

# SAUMYA CONSULTANTS LIMITED

Regd. Office : A-402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata - 700 001  
Phone : (033) 2243-6242 / 6243, E-mail : saumya\_scl@yahoo.co.in

Ref: SCL/102/053

CIN : L67120WB1993PLC061111

DATE: 30/08/2025

Department of Corporate Services,  
BSE Ltd.  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building , P.J.Towers.  
Mumbai- 400 001.  
SCRIP CODE : 539218  
SCRIP ID: SAUMYA

The Secretary ,  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range,  
Kolkata- 700 001.  
Email Id:listing@cse-india.com  
SCRIP CODE: 29466

Dear Sirs,

**Sub: Submission of Annual Report of the Company for the financial year ended March 31, 2025**

This is further to our letter dated August 13, 2025, wherein the Company had informed that the Annual General Meeting (AGM) of the Company will be held on Wednesday, September 24, 2025 at 12.30 p.m.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are Submitting herewith the Annual Report of the Company for the Financial Year 2024-25 along with the Notice of the AGM which is being sent through permitted mode (electronic and physical) to the members of the Company.

The attached Annual Report (containing the Notice of AGM) of the Company is also available on the website of the Company i.e. [www.saumyaconsultants.com](http://www.saumyaconsultants.com).

Kindly take the above on record.

For Saumya Consultants Ltd

ARUN KUMAR AGARWALLA  
Digitally signed by ARUN KUMAR AGARWALLA  
Date: 2025.08.30 13:26:23 +05'30'

(Arun Kumar Agarwalla)

Managing Director

DIN: 00607272



**SAUMYA CONSULTANTS**  
**===== LIMITED =====**

**32nd**  
**ANNUAL REPORT**  
**2024-2025**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr. Arun Kumar Agarwalla, Managing Director

Mrs. Sudha Agarwalla, Director

Mr. Sandeep Kumar Pareek, Director

Mr. Anuj Kr. Modi , Director

Mr. Mohit Gaddhyan, Director

Mrs. Nidhi Agarwalla, Director

**STATUTORY AUDITOR**

M/s A.K.Meharia & Associates

Chartered Accountants

2, Garstin Place 5th Floor,

Kolkata- 700 001.

**INTERNAL AUDITOR**

M/s ALPS & Co

Chartered Accountants

310,Todi chambers,2 Lal bazar Street

Kolkata-700001

**BANKERS**

HDFC BANK

**REGISTERED OFFICE:**

A-402, Mangalam,

24/26 Hemanta Basu Sarani,

Kolkata-700 001

Phone: (033) 22436242/43

Email: saumyaconsultants@gmail.com

Website: www.saumyaconsultants.com

**REGISTRAR & SHARE TRANSFER AGENT**

S. K. Infosolutions Pvt. Ltd

Add: D/42,Katju Nagar (Near South City Mall)

Ground Floor,Jadavpur

Kolkata- 700032

Phone:033-22194815

Email:contact@skcinfo.com

**CIN**

L67120WB1993PLC061111

## SAUMYA CONSULTANTS LIMITED

### NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the **32nd Annual General Meeting** of the Members of the Company will be held at the Registered office of the company at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 **on Wednesday, the 24th September, 2025 at 12.30 P.M.** to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To consider and adopt the audited Standalone Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2025.
2. To appoint a Director in place of **Mrs. Sudha Agarwalla** (DIN: 00938365), who retires by rotation and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **3. Re-appointment of Mr. Arun Kumar Agarwalla (DIN: 00607272) as a Managing Director of the Company.**

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

**"RESOLVED THAT** in accordance with the provisions of Section 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification/s or re-enactment/s thereof, for the time being in force) and pursuant to Articles of Association of the Company and subject to any other approvals as may be required, consent of the members be and is hereby accorded to re-appoint, Mr. Arun Kumar Agarwalla (DIN: 00607272) as a Managing Director, designated as Executive Director, for a period of five years with effect from 1st October, 2025 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit;

RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorized to take all such necessary actions in the matter".

##### **4. Appointment of Mr. Anand Khandelia, Practicing Company Secretary(FCS-5803), as Secretarial Auditors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of Mr. Anand Khandelia, Practicing Company Secretary as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors(including its committees thereof).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all acts, deeds and things, necessary and expedient to give effect to this resolution.

Registered Office : A-402, Mangalam,  
24/26 Hemanta Basu Sarani,  
Kolkata- 700 001

Dated: 13th day of August, 2025

By order of the Board  
For Saumya Consultants Limited

(Arun Kumar Agarwalla)  
Managing Director  
DIN: 00607272



## SAUMYA CONSULTANTS LIMITED

### Notes :

1. **A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy so appointed need not be a Member of Company.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.
5. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF, JPG Format) of its Board or Governing Body Resolution/Authorization, etc. authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [akkhandelia@rediffmail.com](mailto:akkhandelia@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before **September 23, 2025, upto 5.00 pm** without which the vote shall not be treated as valid.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
8. The Register of Members shall remain closed from **17th September, 2025 to 23rd September, 2025 (both days inclusive)**.
9. Voting shall be reckoned in relation to a Member's holding of the Paid-up Equity Share Capital of the Company as at close of business on **17th September, 2025**.
10. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
11. Members are requested to notify changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, etc. in case of shares held in electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents.
12. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email address with their Depository Participants, where shares are held in electronic form or to the Share Department of the Company / Registrars and Share Transfer Agents where shares are held in physical form.  
(b) Email addresses of Members as advised to the Share Department of the Company / Registrar and

## SAUMYA CONSULTANTS LIMITED

Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs Members intending to refresh/update their email addresses should do so as soon as possible.

13. a) Members desirous of getting any information in relation to the Company's Annual Report 2024-25 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to enable the Management to keep the information readily available at the Meeting.  
b) Members holding shares in Electronic Form are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN Card to the Company/Registrars and Share Transfer Agent for registration of such transfer of shares, Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company/Registrars and Share Transfer Agents, S.K. Infosolutions Pvt. Ltd.
15. Information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings is provided in the annexure to this Notice.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.saumyaconsultants.com](http://www.saumyaconsultants.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
17. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. The Board of Directors has appointed Shri Anand Khandelia, Practicing Company Secretary (Certificate of Practice Number FCS 5803) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.saumyaconsultants.com](http://www.saumyaconsultants.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange Ltd and The Calcutta Stock Exchange Ltd
19. The remote e-voting period commences on **September 20, 2025 at 10.00 A.M.** and ends on September

## SAUMYA CONSULTANTS LIMITED

- 23, 2025 at 5.00 P.M.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **17th September, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
20. 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 of **17th September, 2025**. A person who is not a member as on cut-off date should treat this notice for information purpose only. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Investors who became members of the Company subsequent to the dispatch of the Notice/Email, and holds the shares as on the cut-off date i. **17th September, 2025** is requested to send the written / email communication to the Company at **saumyaconsultants@gmail.com** by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
22. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") **under an arrangement with the Central Depository Services Limited (CDSL)** as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
23. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
24. **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**
- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.
- (iii) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

## SAUMYA CONSULTANTS LIMITED

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="http://nsdl.com">nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "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</p>

## SAUMYA CONSULTANTS LIMITED

	<p>NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) 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. <b>Click on company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 210 9911
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.co.in">evoting@nsdl.co.in</a> or call at : 022 4886 7000 and 022 2499 7000

(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an

## SAUMYA CONSULTANTS LIMITED

earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <SAUMYA CONSULTANTS LIMITED> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



## **SAUMYA CONSULTANTS LIMITED**

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **saumyaconsultants@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Registered Office : A-402, Mangalam,  
24/26 Hemanta Basu Sarani,  
Kolkata- 700 001  
Dated: 13th day of August, 2025

By order of the Board  
For Saumya Consultants Limited

(Arun Kumar Agarwalla)  
Managing Director  
DIN: 00607272

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **Item Number 3**

Mr. Arun Kumar Agarwalla (DIN: 00607272) was appointed as a Managing Director of the Company for a period of five years with effect from 1st October, 2020. Accordingly, the present term of Mr. Arun Kumar Agarwalla comes to an end on 30th September, 2025.

The Board has taken the decision of said re-appointment with effect from 1st October, 2025 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Arun Kumar Agarwalla is not disqualified from being re-appointed as a Director or a Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as a Managing Director of the company. He satisfied all the conditions as set out in Section 196(3) of the said Act and Part – I of Schedule V thereof and hence, is eligible for re-appointment.

Brief particular of Mr. Arun Kumar Agarwalla is incorporated in the Annexure attached below.

It is proposed to seek Members' approval for the re-appointment and remuneration payable to Mr. Arun Kumar Agarwalla as a Managing Director, in terms of the applicable provisions of the said Act and Rules made thereunder.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Arun Kumar Agarwalla are as under:

- (a) Salary not exceeding to INR 3,00,00,000/- per annum (Rupees Three crore per annum to be paid on monthly basis, pursuant to provisions of Schedule V of the Companies Act, 2013.
- (b) Perquisites and Allowances:
  - (i) The Managing Director shall be entitled to the perquisites and allowances for as stipulated under the Companies Act 2013, which shall include rent free accommodation (furnished or otherwise) or house rent allowance in lieu thereof; company car with chauffeur, house maintenance allowance together with reimbursement of expenses and / or allowances for telephone/mobile phone or for utilization of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents and other benefits/allowances in accordance with the scheme/s or rule/s of the company from time to time, for the aforesaid benefits. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
  - (ii) The Company's contribution to provident fund, superannuation annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above, and as per the limits prescribed under the applicable laws of the country.



## SAUMYA CONSULTANTS LIMITED

© Reimbursement of Expenses:

The Managing Director shall be reimbursed at actuals for all the expenses incurred by him for travelling, boarding and lodging including for his spouse and attendant(s) during business trips conducted on behalf of the Company. These reimbursements of expenses will not be included in the calculation of the remuneration or perquisites of the Managing Director.

(d) Bonus/Employees Stock Options:

The Managing Director shall be paid Performance Linked Bonus in each financial year, based on the performance parameters as may be determined by the Board of Directors or any of its Committee.

The Managing Director may be granted employees stock options from time to time, which shall not be considered as a part of perquisites under (b) above.

(e) Commission on profits:

The Managing Director may be paid during a financial year commission based on profits for that year at a rate as may be determined by the Board of Directors or its committees. Such commission on profits shall be included in the calculation for the aggregate remuneration payable to the Managing Director and the Whole time Directors in a financial year by way of salary, perquisites and allowances, incentive/bonus/performance linked incentive, remuneration based on net profits, etc. which shall not exceed in the aggregate one percent of the net profits of the company in that financial year as computed in the manner laid down in Section 198 of the Companies Act, 2013 including any statutory modification(s) or reenactment(s) thereof.

Mr. Arun Kumar Agarwalla holds 16,71,920 Equity Shares of the face value of Rs.10/- each in the company, which amounts to 24.21 % of the total number of the equity shares of the company.

Mr. Arun Kumar Agarwalla has been associated with the company for last 25 years and has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be the interest of the company to continue to avail of his considerable expertise and to reappoint him as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Arun Kumar Agarwalla as the Managing Director of the company.

Save and except Mr. Arun Kumar Agarwalla, and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Special Resolution set out at Item No. 3 for the approval of the Members.

**Item No. 4 - Appointment of Mr. Anand Khandelia ,Practicing Company Secretary (FCS-5803), as Secretarial Auditors of the Company.**

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Auditor for a terms of five consecutive years, subject to Members approval at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee of Directors, the Board of Directors, had approved the appointment Mr. Anand Khandelia, as the Secretarial Auditors of the Company for a period of five consecutive years i.e., from financial year 2025-26 till financial year 2029-30 subject to members' approval.

Mr. Anand Khandelia is a Practising Company Secretary. He provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits. The Proprietorship firm is Peer Reviewed and Quality Reviewed by

## SAUMYA CONSULTANTS LIMITED

the Institute of Company Secretaries of India.

Mr. Anand Khandelia, having CP. No. 5841, being eligible, has consented to act as Secretarial Auditor of the Company for a period of five consecutive financial years i.e., from 2025-26 to 2029-30 as required under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. Based on the profile and experience of Mr. Anand Khandelia, Practicing Company Secretary, the Audit Committee has recommended the appointment of Mr. Anand Khandelia, Practicing Company Secretary as the Secretarial Auditors of the Company for a period of five financial years.

The Board of Directors has approved a remuneration of Rs. 5,000/- (Rupees Five Thousand Only) per annum plus reimbursement of applicable taxes and out of pocket expenses incurred in the process of conducting the Secretarial Audit during their tenure.

The Board of Directors, based on the said recommendation of the Audit Committee, recommends resolution No. 4 for approval of members as set out in the Notice convening the Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

### **ANNEXURE TO THE NOTICE DATED 13TH AUGUST, 2025**

Details of Directors retiring by rotation/ seeking appointment at the Meeting:

**a) Mrs. Sudha Agarwalla**

<b>Name of the Director</b>	Mrs. Sudha Agarwalla
<b>Father's Name</b>	Sri Bhagwati Prasad Jalan
<b>Director Identification No.(DIN)</b>	00938365
<b>Date of Birth</b>	04.08.1964
<b>Date of Appointment</b>	08.09.2004
<b>Qualifications</b>	B.Com
<b>Experience</b>	Mrs. Sudha Agarwalla is a Commerce Graduate from Guwahati University having experience of over 24 Years in the field of Investment and Finance Business. She is recognized for her experience in the field of Accounts, Investments and Fund Management.
<b>Directorship in other Companies</b>	Ganodaya Finlease Limited Valley Magnesite Company Limited Dhanverdhi Exports Limited Singhal Towers Private Limited
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	<b>Member:</b> Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee
<b>Membership / Chairmanship of Committees of the other public companies in which he is a Director</b>	<b>Valley Magnesite Company Limited</b> <b>Member:</b> Nomination & Remuneration Committee
<b>No. of Shares held in the Company</b>	685000

## SAUMYA CONSULTANTS LIMITED

### B )Mr. Arun Kumar Agarwalla

<b>Name of the Director</b>	Mr. Arun Kumar Agarwalla
<b>Father's Name</b>	Late Kishan Lal Agarwalla
<b>Director Identification No.(DIN)</b>	00607272
<b>Date of Birth</b>	27.07.1960
<b>Date of Appointment</b>	11.10.1999
<b>Qualifications</b>	B.Com
<b>Experience</b>	Mr. Arun Kumar Agarwalla is a Commerce Graduate from Ranchi University having experience of over 43 Years in Capital Market. He is recognized for his experience in the field of Accounts, Investments and Fund Management. He is also well versed with the technical and fundamental analysis of Capital Markets.
<b>Directorship in other Companies</b>	Valley Magnesite Company Limited Ganodaya Finlease Limited Singhal Towers Private Limited Balaji Vaisneo Trading Pvt.Ltd.
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	<b>Member:</b> Audit Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee
<b>Membership / Chairmanship of Committees of the other public companies in which he is a Director</b>	<b>Valley Magnesite Company Limited</b> <b>Member:</b> Audit Committee Stakeholders Relationship Committee <b>Ganodaya Finlease Limited</b> <b>Member:</b> Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee
<b>No. of Shares held in the Company</b>	1671920

## **SAUMYA CONSULTANTS LIMITED**

### **DIRECTOR'S REPORT TO THE MEMBERS**

Your Directors have pleasure in presenting their 32nd Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2025.

#### **FINANCIAL RESULTS**

**(Amount in Rs.000)**

<b><u>PARTICULARS</u></b>	<b>Year ended 31st March 2025</b>	<b>Year ended 31st March 2024</b>
PROFIT BEFORE TAX	87,647.05	2,81,566.17
Less/Add:		
Provision for taxation	(34,657.31)	(39,849.17)
MAT Credit Entitlement	—	—
Provision for Deferred Tax Assets	34,977.35	(28,384.64)
Earlier year taxation	4,147.30	453.49
PROFIT AFTER TAX	92,114.39	2,13,785.84
Other Comprehensive Income	(158.01)	91.07
Total Comprehensive Income	91,956.39	2,13,876.91
Balance Brought Forward		
-Retained earnings	6,32,391.00	4,61,345.74
-Other Comprehensive Income	59.72	(31.35)
Less: Prior Period Items	(2,381.94)	(42,757.17)
Less: Transfer to Statutory Reserve	(18,422.88)	(42,757.17)
Less: Provision against Standard Assets	---	16.59
Less: Provision against Doubtful Assets	—	—
BALANCE CARRIED TO B/S		
-Retained earnings	7,03,700.57	6,32,391.00
-Other Comprehensive Income	(98.29)	59.72

#### **DIVIDEND**

In order to consolidate the Company's financial position, your directors consider it prudent not to recommend dividend for the year under review.

#### **RESERVES**

The company has transferred an amount of Rs. 1,84,22,878.90 (Previous Year Rs. 4,27,57,168.23) to statutory reserve in terms of the Provision of Reserve Bank of India Act, 1934.

#### **STATE OF COMPANY'S AFFAIR**

The results for the reporting year compared with the prior year were decreased mainly due to decrease in the fair value of investments which ultimately resulted in the decrease in revenues.

#### **CHANGES IN THE NATURE OF BUSINESS**

There is no Change in the nature of the business of the Company during the year.

#### **MATERIAL CHANGES AND COMMITMENTS**

There is no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

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

#### **INTERNAL CONTROL SYSTEMS**

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

## **SAUMYA CONSULTANTS LIMITED**

Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

### **SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES:**

The Company does not become or ceased to be or have any Subsidiary/Joint Ventures/ Associate Companies during the year.

### **DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **SHARE CAPITAL**

During the year under review, the company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A".

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO**

The information required u/s. 134(3)(q) of the Companies Act, 2013, read with the Rule 8(3) of Companies (Accounts) Rule, 2014 with respect to conservation of Energy, Technology absorption are not applicable to the company. The Company has no foreign exchange outflow or inflow during the year under review.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company, being a non-banking finance company registered with the Reserve Bank of India and engaged in the business of giving loans, is exempt from complying with the provisions of section 186 of the Companies Act, 2013. Accordingly, the disclosures of the loans given as required under the aforesaid section have not been given in this Report.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188(1)**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The details of the related party transaction made by company are given in the notes to the financial statements.

### **RISK MANAGEMENT POLICY**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & the listing regulations, the Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

At present the company has not identified any element of risk which may threaten the existence of the company.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Company works primarily towards supporting projects in eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environmental sustainability, disaster relief and rural development projects.

Details of the CSR policy are available on our website at [www.saumyaconsultants.com](http://www.saumyaconsultants.com)

A detailed Annual Report on CSR Activities undertaken by the Company during the year as prescribed under the Companies (Corporate Social Responsibility) Amendment Rules, 2021 is annexed herewith as

## **SAUMYA CONSULTANTS LIMITED**

**'Annexure C'.**

### **CORPORATE GOVERNANCE CERTIFICATE**

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (LODR), Regulation, 2015 of the Listing agreement shall be annexed with the report.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to employees of the Company. However, no employee has been denied access to the Audit Committee.

### **NOMINATION & REMUNERATION COMMITTEE**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

### **PARTICULARS OF EMPLOYEES**

None of the employees, who were in receipt of remuneration in excess of the limits as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 throughout or part of the financial year under review, was engaged in the company.

### **DIRECTORS:**

#### **Changes in Directors and Key Managerial Personnel**

Mrs. Sudha Agarwalla retires by rotation and, being eligible, offers herself for re-appointment. The Directors recommend Mrs. Sudha Agarwalla for re-appointment.

#### **Independent Director(s) declaration**

Mr. Anuj Kumar Modi and Mr. Mohit Gaddhyan, who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and the Listing regulation. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

### **Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### **CODE OF CONDUCT**

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Managing Directors and forms part of the Annual Report.

### **BOARD MEETING**

During the year Thirteen Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of which are given in the Corporate Governance Report.

### **SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Anand Khandelia, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure B".

### **STATUTORY AUDITOR & AUDITORS REPORT**

Pursuant to the provisions of section 139 of the Companies Act, 2013, M/s A. K. Meharia & Associates,

## **SAUMYA CONSULTANTS LIMITED**

Chartered Accountants, were appointed as statutory auditors of the Company at the 28th annual general meeting (AGM) of the Company for a period from the conclusion of the said AGM till the conclusion of the 33rd AGM.

The Auditor of the company has not made any qualification, reservation or adverse remark or disclaimer in his report and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

### **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- 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 had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### **INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in the Listing Regulations.

### **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. During the financial year 2024-2025, no complain had been received.

### **PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS**

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

### **ACKNOWLEDGEMENTS:**

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

**For and on behalf of the Board**

Place: Kolkata  
Dated: 29/05/2025

(Arun Kumar Agarwalla)  
Managing Director  
DIN: 00607272

(Sudha Agarwalla)  
Director  
DIN: 00938365



**SAUMYA CONSULTANTS LIMITED**

Annexure - A

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31st March, 2025

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration ) Rules, 2014.

**I REGISTRATION & OTHER DETAILS:**

i CIN	L67120WB1993PLC061111
ii Registration Date	15.12.1993
iii Name of the Company	SAUMYA CONSULTANTS LIMITED
iv Category/Sub-category of the Company	Indian Non-Government Company
v "Address of the Registered office & contact details"	A-402, MANGALAM, 24/26 HEMANTA BASU SARANI, KOLKATA- 700 001. PHONE: 033-22436242/43. E-mail : saumyaconsultants@gmail.com WEBSITE: WWW.SAUMYACONSULTANTS.COM
vi Whether listed company	YES
vii Name , Address & contact details of the Registrar & Transfer Agent, if any.	S.K. INFOSOLUTIONS PVT.LTD. ADD: D/42,KATJU NAGAR (NEAR SOUTH CITY MALL), GROUND FLOOR, JADAVPUR, KOLKATA -700032 PH- 033-2412 0027. EMAIL:skcdilip@gmail.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	"NIC Code of the Product /service"	"% to total turnover of the company"
1	Other Financial Service Activities except insurance and pension funding activities	649	18.18%
2	Activities auxullary to financial service activities, exempt insurance and pension funding	661	81.82%

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	"HOLDING/ SUBSIDIARY/ ASSOCIATE"	"% OF SHARES HELD"	"APPLICABLE SECTION"
NIL					

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## SAUMYA CONSULTANTS LIMITED

### IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

#### (i) Category wise Shareholding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>										
<b>(1) Indian</b>										
a) Individual/ HUF		37,90,420	0	37,90,420	54.88%	3790420	0	3790420	54.88%	0.00%
b) Central Govt.										
c) State Govt. (s)										
d) Bodies Corporate										
e) Banks / FI										
f) Any other										
Sub Total (A)(1) :-		3790420	0	3790420	54.88%	3790420	0	3790420	54.88%	0.00%
<b>(2) Foreign</b>										
a) NRI Individuals										
b) Other Individuals										
c) Bodies Corporate										
d) Banks / FI										
e) Any other										
Sub Total (A)(2) :-										
"Total shareholding of Promoter (A) = (A)(1)+(A)(2) :-"		3790420	0	3790420	54.88%	3790420	0	3790420	54.88%	0.00%
<b>B. Public Shareholding</b>										
<b>(1) Institutions</b>										
a) Mutual Funds										
b) Banks / FI										
c) Central Govt.										
d) State Govt. (s)										
e) Venture Capital Funds										
f) Insurance Co.										
g) FIs										
h) Foreign Venture Capital Funds										
i) Others (Qualified Foreign Investor - Corporate)										
Sub Total (B)(1) :-		0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>(2) Non-Institutions</b>										
a) Bodies Corporate										
i) Indian		2479292	400	2479692	35.90%	2479292	400	2479692	35.90%	0.00%
ii) Overseas										
b) Individuals										
i) Individual shareholders holding nominal share capital upto ` 1 lakh		64150	525600	589750	8.54%	62840	525600	588440	8.52%	-0.02%
ii) Individual shareholders holding nominal share capital in excess of ` 1 lakh		46275	0	46275	0.67%	46275	0	46275	0.67%	0.00%
c) Others (Specify)										
i) NRI		10	0	10	0.00%	439	0	439	0.01%	0.01%
ii) HUF		761	0	761	0.01%	1642	0	1642	0.02%	0.01%
Sub Total (B)(2) :-		2590488	526000	3116488	45.12%	2590488	526000	3116488	45.12%	0.00%
Total Public Shareholding (B)=(B)(1)+(B)(2) :-		2590488	526000	3116488	45.12%	2590488	526000	3116488	45.12%	0.00%
C. Shares held by Custodian for GDRs & ADRs										
<b>Grand Total (A+B+C)</b>		<b>6380908</b>	<b>526000</b>	<b>6906908</b>	<b>100.00%</b>	<b>6380908</b>	<b>526000</b>	<b>6906908</b>	<b>100.00%</b>	<b>0.00%</b>

## SAUMYA CONSULTANTS LIMITED

### II. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	ARUN KUMAR AGARWALLA	1671920	24.21%	Nil	1671920	24.21%	Nil	Nil
2	ARUN KUMAR AGARWALLA (HUF)	1047100	15.16%	Nil	1047100	15.16%	Nil	Nil
3	GAURANG AGARWALLA	386400	5.59%	Nil	386400	5.59%	Nil	Nil
4	SUDHA AGARWALLA	685000	9.92%	Nil	685000	9.92%	Nil	Nil
	TOTAL	3790420	54.88%	Nil	3790420	54.88%	Nil	Nil

#### (iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Promoters Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
	NO CHANGE	NA			NA			

#### (iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	DHANVERDHI EXPORTS LIMITED	476400	6.90%	NA	-	NA	476400	6.90%
2	SWAGTAM DISTRIBUTORS PVT.LTD	341400	4.94%	NA	-	NA	341400	4.94%
3	WINDSOR MERCANTILES PVT.LTD	340700	4.93%	NA	-	NA	340700	4.93%
4	BRIGHT FINANCE PRIVATE LIMITED	333450	4.83%	NA	-	NA	333450	4.83%
5	VIDYUT DEALERS PVT.LTD	332988	4.82%	NA	-	NA	332988	4.82%
6	CORE MERCANTILES PVT.LTD	332100	4.81%	NA	-	NA	332100	4.81%
7	SUPERLIGHT FINANCE PVT.LTD	321750	4.66%	NA	-	NA	321750	4.66%
8	KALPESH BAJRANGLAL AGARWAL	24275	0.35%	29.06.2024 31.03.2025	9,756.00	Transfer	14519	0.21%
9	RAJESH AGARWAL	22000	0.32%	NA	-	NA	22000	0.32%
10	RAJESH KUMAR ROUTH	20000	0.29%	NA	-	NA	20000	0.29%

#### (v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Date	Increase/ Decrease in Share holding during the year	Reason (e.g. allotment/ transfer/ bonus/ sweat equity etc)	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	ARUN KUMAR AGARWALLA	1671920	24.21%	NA	-	NA	1671920	24.21%
2	SUDHA AGARWALLA	685000	9.92%	NA	-	NA	685000	9.92%
3	GAURANG AGARWALLA	386400	5.59%	NA	-	NA	386400	5.59%

## SAUMYA CONSULTANTS LIMITED

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Amount in Rupee

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	31,09,688.01	-	-	31,09,688.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	31,09,688.01	-	-	31,09,688.01
<b>Change in Indebtedness during the financial year</b>				
* Addition	50,00,000.00	-	-	50,00,000.00
* Reduction	9,86,058.33	-	-	9,86,058.33
Net Change	40,13,941.67	-	-	40,13,941.67
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	71,23,629.68	-	-	71,23,629.68
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	71,23,629.68	-	-	71,23,629.68

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager :-** Amount in Rupee

Remuneration to Managing Director, Whole time Directors and/or Manager				
Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		ARUN KUMAR AGARWALLA		
	1. Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1,20,00,000.00	-	1,20,00,000.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as a % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify			
	Total (A)	1,20,00,000.00	-	1,20,00,000.00
	Ceiling as per the Act			

## SAUMYA CONSULTANTS LIMITED

### B. Remuneration to other directors:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings	44,000.00	44,000.00
	Commission	-	-
	Others, please specify	-	-
	Total (1)	44,000.00	44,000.00
2	Other Non-Executive Directors		
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	44,000.00	44,000.00
	<b>Total Managerial Remuneration</b>	<b>44,000.00</b>	<b>44,000.00</b>
	Overall Ceiling as per the Act.		

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	Amount
1.	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,44,000.00	29,50,000.00	30,94,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	1,44,000.00	29,50,000.00	30,94,000.00

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :-

There were no Penalties/punishment/compounding of offences for the year ending March, 2025.

Place: Kolkata

Date: 29/05/2025

For and on behalf of the Board

(Arun Kumar Agarwalla)  
Managing Director  
DIN: 00607272

**SAUMYA CONSULTANTS LIMITED**

Form No. MR-3

Annexure - B

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 2024-25**

[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 Board of Director,

**SAUMYA CONSULTANTS LIMITED**

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

Based on my verification of the Saumya Consultants 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 authorized 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 Saumya Consultants Limited ("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 (Share Based Employee Benefits) Regulations, 2014.
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;; not applicable
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;; not applicable
  - (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, 2009; and: not applicable
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) ..... (Mention the other laws as may be applicable specifically to the company): not applicable

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

<b>SAUMYA CONSULTANTS LIMITED</b>
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(ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

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

**I further report that**

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

**ANAND KHANDELIA**

**Practicing Company Secretary**

**CP. NO.: 5841**

**M. NO.: 5803**

**UDIN : F005803G00349025**

**Peer Review No. 3985/2023**

**Place: Kolkata**

**Date: 15/05/2025**



<b>SAUMYA CONSULTANTS LIMITED</b>
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**Annexure - 1 to Secretarial Audit Report**

To,  
**The Members,**  
**SAUMYA CONSULTANTS LIMITED**

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representations about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**ANAND KHANDELIA**  
**Practicing Company Secretary**  
**CP. NO.: 5841**  
**M. NO.: 5803**  
**UDIN : F005803G00349025**  
**Peer Review No. 3985/2023**  
**Place: Kolkata**  
**Date: 15/05/2025**

**SAUMYA CONSULTANTS LIMITED****Annual Report on Corporate Social Responsibility Activities****Annexure-C****[Pursuant to Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014]****Company Name: Saumya Consultants Limited (CIN:L67120WB1993PLC061111)****1. Brief outline on CSR Policy of the Company:**

The Board of Directors (Board) adopted the CSR Policy on November 11, 2021 which is available on the Company's website. The Company has been doing innumerable works for social cause in the sphere of education, health and other charitable activities. The vision is to empower the community through socio-economic development of under-privileged and weaker sections.

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Arun Kumar Agarwalla	Non- Executive Non- Independent	2	2
2.	Mohit Gaddhyan	Non- Executive Independent	2	2
3.	Sudha Agarwalla	Non- Executive Non- Independent	2	2

**3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board****[www.saumyaconsultants.com](http://www.saumyaconsultants.com)****4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report)**

Not Applicable

**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1	2023-2024	3,160.24	Nil
2	2022-2023	14,192.01	Nil
3	2021-2022	11,433.84	Nil
	<b>Total</b>	<b>28,786.09</b>	<b>Nil</b>

**6. Average net profit of the company as per section 135(5)**

Rs. 465,66,386.65

**7. (a) Two percent of average net profit of the company as per section 135(5)**

Rs. 9,31,327.73

**(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years**

Nil

**(c) Amount required to be set off for the financial year, if any**

Nil

**(d) Total CSR obligation for the financial year (7a+7b-7c)**

Rs. 9,31,327.73

**8. (a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
9,34,000.00	Nil	NA	Nil	NA	NA

## SAUMYA CONSULTANTS LIMITED

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project. State, District.	Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135 (6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency Name CSR Registration number
Not Applicable										

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project. State, District.	Amount Spent for the project (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency Name CSR Registration number
1.	Promotion of sports by needy Athletes		Yes	Kolkata, West Bengal	50,000.00	No	Kolkata Ultra Trust CSR00028804
2.	Aashayain (C/o. Special Child)		Yes	South 24 Parganas, West Bengal	80,000.00	No	Lions Club of Calcutta Trust CSR00013474
3.	Moral Cultural & Special Education		Yes	Garhwa Anchal, South Jharkhand	1,01,000.00	No	Shreehari Satsang Samity CSR00013480
4.	Mandir Seva		No	Ayodhya, Uttar Pradesh	51,000.00	No	Shree Janki Mahal Trust CSR00009920
5.	Gau Seva		No	Haridwar, Uttarakhand	71,000.00	No	Sri Krishna Dal Gurh Avm Gok CSR00026574
6.	Education		Yes	Kolkata, West Bengal	1,01,000.00	No	Friends of Tribal Society CSR00001898
7.	Eradicating Hunger Poverty and Malnutrition		Yes	Delhi, NCR	5,00,000.00	No	Global Social Welfare CSR00065147

(d) Amount spent in Administrative Overheads:

Nil

(e) Amount spent on Impact Assessment, if applicable:

Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e)

Rs. 9,34,000.00

(g) Excess amount for set off, if any

Rs. 2,672.27

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	9,31,327.73
(ii)	Total amount spent for the Financial Year	9,34,000.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	2,672.27
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	2,672.27

9. (a) Details of Unspent CSR amount for the preceding three financial years

Not Applicable

## SAUMYA CONSULTANTS LIMITED

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
Not Applicable							

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

Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year

Not Applicable

- (a) Date of creation or acquisition of the capital asset(s).
  - (b) Amount of CSR spent for creation or acquisition of capital asset.
  - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
  - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5)

Not Applicable

We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company

**For Saumya Consultant Limitd**

<b>Place: Kolkata</b> <b>Dated: 29/05/2025</b>	<b>(Arun Kumar Agarwalla)</b> <b>Managing Director</b> <b>DIN: 00607272</b>	<b>(Sudha Agarwalla)</b> <b>Director</b> <b>DIN: 00938365</b>
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## SAUMYA CONSULTANTS LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### 1. Company's Philosophy on Corporate Governance:

The Company's philosophy on Corporate Governance is to enhance the long term economic value of the company its stakeholders and the society at large by adopting better corporate practices in fair and transparent manner by aligning interest of the company with its shareholders and other key stakeholders.

Your Company continues to follow procedures and practices in conformity with the code of Corporate Governance outlined in the listing agreement.

#### 2. Board of Directors:

##### Composition of the Board, Directorships & Committee positions held in other companies and shares held as on 31st March 2025:

As on 31st March 2025, the Company had 6 Directors. The Board of Directors Comprise of One Managing, Executive & Non Independent director, Three Non-Executive & Non Independent directors and Two Non-Executive Independent directors.

Directors	Category	Board Meeting Attended	Annual General Meeting Attended	Directorship in other companies*	Committee membership**	Committee chairmanship**	Directorship in other Listed entity
Arun Kumar Agarwalla	Managing, Executive (Non-Independent Director)	13	Yes	02	06	Nil	1.Valley Magnesite Co Ltd 2.Ganodaya Finlease Ltd
Sudha Agarwalla	Non-Executive (Non Independent Director)	13	Yes	03	04	Nil	1.Valley Magnesite Co Ltd 2.Ganodaya Finlease Ltd 3.Dhanverdhi Exports Ltd
Sandeep Kumar Pareek	Non- Executive (Non Independent Director)	13	Yes	Nil	Nil	Nil	-
Nidhi Agarwalla	Non- Executive (Non Independent Director)	13	Yes	Nil	Nil	Nil	-
Anuj Kumar Modi	Non- Executive (Independent Director)	8	Yes	02	04	05	1.Valley Magnesite Co Ltd 2.Ganodaya Finlease Ltd
Mohit Gaddhyan	Non- Executive (Independent Director)	13	Yes	02	05	04	1.Valley Magnesite Co Ltd 2.Ganodaya Finlease Ltd

\* Other directorships do not include directorship of private limited companies, companies registered u/s 8 of Companies Act and of companies incorporated outside India.

\*\* Chairmanship/Membership of Board committees includes Membership of Audit, Nomination & Remuneration and stakeholders Relationship committees only.

\*\* No Director is a member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a Director.

##### Details of equity shares of the Company held by the Directors as on March 31, 2025 are given below

Name	Category	Number of equity shares
Arun Kumar Agarwalla	Non-Independent, Executive	1671920
Sudha Agarwalla	Non Independent, Non Executive	685000
Gaurang Agarwalla	Non Independent, Non Executive	386400

##### Disclosures of Relationships between directors

No Director is related to any other Director on the Board except Mr. Arun Kumar Agarwalla, Mrs. Sudha Agarwalla and Mrs. Nidhi Agarwalla in terms of the definition of "Relative" given under the Companies Act, 2013.

## **SAUMYA CONSULTANTS LIMITED**

### **Skills / Expertise / Competencies of the Board of Directors**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- i) Knowledge on Company's businesses (Investment and Financing), policies and culture (including the Mission, Vision and Values) major risks/threats and potential opportunities and knowledge of the industry in which the Company operates;
- ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company, Leadership & effective communication qualities;
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making;
- iv) Financial and Management skills;
- v) Technical / Professional skills and specialized knowledge in relation to Company's business.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business.

### **Number of Board Meetings held & dates on which meeting held:**

Number of Board Meetings Held	:13
Date on which held	:27th May, 2024, 29th May, 2024 7th June, 2024, 2nd August, 2024 7th August, 2024, 14th August 2024, 14th September, 2024, 28th October, 2024, 14th November, 2024, 25th November, 2024, 17th January, 2025, 5th February, 2025 & 20th March, 2025

### **Role of Independent Directors:**

The independent directors devote sufficient time and attention to professional obligations for informed and balanced decision making at the Board and various committee meetings. They regularly update and refresh skills, knowledge and familiarity with the Company and actively and constructively participate in the meetings.

### **Independent Directors Meeting:**

During the year under review, the Independent Directors met on 21st November, 2024, inter alia, to discuss:

- a) Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
- b) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

## SAUMYA CONSULTANTS LIMITED

### Disclosures in relation to the appointment/re-appointment of Directors:

As required, brief profiles of the directors appointed or re-appointed are appended below:

**a) Mrs. Sudha Agarwalla**

<b>Name of the Director</b>	Mrs. Sudha Agarwalla
<b>Father's Name</b>	Sri Bhagwati Prasad Jalan
<b>Director Identification No.(DIN)</b>	00938365
<b>Date of Birth</b>	04.08.1964
<b>Date of Appointment</b>	08.09.2004
<b>Qualifications</b>	B.Com
<b>Experience</b>	Mrs. Sudha Agarwalla is a Commerce Graduate from Guwahati University having experience of over 22 Years in the field of Investment and Finance Business. She is recognized for her experience in the field of Accounts, Investments and Fund Management.
<b>Directorship in other Companies</b>	Ganodaya Finlease Limited Valley Magnesite Company Limited Dhanverdhi Exports Limited Singhal Towers Private Limited
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	<b>Member:</b> Audit Committee Nomination & Remuneration Committee Corporate Social Responsibility Committee
<b>Membership / Chairmanship of Committees of the other public companies in which he is a Director</b>	<b>Valley Magnesite Company Limited</b> <b>Member:</b> Nomination & Remuneration Committee
<b>No. of Shares held in the Company</b>	685000

**b) Mr. Arun Kumar Agarwalla**

<b>Name of the Director</b>	Mr. Arun Kumar Agarwalla
<b>Father's Name</b>	Late Kishan Lal Agarwalla
<b>Director Identification No.(DIN)</b>	00607272
<b>Date of Birth</b>	27.07.1960
<b>Date of Appointment</b>	11.10.1999
<b>Qualifications</b>	B.Com
<b>Experience</b>	Mr. Arun Kumar Agarwalla is a Commerce Graduate from Ranchi University having experience of over 43 Years in Capital Market. He is recognized for his experience in the field of Accounts, Investments and Fund Management. He is also well versed with the technical and fundamental analysis of Capital Markets.
<b>Directorship in other Companies</b>	Valley Magnesite Company Limited Ganodaya Finlease Limited Singhal Towers Private Limited Balaji Vaisneo Trading Pvt.Ltd.
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	<b>Member:</b> Audit Committee



## SAUMYA CONSULTANTS LIMITED

	Stakeholders Relationship Committee Corporate Social Responsibility Committee
<b>Membership / Chairmanship of Committees of the other public companies in which he is a Director</b>	<b>Valley Magnesite Company Limited</b> <b>Member:</b> Audit Committee Stakeholders Relationship Committee <b>Ganodaya Finlease Limited</b> <b>Member:</b> Audit Committee Nomination and Remuneration Committee Stakeholders Relationship Committee
<b>No. of Shares held in the Company</b>	1671920

### **Code of Conduct:**

The Company has a code of conduct applicable to all Board Members & Senior Management staff for avoidance of conflict of interest between each of the above individuals and the Company. Each Board Members & Senior Management staff declare their compliance with the Code of Conduct as at the end of each Financial Year. A certificate to this effect is attached to this report duly signed by Managing Director.

### **3. Audit committee**

Apart from all the matters provided in the section 177 of the Companies Act 2013 and the Listing Regulation, the Audit committee reviews reports of the internal Auditors, meets statutory auditors as and when required and discuss findings, suggestions, observations and other related matters.

a) The Composition of the Committee and the attendance of each member at Meetings were as follows:

Members	Designation	Category	No. of Meetings Attended
Shambhu Nath Modi	Chairman (Resigned w.ef.14.08.2024)	Non-Executive (Independent)	2
Anuj Kumar Modi	Chairman (Appointed w.ef.14.08.2024)	Non-Executive (Independent)	2
Mohit Gaddhyan	Member	Non-Executive (Independent)	4
Sudha Agarwalla	Member	Non-Executive (Non-Independent)	4

### **b) Details of the Audit Committee Meetings Held :**

<u>Date of Meeting</u>	<u>No. of Members Attended</u>
28.05.2024	Three
13.08.2024	Three
03.11.2024	Three
04.02.2025	Three

### **4. Nomination and Remuneration Committee :**

In compliance with Section 178 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and listing Regulation, the composition and other details as required are as follows:

a) The Composition of the Committee and the attendance of each member at Meetings are as follows:

<b>SAUMYA CONSULTANTS LIMITED</b>			
<b>Members</b>	<b>Designation</b>	<b>Category</b>	<b>No. of Meeting Attended</b>
Mohit Gaddhyan	Chairperson	Non-Executive, Independent	2
Shambhu Nath Modi	Member (Resigned w.ef.14.08.2024)	Non-Executive, Independent	NIL
Anuj Kumar Modi	Member (Appointed w.ef.14.08.2024)	Non-Executive, Independent	2
Sudha Agarwalla	Member	Non-Executive, Non-Independent	2

**b) Details of the Nomination and Remuneration Committee Meetings Held :**

<u>Date of Meeting</u>	<u>No. of Members Attended</u>
12.09.2024	Three
25.03.2025	Three

**The terms of reference to this committee include:**

- The Committee shall identify persons who are qualified to become directors and who may be appointed as Key Managerial Persons in accordance with criteria laid down, recommend the board their appointment and removal and shall carry out evaluation of every director's performance.
- This Committee is empowered to review and recommend the Board of Directors, remuneration and commission of directors and other senior executives of the Company.

**Remuneration Policy:**

The Remuneration policy of your Company is a comprehensive and the policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The details of remuneration paid to the Executive and Non-Executive Directors for the financial year 2024-25 are provided hereinafter:

**i.Executive and Non Executive Directors:**

Name of the Directors	Salary (Rs.)	Perquisites(Rs.)	Others(Rs.)	Total (Rs.)
Mr. Arun Kumar Agarwalla	1,20,00,000	-	-	1,20,00,000
Mrs. Sudha Agarwalla	-	-	-	-
Mrs.Nidhi Agarwalla	-	-	-	-

**ii.Independent Directors:**

Name of the Directors	Sitting Fees (Rs.)	Commission (Rs.)	Total (Rs.)
Mr. Shambhu Nath Modi (Resigned w.ef.14.08.2024)	8,000	-	8,000
Mr. Anuj Kumar Modi (Appointed w.ef.14.08.2024)	19,000	-	19,000
Mr. Mohit Gaddhyan	17,000	-	17,000

**Non-executive/ Independent directors remuneration**

The Company is not paying any remuneration to the Non-executive Directors.

**Service Contracts, notice period, severance fees:**

The Executive Director has entered into employment contracts with the Company. Mr. Arun Kumar Agarwalla employment contracts begin on 01/10/2025 and terminate on 30/09/2030. His notice period will be such as is mutually agreed between him and the Board.

None of our directors is eligible for any severance pay.

**5. Stakeholder's Relationship Committee :**

In line with the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulation, the composition and other details of 'Stakeholders Relationship Committee' are as follows:

## SAUMYA CONSULTANTS LIMITED

a) The Composition of the Committee and the attendance of each member of the committee are given below:

Members	Designation	Category	No. of Meetings Attended
Shambhu Nath Modi	Chairman (Resigned w.e.f 14.08.2024)	Non-Executive (Independent)	1
Anuj Kumar Modi	Chairman (Appointed w.e.f 14.08.2024)	Non-Executive (Independent)	1
Mohit Gaddhyan	Member	Non-Executive (Independent)	2
Arun Kumar Agarwalla	Member	Non-Executive (Non-Independent)	2

b) Ms. Ankita Drolia is the Company Secretary and Compliance officer of the Company.

c) Details of the Stakeholder's Relationship Committee Meetings Held :

<u>Date of Meeting</u>	<u>No. of Members Attended</u>
20.07.2024	Three
12.03.2025	Three

d) Details of investor's complaints received and redressed during F.Y 2024-25 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing balance
-	-	-	-

**The terms of reference to this committee include:**

- Review, on periodic basis, status of grievances relating to transfer, transmission of shares, issue of duplicate shares.
- Monitor expeditious redressal of Investors grievances.
- Review instances of non-receipt of Annual Report.
- Consider all matters related to all security holders of the Company.

### **6. Corporate Social Responsibility Committee:**

In line with the provisions of Section 135 of the Companies Act, 2013 and the Listing Regulation, the composition and other details of 'Corporate Social Responsibility Committee' are as follows:

a) The Composition of the Committee and the attendance of each member of the committee are given below:

Members	Designation	Category	No. of Meetings Attended
Arun Kumar Agarwalla	Chairman	Non-Executive (Non-Independent)	2
Mohit Gaddhyan	Member	Non-Executive (Independent)	2
Sudha Agarwalla	Member	Non-Executive (Non-Independent)	2

b) Details of the Corporate Social Responsibility Committee Meetings Held :

<u>Date of Meeting</u>	<u>No. of Members Attended</u>
08.05.2024	Three
18.12.2024	Three

7. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company laid down the procedure to inform Board members about the risk assessment and minimisation procedures. The Board framed, implemented and monitored, the Company's risk management practices

## SAUMYA CONSULTANTS LIMITED

and activities at regular interval. At present the Board has not identified any element of risk which may threaten the existence of the company.

### 8. General Body Meetings:

#### a) Location, Place and time where last three Annual General Meetings were held are given below:-

Financial Year	Date of AGMs	Location	Time
2023-2024	27th September 2024	A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001	12.30 P.M
2022-2023	13th September 2023	A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001	12.30 P.M
2021-2022	23rd September 2022	A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001	12.30 P.M

#### b) Special Resolutions passed at previous three AGMs:-

##### i) AGM on 27th September 2024

In the AGM held on 27th September, 2024, Special Resolution was passed for regularization of appointment of Mr. Anuj Modi as an Independent Director of the Company.

##### ii) AGM on 13th September 2023

In the AGM held on 13th September, 2023, no Special Resolution was passed.

##### iii) AGM on 23rd September 2022

In the AGM held on 23rd September, 2022, no Special Resolution was passed.

#### c) No Extraordinary General Meeting of the members was held.

### 9. Disclosures:

#### a) Related Party Transaction:

All the related party transactions entered into by the Company are in the ordinary course of business and at arms' length basis. There are no materially significant related party transactions that may have potential conflict with the interests of the Company. The Company has the Related Party Transaction Policy which has been hosted on the website of the Company at [www.saumyaconsultants.com](http://www.saumyaconsultants.com). In any case, disclosures regarding the transactions with related parties are given in the notes to the accounts of Financial Statements.

#### b. Compliance

The Company has complied with the applicable provisions of the SEBI (LODR) Regulations, 2015 as well as the other applicable regulations and guidelines of SEBI and other statutory authorities. Consequently, there are no strictures or penalties imposed on the Company for any matter relating to capital markets during the last three years except for the mentioned below:

#### c. Vigil Mechanism

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations. The Company promotes ethical behaviour in its operations and has a Vigil mechanism which is overseen through the Audit Committee. This policy has been posted on the website of the Company.

#### d. Mandatory requirements

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and Regulation 46(2)(b) to (i) of the SEBI Listing Regulations, 2015.

## SAUMYA CONSULTANTS LIMITED

### **e. Subsidiaries**

The Company does not have any subsidiary, hence, details with respect to date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries, are not applicable.

The Company has adopted Policy for determining 'material' subsidiaries which has been placed on the website of the Company at [www.saumyaconsultants.com](http://www.saumyaconsultants.com)

### **f. Funds raised through preferential allotment or qualified institutions placement**

The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) during the financial year 2024-25.

### **g. Practising Company Secretary's certificate on non-disqualification of Directors**

The Company has received a certificate from a Company Secretary in Practice certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

### **h. Instances of not accepting any recommendation of the Committee by the Board**

During Financial Year ended 31st March, 2025, all recommendations made by the Board Committees to the Board of Directors, were accepted by the Board after due deliberations.

### **i. Fees to Statutory Auditors**

Details of total fees for all services, paid by the Company to the Statutory Auditors have been provided under Notes to the Financial Statement forming part of this Annual Report.

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

- number of complaints filed during the financial year - NIL
- number of complaints disposed of during the financial year - N.A.
- number of complaints pending as on end of the financial year – NIL

### **k. Loans and Advances**

The Company has not given any loans and advances to firms/Companies in which directors are interested.

### **l. Accounting Standards**

The financial statements have been prepared in accordance with the applicable Accounting Standards and relevant provisions of the Companies Act, 2013 and related rules, as amended from time to time.

### **m. Plant Locations: NIL**

### **n. Disclosure on discretionary requirements as specified in Part E of Schedule II of the Listing Regulations:**

#### **• Shareholders' Rights**

The Company is committed to ensuring transparency and timely communication with its shareholders and stakeholders regarding its financial performance and significant events. In line with this commitment, the Company publishes its half-yearly (including quarterly) financial performance in newspapers, providing wider access to this information. These financial updates are also promptly posted on the Company's website, allowing shareholders and other interested parties to access the information easily.

#### **• Modified opinion in Audit Report**

The Statutory Auditors have provided an unmodified opinion in their Audit Reports on the financials the Company for the year ended 31st March, 2025.

#### **• Reporting of Internal Auditor**

Internal Audit Report are directly to the Audit Committee.

### **10.Means of Communication:**

## SAUMYA CONSULTANTS LIMITED

The quarterly Unaudited Financial Results and the Audited Financial Results as approved and taken on record by the Board are sent to the Stock Exchanges where the Company's shares are listed and then published generally in "The Echo of India" (English editions) and "Sukhabar" (Bengali editions). The results are also posted on the Company's website [www.saumyaconsultants.com](http://www.saumyaconsultants.com). However, these are not sent individually to shareholders.

Management Discussion and Analysis Report is an integral part of annual report.

### 11. Management Discussion & Analysis Report:

The Company's performance is up beating. The Company does not foresee any threat in terms of investment policy and return on instrument as such the company is taking all its offers to overcome such unforeseen threat and to exceed in the concerned for. The management is hopeful in achieving a better result in future.

### 12. CEO and CFO Certification

The CEO and CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on 29th May, 2025 as required under SEBI (Listing obligations and Disclosure Requirements) Regulations.

### 13. General Shareholders Information:

#### a) Annual General Meeting

Date : 24th September, 2025  
Time : 12.30 PM  
Venue : Registered Office;  
A-402, Mangalam,  
24/26, Hemanta Basu Sarani, Kolkata- 700 001

#### b) Financial Calendar: Our tentative calendar for declaration of results for the financial year 2025-26 are given below:

Financial Calendar	Period	Declaration of Unaudited Results
1st Quarter	April 1 to June 30	On or before August 14, 2025
2nd Quarter	July 1 to September 30	On or before November 14, 2025
3rd Quarter	October 1 to December 31	On or before February 14, 2026
Audited Financial Results	January 1 to March 31	On or before May 30, 2026

c) Financial year of the Company : 1st April 2024 to 31st March 2025

d) Book Closure Date : 17th September, 2025 to 23rd September, 2025  
(Both day inclusive)

e) Dividend payment date (if any) : Not recommended

#### f) Listing on Stock Exchanges:

The Company has listed its shares at – Stock Exchanges as stated below:

Sl.No.	Name of Stock Exchanges
01.	Bombay Stock Exchange Ltd
02.	The Calcutta Stock Exchange Ltd.

ISIN No. for Dematerialization of : INE563C01015  
Shares

#### g) Stock Codes/symbol

BSE- 539218  
CSE- 29466

Listing Fees as applicable have been paid.

## SAUMYA CONSULTANTS LIMITED

h) Market Price Data:

Month	BSE	
	High	Low
April,2024	241.10	173.65
May,2024	254.50	171.60
June,2024	278.25	215.95
July,2024	211.65	163.45
August,2024	217.50	184.00
September,2024	238.00	221.70
October,2024	225.40	176.05
November,2024	298.20	190.00
December,2024	424.00	249.85
January,2025	350.00	254.80
February,2025	280.25	199.15
March,2025	195.20	139.00

i) Registrar and share transfer Agent

(for Both: Physical and Dematerialized share transfers)

: S.K.Infosolutions Pvt. Ltd

Add: D/42, Katju Nagar (Near South City Mall),

Ground Floor, Jadavpur Kolkata -700032

Email: contact @skcinfo.com

j) Share Transfer System:

Subject to documentation being in order, transfer requests of equity shares in physical form lodged with the Company/ Registrars are processed within 15 days from the date of receipt.

k) Distribution of Shareholding as on 31.03.2025:-

No. of Equity Shares held	No. of Share-Holders	% of Share-holders	No. of Share held	% of Share holdings
Upto 500	1542	91.027	439200	6.36
501-1000	132	7.79	117258	1.70
1001-2000	1	0.06	1700	0.02
2001-3000	2	0.12	4947	0.07
3001-4000	1	0.06	3139	0.05
4001-5000	1	0.06	4937	0.07
5001-10000	1	0.06	10000	0.14
10001- 50000	3	0.18	56519	0.82
50001-100000	0	0.00	0	0.00
100001 & above	11	0.65	6269208	90.77
	1694	100.00	6906908	100.00

l) Categories of Shareholders as on 31.03.2025 :-

Category	No. of Share-Holders	% of Share-holders	No. of Share held	% of Share held
Promoters	4	0.24	3790420	54.88
Bodies Corporate	11	0.65	2479692	35.90
NRI	5	0.30	439	0.01
Indian Public	1674	98.82	636357	9.21
	1694	100.00	6906908	100.00



## SAUMYA CONSULTANTS LIMITED

m) Dematerialization and Rematerialisation:

Request for Dematerialization and Rematerialisation should be sent either to the Company's Registrar and Share Transfer Agents or to the Share Department of the Company.

n) Dematerialization of Shares and liquidity:

63,80,908 Equity Shares(92.38%) have been dematerialized up to 31st March, 2025.

o) Address for Correspondence:

**Registered Office**

A-402, Mangalam,  
24/26 Hemanta Basu Sarani, Kolkata- 700 001  
Phone: (033)2243-6242/6243  
Fax : (033)2231-0835  
Website: www.saumyaconsultants.com  
Email: saumyaconsultants@gmail.com

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

The company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments as on March, 2025 as such instruments have not been issued in the past.

**14. Compliance of Listing Regulation pertaining to mandatory requirements & Auditors Certificate on Corporate Governance:**

The Company has complied with all the mandatory requirements on Corporate Governance as specified in the Listing Regulation.

As required in the Listing Regulation, the Auditor's Certificate on compliance of the Corporate Governance norms is attached.

Registered Office : A-402, Mangalam,  
24/26 Hemanta Basu Sarani,  
Kolkata- 700 001  
Dated: : 29th May, 2025

For and Behalf of the Board

(Arun Kumar Agarwalla)  
Managing Director  
DIN: 00607272

## **SAUMYA CONSULTANTS LIMITED**

### **AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.**

To

The Members of **Saumya Consultants Limited**

1. This certificate is issued in accordance with the terms of our engagement letter dated May 29, 2025.
2. We, A. K. Meharia & Associates, Chartered Accountants, the Statutory Auditors of **Saumya Consultants Limited** (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31 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 as amended ("SEBI Listing Regulations").

#### **Managements' Responsibility**

3. 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 the SEBI Listing Regulations.

#### **Auditor's Responsibility**

4. Our 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.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance (the "Guidance Note") issued by the Institute of the Chartered Accountants of India ("ICAI") and the Standards on Auditing ("SA"s) specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### **Opinion**

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we 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 SEBI Listing Regulations during the year ended March 31, 2025.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For A.K. Meharia & Associates**  
**Chartered Accountants**  
**Firm's Registration No.324666E**

**(A.K. Meharia)**  
**Partner**

**Place :Kolkata**  
**Dated: 29/05/2025**  
**UDIN: 25053918BMLMOX7203**

**Membership Number: 053918**

## **SAUMYA CONSULTANTS LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SAUMYA CONSULTANTS LIMITED**

#### **Report on the Standalone Ind AS Financial Statements**

##### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of **Saumya Consultants Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

##### **Basis for Opinion**

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

##### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. There is no key matter to be communicated in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

##### **Responsibilities of Management and those charged with governance for the standalone Ind AS financial statement**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian

## SAUMYA CONSULTANTS LIMITED

Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of Standalone Ind AS financial statement**

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

A further description of the auditor's responsibilities for the audit of the standalone Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".
  - 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/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

## SAUMYA CONSULTANTS LIMITED

- i) The Company does not have any pending litigation which would impact its financial position.
- ii) The Company does not have any long-term contracts requiring a provision for material foreseeable losses.
- iii) There were no amounts which were 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, other than as disclosed in notes to accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ('Intermediaries') with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ('Funding Parties') with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.
- v) The company has not declared or paid any dividend during the year and therefore compliance of section 113 of the Companies Act, 2013 is not required.
- vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, the company have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

**For A.K. Meharia & Associates**  
**Chartered Accountants**  
**Firm's Registration No.324666E**

**(A.K. Meharia)**  
**Partner**

**Membership Number: 053918**

**Place: Kolkata**  
**Dated: 29/05/2025**  
**UDIN: 25053918BMLMOV5853**

## **SAUMYA CONSULTANTS LIMITED**

### **Annexure - A to the Auditors' Report**

#### **Responsibilities for Audit of Financial Statement**

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

**For A.K. Meharia & Associates**  
**Chartered Accountants**  
**Firm's Registration No.324666E**

**(A.K. Meharia)**  
**Partner**

**Membership Number: 053918**

**Place: Kolkata**

**Dated: 29/05/2025**

**UDIN: 25053918BMLMOV5853**



## SAUMYA CONSULTANTS LIMITED

### Annexure - B to the Auditors' Report

(Referred to in paragraph 1 of our report of even date)

- i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipments.  
(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no intangible assets held by the company.
- b) Property, Plant and Equipments have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us, 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 disclosed in the financial statement are held in the name of the Company.
- d) The company has not revalued its property, plant and equipment or intangible assets or both during the year.
- e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under.
- ii) a) The inventory has been physically verified at reasonable interval by the management. In our opinion, the coverage and procedure of such verification is appropriate having regard to the size of the company and nature of its operation. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of inventories when compared to books of accounts.
- b) The company has not 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; Accordingly, the said clause is not applicable to the company.
- iii) a) As the Company is a Non- Banking Finance Company (NBFC) holding Certificate of Registration from Reserve Bank of India and having its principal business to give loans and make investments, hence clause iii (a) of the Order is not applicable to the Company.
- b) In our opinion, the Company has made investments and given loans during the year. The investments made, interest and other terms and conditions on which the loan given to other parties were prima facie not prejudicial to the interest of the Company. The Company has not provided guarantees or securities during the year.
- c) 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 schedule of repayment of principal and interest are not stipulated in respect of loans provided.
- d) Since there is no stipulation on the principal and interest of the loans provided, clause 3(iii)(d) and (e) are not applicable.
- e) In respect of loan granted by the company without specifying any terms or period of repayment, the details are as follows as required in clause 3(iii)(f):

	All Parties	Promoters	Related Parties
Aggregate amount of Loans			
- Repayable on demand	-	-	-
- Without specifying any terms and period of repayment	308.93 lacs	-	-
Total	308.93 lacs	-	-
Percentage of loans of the total loans	100	-	-

- 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, investments, guarantee and



## SAUMYA CONSULTANTS LIMITED

- security made, where ever applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
- vi) In our opinion, maintenance of cost records pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the company during the year under review.
- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, duty of excise, service tax, Cess, Goods & Service Tax, cess and other material statutory dues, wherever applicable, have been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- viii) There are no transactions relating to the previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix) (a) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to any lenders.
- (b) The company is not declared wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the company has not taken any term loans during the year. Therefore, the said clause is not applicable to the company.
- (d) According to the information and explanations given to us, and on the overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that 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 and procedures performed by us, we report that 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) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.
- xi) (a) In our opinion and according to information and explanations given to us, no fraud by the company or on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us, there are no instances of whistle-blower complaints received during the year by the company;
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi

## SAUMYA CONSULTANTS LIMITED

- company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.”
- (b) We have considered Internal Audit Report issued to the company during the year and covering the period up to 31st March 2024 for the period under audit;
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of the Companies Act, 2013.
- xvi) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the company is required to be registered under section 45IA of the Reserve Bank of India Act, 1934 and has obtained the registration.
- (b) The Company has not conducted any Non- Banking Financial or Housing Finance activities without a valid certificate of registration (CoR) from The Reserve Bank of India as per Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) The company is not part of any ‘group’ as defined in the applicable regulations/ guidelines.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii) There is no resignation of the statutory auditors during the year, and accordingly this clause is not applicable;
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor’s knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
- (b) There are no unspent amounts towards Corporate Social Responsibility (CSR) on ongoing projects under sub-section (5) of Section 135 of the Companies Act, 2013 requiring a transfer to a special account in compliance with provision of sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For A.K. Meharia & Associates  
Chartered Accountants  
Firm’s Registration No.324666E

(A.K. Meharia)  
Partner

Membership Number: 053918

Place: Kolkata  
Dated: 29/05/2025  
UDIN: 25053918BMLMOV5853

## **SAUMYA CONSULTANTS LIMITED**

### **Annexure - C to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of **SAUMYA CONSULTANTS LIMITED ("the Company")** as of 31 March 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

#### **Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in

## **SAUMYA CONSULTANTS LIMITED**

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**

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

### **Opinion**

In our opinion, 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 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For A.K. Meharia & Associates**  
**Chartered Accountants**  
**Firm's Registration No.324666E**

**(A.K. Meharia)**  
**Partner**  
**Membership Number: 053918**

**Place: Kolkata**  
**Dated: 29/05/2025**  
**UDIN: 25053918BMLMOV5853**

# SAUMYA CONSULTANTS LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2025

		AS AT 31ST MARCH, 2025	(Amount in 000) AS AT 31ST MARCH, 2024
	NOTES		
<b>ASSETS</b>			
<b>Financial Assets</b>			
(a)Cash and Cash Equivalents	2	5,040.33	4,679.87
(b)Receivables			
(i) Trade Receivables	3	786.74	3,475.12
(c)Loans	4	28,510.64	49,693.39
(d)Investments	5	8,50,151.82	7,96,550.14
(e)Other Financial Assets	6	250.00	277.51
		<b>8,84,739.53</b>	<b>8,54,676.03</b>
<b>Non- Financial Assets</b>			
(a)Inventories	7	3,22,175.06	2,97,328.61
(b)Current Tax Assets (Net)	8	-	-
(c)Investment Property	9B	11,802.29	11,802.29
(d)Property, Plant and Equipment	9A	15,658.64	10,057.68
(e)Other non-financial assets	10	734.89	181.10
		<b>3,50,370.89</b>	<b>3,19,369.69</b>
<b>Assets held for Sale</b>	11	4,100.13	8,300.26
<b>Total Assets</b>		<b>12,39,210.54</b>	<b>11,82,345.98</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Financial Liabilities</b>			
(a)Borrowings (other than debt securities)	12	7,123.63	3,109.69
(b)Other financial liabilities	13	2,006.30	2,956.71
		<b>9,129.93</b>	<b>6,066.40</b>
<b>Non- Financial Liabilities</b>			
(a)Current Tax Liabilities (Net)	14	7,367.03	5,864.10
(b)Provisions	15	2,191.63	4,520.45
(c)Deferred Tax Liabilities (Net)	16	39,562.61	74,595.48
(d) Other non-financial liabilities	17	393.81	308.46
		<b>49,515.08</b>	<b>85,288.49</b>
<b>Equity</b>			
(a)Equity share Capital	18	69,069.08	69,069.08
(b)Other Equity	19	11,11,496.45	10,21,922.01
		<b>11,80,565.53</b>	<b>10,90,991.09</b>
<b>Total Liabilities and Equity</b>		<b>12,39,210.54</b>	<b>11,82,345.98</b>
Significant Accounting Policies	1		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date  
For A. K. Meharia & Associates  
Firm Registration Number-324666E  
Chartered Accountants

Arun Kumar Agarwalla  
Managing Director  
DIN : 00607272

For and on behalf of the Board

Sudha Agarwalla  
Director  
DIN : 00938365

Anil Kumar Meharia  
Partner

Membership Number 053918  
Place: Kolkata  
Date: 29/05/2025

Nidhi Agarwalla  
Director  
DIN : 09004795

Gaurang Agarwalla  
CFO

Ankita Drolia  
Company Secretary

# SAUMYA CONSULTANTS LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

		(Amount 000)	
	NOTES	For the Year 2024 - 2025	For the Year 2023 - 2024
<b>INCOME</b>			
Revenue from Operations	20		
i) Interest Income		336.25	1,740.49
ii) Dividend Income		1,793.63	2,347.72
iii) Net Gain on fair value changes		26,828.68	1,31,566.16
iv) Sale of Shares		3,34,176.24	4,51,877.32
v) Profit on Sale of Investment		31,436.87	9,217.46
Other Income	21	14,266.93	18,373.50
<b>Total Income</b>		<b>4,08,838.59</b>	<b>6,15,122.66</b>
<b>EXPENSES</b>			
Purchase of Share		3,13,462.32	4,41,188.98
Changes in Inventories	22	(24,846.45)	(1,31,863.17)
Finance Costs	23	262.19	244.53
Employee Benefits Expenses	23A	18,498.63	14,129.33
Depreciation & Amortisation	9A & 9B	2,867.78	1,753.50
Others expenses	25	10,947.08	8,103.31
<b>Total Expenses</b>		<b>3,21,191.54</b>	<b>3,33,556.49</b>
<b>Profit/(Loss) Before Tax</b>		<b>87,647.05</b>	<b>2,81,566.17</b>
<u>Tax Expense:</u>			
Current Tax		(34,657.31)	(39,849.17)
Deferred Tax Asset/(Liability)		34,977.35	(28,384.64)
Excess (Short) Provision for Taxation		4,147.30	453.49
<b>Profit/(Loss) for the Period</b>		<b>92,114.39</b>	<b>2,13,785.84</b>
<u>Other Comprehensive Income</u>			
(i) Items that will not be reclassified to Statement of Profit and Loss			
- "Remeasurement of defined benefit plans"		(213.53)	123.06
- Income tax relating to remeasurement of defined benefit plans		55.52	(32.00)
- Income tax relating to Investment at FVTOCI		-	-
<b>Total Other Comprehensive Income/Loss</b>		<b>(158.01)</b>	<b>91.07</b>
<b>Total Comprehensive Income</b>		<b>91,956.39</b>	<b>2,13,876.91</b>
<b>Earning Per equity Share-Basic &amp; Diluted</b>	26	<b>13.34</b>	<b>30.95</b>
Face Value Per Share (In Rs.)		<b>10.00</b>	<b>10.00</b>
Significant Accounting Policies	1		

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For A. K. Meharia & Associates  
Firm Registration Number-324666E  
Chartered Accountants

Arun Kumar Agarwalla  
Managing Director  
DIN : 00607272

For and on behalf of the Board

Sudha Agarwalla  
Director  
DIN : 00938365

Anil Kumar Meharia

Partner

Membership Number 053918  
Place: Kolkata  
Date: 29/05/2025

Nidhi Agarwalla  
Director  
DIN : 09004795

Gaurang Agarwalla  
CFO

Ankita Drolia  
Company Secretary

# SAUMYA CONSULTANTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2025 (Amount in 000)				
PARTICULARS	YEAR ENDED ON		YEAR ENDED ON	
	31st March, 2025		31st March, 2024	
	Rs.	P.	Rs.	P.
<b>1 CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax	87,647.05		2,81,566.17	
<b>Addition/Deduction:</b>				
Depreciation	2,867.78		1,753.50	
Dividend Received	(1,793.63)		(2,347.72)	
Provision for Gratuity	573.02		391.81	
Profit/Loss on sale of Investment	(31,436.87)		(9,217.46)	
Profit or Loss on Sale of Assets held for Sale	7,835.71		(12,566.91)	
Profit or Loss on Sale of Fixed Assets	(163.61)		(580.00)	
Investments on Mutual Funds measured at FVTPL	(26,828.68)		(1,31,566.16)	
<b>Cash Flow from Operating Activities before Working Capital changes</b>	<b>38,700.77</b>		<b>1,27,433.23</b>	
<b>Adjustments:</b>				
(Increase)/Decrease in Trade Receivables	2,688.38		(3,432.59)	
(Increase)/Decrease in Loan	18,800.80		5,660.07	
(Increase)/Decrease in other financial assets	27.51		549.09	
(Increase)/Decrease in Inventories	(24,846.45)		(1,31,863.17)	
(Increase)/Decrease in current tax assets	1,502.93		10,704.11	
Increase/(Decrease) in other non financial assets	(553.79)		144.96	
Increase/(decrease) in other financial and non financial liabilities	(1,078.59)		2,026.95	
Increase/(decrease) in other provisions	(2,901.84)		(2,505.00)	
Increase/(Decrease) in Assets held for Sale	(3,635.57)		18,697.57	
<b>Cash Generated From Operation</b>	<b>28,704.14</b>		<b>27,415.22</b>	
<b>Taxes Paid</b>	<b>(30,510.00)</b>		<b>(39,395.68)</b>	
Cash Flow from Operating Activities	(1,805.86)		(11,980.46)	
<b>2 CASH FLOW FROM INVESTING ACTIVITIES</b>				
Net Purchase and Sale of Property, Plant and equipment and Other Intangible Assets	(8,305.13)		(4,667.04)	
(Increase)/Decrease in Investment	4,663.87		8,491.91	
Dividend Received	1,793.63		2,347.72	
Net Cash Flow from Investing Activities	(1,847.63)		6,172.59	
<b>3 CASH FLOW FROM FINANCING ACTIVITIES</b>				
Increase/Decrease in Borrowings	4,013.94		3,109.69	
Increase/Decrease in Share Capital	-		-	
Net Cash Flow from Financing Activities	4,013.94		3,109.69	
<b>NET CHANGE IN CASH &amp; CASH EQUIVALENT</b>	<b>360.45</b>		<b>(2,698.18)</b>	
Opening Balance of Cash & Cash Equivalent	4,679.87		7,378.05	
Opening Bank Balances other then above	-		-	
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENT</b>	<b>5,040.32</b>		<b>4,679.87</b>	
<b>Closing Bank Balances other then above</b>	<b>-</b>		<b>-</b>	

## Notes:

- The statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard Ind(AS) 7 'Statement of Cash Flow'
- Figures of the previous period has been rearranged/ regrouped where ever considard necessary.

As per our report of even date

For and on behalf of the Board

**For A. K. Meharia & Associates**  
Firm Registration Number-324666E  
Chartered Accountants  
Anil Kumar Meharia  
Partner

**Arun Kumar Agarwalla**  
Managing Director  
DIN : 00607272

**Sudha Agarwalla**  
Director  
DIN : 00938365

Membership Number 053918  
Place: Kolkata  
Date: 29/05/2025

**Nidhi Agarwalla**  
Director  
DIN : 09004795

**Gaurang Agarwalla**  
CFO

**Ankita Drolia**  
Company Secretary



# SAUMYA CONSULTANTS LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025 (Amount in 000)

### A. EQUITY SHARE CAPITAL

#### (1) For the year ended 31st March, 2025:

Balance at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance at the end of the year
65,000.00	-	65,000.00	-	65,000.00

#### (2) For the year ended 31st March, 2024:

Balance at the beginning of the year	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of the year	Changes in Equity Share Capital during the year	Balance at the end of the year
65,000.00	-	65,000.00	-	65,000.00

### B. OTHER EQUITY

#### (1) For the year ended 31st March, 2025:

(Amount in 000)

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Security Premium	General Reserve	Statutory Reserve	Retained Earnings	Remeasurement of Defined Benefit Obligations	Investment measured at FVTOCI	
Balance at the beginning of the year	63,000.00	1,81,595.14	1,44,876.14	6,32,391.00	59.72	-	10,21,922.01
Changes in Accounting Policy / Prior Period Errors	-	-	-	(2,381.94)	-	-	(2,381.94)
Restated Balance	63,000.00	1,81,595.14	1,44,876.14	6,30,009.06	59.72	-	10,19,540.06
Add/(Less) :							
Profit for the year	-	-	-	92,114.39	-	-	92,114.39
Other Comprehensive Income/(Loss) for the year	-	-	-	-	(158.01)	-	(158.01)
Transfer to Statutory Reserve	-	-	18,422.88	(18,422.88)	-	-	-
Transfer to Contingent Provision against Standard Asset	-	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance as at 31st March, 2025	63,000.00	1,81,595.14	1,63,299.02	7,03,700.57	(98.29)	-	11,11,496.45

# SAUMYA CONSULTANTS LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2024

### B. OTHER EQUITY

(1) For the year ended 31st March, 2024:

(Amount in 000)

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	Security Premium	General Reserve	Statutory Reserve	Retained Earnings	Remeasurement of Defined Benefit Obligations	Investment measured at FVTOCI	
Balance at the beginning of the year	63,000.00	1,81,595.14	1,02,118.97	4,61,345.74	(31.35)	-	8,08,028.51
Changes in Accounting Policy / Prior Period Errors	-	-	-	-	-	-	-
Restated Balance	63,000.00	1,81,595.14	1,02,118.97	4,61,345.74	(31.35)	-	8,08,028.51
Add/(Less) :							
Profit for the year	-	-	-	2,13,785.84	-	-	2,13,785.84
Other Comprehensive Income/(Loss) for the year	-	-	-	-	91.07	-	91.07
Transfer to Statutory Reserve	-	-	42757.17	(42757.17)	-	-	-
Transfer to Contingent Provision against Standard Asset	-	-	-	16.59	-	-	16.59
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance as at 31st March, 2024	63,000.00	1,81,595.14	1,44,876.14	6,32,391.00	59.72	-	10,21,922.01

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For and on behalf of the Board

For A. K. Meharia & Associates  
Firm Registration Number-324666E  
Chartered Accountants

Arun Kumar Agarwalla  
Managing Director  
DIN : 00607272

Sudha Agarwalla  
Director  
DIN : 00938365

Anil Kumar Meharia  
Partner

Membership Number 053918  
Place: Kolkata  
Date: 29/05/2025

Nidhi Agarwalla  
Director  
DIN : 09004795

Gaurang Agarwalla  
CFO

Ankita Drolia  
Company Secretary

## **SAUMYA CONSULTANTS LIMITED**

### **Notes to the Financial Statements for the year ended 31st March, 2025**

#### **NOTE - 1**

##### **CORPORATE INFORMATION**

Saumya Consultants Limited ('the Company') is registered as Non-Banking Financial Company under Section 45-IA of the Reserve Bank of India Act, 1934. The company is primarily engaged in the business of Investment in Mutual Funds and shares. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act, 2013. Its shares are listed in a recognised stock exchanges in India. The registered office of the company is located in 402, Mangalam, 24/26, Hemanta Basu Sarani, Kolkata - 700001.

##### **SIGNIFICANT ACCOUNTING POLICIES**

###### **a) Statement of Compliance**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013, (the 'Act') and other relevant provisions of the Act with effect from 1st April, 2018 and the master direction - Core Investment Companies (Reserve Bank) Direction, 2016 issued by RBI.

Upto the year ended 31st March, 2019, the financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP), which includes accounting standards notified under Rule 7 of the Companies (Accounts) Rules, 2014. The date of transition to Ind AS is 1st April, 2018.

###### **b) Basis of Preparation of Financial Statements**

These financial statements have been prepared on a going concern basis, using the historical cost conventions and on an accrual method of accounting except for certain assets and liabilities that are required to be measured at fair value by Ind AS.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

###### **c) Use of Estimates**

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

###### **d) Property, Plant and Equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are carried at cost, less accumulated depreciation and impairments losses.

Costs includes purchase price/acquisition cost (including import duties and non-refundable purchase taxes but after deducting trade discounts and rebates), borrowing cost (if capitalization criteria are met) and all other direct costs and expenditures incurred to bring the asset to its working condition and location for its intended use.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2018 measured as per the previous GAAP and use that carrying value as the cost of the property, plant and equipment.

###### **e) Investment Properties**

An Investment Property is accounted for in accordance with cost model.

## **SAUMYA CONSULTANTS LIMITED**

### **f)Intangible Assets**

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any. Intangible assets are amortized on straight line method basis over the estimated useful life on pro rata basis.

### **g)Depreciation**

Depreciation is calculated on the cost of property, plant and equipment less their residual value using Straight Line Method over the estimated useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis.

### **h)Derecognition of property, plant and equipment and intangible assets**

An item of property, plant and equipment/intangible assets is derecognised upon disposal and any gain or loss on disposal is determined as the difference between the sale proceeds and the carrying amount and is recognised in the Statement of Profit and Loss. The cost and the related accumulated depreciation are eliminated upon disposal of the asset.

### **i)Impairment of property, plant and equipment and intangible assets**

An item of property, plant and equipment/intangible assets is treated as impaired when the carrying value of the assets exceeds its recoverable value, being higher of the fair value less cost to sell and the value in use. An impairment loss is recognized as an expense in the Profit and Loss Account in the year in which an asset is impaired. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

### **j)Inventories**

Financial Instruments held as inventory are measured at fair value through profit or loss.

### **k)"Classification of Assets and Liabilities as Current and Non Current"**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is expected to be realised or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realised within twelve months after the reporting period, or Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

An liability is treated as current when, It is expected to be settled in normal operating cycle, It is held primarily for the purpose of trading, It is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

### **l)Financial Instruments**

#### **(i)Initial recognition and measurement**

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are subsequently measured at fair value through profit or loss are recognised immediately in the statement of profit or loss.

#### **(ii)Subsequent measurement**

#### **A.Financial Assets**

Financial assets are classified into the specified categories:

##### **a)Financial assets carried at amortised cost (AC)**

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement at fair value, the financial assets are measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premiums on

## SAUMYA CONSULTANTS LIMITED

acquisition and fees or costs that are an integral part of the EIR.

### b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL. However, if the company's management has made an irrevocable election to present the equity investments at fair value through other comprehensive income then there is no subsequent reclassification of fair value gains or losses to the statement of profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

### **B. Financial Liabilities**

After initial measurement at fair value, the financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method where the time value of money is significant, except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premiums on acquisition and fees or costs that are an integral part of the EIR.

### (iii) Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through other comprehensive income.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to lifetime expected credit losses is recognised if the credit risk has significantly increased since initial recognition.

The company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis.

### (iv) Derecognition of Financial Instruments

The company derecognises a financial assets only when the contractual rights to the cash flows from the assets expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

The company derecognises a financial liabilities only when the company's obligations are discharged, cancelled or they expire.

### **m) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, net of returns, trade allowances, rebates and amounts collected on behalf of the third parties.

Revenue from the sale of goods is recognised when significant risks and rewards of ownership have been transferred to the buyer and the amount of revenue can be reliably measured and recovery of the consideration is probable.

Insurance Claims are accounted for on receipt basis or as acknowledged by the appropriate authorities.

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using effective interest rate.

Dividend Income is recognised when the right to receive payment is established.

### **n) Employee Benefits**

Gratuity Liability has been provided on the basis of actuarial valuation. The company does not contribute to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in other comprehensive income. The current service cost and net interest on the net defined benefit liability/(asset) is treated as an expense and is recognised in the statement of profit or loss.

### **o) Foreign Currency Transactions**

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

## **SAUMYA CONSULTANTS LIMITED**

In preparing the financial statements, transactions in foreign currencies are recorded at the rates of exchange prevailing on the date of the transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Exchange differences arising either on settlement or on translation is recognized in the Statement of Profit and Loss except in cases where they relate to acquisition of fixed assets in which case they are adjusted to the carrying cost of such assets.

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expenses / income over the life of the contract.

### **p)Income Taxes**

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amount used for taxation purpose (tax base), at the tax rates and law that are enacted or substantively enacted as on the balance sheet date.

### **q)Provisions, Contingent Assets and Contingent Liabilities**

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liabilities are not recognised but disclosed in the financial statements.

Contingent assets are neither recognised nor disclosed. However, when realisation of income is virtually certain, related asset is recognised.

### **r)Earnings Per Share**

Basic and Diluted Earnings per shares are calculated by dividing the net profit for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

### **s)Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **t)Operating Segment**

Operating Segments are reported in a manner consistent with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole. The analysis of geographical segments is based on the areas in which customers of the company are located.

## SAUMYA CONSULTANTS LIMITED

**Notes to Financial Statements for the year ended 31st March, 2025**

(Amount in 000)

### NOTE - 2

#### CASH & CASH EQUIVALENTS

##### Cash & Cash Equivalents

Cash in hand

3,514.71

3,087.07

Balances with bank:

On Current Accounts:

1,525.61

1,592.80

5,040.33

4,679.87

### NOTE - 3

#### TRADE RECEIVABLES

Receivables considered good - Unsecured;

786.74

3,475.12

786.74

3,475.12

Due from related parties

-

-

#### Trade Receivables Ageing Schedule as on 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	
(i) Undisputed Trade Receivables - considered good	786.76	-	-	-	-	786.76
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-

#### Trade Receivables Ageing Schedule as on 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	
(i) Undisputed Trade Receivables - considered good	3,475.12	-	-	-	-	3,475.12
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-

### NOTE - 4

#### LOANS

Measured at amortised cost

AS AT  
31ST MARCH, 2025

AS AT  
31ST MARCH, 2024

##### A.(i)Others

	30,892.58	52,075.33
Total (A) - Gross	30,892.58	52,075.33
Less: Impairment Loss Allowance	2,381.94	2,381.94
Total (A) - Net	<u>28,510.64</u>	<u>49,693.39</u>

##### B.Out of above:

(i) Secured by tangible assets

Sub-Total	-	-
-----------	---	---

(ii)Unsecured

Sub-Total	30,892.58	52,075.33
-----------	-----------	-----------

Less: Impairment Loss Allowance

Sub-Total	30,892.58	52,075.33
Total	<u>2,381.94</u>	<u>2,381.94</u>

##### C.Out of above

(i)Loans in India

– Others

30,892.58

52,075.33

30,892.58

52,075.33

2,381.94

2,381.94

28,510.64

49,693.39

(ii)Loans outside India

Sub-Total	-	-
Total	<u>28,510.64</u>	<u>49,693.39</u>



# SAUMYA CONSULTANTS LIMITED

## Notes to Financial Statements for the year ended 31st March, 2025

			(Amount in 000)
NOTE - 5		As on 31st	As on 31st
INVESTMENTS		March 2025	March 2024

### A.Quoted equity shares measured at fair value through Other Cmprehensive Income

	No of Units		
	2024-2025	2023-2024	
Dhanverdhi Exports Pvt Ltd	118900.000	118900.000	1,688.38
Ganodaya Finlease Limited	850600.000	503000.000	21,988.01
Valley magnesite Co. Pvt Ltd	51100.000	0.000	2,912.70
			26,589.09

### B.Unquoted mutual funds measured at fair value through Profit and Loss

	No of Units		
	2024-2025	2023-2024	
Axis balanced adv fund R/g	478674.008	0.000	9,630.92
Axis Consumption fund r/g	1999934.103	0.000	17,459.42
Axis india manufacturing fund R/G	249987.501	249987.501	3,122.34
Axis Momentum Fund-R/G	999950.002	0.000	8,359.58
Bajaj finserv Balanced Advantage Fund	0.000	999950.002	-
Quant Value fund r/g	50724.123	0.000	899.09
Aditya Birla Sun life multi asset allocation fund	999950.002	999950.002	13,821.31
Aditya Birla Sun life Crisil 60:40 Apr 2027 Index	1965658.238	1965658.238	23,396.25
Aditya Birla sun life Balanced adv fund	0.000	138009.880	-
DSP Blackrock Equity Fund (Flexi cap	0.000	369140.408	-
DSP Blackrock Midcap Fund(Previous Small and Midcap	0.000	99134.341	-
Edelweiss Aggressive hybrid fund d/g	152372.799	0.000	10,426.87
Edelweiss Multicap fund d/g	95683.901	0.000	1,337.05
Edelweiss liquid Fund Direct growth	0.000	2248.313	-
Hdfc Banking & Psu Debt Fund	818125.116	3049263.281	18,419.51
Hdfc Capital Builder Fund(Value Fund)	0.000	3926.000	-
HDFC Credit Risk Debt Fund	0.000	604069.009	-
HDFC Flexicap Fund	40204.445	46704.445	74,226.13
Hdfc Manufacturing fund r/g	1999900.004	0.000	19,465.03
Hdfc short term debt fund r/g	760113.160	0.000	23,798.61
Hdfc Hybrid Equity Fund	65238.894	389849.674	7,280.20
Hdfc Hybrid Debt Fund	440204.904	724776.145	35,260.28
Hdfc equity savings fund R/g	79482.227	0.000	5,033.85
Hdfc Liquid Fund	0.000	1762.278	-
Hdfc Midcap Opportunities Fund	92137.091	105529.699	15,986.71
HSBC LIQUID FUND-R/G	2627.406	0.000	6,728.93
ICICI Pru All Seasons bond Fund	328270.062	328270.062	11,889.74
ICICI Pru Asset Allocator Fund G	152807.552	841545.295	17,363.72
ICICI Pru Credit Risk Fund ( Regular Savings) G	0.000	211800.968	-
ICICI Pru Innovative fund r/g	708669.369	0.000	11,827.69
ICICI Pru Equity & Debt Fund r/g	33157.003	0.000	12,224.66
ICICI Pru Business Cyclic fund r/g	473909.954	0.000	10,568.19
ICICI Pru Large & Midcap fund r/g	11631.809	0.000	10,768.50
ICICI Pru Energy Opportunity fund r/g	1999900.005	0.000	18,719.06
ICICI Pru India Opportunities Fund	457862.831	200189.509	15,150.68
ICICI Pru Multi Asset Fund (Dynamic Plan)	35857.190	35857.190	25,808.69
ICICI Pru P.H.D Fund G	700629.988	99999.000	25,362.81
ICICI Pru Ultra Short Term Fund-R/G	114183.868	409062.425	3,103.04
Bandhan core equity fund r/g	86230.362	0.000	10,499.06
Bandhan Business cycle fund R/G	1499925.004	0.000	13,722.81
Bandhan Hybrid Equity-r/g(AGGRESSIVE HYBRID)	832997.552	0.000	19,981.95
Bandhan Multi Cap Fund(Flexi cap)	0.000	49624.404	-
Kotak Dynamic Bond Fund	323045.959	323045.959	11,910.96
Hsbc multiasset allocation fund r/g	1772312.742	0.000	19,105.00
Hsbc Small Cap Fund-r/g	108500.732	0.000	7,873.66
Hsbc Value Fund R/g	93031.516	0.000	9,152.89
HSBC Flexi cap Fund	0.000	105508.235	-
Kotak multicap fund r/g	1157216.124	0.000	19,779.14

## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

#### NOTE - 5(Contd...)

			(Amount in 000)	
			AS AT	AS AT
			31ST MARCH, 2025	31ST MARCH, 2024
Kotak Balanced Advantage Fund	0.000	390205.834	-	6,976.88
Kotak debt hybrid fund reg plan	266311.093	266311.093	15,135.28	13,956.91
Kotak Emerging Equity Fund-Growth	80677.848	80677.848	9,532.33	8,268.19
Lic mf Liquid fund R/g	359.766	0.000	1,671.09	-
Lic mf Multicap fund r/g	1115335.698	0.000	17,076.90	-
Motilal Oswal Dynamic Fund(Blanced Advantage)	0.000	67782.474	-	1,310.61
Mirae Asset Nifty Sdl June 2027 Index Fund	0.000	514626.415	-	5,694.96
Nippon india Balanced Advanced Fund -Growth	150457.383	355814.862	25,285.51	55,326.90
Nippon India Banking & Financial Services	42947.947	19896.291	24,721.84	10,179.46
Nippon India Consumption Fund ( MEDIA & ENTERTAINMENT	117589.086	50000.000	21,417.92	8,565.24
Nippon India Equity Hybrd Fund	0.000	62293.396	-	3.23
Nippon India Power & infra fund r/g	42602.490	0.000	13,548.87	-
Nippon India Short Term Fund	417548.393	564819.190	21,537.65	26,912.45
Nippon India ultra short duration fund	0.000	1016.011	-	3,749.49
Nippon india multicap fund D/G	0.000	189.774	-	50.41
Nippon india multicap fund R/G	0.000	1292.757	-	316.23
Parag Parikh Flexi Cap Fund D/G	11940.081	0.000	1,024.46	-
Parag Parikh Flexi Cap Fund R/G	38745.100	38745.100	3,056.35	2,685.76
Parag Parikh Liquid Fund D/G	0.000	1016.721	-	1,364.36
Sbi Dynamic Bond Fund	336591.705	336591.705	11,823.59	10,929.27
Sbi Focussed Equity Fund -Growth	0.000	16706.441	-	4,888.22
Sbi Conservative Hybrid fund	276268.323	276268.323	19,336.52	17,810.13
Sbi Innovative opportunities Fund r/g	999950.002	0.000	8,721.06	-
SBI Contra fund r/g	27816.670	0.000	9,971.60	-
Sbi Small Cap Fund -Growth	10012.882	10012.882	1,566.37	1,485.44
Sundaram Multiasset allocation fund R/g	846369.210	0.000	9,677.98	-
Sundaram Equity Saving fund	0.000	49960.130	-	3,098.16
		Sub-Total	7,93,240.21	7,52,103.80
		Sub-Total	7,52,103.80	6,32,111.43

**Unquoted Equity Instruments measured at cost**  
**(unless stated otherwise), within India -**  
**In Other Company**

18,000 (PY: 2020 - 18,000) Equity  
Share of Balaji Vaisneo Trading Pvt Ltd

	900.00	900.00
<b>Sub-Total</b>	<b>900.00</b>	<b>900.00</b>

**Other Investments**

Nippon Capital Asset Management Ltd.  
Nippon India Equity Opportunities Fund AIF  
Nippon Credit Opportunities AIF  
IIFL Special Opportunities Fund

	20.56	6,957.75
	10,135.73	-
	9,999.50	-
	9,266.73	9,999.50
<b>Sub-Total</b>	<b>29,422.52</b>	<b>16,957.25</b>
<b>Total</b>	<b>8,50,151.82</b>	<b>7,96,550.14</b>

**B.Particulars**

Out of above  
In India  
Outside India

	8,50,151.82	7,96,550.14
	-	-
<b>Total</b>	<b>8,50,151.82</b>	<b>7,96,550.14</b>

#### NOTE - 6

##### **OTHER FINANCIAL ASSETS**

(Unsecured, considered good)

Deposits	-	1.60
Other Advances	250.00	275.91
	<b>250.00</b>	<b>277.51</b>

# SAUMYA CONSULTANTS LIMITED

## Notes to Financial Statements for the year ended 31st March, 2025

(Amount in 000)

	AS AT 31ST MARCH, 2025	AS AT 31ST MARCH, 2024
<b>NOTE - 7</b>		
<b>INVENTORIES</b>		
Value at cost		
Stock of Shares	3,22,175.06	2,97,328.61
	<u>3,22,175.06</u>	<u>2,97,328.61</u>
<b>NOTE - 8</b>		
<b>CURRENT TAX ASSETS (NET)</b>		
Advance Direct Tax (net of provisions)	-	-
	<u>-</u>	<u>-</u>
<b>NOTE - 10</b>		
<b>OTHER NON-FINANCIAL ASSETS</b>		
(Unsecured, considered good)		
Prepaid Expenses	734.89	181.10
	<u>734.89</u>	<u>181.10</u>
<b>NOTE - 11</b>		
<b>ASSETS HELD FOR SALE</b>		
Flats	4,100.13	8,300.26
	<u>4,100.13</u>	<u>8,300.26</u>
Note: Assets held for sale are owned property which it intends to sell in near future		
<b>NOTE - 12</b>		
<b>BORROWINGS (OTHER THAN DEBT SECURITIES)</b>		
(At amortised Cost)		
<b>Secured</b>		
Term Loan		
From Banks	2,215.17	3,109.69
Vehicle Loan	4,908.46	-
	<u>7,123.63</u>	<u>3,109.69</u>
India	2,215.17	3,109.69
Outside India	-	-
Note: The term loan is received from HDFC Bank against the hypothecation of Motor Car purchased from the loans taken repayable in 48 monthly installment bearing interest @ 8.3751 percent.		
Note: The term loan is received from Mercedes Benz Financial Services against the hypothecation of Motor Car purchased from the loans taken repayable in 48 monthly installment bearing interest @ 8.48 percent.		
<b>NOTE - 13</b>		
<b>OTHER FINANCIAL LIABILITIES</b>		
Sundry Creditors for Exp. & Others	2,006.30	2,956.71
	<u>2,006.30</u>	<u>2,956.71</u>
<b>NOTE - 14</b>		
<b>CURRENT TAX LIABILITIES (NET)</b>		
Provision for Taxation (Net of Advance Tax)	7,367.03	5,864.10
	<u>7,367.03</u>	<u>5,864.10</u>
<b>NOTE - 15</b>		
<b>PROVISIONS</b>		
<b>Provision for Employee Benefits</b>		
Provision for Gratuity	2,011.92	1,958.79
<b>Other Provisions</b>		
Contingent Provision against Standard Assets	179.72	179.72
Contingent Provision against Doubtful Assets	-	2,381.94
	<u>2,191.63</u>	<u>4,520.45</u>

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# SAUMYA CONSULTANTS LIMITED

Notes to Financial Statements for the year ended 31st March, 2025

Note 9A & 9B	PROPERTY, PLANT & EQUIPMENT AND INVESTMENT PROPERTY	(Amount in 000)					
		GROSS BLOCK					
Particulars	As on 01.04.2023	Addition during the year	Adjustment during the year	As on 31.03.2024	Addition during the year	Adjustment during the year	As on 31.03.2025
<b>9A. Property, Plant and Equipment</b>							
Motor Car	7,627.87	5,076.87	2,900.00	9,804.74	8,688.13	4,727.87	13,765.00
Computer	470.85	-	-	470.85	17.00	-	487.85
Office Machineries	3,823.63	152.77	-	3,976.40	-	-	3,976.40
Mobile Phone	315.99	130.90	-	446.89	-	-	446.89
Furniture & Fixture	5,740.33	-	-	5,740.33	-	-	5,740.33
Air Conditioner	691.34	31.50	-	722.84	-	-	722.84
<b>Total</b>	<b>18,670.01</b>	<b>5,392.04</b>	<b>2,900.00</b>	<b>21,162.05</b>	<b>8,705.13</b>	<b>4,727.87</b>	<b>25,139.31</b>
<b>9B. Investment Property</b>							
Flat	379.44	-	-	379.44	-	-	379.44
Office Premises	11,422.85	-	-	11,422.85	-	-	11,422.85
<b>Total</b>	<b>11,802.29</b>	<b>-</b>	<b>-</b>	<b>11,802.29</b>	<b>-</b>	<b>-</b>	<b>11,802.29</b>

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SAUMYA CONSULTANTS LIMITED											
Notes to Financial Statements for the year ended 31st March, 2025											
PROPERTY, PLANT & EQUIPMENT AND INVESTMENT PROPERTY											
Particulars	DEPRECIATION						NET BLOCK				
	As on 01.04.2023	Addition during the year	Adjustment during the year	As on 31.03.2024	Addition during the year	Adjustment during the year	As on 31.03.2025	As on 01.04.2023	As on 31.03.2024	As on 31.03.2025	(Amount in 000)
<b>9A. Property, Plant and Equipment</b>											
Motor Car	7,246.47	551.67	2,755.00	5,043.15	1,496.09	4,491.47	2,047.76	381.39	4,761.59	11,717.23	
Computer	356.63	38.91	-	395.53	37.98	-	433.52	114.23	75.32	54.34	
Office Machineries	1,444.57	667.67	-	2,112.24	823.18	-	2,935.42	2,379.06	1,864.16	1,040.98	
Mobile Phone	272.13	18.72	-	290.85	30.26	-	321.11	43.86	156.03	125.78	
Furniture & Fixture	2,373.22	378.33	-	2,751.54	380.86	-	3,132.40	3,367.11	2,988.79	2,607.93	
Air Conditioner	412.85	98.20	-	511.05	99.42	-	610.46	278.49	211.80	112.38	
<b>Total</b>	<b>12,105.86</b>	<b>1,753.50</b>	<b>2,755.00</b>	<b>11,104.37</b>	<b>2,867.78</b>	<b>4,491.47</b>	<b>9,480.67</b>	<b>6,564.15</b>	<b>10,057.68</b>	<b>15,658.64</b>	

**Note:**

(i) The Company has carried out the valuation activity to assess the fair value of its Investment in building which is Rs. 12,377,100.00 (P.Y. 12,377,100.00).

**(ii) Information regarding Income and Expenditure of Investment Property:**

Particulars	2024-2025	2023-2024
Rental Income derived from Investment Property	1,380.00	-
Direct Operating Expenses (including repairs and maintenance) associated with rental income	(287.89)	(539.54)
Profit or loss arising from sale of Investment Property	-	-
Impairment during the year	-	-
Depreciation during the year	-	-
Profit/(Loss) arising from Investment Property before indirect expenses	1,092.11	(539.54)

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# SAUMYA CONSULTANTS LIMITED

Notes to Financial Statements for the year ended 31st March, 2025

(Amount in 000)

## NOTE -16

### DEFERRED TAX ASSET/LIABILITIES (NET)

#### Deferred Tax Liability

Investmnet at FVTPL

AS AT 31ST MARCH, 2025	AS AT 31ST MARCH, 2024
38,997.44	75,963.27
<b>Sub-Total</b>	<b>38,997.44</b>

#### Deferred Tax Asset

Differance in carrying amount of fixed assets

(1,137.51) 864.79

On expenditures charged to the statement of  
profit & loss but allowable for tax purpose on payment basis

523.10 509.29

Remeasurement of Defined Benefit Obligation

49.23 (6.28)

<b>Sub-Total</b>	<b>(565.17)</b>	<b>1,367.79</b>
<b>Total</b>	<b>39,562.61</b>	<b>74,595.48</b>

## NOTE - 17

### OTHER NON-FINANCIAL LIABILITIES

Statutory Dues

393.81	308.46
<b>393.81</b>	<b>308.46</b>

## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

(Amount in 000)

#### NOTE - 18

AS AT  
31ST MARCH, 2025

AS AT  
31ST MARCH, 2024

#### EQUITY SHARE CAPITAL

##### Authorised Shares:

70,00,000 (P.Y. 70,00,000) Equity Shares of Rs.10/-each

70,000.00

70,000.00

Issued, Subscribed & fully Paid - up Shares

69,06,908 (P.Y 69,06,908) Equity Shares of Rs.10/-each

69,069.08

69,069.08

##### a) Terms/rights attached to equity shares.

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

##### b) Details of equity shareholders holding more than 5% shares in the company

	AS AT		AS AT	
	31ST MARCH, 2025		31ST MARCH, 2024	
Equity Shares of Rs.10 each fully paid up	No. of Shares	% Holding	No. of Shares	% Holding
Arun Kumar Agarwalla	16,71,920	24.21%	16,71,920	24.21%
Arun Kumar Agarwalla (HUF)	10,47,100	15.16%	10,47,100	15.16%
Sudha Agarwalla	6,85,000	9.92%	6,85,000	9.92%
Gaurang Agarwalla	3,86,400	5.59%	3,86,400	5.59%
Dhanverdhi Exports Ltd.	4,76,400	6.90%	4,76,400	6.90%

##### c) The reconciliation of the number of shares outstanding is set out below:

Particulars	AS AT	AS AT
	31ST MARCH, 2025	31ST MARCH, 2024
	No. of Shares	No. of Shares
<u>Equity Shares</u>		
Equity Shares at the beginning of the year	69,06,908	69,06,908
Equity shares at the end of the year	69,06,908	69,06,908

##### d) Details of shareholding of promoters:

Shares held by promoters at the end of the year

Shares held by promoters at the end of FY 2025					
	AS AT		AS AT		
	31ST MARCH, 2025		31ST MARCH, 2024		% Change during the year
Promoter Name	No. of Shares	% Holding	No. of Shares	% Holding	
Arun Kumar Agarwalla	16,71,920	24.21%	16,71,920	24.21%	-
Sudha Agarwalla	6,85,000	9.92%	6,85,000	9.92%	-
Arun Kumar Agarwalla (HUF)	10,47,100	15.16%	10,47,100	15.16%	-
Gaurang Agarwalla	3,86,400	5.59%	3,86,400	5.59%	-

#### NOTE - 19

##### OTHER EQUITY

##### RESERVE AND SURPLUS

	AS AT	AS AT
	31ST MARCH, 2025	31ST MARCH, 2024
Capital Reserve	63,000.00	63,000.00
General Reserve	1,81,595.14	1,81,595.14
Statutory Reserve	1,63,299.02	1,44,876.14
Retained Earnings	7,03,700.57	6,32,391.00
	11,11,594.74	10,21,862.28

##### OTHER COMPREHENSIVE INCOME

Remeasurement of Defined Benefit Plans	(98.29)	59.72
	(98.29)	59.72
	11,11,496.45	10,21,922.01



# SAUMYA CONSULTANTS LIMITED

## Notes to Financial Statements for the year ended 31st March, 2025

		(Amount in 000)
	For the year 2024-25	For the year 2023-24
<b>NOTE -20</b>		
<b>REVENUE FROM OPERATION</b>		
i)Interest Received on loan measured at amortised cost (TDS Rs. 34,525.00 P.Y.Rs. 1,74,058.00)	336.25	1,740.49
ii)Dividend Received (TDS Rs. 1,72,247.23; P.Y.Rs. 2,24,116.05)	1,793.63	2,347.72
iii)Sale of Share	3,34,176.24	4,51,877.32
iv)Gain on investments carried at fair value through profit or loss	26,828.68	1,31,566.16
v) a)Profit on Sale of Current Investment	31,436.87	9,217.46
b)Profit on Sale of Non-Current Investment	-	-
	<b>3,94,571.67</b>	<b>5,96,749.16</b>
<b>NOTE - 21</b>		
<b>OTHER INCOME</b>		
Speculation Profit	4,642.48	4,975.97
Interest on:		
Bank	1.11	27.39
IT Refund	11.42	200.19
Mutual Funds	231.07	-
Debentures	1.54	23.04
Rent Received	1,380.00	-
Profit on Sale of Fixed Assets	163.61	580.00
Profit on Sale of Assets held for Sale	7,835.71	12,566.91
	<b>14,266.93</b>	<b>18,373.50</b>
<b>NOTE - 22</b>		
<b>(INCREASE)/DECREASE IN INVENTORIES</b>		
<u>Inventories at the end of the year</u>		
Stock of Shares	3,22,175.06	2,97,328.61
<u>Inventories at the beginning of the year</u>		
Stock of Shares	2,97,328.61	1,65,465.44
	<b>(24,846.45)</b>	<b>(1,31,863.17)</b>
<b>NOTE - 23</b>		
<b>FINANCE COSTS</b>		
<b>Interest on:</b>		
Borrowings other than Debt securities	262.19	244.53
	<b>262.19</b>	<b>244.53</b>
<b>NOTE - 23A</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages & Bonus	5,743.05	6,740.47
Directors Remuneration	12,000.00	6,800.00
Staff Welfare Expenses	182.57	197.05
Gratuity	573.02	391.81
	<b>18,498.63</b>	<b>14,129.33</b>

## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

	For the year 2024-2025	(Amount in 000) For the year 2023-2024
<b>NOTE - 25</b>		
<b>OTHER EXPENSES</b>		
Payment to Auditor (Refer details below)	236.00	236.00
Telephone Expenses	166.71	156.86
Listing Fees	413.00	413.00
Professional & Consultancy Charges	1,280.00	1,200.00
Vehicle Expenses	560.46	504.85
Travelling & Conveyance Expenses	1,153.08	1,086.00
General Charge	684.03	597.87
<u>Repair &amp; Maintenance</u>		
To Others	365.27	297.74
Legal and Professional Charges	201.60	208.20
STT, Service Tax & Other Charges on Share trading	918.36	1,034.34
CSR Expenditure	934.00	307.00
Misc Expenses	4,005.08	2,061.45
	10,917.58	8,103.31
<b>Payment to Auditor</b>		
<u>As Auditor (Including Goods and Service Tax)</u>		
Statutory Audit Fee	206.50	206.50
Tax Audit Fees	29.50	29.50
	236.00	236.00
<b>NOTE - 26</b>		
<b>EARNINGS PER SHARE(EPS)</b>		
Net profit/(loss) after tax as per statement of Profit and Loss attributable to Equity Shareholders	92,114.39	2,13,785.84
Weighted average number of equity shares used as denominator for calculating EPS	69,06,908.00	69,06,908.00
Basic & Diluted Earning Per Share	13.34	30.95

#### **NOTE - 27**

As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act, 2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this account.

#### **NOTE - 28**

##### **SEGMENT REPORTING**

The Company has only one segment of business i.e. Investment & Finance and the Company operates in a single geographical segment viz. India, accordingly no separate segment reporting is applicable to the company.

## SAUMYA CONSULTANTS LIMITED

**Notes to Financial Statements for the year ended 31st March, 2025**

(Amount in 000)

### NOTE - 29

#### **RELATED PARTY DISCLOSURE**

As per Indian Accounting Standard - 18, the disclosures of transactions with the related parties are given below:

**i) List of related parties where control exists and related parties with whom transactions have been taken place and relationships:**

<b>Relationship</b>	<b>Name of the Related Party</b>
a) Key Managerial Personal & relatives	Mr. Arun Kumar Agarwalla Mr. Gaurang Agarwalla Ms. Sanchi Khetawat
b) Other Related Parties	M/s Singhal Towers Pvt Ltd

**ii) Transaction during the year with related parties:**

<b>Nature of Transactions</b>	<b>2024-2025</b>	<b>2023-2024</b>
<b>Remuneration</b>		
Arun Kumar Agarwalla	12,000.00	6,800.00
Gaurang Agarwalla	2,950.00	1,800.00
<b>Consultancy Charges</b>		
Sanchi Khetawat	1,200.00	600.00
<b>Rent and Maintenance Charges Paid</b>		
Singhal Towers Pvt Ltd	120.00	120.00

b) Previous year figures have been reclassified/regrouped/rearranged wherever necessary to conform to this year classification.

### NOTE - 30

#### **EMPLOYEE BENEFITS**

**A. The defined benefit plans expose the company to a number of actuarial risks such as : Investment Risk, Interest Risk, Longevity Risk and Salary Risk**

**Longevity Risk :** The present value of the defined benefit liability is calculated by reference to the best estimate of the mortality of participants both during and after their employment. An increase in the life expectancy of the participants will increase the liability.

**Salary Risk :** The present value of the defined benefit liability is calculated by reference to future salaries of participants. As such, an increase in the salary of the participants will increase the liability.

**B. Details of Plans are as follows:**

	(Amount in 000)	
	<b>For the Year</b>	<b>For the Year</b>
	<b>2024 - 2025</b>	<b>2023 - 2024</b>
<b>(a) Expenses Recognised as Employee Benefits Expenses in the Statement of Profit or Loss during the year</b>		
(i) Current Service Cost	183.51	274.02
(ii) Net Interest Expenses	120.52	117.80
(iii) Expenses recognised during the year	304.02	391.81
<b>(b) Expenses Recognised in Other Comprehensive Income during the year</b>		
(i) Expected return on Plan Assets	-	-
(ii) Actuarial (gain) / Losses on obligation	213.53	(123.06)
(iii) Net (Income)/Expenses Recognised during the year	213.53	(123.06)
<b>(c) Amount Recognized in Balance Sheet</b>		
(i) Present value of obligation as at end of the year	2,011.92	1,958.79
(ii) Fair value of Plan Assets as at end of the year	-	-

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## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

NOTE - 30(Contd..)

(Amount in ` '000)

	For the Year 2024-2025	For the Year 2023-2024
(iii) Amount Recognized in Balance Sheet	2,011.92	1,958.79
<b>(d) Change in Present Value of obligation</b>		
(i) Obligation as at the beginning of the year	1,958.79	1,690.04
(ii) Current Service Cost	183.51	274.02
(iii) Interest Cost	120.52	117.80
(iv) Actuarial (Gain) / Losses	213.53	(123.06)
Arising from Changes in Experience Adjustments		
Arising from Changes in Financial Assumptions		
(v) Benefits Paid	(464.42)	-
(vii) Obligation as at the end of the year	2,011.92	1,958.79
<b>(e) Changes in Fair Value of Plan Assets</b>		
(i) Fair Value of Plan Assets as at the beginning of the year	-	-
(ii) Expected return on Plan Assets	-	-
(iii) Contributions by the employer	-	-
(iv) Benefits Paid	-	-
(v) Actuarial (Gain) / Losses	-	-
(vi) Fair Value of Plan Assets as at the end of the year	-	-
<b>(f) Actuarial Assumption</b>		
(i) Discount Rate	6.98%	6.97%
(ii) Expected return on Plan Assets	NA	NA
(iii) Inflation Rate	6.00%	6.00%
(iv) Remaining Working Life	21 Years	16 Years
(v) Mortality Table	IIAM 2012-2015	IIAM 2012-2015
Sensitivity Analysis :		
<b>A quantitative analysis for significant assumptions are as follows :</b>		
(a) Effect of 0.5% change in assumed discount rate		
0.5% increase	1,929.00	1,881.14
0.5% decrease	2,105.81	2,045.64
(b) Effect of 0.5% change in assumed salary escalation rate		
0.5% increase	2,031.93	2,007.50
0.5% decrease	1,993.43	1,913.58
(c) Effect of 0.5% change in assumed attrition rate		
0.5% increase	2,017.05	1,960.34
0.5% decrease	2,006.79	1,957.22
(d) Effect of 10% change in assumed mortality rate		
10% increase	2,015.30	1,960.43
10% decrease	2,008.54	1,957.1

#### **NOTE-31**

The Company has not disclosed or surrendered any income during the year in the tax assessment under the Income Tax Act, 1961, such as, search or survey or any other relevant provisions of the Income Tax Act, 1961 and therefore details is required for any transaction not recorded in the books of accounts.

## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

#### NOTE - 32

No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

#### NOTE - 33

The company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

#### NOTE - 34

#### NOTES ON CSR EXPENDITURES

	For Year ended <u>31.03.2025</u>	For Year ended <u>31.03.2024</u>
1 Gross amount required to be spent by the company during the year	931.33	303.84
2 Amount spent during the year on		
(i) Construction / acquisition of any fixed assets	-	-
(ii) On purpose other than (i) above	934.00	307.00
3 Shortfall at the end of the year	(2.67)	(3.16)
4 Total of previous year shortfall	-	-
5 Reason for shortfall		
6 Nature of CSR activities	Social Activities	

#### NOTE - 35

**Non-deposit taking Non-Banking Financial Company (As required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms {Reserve Bank} Directions, 2007)**

(Rs. In '000)

Liabilities:	Amount Outstanding	Amount Overdue
(1) Loans and Advances availed by the NBFC's inclusive of interest accrued thereon but not paid:		
(a) Debentures:		
Secured	-	-
Unsecured	-	-
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-Corporate Loans and Borrowing	-	-
(e) Commercial Paper	-	-
(f) Public Deposits	-	-
(g) Other Loans (specify nature)	-	-
(See Note 1 below)		
(2) Break Up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) in the form of Unsecured debenture	-	-
(b) In the form of partly secured debenture i.e. debentures where there is a shortfall in the value of security	-	-
(c) Other public deposits	-	-
(See Note 1 below)		
<b>Assets:</b>		Amount Outstanding
(3) Break Up of Loans and Advances including bills receivables (other than those included in (4) below):		
(a) Secured		-
(b) Unsecured		28,510.64
(4) Break Up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Finance Lease		-
(b) Operating Lease		-
(ii) Stock on hire including hire charges under sundry debtors:		

(69)

# SAUMYA CONSULTANTS LIMITED

## Notes to Financial Statements for the year ended 31st March, 2025

NOTE - 34 (Contd..)

(Rs. In '000)

(a) Assets on hire	-
(b) Repossessed Assets	-
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been repossessed	-
(b) Loans other than (a) above	-
(5) Break Up of Investments:	
Current Investments:	
1 Quoted:	
(i) Shares:	
(a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others (specify)	-
	Amount Outstanding
2 Unquoted:	
(i) Shares:	
a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	7,93,240.21
(iv) Government Securities	-
(v) Others Investments	10,135.73
Long Term Investments:	
1 Quoted:	
(i) Shares:	
(a) Equity	26,589.09
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others (specify)	-
Alternate Investment Fund	19,286.79
2 Unquoted:	
(i) Shares:	
(a) Equity	900.00
(b) Preference	-
(ii) Debenture and Bonds	-
(iii) Units of Mutual Funds	-
(iv) Government Securities	-
(v) Others (specify)	-

(6) Borrower group-wise classification of assets financed as in (3) and (4) above:

Category	Amount net of provisions		
	Secured	Unsecured	Total
1 Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2 Other than related parties	-	-	-
Total	-	-	-

(See Note 2 below)

## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

NOTE - 35 (Contd..)

(Rs. In '000)

(7) Investor group-wise classification of all investments  
(current and long term) in shares and securities  
(both quoted and unquoted):

Category	Market Value/ Break Up or Fair Value or NAV	Book Value (Net of Provisions)
1 Related Parties		
(a) Subsidiaries		-
(b) Companies in the same group	24,900.71	24,900.71
(c) Other related parties	-	-
2 Other than related parties	8,25,251.11	8,25,251.11
<b>Total</b>	<b>8,50,151.82</b>	<b>8,50,151.82</b>

(See Note 3 below)

Particulars	Amount	Amount
(i) Gross Non-Performing Assets		
(a) Related Parties	-	
(b) Other than related parties	-	-
(ii) Net Non-Performing Assets		
(a) Related Parties	-	
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt		-

Notes:

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (5) above.

#### NOTE - 36

##### FINANCIAL RATIOS:

Ratio	Numerator	Denominator	2024-2025	2023-2024	% variance
(a) Capital to risk weighted assets ratio (CRAR)	Tier I and Tier II Capital	Risk Weighted Assets	0.91	0.86	6.45
(b) Tier I CRAR	Tier I Capital	Risk Weighted Assets	0.350	0.324	8.03
(c) Tier II CRAR	Tier II Capital	Risk Weighted Assets	0.56	0.53	5.49
(d) Liquidity Coverage Ratio (Note 1)	High Quality Liquid Asset	Financial Liability	586.83	371.55	57.94

Note: 1 Percentage increase in financial liability is comparatively more than increase in assets.

#### NOTE - 37

(Amount in 000)

For the Year  
2024-2025

For the Year  
2023-2024

##### INCOME TAX EXPENSES

##### (i) Income Tax Expense

The major components of income tax expenses for the year ended March 31, 2025 and for the year ended March 31, 2024 are:

Particulars		
Current Tax	34,657	39,849
Tax Related to Earlier years	4,147	453
Deferred Tax Charge/MAT Credit	(34,977)	28,385
<b>Total Income Tax Expense recognised in Statement of Profit &amp; Loss</b>	<b>3,827</b>	<b>68,687</b>



## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

#### NOTE - 37 Contd.

(Amount in 000)

	For the Year 2024-2025	For the Year 2023-2024
(ii) Reconciliation of effective tax rate:		
Profit before Tax	87,647	2,81,566
Enacted Tax Rate in India	26.000	26.00
Expected Tax Expenses	22,788	73,207
Income exempt from taxation/taxable separately	11,869	(33,358)
Ind AS transition Adjustments	-	-
Tax Related to Earlier years	4,147	453
Deferred Tax	(34,977)	28,385
MAT Credit Entitlement	-	-
Income Tax Expenses	3,827	68,687

#### NOTE - 38

##### FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

##### (a) Capital Management

The Company's objective when managing capital (defined as net debt and equity) is to safeguard the Company's ability to continue as a going concern in order to provide returns to shareholders and benefit for other stakeholders, while protecting and strengthening the Balance Sheet through the appropriate balance of debt and equity funding. The Company manages its capital structure and makes adjustments to it, in light of changes to economic conditions and strategic objectives of the Company.

##### (b) Categories of Financial Instruments

(Amount in ` '000)

The carrying value and fair value of financial instruments by categories is as follows :

Particulars	As At 31st March, 2025		As At 31st March, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
<b>Measured at Fair Value through Profit or Loss</b>				
Mutual Funds	7,93,240.21	7,93,240.21	7,52,103.80	7,52,103.80
Other Investments	29,422.52	29,422.52	16,957.25	16,957.25
<b>Measured at Fair Value through Other Comprehensive Income</b>				
Quoted Equity Shares	26,589.09	26,589.09	26,589.09	26,589.09
<b>Measured at Amortised Cost</b>				
Cash and cash Equivalents	5,040.33	5,040.33	4,679.87	4,679.87
Unquoted Equity Shares	900.00	900.00	900.00	900.00
Loans	28,510.64	28,510.64	49,693.39	49,693.39
Other Financial Assets	250.00	250.00	277.51	277.51
Receivables	786.74	786.74	3,475.12	3,475.12
Borrowings other than Debt Securities	7,123.63	7,123.63	3,109.69	3,109.69
Other Financial Liabilities	2,006.30	2,006.30	2,956.71	2,956.71

##### (c) Fair Value Measurement and Fair Value Hierarchy

Fair Value of the financial instruments is classified in various fair value hierarchies based on the following three levels:

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

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

## SAUMYA CONSULTANTS LIMITED

### Notes to Financial Statements for the year ended 31st March, 2025

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

(Amount in Rs.000)

Particulars	Fair Value Hierarchy	AS AT 31st March, 2025	AS AT 31st March, 2024
<b>Financial Assets</b>			
<b>Measured at Fair Value through Profit or Loss</b>			
Mutual Funds	1	7,93,240.21	7,52,103.80
Alternate Investment Fund	1	29,422.52	16,957.25
<b>Measured at Fair Value through Other Comprehensive Income</b>			
Quoted Equity Shares	2	26,589.09	26,589.09

"The management assessed that loans, cash and cash equivalents, trade receivables, borrowings, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments."

(d) **Financial Risk Management**

The Company's financial liabilities comprise trade and other liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's financial assets include trade and other receivables, cash and cash equivalents.

(a) **Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as commodity price risk and equity price risk. Financial instruments affected by market risk include trade payables, trade receivables, etc.

(b) **Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, loans, cash and cash equivalents, bank deposits and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

(c) **Liquidity Risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

As per our report of even date

For A. K. Meharia & Associates  
Firm Registration Number-324666E  
Chartered Accountants  
Anil Kumar Meharia

**Partner**

Membership Number 053918  
Place: Kolkata  
Date: 29/05/2025

Arun Kumar Agarwalla  
Managing Director  
DIN : 00607272

Nidhi Agarwalla  
Director  
DIN : 09004795

For and on behalf of the Board

Sudha Agarwalla  
Director  
DIN : 00938365

Gaurang Agarwalla  
CFO

Ankita Drolia  
Company Secretary

## SAUMYA CONSULTANTS LIMITED

(CIN:L67120WB1993PLC061111)

Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001

Phone:033-22436242

Email:- saumyaconsultants@gmail.com, Website:www.saumyaconsultants.com

### **ATTENDANCE SLIP**

32nd Annual General Meeting- 24th September, 2025.

(To be presented at the entrance)

Name of the attending Member :
Folio No.:
DP ID / Client ID:
No. of Shares Held:
Name of PROXY (In Block Letters , to be filled in if Proxy Attends instead of the Member)

I hereby record my presence at the 32nd Annual General Meeting of the Company held on Wednesday, 24th September, 2025 at 12.30 P.M at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001.

\_\_\_\_\_  
Signature of the Member/Proxy

(to be signed at the time of handing over this slip)

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## SAUMYA CONSULTANTS LIMITED

(CIN:L67120WB1993PLC061111)

Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001

Phone:033-22436242 Email:saumyaconsultants@gmail.com; Website:www.saumyaconsultants.com

### Form No. MGT 11

### PROXY FORM

(32nd Annual General Meeting – 24th September, 2025)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Folio No./DP ID-Client ID	
E-Mail ID	
No.of Shares	

I/We, being the member(s) of \_\_\_\_\_ shares of the named company, hereby appoint

1.Name:	
Address:	
Email Id	Signature
or failing him	
2.Name:	
Address:	
Email Id	Signature
or failing him	
3.Name:	
Address:	
Email Id	Signature

as my proxy to attend and vote for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, the 24th September, 2025 at 12.30 P.M at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sl.No	Resolution	For	Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements of the Company for the year ended 31 st March, 2025 together with the Director's & Auditors Report thereon.		
2.	To appoint a Director in place of Mrs .Sudha Agarwalla (DIN 00938365) who retires by rotation and being eligible, offers herself for re-appointment.		
<b>Special Business:</b>			
1.	Reappointment of Mr. Arun Kumar Agarwalla(DIN:00607272) as a Managing Director		
2.	Appointment of Mr. Anand Khandelia, Practicing Company Secretary (FCS-5803), as Secretarial Auditors of the Company		

Signed this \_\_\_ day of \_\_\_\_\_ 2025

\_\_\_\_\_  
(Signature of Member)

\_\_\_\_\_  
(Signature of Proxy)

Rs 1  
Revenue  
stamp

Notes:

- (1) The proxy form to be effective should be duly completed, dated, signed, stamped and deposited at the registered office of the company at least 48 hours before the time fixed for holding the meeting.
- (2) Please bring your copy of Annual Report to the Meeting.

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## SAUMYA CONSULTANTS LIMITED

Form No. MGT-12

### Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration ) Rules, 2014]

**Name of the Company :** Saumya Consultants Ltd.

**Registered Office:** A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001.

**CIN:** L67120WB1993PLC061111

### BALLOT PAPER

Name sole /First Named Shareholder (In Block Letters)

Postal Address

Registered Folio No/

Client ID No.

No.of. Shares Held

I hereby exercise my vote in respect Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Sl.No.	Resolution	I assent to the resolution For	I dissent to the resolution Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements of the Company for the year ended 31 st March, 2025 together with the Director's & Auditors Report thereon.		
2.	To appoint a Director in place of Mrs. Sudha Agarwalla (DIN 00938365) who retires by rotation and being eligible, offers herself for re-appointment.		
<b>Special Business:</b>			
1.	Reappointment of Mr. Arun Kumar Agarwalla (DIN:00607272) as a Managing Director		
2.	Appointment of Mr. Anand Khandelia, Practicing Company Secretary(FCS-5803), as Secretarial Auditors of the Company		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2025

Place \_\_\_\_\_

Signature of Shareholder(s)

Note: Please read the instructions overleaf before exercising your vote.

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## SAUMYA CONSULTANTS LIMITED

### INSTRUCTIONS

1. This ballot paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Paper, who does not have access to e-voting facility and / or who have not voted through e-voting , so that they can also participate in voting process through physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting by Ballot Paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system as well as the votes received through physical Ballot Papers from member(s) at the venue of AGM for declaring the final result for each of the Resolutions forming part of **32nd AGM** Notice of Company.

#### **Process and Manner for Members opting to vote by using the Ballot Paper.**

1. Please complete and sign this Ballot Paper and drop in the locked Ballot Box provided in the meeting hall of this AGM for voting purpose.
2. This Ballot Paper should be signed by the Member as per the specimen signature registered with Registrar and Share Transfer Agent of the Company viz. M/s S K Infosolutions Pvt.Ltd. or by their proxy(ies) duly authorized by the Member. In case of Joint holding , the Ballot Paper should be completed and signed by the first named Member and in his/her absence, by the next named joint holder or by their proxy(ies) duly authorised by any Joint Holder(s). A power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an duly attested / notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies etc . the duly completed Ballot Paper should be accompanied by a certified true copy of the relevant Board Resolution / Authorization document(s).
4. Votes should be cast in case of each resolution separately either in favour or against by putting (☑) mark in the respective column provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the Paid-up Equity Share Capital of the Company as on Wednesday, **17th September, 2025** and each such share carries one voting right.
6. A member may request Ballot Paper from the Company or they can download the same from the website of the Company viz: **www.saumyaconsultants.com** , if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is torned , defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified with the available records.
8. The decision of the Scrutinizer on the validity of the Ballot Paper and any other related matter shall be final and binding.
9. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website i.e **www.saumyaconsultants.com** within 3 working days of the conclusion of this AGM and on the website of CDSL whenever they upload, and will simultaneously be forwarded to the Stock Exchange(s) where the Company's shares are listed.

## Route Map to AGM Venue

