spent for the Financial Year	4.35
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	1.18
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years	0
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	1.18

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

1	2	3	4	5	6	7	8
SL No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Subsection(6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under Subsection(6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs)	Date of transfer.	
Not Applicable							

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

☐ Yes ☒ No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

SL No.	Short particulars of the property or asset(s) (including complete address and location of the property)	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	CSR Registration Number, if applicable
(1)	(2)	(3)	(4)	(5)	(6)
				CSR Registration Number, if applicable	Name Registered address
Not Applicable					

[All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries]

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

Place: Mumbai  
Date: 24<sup>th</sup> May, 2025

Makrand Appalwar  
Chairman & Managing Director  
DIN: 00171950

Lalit Shah  
Chairman CSR Committee  
DIN: 01926590



## Annexure - 4

### PARTICULARS OF EMPLOYEES

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies [Appointment and Remuneration of Managerial Personnel] Amendment Rules, 2016

- (i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25; and
- (ii) The percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2024-25.

Name & Designation	Remuneration of each Director & KMP for the FY 2024-25 (Rs.)	Ratio of Remuneration of each Directors to median remuneration of employees
A. Directors	-	-
B. Key Managerial Personnel		
Mr. Makrand Appalwar – MD	78,00,000/-	1:17.81
Mr. Rinku Appalwar – CFO	72,00,000/-	1:16.44
Mr. Bhavi R. Gandhi – CS (23rd October 2023 to 15th May 2024)	2,39,394/-	1:0.54
Mr. Rajesh Solanki – CS (29th June 2024 to 26th May 2025)	14,63,426/-	1:3.34

MD – Managing Director,  
CFO – Chief Financial Officer,  
CS – Company Secretary.

- (iii) The number of permanent employees on the rolls of Company:  
There were 1,418 permanent employees on the rolls of Company as on March 31, 2025.
- (iv) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration. NIL
- (v) Affirmation that the remuneration is as per the Remuneration Policy of the Company  
Pursuant to Rule 5(1)(xii) of the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

Makrand Appalwar  
Chairman & Managing Director  
(DIN : 00171950)

For and on behalf of the Board  
Date : May 24, 2025  
Place : Mumbai

# MANAGEMENT DISCUSSION AND ANALYSIS

## Forward Looking Statements

The report contains forward-looking statements, identified by words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates' and so on. All statements that address expectations or projections about the future, but not limited to the Company's strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realised. The Company's actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events.

## Economy and Outlook

The Asian economies would be the major drivers, with India expected to grow at upwards of 6%, and China at 5%. Regional Banks in the US, high inflation could impact the US economy adversely; in most economies, especially Europe addressing cost-of- living, and dis-inflation seem the talking points, amongst policy-setters. Higher interest rates, and Russia-Ukraine tensions continue to weigh down the global economy, though inflation is expected to fall to 6% levels, before settling down to pre-covid levels of 3.50%.

India faced tough headwinds since the Russia-Ukraine conflict, elevated crude-oil prices, supply disruptions - on account of both the lack of shipping containers, and supply-chain issues, and tightening financial conditions. Government measures in terms of Capital Expenditures partly offset the slowdown in private consumption and led to India overtaking the UK as the fifth largest economy in the world. India is less exposed to international trade flows and is reliant more towards domestic consumption. India's current account remains in a comfortable, and foreign exchange reserves, more than adequate. The geopolitical situation also favours India in benefitting as a global supply-chain destination. The digitisation reforms and creation of platforms have led to financial inclusion across India's diaspora, and would be a major driver in the medium term. The diverse economy, positive governmental policies and reforms, improving socio-economic scenario, increased urbanisation, higher disposable incomes, a stable government has made it an attractive investment destination.

## Sector Performance

The world is witnessing an exponential growth in the usage and consumption of polymers. Production that used to range at 340 million tons p.a. in 2010, crossed 550 tons at the turn of the decade (a CAGR of 10%). The completely man-made nature of polymers makes innovation and creation of new materials and applications limitless. The Polymer sector in India is estimated at over \$44 billion, and this is expected to exhibit near double-digit growth in the next five years. Despite being one of the world's largest economies, India lags in the consumption of polymers at just under 10kgs (World Average 30kgs).

There has been a perceptible up-tick in the past two years: the government's emphasis on infrastructure, the manufacturing pick-up, and the emphasis on water conservation products, are the primary double-digit growth drivers in the medium term.

## Emmbi's Industries International and Domestic Business: Product Range

We are proud to state that we have products that cater to a global client base of over 200, spread across 70+ countries.

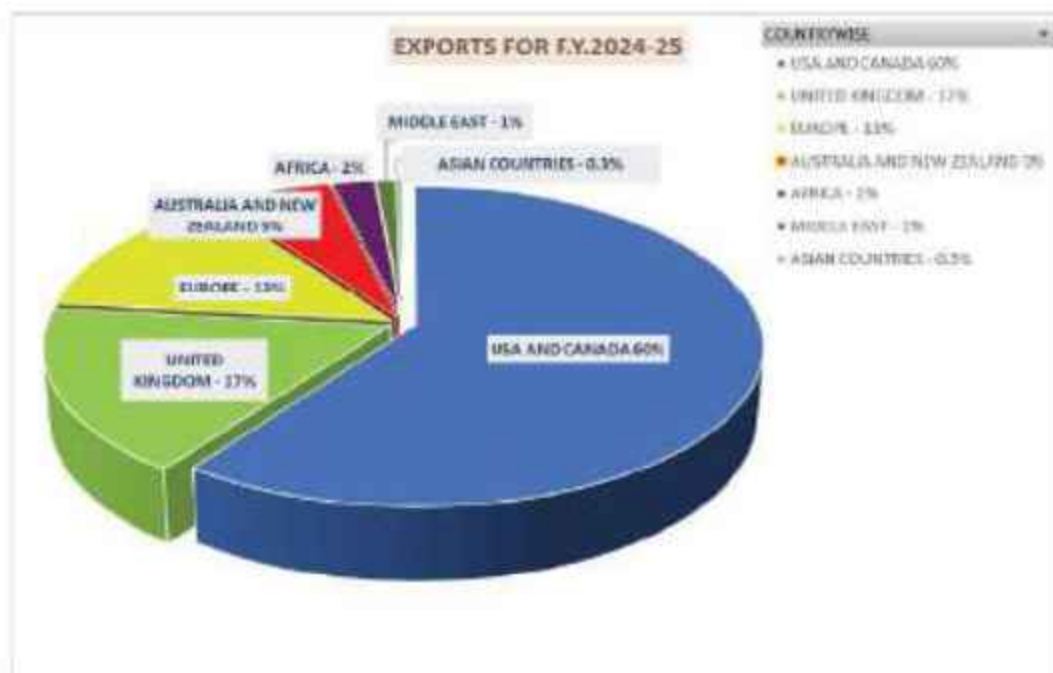


## Business Split: Business Segments and Geographies

### B2B

#### International

Revenues from Exports stood at Rs. 2684.37 million, notably across 70+ countries with North America being the largest contributor, followed by Europe. In addition to diversification across geographies, Emmbi's clientele include a wide range of industries.



### B2B

#### Domestic Business

Domestic growth also witnessed a smart 10.63% over the previous year and stood at Rs. 2,053.48 million for fiscal '25. We have been prudent in growing this segment, despite it providing a predictable stream of revenues, for we firmly believe that resources should be allocated to business lines or products, that helps in maximising ROCE. Moreover, this is a highly competitive segment, where the buyers are highly price elastic. This coupled with the fact that Emmbi's manufacturing facilities are fungible, and we saw a margin driven growth in the export business, led us to focus on the International Segment.

### B2C (Avana)

Revenues for fiscal 2025, seem sustainable on account of the following,

1. Introduction of Reclaim 30©
2. Improved capacity utilisation across all the factories.
3. Emmbi's innovation, track record, and distribution network makes it a first-choice provider for existing clients and serves as a referral base.
4. Consistent demand of products under Advance Composites & Speciality Packaging.
5. 'Avana' that has made a mark in few states, is expanding across Indian and introducing newer products, that have found tremendous acceptance.
6. The Government's initiatives for improving farmer's incomes, and a greater thrust across rural India on Pond manufacturing.

7. The Honourable PM's impetus on creating 50,000 ponds across India over the next few years, is very positive for Emmbi. We are today the World's largest pond lining company, and given our quality, and track record we are confident of winning a share of this business.
8. An increase in the consumption of polymer products across the globe.
9. Consumption Shift both in B2C, and B2B – the increased usage of e-commerce (Avanamart) polypropylene bags, polymer syringes, polymer lined tanks, polymer mixes in highways etc.
10. Our efforts at developing sustainable packaging that has found acceptance in the UK, and very soon we plan to roll this in Europe.

#### **Emmbi's Manufacturing Operations: Plant Capacity and Utilisation**

Plant capacity remained at 31,032 MT/ Annum and utilised capacity was 23,883 MT/Annum, and Capex spend was on routine maintenance. Industry 4.0 standards (IoT), and Robotic Process Automation (RPA) have increased operational efficiencies, improved product technicalities, and reduced wastage to a near zero levels.

#### **Inventories Management**

Emmbi's strategy of managing business in a non-speculative nature, translates down to its inventory management policies. We always make it a point to match the order pipeline to the inventory levels. Procurements of raw material is simultaneous to order booking, and that way neither the fluctuations in the prices of crude, and thereby its derivatives impact the income statement or capital in an adverse manner. Moreover, the relationship between crude prices, and polymer prices is not entirely direct. The floor cost of polymers, irrespective of the prices of crude, can be pegged around US \$ 1000-1050-1110 considering the fixed costs, and logistics. Finally, it is the many stages derivative Polypropylene that goes into our products, and the actual impact of crude price constitutes only under 15% of the total product component.

Despite this linkage, we as a policy continue to apply effective hedge mechanisms.

#### **Earnings**

The earnings resulted in an Earnings Per Share (EPS) of ₹3.67 on a standalone basis and ₹3.46 on a consolidated basis.

#### **Quality and Adherence**

We adhere to the latest international standards and believe in adapting the best practices in the industry, be it people, processes, quality of our products or internal systems. We are using an "Integrated Management System" (IMS) , a customised combination of ISO 9001:2015, 14001:2015 and 45001:2018. We have also reduced waste by 50%, and we plan to become a 'zero' waste company over the next eight quarters.

#### **People and Processes**

We continue in investing and developing existing talent, and source human resources when needed. We continue to conduct workshops on both technical, and soft skills, with the help of internally created teams, and external experts. We have in place a 'Whistle Blower' policy keeping in check with the best practices (Detailed in the Corporate Governance Section). We are proud to be the first polymer processing company to implement equal wages for male and female workers, in line with our principles of fairness, inclusivity, and compliance with applicable laws.

#### **Information Technology**

We continuously work to improve our industrial processes through the use of IT systems. This year, we upgraded our automatic cutting machines to include the use of a computer vision system to detect weaving defects in our technical textiles - reducing our cutting wastage by ~25%. We further expanded our install-base of Loom Data Management Systems (LDMS) to include all our needle looms as well. Our R&D teams are in early stages to build automations to improve our bagmaking efficiencies as well as extrusion line consistency. At the same time, this year we also made significant progress on automating some of our quotation and pricing calculations. Our largest selling product is fully custom made and streamlining the pricing system will improve the efficiency of the sales and bag design teams.



## Research & Development

We are a full-fledged R&D Development centre, accredited by the Department of Science and Technology, the Government of India. Our R&D department is staffed with a 30 member team. As a policy we allocate ~2.50% of revenues towards research and product development. This not only helps us get tangible benefits like tax breaks, excise and VAT benefits, preferred bidder for Government projects, etc. We also get invaluable intangible benefits such as visibility in the international arena, through government initiatives.

## Cautionary Statement

The estimation and expectation made in this report may differ from actual performance due to extraneous factors such as economic conditions, governmental policies, regulations, and other factors.

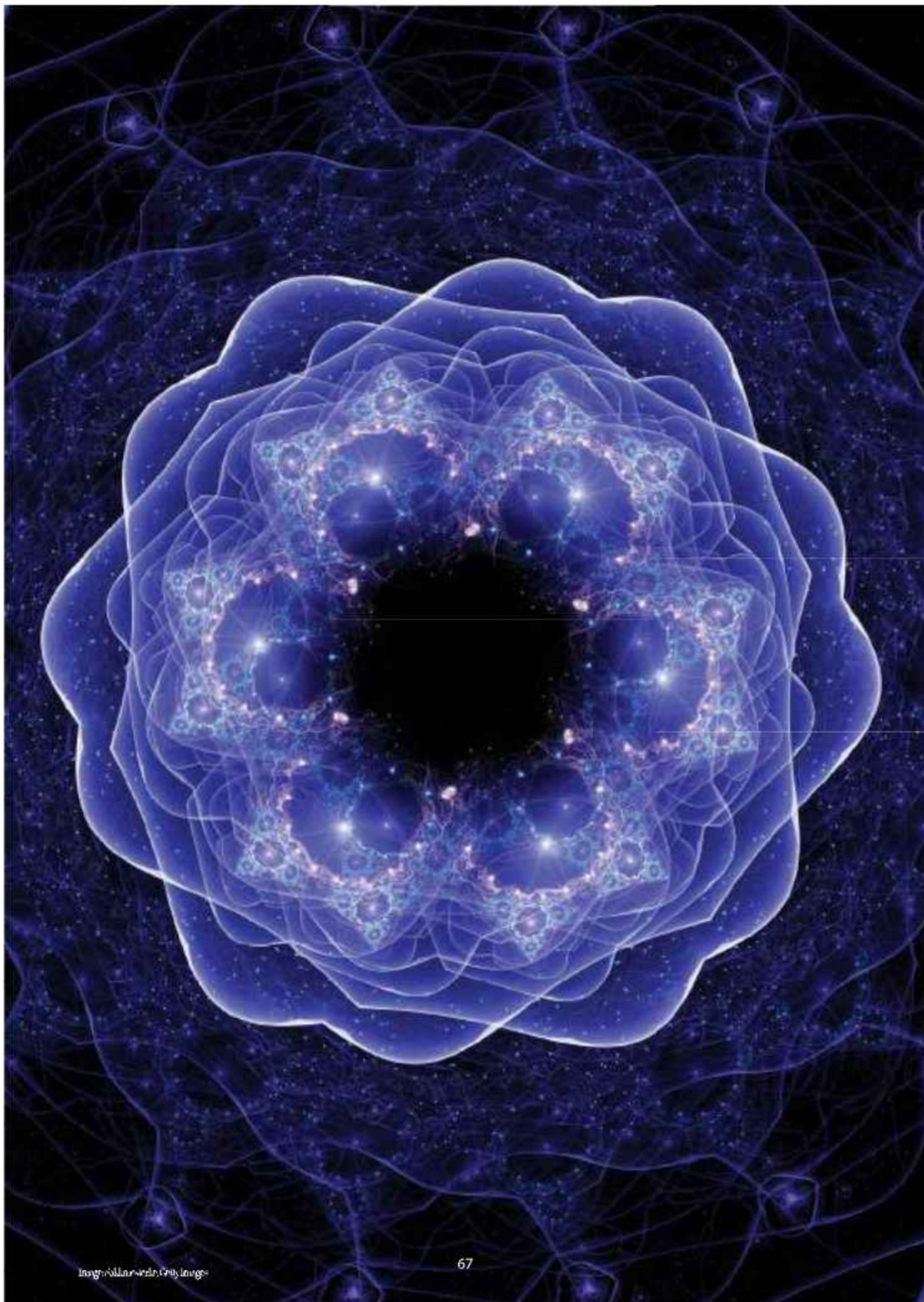
For & On Behalf of the Board of Directors

Makrand Appalwar  
Chairman & Managing Director  
DIN: 00171950



FIBC Bags: With a sustained surge in global demand, Emmbi is continuing to invest in training skilled manpower to increase capacity and speed of supply.







# THE CIRCLE OF LIFE

**B**eyond the song made famous by Disney's Simba and friends in "The Lion King", the philosophy of life itself being circular is as old as humankind itself. Indeed, the circle as a concept – especially relating to life, living, and spirituality – finds a mention in cultures all around the world.

The circle depicts the complete story of creation. From nothingness, to consciousness, with the former being represented by the center of the circle, and the latter being the circumference within this nothingness. The eternal quest of humankind, as part of this consciousness, is to find ways to find the center of this circle again. We move towards the center in concentrated circles until we bring our own reality to a point, this circulation forms a circle. Enlightenment, is the bringing together of God (the point), and the cosmic consciousness (the circle) – Shunyata.

This, in essence, is the concept of the cosmic circle of infinity which is represented in various cultures in different forms – from the Enso in Japanese culture, to the concept of the Flower of Life (the oldest depiction of which is over 5,000 years old and found in Egypt), to labyrinths (popular in Greek and Roman cultures), to the Mandala, that is popular in Indian cultures. All other complex signs based on circles are amplifications and variations of this ancient, prototypical symbol.

Unsurprisingly, the other significant aspect of these ancient philosophies is moderation, balance, giving back (to Society, Nature, the Universe, and God Himself) and an attitude of gratitude. The most popular symbol of this balance is perhaps the Yin and the Yang.

At Ennabi too, we are driven by this timeless philosophy. In fact, it is deeply ingrained in our business practices, processes and actions – whether it is our employee policy, vendor relations, product development, marketing and sales, or our initiatives within the societies that we impact. Winning at business, we believe, need not always be a zero-sum game.

# CORPORATE GOVERNANCE REPORT

A detailed report on compliance with the Corporate Governance provisions, as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, is given herein below.

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

Your Company ('Emmbi') believes that corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Emmbi, it is imperative that our Company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders.

The Company in its approach to adopt the best possible practices of Corporate Governance and keeping adherence to the latest rules and regulations prescribed by various regulatory authorities, has taken all the necessary steps to stay in line with the continuously progressing governance demands. During the financial year under review, adequate monitoring systems were followed to safeguard against major risk and to ensure implementation of policies and procedures in order to fulfill the Company's social, legal and ethical responsibilities.

The Company firmly believes that Corporate Governance is a powerful tool to sub serve the long-term growth of the Company and continues to give high priority to the principles and practice of Corporate Governance and has accordingly benchmarked its practices with the existing guidelines of Corporate Governance as laid down in the Listing Regulations.

## 2. BOARD OF DIRECTORS:

### (i) Composition of the Board:

The Company believes that an active, well informed and independent board is necessary to ensure the highest standards of Corporate Governance. The present composition of the Board has an optimum combination of personnel having the necessary knowledge and experience to direct the Company towards its business goals and at the same time, achieving high standards of Corporate Governance.

At present, the Board consists of 6 (Six) Directors, out of which 3 (Three) are Non-Executive Independent Directors, 1 (One) Director is Non-Executive Non-Independent Director and 2 (Two) are Executive Directors, including a Woman Director.

The composition of the Board of Directors of the Company, is in accordance with Listing Regulations, as amended from time to time and the Act read with the applicable rules made thereunder as amended from time to time. The Chairman of the Board is a Executive Director.

Detailed profile of the Directors is also available on <https://emmbi.com/management-profile/>

### (ii) Key Skills / Expertise /Competencies of the Board:

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

While all the Board members possess the skills identified, their area of core expertise is given below:

Name of the Director	Designation	DIN	Area of Expertise
Mr. Makrand M. Appalwar	Chairman & Managing Director	00171950	Leadership, Strategic Planning, Marketing, Branding, Research & Development and Innovation, Risk Management and Corporate Governance.
Mrs. Rinku M. Appalwar	Executive Director & Chief Financial Officer	00171976	Accounts, Finance, Taxation Banking, Treasury, Compliance & Legal, Risk Management, Logistics, Production and Procurement.
Mr. Krishnan I. Subramanian	Non-Executive Non-Independent Director	06614842	Leadership, Strategic Planning, Risk Management, Private Equity and M&As.
Mr. Nitin Dattatraya Alshi*	Non-Executive Non-Independent Director	05252946	Strategies, Risk Management, Process improvements, Cost Transformations, Value Enhancements and Value based Internal Audits.
Mr. Nimesh Ramniklal Mehta\$	Non-Executive Non-Independent Director	01487962	Finance, Accounts, Taxation, Secretarial and Legal functions in Companies engaged in Cement, VSF, Real Estate, Retail and Manufacturing Sectors.
Mr. Lalit Surendrakumar Shah#	Non-Executive Non-Independent Director	01926590	Establishing quality systems, modular manufacturing concepts, business process reengineering (BPR), ecommerce, database and logic design, particularly within the IT and plastics industries.



\* Mr. Nitin Dattatraya Alshi was appointed as an independent director w.e.f 29<sup>th</sup> June, 2024.

\$ Mr. Nimesh Ramniklal Mehta was appointed as an independent director w.e.f 21<sup>st</sup> March, 2025.

# Mr. Lalit Surendrakumar Shah was appointed as an independent director w.e.f 29<sup>th</sup> March, 2025.

The Board possesses the necessary skills, expertise and competencies as are required for the Company's business to function smoothly and to achieve significant growth in the industry that the Company is part of.

**(iii) Disclosures, Memberships, Attendance & Other Directorships:**

The necessary disclosures regarding Directorships, Memberships and Chairmanships in various other Boards and Committees and their respective shareholding in other companies, have been made by all the Directors. None of the Directors on the Board are Member(s) of more than ten (10) Committees and/or act as a Chairman of more than five (5) Committees across all Public Companies in which they are Directors.

Further, none of the Directors served as an Independent Director in more than seven (7) listed Companies and held Directorship in more than ten (10) public companies. Further, the Chairman & Managing Director, Executive Director and CFO and Whole-Time Director of the Company are not serving as Independent Director on the Board of any other listed entity.

Details of Memberships and Attendance of each Director at the Board of Directors' Meetings held during the financial year under review and the last AGM and the number of other Directorships, including the names of listed entities, in which they are a Director and Chairmanship/Membership of Board Committees as on 31<sup>st</sup> March, 2025 are as follows:

Name of the Director	Nature of Directorship	Board Meetings during FY 2024-25		Attendance at the AGM held on 20 <sup>th</sup> September, 2024	*No. of Directorship in other Companies (Excluding EIL)	**Chairmanship(s) and Membership(s) of Board Committees in other Companies as on 31 <sup>st</sup> March, 2025 (Excluding EIL)		***Directorship in other Listed Entities  Name of Listed Entity /Category of Directorship
		Held	Attended			Member	Chairman	
Mr. Makrand M. Appalwar (DIN-00171950)	Chairman & Managing Director	10	10	Yes	3	-	-	-
Mrs. Rinku M. Appalwar (DIN-00171976)	Executive Director & CFO	10	10	Yes	3	-	-	-
Mr. Krishnan I. Subramanian (DIN-06614842)	Non-Executive Non-Independent Director	10	09	Yes	1	-	-	-
Mr. Nimesh Ramniklal Mehta	Executive Independent Director	01	01	Not applicable	0	-	-	-
Mr. Lalit Surendrakumar Shah	Executive Independent Director	01	01	Not applicable	1	-	-	-
Mr. Nitin Dattatraya Alshi	Executive Independent Director	06	06	Yes	3	-	2	M/s. Trust Fintech Limited [Independent Director]
Mr. Prashant Lohiya	Executive Independent Director	02	02	Not applicable	1	-	-	-
Mr. Rama Krishnan	Executive Independent Director	10	09	Yes	1	-	-	-
Dr. Venkatesh Joshi	Executive Independent Director	10	10	Yes	2	-	-	-

**Notes:**

\*This includes all Indian Companies, excluding Foreign Companies and Section 8 Companies. Nominee directorship is not considered for No. of Directorship.

\*\* This includes Audit Committee and Stakeholders' Relationship Committee of Indian Public Limited Companies.

\*\*\* Number of other directorships held by Directors as mentioned above excludes directorships in Private Limited Companies, Section 8 Companies, Foreign Companies, Membership of Managing Committee of various chambers/bodies and alternate directorships.

The number of Directorships, Committee Membership[s]/ Chairmanship[s] of all Directors is within the respective limits prescribed under the Act and the Listing Regulations.

Mr. Makrand M. Appalwar, Chairman & Managing Director is the spouse of Mrs. Rinku M. Appalwar, Executive Director and CFO of the Company. Further, none of the other Directors of the Company have any inter-se relationship amongst them.

None of the Directors of the Company, except the Executive Directors have any pecuniary relationship with the Company, except to the extent of receipt of sitting fees for meetings of the Board/Committee[s] attended by them.

**(iv) Board Meetings:**

The Meetings of Board of Directors are scheduled well in advance and are held at least once in every quarter to inter-alia review and consider the performance of the Company and approve the Financial Results. The Board also meets, as and when required, to consider other business matters.

The agenda of the business matters to be transacted at the Board Meeting along with detailed note[s] thereto are circulated to the Board members, as per the time limits specified under the applicable acts, rules and regulations.

During the financial year 2024-25, 10 Board Meetings were held i.e. on 14th May, 2024, 22nd May, 2024, 04th June, 2024, 29th June, 2024, 12th August, 2024, 21st August, 2024, 27th September 2024, 13th November 2024, 12th February, 2025 and 29th March, 2025, respectively and the gap between two consecutive meetings did not exceed one hundred and twenty days.

**(v) Independent Directors:**

The Company has appointed Independent Directors on the Board, in accordance with the provisions of Section 149 of the Act, as amended from time to time, including the applicable Rules, if any and Regulation 16 of the Listing Regulations.

Every Independent Directors, at the first meeting of the Board in which they participate as a Director and thereafter at the first meeting of the Board in every financial year, have given a declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, as amended from time to time. The Independent Directors are complying with the provisions relating to limit of directorships, as required under Regulation 25 of the Listing Regulations. The Company has issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed on the website of the Company. The Independent Directors met once during the Financial Year i.e. on 14th May, 2024. During the meeting, the Independent Directors reviewed, among other critical issues, the following:

- (a) The performance of Non-independent Directors and the Board as a whole;
- (b) The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors, and
- (c) Assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Company has complied with the provisions with respect to the appointment and term of Independent Directors as per the Act and Listing Regulations. The Company has adopted a Code of Conduct for the Independent Directors which is a guide to professional conduct for Independent Directors, pursuant to Section 149(8) and Schedule IV of the Act which is available at the Company's website on <https://emmbi.com/>

**(vi) Familiarisation Programme for Independent Directors:**

The Members of the Board of the Company are afforded many opportunities to familiarise themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

Executive Directors and Senior Management provide an overview of the operations and familiarise the new Non-Executive Directors on matters related to the Company's values and commitments. They are also introduced to the organisation structure, constitution of various committees, board procedures, risk management strategies, etc.

Strategic Presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails, etc. On an on-going basis the Company shall through its Managing Director/Whole Time Director/ Senior Managerial Personnel, as required from time to time, conduct programmes/ presentations periodically to familiarize the Director with the business strategy, business operations, Industry Outlook at the Board Meetings, Regulatory updates at Board and Audit Committee Meetings covering changes with respect to the Act, Listing Regulations, Taxation and other matters. Periodic presentations are made at the Board and Board Committee Meetings on business and performance updates of the Company, global business environment, business strategy and risks involved. The programme includes visits to plant locations from time to time to make them aware about the product lines and operations of the Company. The details of such familiarization programmes for Independent Directors are available on the website of the Company viz. [www.emmbi.com](http://www.emmbi.com).



## **DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT**

The Board of Directors of the Company, at its meeting held on 14<sup>th</sup> May, 2024 has re-appointed Mr. Makrand M. Appalwar (DIN 00171950) as the Chairman and Managing Director of the Company for a period of five years with effect from April 1, 2025 on the terms and conditions at an existing remuneration as recommended by the Nomination and Remuneration Committee and approved by shareholders at the Annual General Meeting held on 20<sup>th</sup> September, 2024.

The Board of Directors of the Company, at its meeting held on 14<sup>th</sup> May, 2024 has re-appointed Mrs. Rinku M. Appalwar (DIN 00171976) as the CFO & Executive Director-Finance Director of the Company for a period of five years with effect from April 1, 2025 on the terms and conditions at an existing remuneration as recommended by the Nomination and Remuneration Committee and approved by shareholders at the Annual General Meeting held on 20<sup>th</sup> September, 2024.

### **(vii) Retirement by Rotation**

In accordance with the provisions of the Companies Act, 2013, Mr. Subramanian Krishnan (DIN 06614842), Non-Executive and Non-Independent Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company, and being eligible offers himself for re-appointment.

### **MD/CFO CERTIFICATION:**

The Chairman & Managing Director and Chief Financial Officer of the Company jointly gave annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations.

## **3. COMMITTEES OF THE BOARD:**

The Committees of the Board ('Committee') plays an important role in the governance by focusing on specific areas and making informed decisions, within the delegated authority. Majority of the members constituting the Committees are Independent Directors and each Committee is guided by its Charter or Terms of Reference or Policy, which provides for the composition, scope, powers & duties and responsibilities. The recommendations, observations and decisions of the Committees are placed before the Board for information/ consideration, if necessary.

The Board has constituted the following Committees:

### **A. AUDIT COMMITTEE:**

In requirement with Regulation 18 of Listing Regulations and Section 177 of the Act, the Company has constituted an Audit Committee. The Audit Committee reviews, acts on and reports to the Board with respect to various auditing and accounting matters. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

#### **Terms of Reference:**

The matters falling within the ambit of the Audit Committee, are specified under Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Act, read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), which inter-alia include:

#### **a. Powers of Audit Committee:**

The Audit Committee shall have the following powers:

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

#### **b. Role of the Audit Committee:**

The role of Audit Committee shall include following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any otherservices rendered by the statutory auditors;
- 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 Act;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the listed entity with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments

**c. Review of information by Audit Committee:**

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;



- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- Statement of deviations:
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

#### **Composition of the Audit Committee and attendance in meetings during FY 2024-25:**

The present composition of the Audit Committee is in accordance with the provisions of the Act and rules made thereunder and Listing Regulations. The Committee consists of 4 (Four) Directors of whom 3 (Three) are Independent Directors and one (1) Executive Director. The Chairperson of the Audit Committee is an Independent Director. Further, the Chairperson of the Committee attends the Annual General Meeting of the Company to answer shareholder's queries, if any.

All the Members of the Audit Committee are financially literate.

Mr. Rajesh Solanki, Company Secretary and Compliance Officer acts as the Secretary to the Audit Committee.

The representatives of the Statutory Auditors, Internal Auditors of the Company and special invitees, if any, are also invited to the Audit Committee meetings for deliberation on the financial statements and internal audit findings/observations.

During FY 2024-25, 7 Audit Committee Meetings were held i.e. on 14<sup>th</sup> May, 2024, 12<sup>th</sup> August, 2024, 21<sup>st</sup> August, 2024, 27<sup>th</sup> September, 2024, 13<sup>th</sup> November, 2024, 12<sup>th</sup> February, 2025 and 29<sup>th</sup> March 2025 respectively, and the gap between two consecutive meetings did not exceed one hundred and twenty days.

The composition of the Committee and the details of attendance of the Members at the Audit Committee Meetings are given below:

Name of the Members of Audit	Designation	No. of meetings attended During the financial year 2024-25
Mr. Nitin Dattatraya Alshi*	Chairman, Non-Executive Independent Director	6 of 6
Mr. Prashant Lohiya**	Chairman, Non-Executive Independent Director	1 of 1
Mr. Rinku Makrand Appalwar	Member, Executive Director cum CFO	7 of 7
Mr. Venkatesh Ganpatrao Joshi***	Member, Non-Executive Independent Director	7 of 7
Mr. Rama Appadural Krishnan****	Member, Non-Executive Independent Director	7 of 7
Mr. Nimesh Ramniklal Mehta*****	Member, Non-Executive Independent Director	NA
Mr. Lalit Surendrakumar Shah*****	Member, Non-Executive Independent Director	NA

\*Mr. Nitin Dattatraya Alshi appointed as Chairman of Committee with effect from 29<sup>th</sup> June, 2024.

\*\*Mr. Prashant Lohiya ceased to become Chairman of Committee with effect from 22<sup>nd</sup> May, 2024.

\*\*\*Mr. Venkatesh Ganpatrao Joshi ceased from Membership with effect from 29<sup>th</sup> March, 2025.

\*\*\*\*Mr. Rama Krishnan ceased from Membership with effect from 29<sup>th</sup> March, 2025.

\*\*\*\*\*Mr. Nimesh Ramniklal Mehta appointed as Member with effect from 29<sup>th</sup> March, 2025.

\*\*\*\*\*Mr. Lalit Surendrakumar Shah appointed as Member with effect from 29<sup>th</sup> March, 2025.

#### **B. NOMINATION & REMUNERATION COMMITTEE:**

The Company has constituted a Nomination and Remuneration Committee ('NRC') in line with the provisions of Regulation 19 of Listing Regulations and Section 178 of the Act. All the members of the NRC are Independent Directors.

##### **Terms of reference:**

The Nomination and Remuneration Policy has been amended over the years to align it with the requirements of applicable laws, rules and regulations. The roles, powers and broad terms of reference of NRC covers the areas as provided under Regulation 19 read with Part D of Schedule II of Listing Regulations and Section 178 of the Act, which includes the following:

- Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, suitable experience, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to remuneration of directors, Key Managerial Personnel and other employees. The Committee will review the composition of the Board periodically with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience, etc;
- Recommend to the Board the appointment or reappointment of Directors;
- Devise a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of directors their appointment and removal;
- Carry out/oversee evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors. This shall include "formulation of criteria for evaluation of Independent Directors and the Board;
- Recommend to Board the remuneration payable to the Directors and oversee the remuneration of Senior Management/Key Managerial Personnel of the Company being reasonable and competitive, considering the prevalent compensation packages so as to enable the Company to recruit and retain suitable talent/staff in such capacity motivating them for rendering their quality services to carry the business affairs of the Company at its optimum level;
- Determine whether to extend or continue the term of appointment of the independent director(s), on the basis of performance evaluation report related to them;
- Take due consideration of Financial position of Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration at the time of appointment or re-appointment;
- Carry out any other functions referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable; and
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

**Composition of the NRC and attendance in meetings during the financial year 2024-25:**

The present composition of the NRC is in accordance with the provisions of the Act, and the rules made thereunder and Listing Regulations. The NRC Committee consists of 3 (Three) Non Executive and Independent Directors. The Chairperson of the NRC Committee is an Independent Director.

Mr. Rajesh Solanki, Company Secretary and Compliance Officer acts as the Secretary to the NRC.

During FY 2024-25, 4 (Four) meetings of the NRC were held on 14<sup>th</sup> May, 2024, 29<sup>th</sup> June, 2024 12<sup>th</sup> February, 2025 and 29<sup>th</sup> March, 2025. The composition of the Committee and the details of attendance of the Members at the NRC Meeting is given below:

Name of the Members of NRC	Designation	No. of meetings attended During the financial year 2024-25
Mr. Prashant Lohiya*	Chairman, Non-Executive Independent Director	1 of 1
Mr. Rama Appadurai Krishnan**	Chairman, Non-Executive Independent Director	4 of 4
Mr. Nitin Alshi #	Member, Non-Executive Independent Director	NA
Mr. Nimesh Ramniklal Mehta##	Chairman, Non-Executive Independent Director	NA
Mr. Venkatesh Ganpatrao Joshi \$	Member, Non-Executive Independent Director	4 of 4
Mr. Lalit Surendrakumar Shah\$\$	Non-Executive - Non Independent Director	NA
Mr. Krishnan Iyer Subramanian†	Non-Executive - Non Independent Director	3 of 3

\*Mr. Prashant Lohiya ceased to become Chairman of Committee with effect from 22<sup>nd</sup> May, 2024.

\*\*Mr. Rama Krishnan was appointed as Chairman with effect from 29<sup>th</sup> June, 2024 and ceased to be a Chairman of Committee with effect from 29<sup>th</sup> March, 2025.

# Mr. Nitin Alshi appointed as Member with effect from 29<sup>th</sup> March, 2025.

##Mr. Nimesh Ramniklal Mehta appointed as Member with effect from 29<sup>th</sup> March, 2025.

\$Mr. Venkatesh Ganpatrao Joshi ceased to be a Member with effect from 29<sup>th</sup> March, 2025.



**\$** Mr. Lalit Surendrakumar Shah appointed as Member with effect from 29<sup>th</sup> March, 2025.

**†** Mr. Krishnan Iyer Subramanian was appointed as a member with effect from 29<sup>th</sup> June, 2024 and ceased to become Member with effect from 29<sup>th</sup> March, 2025.

**Nomination and Remuneration Policy:**

The Nomination and Remuneration policy has been formulated by the NRC considering various relevant parameters and the Board had adopted the policy for the functioning of the Committee, which was amended from time to time as per the requirements of the law. The Nomination and Remuneration policy of the Company is available on the website of the Company at [www.emmbi.com](http://www.emmbi.com)

**Performance evaluation of the Board:**

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. Pursuant to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually.

Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The performance evaluation of the non- executive directors is done by the Board annually. The performance evaluation of the Chairman & Managing Director, Executive Director & CFO and Whole Time Director is carried out by the Independent Directors annually. The Board of Directors expressed their satisfaction with the entire evaluation procedure.

**Details of Remuneration paid to Directors during Financial Year 2024-25:**

**1. Non-Executive Directors and Independent Directors:**

The Independent Director Mr. Rama Krishnan (DIN 00546256) and Dr. Venkatesh Joshi (DIN: 01234871) have completed their second term as Independent Directors of the Company on March 30, 2025.

The above information had been provided to the Stock Exchanges on March 31, 2025, under Regulation 30(2) of the Listing Regulations.

Mr. Nitin Alshi (DIN: 05252946) as an Additional Director designated as Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years with effect from 29<sup>th</sup> June, 2024 till 28<sup>th</sup> June, 2027. Their appointments have been approved by the Members of the Company in the AGM.

The above information had been provided to the Stock Exchanges on June 29, 2024, under Regulation 30 of the Listing Regulations.

Mr. Nimesh Ramniklal Mehta (DIN: 01487962) as an Additional Director designated as Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years with effect from 21<sup>st</sup> March, 2025 till 20<sup>th</sup> March, 2028.

The above information had been provided to the Stock Exchanges on February 12, 2025, under Regulation 30 of the Listing Regulations.

Mr. Lalit Surendrakumar Shah (DIN: 01926590) as an Additional Director designated as Non-Executive Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years with effect from 29<sup>th</sup> March, 2025 till 28<sup>th</sup> March, 2028.

The above information had been provided to the Stock Exchanges on March 29, 2025, under Regulation 30 of the Listing Regulations.

The Independent Directors have no pecuniary relationship or transaction with the Company, except for payment of sitting fees, for attending the Board and the Committee Meetings.

The sitting fees paid to the above Directors during financial year 2024-25 is stated below:

Name of the Director	Sitting fees paid for attending Board and Committee Meetings (including TDS) (Amount in Rs.)	Number of shares and convertible instruments held by Non-Executive Directors
Mr. Prashant Lohiya*	56,500	6250 Equity Shares
Mr. Rama Krishnan**	676,500	Nil
Dr. Venkatesh Joshi**	688,500	Nil
Mr. Nitin Alshi#	510,000	Nil
Mr. Krishnan Subramanian	396,000	6000 Equity Shares
Mr. Nimesh Mehta##	50,000	Nil
Mr. Lalit Shah@	50,000	2000 Equity Shares

\* Mr. Prashant Lohiya ceased to be an Independent director with effect from 22<sup>nd</sup> May, 2024.

\*\* Mr. Rama Krishnan and Dr. Venkatesh Joshi have completed their second term of independent directors on 30<sup>th</sup> March, 2025.

# Mr. Nitin Alshi was appointed as an Independent director with effect from 29<sup>th</sup> June, 2024.

## Mr. Nimesh Mehta was appointed as an Independent director with effect from 21<sup>st</sup> March, 2025.

@ Mr. Lalit Shah was appointed as an Independent director with effect from 29<sup>th</sup> March, 2025

## 2. Terms of appointment and remuneration of Executive Directors/Whole Time Directors:

The terms and conditions of appointment of and remuneration paid to Managing Director and Executive Director and CFO, are in accordance with the terms approved by the Members of the Company. The details of Managerial Remuneration paid to the Executive Directors during financial year 2024-25 are as under:

Name of the Director	Position	Remuneration(*)	Service Contract	Notice Period
Mr. Makrand M. Appalwar	Chairman & Managing Director	Rs. 78,00,000/- per annum	Reappointed for 5 years w.e.f. April 1, 2025	6 months
Mrs. Rinku M. Appalwar	Executive Director & CFO	Rs. 72,00,000/- per annum	Reappointed for 5 years w.e.f. April 1, 2025	6 months

(\*) Break up of remuneration paid /payable to Mr. Makrand M. Appalwar and Mrs. Rinku M. Appalwar for FY 2024-25 is as under:

Components	Mr. Makrand M. Appalwar	Mrs. Rinku M. Appalwar
Salaries, Allowances and Perquisites (#)	Rs.78,00,000/-	Rs.72,00,000/-
Contribution to Provident and other funds	Nil	Nil
Performance Bonus	Nil	Nil
Stock Option	Nil	Nil
Pension	Nil	Nil
Total	Rs.78,00,000/-	Rs.72,00,000/-

(#) Excludes leave encashment and gratuity which is based on actuarial valuation provided on an overall Company basis. There is no provision for severance fees in the service contracts of the aforesaid Executive Directors.

## C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company has constituted a Stakeholders' Relationship Committee ('SRC') in line with the provisions of Regulation 20 of Listing Regulations and Section 178 of the Act to specifically look into various aspects of interests of the shareholders.

### Terms of reference:

The role of the committee, shall inter-alia include the following:

- Oversee the performance of the Company's Registrar and Share Transfer Agent;
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
- Review of measures taken for effective exercise of voting rights by shareholders.



- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Carry out any other function as is referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable.

#### Composition of the SRC and attendance in meetings during FY 2024-25:

The present composition of the SRC is in accordance with the provisions of the Act, and the rules made thereunder and Listing Regulations. The Committee comprises of 4 (Four) Directors, which includes 3 (Three) Independent Directors and one (1) Executive Director.

The Chairperson of the SRC is an Independent Director and attends the Annual General Meeting to answer the queries, if any, raised by the Shareholders/Security holders.

Mr. Rajesh Solanki, Company Secretary and Compliance Officer acts as the Secretary to the SRC.

During FY 2024-25, 4 (Four) meetings of the SRC were held on 14<sup>th</sup> May, 2024, 12<sup>th</sup> August, 2024, 13<sup>th</sup> November, 2024 and 12<sup>th</sup> February, 2025. The composition of the Committee and the details of attendance of the Members at the SRC Meeting is given below:

Name of the Members of SRC	Designation	No. of meetings attended During the financial year 2024-25
Mr. Prashant Kailashchandra Lohiya*	Chairman, Non-Executive Independent Director	1 of 1
Mr. Rama Appadurai Krishnan**	Chairman, Non-Executive Independent Director	4 of 4
Mr. Nitin Dattatraya Alshi#	Member, Non-Executive Independent Director	3 of 3
Mr. Venkatesh Ganpatrao Joshi##	Member, Non-Executive Independent Director	4 of 4
Mrs. Rinku Appalwar	Member, Executive Director and CFO	4 of 4
Mr. Nimesh Ramniklal Mehta@	Member, Non-Executive Independent Director	NA
Mr. Lalit Surendrakumar Shah@@	Chairman, Non-Executive Independent Director	NA

\*Mr. Prashant Lohiya ceased to be a Chairman of Committee with effect from 22<sup>nd</sup> May, 2024.

\*\*Mr. Rama Krishnan ceased to be a Chairman of Committee with effect from 29<sup>th</sup> March, 2025.

#Mr. Nitin Dattatraya Alshi was appointed as Member with effect from 29<sup>th</sup> June, 2024.

## Mr. Venkatesh Ganpatrao Joshi ceased to be a Member with effect from 29<sup>th</sup> March, 2025.

@ Mr. Nimesh Ramniklal Mehta was appointed as Member with effect from 29<sup>th</sup> March, 2025.

@@ Mr. Lalit Surendrakumar Shah was appointed as Member with effect from 29<sup>th</sup> March, 2025.

#### Other details:

The details of investor complaints received and redressed during the financial year 2024-25 are as follows:

No. of complaints pending as on 1st April, 2024	No. of complaints received during the financial year	No. of complaints attended during the financial year	No. of complaints pending as on 31st March, 2025
0	0	0	0

#### D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility ('CSR') Committee is constituted in line with the provisions of Section 135 of the Act. The Corporate Social Responsibility Policy ('CSR Policy') was adopted by the Board of Directors for implementation of CSR objects of the Company. The CSR Policy has been placed on Company's website at [www.emmbi.com](http://www.emmbi.com).

#### Terms of reference:

The brief terms of reference of the Committee are as under:

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities mentioned in the CSR Policy;

- Monitor the CSR projects undertaken by the Company from time to time; and
- Ensure effective implementation of aforesaid CSR Policy

**Composition of the CSR Committee:**

As on 31<sup>st</sup> March, 2025, the Committee consisted of 4 [ four] Directors, of whom 1 (One) is Executive Director and 3 (three ) Non-Executive Independent Directors.

The Chairman of the Committee is a Non-Executive Independent Director.

Mr. Rajesh Solanki, Company Secretary and Compliance Officer acts as the Secretary to the CSR Committee.

During the financial year 2024-25, 1 (One) meeting of the CSR Committee was held on 14<sup>th</sup> May, 2024.

The composition of Committee and the details of attendance of the Members at the CSR Committee Meeting are given below:

Name of the Members of CSR	Designation	No. of meetings attended during the financial year
Mr. Venkatesh Ganpatrao Joshi*	Chairman, Non-Executive Independent Director	1 of 1
Mr. Lalit Surendrakumar Shah**	Chairman, Non-Executive Independent Director	NA
Mr. Nitin Dattatraya Alshi#	Member, Non-Executive Independent Director	NA
Mr. Rama Appadurai Krishnan##	Member, Non-Executive Independent Director	1 of 1
Mrs. Rinku Appalwar	Member, Executive Director and CFO	1 of 1
Mr. Nimesh Ramniklal Mehta@	Member, Non-Executive Independent Director	NA
Mr. Prashant K. Lohiya@@	Chairman, Non-Executive Independent Director	1 of 1

\*Mr. Venkatesh Ganpatrao Joshi ceased to be a Member with effect from 29<sup>th</sup> March, 2025.

\*\*Mr. Lalit Surendrakumar Shah was appointed as a Chairman with effect from 29<sup>th</sup> March, 2025.

#Mr. Nitin Dattatraya Alshi was appointed as a Member with effect from 29<sup>th</sup> June, 2024.

## Mr. Rama Krishnan ceased to be a Member of Committee with effect from 29<sup>th</sup> March, 2025.

@Mr. Nimesh Ramniklal Mehta was appointed as a Member with effect from 29<sup>th</sup> March, 2025.

@@Mr. Prashant Lohiya ceased to be a Chairman of Committee with effect from 22<sup>nd</sup> May, 2024.

**E. COMMITTEE OF DIRECTORS**

The Board of Directors had constituted a Committee of Directors to handle the operational activities of the Company.

**Terms of reference:**

The Board of Directors have constituted a Committee of Directors and delegated powers to transact certain regular matters relating to the following:

- Business of the Company
- to enter into transactions relating to opening of any branch offices in any part of the country,
- making application on behalf of the Company, as and when required, with various Courts, Tribunals, Government, Quasi-Government, Municipal, Local and such other statutory authorities/ bodies/ departments such as Goods and Services Tax, ESIC, Shops & Establishment authorities, etc., all over India,
- making application with the appropriate authorities anywhere in India, for new telephone lines for offices, stores, warehouses, godowns and accommodations provided by the Company to its officials,
- Signing and executing Lease Agreements,
- borrowings of fresh and enhanced credit facilities from banks, financial institutions, foreign institutional investors,
- creation and extension of charge on securities/assets of the Company on the fresh and enhanced credit facilities in favour of the lender[s],
- execution of bank related all documents, papers, deeds, requests, handling of requests for disbursements, and opening and closing of bank accounts, to borrow and to create security over its assets as per the limits prescribed under section 180 (1) (a) and section 180 (1) (c) of the Act, or any amendments thereof, and
- discharge procedural requirements for availing loans/ credit facilities and such other matters as delegated to the Committee by the Board of Directors from time to time.



The composition of Committee are given below:

Name of the Members	Designation
Mr. Prashant Lohiya*	Chairman, Non-Executive Independent Director
Mr. Rama Appadurai Krishnan**	Member, Non-Executive Independent Director
Mr. Nitin Dattatraya Alshi***	Chairman, Non-Executive Independent Director
Mr. Makrand M. Appalwar	Member, Managing Director
Mrs. Rinku M. Appalwar	Member, Executive Director and CFO

\*Mr. Prashant Lohiya ceased to be a Chairman of Committee with effect from 22<sup>nd</sup> May, 2024.

\*\*Mr. Rama Krishnan designated as chairman w.e.f 29<sup>th</sup> June, 2024 and ceased to be a Chairman of Committee with effect from 29<sup>th</sup> March, 2025.

\*\*\*Mr. Nitin Dattatraya Alshi was appointed as a Chairman with effect from 29<sup>th</sup> March, 2025.

#### 4. GENERAL BODY MEETINGS

Annual General Meeting (AGM):

AGM	Financial Year ended	Date and Time	Location	Whether any special resolution was passed
30 <sup>th</sup>	31 <sup>st</sup> March, 2024	20 <sup>th</sup> September, 2024 at 11.30 a.m.	Meeting was held through Video Conferencing / Other Audio Visual Means	Preferential Allotment of upto 15,50,000 (Fifteen lakh Fifty Thousand) Fully Convertible Equity Share Warrants to Person(s) belonging to Promoter - Group on Preferential Basis.
29 <sup>th</sup>	31 <sup>st</sup> March, 2023	12 <sup>th</sup> August, 2023 at 11.30 a.m.	Meeting was held through Video Conferencing / Other Audio Visual Means	There were no Special Resolutions passed in the said meeting
28 <sup>th</sup>	31 <sup>st</sup> March, 2022	13 <sup>th</sup> September, 2022 at 11.30 a.m.	Meeting was held through Video Conferencing / Other Audio Visual Means	Appointment of Mr. Rama A. Krishnan as an Independent Director of the Company. Approval for increase in remuneration of Mr. Makrand M. Appalwar, Chairman & Managing Director of the Company and Mrs. Rinku M. Appalwar, Executive Director and CFO of the Company.

**Extra Ordinary General Meeting and Postal Ballot:**

During FY 2024-25, the extra ordinary General meeting was held on 13<sup>th</sup> August, 2024 to appoint Mr. Nitin Alshi as an Independent Director. The said special resolution was passed by the shareholders with requisite majority.

During FY 2024-25, there was no resolution passed through Postal Ballot.

Further, as on the date of this report, the Postal ballot notice is circulated for obtaining shareholders approval for appointment of Mr. Nimesh Ramniklal Mehta and Mr. Lalit Surendrakumar Shah as an Independent directors and Ms. Maithili Appalwar for holding office or place of profit designated as Executive Assistant to Chairman and Managing Director of the Company.

#### 5. DISCLOSURES:

##### a. Related Party Transactions:

During the financial year under review, there was no materially significant related party transaction entered into by the Company with its Promoters, Directors, Key Managerial Personnel(s) or management or their relatives, etc. which had potential conflict with the interest of the Company at large except appointment of Ms. Maithili Appalwar as Executive Assistant to Chairman and Managing Director.

Ms. Maithili Appalwar is daughter of Mr. Makrand Appalwar, Chairman and Managing director and Mrs. Rinku Appalwar, Executive Director & CFO and appointed to an office or place of profit in the Company w.e.f 12<sup>th</sup> February, 2025 under related party transaction as defined under the Companies Act, 2013.

As per recommendation received from the Nomination and Remuneration Committee, the transaction related to appointment of Ms. Maithili Appalwar as Executive Assistant to Chairman and Managing Director monthly remuneration of Rs.5,75,000/- (Rupees Five Lakh Seventy-Five Thousand only) and a joining bonus of Rs.25,00,000/- (Rupees Twenty-Five Lakh only). The Company has sought shareholders' approval for her appointment through the postal ballot process. As of the date of this report, the postal ballot process is ongoing.

Transactions entered into with the related parties, as per respective Accounting Standards and/or other applicable laws are disclosed at Note No. 36 (Standalone) and Note No. 35 (Consolidated) to the Audited Standalone Financial Statement of the Company, forming part of this Annual Report.

All Transactions with related parties were in the ordinary course of business and at arm's length basis. The policy on dealing with related party transactions has been placed on the web link is <https://emmbi.com/>

**b. Compliances by the Company:**

The Company has made no penalties and strictures were imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the capital market during the last three years. The Company has submitted a settlement application to SEBI in response to the notice received regarding the classification of an independent director as a promoter in the shareholding pattern.

**c. Establishment of Whistle Blower/Vigil Mechanism Policy and access to the Chairman of the Audit Committee:**

The Company has established a Vigil Mechanism and formulated a Whistle Blower Policy, pursuant to which the Director(s) and employee(s) of the Company (including their representative bodies) have access to the Chairman of the Audit Committee, in appropriate or exceptional cases, in connection with any grievance which is concerned with unethical behavior, frauds and other illegitimate activities in the Company. Further, no personnel of the Company has been denied access to the Audit Committee.

**d. Compliance with the Mandatory requirements and Adoption of Non-mandatory/Discretionary requirements:**

The Company has fully complied with all the mandatory requirements of the Listing Regulations.

Disclosure regarding adoption of discretionary requirements as specified in Part E of Schedule II of Listing Regulations:

- The Internal Auditor directly reports to the Audit Committee.
- For FY 2024-25, there was no audit qualifications in the Company's financial statements. The Statutory Auditors have issued the audit report for the financial year ended 31st March, 2025 with unmodified opinion.

**e. Material Subsidiaries:**

The Company does not have any material subsidiary as on 31st March, 2025.

During the year under review, the Company contributed to the share capital of Zastian PTE Ltd. on August 26, 2024, resulting in Zastian PTE Ltd. becoming a wholly owned subsidiary of the Company.

Subsequently, on January 17, 2025, Zastian PTE Ltd. executed a Share Purchase Agreement to acquire a Germany-based entity, Zastian Europe GmbH (formerly known as Mitras F414 GmbH). Following this acquisition, Zastian Europe GmbH became a wholly owned subsidiary of Zastian PTE Ltd., and consequently, a step-down wholly owned subsidiary of Emmbi Industries Limited.

The Company has adopted a 'Policy on Material Subsidiaries' with regard to determination of Material Subsidiaries.

The above policy is available on the Company's website at [www.emmbi.com](http://www.emmbi.com).

**f. Details of utilization of funds raised through preferential allotment or qualified institutions placement:**

During the financial year, the Company has issued 15,50,000 warrants on preferential basis to person belonging to promoter group. The object of the preferential issue was to fund capital expenditure and working capital requirements of the Company.

Out of 15,50,000 warrants 7,83,333 warrants had been converted into 7,83,333 equity shares of Rs. 10/- each on 13th November, 2024. As on 31st March, 2025 7,66,667 warrants were outstanding for conversion.

**g. Management Discussion And Analysis Report:**

The Management Discussion and Analysis Report forms part of the Annual Report and includes discussion on various matters specified under Schedule V of Listing Regulations.



**h. Investor Presentations:**

During the financial year 2024-25, various investor presentations were made and the said investor presentations are available on the Company website at [www.emmbi.com](http://www.emmbi.com).

**i. Adoption of Indian Accounting Standards ("Ind AS"):**

The Company adopted Indian Accounting Standards ("Ind AS"). Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under section 133 of the Act and other relevant provisions of the Act.

**j. Risk Management:**

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. The Risk Management Policy is forming attached to the Board's Report.

**k. Certificate from Practicing Company Secretaries:**

As required under Clause 10 (i) of Part C under Schedule V of the Listing Regulations, the Company has received a certificate from M/s Sanjay Dholakia & Associates, Practicing Company Secretaries, certifying that none of the Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company, by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or such other statutory authority. The certificate forms part of this Annual Report.

**l. Remuneration of Statutory Auditor:**

Total fees of Rs. 14.50 lakhs was paid to M/s. R Daliya & Associates, Chartered Accountants, the Statutory Auditors of the Company during financial year 2024-25.

**m. Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- i. Number of complaints filed during the financial year – Nil
- ii. Number of complaints disposed of during the financial year – Nil
- iii. Number of complaints pending as on end of financial year – Nil

The POSH Annual report required to be filed by the company has been submitted

**n. Disclosures of the compliance with corporate governance requirements:**

The Company is in compliance with the requirements under Regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations, as amended from time to time.

**o. Disclosure with respect to Demat Suspense Account/ Unclaimed Suspense Account:**

The Company does not have a Demat Suspense Account/ Unclaimed Suspense Account. Further, the shares on which corporate benefits are not claimed for a period of seven consecutive years, are transferred to the IEPF Authority along with the corporate benefits accruing on the same.

**p. Compliance Reports of applicable laws:**

The Board periodically reviews Compliance Reports, pertaining to all laws applicable to the Company, received from the heads of various departments, from time to time, as well as steps taken by it to rectify instances of non-compliances, if any.

**q. Code of Conduct:**

The Company has formulated and laid down a Comprehensive Code of Conduct for the Board of Directors and Senior Management of the Company which is available at the Company's website on [www.emmbi.com](http://www.emmbi.com). All the Board Members and Senior Management Personnel have affirmed compliance with the Code. The necessary declaration by the Managing Director as required under Regulation 34(3) read with Schedule V(D) of the Listing Regulations, regarding adherence to the Code of Conduct has been obtained for the financial year 2024-25 and forms part of this Annual Report.

**r. Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Act, with a view to regulate trading in securities of the Company by the Designated Persons. Further, the Company has also adopted the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information under the aforesaid SEBI Regulations for preserving the confidentiality of unpublished price sensitive information and preventing misuse of such information and also ensuring timely, fair and adequate disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. The same is available on the website of the Company at [www.emmbi.com](http://www.emmbi.com).

**s. Credit Rating**

The Company has not issued any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad, during the financial year under review. Thus, the requirement of credit rating for the said instruments is not applicable.

**t. Recommendation of the Committees:**

During the year under review, there were no instances where recommendations of any Committees of the Board, which are mandatorily required for approval of the Board, were not accepted by the Board.

**u. Confirmation:**

In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in the Act and the Listing Regulations and are independent of the management. Further, the Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, skills, experience (including the proficiency) and expertise in their respective fields and that they hold highest standards of integrity.

**v. Other disclosure**

The Company has filed the settlement application with Securities Exchange Board of India (SEBI) for independent director was in category of Promoter Group. The application is still pending as on date of this report and the SEBI has also initiated the adjudication proceeding against the company. In the same matter there is no material impact on the Company. Mrs. Bhavi Gandhi ceased to function as the Company Secretary and Compliance Officer with effect from 15th May, 2024 who was part of senior management.

## 6. MEANS OF COMMUNICATION:

**Financial Results:**

The financial results of the Company are generally published in the 'Financial Express, Mint and Ahmedabad Express' (English and Gujarati) daily newspapers, having wide circulation.

The financial results of the Company are also placed on the web link [www.emmbi.com](http://www.emmbi.com).

In compliance with Regulation 46 of Listing Regulations, a separate dedicated section under the caption "Investors" on the Company's website [www.emmbi.com](http://www.emmbi.com) provides information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/ Nine-months and Annual financial results along with the transcripts of the conference calls and the applicable policies of the Company.

## 7. GENERAL INFORMATION TO SHAREHOLDERS:

Day, Date, Time and Venue of AGM	Saturday, 20 <sup>th</sup> September, 2025 at 11:30 a.m through Video Conferencing ("VC" / Other Audio Visual Means ("OAVM")
Financial Year	1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2025
Record date for determining the entitlements of shareholders to receive dividend for FY 2024-25	Saturday, 13 <sup>th</sup> September, 2025
Dividend Payment Date	On or before 18 <sup>th</sup> October, 2025
Listing on Stock Exchanges and payment of Listing Fees	The Company is listed on the below mentioned stock exchanges:  BSE Limited, P. J. Towers, Dalal Street, Mumbai - 400 001  National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051  Further, the Listing Fees for the financial year 2024-25, as applicable, has been paid, within the stipulated time
Stock Code	BSE: 533161 NSE: EMMBI
Registrar and Transfer Agents	Datamatics Business Solutions Limited  Plot No. A 16 & 17, Part B Cross Lane MIDC, Marol, Andheri (East), Mumbai - 400 093 Tel No.: +91 22 6671 2001 - 06 Fax No.: +91 22 6671 2011 Email: <a href="mailto:investorsqry@datamaticsbpm.com">investorsqry@datamaticsbpm.com</a>



#### i. Share Transfer System:

In terms of Regulation 40(1) of Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities or in the cases where the documents were initially lodged for transfer before 1<sup>st</sup> April, 2019 and which was rejected due to discrepancy observed in the documents and the same being re-lodged.

Member holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in dematerialized form are effected through the depositories.

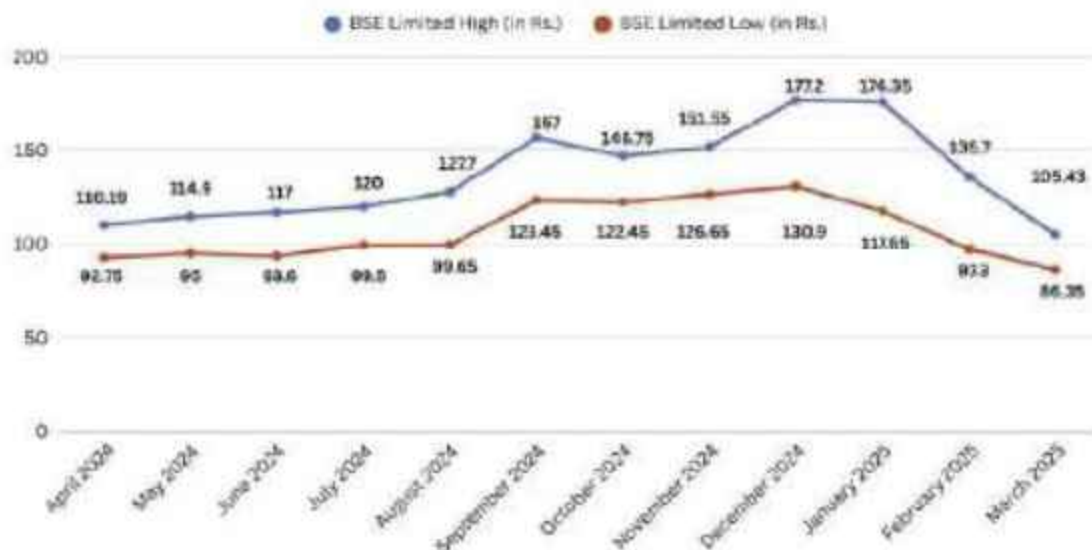
#### ii. Market Price Data:

The Market Price Data [High, Low and Volumes] during each month of the Financial Year 2024-25 is as under:

Month	BSE Limited (in Rs.)		National Stock Exchange of India Limited (in Rs.)	
	High	Low	High	Low
April, 2024	110.19	92.75	110.50	90.00
May, 2024	114.90	95.00	114.95	94.95
June, 2024	117.00	93.60	117.15	93.65
July, 2024	120.00	99.50	120.65	99.00
August, 2024	127.70	99.65	127.90	100.51
September, 2024	157.00	123.45	157.00	123.51
October, 2024	146.75	122.45	146.69	123.81
November, 2024	151.55	126.65	153.97	125.70
December, 2024	177.20	130.90	177.99	131.25
January, 2025	176.35	117.65	176.98	116.56
February, 2025	135.70	97.30	136.31	97.00
March, 2025	105.43	86.35	105.33	86.40

#### iii. Performance in comparison to Indices:

Emmbi Share Price High/Low on BSE for the period April, 2024 to March, 2025



#### Emmbi Share Price High/Low on NSE for the period April, 2024 to March, 2025



#### iv. Distribution of Shareholding:

The distribution of Shareholding as on 31<sup>st</sup> March, 2025 is as under:

No. of Equity Shares held	Shareholders		Shares	
	Number	% of Total Shareholders	Number	% of Total Shareholders
1-500	12668	87.20	1351384	7.32
501-1000	886	6.10	708887	3.84
1001-2000	446	3.07	674352	3.65
2001-3000	176	1.21	446715	2.42
3001-4000	84	0.58	302800	1.64
4001-5000	70	0.48	323137	1.75
5001-10000	106	0.73	759789	4.11
10001-50000	70	0.48	1385796	7.50
50001 & above	22	0.15	12520723	67.78
<b>Total</b>	<b>14528</b>	<b>100</b>	<b>18473583</b>	<b>100.00</b>

#### v. Categories of Shareholding:

The Categories of Shareholding as on 31<sup>st</sup> March, 2025 is as under:

Category	No. of Shares Held	% of Shareholding
<b>A. Promoter's Holding</b>		
1. Promoters		
- Indian Promoters	1,13,42,336	61.42
- Foreign Promoters	-	-
2. Person Acting in Concert	-	-
Sub - Total	1,13,42,336	61.42
<b>B. Non - Promoter's Holding</b>		
3. Institutional Investors		
- Mutual Funds & UTI		
- Banks, Financial Institutions, Insurance Companies, Etc.		
- (Central/ State Govt. Inst., Non-Govt. Inst.)		
- FIIS	11,641	0.06
Sub - Total	11,641	0.06
4. Others		
- Corporate Bodies	6,30,601	3.41
- Indian Public	60,12,471	32.54
- NRIs /OCBs/AIF	2,56,832	1.39
- Any other ( IEPF) and HUF	219,702	1.18
Sub - Total	71,19,606	38.53
<b>Grand - Total</b>	<b>1,84,73,583</b>	<b>100.00</b>



**vi. Dematerialization of Shares:**

Equity shares of the Company representing 100 per cent are dematerialized as on 31<sup>st</sup> March, 2025.

Under the Depository (NSDL & CDSL) System, the shares are dematerialized and are available in the electronic segment under International Securities Identification Number (ISIN) – INE753K01015 which is allotted to the Company's Equity shares. The Company has applied for ISIN with NSDL for issue of warrants and NSDL has allotted ISIN – INE753K13010.

The Summary of Shareholding of the Company on 31<sup>st</sup> March, 2025 is as under:

Description	Cases	Shares	% of Shares
Physical	0	0	0
CDSL	9,980	40,89,255	22.136
NSDL	4,548	1,43,84,328	77.864
<b>TOTAL</b>	<b>14,528</b>	<b>1,84,73,583</b>	<b>100</b>

**vii. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs in the past and hence, as on 31<sup>st</sup> March, 2025, the Company does not have any outstanding GDRs/ADRs, which may impact the Equity Share Capital of the Company.

The Company had issued a total of 15,50,000 Convertible Equity Share Warrants. Out of these, 7,83,333 warrants have been converted into equity shares, while the remaining 7,66,667 warrants are for pending conversion as on 31<sup>st</sup> March, 2025.

**viii. Commodity price risk or foreign exchange risk and hedging activities:**

The Company has adequate Risk Assessment and Minimisation system in place including Foreign Exchange. The Foreign Exchange Risk is managed through the hedging strategy of the Company which is reviewed periodically. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same is carried out. Therefore there is no disclosure to offer in terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

**ix. Plant Locations:**

**Manufacturing Facility No. 1 (RAMPRIYA/JANKI)**

Survey No. 99/2/1, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa –396 230.

**Manufacturing Facility No. 2 (VAIDEHI/LASAKI)**

Survey No. 99/2/9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa –396 230.

**Manufacturing Facility No. 3 (VASUNDHARA)**

Survey No. 87, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa –396 230.

**Manufacturing Facility No. 4 (SITA)**

Survey No. 191/2/4, Meghwad Road, Masat Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa –396 230

**Manufacturing Facility No. 5 (VAMA)**

Survey No. 284 & 42, Masat Industrial Estate, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa –396 230.

**Manufacturing Facility No. 6 (BHOOMIJA)**

Part - 2, Survey NO 59/9, Masat Village, Khanvel, Silvassa Road, Silvassa, Dadra And Nagar Haveli, Dadra and Nagar Haveli and Daman and Diu, 396230

**Manufacturing Facility No. 7 (SIYA)**

Survey No.2/2/2/, Madhuban Dam Road, Karad, Dadra And Nagar Haveli, Dadra and Naga Haveli and Daman and Diu, 396230

**Manufacturing Facility No. 8 (PRITHVI)**

Plot No 12, Survey No 99/2, Madhuban Road, Near KEI Industries Limited, Madhuban Industrial Estate, RAKHOLI, Alok City, Dadra And Nagar Haveli, Dadra and Nagar Haveli and Daman and Diu, 396240

**Manufacturing Facility No. 9 (RAMA)**

Survey No. 99/2, Plot NO 3, Madhuban Road, Near Rayan Plast, Alok City, Dadra And Nagar Haveli, Dadra and Nagar Haveli and Daman and Diu, 396240

**Manufacturing Facility No. 10 (SIYA-2)**

Survey No 150/1, Madhuban Dam Road, Raj Petro, Karad, Alok City, Dadra And Nagar Haveli, Dadra and Nagar Haveli and Daman and Diu, 396240

**x. ADDRESS FOR CORRESPONDENCE:**

• **Registered Office:**

99/2/1&9, Madhuban Industrial Estate,  
Madhuban Dam Road, Rakholi Village,  
U.T. of Dadra & Nagar Haveli,  
Silvassa 396230.  
Tel No.: +91 (0260) 320 0948

• **Corporate Office:**

Ground Floor of the Main Building,  
Dani Corporate Park, 158, CST Road,  
Kalina, Santacruz (East),  
Mumbai – 400 098  
Tel No.: +91 22 4672 5555  
Fax No.: +91 22 4972 5506  
Email ID for Investors: investor.grievances@emmbi.com

For and on behalf of the Board  
EMMBI INDUSTRIES LIMITED

Makrand Appalwar

(DIN: 00171950)  
Chairman & Managing Director

Place: Mumbai  
Date: 24<sup>th</sup> May, 2025



**Woven Sacks:** Investments in improved printing and finishing will lead to growth in the sale of woven sacks in premium sectors both domestically and internationally.



Sr. No.	Particulars	Regulation	Compliance Status Yes/ No/ NA	Key Compliance Observed
1	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>Composition and Appointment of Directors</li> <li>Meetings and quorum</li> <li>Review of compliance reports</li> <li>Plans for orderly succession</li> <li>Code of Conduct</li> <li>Fees / compensation to Non-Executive Directors</li> <li>Minimum information to be placed before the Board</li> <li>Compliance Certificate by Chief Executive Officer and Chief Financial Officer</li> <li>Risk assessment and management</li> <li>Performance evaluation of Independent Directors</li> <li>Recommendation of Board</li> </ul>
2	Maximum Number of Directorships	17A	Yes	<ul style="list-style-type: none"> <li>Directorships in listed entities</li> </ul>
3	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>Composition</li> <li>Meetings and quorum</li> <li>Chairperson present at Annual General Meeting</li> <li>Role of the Committee</li> </ul>
4	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>Composition</li> <li>Meetings and quorum</li> <li>Chairperson present at Annual General Meeting</li> <li>Role of the Committee</li> </ul>
5	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>Composition</li> <li>Meetings</li> <li>Chairperson present at Annual General Meeting</li> <li>Role of the Committee</li> </ul>
6	Risk Management Committee	21	NA	NA
7	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>Vigil Mechanism and Whistle-Blower Policy for Directors and employees</li> <li>Adequate safeguards against victimisation</li> <li>Direct access to the Chairperson of Audit Committee</li> </ul>
8	Related party	23	Yes	<ul style="list-style-type: none"> <li>Policy on Related Party Transaction transactions and Policy on Materiality of related party transactions</li> <li>Prior approval including omnibus approval of Audit Committee for related party transactions</li> <li>Periodical review of related party transactions</li> <li>Disclosure on related party transactions</li> </ul>
9	Subsidiaries of the Company	24	NA	NA
10	Secretarial Audit	24A	Yes	<ul style="list-style-type: none"> <li>Annual Secretarial Compliance Report</li> </ul>
11	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> <li>Meetings of Independent Directors</li> <li>Cessation and appointment of Independent Directors</li> <li>Familiarisation of Independent Directors</li> <li>Declaration from Independent Director that he / she meets the criteria of independence are placed at the meeting of Board of Directors</li> </ul>
12	Obligations with respect to employees including Senior Management, Key Managerial Persons, Directors and Committees Promoters	26	Yes	<ul style="list-style-type: none"> <li>Memberships / Chairmanships in</li> <li>Affirmation on compliance with Code of Conduct by Directors and Senior Management</li> <li>Disclosure of shareholding by Non Executive Directors</li> </ul>
13	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> <li>Compliance with discretionary requirements</li> <li>Filing of quarterly, half-yearly and yearly compliance report on Corporate Governance</li> </ul>
14	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> <li>Terms and conditions of appointment of Independent Directors</li> <li>Composition of various Committees of the Board of Directors</li> <li>Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>Details of establishment of Vigil Mechanism / Whistle-blower policy</li> <li>Criteria of making payments to Non-Executive Directors</li> <li>Policy on dealing with related party transactions</li> <li>Details of familiarisation programmes imparted to Independent Directors</li> </ul>

# CORPORATE GOVERNANCE CERTIFICATE

To,  
The Members of  
EMMBI INDUSTRIES LIMITED  
CIN: L17120DN1994PLC000387

## PRACTISING COMPANY SECRETARY CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

1. I, Sanjay Dholakia, Practising Company secretary, the Secretarial Auditor of EMMBI INDUSTRIES LIMITED ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31<sup>st</sup> March, 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### Managements' Responsibility

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

### Auditor's Responsibility

3. My responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. I have examined relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

### Opinion

5. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March, 2025 except in the case of the following:
  - *The Company has received notice from BSE & NSE dated 28<sup>th</sup> June, 2024 for Regulation 23(9) for delayed submission of disclosure of related party transactions on consolidated basis and levied fine of Rs. 5900/-, in response to which the Company has submitted waiver application with Stock Exchange for the same and have also paid the fine under protest.*
  - *During the period under review, the Company has initially paid remuneration to Ms. Maithili Appalwar, Daughter of Mr. Makrand Moreshwar Appalwar (Managing Director) & Mrs. Rinku Makrand Appalwar (Whole time Director & CFO) and accordingly considered as Related party, without obtaining prior approval from the Board, Audit Committee & Members of the Company violates the provision of Regulation 23(4) of SEBI (LODR) Regulations, 2015, however the Amount paid by way of Remuneration to Ms. Maithili Appalwar has been repaid by her to the Company before end of the financial year and process of obtaining requisite approval had been initiated for her formal appointment and payment of remuneration.*
6. I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR SANJAY DHOLAKIA & ASSOCIATES

SANJAY R DHOLAKIA  
Practising Company Secretary  
Proprietor

Membership No.: FCS 2655  
CP No.: 1798  
Peer Reviewed Firm No. 2036/2022

Date: 24<sup>th</sup> May 2025  
Place: Mumbai

UDIN: F002655G000428498



## COMPLIANCE CERTIFICATE

(Pursuant to Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Board of Directors,  
Emmbi Industries Limited

We, Makrand Appalwar, Managing Director and Mrs. Rinku Appalwar, Executive Director & CFO of the Company hereby certify that:

- A. We have reviewed the Standalone and Consolidated Financial Statements and the Cash Flow Statement for the year ended 31st March, 2025 and that to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company, during the year under review, which are fraudulent, illegal or which violates the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company, pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps, we have taken or propose to take, to rectify these deficiencies.
- D. The Auditors and the Audit committee have been informed that:
- 1) There have been no significant changes in internal control over financial reporting during the year;
  - 2) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

### FOR EMMBI INDUSTRIES LIMITED

Makrand M. Appalwar  
Chairman & Managing Director  
(DIN:00171950)

Rinku M. Appalwar  
CFO & Executive Director  
(DIN:00171976)

Place: Mumbai  
Date: 24<sup>th</sup> May, 2025

## DECLARATION REGARDING CODE OF CONDUCT

(Pursuant to Regulation 34(3) read With Schedule V of Listing Regulations)

This is to confirm that the members of Board of Directors and Senior Management Personnel including Chief Financial Officer and Company Secretary of the Company have affirmed compliance with the Code of Conduct of Emmbi Industries Limited, as applicable to them, for the FY ended 31<sup>st</sup> March, 2025.

For Emmbi Industries Limited

Place: Mumbai  
Date: 24<sup>th</sup> May, 2025

Makrand Appalwar  
Chairman and Managing Director  
(DIN-00171950)

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of  
Emmbi Industries Limited

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Emmbi Industries Limited having CIN L17120DN1994PLC000387 and having registered office at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U. T. of D & N H, Silvassa 396230 (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](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr.No.	Name of Director	DIN	Date of Appointment in the Company
1	Mr. Makrand Moreswar Appalwar	00171950	29/11/1994
2	Mrs. Rinku Makrand Appalwar	00171976	29/11/1994
3	Mr. Subramanian Krishnan	06614842	29/05/2018
4	Mr. Nimesh Ramniklal Mehta	01487962	21/03/2025
5	Mr. Lalit Surendrakumar Shah	01926590	29/03/2025
6	Mr. Nitin Dattatraya Alshi	05252946	29/06/2024

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 **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY R DHOLAKIA)

Practicing Company Secretary

Proprietor

Membership No.: FCS 2655

CP No.: 1798

Peer Reviewed Firm No. 2036/2022

Date: 24<sup>th</sup> May, 2025

Place: Mumbai

UDIN: F002655G000428487



# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
EMMBI INDUSTRIES LIMITED

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying standalone financial statements of Emmbi Industries Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone 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.

We have determined the following matters to be the key audit matter to be communicated in our Report.

Key Audit Matter	Auditor's Response
<p>Revenue Recognition</p> <p>-The Company recognises revenue from sale of products when performance obligations are fulfilled at the time of dispatch.</p> <p>-We identified the Company's assessment of the timing of fulfilment of its performance obligation towards the customers at point of time of dispatch to goods as a key audit matter since application of revenue recognition accounting standard (IND AS 115, Revenue from Contracts with customers) is complex and involves a number of key judgements and estimates in mainly identifying performance obligations and related transaction price.</p> <p>-(See Note 3.4 &amp; Note 26 to the standalone financial statements)</p>	<p>-In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <p>-We obtained an understanding of the revenue recognition processes, systems and controls implemented by the Company for recording revenue and tested the Company's controls around the timely and accurate recording of sales transactions;</p> <p>-On selected specific samples of contracts, we tested that the revenue recognised is in accordance with the revenue recognition accounting standard including</p> <p>- Evaluated the identification of performance obligations and the ascribed transaction price; and</p> <p>-Verified the underlying sales contracts and other related documents that evidence the dispatch and shipment of goods to the customers.</p>

## INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S

The Company's Management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report Board Report including annexures to the Board report but does not include the Standalone Financial Statement and our auditors' 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 during the course of our audit or otherwise appears to be materially misstated.

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

## MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL

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



This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management and the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL**

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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists.

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to the 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 the Management and the Board of Directors
- Conclude on the appropriateness of Management and Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "ANNEXURE A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The Ministry of Corporate affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- 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 has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company doesn't have any long term contracts including derivative contracts requiring provision for material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



- iv. a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on such audit procedures that we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
  - v. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.
  - vi. Based on our examination, which includes test checks, the company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.
2. As required by the Companies [Auditor's Report] Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "ANNEXURE B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For R DALIYA & ASSOCIATES**

Chartered Accountants

[ICAI FRN: 102060W]

R.S. Daliya

Partner

[M. No. 043703]

Place: Mumbai

Date: 24<sup>th</sup> May, 2025

UDIN: 25043703BM0HZW1822

# ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1(f) of the Report on Other Legal and Regulatory Requirements' in our report of even date).

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

1. We have audited the internal financial controls over financial reporting of Emmbi Industries Ltd. ["the Company"] as of 31st March, 2025 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility For Internal Financial Controls

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

### Auditor's Responsibility

2. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143 (10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by ICAI. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
3. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Ind AS financial statements, whether due to fraud or error.
4. 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 control system over financial reporting.

### Meaning Of Internal Financial Controls Over Financial Reporting

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



## INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

### Opinion

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

### For and on behalf of

R Daliya & Associates

Chartered Accountants.

FRN: 102060W

R.S. Daliya

Partner

Membership No.: 043703

UDIN: 25043703BMOHZW1822

Place: Mumbai

Date: 24<sup>th</sup> May, 2025

## ANNEXURE- B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 2 of the Report on Other Legal and Regulatory Requirements' in our report of even date)

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

- (i) In respect of the company's property, plant and equipment, right-of-use assets and intangible assets
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the property, plant and equipment on the basis of available information.
  - (b) As explained to us, the property, plant and equipment have been physically verified by the management during the year at regular intervals and no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of Immovable Properties, as disclosed in Note 5 on the property, plant and equipment to the Ind AS Standalone financial statements, are held in the name of the Company. In respect of immovable properties been taken on lease and disclosed as property, plant and equipment in the Ind AS Standalone financial statements, the lease agreements are in the name of the company.
  - (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant, and Equipment (including Right of Use Asset) and Intangible Assets during the year. Accordingly reporting under clause 3 (i) (d) is not applicable to the Company;
  - (e) According to the information and explanations given to us, no proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act 1988 [45 of 1988] and rules made thereunder;
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals. No material discrepancies were noticed on physical verification.
- (b) According to the information and explanations given to us and records examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.  
The quarterly returns or statements filed by the company with such Banks or Financial Institutions are in agreement with the books of account of the Company.
- (iii) The Company has made investments in a subsidiary company during the year aggregating to Rs. 0.07 lakh and has also granted loans of Rs. 43.68 lakhs (balance outstanding Rs. 43.68 lakhs) to the subsidiary company. (should we mention out of India)  
According to the information and explanations given to us and records examined by us, the company has not made any other investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.  
According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the investment made and loans granted by the Company during the year to subsidiary company, based on the terms and conditions of loans granted are not prejudicial to the Company's interest  
In respect of loans granted by the Company to a subsidiary company, there were no stipulated repayment of principal/ interest payment during the year.  
No loan granted during the year by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans given, investments made, guarantees and securities given.
- (v) According to the information and explanations given to us, the company has not accepted any deposits during the year within the meaning of provisions of Section 73 to 76 of the Companies Act, 2013, any other relevant provisions of the Act and the rules framed there under to the extent notified.



- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by the Company. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the records, information and explanation provided to us, the company is regular in depositing with appropriate authorities undisputed amount of Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Goods and Service Tax, Cess and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at 31st March, 2025 for a period of more than six months from the date they became payable.
- (b) There are no instances of disputed dues outstanding in respect of Income Tax, Goods and Service Tax, Wealth Tax, Custom Duty, Excise Duty, Service Tax, Cess and other material statutory dues in arrears as on 31st March, 2025.
- (viii) According to the information and explanations given to us, Company has no transactions which were not recorded in the books of account and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) In our opinion and according to the information and explanation given to us, company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;
- (b) According to the information and explanations given to us, the company is not declared as a wilful defaulter by any Bank or Financial Institutions or other lender;
- (c) According to the information and explanations given to us, the term loans have been applied by the company during the year for the purpose for which those are obtained;
- (d) According to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes;
- (e) In our opinion and according to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) According to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) In our opinion and according to the information and explanations furnished by the management, 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 the clause 3 (x)(a) of the order is not applicable to the company.
- (b) During the year, the Company has made allotment of 15,50,000 share warrants on preferential basis amounting to Rs. 1062.75 Lakhs out of which 7,83,333 share warrants were converted into fully paid equity shares of Rs.10/- each issued at a premium of Rs. 99/-. At the end of the year, 7,66,667 share warrants remain outstanding and are pending conversion.

According to the information and explanations given to us and based on the records made available to us, the requirements of section 42 of the Act, as applicable to the Company with respect to the abovementioned preferential allotment of equity shares and warrants, have been complied with by the Company. Funds raised by way of preferential allotment of equity shares and convertible warrants were applied for the purposes for which they were raised. The amount of utilization and the outstanding unutilized amount as at March 31, 2025 is as per below-

Rs. In Lakhs			
Issue of Share warrants during the year	Funds Received during the year	Funds Utilised during the year	Funds Unutilised at year end
Converted into Equity Shares during the year	853.83	853.83	-
Pending conversion at year end	208.92	-	208.92
Total	1,062.75	853.83	208.92

- (xi) (a) During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instance of material fraud on or by the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- (C) According to the information and explanations provided to us, no whistle-blower complaints have been received during the year by the company;
- (xii) In our opinion and according to the information and explanations provided to us, the Company is not a Nidhi company and therefore the provisions of clause 3 (xii) of the Order are not applicable to the company.
- (xiii) According to the records of the Company examined by us and the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, and the details have been disclosed in the Financial Statements as required by the applicable accounting standards
- (xiv) (a) In our opinion and according to the information and explanations provided by the managements, the company has an Internal audit system commensurate with the size and nature of the business of the company;
- (b) We have considered the report of the Internal Auditors for the year under audit.
- (xv) In our opinion and according to information and explanation given to us, the Company has not entered into any Non Cash Transactions with its Directors or persons connected to its Directors during the year. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company
- (xvi) (a) In our opinion and according to the information and explanations given to us, the provision of section 45-IA of the Reserve Bank of India Act 1934 are not applicable to the Company;
- (b) According to the information and explanations given by the management, the company has not conducted any Non - Banking Financial or Housing Finance activities, accordingly reporting under the clause 3(xvi)(b) is not applicable to the company;
- (c) In our opinion and according to the information and explanations provided by the managements, the company is not Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly reporting under the clause 3(xvi)(c) is not applicable to the company;
- (d) In our opinion and according to the information and explanations provided by the managements, the company has no Core Investment Company (CIC) as part of the group. Accordingly reporting under the clause 3(xvi)(d) is not applicable to the company;
- (xvii) In our opinion, the company has not incurred any cash losses in the financial year and the immediately preceding financial year.
- (xviii) There has not been any resignation of the statutory auditor during the year;
- (xix) In our opinion and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payments of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and managements plans, there is no material uncertainty exists as on the date of audit report that the Company is not capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (xxi) In our opinion and according to the information and explanations provided by the management, reporting under the clause 3(xxi) is not applicable to the Company

**For and on behalf of**

R Daliya & Associates  
Chartered Accountants.  
FRN: 102060W

R S. Daliya  
Partner

Place: Mumbai  
Date: 24.05.2025

Membership No.: 043703  
UDIN: 25043703BMOHZV1822



## STANDALONE BALANCE SHEET

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

PARTICULARS	NOTES	As At 31st March, 2025 (INR in Millions)	As At 31st March, 2024 (INR in Millions)
<b>A ASSETS</b>			
<b>1. Non Current Assets</b>			
(a) Property, Plant & Equipment		1,699.99	1,677.83
(b) Capital Work In Progress	5	-	-
(c) Intangible Assets	5	130.58	145.24
(d) Financial Assets			
a) Investments	6	0.13	0.13
b) Loans	7	4.37	-
c) Other Financial Assets	8	23.87	17.87
Income Tax Asset	9	25.43	34.91
Other Non-Current Assets	10	0.54	0.97
<b>Sub Total - Non Current Assets</b>		<b>1,884.91</b>	<b>1,816.94</b>
<b>2. Current Assets</b>			
Inventories	11	1,235.71	1,105.05
Financial Assets			
(a) Trade Receivables	12	845.11	780.22
(b) Cash & Cash Equivalent	13	14.33	11.45
(c) Bank balances other than (b) above	14	0.24	0.28
Other Current Assets	15	135.90	170.10
<b>Sub Total - Current Assets</b>		<b>2,231.28</b>	<b>2,067.09</b>
<b>TOTAL ASSETS</b>		<b>4,116.19</b>	<b>3,884.03</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	16	184.74	176.90
(b) Other Equity	17	1,682.45	1,524.35
<b>Sub Total - Share Holders' Fund</b>		<b>1,867.18</b>	<b>1,701.25</b>
<b>2. Non Current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	18	359.50	424.49
Other Non Current Liabilities		-	-
Employee Benefit Provisions	19	17.09	16.73
Deferred Tax Liabilities	20	131.41	117.16
Liabilities for Income Tax	21	21.02	39.60
<b>Sub Total - Non Current Liabilities</b>		<b>529.02</b>	<b>597.97</b>
<b>3. Current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	22	1,234.01	1,139.37
(b) Trade Payables			
i) Dues to Micro Enterprises and Small Enterprises (MSME)	23	-	-
ii) Payables other than MSME	23	471.99	425.90
(c) Other Financial Liabilities	24	13.99	19.54
Provisions		-	-
<b>Sub Total - Current Liabilities</b>		<b>1,719.99</b>	<b>1,584.81</b>
<b>TOTAL LIABILITIES</b>		<b>4,116.19</b>	<b>3,884.03</b>
Significant Accounting Policies and Notes to Financial Statements	1-43		

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24<sup>th</sup> May, 2025

Rajesh Solanki  
Company Secretary

For and On behalf of the Board,  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976

## STANDALONE STATEMENT OF PROFIT AND LOSS

For The Year Ended 31<sup>st</sup> March, 2025

PARTICULARS	NOTES	FOR THE YEAR ENDED	
		31st March, 2025 (INR in Millions)	31st March, 2024 (INR in Millions)
<b>INCOME</b>			
Revenue from Operations		4,737.85	4,425.43
Less : GST recovered		696.05	651.10
Revenue from Operations (Net)	26	4,041.80	3,774.34
Other incomes	27	2.12	1.62
<b>Total Income (I)</b>		<b>4,043.91</b>	<b>3,775.96</b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	28	2,625.29	2,408.26
Changes in Inventories of Finished Goods and Stock-in-Process	29	(87.99)	(12.15)
Employee Benefits Expenses	30	189.11	183.04
Finance Costs	31	180.39	168.97
Depreciation and Amortization Expenses	32	117.72	107.89
Other Expenses	33	929.61	821.92
<b>Total Expenses (II)</b>		<b>3,754.13</b>	<b>3,677.94</b>
<b>PROFIT BEFORE TAX (I-II)</b>		<b>89.78</b>	<b>98.02</b>
<b>Less : Tax Expenses</b>			
(1) Current Tax		9.44	11.58
(2) Tax for earlier years		-	(1.63)
(3) Deferred Tax Liability		14.26	(11.40)
<b>Profit for the Period</b>		<b>66.09</b>	<b>99.47</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit or Loss</b>			
1. Remeasurement of Defined Benefit Plans		0.16	1.63
2. Income Tax		-	-
<b>Total</b>		<b>0.16</b>	<b>1.63</b>
<b>Total Comprehensive Income</b>		<b>66.24</b>	<b>101.10</b>
<b>Earning Per Equity Share</b>			
(1) Basic (of Rs. 10/- each)	34	3.67	5.62
(2) Diluted (of Rs. 10/- each)	34	3.43	5.62
Significant Accounting Policies and Notes to Financial Statements	1-43		

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

For and On behalf of the Board.  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24th May, 2025

Rajesh Solanki  
Company Secretary

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976



## AUDITED STANDALONE CASH FLOW STATEMENT

For The Year Ended 31<sup>st</sup> March, 2025

PARTICULARS	YEAR ENDED 31ST MARCH, 2025		YEAR ENDED 31ST MARCH, 2024	
	(INR in Millions)	(INR in Millions)	(INR in Millions)	(INR in Millions)
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net Profit Before Tax		89.78		98.02
Depreciation & Amortisation	117.72		107.89	
Finance Cost	180.39		168.97	
Sundry Balances Written off	0.41		0.02	
Provision For Gratuity	0.51		2.22	
Interest Received	(1.87)		(1.60)	
Dividend Received	(0.00)		(0.00)	
Bad Debt	0.03		-	
Rent received	-		-	
Interest on Income Tax	-		0.29	
(Profit)/ Loss on Sale of Property, Plant & Equipment	0.20			
		297.39		277.80
<b>Operating Profit Before Working Capital Changes</b>		<b>387.17</b>		<b>375.82</b>
Adjustments for Working Capital Changes :				
Trade Payables and Other Current Liabilities	68.05		69.31	
Inventories	(130.66)		(165.25)	
Trade Receivables	(66.22)		(191.83)	
		(128.82)		(187.79)
<b>CASH FLOW FROM OPERATIONS</b>		<b>258.35</b>		<b>288.03</b>
Taxes Paid (Net)		(9.18)		(5.75)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		<b>249.17</b>		<b>282.28</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant & Equipment, Intangible Asset	(187.24)		(207.37)	
Additions to CNIP	-		-	
Investment/Disinvestment in Subsidiary	(0.01)		-	
Sale Of Property, Plant & Equipment	1.82		0.29	
Movement in Loans and Advances	(9.90)		(2.61)	
Investment/ Redemption of Term Deposits	-		2.99	
Interest Received	1.87		1.60	
Dividend Received	0.00		0.00	
Rent received	-		-	
<b>NET CASH (USED IN) INVESTING ACTIVITIES (B)</b>		<b>(193.45)</b>		<b>(205.11)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES :-</b>				
Proceeds from issue of Share Warrants	20.89			
Proceeds / (Repayment) from Long Term Borrowings	(64.99)		(119.65)	
Increase/(Decrease) in Working Capital Borrowings	92.25		215.05	
Proceeds from issue of Share Capital	85.38			
(Loan)/ Repayment to Subsidiary & LLP	-		-	
Expenses on issue of Share Warrants	(0.68)			
Interest paid on Loan	(180.39)		(168.97)	
Dividend Paid (including TDS)	(5.31)		(5.31)	
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES(C)</b>		<b>(52.84)</b>		<b>(78.88)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>		<b>2.88</b>		<b>(1.71)</b>
Cash & Cash Equivalent at the beginning of the year.		11.45		13.15
Cash & Cash Equivalent at the end of the year.		14.33		11.45

1 This statement is prepared as per Ind AS-7 (Indirect method)

2 Previous Year's figures were re-grouped wherever necessary.

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24th May, 2025

Rajesh Solanki  
Company Secretary

For and On behalf of the Board,  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976

## STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31<sup>st</sup> March, 2025

### A. SHARE CAPITAL

Equity shares of Rs.10 each issued, subscribed and fully paid:	NOTES	NO.OF SHARES	(INR in Millions)
Balance as on March 31, 2024	16	17,690,250	176.90
Balance as on March 31, 2025	16	18,473,583	184.74

### B. OTHER EQUITY

Particulars	SECURITIES PREMIUM ACCOUNT	RETAINED EARNINGS	MONEY RECEIVED AGAINST SHARE WARRANTS	TOTAL
Balance on April 1, 2023	272.65	1,157.29	-	1,429.94
Profits for the year 2023-24	-	99.47	-	99.47
Dividend paid for FY 2022-23	-	(4.88)	-	(4.88)
Tax Deducted at Source on above	-	(0.43)	-	(0.43)
Other Comprehensive Income / (Loss) for the year	-	1.63	-	1.63
Add/Less : Other Adjustments	-	(1.38)	-	(1.38)
Balance at the end of the reporting period March 31, 2024 as per Ind AS	272.65	1,251.70	-	1,524.35
Profits for the year 2024-25	-	66.09	-	66.09
Dividend paid for FY 2023-24	-	(4.89)	-	(4.89)
Tax Deducted at Source on above	-	(0.42)	-	(0.42)
Other Comprehensive Income / (Loss) for the year	-	0.16	-	0.16
Addition to Share Premium account	77.55	-	-	77.55
Money Received against Share Warrants	-	-	20.89	20.89
Add/Less : Other Adjustments	(0.68)	(0.60)	-	(1.28)
Balance at the end of the reporting period March 31, 2025 as per Ind AS	349.52	1,312.03	20.89	1,682.45

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

For and On behalf of the Board,  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24<sup>th</sup> May, 2025

Rajesh Solanki  
Company Secretary

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976

# NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

For The Year Ended On 31<sup>st</sup> March 2025

## NOTE 1: COMPANY OVERVIEW

EMMBI INDUSTRIES LIMITED ("Emmbi" or "The Company") is a public limited company incorporated and domiciled in India and has its registered office at Silvassa, UT of Dadra & Nagar Haveli and Daman & Diu, India. The Company has its primary listings on the BSE Limited and National Stock Exchange (India) Limited. The financials were authorized for issuance by the company's Board of Directors and Audit Committee on May 24<sup>th</sup> 2025.

The principal activities of the Company comprise of Manufacturing of HDPE & PP - Woven Polymer Based Products.

## NOTE 2: BASIS OF PREPARATION AND MEASUREMENT

### 2.1 Statement of Compliance

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act.

The Consolidated financial statements are presented in addition to the Standalone financial statements.

### 2.2 Accounting Convention and Basis of Measurement

The financial statements have been prepared on the historical cost convention and on an accrual basis, except the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Certain financial assets measured at fair value (refer accounting policy on financial instruments)
- ii. Defined benefit and other long – term employee benefits.

### 2.3 Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of the company and the currency of the primary economic environment in which the company operates. All financial information presented in Indian rupees has been rounded to the nearest millions of rupees except share and per share data.

### 2.4 Use of Judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses and the disclosure of contingent liabilities and contingent assets. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions in respect of following areas, that have most significant effect to the carrying amounts within the next financial year are included in the relevant notes.

- i. Useful Lives and Residual values of property, plant and equipment and intangibles.
- ii. Measurement of defined benefit obligations.
- iii. Measurement and likelihood of occurrence of provisions and contingencies.
- iv. Recognition of deferred tax assets.



## 2.5 Operating Cycle

Based on the nature of products / activities of the company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## NOTE: 3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

### 3.1 Property, Plant and Equipment (PPE)

- i. Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.
- ii. The cost of property, plant and equipment includes those incurred directly for the construction or acquisition of the assets, and directly attributable to bringing it to the location and condition necessary for it to be capable of operating in the manner intended by the management.
- iii. The cost of major spares is recognised in the carrying amount of the item of property, plant and equipment, in accordance with the recognition criteria set out in the standard. The carrying amount of the replaced part is derecognized at the time of actual replacement. The costs of day-to-day servicing of the item are recognised in statement of profit and loss as incurred.
- iv. Depreciation on tangible assets including those on leasehold premises is provided under straight line method over the useful life of assets specified in Part C of Schedule II to the Companies Act, 2013 and in the manner specified therein, except in respect of dyes and molds which are depreciated over their technically estimated useful lives on straight line method.
- v. Depreciation methods, useful lives and residual values are reviewed at each reporting date and accounted as change in accounting estimate.
- vi. Each component / part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately only when it has a different useful life. The gain or loss arising from the de-recognition of an item or property, plant and equipment is included in statement of profit and loss when the item is derecognized.
- vii. Expenditure attributable / relating to PPE under construction / erection is accounted as below:
  - A. To the extent directly identifiable to any specific plant /unit, trial run expenditure net of revenue is included in the cost of property, plant and equipment.
  - B. To the extent work not completed to any specific plant /unit, is grouped under 'capital work-in-progress'.

### 3.2 Intangible Assets

- i. Intangible asset is recognised when it is probable that future economic benefits attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.
- ii. Acquired Brand and Knowledge Development Cost is recognized as intangible asset upon completion of development and commencement of commercial production.
- iii. Intangible assets are amortized on straight line method over their technically estimated useful lives.
- iv. Useful lives for all intangible assets are reviewed at each reporting date. Changes, if any, are accounted for as changes in accounting estimates.

### 3.3 Inventories are valued as under:

I) Raw materials, components, consumables and stores & spares	Cost or net realisable value, whichever is lower.
II) Work in progress and finished goods	Net realisable value or cost of materials plus cost of conversion and other costs incurred in bringing them to the present location and condition, whichever is lower
III) Consumable Spares	Cost or net realisable value, whichever is lower.

### 3.4 Revenue from contracts with customers

The Company derives revenues primarily from sale of HDPE & PP - Woven Polymer Based Products.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation

#### Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding central taxes or duties collected on behalf of the Government. Revenue is recognized 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. The Company discloses amounts including Goods and Services Tax collected on behalf of the Government for better and more transparent disclosures. However, Revenue from Operations stated in the Statement of Profit and Loss is net of GST collected from the customer.

#### Sale of goods

- a. Inland sales have been accounted for at the time of dispatch of goods from the factory as the sales are on FOB basis.
- b. Export sales have been accounted for at the time of dispatch of goods from the factory as the sales are on FOB basis.

### 3.5 Employee Benefits

#### i) Short Term Benefits:

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits. The cost of the benefits like salaries, wages, medical, leave travel assistance, short term compensated absences, bonus, exgratia, etc. is recognised in the period in which the employee renders the related service.

#### ii) Post Employment Benefits:

##### A) Defined contribution plans:

The contribution paid/ payable under provident fund scheme, ESI scheme and employee pension scheme is recognised as expenditure in the period in which the employee renders the related service.

##### B) Defined Benefit Plans:

The company's obligation towards gratuity is a benefit plan. The present value of the estimated future cash flows of the obligation under such plan is determined based on actuarial valuation using the projected unit credit method. Any difference between the interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experienced adjustments within the plan are recognised immediately in other comprehensive income and subsequently not reclassified to the statement of profit and loss.

### 3.6 Foreign Currency Transactions

- i. Transactions relating to non-monetary items and sale of goods/ services denominated in foreign currency are recorded at the exchange rate prevailing or a rate that approximates the actual rate on the date of transactions.
- ii. Assets and liabilities in the nature of monetary items denominated in foreign currency are restated at prevailing exchange rate as at the end of the reporting period.
- iii. Exchange differences arising on account of settlement/conversion of foreign currency monetary items are recognised as expense or income in the period in which they arise.

### 3.7 Current Tax and Deferred Tax

#### i) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### ii) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profits differ as reported in the statement of profit and loss because of items of income and expense that are taxable or deductible in other years and items that are never taxable or deductible. The company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period

Provisions of Section 115BAA of the Income tax Act, 1961 gives benefit of a reduced corporate tax rate for domestic companies and states that the domestic companies have the option to pay tax a rate of 25.168%. The Company adopted and shifted to the new tax regime in the previous year (FY 2023-24). The impact of this change leads to the reduction in the direct tax outflow of the Company

#### iii) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all temporary differences to the extent that it is possible that taxable profits will be available against those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

### 3.8 Borrowing Costs

- i. Borrowing costs incurred for obtaining assets which take substantial period to get ready for their intended use are capitalized to the respective assets wherever the costs are directly attributable to such assets and in other case by applying weighted average cost of borrowings to the expenditure on such assets. Post the commercial production or trial run, borrowing cost will be treated as expense for the year.
- ii. Other borrowing costs are treated as expense for the year.



### 3.9 Financial instruments (Financial assets and financial liabilities)

- i. All financial instruments are recognised initially at fair value. The classification of financial instruments depends on the objective of the business model for which it is held and the contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. For the purpose of subsequent measurement, financial instruments of the company are classified into (a) Non-Derivative financial instruments and (b) Derivative financial instruments.
- ii. Financial Instruments
  - A) Security deposits, cash and cash equivalents, employee and other advances, trade receivables and eligible current and non-current financial assets are classified as financial assets under this clause.
  - B) Loans and borrowings, trade and other payables including deposits collected from various parties and eligible current and non-current financial liabilities are classified as financial liabilities under this clause.
  - C) Financial instruments are subsequently carried at amortized cost wherever applicable using Effective Interest Rate method (EIR) less impairment loss.
  - D) Transaction costs that are attributable to financial instruments are recognized at amortized cost which are included in the fair value of such instruments.

### 3.10 Impairment

- i. Financial Assets
  - A) The company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure.
    - Financial assets that are debt instruments, and are measured at amortized cost wherever applicable for e.g. loans, debt securities, deposits, and bank balance.
    - Trade Receivables
  - B) The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

- ii. Non-financial Assets

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial asset is impaired. If any such indication exists, the company estimates the amount of impairment loss.

### 3.11 Provisions

- i. Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefit will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.
- ii. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and uncertainties surrounding the obligation
- iii. When some or all of the economic benefits require to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### 3.12 Earnings Per Share (EPS)

- i. Basic EPS is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year/ period.
- ii. Diluted EPS is computed by dividing the profit after tax, as adjusted for dividend, interest and other charges to expenses or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic EPS and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

### 3.13 Leases

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 for consideration.

#### Company as a Lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets (presented under property, plant and equipment in the Balance Sheet) is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases 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. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the amount lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the remeasurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

#### Company as a Lessee

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue to allocate the consideration in the contract.

### **3.14 Going Concern**

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. When preparing financial statements, management makes an assessment of the group's ability to continue as going concern. Financial statements is prepared on going concern basis unless management either intends to liquidate the group or to cease trading, or has no realistic alternative but to do so. When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the group's ability to continue as going concern, those uncertainties are disclosed. When the financial statement is not prepared on a going concern basis, that fact is disclosed, together with the basis on which the financial statement is prepared and the reason why the group is not regarded as going concern.

### **3.15 Subsequent Events**

Financial statements are approved after considering 'Adjusting Event' and 'Non-adjusting event'. Adjustments to assets and liabilities are made for events occurring after the Balance Sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the Balance Sheet date or because of statutory requirements or because of their special nature. For non-adjusting events, the Company may provide a disclosure in the financial statement considering the nature of the transaction

### **4.1 Changes in accounting policies and disclosures New and amended standards effective in current year that begins on or after 1 April 2024**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has 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. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

### **4.2 Standards issued but not yet effective up to the date of Financial Statements:**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has notified amendments to the existing standards IND AS 21: The Effects of changes in Foreign Exchange rates applicable to the Company w.e.f. April 01, 2025 to address concerns about currency exchangeability and provide guidance on estimating spot exchange rates when a currency is not exchangeable. There is no significant impact on the Company in the current year.



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

(INR In Millions)

### Note 5 : PROPERTY, PLANT & EQUIPMENT (PPE)

SR. NO.	PARTICULARS	GROSS BLOCK			DEPRECIATION / AMORTIZATION					NET BLOCK	
		As at 01-04-2024	Additions	Transfers	Adjustments / Disposal	As at 31-03-2025	For the Year	Transfers	Adjustments / Disposal	As at 31-03-2025	As at 31-03-2024
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
5.A	TANGIBLE FIXED ASSETS										
	Land	33.46	-	-	-	33.46	-	-	-	33.46	33.46
	Building	643.54	3.61	-	-	647.15	20.39	-	-	483.21	499.99
	Compound Wall	0.26	-	-	-	0.26	0.01	-	-	0.03	0.03
	Plant and Machinery	1,108.57	106.20	-	(2.01)	1,212.76	43.00	-	(0.11)	839.39	778.08
	Electrical Installation	23.28	4.07	-	-	27.35	2.08	-	-	11.44	13.91
	Furniture & Fixtures	91.54	5.87	-	-	97.41	7.48	-	-	47.93	51.02
	Crates	0.71	-	-	-	0.71	-	-	-	0.70	0.01
	Office Equipment	69.45	9.40	-	-	78.85	7.15	-	-	40.56	36.04
	Other Equipment	0.01	-	-	-	0.01	0.00	-	-	0.01	0.00
	Vehicles	36.49	4.44	-	(2.10)	38.83	1.52	-	(1.97)	26.45	11.58
	Research & Development	265.92	42.90	-	-	288.82	10.75	-	-	63.23	193.44
	Computer / for R & D	1.02	-	-	-	1.02	-	-	-	0.76	0.36
	(A)	2,254.24	176.48	-	(4.10)	2,426.62	92.30	-	(2.08)	1,699.99	1,617.83
5.B	INTANGIBLE FIXED ASSETS										
	Brand & Knowledge Development Cost	273.28	10.76	-	-	284.04	25.42	-	-	153.46	145.24
	(B)	273.28	10.76	-	-	284.04	25.42	-	-	153.46	145.24
5.C	CAPITAL WIP										
	Building	-	-	-	-	-	-	-	-	-	-
	Plant & Machinery	-	-	-	-	-	-	-	-	-	-
	(C)	-	-	-	-	-	-	-	-	-	-
	TOTAL (A+B+C)	2,527.53	187.24	-	(4.10)	2,710.66	117.72	-	(2.08)	1,850.37	1,763.07

Ageing of Capital Work in Progress is as follows :

	Less than 1 yr				More than 3 yrs		Total
Projects in Progress	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-

## NOTES ON STANDALONE FINANCIAL STATEMENTS

For the year ended 31\* March, 2024

(INR in Millions)

### Note 5 : PROPERTY, PLANT & EQUIPMENT (PPE)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
		As at 01-04-2023	As at Additions	Transfers	Adjustments / Disposal	As at 01-04-2023	For the Year	Transfers	Adjustments / Disposal	As at 31-03-2024	As at 31-03-2023
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
<b>5.A TANGIBLE FIXED ASSETS</b>											
	Land	33.46	-	-	-	33.46	-	-	-	33.46	33.46
	Leasehold Land	-	-	-	-	-	-	-	-	-	-
	Building	615.30	23.17	5.17	-	643.54	19.93	-	-	663.51	491.58
	Compound Wall	0.26	-	-	-	0.26	0.01	-	-	0.23	0.14
	Plant and Machinery	950.72	117.27	41.02	(0.45)	1,108.57	38.60	-	(0.23)	1,186.94	658.62
	Plant and Machinery(R/U)	-	-	-	-	-	-	-	-	-	-
	Electrical Installation	18.46	4.82	-	-	23.28	8.11	1.26	-	32.65	10.35
	Furniture & Fixtures	89.49	2.05	-	-	91.54	33.08	7.44	-	124.62	56.41
	Crates	0.71	-	-	-	0.71	0.70	-	-	0.01	0.01
	Office Equipment	60.82	8.63	-	-	69.45	29.35	4.06	-	98.80	31.47
	Other Equipment	0.01	-	-	-	0.01	0.01	0.00	-	0.01	0.00
	Vehicles	37.06	-	-	(0.57)	36.49	22.42	2.71	(0.22)	58.98	14.64
	Research & Development	214.84	31.08	-	-	245.92	43.08	9.39	-	328.39	171.76
	Computer (for R & D)	1.02	-	-	-	1.02	0.76	-	-	0.26	0.26
	(A)	2,022.04	187.02	44.20	(1.02)	2,252.24	953.66	83.40	(0.45)	3,205.35	1,468.58
<b>5.B INTANGIBLE FIXED ASSETS</b>											
	Acquired Brand & Knowledge	252.93	20.35	-	-	273.28	103.55	24.49	-	376.83	149.39
	(B)	252.93	20.35	-	-	273.28	103.55	24.49	-	376.83	149.39
<b>5.C CAPITAL WIP</b>											
	Building	5.17	-	5.17	-	-	-	-	-	-	5.17
	Plant & Machinery	(41.02)	-	(41.02)	-	-	-	-	-	-	(41.02)
	(C)	(46.20)	-	(46.20)	-	-	-	-	-	-	(46.20)
	TOTAL (A+B+C)	2,321.18	207.37	-	(1.02)	2,527.53	657.01	107.89	(0.45)	3,186.98	1,664.17

Ageing of Capital Work in Progress is as follows :

Projects in Progress	Less than 1 yr				More than 3 yrs		Total
	Less than 1 yr	1-2 yrs	2-3 yrs	More than 3 yrs			
Total	-	-	-	-			-

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### NOTE 6: NON CURRENT INVESTMENTS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Non-trade investments		
Unquoted Equity Instruments (Fully paid up)		
2,500 Equity Shares of Zoroastrian Co-Op Bank Ltd. Of Rs. 40/- each	0.10	0.10
2,500 Equity Shares of Saraswat Co-Op Bank Ltd. Of Rs. 10/- each	0.03	0.03
25% Shares of Global Bag S.R.O.	0.00	0.00
100% Shares of Zastan PTE Limited	0.01	-
<b>TOTAL</b>	<b>0.13</b>	<b>0.13</b>

### NOTE 7: LOANS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Loan to Related Party		
Subsidiary-Zastan PTE Ltd	4.37	-
<b>TOTAL</b>	<b>4.37</b>	<b>-</b>

### NOTE 8: OTHER FINANCIAL ASSETS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Security Deposits	23.87	17.87
Bank Deposits (With more than 12 months maturity)		
Term Deposits	-	-
<b>TOTAL</b>	<b>23.87</b>	<b>17.87</b>

### NOTE 9: INCOME TAX ASSETS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Advance payment of Income Tax	25.43	34.91
<b>TOTAL</b>	<b>25.43</b>	<b>34.91</b>

### NOTE 10: OTHER NON CURRENT ASSETS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Prepaid Rental	0.54	0.97
<b>TOTAL</b>	<b>0.54</b>	<b>0.97</b>

### NOTE 11: INVENTORIES\*

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Raw Materials	315.03	292.02
Stock-in-Process	589.58	501.17
Finished Goods	242.26	242.68
Stores & Spares	88.84	69.18
<b>TOTAL</b>	<b>1,235.71</b>	<b>1,105.05</b>

\* Inventories are measured at cost or net realisable value, whichever is lower. As at the Balance Sheet date, there is no write-down/ provision on account of net realisable value being lower than cost.

### NOTE 12: TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Receivables	845.11	780.22
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit Impaired	2.15	1.74
Allowance for Credit Losses	(2.15)	(1.74)
<b>TOTAL</b>	<b>845.11</b>	<b>780.22</b>



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

Ageing for trade receivables from the due date of payment for each of the category as at 31st March, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	844.13	0.93	0.05	-	-	845.11
Disputed Trade Receivables considered doubtful	-	0.64	0.01	0.49	1.01	2.15
	844.13	1.56	0.06	0.49	1.01	847.26
Less : Allowance for Credit Losses	-	(0.64)	(0.01)	(0.49)	(1.01)	(2.15)
	844.13	0.93	0.05	-	-	845.11

Ageing for trade receivables from the due date of payment  
for each of the category as at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	778.58	1.64	-	-	-	780.22
Disputed Trade Receivables considered doubtful	0.03	0.01	0.49	0.10	1.10	1.74
	778.62	1.65	0.49	0.10	1.10	781.96
Less : Allowance for Credit Losses	(0.03)	(0.01)	(0.49)	(0.10)	(1.10)	(1.74)
	778.58	1.64	-	-	-	780.22

### NOTE 13: CASH AND CASH EQUIVALENTS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Balances with banks		
In Current Account	-	-
Cash on hand	1.40	1.28
Others: Term deposits with Banks (maturity of less than three months)	12.92	10.16
<b>TOTAL</b>	<b>14.33</b>	<b>11.45</b>
Cash & Cash Equivalent as per Cash Flow Statement	14.33	11.45

### NOTE 14: BANK BALANCE OTHER THEN ABOVE

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Earmarked balances with Banks		
Unclaimed Dividend A/c	0.24	0.28
Term Deposits (maturity of more than three months but less than twelve months)	-	-
<b>TOTAL</b>	<b>0.24</b>	<b>0.28</b>

### NOTE 15: OTHER CURRENT ASSETS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with GST and other Govt. Authorities	57.17	76.62
Prepaid Expenses	21.49	25.38
Other Advances	57.24	68.10
<b>TOTAL</b>	<b>135.90</b>	<b>170.10</b>

### NOTE 16: EQUITY SHARE CAPITAL

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Authorised Share Capital		
2,00,00,000 (P.Y.: 1,80,00,000) Equity shares of Rs.10/- each.	200.00	180.00
	200.00	180.00
Issued, Subscribed & Paid-up		
1,84,73,583 (P.Y.: 1,76,90,250) Equity shares of Rs. 10/- each, fully paid up	184.74	176.90
	184.74	176.90

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### 16.1 The Reconciliation of the number of shares outstanding is set out below:

Particulars	As at 31.03.2025 No. of Shares	As at 31.03.2024 No. of Shares
Equity Shares at the beginning of the year	17,690,250	17,690,250
Changes during the year: Conversion of share warrants into fully paid Equity shares of Rs. 10/- each issued at a premium of Rs. 99/- (P.Y.: No Change)	783,333	-
Equity Shares at the end of the year.	18,473,583	17,690,250

### 16.2 The Details of Shareholders Holding more than 5% Shares :

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of Shares	% Held	No. of Shares	% Held
Makrand Moreswar Appalwar	3,839,550	20.78%	38,39,550	21.70%
Rinku Makrand Appalwar	2,367,746	12.82%	23,67,746	13.38%
Emmbi Laboratories Private Limited	1,663,100	9.00%	16,63,100	9.40%
Maithili Appalwar	1,065,250	5.77%	10,65,250	6.02%
Maithili Agrotech Private Limited	1,061,200	5.74%	1,061,200	6.00%

### 16.3 Terms / Rights attached to the Equity Shares

The company has only one class of equity shares having par value of Rs. 10.00 per share (previous year Rs. 10.00 per share)  
Each holder of the equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting.

### 16.4 Details of shareholdings by the Promoter's of the Company

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of Shares	% Held	No. of Shares	% Held
Makrand Moreswar Appalwar	3,839,550	20.78%	38,39,550	21.70%
Rinku Makrand Appalwar	2,367,746	12.82%	23,67,746	13.38%
Emmbi Laboratories Private Limited	1,663,100	9.00%	16,63,100	9.40%
Maithili Appalwar	1,065,250	5.77%	10,65,250	6.02%
Maithili Agrotech Private Limited	1,061,200	5.74%	1,061,200	6.00%
Kitec Industries (India) Private Limited	918,333	4.97%	30,000	0.17%
Mitrasvinda Appalwar	262,157	1.31%	2,42,157	1.37%
Avinash Laddha	185,000	1.00%	1,85,000	1.05%

### NOTE 17: OTHER EQUITY (REFER TO THE STATEMENTS OF CHANGES IN EQUITY)

Particulars	As at 31.03.2025	As at 31.03.2024
(a) Securities Premium Reserve		
Balance as at the beginning of the year	272.65	272.65
Less: Expenses for issue of Share Warrants	0.68	-
Add: Addition during the year	77.53	-
SUB-TOTAL	349.52	272.65
(b) Retained Earnings		
Balance as at the beginning of the year	1,251.70	1,157.29
Add : Profit for the Year	66.09	99.47
Add/Less : Other Comprehensive Income / (Expense) for the year	0.16	1.63
Add/Less : Other Adjustments	(0.60)	(1.38)
Less : Dividend	(4.89)	(4.88)
Less : TDS on Dividend	(0.42)	(0.43)
SUB-TOTAL	1,312.03	1,251.70
(c) Money Received Against Share Warrants		
Balance as at the beginning of the year	-	-
Add : Money received against Share Warrants	20.89	-
SUB-TOTAL	20.89	-
TOTAL	1,682.45	1,524.35

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### Securities Premium:

Securities Premium Reserve is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

### Retained Earnings:

The Retained earnings of the Company are kept aside out of the Company's profits to meet future (known or unknown) obligations. Retained earnings is a free reserve which can be utilised for any purpose.

### Money Received Against Share Warrants:

Warrants represent the convertible warrants issued by the Company. These are convertible into 7,66,667 share by 24<sup>th</sup> May 2025.

## NOTE 18: BORROWINGS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
(a) Secured				
Term Loans				
- From Banks	228.72	76.50	178.96	93.86
- From Corporates	130.78	55.93	245.53	51.89
Other loans & advances				
(b) Unsecured				
Term Loans				
- From Banks & NBF	-	-	-	-
- From Corporates	-	-	-	-
Other loans & advances				
<b>TOTAL</b>	<b>359.50</b>	<b>132.43</b>	<b>424.49</b>	<b>145.75</b>

### 18.1 Term Loans:

Term Loans are secured by way of deposit of the title deeds in respect of immovable properties of the Company including Land & Building situated at Survey No. 191/2/4, Masat Village, Meghwad Road, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230, Survey No. 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230, Survey No. 87, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230 and Survey No. 28A & 42, Masat Industrial Estate, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230. First pari passu charge on entire fixed assets of the company, present and future and by way of Second pari passu charge on entire current assets of the company, present and future.

18.2 Other Loans and Advances are secured by way of hypothecation of Cars and Transport Vehicles purchased under Hire Purchase Scheme.

18.3 There is no default in repayment of principal loan or interest thereon.

### 18.4 Repayment Schedule

(INR in Millions)

YEARS	Secured Loans	Unsecured Loans
For 2025-26	132.43	-
For 2026-27	109.73	-
For 2027-28	113.37	-
For 2028-29	90.72	-
For 2029-30	23.03	-
For 2030-31	14.28	-
For 2031-32	8.37	-

### 18.5 Debt Reconciliation as per IND AS 7

(INR in Millions)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
Opening Balance of Borrowings	424.49	1,139.37	544.14	924.32
Add/(Less): Proceeds / (Repayment) from Long Term Borrowings	(64.99)	-	(119.65)	-
Add/(Less): Increase/(Decrease) in Working Capital Borrowings	-	94.64	-	215.05
Closing Balance of Borrowings	<b>359.50</b>	<b>1,234.01</b>	<b>424.49</b>	<b>1,139.37</b>



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### NOTE 19: EMPLOYEE BENEFIT PROVISIONS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits (Gratuity)	17.09	16.73
<b>TOTAL</b>	<b>17.09</b>	<b>16.73</b>

### NOTE 20: DEFERRED TAX LIABILITIES

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
At the start of the year	117.16	128.55
Deferred Tax Liability / (Asset) during the year attributable to:		
Fixed Asset (Depreciation and amortisation)	14.26	(11.40)
<b>TOTAL</b>	<b>131.41</b>	<b>117.16</b>

Note: Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

(INR in Millions)

MOVEMENT OF DEFERRED TAX LIABILITIES	As at 31.03.2025	As at 31.03.2024
At the start of the year	117.16	128.55
Charged/(Credited)		
- to Profit or loss (depreciation)	14.26	(11.40)
<b>TOTAL</b>	<b>131.41</b>	<b>117.16</b>

### NOTE 21: PROVISIONS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision For Taxes	21.02	39.60
<b>TOTAL</b>	<b>21.02</b>	<b>39.60</b>

### NOTE 22: BORROWINGS (CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Current maturities of long term debt (Refer Note : 18)	132.43	145.75
From Banks		
Secured (Refer Note 22.1)	1,001.59	993.62
Intercompany Deposit from related party (Unsecured)	100.00	-
<b>TOTAL</b>	<b>1,234.01</b>	<b>1,139.37</b>

#### 22.1 Working Capital Loans :

- Working Capital Loans are secured by way of First pari passu charge on entire current assets of the company, present and future and by way of Second pari passu charge on entire fixed assets of the company, present and future.
- The quarterly returns/ statements filed with the Banks and Financial Institutions are in agreement with the books of accounts.
- Intercompany deposit from related party is unsecured.

### NOTE 23: TRADE PAYABLES

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Dues to Micro Enterprises and Small Enterprises (MESE)	-	-
Payables other than MESE	471.99	425.90
<b>TOTAL</b>	<b>471.99</b>	<b>425.90</b>

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2025

(INR in Millions)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr	1-2 years	2-3 years	More than 3 yrs	
(i) MSME	-	-	-	-	-
(ii) Others	471.99	-	-	0.60	471.99
<b>TOTAL</b>	<b>471.99</b>	<b>-</b>	<b>-</b>	<b>0.60</b>	<b>471.99</b>

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2025

(INR in Millions)

Particulars	Outstanding for following periods from due date of payment:				Total
	Less than 1 yr	1-2 years	2-3 years	More than 3 yrs	
(i) MSME	-	-	-	-	-
(ii) Others	425.04	0.86	-	-	425.90
<b>TOTAL</b>	<b>425.04</b>	<b>0.86</b>	<b>-</b>	<b>-</b>	<b>425.90</b>

### NOTE 24: OTHER FINANCIAL LIABILITIES (CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Unpaid Dividends	0.23	0.28
Others	13.76	19.26
<b>TOTAL</b>	<b>13.99</b>	<b>19.54</b>

### NOTE 25: CONTINGENT LIABILITIES AND COMMITMENTS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
a) Contingent liabilities not provided for-Guarantees		
1. Guarantee by Banks to Electricity Department (Silyessa)	14.16	13.93
2. Guarantee by Banks to District Horticulture Development Society.	6.90	5.49
3. Warranty against Sale of Retail Water Conservation products for 5 years	15.21	16.22
b) Commitments		
Estimated amount of contracts remaining to be executed		
- On capital account (Net of Advances) and not provided for		
- On account of Machinery	2.65	22.46
- On account of Land and Building	-	-

### NOTE 26: REVENUE FROM OPERATIONS

(INR in Millions)

Particulars	2024-25	2023-24
Revenue from - Sale of products:		
Export Sales	2,684.37	2,569.30
Domestic Sales	2,053.48	1,856.13
	4,737.85	4,425.43
Less - GST recovered	696.05	651.10
<b>TOTAL</b>	<b>4,041.80</b>	<b>3,774.34</b>

#### 26.1 DETAILS OF SALE OF PRODUCTS

Particulars	2024-25	2023-24
Manufactured Goods		
Polymer Based Multiple Products	4,737.85	4,425.43
<b>TOTAL</b>	<b>4,737.85</b>	<b>4,425.43</b>

### NOTE 27: OTHER INCOME

(INR in Millions)

Particulars	2024-25	2023-24
Interest		
From Current Investments	1.87	1.60
From Others	0.14	-
Dividend		
From Long Term Investments (on shares of Co Op bank)	0.00	0.00
Other Non Operating Income	0.11	0.02
<b>TOTAL</b>	<b>2.12</b>	<b>1.62</b>

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### NOTE 28: COST OF MATERIAL CONSUMED

(INR in Millions)

Particulars	2024-25	2023-24
Raw Materials Consumed		
Opening Inventory	292.02	238.09
Add : Purchases (Net)	2,648.31	2,462.19
	2,940.33	2,700.28
Less : Closing Inventory	315.03	292.12
TOTAL	2,625.29	2,408.26

### 28.1 DETAILS OF INDIGENOUS AND IMPORTED RAW MATERIALS CONSUMED

Particulars	2024-25		2023-24	
	Rs.	% Consumption	Rs.	% Consumption
Imported	125.81	4.79	258.44	10.73
Indigenous	2,499.48	95.21	2,149.82	89.27
TOTAL	2,625.29	100.00	2,408.26	100.00

### 28.2 PARTICULARS OF MATERIAL

Particulars	2024-25	2023-24
Polymer Granules And Films Of Various Grades and Others	2,625.29	2,408.26
TOTAL	2,625.29	2,408.26

### NOTE 29: CHANGES IN INVENTORIES OF STOCK-IN-TRADE, WORK-IN-PROGRESS AND FINISHED GOODS

(INR in Millions)

Particulars	2024-25	2023-24
Inventories (At Close)		
Stock-in-Process	1,589.58	501.17
Finished goods	242.26	242.68
	831.84	743.85
Inventories (At Commencement)		
Stock-in-Process	501.17	467.96
Finished goods	242.68	263.74
	743.85	731.70
TOTAL	(87.99)	(12.15)

### NOTE 30: EMPLOYEE BENEFITS EXPENSES

(INR in Millions)

Particulars	2024-25	2023-24
Salaries	147.02	146.94
Employees Welfare Expenses	16.23	13.11
Contribution to Provident Fund and Other Fund*	21.74	18.15
Gratuity	4.12	4.84
TOTAL	189.11	183.04

\* Includes amount of Rs. Nil (Previous year- Rs. 11,26,842) received under ABRY, PMRPY AND PMPRPY Schemes.

### NOTE 31: FINANCE COSTS

(INR in Millions)

Particulars	2024-25	2023-24
Interest	137.79	128.17
Other borrowing cost	42.60	40.81
TOTAL	180.39	168.97

### NOTE 32: DEPRECIATION AND AMORTIZATION EXPENSES

(INR in Millions)

Particulars	2024-25	2023-24
Depreciation and Amortization	117.72	107.89
TOTAL	117.72	107.89



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### NOTE 33: OTHER EXPENSES

(INR in Millions)

Particulars	2024-25	2023-24
<b>MANUFACTURING EXPENSES</b>		
Factory Wages	251.83	209.74
Power and Fuel	104.32	106.39
Labour Charges	99.18	101.78
Consumable Stores	109.27	92.27
Repairs & Maintenance	25.03	23.19
Other Manufacturing Expenses	12.77	11.19
<b>Sub-Total (A)</b>	<b>602.40</b>	<b>544.55</b>
<b>SELLING AND DISTRIBUTION EXPENSES</b>		
Freight Forwarding Expenses	215.14	163.61
Sales Promotion Expenses	14.60	19.09
Vehicle Expenses	4.98	5.92
Incentive	2.41	5.52
Other Selling and Distribution Expenses	3.22	3.21
Sundry Export Expenses	2.47	2.12
Commission	0.33	1.23
<b>Sub-Total (B)</b>	<b>243.14</b>	<b>200.70</b>
<b>ESTABLISHMENT EXPENSES</b>		
Legal and Professional Charges	15.34	17.38
Rent	43.36	28.04
Tour & Travelling Expenses	24.17	21.39
Insurance	10.32	16.37
Printing, Stationery, Computer & Xerox Expenses	4.66	3.84
Postage and courier Expenses	2.58	5.72
Telephone Expenses	1.41	1.38
General Expenses	11.77	13.22
Electricity Expenses - Mumbai Office	1.23	0.91
Sundry Balances W/off (W/back)	0.41	0.02
Conveyance Expenses	2.67	1.51
Donations	0.09	0.06
Donations for CSR Activities	3.29	1.33
Foreign Exchange Variation (Net)	(41.01)	(36.25)
Payment to Auditor (See Note 33.3)	1.45	1.45
Gst Reversal On Purchases & Expenses	-	-
Loss on Sale of Fixed Asset	0.31	0.31
<b>Sub-Total (C)</b>	<b>84.04</b>	<b>76.67</b>
<b>TOTAL [(A)+(B)+(C)]</b>	<b>929.61</b>	<b>821.92</b>

### NOTE 33.1: DETAILS OF STORES, CHEMICALS AND PACKING MATERIALS CONSUMED

(INR in Millions)

Particulars	2024-25	2023-24
Imported	-	-
Indigenous	109.27	92.27
<b>TOTAL</b>	<b>109.27</b>	<b>92.27</b>

### NOTE 33.2: VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

(INR in Millions)

Particulars	2024-25	2023-24
Import of Raw Materials	128.89	258.44
<b>TOTAL</b>	<b>128.89</b>	<b>258.44</b>

### NOTE 33.3: PAYMENT TO AUDITORS

(INR in Millions)

Particulars	2024-25	2023-24
<b>As Auditor</b>		
Audit Fee	0.90	0.90
Tax Audit Fee	0.20	0.20
Certification Fees	0.35	0.35
<b>TOTAL</b>	<b>1.45</b>	<b>1.45</b>

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### NOTE 33.4: EXPENDITURE IN FOREIGN CURRENCY

(INR in Millions)

Particulars	2024-25	2023-24
Foreign Bank Charges	0.78	0.61
Testing Charges	2.53	0.50
Foreign Travelling Expenses	9.06	5.10
Freight Charges	166.07	95.59
Membership Fees	1.48	1.01
Discount & Commission	1.08	0.30
Knowledge Development Expenses	0.19	8.26

### NOTE 33.5: Foreign Exchange Loss / (Gain)

(INR in Millions)

Particulars	2024-25	2023-24
Foreign Exchange Loss / (Gain)	(41.01)	[36.25]

### NOTE 34: EARNINGS PER SHARE (EPS)

(INR in Millions)

Particulars	2024-25	2023-24
Net Profit after tax as per Statement of Profit and Loss	66.09	99.47
Weighted Average number of equity shares used as denominator for calculating EPS	17,988,560	17,690,250
Weighted Average number of equity shares used as denominator for calculating DEPS	19,240,250	17,690,250
Basic Earnings per share	3.67	5.62
Diluted Earnings per share	3.43	5.62
Face Value per equity share	10.00	10.00

### NOTE 35: EARNINGS IN FOREIGN EXCHANGE

(INR in Millions)

Particulars	2024-25	2023-24
FOB value of Exports	2,574.97	2,462.84
Interest from Subsidiary	0.14	-

### NOTE 36: RELATED PARTY DISCLOSURES

(INR in Millions)

Name of Related Party (Designation)	Nature of Transaction	Amount of Transaction 2024-25	Amount of Transaction 2023-24	Balance as on 31.03.2025
Makrand Appalwar (Managing Director)	Remuneration	7.80	7.80	0.46
	Outstanding Remuneration			[0.46]*
Rinku Appalwar (CFO & Director)	Remuneration	7.20	7.20	0.42
	Outstanding Remuneration			[0.43]*
Maitili Appalwar (Executive Assistant to Chairman and MD)	Remuneration	1.12	-	0.39
	Outstanding Remuneration			-
Payment to Non - Executive Directors	Sitting Fees	2.43	0.42	-
				-
Emmbi Foundation	CSR Donation	4.35	1.33	-
				-
Kaushal Patvi (Company Secretary)	Salary	-	0.56	-
				-
Bhavi Ganohi (Company Secretary)	Salary	0.24	0.70	-
				[0.11]*
Rajesh Solanki (Company Secretary)	Salary	1.46	-	0.13
				-
Kitec Industries (India) Private Limited (Common Directors and Shareholder)	Sale of Goods	1.18	1.80	-
				-
Kitec Industries (India) Private Limited (Common Directors)	Purchases	0.52	0.87	0.04
				-

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

Kitec Industries (India) Private Limited (Common Directors)	Intercompany Deposit received	100.00	-	100.00
Kitec Industries (India) Private Limited (Common Directors)	Interest on Loan	0.99	-	-
Kitec Industries (India) Private Limited (Common Directors)	Issue of Share Warrants pending conversion	20.89	-	-
Kitec Industries (India) Private Limited (Common Directors)	Conversion of Share Warrants into Equity Shares	85.38	-	-
Zastian PTE Limited (Subsidiary)	Investment	0.01	-	0.01
Zastian PTE Limited (Subsidiary)	Loans and Advances	1.26	-	1.26
Zastian PTE Limited (Subsidiary)	Loan Given	4.23	-	4.23
Zastian PTE Limited (Subsidiary)	Interest Received on Loan	0.14	-	0.14
Dividend paid to Relatives	Dividend paid to Relatives	3.17	3.09	-

(\*Figures represent balance as on 31-03-2024.)

### NOTE 37: TRADE PAYABLES TO MICRO, SMALL AND MEDIUM ENTERPRISES

(INR in Millions)

Particulars	2024-25	2023-24
Sundry Creditors include dues to Micro, Small and medium scale industrial undertaking.	-	-
Disclosure pertaining to Micro, Small and Medium Enterprises (as per information available with the company).	-	-
The Company has sought confirmation from all the creditors regarding their registration as Micro, Small and Medium Enterprises, however till date of the Balance Sheet, no confirmation has been received and hence none of the creditors have been categorised as pertaining to Micro, Small and Medium Enterprises.	-	-

**NOTE 38:** The entire operation of the Company relate to only one segment viz, Polymer based multiple products. Hence, as per the Management approach under Ind AS - 108, the company has a single operating segment. Revenue is evenly spread across various customers and not concentrated at major customers. No single customer/ customer group contributes 10% or more of the total revenue of the Company.

**NOTE 39:** During the current year, a Wholly-Owned Foreign Subsidiary Company, of Emmbi Industries Limited, in the name of 'ZASTIAN PTE. LTD.('Zastian') has been incorporated in Singapore. Subsidiary, Zastian PTE Limited (Singapore), has acquired 100% shareholding of Zastian Europe GmbH (ZEG), Germany making ZEG a step down subsidiary of Emmbi Industries Limited.

### NOTE 40: CATEGORY WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

(INR in Millions)

Particulars	Refer Note	As at March 31, 2025			As at March 31, 2024		
		FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
FINANCIAL ASSETS							
Trade receivables	12	-	-	845.11	-	-	780.22
Loans	7	-	-	4.37	-	-	-
Cash and Bank Balances	13	-	-	14.56	-	-	11.73
Interest accrued		-	-	-	-	-	-
Investments	6	-	0.13	-	10.00	0.13	-
Security deposits	8	-	-	23.87	-	-	17.87
Others		-	-	-	-	-	-
TOTAL FINANCIAL ASSETS		0.00	0.13	887.91	10.00	0.13	809.81
FINANCIAL LIABILITIES		-	-	-	-	-	-
Trade payables	23	-	-	471.99	-	-	425.90
Short Term Borrowings	22	-	-	1234.01	-	-	1,139.37
Interest accrued		-	-	-	-	-	-
Loans borrowed	18	-	-	359.50	-	-	424.49
Others	24	-	-	13.99	-	-	19.54
TOTAL FINANCIAL LIABILITIES		-	-	2,079.49	-	-	2,009.30

(\* Please refer Note 42 - Liquidity Risk)



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### NOTE 41: INCOME TAX EXPENSE

(INR in Millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
<b>A. INCOME TAX EXPENSE</b>		
Current tax		
Current tax on profits for the year	9.44	11.58
Adjustments for current tax of previous years	-	(1.63)
Total Current tax expenses	9.44	9.95
<b>B. DEFERRED TAX</b>		
Deferred Tax for the year	14.26	(11.40)
Total deferred tax expense/(benefit)	14.26	(11.40)
Income tax expense	23.70	(1.45)
<b>C. RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT MULTIPLIED BY INDIA'S TAX RATE</b>		
Profit from continuing operations before income tax expense	89.78	98.02
Indian tax rate (previous year)	25.17%	25.17%
Income Tax as per applicable tax rate	22.60	24.67
Effects of non deductible business expenses	1.10	(24.48)
Effect on account of Minimum Alternate Tax (MAT) Credit Availment	-	-
Adjustments for current tax of previous years	-	(1.63)
Other items	-	-
Income tax expense	23.70	(1.45)

### NOTE 42: EMPLOYEE BENEFIT OBLIGATIONS

The Company has classified the various employee benefits provided to employees as under:

(INR in Millions)

Particulars	As at March 31, 2025	As at March 31, 2024
<b>I. Defined Benefit Plans</b>		
Gratuity		
Non-Current	17.09	16.73
Total	17.09	16.73
<b>A. Significant assumptions :</b>		
The significant actuarial assumptions were as follows :		

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.83% p.a.	7.23% p.a.
Salary escalation rate	3.50% p.a.	4.50% p.a.
Retirement age	58 years	58 years
Mortality rate	Indian Assured Lives Mortality (2012-14) Ultimate Mortality Rates	Indian Assured Lives Mortality (2012-14) Ultimate Mortality Rates

#### B. Risk Exposure

Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are detailed below.

##### Life expectancy:

This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

##### Future salary increase and inflation risk:

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### Asset-Liability mismatch risk:

Risk arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements. The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans.

### II. Defined Contribution Plans

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss :-

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employers' Contribution to Provident Fund	21.56	18.40

### III. Gratuity

i) The amounts recognised in balance sheet and movements in the net benefit obligation over the year are as follows:

Particulars	Present value of obligation	Net amount
April 1, 2023	16.13	16.13
Current service cost	3.63	3.63
Interest expense/(income)	1.21	1.21
Total amount recognised in Profit or Loss	4.84	4.84
Return on plan assets expense/(income)	-	-
(Gain)/loss from experience changes	1.96	1.96
(Gain)/loss from change in financial assumptions	(3.59)	(3.59)
Total amount recognised in Other Comprehensive Income	(1.63)	(1.63)
Benefits paid	(2.62)	(2.62)
March 31, 2024	16.73	16.73

Particulars	Present value of obligation	Net amount
April 1, 2024	16.73	16.73
Current service cost	2.91	2.91
Interest expense/(income)	1.21	1.21
Total amount recognised in Profit or Loss	4.12	4.12
Return on plan assets expense/(income)	-	-
(Gain)/loss from experience changes	0.94	0.94
(Gain)/loss from change in financial assumptions	(1.10)	(1.10)
Total amount recognised in Other Comprehensive Income	(0.16)	(0.16)
Benefits paid	(3.60)	(3.60)
March 31, 2025	17.09	17.09

ii) The net liability disclosed above relates to funded plans are as follows:

Particulars	March 31, 2025	March 31, 2024
Present value of unfunded obligation	17.09	16.73
Fair value of plan assets	-	-
Surplus of funded plan	17.09	16.73

iii) Sensitivity analysis: The sensitivity of defined obligation to changes in the weighted principal assumptions is:

Assumption	Impact on defined benefit obligation As at March 31, 2025	
	%	DBO Rs.
Discount rate		
0.50% increase	-4.80%	16.27
0.50% decrease	5.20%	17.97
Future salary increase		
0.50% increase	5.30%	17.98
0.50% decrease	-4.90%	16.26

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

Assumption	Impact on defined benefit obligation As at March 31, 2024	
	%	DBO Rs.
Discount rate		
0.50% increase	-5.00%	15.87
0.50% decrease	5.60%	17.67
Future salary increase		
0.50% increase	5.90%	17.71
0.50% decrease	-5.00%	15.87

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of defined benefit obligation calculated with the Projected Unit Credit Method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	As at March 31, 2025	As at March 31, 2024
Less than a year	4.00	3.00
Between 1- 2 years	0.28	1.10
Between 2 - 5 years	1.94	1.37
Over 5 years	6.15	5.81
Total	12.37	11.28

### Capital Management:

- The Company's objectives when managing capital are to:
  - safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
  - maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholders value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Capital structure of the Company is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Equity share capital	186.74	176.90
Other Equity	1,682.45	1,524.35
Total Equity	1,869.19	1,701.25

### Events after reporting period

- The final dividend recommended by the Board of Directors is subject to the approval of shareholders in the ensuing annual general meeting.

### Dividends

Particulars	As at March 31, 2025	As at March 31, 2024
Dividends not recognised at the end of reporting period (including Tax Deducted at Source)	5.54	5.31

The Board of Directors have recommended the payment of a final dividend of Rs. 0.30 per fully paid equity share of Rs. 10.00 each (March 31, 2024 - Rs. 0.30). This proposed dividend is subject to approval of shareholders in the ensuing annual general meeting.

### Corporate Social Responsibility (CSR)

- As a part of Corporate Social Responsibility (CSR) initiative, the Company has decided to carry out the CSR activities directly as well as by donation to Emmbi Foundation having main object as CSR Activity as specified in Schedule VII.



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

b) Amount spent during the year on:

Particulars	(INR in Millions)	
	For the year ended	
	March 31, 2025	March 31, 2024
Amount required to be spent by the Company during the year	3.17	3.19
Amount of expenditure incurred on:	-	-
(i) Construction / Acquisition of any asset	-	-
(ii) On purpose other than (i) above	4.35	1.33
Amount required to be set off for the Financial Year, if any	-	[2.36]
Shortfall/(Surplus) at the end of the year	(1.18)	[0.50]
Total of previous years shortfall	-	-
Reason for Shortfall	NA	NA
Nature of CSR activities	Promoting Healthcare [including Preventive Healthcare], Promoting Education, Empowering Women, Promoting Water Conservation, Upliftment of Weaker section of the society.	

The company has been identifying appropriate CSR projects and programs in the villages around Silvassa. Several long term projects have been identified and are under implementation and would take time for completion.

### Operating Lease:

(i) As a lessee: The Company's significant leasing agreements are in respect of operating leases for premises (residential and office), software. These leasing agreements range between 11 months and 99 months, which include both cancellable and non-cancellable leases and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals of Rs. 3,47,32,654/- (Previous Year Rs. 2,76,06,523/-) are charged to the Statement of Profit and Loss.

The total future minimum lease rentals payable for non-cancellable lease at the Balance Sheet dates are as under :-

Particulars	As at March 31, 2025	As at March 31, 2024
For a period not later than one year	13.20	12.95
For a period later than one year and not later than five years	1.65	14.85
For a period later than five years	-	-

### Financial risk management

The management of the Company has implemented a risk management system that is monitored by the Board of Directors. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Company. Risk management reporting is a continuous process and part of regular Group reporting. In addition, our Corporate Function Internal Auditing regularly checks whether Company complies with risk management system requirements.

The Company is exposed to credit, liquidity and market risks [foreign currency risk and price risk] during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating activities and associated financing requirements by applying selected derivative and non-derivative hedging instruments.

### Credit risk

The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments. The balances with banks, loans given to employees, security deposits are subject to low credit risk since the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets.

### Trade receivables

Credit risk arises from the possibility that customer will not be able to settle their obligations as and when agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts, ageing of accounts receivable and forward looking information.

## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

Export related trade receivables are fully secured under the Export Credit Guarantee Corporation Scheme and therefore the Company is not exposed to significant credit risk.

The provision for expected credit loss is recognised on the basis of life-time expected credit losses (simplified approach). An expected loss rate is calculated at each year-end, based on combination of rate of default and rate of delay. The Company considers the rate of default and delay.

The provision for expected credit loss is recognised on the basis of life-time expected credit losses (simplified approach). An expected loss rate is calculated at each year-end, based on combination of rate of default and rate of delay. The Company considers the rate of default and delay.

There is no significant expected loss recognised.

Expected credit loss:

March 31, 2025

Particulars	Trade Receivables	Loans	Other Financial Assets	Total
Gross carrying amount	847.26	4.37	38.44	890.06
Expected loss rate	0.25%	-	-	0.24%
Expected credit losses (loss allowance provision)	2.15	-	-	2.15
Carrying amount (net of impairment)	845.11	4.37	38.44	887.91

March 31, 2024

Particulars	Trade Receivables	Loans	Other Financial Assets	Total
Gross carrying amount	781.96	-	29.59	811.55
Expected loss rate	0.22%	-	-	0.21%
Expected credit losses (loss allowance provision)	1.74	-	-	1.74
Carrying amount (net of impairment)	780.22	-	29.59	809.81

### Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its existing or future obligations due to insufficient availability of cash or cash equivalents. Managing liquidity risk, and therefore allocating resources are some of the central tasks of the Company's management. In order to be able to ensure the Company's solvency and financial flexibility at all times, credit limits and cash and cash equivalents are reserved on the basis of perennial financial planning.

### Maturities of financial liabilities

The table below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

March 31, 2025	Upto 1 year	1 to 3 years	3 to 7 years
<b>Non- derivative liabilities</b>			
Trade Payables	471.99	-	-
<b>Borrowings</b>			
Long Term	132.43	223.10	136.40
Interest*	43.36	21.19	12.96
Short Term	1,101.59	-	-
Interest	93.37	-	-
Other Financial Liabilities	13.99	-	-
<b>TOTAL</b>	<b>1,856.72</b>	<b>244.29</b>	<b>149.36</b>

March 31, 2024	Upto 1 year	1 to 3 years	3 to 7 years
<b>Non- derivative liabilities</b>			
Trade Payables	425.90	-	-
<b>Borrowings</b>			
Long Term	145.75	236.73	187.77
Interest*	45.39	22.49	17.84
Short Term	993.62	-	-
Interest	82.09	-	-
Other Financial Liabilities	19.54	-	-
<b>TOTAL</b>	<b>1,712.28</b>	<b>259.22</b>	<b>205.61</b>

\*Based on the few assumptions we have calculated the interest pay out amount, which may vary with the amount actually disclosed.



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

### Market risk

Market risk is the risk that fair values or future cash flows of non-derivative or derivative financial instruments will fluctuate due to changes in risk factors. Among market risks relevant to the Company are foreign currency risk and price risks. Associated with these risks are fluctuations in income, equity and cash flow. The objective of risk management is to eliminate or limit emerging risks by taking appropriate precautions, especially by applying derivatives. The application of derivatives is subject to strict controls set up on the basis of guidelines as part of regular reporting. Various measures are used to mitigate or eliminate the risk of fluctuations in the fair value of future cash flows from financial instruments due to market changes. These mainly include foreign currency forward contracts with banks. The use of derivative financial instruments is extensively monitored, with checks being carried out on the basis of policies in the framework of regular reporting.

### Foreign currency risk

The international nature of the Company's business activities generates numerous cash flows in different currencies especially in USD, GBP & EURO. To contain the risks of numerous payment flows in different currencies, in particular USD, GBP & EURO, the Company follows group wise policies for foreign currency management.

The Company does not have any material exposure to foreign currency at the balance sheet date.

### NOTE 43: OTHER STATUTORY INFORMATION FOR THE FINANCIAL YEAR 2024-25

- i) The Company does not hold any benami property and no proceeding has been initiated or pending against the Company for holding any benami property.
- ii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year or previous year.
- iii) 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) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- iv) 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.
- v) 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).
- vi) The Company has complied with the number of layers prescribed under clause [87] of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- vii) The Company is not declared wilful defaulter by any bank or financial institution or lender during the year.
- viii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- ix) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
- x) The title deeds of all the immovable properties, [other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company] disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.



## NOTES ON STANDALONE FINANCIAL STATEMENTS

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

- xi) The Company does not have any transactions with companies which are struck off.
- xii) There is no scheme of amalgamation and arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules thereunder during the current year.
- xiii) The Company has not granted any loans or advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, except for the parties mentioned under Note 7 that are: (a) Repayable on demand (b) without specifying any terms or period of repayment.
- xiv) The Company has not revalued its property, plant and equipment or intangible assets or both or investment property during the current or previous year.

### ADDITIONAL REGULATORY INFORMATION - RATIOS

Sr.No.	Ratios	Numerator	Denominator	Mar-25	Mar-24	Variance %	Reason for variance if more than 25%
1	Current Ratio (in Times)	Total Current Assets	Total Current Liabilities	1.30	1.30	(0.54)	
2	Net Debt Equity Ratio (in Times)	Total Debt	Total Equity	0.85	0.92	(7.16)	
3	"Debt Service Coverage Ratio (in Times)"	EBIDATA	Debt service = Interest & Principal repayments	0.22	0.22	1.07	
4	Return on Equity (%)	Net Profit After Tax	Total Equity	3.54	5.85	(39.46)	The decrease in return on equity is due to lower profit during the year
5	Inventory Turnover Ratio (in Times)	Cost of Goods Sold	Average Inventory	3.99	3.99	(0.02)	
6	Trade Receivable Ratio (in Times)	Net Sales	Average Trade Receivables	4.97	5.14	(3.15)	
7	Trade Payable Ratio (in Times)	Net Purchase	Average Trade Payables	5.90	6.37	(7.43)	
8	Net Capital Turnover Ratio (in Times)	Revenue from Operations (Net)	Working Capital	7.91	7.83	1.01	
9	Net Profit Ratio (%)	Net Profit before Tax	Revenue from Operations (Net)	2.22	2.60	(14.46)	
10	Return on Capital Employed (%)	Earnings before Interest and Tax	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	7.81	6.36	22.79	
11	Return on Investment (%)	Earnings before interest and taxes	Average Total Assets	6.75	5.46	23.77	

As per our report of even date  
**For R. Daliya & Associates**  
Chartered Accountants  
FRN : 102060W

**R S. Daliya (Partner)**  
Membership No. 043703  
Place : Mumbai.  
Date : 24<sup>th</sup> May, 2025

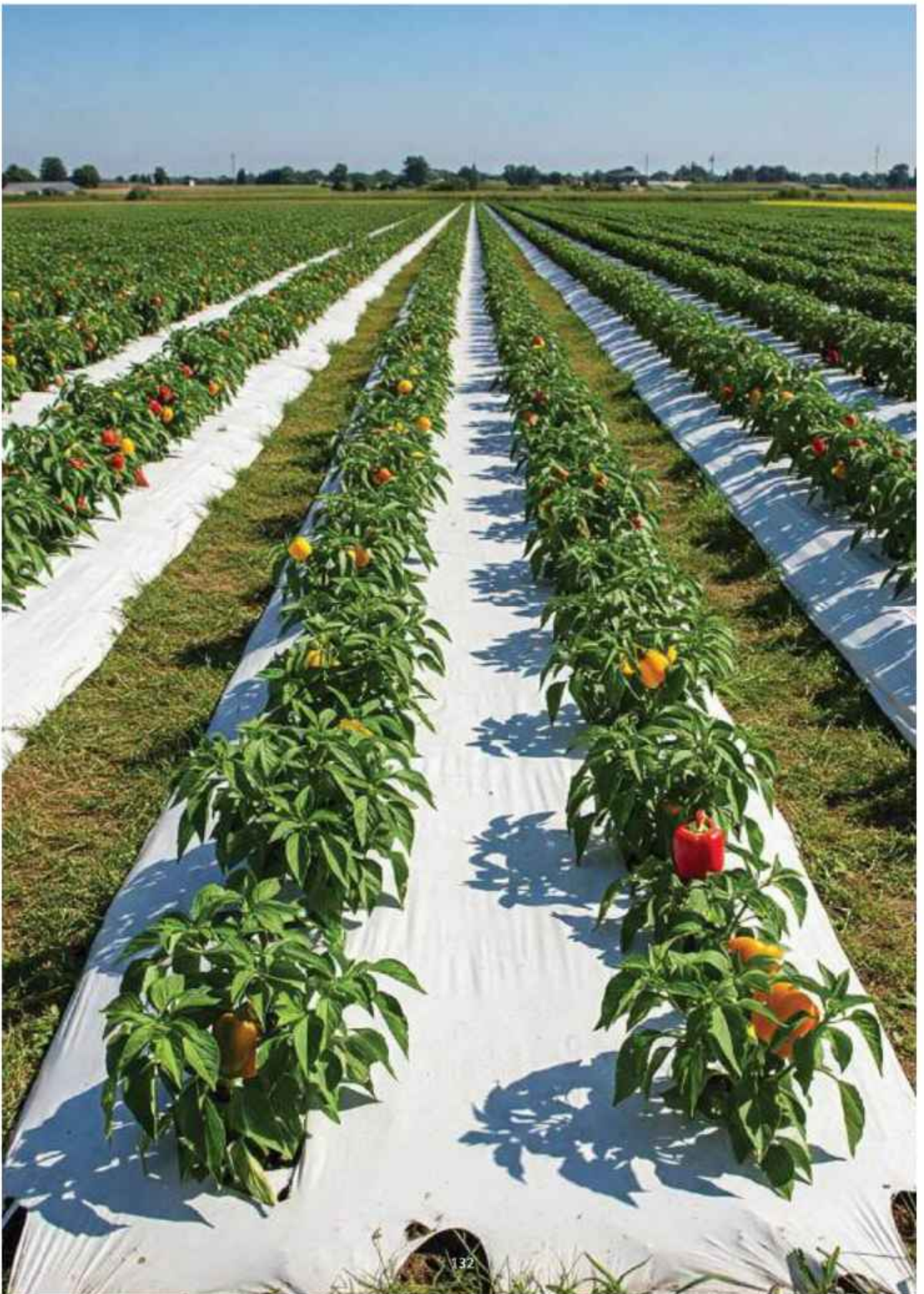
**Rajesh Solanki**  
Company Secretary

For and On behalf of the Board,  
**For EMMBI INDUSTRIES LIMITED**

**Makrand Appalwar**  
(Managing Director)  
DIN : 00171950

**Rinku Appalwar**  
(CFO & Executive Director)  
DIN : 00171976











# THE CIRCLE OF BUSINESS

**C**ircular Economy, as a concept, was popularized by the Ellen MacArthur Foundation, in 2010. And, while it quickly became a buzzword, it has probably builds on ideas like Walter Stahel's 'Cradle to Cradle' concept from the late 1970s. That concept emphasized designing products and systems to be safe for humans and the environment, and to minimize waste.

Simply put, the circular economy is a model of production and consumption, which involves sharing, leasing, reusing, repairing, refurbishing and recycling existing materials and products as long as possible. In this way, the life cycle of products is extended. It implies reducing waste to a minimum, by keeping materials of products which have reached the end of their life, within the economy where possible. These can be productively used again and again, thereby creating further value.

Of course, this requires a lot of effort on the part of businesses to create a comprehensive and robust framework to enable and encourage recycling. This implies significant investments on the part of business – something that many would be reluctant to commit to, given the focus on short-term profitability.

The UN, on its part, has been encouraging nations and businesses to come together to shape a cleaner, greener, and more sustainable practice. The Paris Accord of 2015, was a landmark agreement which brought 196 nations together in a legally binding agreement to limit global warming. However, as is wont, these big, almost audacious, goals can never be achieved unless all signatories come together in spirit, and in action.

Emmbi firmly believes that the responsibility of moving the needle on limiting and reversing climate change can not rest with the developed nations alone, simply because the largest proportion of the global population lives in the Global South, and their immediate pressing needs are likely to be sustenance, not climate change. As one of the world's leading player in the polymer industry, we recognize our responsibility to act when others speak. To do the right things, even when nobody's asking us to. To look beyond the immediate, to the long-term.

That is what 'Brighter Every Way' means to us.

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
EMMBI INDUSTRIES LIMITED

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying Consolidated Financial Statements of Emmbi Industries Limited ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement for the year then ended on that date and notes to the Consolidated Financial Statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements / financial information of the subsidiaries referred to in the Other Matters section below, 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 prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025 and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' 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 Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and audit evidence obtained by other auditors in terms of their reports referred to in "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current year. 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. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Financial Statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements.



Key Audit Matter	Auditor's Response
<p>Revenue Recognition</p> <p>-The Company recognises revenue from sale of products when performance obligations are fulfilled at the time of dispatch.</p> <p>-We identified the Company's assessment of the timing of fulfilment of its performance obligation towards the customers at point of time of dispatch to goods as a key audit matter since application of revenue recognition accounting standard (IND AS 115, Revenue from Contracts with customers) is complex and involves a number of key judgements and estimates in mainly identifying performance obligations and related transaction price.</p> <p>-(See Note 3.4 &amp; Note 25 to the consolidated financial statements)</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <p>-We obtained an understanding of the revenue recognition processes, systems and controls implemented by the Company for recording revenue and tested the Company's controls around the timely and accurate recording of sales transactions;</p> <p>-On selected specific samples of contracts, we tested that the revenue recognised is in accordance with the revenue recognition accounting standard including</p> <p>- Evaluated the identification of performance obligations and the ascribed transaction price; and</p> <p>-Verified the underlying sales contracts and other related documents that evidence the dispatch and shipment of goods to the customers.</p>

## INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board Report including annexures thereon but does not include the Consolidated Financial Statements and our auditor's 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, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors 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.

## MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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



The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 auditors' 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 auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

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

### Other Matters

We did not audit the financial information of 1 subsidiary, whose financial information reflect total assets of Rs. 52.70 Lakhs as at 31<sup>st</sup> March, 2025 (PY Nil), total revenues of Rs. Nil (PY Nil) and net cash inflows amounting to Rs. 27.13 Lakhs (PY cash inflows of Rs.Nil) for the year ended on that date, as considered in the Consolidated Financial Statements. The aforesaid financial information has been only reviewed by us and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based on the such review. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the Consolidated Financial Statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books except for the matters stated in paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow 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 financial statements comply with the Ind AS specified under section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Company, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act. There are no subsidiary companies in India, and, therefore, this is not applicable to directors of subsidiary companies.

- f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 1(b) above on reporting under Section 143(3)(b) of the Act and paragraph 1(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Holding Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements. There are no subsidiary companies in India, and, therefore, this is not applicable to subsidiary companies.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us. There are no subsidiary companies in India, and, therefore, this is not applicable to subsidiary companies.

- i. 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 Group has disclosed the impact of pending litigations on its consolidated financial position in its Consolidated Financial Statements.
  - ii) The Group doesn't have any long term contracts including derivative contracts requiring provision for material foreseeable losses.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the entities of the Group.

The respective Managements of the Holding Company and its subsidiaries, whose financial statements have been audited under the Act, have represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("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, whose financial statements have been audited under the Act, have represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on such audit procedures, that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiaries whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii), as provided under a) and b) above, contain any material misstatement.
- v. The dividend declared or paid during the year by the Holding Company is in compliance with Section 123 of the Act.
- vi. Based on our examination, which includes test checks, the Holding company has used such accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software and the audit trail feature has not been tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention. There are no subsidiary companies in India, and, therefore, this is not applicable to directors of subsidiary companies.



2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the Consolidated Financial Statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports. There are no subsidiary companies in India, and, therefore, this is not applicable to directors of subsidiary companies

**For R DALIYA & ASSOCIATES**

Chartered Accountants

(ICAI FRN: 102060W)

R S. Daliya

Partner

(M No. 043703)

Place: Mumbai

Date: 24<sup>th</sup> May 2025

UDIN: 25043703BMOHZX8424



# ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 1(g) of the Report on Other Legal and Regulatory Requirements' in our report of even date)

## 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 Emmbi Industries Ltd. ("the Parent") as of 31st March, 2025, we have audited the internal financial controls with reference to the Consolidated Financial Statements of the Holding Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated 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 system with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls with reference to Consolidated Financial Statements.

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

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



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

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

## Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Holding Company has, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at 31st March 2025, based on the internal controls with reference to Consolidated Financial Statements criteria established by the Holding Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial reporting issued by ICAI.

## For and on behalf of

R Daliya & Associates

Chartered Accountants.

FRN: 102060W

R.S. Daliya

Partner

Membership No.: 043703

UDIN: 25043703BMOHZX8424

Place: Mumbai

Date: 24<sup>th</sup> May 2025





## CONSOLIDATED BALANCE SHEET

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

PARTICULARS	NOTES	As At 31st March, 2025 (INR in Millions)	As At 31st March, 2024 (INR in Millions)
<b>A ASSETS</b>			
<b>1. Non Current Assets</b>			
(a) Property, Plant & Equipment	5	1,699.99	-
(b) Capital Work in Progress	5	-	-
(c) Intangible Assets	5	130.58	-
(d) Financial Assets			
a) Investments	6	0.13	-
b) Loans		-	-
c) Other Financial Assets	7	24.21	-
Income Tax Asset	8	25.43	-
Other Non-Current Assets	9	0.54	-
<b>Sub Total - Non Current Assets</b>		<b>1,881.10</b>	<b>-</b>
<b>2. Current Assets</b>			
Inventories	10	1,235.71	-
Financial Assets			
(a) Trade Receivables	11	845.11	-
(b) Cash & Cash Equivalent	12	17.04	-
(c) Bank balances other than b) above	13	0.24	-
Other Current Assets	14	136.63	-
<b>Sub Total - Current Assets</b>		<b>2,234.72</b>	<b>-</b>
<b>TOTAL ASSETS</b>		<b>4,115.83</b>	<b>-</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity Share Capital	15	184.74	-
(b) Other Equity	16	1,678.76	-
<b>Sub Total - Share Holders' Fund</b>		<b>1,863.50</b>	<b>-</b>
<b>2. Non Current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	17	359.50	-
Other Non Current Liabilities		-	-
Employee Benefit Provisions	18	17.09	-
Deferred Tax Liabilities	19	131.61	-
Liabilities for Income Tax	20	21.02	-
<b>Sub Total - Non Current Liabilities</b>		<b>529.02</b>	<b>-</b>
<b>3. Current Liabilities</b>			
Financial Liabilities			
(a) Borrowings	21	1,234.01	-
(b) Trade Payables			
(i) Dues to Micro Enterprises and Small Enterprises (MSME)	22	-	-
(ii) Payables other than MSME	22	475.31	-
(c) Other Financial Liabilities	23	13.99	-
Provisions		-	-
<b>Sub Total - Current Liabilities</b>		<b>1,723.31</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>4,115.83</b>	<b>-</b>
Significant Accounting Policies and Notes to Financial Statements	1-44		

The Holding Company did not have any subsidiaries, associates or joint ventures in the previous year. Therefore, consolidated financial statements for previous year was not required to be prepared and presented.

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24th May, 2025

Rajesh Solanki  
Company Secretary

For and On behalf of the Board.  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For The Year Ended 31<sup>st</sup> March, 2025

PARTICULARS	NOTES	FOR THE YEAR ENDED	
		31st March, 2025 (INR in Millions)	31st March, 2024 (INR in Millions)
<b>INCOME</b>			
Revenue from Operations		4,737.85	-
Less : GST recovered		696.05	-
Revenue from Operations (Net)	25	4,041.80	-
Other Incomes	26	1.98	-
<b>Total Income (I)</b>		<b>4,043.77</b>	<b>-</b>
<b>EXPENDITURE</b>			
Cost of Materials Consumed	27	2,625.29	-
Changes in Inventories of Finished Goods and Stock-In-Process	28	(87.99)	-
Employee Benefits Expenses	29	189.11	-
Finance Costs	30	180.41	-
Depreciation and Amortization Expenses	31	117.72	-
Other Expenses	32	933.24	-
<b>Total Expenses (II)</b>		<b>3,957.78</b>	<b>-</b>
<b>PROFIT BEFORE TAX (I - II)</b>		<b>85.99</b>	<b>-</b>
Less : Tax Expenses			
(1) Current Tax		9.44	-
(2) Tax for earlier years		-	-
(3) Deferred Tax Liability		14.26	-
<b>Profit for the Period</b>		<b>62.29</b>	<b>-</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to Profit or Loss			
1. Remeasurement of Defined Benefit Plans		0.16	-
2. Income Tax		-	-
Items that will be reclassified to Profit and Loss Account			
1. Foreign Currency Translation Reserve		0.11	-
<b>Total Comprehensive Income for the period</b>		<b>62.56</b>	<b>-</b>
Net profit/(loss) for the period attributable to:			
Owners of the Holding Company		62.29	-
Non-controlling interest		-	-
Other comprehensive income/(loss) attributable to:			
Owners of the Holding Company		0.26	-
Non-controlling interest		-	-
Total comprehensive income/(loss) attributable to:			
Owners of the Holding Company		62.56	-
Non-controlling interest		-	-
<b>Earning Per Equity Share</b>			
(1) Basic (of Rs 10/- each)	34	3.46	-
(2) Diluted (of Rs 10/- each)	34	3.24	-
Significant Accounting Policies and Notes to Financial Statements	1-44		

The Holding Company did not have any subsidiaries, associates or joint ventures in the previous year. Therefore, consolidated financial statements for previous year was not required to be prepared and presented.

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24th May, 2025

Rajesh Solanki  
Company Secretary

For and On behalf of the Board,  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976

## AUDITED CONSOLIDATED CASH FLOW STATEMENT

For The Year Ended 31st March, 2025

PARTICULARS	FOR THE YEAR ENDED 31ST MARCH 2025		FOR THE YEAR ENDED 31ST MARCH 2024	
	(INR in Millions)	(INR in Millions)	(INR in Millions)	(INR in Millions)
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net Profit Before Tax		85.99		-
Depreciation & Amortisation	117.72		-	
Finance Cost	180.41		-	
Sundry Balances Written off	-		-	
Provision For Gratuity	0.51		-	
Interest Received	(1.87)		-	
Dividend Received	(0.00)		-	
Bad Debt	0.03		-	
Rent received	-		-	
Interest on Income Tax	-		-	
(Profit)/ Loss on Sale of Property, Plant & Equipment	0.20		-	
		297.01		-
<b>Operating Profit Before Working Capital Changes</b>		<b>383.00</b>		-
Adjustments for Working Capital Changes :				
Trade Payables and Other Current Liabilities	70.65		-	
Inventories	(130.66)		-	
Trade Receivables	(65.81)		-	
		(125.63)		-
<b>CASH FLOW FROM OPERATIONS</b>		<b>257.17</b>		-
Taxes Paid (Net)		(9.18)		-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>		<b>247.99</b>		-
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Property, Plant & Equipment, Intangible Asset	(187.46)		-	
Additions to CWIP	-		-	
(Investment)/Disinvestment in Subsidiary	-		-	
Sale Of Property, Plant & Equipment	1.82		-	
Movement in Loans and Advances	(5.87)		-	
(Investment)/ Redemption of Term Deposits	-		-	
Interest Received	1.87		-	
Dividend Received	0.00		-	
Rent received	-		-	
<b>NET CASH (USED IN) INVESTING ACTIVITIES (B)</b>		<b>(189.64)</b>		-
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES :-</b>				
Proceeds from issue of Share Warrants	20.89		-	
Proceeds / (Repayment) from Long Term Borrowings	(64.79)		-	
Increase/(Decrease) in Working Capital Borrowings	92.25		-	
Proceeds from issue of Share Capital	85.38		-	
(Loan)/ Repayment to Subsidiary & LLP	-		-	
Expenses on issue of Share Warrants	(0.68)		-	
Interest paid on Loan	(180.41)		-	
Dividend Paid (Including TDS)	(5.31)		-	
<b>NET CASH FLOW USED IN FINANCING ACTIVITIES(C)</b>		<b>(52.86)</b>		-
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>		<b>0.11</b>		-
Effects of exchange rate changes on cash and cash equivalents		5.59		-
Cash & Cash Equivalent at the beginning of the year:		11.45		-
Cash & Cash Equivalent at the end of the year:		17.04		-

1 This statement is prepared as per Ind AS-7 (Indirect method)

2 Previous Year's figures were re-grouped wherever necessary.

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24th May, 2025

Rajesh Solanki  
Company Secretary

For and On behalf of the Board,  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Year Ended 31st March, 2025

### A. SHARE CAPITAL

Equity shares of ₹ 10 each issued, subscribed and fully paid:	NOTES	NO.OF SHARES	(INR in Millions)
Balance as on March 31, 2024	15	-	-
Balance as on March 31, 2025	15	18,473,583	184.74

### B. OTHER EQUITY

Particulars	SECURITIES PREMIUM ACCOUNT	RETAINED EARNINGS	MONEY RECEIVED AGAINST SHARE WARRANTS	FOREIGN CURRENCY TRANSLATION RESERVE	TOTAL
Balance on April 1, 2023	-	-	-	-	-
Profits for the year 2023-24	-	-	-	-	-
Dividend paid for FY 2022-23	-	-	-	-	-
Tax Deducted at Source on above	-	-	-	-	-
Other Comprehensive Income / (Loss) for the year	-	-	-	-	-
Add/Less : Other Adjustments	-	-	-	-	-
Balance at the end of the reporting period March 31, 2024	272.65	1,251.70	-	-	1,524.35
Profits for the year 2024-25	-	62.29	-	-	62.29
Dividend paid for FY 2023-24	-	[4.89]	-	-	[4.89]
Tax Deducted at Source on above	-	[0.42]	-	-	[0.42]
Other Comprehensive Income / (Loss) for the year	-	-	-	-	-
Addition to Share Premium account	77.55	0.16	-	-	77.71
Money Received against Share Warrants	-	-	20.89	-	20.89
Addition to Foreign Currency Translation Reserve	-	-	-	0.11	0.11
Add/Less : Other Adjustments	[0.68]	[0.60]	-	-	[1.28]
Balance at the end of the reporting period March 31, 2025	349.52	1308.24	20.89	0.11	1,678.76

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24th May, 2025

Rajesh Solanki  
Company Secretary

For and On behalf of the Board.  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976

# NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended On March 31, 2025

## NOTE: 1 COMPANY OVERVIEW

EMMBI INDUSTRIES LIMITED ("Emmbi" or "The Holding Company") is a public limited company incorporated and domiciled in India and has its registered office at Silvassa, UT of Dadra & Nagar Haveli and Daman & Diu, India. The Holding Company has its primary listings on the BSE Limited and National Stock Exchange (India) Limited. The financials were authorized for issuance by the Holding Company's Board of Directors and Audit Committee on May 24<sup>th</sup> 2025.

The principal activities of the Holding Company comprise of Manufacturing of HDPE & PP - Woven Polymer Based Products.

These Consolidated Financial Statements of the Holding Company and the subsidiaries ("Group") includes the financial statements of the following subsidiaries controlled by the Holding Company:

1. Zastian PTE Limited (Singapore)
2. Zastian Europe GmbH (Germany)

## NOTE: 2 BASIS OF PREPARATION AND MEASUREMENT

### 2.1 Statement of Compliance

The Consolidated Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The Separate financial statements are presented in addition to the Consolidated Financial Statements presented by the Group.

### 2.2 Accounting Convention and Basis of Measurement

The Consolidated Financial Statements have been prepared on the historical cost convention and on an accrual basis, except the following material items that have been measured at fair value as required by relevant Ind AS:

- i. Certain financial assets measured at fair value (refer accounting policy on financial instruments)
- ii. Defined benefit and other long - term employee benefits.

### 2.3 Functional and presentation currency

The financial statements are presented in Indian rupees, which is the functional currency of the company and the currency of the primary economic environment in which the company operates. All financial information presented in Indian rupees has been rounded to the nearest millions of rupees except share and per share data.

### 2.4 Use of Judgements, estimates and assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses and the disclosure of contingent liabilities and contingent assets. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions in respect of following areas, that have most significant effect to the carrying amounts within the next financial year are included in the relevant notes.

- i. Useful Lives and Residual values of property, plant and equipment and intangibles.
- ii. Measurement of defined benefit obligations.
- iii. Measurement and likelihood of occurrence of provisions and contingencies.
- iv. Recognition of deferred tax assets.

## 2.5 Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## 2.6 Principles of consolidation

Subsidiaries are all entities over which the Group has control. Control is achieved when the Group has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to use its power to affect its returns. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, 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. Wherever necessary and relevant, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.





## NOTE: 3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

### 3.1 Property, Plant and Equipment (PPE)

- i. Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.
- ii. The cost of property, plant and equipment includes those incurred directly for the construction or acquisition of the assets, and directly attributable to bringing it to the location and condition necessary for it to be capable of operating in the manner intended by the management.
- iii. The cost of major spares is recognised in the carrying amount of the item of property, plant and equipment, in accordance with the recognition criteria set out in the standard. The carrying amount of the replaced part is derecognized at the time of actual replacement. The costs of day-to-day servicing of the item are recognised in statement of profit and loss as incurred.
- iv. Depreciation on tangible assets including those on leasehold premises is provided under straight line method over the useful life of assets specified in Part C of Schedule II to the Companies Act, 2013 and in the manner specified therein, except in respect of dyes and moulds which are depreciated over their technically estimated useful lives on straight line method.
- v. Depreciation methods, useful lives and residual values are reviewed at each reporting date and accounted as change in accounting estimate.
- vi. Each component / part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately only when it has a different useful life. The gain or loss arising from the de-recognition of an item or property, plant and equipment is included in statement of profit and loss when the item is derecognized.
- vii. Expenditure attributable / relating to PPE under construction / erection is accounted as below:
  - A. To the extent directly identifiable to any specific plant /unit, trial run expenditure net of revenue is included in the cost of property, plant and equipment.
  - B. To the extent work not completed to any specific plant /unit, is grouped under 'capital work-in-progress'.

### 3.2 Intangible Assets

- i. Intangible asset is recognised when it is probable that future economic benefits are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.
- ii. Brand and Knowledge Development Cost is recognized as intangible asset upon completion of development and commencement of commercial production.
- iii. Intangible assets are amortized on straight line method over their technically estimated useful lives.
- iv. Useful lives for all intangible assets are reviewed at each reporting date. Changes, if any, are accounted for as changes in accounting estimates.

### 3.3 Inventories are valued as under:

I) Raw materials, components, consumables and stores & spares	Cost or net realisable value, whichever is lower.
II) Work in progress and finished goods	Net realisable value or cost of materials plus cost of conversion and other costs incurred in bringing them to the present location and condition, whichever is lower
III) Consumable Spares	Cost or net realisable value, whichever is lower.

### 3.4 Revenue from contracts with customers

The Group derives revenues primarily from sale of HDPE & PP - Woven Polymer Based Products.

Ind AS 115 "Revenue from Contracts with Customers" provides a control-based revenue recognition model and provides a five step application approach to be followed for revenue recognition.

- Identify the contract(s) with a customer;
- Identify the performance obligations;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations;
- Recognise revenue when or as an entity satisfies performance obligation

#### Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding central taxes or duties collected on behalf of the Government. Revenue is recognized 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. The Group discloses amounts including Goods and Services Tax collected on behalf of the Government for better and more transparent disclosures. However, Revenue from Operations stated in the Statement of Profit and Loss is net of GST collected from the customer.

#### Sale of goods

- a. Inland sales have been accounted for at the time of dispatch of goods from the factory as the sales are on FOB basis.
- b. Export sales have been accounted for at the time of dispatch of goods from the factory as the sales are on FOB basis.

### 3.5 Employee Benefits

#### i) Short Term Benefits:

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits. The cost of the benefits like salaries, wages, medical, leave travel assistance, short term compensated absences, bonus, exgratia, etc. is recognised in the period in which the employee renders the related service.

#### ii) Post Employment Benefits:

##### A) Defined contribution plans:

The contribution paid/ payable under provident fund scheme, ESI scheme and employee pension scheme is recognised as expenditure in the period in which the employee renders the related service.

##### B) Defined Benefit Plans:

The Group's obligation towards gratuity is a benefit plan. The present value of the estimated future cash flows of the obligation under such plan is determined based on actuarial valuation using the projected unit credit method. Any difference between the interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experienced adjustments within the plan are recognised immediately in other comprehensive income and subsequently not reclassified to the statement of profit and loss.

### 3.6 Foreign Currency Transactions

- i. Transactions relating to non-monetary items and sale of goods/ services denominated in foreign currency are recorded at the exchange rate prevailing or a rate that approximates the actual rate on the date of transactions.
- ii. Assets and liabilities in the nature of monetary items denominated in foreign currency are restated at prevailing exchange rate as at the end of the reporting period.
- iii. Exchange differences arising on account of settlement/conversion of foreign currency monetary items are recognised as expense or income in the period in which they arise.

### 3.7 Current Tax and Deferred Tax

#### i) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

## ii) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profits differ as reported in the statement of profit and loss because of items of income and expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Provisions of Section 115BAA of the Income tax Act, 1961 gives benefit of a reduced corporate tax rate for domestic companies and states that the domestic companies have the option to pay tax at a rate of 25.168%. During the previous year FY 2023-24, the Holding Company adopted and shifted to the new tax regime. The impact of this change led to the reduction in the direct tax outflow of the Holding Company.

## iii) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all temporary differences to the extent that it is possible that taxable profits will be available against those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

## 3.8 Borrowing Costs

- i. Borrowing costs incurred for obtaining assets which take substantial period to get ready for their intended use are capitalized to the respective assets wherever the costs are directly attributable to such assets and in other case by applying weighted average cost of borrowings to the expenditure on such assets. Post the commercial production or trial run, borrowing cost will be treated as expense for the year.
- ii. Other borrowing costs are treated as expense for the year.

## 3.9 Financial Instruments (Financial assets and financial liabilities)

- i. All financial instruments are recognised initially at fair value. The classification of financial instruments depends on the objective of the business model for which it is held and the contractual cash flows that are solely payments of principal and interest on the principal amount outstanding. For the purpose of subsequent measurement, financial instruments of the Group are classified into (a) Non-Derivative financial instruments and (b) Derivative financial instruments.
- ii. Financial Instruments
  - A) Security deposits, cash and cash equivalents, employee and other advances, trade receivables and eligible current and non-current financial assets are classified as financial assets under this clause.
  - B) Loans and borrowings, trade and other payables including deposits collected from various parties and eligible current and non-current financial liabilities are classified as financial liabilities under this clause.
  - C) Financial instruments are subsequently carried at amortized cost wherever applicable using Effective Interest Rate method (EIR) less impairment loss.
  - D) Transaction costs that are attributable to financial instruments are recognized at amortized cost which are included in the fair value of such instruments.



### 3.10 Impairment

#### i. Financial Assets

- A) The company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure.
- Financial assets that are debt instruments, and are measured at amortized cost wherever applicable for e.g. loans, debt securities, deposits, and bank balance.
  - Trade Receivables
- B) The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

#### ii. Non-financial Assets

The Company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial asset is impaired. If any such indication exists, the company estimates the amount of impairment loss.

### 3.11 Provisions

- Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefit will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.
- The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and uncertainties surrounding the obligation
- When some or all of the economic benefits require to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### 3.12 Earnings Per Share (EPS)

- Basic EPS is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year/ period.
- Diluted EPS is computed by dividing the profit after tax, as adjusted for dividend, interest and other charges to expenses or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic EPS and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

### 3.13 Leases

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 for consideration.

#### Group as a Lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is

subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets (presented under property, plant and equipment in the Balance Sheet) is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases 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. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group recognises the amount of the re-measurement of lease liability as an adjustment to the right-of-use asset. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

### **Group as a Lessor**

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease. If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue to allocate the consideration in the contract.

### **3.14 Business Combinations**

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary/ demerged undertaking comprises of :

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the group; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

### **3.15 Going Concern**

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. When preparing financial statements, management makes an assessment of the group's ability to continue as going concern. Financial statements are prepared on going concern basis unless management either intends to liquidate the group or to cease trading, or has no realistic alternative but to do so. When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the group's ability to continue as going concern, those uncertainties are disclosed. When the financial statement is not prepared on a going concern basis, that fact is disclosed, together with the basis on which the financial statement is prepared and the reason why the group is not regarded as going concern.

### **3.16 Subsequent Events**

Financial statements are approved after considering 'Adjusting Event' and 'Non-adjusting event'. Adjustments to assets and liabilities are made for events occurring after the Balance Sheet date that provide additional information materially affecting the determination of the amounts relating to conditions existing at the Balance Sheet date or because of statutory requirements or because of their special nature. For non-adjusting events, the Group may provide a disclosure in the financial statement considering the nature of the transaction.

## **4.1 Changes in accounting policies and disclosures New and amended standards effective in current year that begins on or after 1 April 2024**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has 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. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

## **4.2 Standards issued but not yet effective up to the date of Financial Statements:**

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has notified amendments to the existing standards IND AS 21: The Effects of changes in Foreign Exchange rates applicable to the Group w.e.f. April 01, 2025 to address concerns about currency exchangeability and provide guidance on estimating spot exchange rates when a currency is not exchangeable. There is no significant impact on the Group in the current year.



# NOTES ON FINANCIAL STATEMENTS

For The Year Ended 31.03.2025

(INR in Millions)

Note 5 : PROPERTY, PLANT & EQUIPMENT (PPE)

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
		As at 01-04-2024		As at 31-03-2025		As at 01-04-2024		As at 31-03-2025		As at 31-03-2024	
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
5.A. TANGIBLE FIXED ASSETS											
	Land	33.46	-	-	33.46	-	-	-	-	33.46	33.46
	Building	643.54	3.61	-	647.15	-	-	143.55	163.94	483.21	499.99
	Compound Wall	0.26	-	-	0.26	-	-	0.23	0.24	0.03	0.03
	Plant and Machinery	1,108.57	106.20	-	1,214.76	-	-	330.48	373.37	899.39	778.08
	Electrical Installation	23.28	4.07	-	27.35	-	-	9.37	11.44	15.90	13.91
	Furniture & Fixtures	91.54	5.87	-	97.41	-	-	40.52	47.93	49.48	51.02
	Cranes	0.71	-	-	0.71	-	-	0.70	0.70	0.01	0.01
	Office Equipment	69.45	9.40	-	78.85	-	-	33.41	40.56	38.29	36.04
	Other Equipment	0.01	-	-	0.01	-	-	0.01	0.01	0.00	0.00
	Vehicles	36.49	4.44	-	38.83	-	-	24.91	24.45	14.38	11.58
	Research & Development	245.92	42.90	-	288.82	-	-	52.48	63.23	225.59	193.44
	Computer (for P & D)	1.02	-	-	1.02	-	-	0.76	0.76	0.26	0.26
	(A)	2,254.24	176.48	-	2,430.62	(4.10)	-	636.62	726.63	1,699.99	1,617.83
5.B. INTANGIBLE FIXED ASSETS											
	Brand & Knowledge Development Cost	273.28	10.76	-	284.04	-	-	128.04	153.46	130.58	145.24
	Goodwill	-	0.23	-	0.23	-	-	-	-	0.23	-
	(B)	273.28	10.98	-	284.27	-	-	128.04	153.46	130.80	145.24
5.C. CAPITAL WIP											
	Building	-	-	-	-	-	-	-	-	-	-
	Plant & Machinery	-	-	-	-	-	-	-	-	-	-
	(C)	-	-	-	-	-	-	-	-	-	-
	TOTAL (A+B+C)	2,527.53	187.24	-	2,714.86	(4.10)	-	764.66	880.09	1,830.79	1,763.07

Ageing of Capital Work in Progress is as follows :

Project in Progress	Less than 1 yr				More than 3 yrs	Total
	Less than 1 yr	1-2 yrs	2-3 yrs	More than 3 yrs		
Project in Progress	-	-	-	-	-	-
Total	-	-	-	-	-	-

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### NOTE 6: NON CURRENT INVESTMENTS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Non-trade investments		
Unquoted Equity Instruments (Fully paid up)		
2,500 Equity Shares of Zoroastrian Co-Op Bank Ltd. Of Rs. 40/- each	0.10	-
2,500 Equity Shares of Saraswat Co-Op Bank Ltd. Of Rs. 10/- each	0.03	-
25% Shares of Global Bag S.R.O.	0.00	-
TOTAL	0.13	-

### NOTE 7: OTHER FINANCIAL ASSETS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Security Deposits	24.21	-
Bank Deposits (With more than 12 months maturity)		
Term Deposits	-	-
TOTAL	24.21	-

### NOTE 8: INCOME TAX ASSETS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Advance payment of Income Tax	25.43	-
TOTAL	25.43	-

### NOTE 9: OTHER NON CURRENT ASSETS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Prepaid Rental	0.54	-
TOTAL	0.54	-

### NOTE 10: INVENTORIES\*

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Raw Materials	315.03	-
Stock-in-Process	589.58	-
Finished Goods	242.26	-
Stores & Spares	88.84	-
TOTAL	1,235.71	-

\* Inventories are measured at cost or net realisable value, whichever is lower. As at the Balance Sheet date, there is no write-down/ provision on account of net realisable value being lower than cost.

### NOTE 11: TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Trade Receivable	845.11	-
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - Credit Impaired	2.15	-
Allowance for Credit Losses	(2.15)	-
TOTAL	845.11	-

Ageing for trade receivables from the due date of payment for each of the category as at 31st March, 2025

(INR in Millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 mths	6 mths -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables - considered good	844.13	0.93	0.05	-	-	845.11
Disputed Trade Receivables considered doubtful	-	0.64	0.01	0.49	1.01	2.15
	844.13	1.56	0.06	0.49	1.01	847.26
Less : Allowance for Credit Losses	-	(0.64)	(0.01)	(0.49)	(1.01)	(2.15)
	844.13	0.93	0.05	-	-	845.11

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

Ageing for trade receivables from the due date of payment for each of the category as at 31st March, 2024 (INR in Millions)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
	-	-	-	-	-	-
Less: Allowance for Credit Losses	-	-	-	-	-	-
	-	-	-	-	-	-

### NOTE 12: CASH AND CASH EQUIVALENTS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Balances with banks		
In Current Account	2.71	-
Cash on hand	1.40	-
Others:		
Term deposits with Banks (maturity of less than three months)	12.92	-
TOTAL	17.04	-
Cash & Cash Equivalent as per Cash Flow Statement	17.04	-

### NOTE 13: BANK BALANCE OTHER THEN ABOVE

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Earmarked balances with Banks		
Unclaimed Dividend A/c	0.24	-
Term Deposits (maturity of more than three months but less than twelve months)	-	-
TOTAL	0.24	-

### NOTE 14: OTHER CURRENT ASSETS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance with GST and other Govt. Authorities	57.17	-
Prepaid Expenses	22.90	-
Other Advances	56.56	-
TOTAL	136.63	-

### NOTE 15: EQUITY SHARE CAPITAL

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Authorised Share Capital		
2,00,00,000 (P.Y.: 1,80,00,000) Equity shares of Rs.10/- each	200.00	-
	200.00	-
Issued, Subscribed & Paid-up		
1,84,73,583 (P.Y.: 1,76,90,250) Equity shares of Rs. 10/- each, fully paid up	184.74	-
TOTAL	184.74	-

#### 15.1 THE RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING IS SET OUT BELOW :

(INR in Millions)

Particulars	As at 31.03.2025 No. of Shares	As at 31.03.2024 No. of Shares
Equity Shares at the beginning of the year	17,690,250	-
Changes during the year: Conversion of share warrants into fully paid Equity shares of Rs. 10/- each issued at a premium of Rs. 99/-	783,333	-
Equity Shares at the end of the year:	18,473,583	-



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### 15.2 THE DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES :

(INR in Millions)

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of Shares	% Held	No. of Shares	% Held
Makrand Moreswar Appalwar	3,839,550	20.78%	-	-
Rinku Makrand Appalwar	2,367,746	12.82%	-	-
Emmbi Laboratories Private Limited	1,663,100	9.00%	-	-
Maithili Appalwar	1,065,250	5.77%	-	-
Maithili Agrotech Private Limited	1,061,200	5.74%	-	-

### 15.3 Terms / Rights attached to the Equity Shares

The company has only one class of equity shares having par value of Rs. 10.00 per share (previous year Rs. 10.00 per share) Each holder of the equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting.

### 15.4 DETAILS OF SHAREHOLDINGS BY THE PROMOTER'S OF THE COMPANY

(INR in Millions)

Name of Shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of Shares	% Held	No. of Shares	% Held
Makrand Moreswar Appalwar	3,839,550	20.78%	-	-
Rinku Makrand Appalwar	2,367,746	12.82%	-	-
Emmbi Laboratories Private Limited	1,663,100	9.00%	-	-
Maithili Appalwar	1,065,250	5.77%	-	-
Maithili Agrotech Private Limited	1,061,200	5.74%	-	-
Kitec Industries (India) Private Limited	918,333	4.97%	-	-
Milarevinda Appalwar	242,157	1.31%	-	-
Avinash Laddha	185,000	1.00%	-	-

### NOTE 16: OTHER EQUITY (REFER TO THE STATEMENTS OF CHANGES IN EQUITY)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
(a) Securities Premium Reserves		
Balance as at the beginning of the year	272.65	-
Less: Expenses for Issue of Share Warrants	0.68	-
Add: Addition during the year	77.55	-
SUB-TOTAL	349.52	-
(b) Retained Earnings		
Balance as at the beginning of the year	1,251.70	-
Add : Profit for the Year	66.09	-
Add/Less : Other Comprehensive Income / (Expense) for the year	0.16	-
Add/Less : Other Adjustments	(0.60)	-
Less : Dividend	(4.89)	-
Less : TDS on Dividend	(0.42)	-
SUB-TOTAL	1,308.24	-
(c) Money Received Against Share Warrants		
Balance as at the beginning of the year	-	-
Add : Money received against Share Warrants	20.89	-
SUB-TOTAL	20.89	-
(d) Foreign Currency Translation Reserve		
Balance as at the beginning of the year	-	-
Add: Addition during the year	0.11	-
	0.11	-
TOTAL	1,678.76	-

#### Securities Premium:

Securities Premium Reserve is used to record the premium on issue of shares and is utilised in accordance with the provisions of the Companies Act, 2013.

#### Retained Earnings:

The Retained earnings of the Company are kept aside out of the Company's profits to meet future (known or unknown) obligations. Retained earnings is a free reserve which can be utilised for any purpose.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### Money Received Against Share Warrants:

Warrants represent the convertible warrants issued by the Company. These are convertible into 7,66,667 share by 24<sup>th</sup> May, 2025.

### NOTE 17: BORROWINGS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
(a) Secured				
Term Loans				
- From Banks	228.72	76.50	-	-
- From Corporates	130.78	55.93	-	-
Other loans & advances				
(b) Unsecured				
Term Loans				
- From Banks & NBF	-	-	-	-
- From Corporates	-	-	-	-
Other loans & advances				
TOTAL	359.50	132.43	-	-

#### 17.1 Term Loans:

Term Loans are secured by way of deposit of the title deeds in respect of immovable properties of the Company including Land & Building situated at Survey No. 191/2/4, Masat Village, Meghwad Road, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230, Survey No. 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230, Survey No. 87, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230 and Survey No. 28A & 42, Masat Industrial Estate, U.T. of Dadra & Nagar Haveli and Daman & Diu, Silvassa - 396230. First pari passu charge on entire fixed assets of the company, present and future and by way of Second pari passu charge on entire current assets of the company, present and future.

17.2 Other Loans and Advances are secured by way of hypothecation of Cars and Transport Vehicles purchased under Hire Purchase Scheme.

17.3 There is no default in repayment of principal loan or interest thereon.

#### 17.4 Repayment Schedule

(INR in Millions)

YEARS	Secured Loans	Unsecured Loans
For 2025-26	132.43	-
For 2026-27	109.73	-
For 2027-28	113.37	-
For 2028-29	90.72	-
For 2029-30	23.03	-
For 2030-31	14.28	-
For 2031-32	8.37	-

#### 17.5: Debt Reconciliation as per IND AS 7

(INR in Millions)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
Opening Balance of Borrowings	424.69	1,139.37	-	-
Add/(Less): Proceeds / (Repayment) from Long Term Borrowings	(64.99)	-	-	-
Add/(Less): Increase/(Decrease) in Working Capital Borrowings	-	94.64	-	-
Closing Balance of Borrowings	359.50	1,234.01	-	-

### NOTE 18: EMPLOYEE BENEFIT PROVISIONS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision for Employee Benefits (Gratuity)	17.09	-
TOTAL	17.09	-

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### NOTE 19: DEFERRED TAX LIABILITIES

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
At the start of the year	117.16	-
Deferred Tax Liability / (Asset) during the year attributable to:		
Fixed Asset (Depreciation and amortisation)	14.26	-
<b>TOTAL</b>	<b>131.41</b>	<b>-</b>

Note: Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

(INR in Millions)

MOVEMENT OF DEFERRED TAX LIABILITIES	As at 31.03.2025	As at 31.03.2024
At the start of the year	117.16	-
Charged/(Credited)		-
- to Profit or loss (depreciation)	14.26	-
<b>TOTAL</b>	<b>131.41</b>	<b>-</b>

### NOTE 20: PROVISIONS (NON CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Provision For Taxes	21.02	-
<b>TOTAL</b>	<b>21.02</b>	<b>-</b>

### NOTE 21: BORROWINGS (CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Current maturities of long term debt (Refer Note : 18)	132.43	-
From Banks		
Secured (Refer Note 22.1)	1,001.59	-
Loans from related party (Unsecured)	100.00	-
<b>TOTAL</b>	<b>1,234.01</b>	<b>-</b>

#### 21.1 Working Capital Loans :

Working Capital Loans are secured by way of First pari passu charge on entire current assets of the company, present and future and by way of Second pari passu charge on entire fixed assets of the company, present and future.

21.2 The quarterly returns/ statements filed with the Banks and Financial Institutions are in agreement with the books of accounts.

### NOTE 22: TRADE PAYABLES

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Dues to Micro Enterprises and Small Enterprises (MESE)	-	-
Payables other than MESE	475.31	-
<b>TOTAL</b>	<b>475.31</b>	<b>-</b>

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr	1-2 years	2-3 years	More than 3 yrs	
ii) MSME	-	-	-	-	-
iii) Others	474.71	-	-	0.60	475.31
	474.71	-	-	0.60	475.31

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 yr	1-2 years	2-3 years	More than 3 yrs	
ii) MSME	-	-	-	-	-
iii) Others	-	-	-	-	-
	-	-	-	-	-



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### NOTE 23: OTHER FINANCIAL LIABILITIES (CURRENT)

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
Unpaid Dividends	0.23	-
Others	13.76	-
<b>TOTAL</b>	<b>13.99</b>	<b>-</b>

### NOTE 24: CONTINGENT LIABILITIES AND COMMITMENTS

(INR in Millions)

Particulars	As at 31.03.2025	As at 31.03.2024
<b>a) Contingent liabilities not provided for</b>		
Guarantees		
1. Guarantee by Banks to Electricity Department (Silvassa)	16.16	-
2. Guarantee by Banks to District Horticulture Development Society.	6.90	-
3. Warranty against Sale of Retail Water Conservation products for 5 years	15.21	-
<b>b) Commitments</b>		
Estimated amount of contracts remaining to be executed		
- On capital account (Net of Advances) and not provided for		
- On account of Machinery	2.65	-
- On account of Land and Building	-	-

### NOTE 25: REVENUE FROM OPERATIONS

(INR in Millions)

Particulars	2024-25	2023-24
Revenue from - Sale of products		
Export Sales	2,684.37	-
Domestic Sales	2,053.48	-
	4,737.85	-
Less : GST recovered	696.05	-
<b>TOTAL</b>	<b>4,041.80</b>	<b>-</b>

### 25.1 DETAILS OF SALE OF PRODUCTS

(INR in Millions)

Particulars	2024-25	2023-24
Manufactured Goods		
Polymer Based Multiple Products	4,737.85	-
<b>TOTAL</b>	<b>4,737.85</b>	<b>-</b>

### NOTE 26: OTHER INCOME

(INR in Millions)

Particulars	2024-25	2023-24
Interest		
From Current Investments	1.87	-
From Others	-	-
Dividend		
From Long Term Investments (on shares of Co Op bank)	0.00	-
Other Non Operating Income	0.11	-
<b>TOTAL</b>	<b>1.98</b>	<b>-</b>

### NOTE 27: COST OF MATERIAL CONSUMED

(INR in Millions)

Particulars	2024-25	2023-24
Raw Materials Consumed		
Opening Inventory	292.02	-
Add : Purchases (Net)	2,648.31	-
	2,940.33	-
Less : Closing Inventory	315.03	-
<b>TOTAL</b>	<b>2,625.29</b>	<b>-</b>

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### 27.1 DETAILS OF INDIGENOUS AND IMPORTED RAW MATERIALS CONSUMED

Particulars	2024-25		2023-24	
	Rs.	% Consumption	Rs.	% Consumption
Imported	125.81	4.79	-	-
Indigenous	2,499.48	95.21	-	-
<b>TOTAL</b>	<b>2,625.29</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

### 27.2 PARTICULARS OF MATERIAL

Particulars	2024-25	2023-24
Polymer Granules And Films Of Various Grades and Others	2,625.29	-
<b>TOTAL</b>	<b>2,625.29</b>	<b>-</b>

### NOTE 28: CHANGES IN INVENTORIES OF STOCK-IN-TRADE, WORK-IN-PROGRESS AND FINISHED GOODS (INR in Millions)

Particulars	2024-25	2023-24
Inventories (At Close)		
Stock-in-Process	589.58	-
Finished goods	242.26	-
	831.84	-
Inventories (At Commencement)		
Stock-in-Process	501.17	-
Finished goods	242.68	-
	743.85	-
<b>TOTAL</b>	<b>(87.99)</b>	<b>-</b>

### NOTE 29: EMPLOYEE BENEFITS EXPENSES

(INR in Millions)

Particulars	2024-25	2023-24
Salaries	147.02	-
Employees Welfare Expenses	16.23	-
Contribution to Provident Fund and Other Fund*	21.74	-
Gratuity	4.12	-
<b>TOTAL</b>	<b>189.11</b>	<b>-</b>

\* Includes amount of Rs. Nil received under ABRV, PMRPY AND PMPRPY Schemes.

### NOTE 30: FINANCE COSTS

Particulars	2024-25	2023-24
Interest	137.79	-
Other borrowing costs	42.62	-
<b>TOTAL</b>	<b>180.39</b>	<b>-</b>

### NOTE 31: DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	2024-25	2023-24
Depreciation and Amortization	117.72	-
<b>TOTAL</b>	<b>117.72</b>	<b>-</b>

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### NOTE 32: OTHER EXPENSES

(INR in Millions)

Particulars	2024-25	2023-24
<b>MANUFACTURING EXPENSES</b>		
Factory Wages	251.83	-
Power and Fuel	104.32	-
Labour Charges	99.18	-
Consumable Stores	109.27	-
Repairs & Maintenance	25.03	-
Other Manufacturing Expenses	12.77	-
Sub-Total (A)	602.40	-
<b>SELLING AND DISTRIBUTION EXPENSES</b>		
Freight Forwarding Expenses	215.16	-
Sales Promotion Expenses	14.60	-
Vehicle Expenses	4.98	-
Incentive	2.41	-
Other Selling and Distribution Expenses	3.22	-
Sundry Export Expenses	2.47	-
Commission	0.33	-
Sub-Total (B)	243.16	-
<b>ESTABLISHMENT EXPENSES</b>		
Legal and Professional Charges	18.35	-
Scientific Research & Development	-	-
Rent	45.36	-
Tour & Travelling Expenses	24.17	-
Insurance	10.32	-
Printing, Stationary, Computer & Xerox Expenses	4.64	-
Postage and courier Expenses	2.58	-
Telephone Expenses	1.41	-
General Expenses	11.82	-
Electricity Expenses - Mumbai Office	1.23	-
Sundry Balances W/off (W/back)	0.41	-
Conveyance Expenses	2.67	-
Donations	0.09	-
Donations for CSR Activities	3.29	-
Foreign Exchange Variation (Net)	(40.95)	-
Payment to Auditor [See Note 33.3]	1.80	-
Gst Reversal On Purchases & Expenses	0.16	-
Loss on Sale of Fixed Asset	0.31	-
Amortisation of prepaid asset	-	-
Sub-Total (C)	87.67	-
<b>TOTAL [(A)+(B)+(C)]</b>	<b>933.24</b>	<b>-</b>

### NOTE 32.1: DETAILS OF STORES, CHEMICALS AND PACKING MATERIALS CONSUMED

(INR in Millions)

Particulars	2024-25	2023-24
Imported	-	-
Indigenous	109.27	-
<b>TOTAL</b>	<b>109.27</b>	<b>-</b>

### NOTE 32.2: VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF

(INR in Millions)

Particulars	2024-25	2023-24
Import of Raw Materials	125.81	-
<b>TOTAL</b>	<b>125.81</b>	<b>-</b>

### NOTE 32.3: PAYMENT TO AUDITORS

(INR in Millions)

Particulars	2024-25	2023-24
<b>As Auditor</b>		
Audit Fee	1.25	-
Tax Audit Fee	0.20	-
Certification Fees	0.35	-
<b>TOTAL</b>	<b>1.80</b>	<b>-</b>



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### 32.4: EXPENDITURE IN FOREIGN CURRENCY

(INR in Millions)

Particulars	2024-25	2023-24
Foreign Bank Charges	0.78	-
Testing Charges	2.53	-
Foreign Travelling Expenses	9.06	-
Freight Charges	166.07	-
Research & Development Expenses	1.48	-
Membership Fees	1.48	-
Discount & Commission	1.08	-
Knowledge Development Expenses	0.19	-

### 32.5: Foreign Exchange Loss / (Gain) of Rs.

(INR in Millions)

Particulars	2024-25	2023-24
Foreign Exchange Loss / (Gain) of Rs.	(40.95)	-

### NOTE 33: EARNINGS PER SHARE (EPS)

(INR in Millions)

Particulars	2024-25	2023-24
Net Profit after tax as per Statement of Profit and Loss	66.09	-
Weighted Average number of equity shares used as denominator for calculating EPS	17,988,560	-
Weighted Average number of equity shares used as denominator for calculating DEPS	19,240,250	-
Basic Earnings per share	3.46	-
Diluted Earnings per share	3.24	-
Face Value per equity share	10.00	-

### NOTE 34: EARNINGS IN FOREIGN EXCHANGE

(INR in Millions)

Particulars	2024-25	2023-24
FOB value of Exports	2,574.97	-

### NOTE 35: RELATED PARTY DISCLOSURES

(INR in Millions)

Name of Related Party (Designation)	Nature of Transaction	Amount of Transaction 2024-25	Amount of Transaction 2023-24	Balance as on 31.03.2025
Makrand Appalwar (Managing Director)	Remuneration Outstanding Remuneration	7.80 -	- -	0.46 -
Rinku Appalwar (CFD & Director)	Remuneration Outstanding Remuneration	7.23 -	- -	0.42 -
Maithili Appalwar (Executive Assistant to Chairman and MD)	Remuneration Outstanding Remuneration	1.12 -	- -	0.39 -
Payment to Non - Executive Directors	Sitting Fees	2.43	-	-
Emmbi Foundation	CSR Donation	4.35	-	-
Kaushal Patil (Company Secretary)	Salary	-	-	-
Rajesh Solanki (Company Secretary)	Salary	1.46	-	0.13
Kitec Industries (India) Private Limited (Common Directors and Shareholder)	Sale of Goods	1.18	-	-
Kitec Industries (India) Private Limited (Common Directors)	Purchases	0.52	-	0.04

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

(INR in Millions)

Kitec Industries (India) Private Limited (Common Directors)	Intercompany Deposit received	100.00	-	100.00
Kitec Industries (India) Private Limited (Common Directors)	Interest on Loan	0.99	-	-
Kitec Industries (India) Private Limited (Common Directors)	Issue of Share Warrants pending conversion	20.89	-	-
Kitec Industries (India) Private Limited (Common Directors)	Conversion of Share Warrants into Equity Shares	85.38	-	-
Zastian PTE Limited (Subsidiary)	Investment	0.01	-	0.01
Zastian PTE Limited (Subsidiary)	Loans and Advance	1.26	-	1.26
Zastian PTE Limited (Subsidiary)	Loan Given	4.23	-	4.23
Zastian PTE Limited (Subsidiary)	Interest Received on Loan	0.14	-	0.14
Dividend paid to Relatives	Dividend paid to Relatives	3.17	-	-

### NOTE 36: TRADE PAYABLES TO MICRO, SMALL AND MEDIUM ENTERPRISES

Particulars	2024-25	2023-24
Sundry Creditors include dues to Micro, Small and medium scale industrial undertaking.	-	-
Disclosures pertaining to Micro, Small and Medium Enterprises (as per information available with the company).	-	-
The Company has sought confirmation from all the creditors regarding their registration as Micro, Small and Medium Enterprises, however till date of the Balance Sheet, no confirmation has been received and hence none of the creditors have been categorised as pertaining to Micro, Small and Medium Enterprises.	-	-

**NOTE 37:** The entire operation of the Company relate to only one segment viz. Polymer based multiple products. Hence, as per the Management approach under Ind AS - 108, the company has a single operating segment. Revenue is evenly spread across various customers and not concentrated at major customers. No single customer/ customer group contributes 10% or more of the total revenue of the Company.

**NOTE 38:** During the current year, a Wholly-Owned Foreign Subsidiary Company, of Emmbi Industries Limited, in the name of 'ZASTIAN PTE. LTD.' ('Zastian') has been incorporated in Singapore. Subsidiary, Zastian PTE Limited (Singapore), has acquired 100% shareholding of Zastian Europe GmbH (ZEG), Germany making ZEG a step down subsidiary of Emmbi Industries Limited.

### NOTE 39: CATEGORY WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

(INR in Millions)

Particulars	Refer Note	March 31, 2025			March 31, 2024		
		FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
FINANCIAL ASSETS							
Trade receivables	11	-	-	845.11	-	-	-
Loans		-	-	-	-	-	-
Cash and Bank Balances	12	-	-	17.28	-	-	-
Interest accrued		-	-	-	-	-	-
Investments	6	-	0.13	-	-	-	-
Security deposits	7	-	-	24.21	-	-	-
Others		-	-	-	-	-	-
TOTAL FINANCIAL ASSETS		0.00	0.13	886.60	-	-	-
FINANCIAL LIABILITIES							
Trade payables	22	-	-	475.31	-	-	-
Short Term Borrowings	21	-	-	1,234.01	-	-	-
Interest accrued		-	-	-	-	-	-
Loans borrowed	17	-	-	399.50	-	-	-
Others	23	-	-	13.99	-	-	-
TOTAL FINANCIAL LIABILITIES		-	-	2,082.81	-	-	-

(\* Please refer Note 42 - Liquidity Risk)

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### NOTE 40: INCOME TAX EXPENSE

(INR in Millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
<b>A. INCOME TAX EXPENSE</b>		
Current tax:		
Current tax on profits for the year	9.44	-
Adjustments for current tax of previous years	-	-
Total Current tax expenses	9.44	-
<b>B. DEFERRED TAX</b>		
Deferred Tax for the year	14.26	-
Total deferred tax expense/(benefit)	14.26	-
Income tax expense	23.70	-
<b>C. RECONCILIATION OF TAX EXPENSE AND THE ACCOUNTING PROFIT MULTIPLIED BY INDIA'S TAX RATE</b>		
Profit from continuing operations before income tax expense	85.99	-
Indian tax rate (previous year)	25.17%	-
Income Tax as per applicable tax rate	21.64	-
Effects of non deductible business expenses	1.10	-
Effect of Tax Incentives	-	-
Effect on account of Minimum Alternate Tax (MAT) Credit Availment	-	-
Adjustments for current tax of previous years	-	-
Unrecognised Deferred tax asset on losses of subsidiaries	0.95	-
Other items	-	-
Income tax expense	23.70	-

Note: The reconciliation of income tax expense to the amount computed by applying the statutory income tax rate to accounting profit before income taxes includes an adjustment for losses incurred by certain subsidiaries. As no deferred tax asset has been recognized on these losses due to uncertainty regarding future taxable profits, the effective tax rate is higher than the standard rate.

### NOTE 41: EMPLOYEE BENEFIT OBLIGATIONS

The Group has classified the various employee benefits provided to employees as under:

(INR in Millions)

Particulars	March 31, 2025	March 31, 2024
<b>I. Defined Benefit Plans</b>		
Gratuity		
Non-Current	17.09	-
Total	17.09	-
<b>A. Significant assumptions:</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>
The significant actuarial assumptions were as follows:		
Particulars		
Discount rate	6.83% p.a.	-
Salary escalation rate	3.50% p.a.	-
Retirement age	58 years	-
Mortality rate	Indian Assured Lives Mortality (2012-14) Ultimate Mortality Rates	-

#### B. Risk Exposure

Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are detailed below.

##### Life expectancy:

This is particularly significant where inflationary increases result in higher sensitivity to changes in life expectancy.

##### Future salary increase and inflation risk:

Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### Asset-Liability mismatch risk:

Risk arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements. The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans.

### II. Defined Contribution Plans

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss :-

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employers' Contribution to Provident Fund	21.56	-

### III. GRATUITY

i) The amounts recognised in balance sheet and movements in the net benefit obligation over the year are as follows:

Particulars	Present value of obligation	Net amount
April 1, 2023	-	-
Current service cost	-	-
Interest expense/(income)	-	-
Total amount recognised in Profit or Loss	-	-
Return on plan assets expense/(income)	-	-
(Gain)/loss from experience changes	-	-
(Gain)/loss from change in financial assumptions	-	-
Total amount recognised in Other Comprehensive Income	-	-
Benefits paid	-	-
March 31, 2024	-	-

Particulars	Present value of obligation	Net amount
April 1, 2024	16.73	16.73
Current service cost	2.91	2.91
Interest expense/(income)	1.21	1.21
Total amount recognised in Profit or Loss	4.12	4.12
Return on plan assets expense/(income)	-	-
(Gain)/loss from experience changes	0.94	0.94
(Gain)/loss from change in financial assumptions	(1.10)	(1.10)
Total amount recognised in Other Comprehensive Income	(0.16)	(0.16)
Benefits paid	(3.60)	(3.60)
March 31, 2025	17.09	17.09

ii) The net liability disclosed above relates to funded plans are as follows:

Particulars	March 31, 2025	March 31, 2024
Present value of unfunded obligation	17.09	-
Fair value of plan assets	-	-
Surplus of funded plan	17.09	-

### iii) Sensitivity analysis

The sensitivity of defined obligation to changes in the weighted principal assumptions is:

Assumption	Impact on defined benefit obligation March 31, 2025	
	%	DBO Rs.
Discount rate		
0.50% increase	-4.80%	16.27
0.50% decrease	5.20%	17.97
Future salary increase		
0.50% increase	5.30%	17.98
0.50% decrease	-4.90%	16.26

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

Assumption	Impact on defined benefit obligation March 31, 2024	
	%	DBO Rs.
Discount rate		
0.50% increase	-	-
0.50% decrease	-	-
Future salary increase		
0.50% increase	-	-
0.50% decrease	-	-

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of defined benefit obligation calculated with the Projected Unit Credit Method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The method and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

The following payments are expected contributions to the defined benefit plan in future years:

Particulars	March 31, 2025	March 31, 2024
Less than a year	4.00	-
Between 1 - 2 years	0.28	-
Between 2 - 5 years	1.94	-
Over 5 years	6.15	-
Total	12.37	-

### Capital Management:

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholders value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders. The Capital structure of the Company is as follows:

Particulars	March 31, 2025	March 31, 2024
Equity share capital	184.74	-
Other Equity	1,678.76	-
Total Equity	1,863.50	-

### Events after reporting period

a) The final dividend recommended by the Board of Directors is subject to the approval of shareholders in the ensuing annual general meeting.

### Dividends

Particulars	March 31, 2025	March 31, 2024
Dividends not recognised at the end of reporting period (including Tax Deducted at Source)	5.54	-

The Board of Directors have recommended the payment of a final dividend of Rs.0.30 per fully paid equity share of Rs.10.00 each (March 31, 2024 - Rs.0.30). This proposed dividend is subject to approval of shareholders in the ensuing annual general meeting.

### Corporate Social Responsibility (CSR)

a) As a part of Corporate Social Responsibility (CSR) initiative, the Company has decided to carry out the CSR activities directly as well as by donation to Emmbi Foundation having main object as CSR Activity as specified in Schedule VII.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

b) Amount spent during the year on:

(INR in Millions)

Particulars	For the year ended	
	March 31, 2025	March 31, 2024
Amount required to be spent by the Company during the year	3.17	-
Amount of expenditure incurred on:	-	-
(i) Construction / Acquisition of any asset	-	-
(ii) On purpose other than (i) above	4.35	-
Amount required to be set off for the Financial Year, if any	-	-
Shortfall/[Surplus] at the end of the year	(1.18)	-
Total of previous years shortfall	-	-
Reason for Shortfall	NA	-
Nature of CSR activities	Promoting Healthcare (including Preventive Healthcare), Promoting Education, Empowering Women, Promoting Water Conservation, Upliftment of Weaker section of the society.	

The Group has been identifying appropriate CSR projects and programs in the villages around Silvassa. Several long term projects have been identified and are under implementation and would take time for completion.

### Operating Lease:

(i) As a lessee: The Company's significant leasing agreements are in respect of operating leases for premises (residential and office), software. These leasing agreements range between 11 months and 99 months, which include both cancellable and non-cancellable leases and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals of Rs. 3,47,32,654/- (Previous Year Rs. 2,76,06,523/-) are charged to the Statement of Profit and Loss.

The total future minimum lease rentals payable for non-cancellable lease at the Balance Sheet dates are as under :-

Particulars	March 31, 2025	March 31, 2024
For a period not later than one year	13.20	-
For a period later than one year and not later than five years	1.65	-
For a period later than five years	-	-

### Financial risk management

The management of the Company has implemented a risk management system that is monitored by the Board of Directors. The general conditions for compliance with the requirements for proper and future-oriented risk management within the Company are set out in the risk management principles. These principles aim at encouraging all members of staff to responsibly deal with risks as well as supporting a sustained process to improve risk awareness. The guidelines on risk management specify risk management processes, compulsory limitations, and the application of financial instruments. The risk management system aims at identifying, analyzing, managing, controlling and communicating risks promptly throughout the Company. Risk management reporting is a continuous process and part of regular Group reporting. In addition, our Corporate Function Internal Auditing regularly checks whether Company complies with risk management system requirements.

The Company is exposed to credit, liquidity and market risks (foreign currency risk and price risk) during the course of ordinary activities. The aim of risk management is to limit the risks arising from operating activities and associated financing requirements by applying selected derivative and non-derivative hedging instruments.

### Credit risk

The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments. The balances with banks, loans given to employees, security deposits are subject to low credit risk since the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil. Hence, no provision has been created for expected credit loss for credit risk arising from these financial assets.

### Trade receivables

Credit risk arises from the possibility that customer will not be able to settle their obligations as and when agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts, ageing of accounts receivable and forward looking information.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

Export related trade receivables are fully secured under the Export Credit Guarantee Corporation Scheme and therefore the Company is not exposed to significant credit risk.

The provision for expected credit loss is recognised on the basis of life-time expected credit losses (simplified approach). An expected loss rate is calculated at each year-end, based on combination of rate of default and rate of delay. The Company considers the rate of default and delay.

There is no significant expected loss recognised.

Expected credit loss:

March 31, 2025

Particulars	Trade Receivables	Loans	Other Financial Assets	Total
Gross carrying amount	847.26	-	41.49	888.75
Expected loss rate	0.25%	-	-	0.24%
Expected credit losses (loss allowance provision)	2.15	-	-	2.15
Carrying amount (net of impairment)	845.11	-	41.49	886.60

Particulars	Trade Receivables	Loans	Other Financial Assets	Total
Gross carrying amount	-	-	-	-
Expected loss rate	-	-	-	-
Expected credit losses (loss allowance provision)	-	-	-	-
Carrying amount (net of impairment)	-	-	-	-

### Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its existing or future obligations due to insufficient availability of cash or cash equivalents. Managing liquidity risk, and therefore allocating resources are some of the central tasks of the Company's management. In order to be able to ensure the Company's solvency and financial flexibility at all times, credit limits and cash and cash equivalents are reserved on the basis of perennial financial planning.

### Maturities of financial liabilities

The table below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities:

March 31, 2025	Upto 1 year	1 to 3 years	3 to 7 years
Non- derivative liabilities			
Trade Payables	475.31	-	-
<u>Borrowings</u>			
Long Term	132.43	223.10	136.40
Interest*	43.36	21.19	12.96
Short Term	1,101.59	-	-
Interest	93.37	-	-
Other Financial Liabilities	13.99	-	-
TOTAL	1,860.04	244.29	149.36

March 31, 2024	Upto 1 year	1 to 3 years	3 to 7 years
Non- derivative liabilities			
Trade Payables	-	-	-
<u>Borrowings</u>			
Long Term	-	-	-
Interest*	-	-	-
Short Term	-	-	-
Interest	-	-	-
Other Financial Liabilities	-	-	-
TOTAL	-	-	-

\*Based on the few assumptions we have calculated the interest pay out amount, which may vary with the amount actually disclosed.

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### Market risk

Market risk is the risk that fair values or future cash flows of non-derivative or derivative financial instruments will fluctuate due to changes in risk factors. Among market risks relevant to the Company are foreign currency risk and price risks. Associated with these risks are fluctuations in income, equity and cash flow. The objective of risk management is to eliminate or limit emerging risks by taking appropriate precautions, especially by applying derivatives. The application of derivatives is subject to strict controls set up on the basis of guidelines as part of regular reporting. Various measures are used to mitigate or eliminate the risk of fluctuations in the fair value of future cash flows from financial instruments due to market changes. These mainly include foreign currency forward contracts with banks. The use of derivative financial instruments is extensively monitored, with checks being carried out on the basis of policies in the framework of regular reporting.

### Foreign currency risk

The international nature of the Company's business activities generates numerous cash flows in different currencies especially in USD, GBP & EURO. To contain the risks of numerous payment flows in different currencies, in particular USD, GBP & EURO, the Company follows group wise policies for foreign currency management.

The Company does not have any material exposure to foreign currency at the balance sheet date.

### NOTE 42: ENTERPRISES CONSOLIDATED AS SUBSIDIARY IN ACCORDANCE WITH IND AS-110- CONSOLIDATED FINANCIAL STATEMENT

Sr. No.	Subsidiaries	% of ownership interest		Country of Incorporation	Principal Business Activity
		31-Mar-25	31-Mar-24		
1	Zastian PTE Limited	100	-	Singapore	Wholesale of Packaging Materials
2	Zastian Europe GmbH	100	-	Germany	Trading in Plastic and Plastic Products

### NOTE 43: ENTERPRISES CONSOLIDATED AS SUBSIDIARY IN ACCORDANCE WITH IND AS-110- CONSOLIDATED FINANCIAL STATEMENT

Sr. No.	Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit/(loss)		Share in other comprehensive income		Share in total comprehensive income	
		% of Consolidated Assets	Amount	% of Consolidated Assets Profit/(Loss)	Amount	% of Consolidated Other Comprehensive Income	Amount	% of Consolidated Total Comprehensive Income	Amount
A	Holding Company								
1	Emmbi Industries Ltd	100.08%	1,867.18	106.09%	66.29	84.77%	0.16	106.03%	66.24
B	Subsidiary Companies								
	FOREIGN								
1	Zastian PTE Limited	-0.77%	(3.17)	-5.15%	(3.21)	17.53%	0.03	-5.08%	(3.18)
2	Zastian Europe GmbH	0.09%	1.69	-0.94%	(0.59)	-2.30%	(0.00)	-0.94%	(0.59)
C	Elimination/ Consolidation Adjustment	-0.12%	(2.21)	0.00%	-	29.93%	0.08	0.13%	0.08
	Total	100.00%	1,863.50	100.00%	62.29	100.00%	0.26	100.00%	62.56

## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### NOTE 44: OTHER STATUTORY INFORMATION FOR THE FINANCIAL YEAR 2024-25

- i) The Entities in the Group do not hold any benami property and no proceeding has been initiated or pending against any entity of the Group for holding any benami property.
- ii) The Entities in the Group have not traded or invested in Crypto currency or Virtual Currency during the financial year or previous year.
- iii) The Entities in the Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the entity of the Group (ultimate beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- iv) 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 any entity in 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.
- v) The Entities in the Group do 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).
- vi) The Entities in the Group have complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- vii) The Entities in the Group have not been declared wilful defaulter by any bank or financial institution or lender during the year.
- viii) The Entities in the Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- ix) The Entities in the Group have used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
- x) The title deeds of all the immovable properties, (other than immovable properties where any Entity in the Group is the lessee and the lease agreements are duly executed in favour of that Entity) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of that Entity as at the balance sheet date.
- xi) The Entities in the Group do not have any transactions with companies which are struck off.
- xii) There is no scheme of amalgamation and arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules thereunder during the current year.
- xiii) The Entities in the Group have not granted any loans or advances to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.
- xiv) The Entities in the Group have not revalued its property, plant and equipment or intangible assets or both or investment property during the current or previous year.



## NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

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

### ADDITIONAL REGULATORY INFORMATION RATIOS

Sr.No.	Ratios	Numerator	Denominator	Mar-25	Mar-24	Variance %	Reason for variance if more than 25%
	Current Ratio (in Times)	Total Current Assets	Total Current Liabilities	1.30	-	-	-
	Net Debt Equity Ratio (in Times)	Total Debt	Total Equity	0.86	-	-	-
	*Debt Service Coverage Ratio(in Times)*	EBIDATA	Debt service = Interest & Principal repayments	0.22	-	-	-
	Return on Equity (%)	Net Profit After Tax	Total Equity	3.54	-	-	-
	Inventory Turnover Ratio (in Times)	Cost of Goods Sold	Average Inventory	3.99	-	-	-
	Trade Receivable Ratio (in Times)	Net Sales	Average Trade Receivables	9.57	-	-	-
	Trade Payable Ratio (in Times)	Net Purchase	Average Trade Payables	11.14	-	-	-
	Net Capital Turnover Ratio (in Times)	Revenue from Operations (Net)	Working Capital	7.90	-	-	-
	Net Profit Ratio (%)	Net Profit before Tax	Revenue from Operations (Net)	2.13	-	-	-
	Return on Capital Employed (%)	Earnings before Interest and Tax	Capital Employed= Tangible Net Worth + Total Debt + Deferred Tax Liability	7.70	-	-	-
	Return on Investment (%)	Earnings before interest and taxes	Average Total Assets	12.95	-	-	-

Note: The Company was not required to prepare consolidated financial statements for the year ended 31 March 2024. As a result, the ratios for the year ended 31 March 2024 are not ascertainable. Accordingly, percentage variance of ratios as compared to the previous year and variance explanations have not been provided as these are not indicative of actual financial performance trends or changes.

As per our report of even date  
For R. Daliya & Associates  
Chartered Accountants  
FRN : 102060W

R S. Daliya (Partner)  
Membership No. 043703  
Place : Mumbai.  
Date : 24th May, 2025

Rajesh Solanki  
Company Secretary

For and On behalf of the Board,  
For EMMBI INDUSTRIES LIMITED

Makrand Appalwar  
(Managing Director)  
DIN : 00171950

Rinku Appalwar  
(CFO & Executive Director)  
DIN : 00171976



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