



ECONOMY ♦ EXCELLENCE ♦ ETHICS

Evolving Merino



ANNUAL REPORT
2024/25

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Corporate Information

BOARD OF DIRECTORS

Chairman Emeritus

Shri Rup Chand Lohia

Chairman & Managing Director

Shri Prakash Lohia

Directors

Shri Prabal Kumar Sarkar
- *Independent Director*

Shri Bama Prasad Mukhopadhyay
- *Independent Director*

Shri K. T. Prasad
- *Non-Executive Director*

Shri Prasan Lohia
- *Whole Time Director*

Miss Ruchira Lohia
- *Whole Time Director*

Shri Bikash Lohia
- *Whole Time Director*

Shri Manoj Lohia
- *Whole Time Director*

Shri Deepak Lohia
- *Whole Time Director*

Shri Madhusudan Lohia
- *Whole Time Director*

Shri Nripen Kumar Dugar
- *Whole Time Director*

Shri Anil Jajoo
- *Whole Time Director*

CHIEF FINANCIAL OFFICER

Shri Sachin Selot

COMPANY SECRETARY

Shri Bala Ji

AUDIT COMMITTEE

Prabal Kumar Sarkar
- *Chairman*

Shri Bama Prasad Mukhopadhyay
- *Member*

Shri Prakash Lohia
- *Member*

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shri Bama Prasad Mukhopadhyay
- *Chairman*

Shri Prakash Lohia
- *Member*

NOMINATION AND REMUNERATION COMMITTEE

Shri K. T. Prasad
- *Chairman*

Shri Prabal Kumar Sarkar
- *Member*

Shri Bama Prasad Mukhopadhyay
- *Member*

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Prakash Lohia
- *Chairman*

Shri Bama Prasad Mukhopadhyay
- *Member*

Shri Anil Jajoo
- *Member*

REGISTERED OFFICE

5, Alexandra Court,
60/1, Chowringhee Road,
Kolkata-700 020
Phone: 2290-1214,
Fax: 91-33-2287-0314,
E-mail: balaji@merinoindia.com
Website: www.merinoindia.com

Plants

Delhi-Hapur Road, Vill. Achheja,
P.O. Hapur-245 101
Dist. Hapur
Uttar Pradesh

Delhi-Rohtak Road, Vill. &
P.O. Rohad-124 501,
Dist. Jhajjar, Haryana

Bagalur Road, Vill. Kalahasthipuram,
Hosur - 635 103, Dist. Krishnagiri
Tamil Nadu

Plot No. 724+725 GIDC Maswad,
Phase-II, Halol - 389350,
Gujarat

Dahej Plant, Plot no. D-2/CH/36,
Dahej II Industrial Estate,
Vadadla - 392 130, Gujarat

Branches

Ahmedabad, Bangalore, Chandigarh
Ludhiana, Chennai, Coimbatore, Delhi,
Ernakulam, Hyderabad, Jaipur, Mumbai,
Nagpur, Pune

AUDITORS

Walker Chandiok & Co. LLP,
Chartered Accountants

COST AUDITORS

M/s., Rajendra Singh Bhati
& Co., Cost Accountants

INTERNAL AUDITORS

M/s. Protiviti
M/s AMP & Co., Chartered
Accountants

SECRETARIAL AUDITORS

M/s D K Chawla & Co.,
Company Secretaries

BANKS

AXIS Bank Limited
Standard Chartered Bank
Kotak Mahindra Bank Limited
Punjab National Bank
The Hongkong and Shanghai Banking
Corporation Limited
DBS Bank Limited
CITI Bank N.A.

REGISTRARS & SHARE TRANSFER AGENTS

C.B Management Services (P) Ltd.
Rasoi Court 5th Floor, 20, Sir R N
Mukherjee Road, Kolkata - 700 001
Phone Nos.: (033) 4011
6700, 2280 6692 - 94
Fax: (033) 2287 0263;
Email: rta@cbmsl.com

Director's Report

Board's Report

To
The Members,
Merino Industries Limited

Your Directors have pleasure in presenting the Sixtieth Annual Report on the business and operations of the Company together with the audited financial statements for the year ended 31st March 2025.

FINANCIAL HIGHLIGHTS

The financial highlights of your Company for the financial year ended 31st March, 2025 are as under:

Particulars	(Amount ₹ in Lakhs)	
	31st March, 2025	31st March, 2024
Revenue from Operations	2,30,138.71	2,25,182.71
Other Income	5,359.17	5,729.44
Total Revenue	2,35,497.88	2,30,912.15
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense (EBIDTA)	15,909.33	26,372.81
Less: Depreciation/ Amortisation/ Impairment	(12,807.43)	(7,386.53)
Profit before Finance Costs, Exceptional items and Tax Expense	3,101.90	18,986.29
Less: Finance Costs	(5,787.43)	(2,638.33)
Profit before Tax Expense	(2,685.53)	16,347.95
Less: Tax Expense (Current & Deferred)	1,953.24	(4,194.25)
Profit after Tax Expenses for the year (1)	(732.29)	12,153.70
Total Comprehensive Income net of tax	956.57	43.83
Total Comprehensive Income for the year	224.28	12,197.53

STATE OF COMPANY'S AFFAIRS, SEGMENT-WISE PERFORMANCE AND FUTURE OUTLOOK

50 Your Company recorded a total revenue of ₹2,30,138.71 Lakhs as compared to ₹2,25,182.73 Lakhs in the previous year. The Company has incurred losses of ₹ (2,685.53) Lakhs as compared to profit of ₹16,347.95 Lakhs in the previous year. The Company's net loss stood at ₹(732.29) Lakhs as against net profit of ₹12,153.70 Lakhs last year.

Your Company operates mainly in the following segments, namely, manufacturing of Laminates, Panel Products, Furniture and Potato Flakes. Though business activities of your Company also involve trading in similar and allied products with the laminates segment being the most dominant one both in terms of profit and revenue. During the year, your Company successfully commissioned the Halol plant to manufacture the Particle Board which should support the panel product segment going forward. The set up of new plant involved capitalisation and associated expenses leading to the abovementioned losses. The plant is expected to scale up to the appropriate levels to drive a profitable growth in future.

The Directors and Management of your Company expect steady growth and progressive results in the coming years.

DIVIDEND AND RESERVES

Your Company has a trend of declaring dividend on regular basis. Continuing with the trend and after considering the financial

performance of the Company, the Directors have recommended for declaration of dividend of 10% (₹1/- per equity share) on 30th June 2025. The dividend shall be payable post shareholders' approval at the 60th Annual General Meeting.

As on 31st March, 2025, ₹14,634.76 Lakhs has been standing to the credit of general reserve of the Company.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business during the financial year under review.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The unclaimed and unpaid interim dividend amounting to ₹ 367,567.50 relating to the financial year 2017-2018 was due for transfer on 18.11.2024 to the Investor Education and Protection Fund established by the Central Government. This was transferred on 02.12.2024 on finalisation of the mode of payment/deposit.

Further, the unclaimed and unpaid dividend relating to financial year 2018-19 is due for transfer to the Investor Education and Protection Fund established by the Central Government.

SHARE CAPITAL

During the financial year under review, there was no change in the authorised equity share capital and paid-up equity

share capital of the Company. The authorised equity share capital as on 31st March, 2025 stood at ₹1,975.00 Lakh and the paid-up share capital as on 31st March, 2025 stood at ₹1,127.94 Lakh. During the year under review the Company neither issued any share with differential voting rights nor granted any stock option or sweat equity.

SUBSIDIARY, ASSOCIATE OR JOINT VENTURES

There were no subsidiary companies of the Company as on 31st March, 2025.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's Operation in future.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

ANNUAL RETURN

In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at <https://merinogroup.com/investor/financials>

NUMBER OF BOARD MEETINGS

During the year under review, four (4) meetings of the Board of Directors of the Company were held as per below mentioned details:

Date of Board Meeting	Directors eligible to attend	Directors present
18.06.2024	13	11
07.08.2024	13	11
04.12.2024	13	08
26.03.2025	12	12

The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013. Details of Board Meeting attended by each Director are as under:

MERINO INDUSTRIES LIMITED					
S. No.	DIN	Name of Director	Eligible to Attend	Attended	Attendance at Previous AGM
1	00063290	Shri Rupchand Lohia	3	2	Yes
2	00063274	Shri Prakash Lohia	4	4	Yes
3	00154027	Shri Deepak Lohia	4	1	No
4	00154013	Shri Bikash Lohia	4	4	Yes
5	00127775	Shri Manoj Lohia	4	3	Yes
6	00127797	Ms. Ruchira Lohia	4	1	Yes
7	00063278	Shri Madhusudan Lohia	4	3	Yes
8	00061111	Shri Prasan Lohia	4	4	Yes
9	03124712	Shri Prabal Kumar Sarkar	4	4	Yes

MERINO INDUSTRIES LIMITED					
S. No.	DIN	Name of Director	Eligible to Attend	Attended	Attendance at Previous AGM
10	08199055	Shri Bama Prasad Mukhopadhyay	4	4	Yes
11	02539556	Shri K.T. Prasad	4	4	No
12	00127790	Shri Nripen Kumar Dugar	4	4	Yes
13	00063284	Shri Anil Jajoo	4	4	Yes

Further the independent Directors of the Company have conducted one meeting among themselves to evaluate the performance of the board and Directors of the Company as on 31st March, 2025.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY

During the year, the Company has advanced Loans or made any Investments or given any guarantee or provided any security were within the prescribed limits covered under the provisions of Section 186 of the Companies Act, 2013.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes affecting the financial position of the Company occurring between the end of the financial year to which these financial statements relate and the date of this report, nor any significant or material orders were passed by regulators or authorities impacting the going concern status and the Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 1** and is attached to this report.

RISK MANAGEMENT SYSTEM

The management of the Company inherits managing the business risk and considers this as an integral part of the Company's operating agenda, the objectives of the risk management framework of the Company is to ensure better understanding of the risk profile, efficient management of the contingencies and identify and pursue sound business opportunities without any exposure to unacceptable risk.

The Company's approach towards addressing business risks is comprehensive and includes review of such risks at periodic intervals and deriving a framework for mitigation and reporting mechanism of such risks.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors at its meeting held on 30th June 2025, subject to approval of the shareholders, approved the

re-appointment of the following Directors who are liable to retire by rotation, shall retire at this Annual General Meeting and being eligible offer themselves for re-appointment:

S. No.	DIN No.	Name of Director	Designation	Tenure	Effective From
1	00061111	Shri Prasan Lohia	WTD	3 Years	01 st October, 2025
2	00127797	Ms. Ruchira Lohia	WTD	3 Years	01 st April, 2026
3	00063274	Shri Prakash Lohia	Chairman & Managing Director	3 Years	01 st March, 2026

The Board of Directors at its meeting held on 30th June 2025, subject to approval of the shareholders, approved the re-appointment of following Directors:

S. No.	DIN No.	Name of Director	Designation	Tenure	Effective From
1	03124712	Shri Prabal Kumar Sarkar	Non-Executive Independent Director	5 Years	26 th September, 2025
2	00063284	Shri Anil Jajoo	WTD	3 Years	23 rd February, 2026
3	02539556	Shri Kooretti Titu Prasad	Non-Executive Director	3 Years	17 th August 2025

The members of the Company at the 59th Annual General Meeting approved the re-appointment of following Directors:

S. No.	DIN No.	Name of Director	Designation	Tenure	Effective From
1.	00063278	Shri Madhusudan Lohia	Whole Time Director	3 Years	01 st October, 2024
2.	00127790	Shri Nripen Kumar Dugar	Whole Time Director	3 Years	01 st January, 2025
3.	00154013	Shri Bikash Lohia	Whole Time Director	3 Years	01 st October, 2024

- Shri Rup Chand Lohia, Chairman Emeritus was designated as Chairman Emeritus of the Company w.e.f. 18th June 2024 and ceased to be Executive Chairman w.e.f. 31st December 2024.
- Shri Prakash Lohia – Managing Director of the Company was designated as Chairman and Managing Director of the Company of the Company w.e.f. 18th June 2024.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company maintains apposite system of internal financial controls for ensuring adequacy and operating effectiveness of financial controls in the Company. It also ensures safeguard of assets, particularly fixed assets, prevention and detection of frauds and errors and also ensures accuracy, completeness and timely preparation of the accounting records. Your Company has developed Entity Level Controls as well as Process Level Controls framework for monitoring of overall control indicators for Merino Group.

Internal Financial controls are monitored continuously to identify control gaps and initiation of remedial actions for mitigation of the gaps so identified by the management.

DEPOSITS

Your Company has neither accepted nor renewed any deposits during the year under review.

DECLARATION BY INDEPENDENT DIRECTORS

During the FY 2024-25, Shri Prabal Kumar Sarkar (DIN: 03124712), and Shri Bama Prasad Mukhopadhyay (DIN: 08199055), Independent Directors of the Company have submitted declarations of their independence to the Board regarding their fulfilment of all the requirements as stipulated in Section 149(6) of the Act and the relevant rules.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditors

M/s Walker Chandio & Co. LLP, Chartered Accountants (FRN 001076N/N500013) was appointed as the Statutory Auditor of the Company at the 57th AGM. They have audited the financial statements of the Company for the Financial Year 2024-25. The observations of Statutory Auditors in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require further explanation. The Auditors' Report does not contain any qualification, reservation or adverse remark. Further, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Act.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules framed thereunder, the Board appointed M/s. D. K. Chawla & Co., a firm of Company Secretaries in Practice, having their office at Delhi/NCR, to conduct the secretarial audit of the Company. The secretarial audit report in prescribed Form MR 3 for the financial year 2024-25 is included as **Annexure 2** and forms an integral part of this report.

The secretarial audit report does not contain any qualification or observation or other remarks.

During FY 2024-25, the Secretarial Auditors has not reported any fraud committed against the Company by its officers or employees, as required to reported in terms of section 143(12) of the Act read with rules made there under.

Cost Auditors

In accordance with the requirements of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Board on recommendation of Audit Committee has approved the appointment of M/s Chandra Wadhwa & Co. Cost Accountants, as Cost Auditors for the financial year 2025-26. They have furnished a Certificate to the effect that their appointment, if made, would be in accordance with the provisions of Section 148 of the Companies Act, 2013 read

with Companies (Audit and Auditors) Rules, 2014. Further, the remuneration payable to the Cost Auditors is required to be ratified by the shareholders, the Board recommends the same for approval by members at the ensuing AGM.

M/s Rajendra Singh Bhati & Co. have served as Cost Auditors for FY 2024-25. The Cost Auditor has submitted their report for the FY 2024-25 and it does not contain any qualification, reservation or adverse remark.

During the year under review, Cost Auditor has not reported any fraud committed against the Company by its officers or employees, as required to reported in terms of section 143(12) of the Act read with rules made there under.

CORPORATE SOCIAL RESPONSIBILITY

The Corporate Social Responsibility (CSR) activities undertaken by your Company can be broadly categorised into three areas, viz., Educational & Empowerment Programme, Healthcare & Holistic Living Programme and Activities under National Mission Programme.

Educational and Empowerment Programme include Education, Mid-day meal, Women empowerment. Under the Healthcare & Holistic Living Programme facilities are provided to the poor families.

Your Company has constituted the Corporate Social Responsibility ('CSR') Committee in terms of the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time). The composition of the said committee is provided below:

S. No.	Name of Member	Designation	Meetings eligible	Meetings attended
1	Shri Bama Prasad Mukhopadhyay	Independent Director, Member of CSR Committee	1	1
2	Shri Prakash Lohia	Chairman & Managing Director, Chairman of CSR Committee	1	1
3	Shri Anil Jajoo	Director, member of CSR Committee	1	1

Shri Bala Ji being the Company Secretary of the Company acts as the Secretary to the committee.

Your Company has in place a CSR Policy which lays down CSR activities to be undertaken by your Company. The CSR activities undertaken by your Company are based on the approved CSR policy and there has been no material change in the CSR Policy of the Company.

Further during the year under review CSR Committee has conducted one meeting which was held on 7th August, 2024.

Your Company has carried out CSR activities and spent the requisite amount as required by law through Group managed

registered trusts, authorised to carry out such activities as stipulated vide the provisions of Section 135 read with Schedule VII to the Act and the Group CSR policy.

The CSR initiatives undertaken by your Company, along with other details for FY 2024-25 forms part of Annual Report on Corporate Social Responsibility as **Annexure 3**.

AUDIT COMMITTEE

Your Company has an Audit Committee at the Board level with terms of reference specified by the Board and with the powers and the role that are in accordance with Section 177 of the Act read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Company has constituted the Audit Committee in terms of the provisions of section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (as amended from time to time). The current Audit Committee Members of the Company are as under:

S. No.	Name of Member	Designation	Role
1	Shri Prabal Kumar Sarkar	Independent Director	Chairman
2	Shri Bama Prasad Mukhopadhyay	Independent Director	Member
3	Shri Prakash Lohia	Chairman and Managing Director	Member

Shri Bala Ji being the Company Secretary of the Company acts as the Secretary to the committee.

The committee monitors various issues which include the accounting and financial reporting process of the Company, maintenance of adequate internal financial controls, audit of the Company's financial statements, the appointment, independence and performance of the statutory as well as the internal auditors. Upon invitation the Internal Auditors, Statutory Auditors of the Company attend meetings of the Audit Committee.

The committee actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same, overseeing the performance of the internal auditors.

During the Financial year 2024-25, four meetings of the Audit Committee were held as per below mentioned details which were in due compliance with the provisions of the Companies Act, 2013.

Date of Audit Committee	Directors eligible	Directors present
18.06.2024	3	3
07.08.2024	3	3
04.12.2024	3	3
26.03.2025	3	3



S. No.	Name of Director	Meetings eligible	Meetings attended
1	Shri Prabal Kumar Sarkar	4	4
2	Shri Bama Prasad Mukhopadhyay	4	4
3	Shri Prakash Lohia	3	3
4	Shri Prasan Lohia	1	1

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors has framed a policy which enshrines a framework in relation to remuneration of Directors and Key Managerial Personnel of the Company by laying down criteria, selection, evaluation and appointment of the same.

Your Company has a Nomination and Remuneration Committee in accordance with Section 178 of the Act read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014.

As on 31st March, 2025, the Committee comprised of the following members:

S. No.	Name of Member	Designation	Role
1	Shri K T Prasad	Non-Executive Director	Chairman
2	Shri Bama Prasad Mukhopadhyay	Independent Director	Member
3	Shri Prabal Kumar Sarkar	Independent Director	Member

Shri Bala Ji being the Company Secretary of the Company acts as the Secretary to the committee.

- 54 During the year under review, one meeting of the Nomination and Remuneration Committee were held as per below mentioned details which were in due compliance with the provisions of the Companies Act, 2013.

Date of Meeting	Directors eligible	Directors present
18.06.2024	3	3

S. No.	Name of Member	Meetings eligible	Meetings attended
1	Shri K T Prasad	1	1
2	Shri Bama Prasad Mukhopadhyay	1	1
3	Shri Prabal Kumar Sarkar	1	1

STAKEHOLDERS RELATIONSHIP COMMITTEE

Your Company has a Stakeholders Relationship Committee to oversee, monitor and approve transfer of securities and resolve grievances of the shareholders.

The Company has constituted the Stakeholders Relationship Committee in terms of the provisions of section 178 of the Companies Act, 2013. As on 31st March, 2025, the committee comprised of the following members:

S. No.	Name of Member	Designation	Role
1	Shri Bama Prasad Mukhopadhyay	Independent Director	Member
2	Shri Prakash Lohia	Chairman & Managing Director	Member

Shri Bala Ji being the Company Secretary of the Company acts as the Secretary to the Committee.

During the Financial year 2024-25, three meetings of the Stakeholders Relationship Committee were held as per below mentioned details which were in due compliance with the provisions of the Companies Act, 2013.

Details of Stakeholders Relationship Committee Meeting attended by each member are as under:

Date of Meeting	Directors eligible	Directors present
24.05.2024	2	2
25.07.2024	2	2
21.08.2024	2	2

S. No.	Name of Member	Meetings eligible	Meetings attended
1	Shri Prakash Lohia	2	2
2	Shri Bama Prasad Mukhopadhyay	3	3
3	Shri Prasan Lohia	1	1

No grievance was reported to the Committee during the year under review.

VIGIL MECHANISM

As per provisions of Section 177 of the Act and Rules framed thereunder your Company has formulated and established a vigil mechanism to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

This policy is to establish the said mechanism for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and is displayed on your Company's website.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all contracts/arrangements/ transactions entered into by your Company with related parties under Section 188(1) of the act were in the ordinary course of business and on an arm's length basis.

Further there were no materially significant related party transactions as prescribed under Section 188(1) of the Companies Act, 2013, made by the Company with related parties. However, the transactions with related parties entered during the year under review, are disclosed in the **Note 55** of the Notes to the Financial Statements of your Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has in place a policy on Prevention of Sexual Harassment at workplace. This policy is in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees, whether permanent, contractual, temporary and trainees are covered under this Policy.

The Company has already in place the Internal Complaints Committee to inter-alia, prevent discrimination and sexual harassment against women at the Company's workplace ensuring support to the victimised and termination of harassment. The Committee recommends appropriate disciplinary action against the guilty party.

The status of complaints during the F.Y. 2024-25 is as under:

(a) Number of complaints of sexual harassment received in the year	NIL
(b) Number of complaints disposed off during the year;	NIL
(c) Number of cases pending for more than ninety days	NIL

STATEMENT WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

During the year, the Company has provided the benefits to its female employees which is in compliance with Maternity Benefits Act, 1961.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of Section 197 of the Act read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 a statement showing disclosures pertaining to Remuneration and other details of employees drawing remuneration in excess of the limits is furnished in **Annexure 4** forming part of the Directors' Report.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

NIL

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

NIL

COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with all the applicable Secretarial Standards (SS) issued by Institute of Companies Secretaries of India in terms of section 118(10) of the Companies Act, 2013.

AUDIT TRAIL APPLICABILITY (AUDIT AND AUDITORS) RULES 2014 - RULE 11 OF THE COMPANIES ACT 2013.

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company is using SAP accounting software for maintaining its books of account and Darwin Box used for maintaining salary master, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, except that the audit trail logs for direct changes in data at database level for accounting software, SAP, has not been enabled and in case of Darwin Box application, since the SOC Type 2 report and bridge letter does not contain the required information, hence presence of audit trail at database level cannot be confirmed. However, software for dealer management system does not have the facility to record audit trail at application and database level.

APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014 - RULE 9 OF THE COMPANIES ACT 2013.

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, the Company Secretary is designated as for ensuring compliance with statutory obligations.

BOARD EVALUATION

During the year under review the requirement of formal annual evaluation of the performance of the Board, its Committees and of individual Directors is not applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013, which is to the best of their knowledge and belief and according to the information and explanations obtained by them:

- that in the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards were followed, and there had been no material departures;
- that appropriate accounting policies were selected and applied consistently and judgments and estimates that are reasonable and prudent were made so as to give a true and fair view of the state of affairs as at 31st March, 2025 and of the profit of your Company for the financial year ended 31st March, 2025;



3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
4. that the annual accounts for the financial year ended 31st March, 2025 have been prepared on a going concern basis;
5. that the Directors have laid down Internal Financial Controls which were followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
6. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

APPRECIATION

Your Board acknowledges the support and co-operation received from all its stakeholders including our dear shareholders as well as regulatory authorities of the Central Government and all State Governments in India as they

endeavor to create an enabling environment for industry and commerce to prosper.

Your Board feels honored to state that the brand “Merino” signifies excellence and reliability of products and services in Indian as well as overseas markets and place on record its sincere gratitude to all stakeholders for their continued association over the years towards the successful journey of the Company. Our employees are our biggest strength and gratefully acknowledge their contribution to the Company in achieving its objectives to serve our customers.

The Directors wish to place on record their appreciation to the Company’s Shareholders, Business Associates, Bankers, Financial Institution and all Government Authorities for their co-operation and support. They sincerely acknowledge the significant contributions made by all the employees of the Company.

For and on behalf of the
Board of Directors of Merino Industries Limited

Prakash Lohia

Chairman & Managing Director
DIN: 00063274

Place: Hapur U.P
Date: 30.06.2025

ANNEXURE-1

Details of Energy & Water Conservation, and Technology Absorption for FY 2024-25

A. Energy Stewardship

During the financial year 2024-25, Merino Industries Limited undertook several initiatives to promote energy conservation, enhance energy efficiency, reduce dependency on fossil fuels, and manage air emissions. Key actions included:

1. Replacement of TFH vibrator motors, resulting in annual electricity savings of over **34,300 kWh** (Hapur location).
2. Upgraded the 45 kW agitator of the resin kettle with a 7.5 kW hydro-foil type agitator at Halol, leading to an estimated annual saving of **13,688 kWh** (Halol location)
3. Substituted 75 kW pumps in the resin plant cooling tower with 45 kW high-efficiency centrifugal pumps at Halol, saving approximately **10,950 kWh** per year (Halol location)
4. ETP system optimisation with Variable Frequency Drive (VFD) and process improvements, reducing power consumption by **29,654 kWh** per year (Hapur location).
5. Installation of VFDs on cooling pumps, saving over **62,000 kWh** annually (Rohad location)
6. Investments in energy-efficient technologies including partial automation, IE3 motors, fuel boosters, and other conservation equipment across units.

B. Water Stewardship

Significant measures were implemented to conserve water, enhance efficiency, enable recycling, and promote groundwater replenishment:

1. Replacement of VAM chiller with a 100 TR Freon chiller and pipeline modifications at Hapur, reducing steam and operational costs.
2. Installation of humidity sensors in dryer exhaust systems, resulting in **steam savings of 5 tons/day**, thereby reducing water used for steam generation.
3. Maintenance and operation of rainwater harvesting (RWH) structures and recharge wells across factories, enabling groundwater recharge of over **969,300 KL/year**.
4. Flash steam recovery systems installed at presses, saving steam equivalent to **4,950 KL of water** annually.
5. Installation of UF/RO system at Hapur, enabling **250 KLD** of wastewater recycling.
6. Reuse of reactor distillates in the chemical section, reducing raw water usage by approximately **200 KL/year**.
7. Reuse of treated ETP water in in-house brick manufacturing post-treatment.

C. Capital Investment in Energy, Air Emission Control, and Water Conservation

A total capital expenditure of 1,003.61 lakhs was made in FY 2024-25 towards:

- Energy conservation infrastructure
- Air emission control systems
- Water conservation projects
- Utilisation of process waste for energy generation and value creation

D. Technology Absorption

The following technology upgrades and innovations were absorbed during the year to improve process efficiency, localisation, and sustainability:

1. Replacement of VAM chillers with 100 TR Freon chillers (Hapur location)
2. Replacement of ammonia chillers with Freon chillers at KBGB (Hapur location)
3. ETP modernisation with VFD integration (Hapur location)
4. Commissioning of a new incinerator at Hapur Unit-2 for utilising wood chips and process waste for heat recovery

5. Substitution of imported steam peeler with an indigenous version in the potato flake unit (Hapur location)
6. Installation of VFD in cooling pumps (Rohad location)
7. Use of polymer-based hydraulic seals in place of Chevron seals (Seal Craft make) (Rohad location)
8. Replacement of metal-type limit switches with nylon-type for mold safety (Rohad location)
9. Development of domestic vendors for machinery components previously imported (Halol location)
10. Synchronisation system implemented at dryer (Dahej location)
11. Additional incinerator installed for TFH to utilise biomass and process waste (Dahej location)
12. Installation of humidity sensors in dryer exhaust to optimise heat input
13. Deployment of DDSAW machine for enhanced automation (Hapur location)

E. Foreign Exchange Earnings and Outgo

- (i) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and export plans:

The Company continues to maintain focus on, and avail, of export opportunities based on economic considerations.

- (ii) Total foreign exchange used and earned (2024-25) (₹ In Lakhs)

Earnings:

Foreign Exchange earned (Actual Inflow) 65,934.20

Outgo:

CIF Value of Imports

a)	Raw materials	44,917.81
b)	General Consumables	2,567.86
c)	Capital Items	1,936.09
d)	Trading Items	5,244.39

Expenditure in foreign currency

a)	Commission	1,123.23
b)	Export Promotion	178.76
c)	Office expenses	240.97
d)	Others	396.53
e)	Professional Charge	398.31
f)	Royalty / Fees and Subscription	273.92
g)	Travelling	262.75

ANNEXURE-2

To
The Members
Merino Industries Limited
5, Alexandra Court, 60/1,
Chowringhee RO Kolkata,
West Bengal-700020

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records, labour and industrial laws records based on our audit.
2. I have followed the audit practices and process 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 the correct facts are reflected in all kinds of records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For D.K. Chawla & Co.
(Company Secretaries)

(CS Dasvinder Kaur)
Authorised Signatory
M. No.: 33095
COP:15232

UDIN: A033095G000673438
P R Certificate: 2121/2022

Place: Delhi
Place: 30th June 2025

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

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

To
The Members
Merino Industries Limited
5, Alexandra Court, 60/1,
Chowringhee RO Kolkata,
West Bengal-700020

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Merino Industries Limited** (CIN: U51909WB1965PLC026556) (hereinafter called the Company) having registered office at **5, Alexandra Court, 60/1, Chowringhee RO, Kolkata, West Bengal, India, 700020**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment;
- (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; **Not Applicable**

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:- **Not Applicable**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **Not Applicable**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- **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, 2021:- **Not Applicable**
- (h) The Securities and Exchange Board of India (Buy back of securities) Regulations, 2018- **Not Applicable**
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Not Applicable**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.

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

We further report that

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

Adequate notice(s) were given to all Directors to schedule the Board and Committee Meetings, agenda along with 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 a part of the minutes.

We further report that there are adequate systems and process in the Company commensurate with the size and

operations of the Company to monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

For D.K. Chawla & Co.
(Company Secretaries)

(CS Dasvinder Kaur)
Authorised Signatory
M. No.: 33095
COP:15232

Place: Delhi
Date: 30th June 2025

UDIN: A033095G000673438
P R Certificate: 2121/2022

ANNEXURE-3

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT FOR FINANCIAL YEAR 2024-25

1. Brief outline on CSR Policy of the Company: The Company's CSR Policy is to serve the cause for creating a healthy and enlightened life for the needy while fulfilling the responsibility of conservation of scarce natural resources. As a concerned corporate citizen, it is felt as a duty to give back some support to the weaker sections of society through sustained projects. The focus was on programs to promote Education targeted towards the underprivileged girl child including adult education and distribution of Mid-day Meal to students.

2. Composition of CSR Committee:

S. 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	Shri Prakash Lohia	Chairman	1	1
2	Shri Bama Prasad Mukhopadhyay	Member	1	1
3	Shri Anil Jajoo	Member	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.
 - CSR committee - <https://merinogroup.com/investor/corporate-governance>
 - CSR Policy - <https://merinogroup.com/storage/01JASS7CZ80QHAGV2K9SV0A7SV.pdf>
 - CSR Projects - <https://merinogroup.com/investor/corporate-governance>

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.

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S. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹ Lakhs)	Amount required to be setoff for the financial year, if any (in ₹ Lakhs)
1	2024-25	0.89	0.89

6. Average net profit of the Company as per section 135(5): ₹ 16,129.51 Lakhs

7.
 - (a) Two percent of average net profit of the Company as per section 135(5): ₹ 323.00 Lakhs
 - (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. -
 - (c) Amount required to be set off for the financial year, if any. ₹ 0.89 Lakhs
 - (d) Total CSR obligation for the financial year (7a + 7b - 7c) ₹ 322.11 Lakhs

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

Total Amount Spent for the Financial Year (in ₹ Lakhs)	Amount Unspent				
	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 (in ₹ Lakhs)	Date of transfer	Name of Fund	Amount (in ₹ Lakhs)	Date of transfer
₹ 326.00	-	-	-	-	-

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

(1) S. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/No)	(5) Location of the project		(6) Amount spent for the project (in ₹ Lakhs)	(7) Mode of Implementation - Direct (Yes/No)	(8) Mode of implementation - Through implementing Agency	
				State	District			Name	CSR registration number
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)
S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.w	Local area (Yes/No) State	Location of the project		Project duration	Amount allocated for the project (in ₹ Lakhs)	Amount spent in the current financial Year (in ₹ Lakhs)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹ Lakhs)	Mode of Implementation - Direct/Through Trust	Mode of Implementation - Through Implementing Agency
				State	District						
1	Education relief programme	(i)	Yes	U.P. & W.B.	Hapur, U.P. & Kolkata, W.B.	Current year		274.75 Lakhs	NIL	Through Trust	Sri Hara Kas-turi Memorial Trust
2	Mid-Day Meal	(ii)	Yes	U.P.	Hapur, U.P.	Current year		31.25 Lakhs	NIL	Through Trust	Sri Hara Kas-turi Memorial Trust
3	Contribution to Research and Development	(iii)	No	Maharashtra	Nagpur, Maharashtra	Current year		20 Lakhs	NIL	Throuh Research Institution	VNIT-Nagpur
Total								326 Lakhs			
(d)	Amount spent in Administrative Overheads										Not Applicable
(e)	Amount spent on Impact Assessment, if applicable										Not Applicable
(f)	Total amount spent for Financial Year (8b+8c+8d+8e)										₹ 326.00 Lakhs

(g) Excess amount for set off, if any.

S. No.	Particular	Amount (in ₹ Lakhs)
	Two percent of average net profit of the Company as per section 135(5)	323.00
	Total amount spent for the Financial Year	326.00
	Excess amount spent for the financial year	3.89
	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0.89
	Amount available for set off in succeeding financial years [(iii)-(iv)]	3.89

*The amount includes the set off amount for FY 2022-23 (₹ 312.00 - ₹ 165.07 Lakhs)

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

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹ Lakhs)	Amount spent in the reporting Financial Year (in ₹ Lakhs)	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 ₹ Lakhs)
				Name of the Fund	Amount (in Rs Lakhs).	Date of transfer	
							Nil

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S. No.	Project ID	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹ Lakhs)	Amount spent on the project in the reporting Financial Year (in ₹ Lakhs)	Cumulative amount spent at the end of reporting Financial Year (in ₹ Lakhs)	Status of the project - Completed/ Ongoing.
Nil								

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 (asset - wise details): **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). The Company has been actively involved in the betterment of the society by innovatively supporting them through programs designed in the domains of education, health, community welfare programmes, etc. The Company has been spending all the amounts which were eligible for CSR expenses.

For and on behalf of the Board of Directors of Merino Industries Limited

Prakash Lohia

Chairman

CSR Committee

Chairman & Managing Director

Bama Prasad Mukhopadhyay

Member

CSR Committee

Independent Director

Date: 30.06.2025

ANNEXURE-4

ANNEXURE TO DIRECTORS' REPORT DISCLOSURES OF REMUNERATION

Disclosures pertaining to Remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended 31st March, 2025

A. Employed throughout the year and in receipt of remuneration which in the aggregate was not less than ₹ 1,02,00,000/- per annum

Name	Age (in years)	Designation/ Nature of Employment	Remuneration (₹ Lakhs)	Qualifications	Experience (Years)	Date of Commencement of Employment	% of Equity Share held	Last Employment/ Position held
Shri Prakash Lohia	70	Chairman & Managing Director -Management of the business and affairs of the Company as a whole	306.04	B. Tech. (Chem) - IIT Delhi M.E.P (IIM-Ahmedabad)	47	01.05.1976	4.23	First employment
Shri Prasan Lohia	57	Whole-time Director- Overseeing Corporate Office Administration, Supervision of Export-Import Documentation, Foreign Exchange Risk Management and Domestic Sales and Marketing of Eastern Region	180.72	AB (Econ.) USA, BS (Elect. Engg.) USA, MBA (USA)	32	01.10.2004	1.86	Vice-President (Global Operations) in Merino Industries Ltd.
Ms. Ruchira Lohia	57	Whole-time Director- Public Relations and Overseeing Export and Import functions and marketing of food products.	204.99	B.A., M.E.P (IIM-Ahmedabad)	30	01.04.2000	6.55	Vice-President (Delhi Operations) in Merino Industries Ltd.
Shri Bikash Lohia	54	Whole-time Director- Overseeing factory operations and overall management, and addressing Information Technology related issues.	214.63	Privately Educated & M.E.P (IIM-Ahmedabad)	32	01.10.2006	3.23	Whole-time Director in Merino Panel Products Ltd.
Shri Madhusudan Lohia	45	Whole-time Director- Overseeing sales and marketing of the Company's furniture and panel products Division and new product introduction	245.17	Graduate in Business Process management, (Operations & International Business) - Indiana University, U.S.A, Masters in Manufacturing Management, MBA, - Pennsylvania State University, USA.	22	01.10.2006	3.54	Whole-time Director in KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Pvt. Ltd.)
Shri Deepak Lohia	49	Whole-time Director- Overseeing production, import of design papers, raw materials, chemicals, etc.	294.75	B.E. (Mech.)	27	01.12.2020	1.32	Whole-time Director in Merino Panel Products Ltd.
Shri Manoj Lohia	53	Whole-time Director- Overseeing marketing and sale of Company's Products in Southern India	196.67	B.Com.	28	01.12.2020	1.27	Whole-time Director in Merino Panel Products Ltd.
Shri Sachin Selot	57	Chief Financial Officer	178.43	CA	30	07.12.2020	NIL	CFO, Molson Coors India
Shri Devendra Jain	59	Chief Procurement Officer	186.05	BE, MBA	24	25-01-2023	NIL	VP, SCM, Emami Ltd.
Shri Parveen Gupta	48	Chief Marketing Officer	154.47	BE, MBA	20	26-09-2023	NIL	Director Marketing, Kohler Kitchen & Bath India



Name	Age (in years)	Designation/ Nature of Employment	Remuneration (₹ Lakhs)	Qualifications	Experience (Years)	Date of Commencement of Employment	% of Equity Share held	Last Employment/ Position held
Shri Ravi Chopra	50	Group Chief Human Resource Officer	146.71	Master's in HRM & PGDBM	26	17-04-2023	Nil	Group CHRO, Hero Cycles Ltd.
Shri Rajneesh Sharma	55	Senior Vice President	121.82	MBA	28	20-11-2023	NIL	Category Head - Electric Fans, Usha International Limited
Shri Anurag Lohia	27	Category Head- LPL	129.76	BBA	5	01-04-2019	0.89	Whole-time Director in Merino Industries Limited

B. Employed for a part of the year and in receipt of remuneration which in the aggregate was not less than ₹ 8,50,000/- per month.

Name	Age (in years)	Designation/ Nature of Employment	Remuneration (₹ in Lakhs)	Qualifications	Experience (Years)	Date of Commencement of Employment	% of Equity Share held	Last Employment/ Position held
Shri Rup Chand Lohia	83	Chairman Emeritus-Supervise Technical Affairs and implementation of New Projects and oversee the operations of the Company's plant at Hosur in the State of Tamil Nadu	125.01	B.M.E. (Mech)	62	01.01.2002	3.14	Executive Chairman in Merino Industries Limited

Note:

- Gross Remuneration comprises Salary, Perquisites, Gratuity, Leave Encashment and Company's contribution to Provident Fund.
- The appointments are contractual. Other terms and conditions are as per Company's Rules.
- Shri Prakash Lohia is a relative of Shri Madhusudan Lohia, Whole-time Director. Shri Rup Chand Lohia Chairman Emeritus is the relative of Shri Prasan Lohia and Shri Manoj Lohia, Whole-time Directors. Shri Prasan Lohia is the relative of Shri Rup Chand Lohia, Chairman Emeritus and Shri Manoj Lohia, Whole-time Director. Shri Bikash Lohia is the relative of Shri Deepak Lohia, Whole-time Director. Shri Madhusudan Lohia is a relative of Shri Prakash Lohia, Chairman and Managing Director. Shri Deepak Lohia is a relative of Shri Bikash Lohia, Whole-time Director. Shri Manoj Lohia is a relative of Shri Prasan Lohia, Whole-time Director and Shri Rup Chand Lohia, Chairman Emeritus.

For and on behalf of the Board of Directors

Date: 30.06.2025
Place: Hapur U.P.

Prakash Lohia
Chairman and Managing Director
DIN: 00063274

Financial Statements

Independent Auditor's Report

To the Members of Merino Industries Limited Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Merino Industries Limited ('the Company'), which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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

4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

9. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
10. 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.
11. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its Directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
12. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
 - b) Except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the Directors and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2025 from being appointed as a Director in terms of section 164(2) of the Act;
 - f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31st March 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company, as detailed in note 43 to the financial statements, has disclosed the impact of pending litigations on its financial position as at 31st March 2025
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31st March 2025;

Report on Other Legal and Regulatory Requirements

11. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its Directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2025;
- iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 56 (iv) (1) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 56 (iv) (2) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Company during the year ended 31st March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend. As stated in note 60 to the accompanying financial statements, the Board of Directors of the Company have proposed final dividend for the

year ended 31st March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend; and

- vi. As stated in note 59 to the financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 01st April 2024, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exceptions given below. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- i. The accounting software used for maintenance of books of accounts and payroll records of the Company is operated by a third-party software service provider. In the absence of any information on existence of audit trail feature in the 'Independent Service Auditor's Assurance Reports on the Description of Controls, their Design and Operating Effectiveness' ['Type 2 report' issued in accordance with ISAE 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information], we are unable to comment on whether the audit trail feature at the database level of the said software was enabled and operated throughout the year.
- ii. The audit trail feature was not enabled at the application and database level for an accounting software used for maintenance of accounting records by the Company.

For **Walker Chandiok & Co. LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Anamitra Das
Partner

Place: New Delhi
Date: 30th June 2025

Membership No.: 062191
UDIN: 25062191BMMMKT5786

Annexure A referred to in paragraph 12 of the Independent Auditor's Report of even date to the members of Merino Industries Limited on the financial statements for the year ended 31st March 2025

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 3(a)(iv) to the financial statements, are held in the name of the Company, except for the following properties, for which the Company's management is in the process of getting the registration in the name of the Company:

(₹ in lakhs)

Description of property	Gross carrying value	Held in name of	Whether promoter, Director or their relative or employee	Period held	Reason for not being held in name of the Company
Land	77.41	Merino Export Private Limited	No	01 st April 2019	Land transferred under business combination. Payment for stamp duty under approval.
	96.17	Century Laminating Company Limited	No	27 th July 2007	Change in title under process.
	0.37			10 th January 1994	Land was taken over by Hapur Pilkhuwa Development Authority (HPDA) under compulsory acquisition while award is not yet received.
	8.25			14 th January 2003	Land was taken over by HPDA under compulsory acquisition. Company has taken stay in court to come out from compulsory acquisition.
	104.29			12 th June 2006	Aabadi plots were on the name of erstwhile Company Century Laminating Company Limited. As per the Uttar Pradesh government policy there is restriction to transfer these land in the name of present Company Merino Industries Limited.
	72.13			15 th March 2005	

For title deeds of immovable properties in the nature of land situated at Hapur (Uttar Pradesh) and Hosur (Tamil Nadu) with gross carrying values of ₹ 143.08 lakhs and ₹ 392.20 lakhs as at 31st March 2025, which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders as detailed in note 26(b) to the financial statements.

- (d) The Company has adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.
- (b) As disclosed in Note 56(xi) to the financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were/were not subject to audit/review, except for the following:

(₹ in lakhs)

Name of the Bank / financial institution	Working capital limit sanctioned	Nature of current assets offered as security	Quarter and nature of reporting	Information disclosed as per return	Information as per books of accounts	Difference	Remarks
Axis Bank Limited	6,500.00						
The Hongkong and Shanghai Banking Corporation Limited	1,300.00		31 st March 2025				
Punjab National Bank Limited	500.00	Inventory and Trade Receivables	Inventory	56,718.02	65,458.84	(8,740.82)	The Company has filed return based on the draft financial statements.
Kotak Mahindra Bank Limited	2,200.00		Trade Receivables	23,587.61	20,178.30	3,409.31	
Standard Chartered Bank Limited	3,000.00		Trade Payables	12,985.33	24,612.93	(11,627.60)	The Company is in the process of filing revised statements.
DBS Bank Limited	1,700.00						
Citi Bank Limited	2,000.00						

(iii) The Company has not provided any guarantee or security or granted advances in the nature of loans to companies, firms, limited liability partnerships during the year. Further, the Company has made investments in and granted unsecured loans to companies or any other parties during the year, in respect of which:

(a) The Company has provided loans to Others during the year as per details given below:

(₹ in lakhs)

Particulars	Loans
Aggregate amount provided/granted during the year :	119.91
- Others	
Balance outstanding as at balance sheet date:	60.13
- Others	

(b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans and guarantees provided are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments/receipts of principal are regular. Further, no interest is receivable on such loans.

(d) There is no overdue amount in respect of loans granted to such other parties.

(e) The Company has granted loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans.

(f) The Company has not granted any loans or advances in the nature of loans, which are repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, duty of customs, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

(₹ in lakhs)

Name of the statute	Nature of dues	Gross Amount	Amount paid under Protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax excluding Interest Post Order	9,992.58	705.23	A.Y. 2007-08 A.Y. 2008-09 A.Y. 2012-13 A.Y. 2013-14 A.Y. 2014-15 A.Y. 2015-16 A.Y. 2017-18 A.Y. 2018-19 A.Y. 2020-21 A.Y. 2021-22 A.Y. 2022-23	Commissioner of Income Tax (Appeals)
		2,531.70	228.00	A.Y. 2014-15 A.Y. 2016-17	Income Tax Appellate Tribunal
		151.74	-	A.Y. 2019-20	Assessing Officer
	Tax Deducted at source	265.90	-	F.Y. 2007-08 to 2022-23	ITO TDS, TDS Circle 1(1), Kolkata
Customs Act, 1962	Custom Duty	26.30	1.97	F.Y. 2023-24	Commissioner of Customs (Appeals), Noida
		19.40	-	F.Y. 2021-22	
		3.30	0.25	F.Y. 2021-22	Assistant Commissioner of Customs, Delhi
Central Excise Act, 1944	Excise duty	137.19	-	F.Y. 2015-16	Allahabad High court
		0.37	0.37	F.Y. 2009-10 F.Y. 2015-17	CESTAT
		1,533.13	27.60	F.Y. 2015-17	Commissioner of Central Excise and Service Tax, Noida
		1,621.27	10.00	F.Y. 2014-15 F.Y. 2010-11 F.Y. 2011-12 F.Y. 2013-14	Supreme Court Of India
Goods and Services Tax Act, 2017	GST	0.56	-	F.Y. 2017-19	Superintendent of Goods and Services Tax, Kerala
		10.38	1.19	F.Y. 2019-20	Commissioner of Goods and Services Tax (Appeals), Ahmedabad
		93.25	3.33	F.Y. 2017-18 F.Y. 2018-19 F.Y. 2020-21	Deputy Commissioner of Goods and Services Tax (Appeals), Ahmedabad
		115.97	-	F.Y. 2017-18 F.Y. 2018-19 F.Y. 2019-20 F.Y. 2020-21 F.Y. 2021-22	Commissioner of Goods and Services Tax (Appeals), Hosur
		605.83	-	F.Y. 2018-19 F.Y. 2017-21	Joint Commissioner of Goods and Services Tax, Hapur
Central Sales Tax Act, Local Sales Tax Act	Sales Tax	0.60	-	F.Y. 2009-12	High Court, Kerala
		1.57	-	F.Y. 2015-16	Tribunal of State Goods and Service Tax, Kerala
Chapter V of Finance Act 1994	Service Tax	15.31	-	F.Y. 2016-17	GST Commissionerate, Rohtak
Entry Tax Act, 2007	Entry tax	25.20	25.20	F.Y. 2007-08	High Court, Allahabad

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) According to the information and explanations given to us, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected with its Directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (b) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co. LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Anamitra Das

Partner

Membership No.: 062191

UDIN: 25062191BMMMKT5786

Place: New Delhi

Date: 30th June 2025

Annexure B

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

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

1. In conjunction with our audit of the financial statements of Merino Industries Limited ('the Company') as at and for the year ended 31st March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31st March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co. LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Anamitra Das

Partner

Membership No.: 062191

UDIN: 25062191BMMMKT5786

Place: New Delhi
Date: 30th June 2025



Balance Sheet

As at 31st March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars	Notes	31 March 2025	31 March 2024
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3(a)	1,23,678.19	1,27,490.15
(b) Right of use assets	3(a)	7,011.70	7,680.03
(c) Capital work-in-progress	3(b)	4,249.95	2,892.70
(d) Other intangible assets	3(c)	1,217.80	18.55
(e) Intangible assets under development	3(d)	-	801.61
(f) Financial assets			
(i) Investments	4	7,931.42	5,612.41
(ii) Loans	5	17.03	26.02
(iii) Others	6	890.29	882.11
(g) Non current tax assets (net)	7	3,766.88	2,914.63
(h) Other non-current assets	8	1,168.90	1,710.63
Total non-current assets		1,49,932.16	1,50,028.84
(2) Current assets			
(a) Inventories	9	65,458.84	58,938.46
(b) Biological assets other than bearer plants	10	-	32.55
(c) Financial assets			
(i) Investments	11	2,832.62	12,155.04
(ii) Trade receivables	12	20,178.30	21,469.70
(iii) Cash and cash equivalents	13	291.43	1,414.14
(iv) Bank balances other than (iii)	14	69.64	650.74
(v) Loans	15	73.48	174.60
(vi) Others	16	909.37	1,525.57
(d) Other current assets	17	12,940.58	13,499.73
Total current assets		1,02,754.26	1,09,860.53
Total assets		2,52,686.42	2,59,889.37
EQUITY AND LIABILITIES			
(a) Equity share capital	18	1,127.94	1,127.94
(b) Other equity	19	1,34,569.88	1,34,904.53
Total equity		1,35,697.82	1,36,032.47
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	15,209.85	21,393.89
(ii) Lease liabilities	21	1,106.26	1,351.51
(iii) Other financial liabilities	22	-	7.96
(b) Provisions	23	617.41	562.74
(c) Deferred tax liabilities (net)	24	2,633.65	3,231.93
(d) Other non-current liabilities	25	59.94	66.03
Total non-current liabilities		19,627.11	26,614.06
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	26	55,039.58	50,834.55
(ii) Lease Liabilities	27	510.42	486.99
(iii) Trade payables	28		
-Total outstanding dues of micro enterprises and small enterprises		1,438.55	1,688.45
-Total outstanding dues of creditors other than micro enterprises and small enterprises		23,174.38	24,952.08
(iv) Other financial liabilities	29	10,971.68	11,782.31
(b) Other current liabilities	30	4,472.68	3,338.82
(c) Provisions	31	1,754.20	4,159.64
(d) Current tax liabilities (net)	32	-	-
Total current liabilities		97,361.49	97,242.84
Total liabilities		1,16,988.60	1,23,856.90
Total equity and liabilities		2,52,686.42	2,59,889.37
Material accounting policy information	2		

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

This is the Balance Sheet referred to in our report of even date

For Walker Chandio & Co. LLP

Chartered Accountants

Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors

Anamitra Das

Partner

Membership Number: 062191

Place: New Delhi

Date: 30th June 2025**Prakash Lohia**

Chairman & Managing Director

DIN: 00063274

Place: Hapur (U.P)

Date: 30th June 2025**Sachin Selot**

Chief Financial Officer

Place: New Delhi

Date: 30th June 2025**Bala Ji**

Company Secretary

M. No.- F9919

Place: New Delhi

Date: 30th June 2025

Statement of Profit and Loss

for the year ended 31st March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars	Notes	31 March 2025	31 March 2024
Income			
Revenue from operations	33	2,30,138.71	2,25,182.71
Other income	34	5,359.17	5,729.44
Total income		2,35,497.88	2,30,912.15
Expenses			
Cost of materials consumed	35	1,14,340.90	1,10,010.51
Purchases of stock-in-trade		13,312.49	7,438.76
Changes in inventories of finished goods, stock-in-trade, work-in-progress and biological assets	36	(6,048.85)	4,366.59
Employee benefits expense	37	35,019.57	29,041.26
Finance costs	38	5,787.43	2,638.33
Depreciation and amortisation expenses	39	12,807.43	7,386.53
Other expenses	40	62,964.44	53,682.22
Total expenses		2,38,183.41	2,14,564.20
(Loss)/profit before tax		(2,685.53)	16,347.95
Tax expense	41		
- Current tax (including tax of earlier years)		(1,033.24)	2,399.92
- Deferred tax expense/(credit)		(920.00)	1,794.33
Total tax (credit)/expense		(1,953.24)	4,194.25
Net (loss)/profit for the year		(732.29)	12,153.70
Other comprehensive income			
(A) Items that will not be reclassified to profit or loss			
(i) Remeasurements of post-employment benefit obligations		798.26	35.30
(ii) Income tax relating to items that will not be reclassified to profit or loss		(200.91)	(8.88)
(B) Items that will be reclassified to profit or loss			
(i) Changes in fair value of FVTOCI equity instruments		480.03	23.26
(ii) Income tax relating to items that will be reclassified to profit or loss		(120.81)	(5.85)
Total other comprehensive income		956.57	43.83
Total comprehensive income for the year		224.28	12,197.53
Earnings per equity share	42		
Basic		(6.55)	108.72
Diluted		(6.55)	108.72
Material accounting policy information	2		

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

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Co. LLP

Chartered Accountants

Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors

Anamitra Das

Partner

Membership Number: 062191

Place: New Delhi

Date: 30th June 2025

Prakash Lohia

Chairman & Managing Director

DIN: 00063274

Place: Hapur (U.P)

Date: 30th June 2025

Sachin Selot

Chief Financial Officer

Place: New Delhi

Date: 30th June 2025

Bala Ji

Company Secretary

M. No.- F9919

Place: New Delhi

Date: 30th June 2025

Cash Flow Statement

for the year ended 31st March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars	31 March 2025	31 March 2024
A. Cash flow from operating activities:		
Net (loss)/profit before tax as per statement of profit and loss	(2,685.53)	16,347.95
Adjustment for:		
Depreciation and amortisation expenses	12,807.43	7,386.53
(Profit) on sale/disposal of property, plant and equipment (net)	(55.26)	(28.13)
Fair value changes of derivative measured at FVTPL (gain)	44.06	200.80
Finance costs	5,787.43	2,638.33
Advances written off	0.36	0.06
Unrealised foreign exchange (gain) (net)	(225.89)	(436.05)
Net gain on sale of investment measured at FVTPL	(583.71)	(163.92)
(Gain) on fair valuation of financial instruments measured at FVTPL (net)	(387.29)	(2,792.99)
Gain on lease modification	(8.60)	(117.70)
Interest income	(499.86)	(213.18)
Dividend income	(38.64)	(50.37)
Recovery of bad debts	(6.00)	(9.24)
Income due to amortisation of government grants	(6.09)	(6.09)
Provisions/liabilities no longer required written back (net)	(1,599.71)	(223.21)
Operating profit before working capital changes and other adjustments	12,542.70	22,532.79
Working capital changes and other adjustments:		
Trade receivables	1,326.52	(3,798.82)
Other non-current and current financial assets	32.99	(36.56)
Other non-current and current other assets	493.01	(3,848.59)
Inventories	(6,520.38)	(794.38)
Biological assets other than bearer plants	32.55	1,493.69
Trade payables	(1,893.50)	6,378.54
Other non-current and current financial liabilities	1,964.67	2,942.87
Other non-current and current liabilities	2,720.97	(1,737.55)
Other non-current and current provisions	(601.64)	541.31
Cash generated from operations	10,097.89	23,673.30
Net direct taxes paid	(769.88)	(3,450.55)
Net cash flow from operating activities (A)	9,328.01	20,222.75
B. Cash flow from investing activities:		
Acquisition of property, plant and equipment and capital work-in-progress	(10,920.70)	(34,623.59)
Acquisition of intangible assets and intangible assets under development	(1,468.98)	(808.58)
Proceeds from sale of property, plant and equipment/intangible assets	87.92	146.83
Purchase of investment	(5,602.48)	(4,727.70)
Proceeds from redemption of bank deposits	1,172.57	6,728.17
Proceeds from sale of investment	14,276.74	4,344.08
Interest received	488.76	196.91
Dividend income	38.64	50.37
Net cash used in investing activities (B)	(1,927.53)	(28,693.51)
C. Cash flow from financing activities:		
Proceeds from non current borrowings	7,000.00	4,316.69
Repayment of non current borrowings	(12,243.54)	(4,186.15)
Increase in current borrowings	1,561.31	13,359.77

Cash Flow Statement

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Particulars	31 March 2025	31 March 2024
Principal payment of lease liabilities	(572.70)	(496.06)
Interest payment of lease liabilities	(138.87)	(147.63)
Finance cost paid	(5,271.10)	(2,474.31)
Dividend paid	(555.12)	(1,008.17)
Net cash (used in)/flow from financing activities (C)	(10,220.02)	9,364.14
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(2,819.54)	893.37
Net change in cash and cash equivalents (D)	(2,819.54)	893.37
Cash and cash equivalents at the beginning of the year (refer note 13) (E)	1,408.94	515.57
Cash and cash equivalents at the end of the year (refer note 13) (D+E)	(1,410.60)	1,408.94
Components of cash and cash equivalent		
- Cash and cash equivalents	291.43	1,414.14
- Cash credit	(1,702.03)	(5.20)
Total cash and cash equivalents at the end of the year	(1,410.60)	1,408.94

Change in liability arising from financing activities	1 April 2024	Cash flow	Non cash changes			31 March 2025
			New leases	Others	Foreign exchange	
Non current borrowings (Including current maturities of long term borrowing)	30,037.88	(5,243.54)	-	-	6.39	24,800.73
Current borrowings (other than Cash Credit)	42,185.36	1,561.31	-	-	-	43,746.67
Lease liabilities	1,838.50	(711.57)	404.42	85.33	-	1,616.68

Change in liability arising from financing activities	1 April 2023	Cash flow	Non cash changes			31 March 2025
			New leases	Others	Foreign exchange	
Non current borrowings (Including current maturities of long term borrowing)	30,168.69	130.54	-	-	(261.35)	30,037.88
Current borrowings (other than Cash Credit)	28,825.59	13,359.77	-	-	-	42,185.36
Lease liabilities	2,619.48	(643.69)	549.67	(686.96)	-	1,838.50

For material accounting policy information refer note 2.

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

This is the Statement of cash flow referred to in our report of even date

For Walker Chandiok & Co. LLP

Chartered Accountants

Firm Registration Number: 001076N/N500013

For and on behalf of the Board of Directors

Anamitra Das

Partner

Membership Number: 062191

Place: New Delhi

Date: 30th June 2025

Prakash Lohia

Chairman & Managing Director

DIN: 00063274

Place: Hapur (U.P)

Date: 30th June 2025

Sachin Selot

Chief Financial Officer

Place: New Delhi

Date: 30th June 2025

Bala Ji

Company Secretary

M. No.- F9919

Place: New Delhi

Date: 30th June 2025

Statement of Changes in Equity

for the year ended 31st March 2025
CIN : U51909WB1965PLC026556

A. Equity share capital

(Rupees in lakhs, unless otherwise stated)

Particulars	Notes	Amount
As at 01st April 2023		1,127.94
Changes during the year	18	-
As at 31st March 2024		1,127.94
Changes during the year	18	-
As at 31st March 2025		1,127.94

B. Other equity

Particulars	Notes	Statutory reserve	Capital redemption reserve	Securities premium reserve	General reserve	Retained earnings	FVOCI - equity instruments	Total other equity
Balance as at 01st April 2023	19	233.59	3.16	339.72	13,419.39	1,09,700.62	16.60	1,23,713.08
Profit for the year		-	-	-	-	12,153.70	-	12,153.70
Other comprehensive income for the year								
Remeasurements loss on post-employment benefit obligations (net of tax)		-	-	-	-	26.42	-	26.42
Net fair value gain on investment measured through OCI (net of tax)		-	-	-	-	-	17.41	17.41
Total comprehensive income for the year		-	-	-	-	12,180.12	17.41	12,197.53
Transfer to/(from) general reserve/(retained earnings)		-	-	-	1,215.37	(1,215.37)	-	-
Final dividend on equity shares for the year ended 31 st March 2023		-	-	-	-	(1,006.08)	-	(1,006.08)
Balance as at 31st March 2024	19	233.59	3.16	339.72	14,634.76	1,19,659.29	34.01	1,34,904.53

Statement of Changes in Equity

for the year ended 31st March 2025
CIN : U51909WB1965PLC026556

B. Other equity

(Rupees in lakhs, unless otherwise stated)

Particulars	Notes	Statutory reserve	Capital redemption reserve	Securities premium reserve	General reserve	Retained earnings	FVOCI - equity instruments	Total other equity
Balance as at 01 st April 2024	19	233.59	3.16	339.72	14,634.76	1,19,659.29	34.01	1,34,904.53
Loss for the year		-	-	-	-	(732.29)	-	(732.29)
Other comprehensive income for the year						-		-
Remeasurements loss on post-employment benefit obligations (net of tax)		-	-	-	-	597.35	-	597.35
Net fair value gain on investment measured through OCI (net of tax)		-	-	-	-	-	359.22	359.22
Total comprehensive income for the year		-	-	-	-	(134.94)	359.22	224.28
Final dividend on equity shares for the year ended 31 st March 2024		-	-	-	-	(558.93)	-	(558.93)
Balance as at 31 st March 2025	19	233.59	3.16	339.72	14,634.76	1,18,965.42	393.23	1,34,569.88

For material accounting policy information refer note 2.

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

This is the Statement of Changes in Equity referred to in our report of even date

For Walker Chandiok & Co. LLP

Chartered Accountants
Firm Registration Number: 001076N/N500013

Anamitra Das

Partner
Membership Number: 062191
Place: New Delhi
Date: 30th June 2025

Prakash Lohia

Chairman & Managing Director
DIN: 00063274
Place: Hapur (U.P)
Date: 30th June 2025

For and on behalf of the Board of Directors

Sachin Selot

Chief Financial Officer
Place: New Delhi
Date: 30th June 2025

Bala Ji

Company Secretary
M. No.- F9919
Place: New Delhi
Date: 30th June 2025

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

1. Company Information

Merino Industries Limited ("the Company") is a domestic public limited Company domiciled in India, and incorporated under the provisions of the Companies Act, 1956. The registered office of the Company is located at 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata - 700020, India. The Company is engaged in manufacturing and marketing of decorative laminates, prelaminated boards, furniture, potato flakes, acrylic solid surface and agricultural produce.

2. Material accounting policy information

2.1 Basis of preparation

(i) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rule 2015 as amended. Other relevant provisions of the Act and other accounting principles generally accepted in India. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Act. The financial statements for the year ended 31st March 2025 were authorised and approved for issue by the Board of Directors on 30th June 2025.

(ii) Basis of preparation

The financial statements have been prepared as a going concern on accrual basis and under the historical cost convention except for the following assets and liabilities which have been measured at their fair value or revalued amounts:

- Certain financial assets and liabilities measured at their fair value (refer note no. 2.7 accounting policy regarding financial instruments);
- Defined benefit plans – plan assets measured at their fair value.

2.2 Recent accounting pronouncement issued but not made effective

On 7th May 2025, MCA notified the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after 01st April 2025. The Company is currently assessing the probable impact of these amendments on its financial statements.

2.3 Property, plant and equipment and depreciation

- (a) Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- (b) Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

- (c) Capital work in progress is stated at cost and includes purchase cost related acquisition expenses, pre-operative expenses, project development expenses, etc. Such costs also include borrowing cost if the recognition criteria are met.
- (d) The Company depreciates property, plant and equipment over their useful lives as prescribed by schedule II of the Act. In case the cost of a part of a property, plant and equipment is significant to the total cost of the asset, and useful life of that part is different from the remaining useful life of the asset, depreciation is provided on straight line method based on internal assessment and independent technical evaluation carried out by external valuers. The management believes that the useful lives of the components best represent the period over which the management expects to use those components.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Nature of assets	Useful life
Buildings	
(a) Buildings (other than factory buildings) RCC frame structure	60 years
(b) Buildings (other than factory buildings) other than RCC frame structure	30 years
(c) Factory buildings	30 years
(d) Fences, wells, tube wells	5 years
(e) Others (including temporary structure, etc.)	3 years
Culverts	30 years

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Nature of assets	Useful life
Roads	
(a) Carpeted roads- RCC	10 years
(b) Carpeted roads- other than RCC	5 years
(c) Non-carpeted roads	3 years
Plant and Machinery	
(a) General plant and machinery*	15 years
(b) Continuous process plant	25 years
(c) Plant and Machinery used in generation, transmission and distribution of power	40 years
(d) Electric distribution plant	35 years
(e) Plant and machinery used in civil construction	12 years
Furniture and fittings	10 years
Motor Vehicles	
(a) Motor cycles, scooters and other mopeds	10 years
(b) Motor buses, motor lorries and motor cars other than those used in a business of running them on hire	8 years
(c) Motor tractors, harvesting combines and heavy vehicles	8 years
(d) Electrically operated vehicles including battery powered or fuel cell powered vehicles	8 years
Office equipment	5 years
Computers and data processing units	
(a) Servers and networks	6 years
(b) End user devices such as desktops, laptops, etc.	3 years
Laboratory equipment	10 years
Electrical installations and equipment	10 years

* The useful lives of general plant and machinery is further subjected to its uses depending on the double and triple shift basis. Depreciation rate for double & triple shift will be 50% and 100% respectively, over and above the single shift rate depreciation thereby reducing the useful life accordingly.

- (e) Leasehold land is amortised over the period of lease. Cost of improvements on leasehold land is amortised over the remaining period of lease or estimated useful life, whichever is lower.
- (f) Machinery spares having useful life of more than one year and the carrying value of which exceeds "higher of ₹ 5 lakhs or 5% of gross value of particular asset", are capitalised and depreciated over the lives of the spares/ related asset.
- (g) Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred

and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

2.4 Intangible assets and amortisation

Intangible assets are stated at acquisition cost, net of accumulated amortisation and net accumulated impairment losses, if any.

Intangible assets are amortised on a straight line basis over a period of three to five years from the date of capitalisation.

2.5 Current/non-current classification:

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in the Act. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

2.6 Impairment reporting of non-financials assets

At each reporting date, the Company assesses whether there is any indication based on internal / external factors, that an asset may be impaired. If any such indication exists, the recoverable amount of the asset or the cash generating unit (CGU) is estimated. If such recoverable amount of the asset or CGU to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If, at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the statement of profit and loss. An asset is deemed impairable when recoverable value is less than its carrying cost and the difference between the two represents provisioning exigency.

2.7 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to, or deducted from, the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets

Financial assets at amortised cost

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

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income (FVOCI) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present any change in fair value of equity investments, which are not held for trading, in other comprehensive income. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortised cost or at FVOCI is carried at Fair value through the statement of profit and loss (FVTPL).

Impairment of financial assets

In accordance with Ind AS 109 'Financial Instruments', the Company applies expected credit loss ('ECL') model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- (i) All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets;

- (ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

(iii) Trade receivables:

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109 'Financial Instruments', which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

(iv) Other financial assets:

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Derivative financial instruments

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks that arise from its exposure to foreign exchange and interest rate fluctuations.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. For derivative contracts where hedge accounting is not applied, changes in the fair value of derivatives are recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on

future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.8 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as expenses in Statement of Profit and Loss in the period in which they are incurred.

2.9 Inventories

Inventories are stated at lower of cost and estimated net realisable value. Cost is determined on moving weighted average basis in case of raw materials, stores and spares and stock-in-trade. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. For harvested biological assets (i.e. agriculture produce) refer note 2.11.

2.10 Foreign currency transactions

Functional and presentation currency

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

Transactions and balances

Transactions in foreign currency are recorded at exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currency are restated at the exchange rates prevailing on the Balance Sheet date. Foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of the transaction. Exchange differences arising on settlement of transactions and/or restatement are dealt with in the Statement of Profit and Loss.

2.11 Biological assets

On initial recognition and at the end of each reporting period, the biological assets are measured at cost due to non availability of fair value. Harvested biological assets (i.e. agriculture produce) are transferred to inventory at fair value less costs to sell when harvested. Cost approximates fair value when little biological transformation has taken place since

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the costs were originally incurred or the impact of biological transformation on price is not expected to be material. Gains and losses arising on initial recognition of both biological assets and agricultural produce and any subsequent changes in fair value are recognised in the statement of Profit and loss in the period in which they arise.

2.12 Revenue from contracts with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount of transaction price (net of variable consideration) allocated to performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Sales, as disclosed, are exclusive of goods and services tax, where applicable. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Sale of goods and services

Revenue from sale of goods/services is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods to customers or transporter, considering the delivery terms.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated (e.g. customer loyalty points). In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration.

(i) Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at the inception of the contract and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of goods provide customers, volume rebates. Volume rebates give rise to variable consideration.

(ii) Volume rebates

The Company provides retrospective volume rebates to certain customers once the quantity

of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognises a refund liability for the expected future rebates.

Loyalty points programme

The Company has a loyalty points programme, which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognised as a contract liability until the points are redeemed. The Company's role is only to arrange for another entity to provide the goods and hence, records revenue at the net amount.

When estimating the stand-alone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company updates its estimates of the points that will be redeemed on a yearly basis and any adjustments to the contract liability balance are charged against revenue.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in note 2.7 Financial instruments – initial recognition and subsequent measurement.

Transfer of trade receivables

The Company transfers certain trade receivables under bill discounting arrangements with banks. These transferred receivables do not qualify for derecognition as the Company retains the credit risk with respect to these transferred receivables due to the existence of the recourse arrangement. Consequently, the proceeds received from such transfers with recourse arrangements are recorded as borrowings from banks and classified under current borrowings.

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Contract liabilities

When either party to a contract has performed its obligation, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the Company's performance and the customer's payment.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2.13 Revenue recognition - other items

Interest: Interest income is recognised using effective interest method.

Dividend: Dividend income is recognised when the right to receive the dividend is established.

Insurance Claim: Insurance claims are accounted for on settlement/realisation basis by considering uncertainties in realisation.

Export incentives and duty drawback: Income from export incentives such as duty drawback, premium on sale of import licenses and lease license fee are recognised on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

Other items are recognised on accrual basis.

2.14 Employee benefits

(a) Short-term employee benefits:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet. Contribution to Central Government administered Employees' State Insurance Scheme for eligible employees is recognised as charge in Statement of Profit and Loss in the year in which they arise.

(b) Defined contribution plans:

The Company pays contribution under provident fund scheme and part of the pension fund scheme for eligible employees. The Company recognises

contribution payable to the respective employee benefit fund scheme as an expenditure, as and when they are due. The Company has no obligations other than to make the specified contributions.

(c) Gratuity:

The Company provides gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees on retirement, death, incapacitation or termination of employment, of an amount based on respective employee's salary and the tenure of employment.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans are the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in statement of profit and loss as past service cost."

(d) Other long term benefits:

The liabilities for compensated absences are those that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period

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using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

(e) Termination benefits:

Termination benefits in the nature of voluntary retirement benefits are recognised as an expense when as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

2.15 Taxation

Taxes on income comprise current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, is disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realise the asset and settle the liability simultaneously.

The Company recognises deferred tax assets for unabsorbed depreciation or carry forward of losses under tax laws only if there is reasonable certainty

supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

2.16 Government grants

- (i) Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.
- (ii) Government grants relating to income are deferred and recognised in the statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.
- (iii) Government grants relating to the purchase of property, plant and equipment are included in other liabilities as deferred income and are credited to statement of profit and loss on a straight-line basis over the remaining useful life of the related asset. However, grants received for import of capital goods under Export promotion capital goods (EPCG) scheme are presented in the balance sheet by deducting the grant from the carrying value of asset.

2.17 Leases

Where the Company is a lessee

The Company's lease asset classes primarily consist of leases for Land and Buildings and Plant & Machinery. At the inception of a contract, the Company makes an assessment as to whether a contract is a lease. A contract is, or contains, a lease when it conveys the right to control the usage of an asset covered by the contract for a time period in exchange for consideration. To evaluate as to whether a contract provides the right to control the usage of an asset covered in the contract, the Company evaluates as to whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU" assets) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value leases. Lease rentals for short-term leases and all leases of low value assets are considered on accrual basis as an expense in profit or loss.

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The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets/ investment property. Lease income on an operating lease is recognised in the Statement of Profit and Loss on accrual basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Statement of Profit and Loss.

2.18 Cash and cash equivalents

In the Cash Flow Statement, cash and cash equivalents include cash on hand, demand deposits with banks, other short-term highly liquid investments, if any, with original maturities of three months or less.

2.19 Earnings per share (EPS)

Basic EPS amount is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's EPS is the net profit/(loss) for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares,

other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. Diluted EPS amounts are computed by dividing the net profit attributable to the equity share holders by the weighted average number of equity shares outstanding during the year, and the weighted average number of equity shares that would be issued to give effect to the dilutive potential.

2.20 Provisions and contingent liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at Balance Sheet date and are not discounted to its present value.

Contingent liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent assets: Contingent assets are not recognised in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.21 Segment reporting

Segments are organised based on businesses which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods.

2.22 Dividends

The final dividend on shares is recorded as liability on the date of approval by the shareholders and interim dividend is recorded as liability on the date of declaration by the Company's Board of Directors.

2.23 Royalty income

Royalty income is accounted for as per the terms of the agreement entered into with the parties involved.

2.24 Rounding off of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees in 'lakhs' as per the requirement of Schedule III, to the Act, unless otherwise stated.

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2.25 Significant management judgement in applying accounting policies and estimation uncertainty:

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities:

(i) Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires, the management to make an assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recoverability of advances / receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

(iii) Defined benefit obligation ('DBO')

Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

(iv) Provisions

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

(v) Leases

The Company enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

(vi) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, (refer note 43). By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments by management and the use of estimates regarding the outcome of future events.

(vii) Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and share based payments. This involves developing estimates and assumptions consistent with how market participants would price the instrument. The Company engages third party valuers, where required, to perform the valuation. Information about the valuation techniques and inputs used in determining the fair value of various assets, liabilities and share based payments are disclosed in the notes to financial statements.

(viii) Inventories

The Company estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future demand or other market-driven changes that may reduce future selling prices.

(ix) Useful lives of depreciable and amortisable assets

Management reviews its estimate of the useful lives of depreciable and amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

(x) Income taxes

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. The extent to which deferred tax assets/minimum alternate tax credit can be recognised is based on management's assessment of the probability of the future taxable income against which the deferred tax assets/minimum alternate tax credit can be utilised.

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Note: 3 (a) Property, Plant and Equipment

Particulars	Land		Owned assets										Right of use assets				
	Leasehold acquisition and development expenses	Freehold	Buildings on leasehold land	Buildings on freehold land	Culverts	Roads	Plant and equipment	Electrical fittings	Laboratory Equipment	Furniture and fittings	Computers & data processing units	Office equipment	Vehicles	Total	Right of use land	Right of use buildings	Total
Gross carrying amount																	
Balance as at 01 st April 2023	680.84	8,563.96	4,973.19	7,260.38	155.70	1,051.63	44,902.25	2,485.45	245.80	1,495.27	1,730.37	951.44	1,797.46	76,293.74	7,028.78	2,750.44	86,072.97
Additions	905.43	886.73	16,506.03	312.39	339.53	1,330.75	59,073.88	9,478.97	52.85	203.15	546.64	148.63	95.02	89,880.00	-	552.91	90,432.91
Disposals	-	-	-	5.04	-	-	128.30	35.52	0.22	16.16	31.79	12.03	150.65	379.71	1,145.01	611.22	2,135.94
Balance as at 31 st March 2024	1,586.27	9,450.69	21,479.22	7,567.73	495.23	2,382.38	1,03,847.83	11,928.90	298.43	1,682.26	2,245.22	1,088.04	1,741.83	1,65,794.03	5,883.77	2,692.14	1,74,369.94
Additions	19.10	36.77	81.32	328.66	-	-	5,544.35	393.45	11.71	426.63	528.42	108.05	247.41	7,725.87	-	409.14	8,135.01
Disposals	-	-	-	0.49	-	-	112.31	41.86	1.95	5.36	285.82	7.48	117.39	572.66	-	182.79	755.45
Balance as at 31 st March 2025	1,605.37	9,487.46	21,560.54	7,895.90	495.23	2,382.38	1,09,279.87	12,280.49	308.19	2,103.53	2,487.82	1,188.61	1,871.85	1,72,947.24	5,883.77	2,918.49	1,81,749.50
Accumulated Depreciation																	
Balance as at 01 st April 2023	40.09	-	1,320.06	1,519.55	17.87	630.87	23,507.81	1,041.98	85.42	601.05	1,188.60	628.29	900.02	31,481.62	765.59	878.13	33,125.34
Charge for the year	11.82	-	354.72	304.93	11.09	171.12	5,000.03	493.89	24.91	148.28	250.60	120.81	191.07	7,083.27	87.06	204.46	7,374.79
Disposals	-	-	-	1.77	-	-	77.58	25.70	0.18	11.59	30.69	11.40	102.10	261.01	628.29	411.07	1,300.37
Balance as at 31 st March 2024	51.91	-	1,674.78	1,822.71	28.96	801.99	28,430.27	1,510.17	110.15	737.74	1,408.51	737.70	988.99	38,303.88	224.36	671.52	39,199.76
Charge for the year	16.81	-	767.75	315.18	16.51	222.86	8,071.96	1,213.88	29.24	181.19	356.76	126.51	186.52	11,505.17	59.48	973.05	12,537.70
Disposals	-	-	-	0.13	-	-	100.48	27.59	1.06	5.26	285.35	5.86	114.27	540.00	-	137.85	677.85
Balance as at 31 st March 2025	68.72	-	2,442.53	2,137.76	45.47	1,024.85	36,401.75	2,696.46	138.33	913.67	1,479.92	858.35	1,061.24	49,269.05	283.84	1,506.72	51,059.61
Net carrying amount																	
Balance as at 31 st March 2024	1,534.36	9,450.69	19,804.44	5,745.02	466.27	1,580.39	75,417.56	10,418.73	188.28	944.52	836.71	350.34	752.84	1,27,490.15	5,659.41	2,020.62	1,35,170.18
Balance as at 31 st March 2025	1,536.65	9,487.46	19,118.01	5,758.14	449.76	1,357.53	72,878.12	9,584.03	169.86	1,189.86	1,007.90	330.26	810.61	1,23,678.19	5,599.93	1,411.77	1,30,689.89

- (i) Freehold land with carrying value of ₹ 535.28 (31st March 2024: ₹ 535.28) have been mortgaged for availing working capital loan from Axis Bank Consortium (refer note 26 and 46).
(ii) Certain Property, plant and equipment have been given as security for borrowings (refer note 46)
(iii) Contractual commitments for the acquisition of property, plant and equipment. (refer note 44)

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Note: 3(a) Property, Plant and Equipment (contd)

(iv) PPE - Detail of immovable property pending to be transferred in the name of the Company as per below:

Description of item of property	Gross carrying value as on 31 March 2025	Gross carrying value as on 31 March 2024	Title deeds held in the name of	Whether title deed holder is a promoter, Director or relative of promoter/Director or employee of promoter/Director	Property held since date	Reason for not being held in the name of the Company
Land	77.41	459.20	Merino Export Private Limited	No	01 st April 2019	Land transferred under business combination arrangement between Merino Export Private Limited & Merino Industries Limited from appointed date 01 st April 2019. Payment for stamp duty to transfer the title in the name of Merino Industries Limited is under approval with District Magistrate Hapur (Uttar Pradesh), India. During the current year partial land has been transferred in the name of the Company.
	96.17	96.17			27 th July 2007	Land title bearing erstwhile name Century Laminating Company Limited. Change in title name to Merino Industries Limited is in process.
	0.37	0.37			10 th January 1994	Land was taken over by Hapur Pilkhuwa Development Authority under compulsory acquisition while award is not yet received.
	8.25	8.25	Century Laminating Company Limited	No	14 th January 2003	Land was taken over by Hapur Pilkhuwa Development Authority under compulsory acquisition. Company has taken stay in court to comeout from compulsory acquisition.
	104.29	104.29			12 th June 2006	Aabadi plots were on the name of erstwhile Company Century Laminating Company Limited. As per the Uttar Pradesh government policy there is restriction to transfer these land in the name of present Company Merino Industries Limited.
	72.13	72.13			15 th March 2005	
Building	-	0.76	Century Laminating Company Limited	No	18 th December 1992	During the current year building has been transferred in the name of the Company.

Note: 3(b) Capital work-in progress:

(i) Capital work-in progress ageing schedule:

Particulars	As at 31 March 2025				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress:	3,796.20	436.61	17.14	-	4,249.95
Projects temporarily suspended:	-	-	-	-	-
Total	3,796.20	436.61	17.14	-	4,249.95

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Note: 3(b) Capital work-in progress (contd)

Particulars	As at 31 March 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress*:	2,615.76	209.05	67.89	-	2,892.70
Projects temporarily suspended:	-	-	-	-	-
Total	2,615.76	209.05	67.89	-	2,892.70

* Includes capital goods-in-transit of ₹ 145.41

Note-Borrowing Cost amounting to ₹ Nil (31st March 2024: ₹ 1,565.86) pertaining to loan taken from Axis bank for construction of particle Board plant at Halol has been capitalised in accordance with Ind AS 23 'Borrowing Costs'.

- (ii) Capital work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, completion schedule is as per the following:

Particulars	As at 31 March 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:					
AUC-250000000006	60.07	-	-	-	60.07
AUC-250000000031	120.35	-	-	-	120.35
AUC-250000000100	474.62	-	-	-	474.62
AUC-250000000129	108.86	-	-	-	108.86
AUC-250000000130	179.24	-	-	-	179.24
AUC-250000000133	183.62	-	-	-	183.62
AUC-250000000173	71.46	-	-	-	71.46
AUC-250000000189	75.28	-	-	-	75.28
AUC-250000000192	59.72	-	-	-	59.72
AUC-250000000206	417.54	-	-	-	417.54
AUC-250000000461	85.04	-	-	-	85.04
AUC-250000000689	56.51	-	-	-	56.51
Other Projects*	570.76	-	-	-	570.76
Total	2,463.07	-	-	-	2,463.07

*Individual projects less than ₹ 50.00 have been clubbed together in other projects.

Particulars	As at 31 March 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:					
Project - S01000050	251.46	-	-	-	251.46
Project - S01000351	79.46	-	-	-	79.46
Project - S01000407	59.86	-	-	-	59.86
Project - S01000474	95.50	-	-	-	95.50
Project - S01000736	67.94	-	-	-	67.94
Project - LD1000274	84.09	-	-	-	84.09
Project - H01000130	216.02	-	-	-	216.02
Other Projects*	298.72	-	-	-	298.72
Total	1,153.05	-	-	-	1,153.05

*Individual projects less than ₹ 50.00 have been clubbed together in other projects.

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 3 (c) Other intangible assets

Particulars	Computer software (acquired item)	Total
Gross carrying amount		
Balance as at 1 st April 2023	431.85	431.85
Additions	6.97	6.97
Disposals	1.46	1.46
Balance as at 31 st March 2024	437.36	437.36
Additions	1,468.98	1,468.98
Disposals	40.67	40.67
Balance as at 31 st March 2025	1,865.67	1,865.67
Accumulated amortisation		
Balance as at 1 st April 2023	408.54	408.54
Charge for the year	11.73	11.73
Disposals	1.46	1.46
Balance as at 31 st March 2024	418.81	418.81
Charge for the year	269.73	269.73
Disposals	40.67	40.67
Balance as at 31 st March 2025	647.87	647.87
Net carrying amount		
Balance as at 31 st March 2024	18.55	18.55
Balance as at 31 st March 2025	1,217.80	1,217.80

Note: 3(d) Intangible assets under development

(i) Intangible assets under development ageing schedule:

Particulars	As at 31 March 2025				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:	-	-	-	-	-
Projects temporarily suspended:	-	-	-	-	-
Total	-	-	-	-	-

Particulars	As at 31 March 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress:	801.61	-	-	-	801.61
Projects temporarily suspended:	-	-	-	-	-
Total	801.61	-	-	-	801.61

(ii) There are no intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 4 Non current investments

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Investments in Equity Instruments measured at fair value through other comprehensive income (FVTOCI) (fully paid up)				
-Quoted				
Bank of Baroda Limited	10,000.00	22.85	10,000.00	26.41
Greenply Industries Limited	1,000.00	2.86	1,000.00	2.31
Greenlam Industries Limited	2,000.00	4.72	1,000.00	5.06
Star Paper Mills Limited	100.00	0.15	100.00	0.22
Greenpanel Industries Limited	1,000.00	2.27	1,000.00	3.15
LIC Limited	442.00	3.53	442.00	4.05
Axis Bank Limited	119.00	1.31	119.00	1.25
Bajaj Finance Limited	27.00	2.42	27.00	1.96
Bajaj Finserv Limited	180.00	3.61	180.00	2.96
Coromandel International Limited	82.00	1.63	82.00	0.88
Grasim Industries Limited	141.00	3.68	141.00	3.23
HCL Technologies Limited	50.00	0.80	50.00	0.77
HDFC Bank Limited	77.00	1.41	77.00	1.11
Hindalco Industries Limited	540.00	3.69	540.00	3.03
Hindustan Unilever Limited	44.00	0.99	44.00	1.00
Infosys Limited	104.00	1.63	104.00	1.56
Nestle India Limited	90.00	2.03	90.00	2.36
NMDC Limited	5,622.00	3.87	1,874.00	3.78
NMDC Steel Limited	1,874.00	0.63	1,874.00	1.03
State Bank Of India	334.00	2.58	334.00	2.51
Tata Steel Limited	2,020.00	3.12	2,020.00	3.15
TCS Limited	66.00	2.38	66.00	2.56
Ultratech Cement Limited	14.00	1.61	14.00	1.36
Asian Paint Limited	212.00	4.96	-	-
Britannia Industries Limited	40.00	1.97	-	-
Colgate Palmolive Limited	71.00	1.70	-	-
Godrej Consumer Products Limited	181.00	2.10	-	-
ITC Limited	538.00	2.20	-	-
ITC Hotels Limited	53.00	0.10	-	-
Marico Limited	311.00	2.03	-	-
Reliance Industries Limited	200.00	2.55	-	-
Tata Consumer Product Limited	222.00	2.22	-	-
-Unquoted				
National Stock Exchange Of India Limited	70,000.00	993.30	14,000.00	511.20
Kitply Industries Limited*	100.00**	-	100.00**	-
Merinoply and Chemicals Limited (refer (a) below)	1,64,006.00	17.50	1,64,006.00	17.50
Less: Provision for diminution in value of investments		(17.50)		(17.50)
Sanghi Polyesters Limited	500.00	0.20	500.00	0.20
Less: Provision for diminution in value of investments		(0.20)		(0.20)
KHSL Industries Limited	1,000.00**	0.20	1,000.00**	0.20
Less: Provision for diminution in value of investments		(0.20)		(0.20)

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 4 Non current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Sunsure Solarpark Sixteen Private Limited	16,461.00	227.49	4,115.00	56.87
Indian Laminate Manufacturer Association	125.00	1.50	125.00	1.50
Clean Max Boreal Private Limited	1,45,245.00	858.00	-	-
Investment in Alternative Investment fund measured at fair value through profit and loss (FVTPL)				
-Unquoted				
Tata Capital Healthcare Fund II	50,000.00	300.39	50,000.00	269.96
Blume Ventures Fund IX	94,521.14	198.49	1,00,000.00	206.01
ICICI Prudential Compact Fund- Series II	-	-	2,14,445.08	286.46
SC Credit Trust-Sc Credit Fund	13.56	107.91	14.05	138.75
Alteria Capital India Fund - I	21,475.50	17.94	23,529.87	27.68
360 One India Private Equity Fund Series 1A (IIFL India Private Equity Fund Series 1A - Class A)	9,98,919.49	247.52	10,00,570.36	140.26
Kotak Optimus Moderate Scheme Class A	94.54	145.52	94.54	141.91
Kotak Optimus Aggressive Scheme Class A	174.22	293.15	174.22	287.95
Trifecta Venture Debt Fund - III	1,96,460.00	202.33	1,81,460.00	186.08
White Oak India Select Equity Fund - Class A	12,06,594.18	303.81	12,06,594.18	271.78
360 One Special Opportunities Fund Series - 8 (IIFL Special Opportunities Fund Series - 8)	27,44,114.80	390.11	27,59,893.60	365.43
Inflexor Technology Fund	69.19	64.86	58.19	58.27
Kotak Pre IPO Opportunities Fund	15,949.84	172.46	16,930.58	168.59
Kotak India Renaissance Fund-I	20,408.12	276.67	20,408.12	263.36
Sixth Sense India Opportunities III	18,777.35	263.83	20,000.00	244.46
Tata Equity Plus Absolute Return Fund	-	-	9,999.50	114.86
Mirae Asset Late Stage Opportunities Fund	84.00	83.80	71.40	69.14
360 Commercial Yield Fund (IIFL Commercial Yield Fund)	9,38,602.92	108.42	9,38,602.92	104.83
Kotak Private Credit Fund	1,371.70	146.47	1,526.45	154.23
Neo Special Credit Oppoutunities Fund	890.00	103.79	600.00	62.34
True North Credit Opportunities Fund	5,200.00	53.51	3,966.92	41.22
India Realty Excellence Fund VI	940.00	94.00	-	20.00
Ivy Cap Ventures Fund-III	2,50,000.00	250.00	-	200.00
Revx Capital Fund I	1,98,820.00	204.50	-	-
Oister India Scheme Iii	200.00	51.69	-	-
360 One Spl Opp Fnd-S-12	32,49,837.51	408.81	-	-
Ikigai Emerging Eq Fund	1,93,791.50	173.75	-	-
Avendus Structured Credit Fund - II	162.52	169.31	94.29	99.47
Investment in Alternative Investment Fund measured at amortised cost				
-Unquoted				
India Real Estate Investment Fund	-	-	97,113.00	97.11
Investment in bond measured at amortised cost				
-Quoted				
State Bank of India SR I 7.72 BD Perpetual	5.00	509.75	5.00	509.75
Investment in promissory note measured at amortised cost				
-Unquoted				
Artison Agrotech Private Limited**	-	10.00	-	10.00

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 4 Non current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Less: Provision for diminution in book value of investments**	-	(10.00)	-	(10.00)
Investment in REIT/INVIT measured at FVTPL				
-Quoted				
Mindspace Business Parks Real Estate Investment Trust	2,400.00	8.99	2,400.00	8.29
Invit Of India Grid Trust Preferential Unit	76,335.00	107.56	76,335.00	101.36
-Unquoted				
Invit Of India Infrastructure Trust	4,00,000.00	298.19	4,00,000.00	327.59
		7,931.42		5,612.41
Aggregate amount of quoted investments		719.90		695.08
Aggregate amount of unquoted investments		7,239.42		4,945.23
Aggregate amount of impairment in value of investments		27.90		27.90

* Number of units are in absolute terms.

** Includes investments acquired through business combination, pending transfer in the name of the Company.

The stated figure nil represents value less than ₹ 0.01.

Note-

(a) Merinopoly and Chemicals Limited is under liquidation. Investment is carried at nil value. Cost of investment was ₹ 17.50 (31st March 2024: ₹ 17.50). Further, Company believes that there is no impact on the financial statements other than the impairment provision already made in the books of accounts.

Note: 5 Non current loans

Particulars	31 March 2025	31 March 2024
Loans to employees	17.03	26.02
	17.03	26.02

Note: 6 Other non current financial assets

Particulars	31 March 2025	31 March 2024
Security deposits	884.50	877.85
Bank deposit (refer (a) below)	5.24	4.24
Interest accrued on bank deposits	0.55	0.02
	890.29	882.11

Note-

(a) Bank deposit amounting ₹ 5.24 (31st March 2024: 4.14) having maturity more than one year pledged with custom and excise authority.

Note: 7 Non current tax assets (net)

Particulars	31 March 2025	31 March 2024
Advance Income tax (net of provision)	3,766.88	2,914.63
	3,766.88	2,914.63

Note: 8 Other non-current assets

Particulars	31 March 2025	31 March 2024
Capital advances	108.28	642.55
Prepaid expense	39.93	47.70
Balance with government authorities	1,009.57	1,009.51
Security deposit	11.12	10.87
	1,168.90	1,710.63

Material accounting policies and other explanatory information

for the year ended 31 March 2025

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(Rupees in lakhs, unless otherwise stated)

Note: 9 Inventories

Particulars	31 March 2025	31 March 2024
(At lower of cost or net realisable value)		
Raw materials	34,013.01	35,620.94
[includes materials-in-transit 31 st March 2025: ₹ 4,249.89 (31 st March 2024: ₹ 5,626.28)]		
Work-in-progress	2,663.07	1,470.60
Stock in trade	2,908.72	2,667.61
[includes materials-in-transit 31 st March 2025: ₹ 1,135.42 (31 st March 2024: ₹ 175.35)]		
Finished goods	18,840.34	14,192.52
[includes materials-in-transit 31 st March 2025: ₹ 8,955.63 (31 st March 2024: ₹ 4,141.68)]		
Stores and spares	7,033.70	4,986.79
[includes materials-in-transit 31 st March 2025: ₹ Nil (31 st March 2024: ₹ 104.02)]		
	65,458.84	58,938.46

(a) Inventories are hypothecated to secure the current and non current borrowings (refer note 46).

(b) Inventories are written down to net realisable value relating to following:

- Raw materials: ₹ 159.41 (31st March 2024: ₹ Nil)
- Work-in-progress: ₹ 198.03 (31st March 2024: ₹ Nil)
- Stock in trade: ₹ 77.24 (31st March 2024: ₹ Nil)
- Finished goods: ₹ 8,955.63 (31st March 2024: ₹ 3,218.00)
- Stores and spares: ₹ 84.01 (31st March 2024: ₹ 384.38)

Note: 10 Biological assets other than bearer plants

Particulars	31 March 2025	31 March 2024
Potato seed		
Opening value of biological assets	32.55	1,525.76
Cost incurred during the year	-	32.55
Harvested potatoes transferred to inventories and sold during the year	(32.55)	(1,525.76)
Closing value of biological assets	-	32.55
Crops		
Opening value of biological assets	-	0.49
Cost incurred during the year	-	-
Purchases	-	-
Harvested crops transferred to inventories and sold during the year	-	-
Harvested crops transferred to inventories	-	(0.49)
Closing value of biological assets	-	-
Total	-	32.55

(a) The Company had two category of biological assets i.e. potato seeds and annual crops.

The potato seeds up to the stage of G3 are considered as biological assets by the Company. These biological assets take few months for further biological transformation post which it is stored in cold storage till the next generation cycle. As on balance sheet date, there is insignificant biological transformation. Hence those biological assets of the Company are valued at cost.

The Company determines the fair values of its products when they significantly achieve the attributes of intended biological transformation. When the biological assets attain the stage - ready for consumption (agriculture produce) it is considered as inventory at fair value on that date. Agricultural produce is the harvested product of the entity's biological assets. Harvested biological assets transferred to inventory at fair value amounting to ₹ NIL (31st March 2024: ₹ NIL).

The annual crops were insignificant to the Company's operations.

(b) Inventories are hypothecated to secure short-term and long-term borrowings (refer note 46).

Material accounting policies and other explanatory information

for the year ended 31 March 2025

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(Rupees in lakhs, unless otherwise stated)

Note: 11 Current investments

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Investments in Equity Instruments measured at FVTPL (fully paid up)				
-Quoted				
Aarti Industries Limited	363.00	1.42	363.00	2.42
ABB India Limited	-	-	60.00	3.82
Abbott India Limited	24.00	7.37	24.00	6.51
Aditya Birla Capital Limited	4,715.00	8.73	3,528.00	6.19
Ajanta Pharma Limited	144.00	3.78	140.00	3.12
Akzo Nobel India Limited	124.00	4.46	124.00	2.96
Ambuja Cements Limited	309.00	1.66	1,522.00	9.32
Apl Apollo Tubes Limited	-	-	454.00	6.79
Asian Paints Limited	-	-	3,481.00	99.09
Astral Limited	-	-	2,869.00	57.13
Astral Polytechnik Limited	-	-	286.00	5.69
Atul Limited	-	-	214.00	12.28
AU Small Finance Bank Limited	437.00	2.34	1,438.00	8.13
Avenue Supermarts Limited	-	-	57.00	2.58
Axis Bank Limited	1,203.00	13.26	7,219.00	75.60
Bajaj Finance Limited	195.00	17.45	1,678.00	121.57
Bajaj Finserv Limited	631.00	12.67	792.00	13.02
Balkrishna Industries Limited	-	-	112.00	2.60
BEML Limited	-	-	32.00	1.02
Bharti Airtel Limited	789.00	13.68	545.00	6.70
Bharti Airtel PP Limited	911.00	11.79	1,833.00	15.06
Birla Corporation Limited	232.00	2.45	232.00	3.30
Campus Activewear Limited	835.00	1.93	-	-
Cartrade Tech Limited	217.00	3.57	68.00	0.43
CG Power And Industrial Solutions Limited	685.00	4.37	1,162.00	6.29
Cholamandalam Investment And Finance Company Limited	201.00	3.06	1,259.00	14.56
Cipla Limited	280.00	4.04	191.00	2.86
CMS Info Systems Limited	4,108.00	18.96	247.00	0.96
Coforge Limited	70.00	5.68	107.00	5.89
Computer Age Management Services Limited	142.00	5.29	155.00	4.52
Coromandel International Limited	-	-	1,235.00	13.28
Craftsman Automation Limited	-	-	33.00	1.42
Crompton Greaves Consumer Electricals Limited	1,770.00	6.26	10,348.00	27.68
Data Patterns India Limited	-	-	72.00	1.74
DCM Shriram Limited	1,459.00	15.74	1,721.00	14.70
Divis Laboratories Limited	240.00	13.86	716.00	24.64
Dixon Technologies India Limited	75.00	9.88	125.00	9.35
Dodla Dairy Limited	412.00	4.77	412.00	3.31
Dr. Lal Pathlabs Limited	108.00	2.68	514.00	11.63
Eclerx Services Limited	582.00	16.16	597.00	14.13
Eicher Motors Limited	-	-	2,160.00	86.82
Fine Organic Industries Limited	55.00	2.20	8.00	0.32

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 11 Current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Five-Star Business Finance Limited	591.00	4.28	583.00	4.19
FSN E-Commerce Ventures Limited	-	-	1,053.00	1.71
Garware Technical Fibres Limited	815.00	7.05	191.00	6.35
GMM Pfaudler Limited	-	-	3,089.00	38.18
Godrej Consumer Products Limited	271.00	3.14	188.00	2.35
Grindwell Norton Limited	-	-	158.00	3.00
Havells India Limited	-	-	94.00	1.42
HCL Technologies Limited	1,941.00	30.91	4,965.00	76.64
HDFC Bank Limited	2,439.00	44.59	10,061.00	145.67
HDFC Life Insurance Company Limited	328.00	2.25	1,523.00	9.65
Hindalco Industries Limited	733.00	5.00	733.00	4.11
Hindustan Aeronautics Limited	-	-	883.00	29.38
Honeywell Automation India Limited	-	-	5.00	1.93
ICICI Bank Limited	3,045.00	41.06	10,893.00	119.09
ICICI Lombard General Insurance Company Limited	220.00	3.94	442.00	7.45
ICICI Securities Limited	-	-	1,916.00	13.94
IDFC Limited	-	-	3,836.00	4.25
IIFL Finance Limited	1,687.00	5.53	1,340.00	4.56
Indiamart InterMesh Limited	-	-	170.00	4.50
Indigo Paints Limited	179.00	1.69	151.00	1.90
Info Edge India Limited	273.00	19.59	315.00	17.62
Infosys Limited	-	-	2,312.00	34.63
Jindal Stainless Limited	1,676.00	9.75	1,693.00	11.76
KEC International Limited	950.00	7.44	950.00	6.60
Kotak Mahindra Bank Limited	401.00	8.71	7,400.00	132.13
Larsen And Toubro Limited	641.00	22.39	771.00	29.05
Lemon Tree Hotels	2,188.00	2.81	1,004.00	1.31
LTI Mindtree Limited	-	-	26.00	1.28
Maruti Suzuki India Limited	29.00	3.34	29.00	3.65
Mastek Limited	155.00	3.38	155.00	3.94
Max Financial Services Limited	1,215.00	13.94	1,185.00	11.88
Multi Commodity Exchange Of India Limited	265.00	14.07	37.00	1.24
Narayana Hrudayalaya Limited	2,492.00	42.17	2,831.00	36.34
Navin Fluorine International Limited	53.00	2.23	53.00	1.65
Nestle India Limited	367.00	8.26	2,971.00	77.91
NIIT Limited	-	-	3,806.00	19.29
NTPC Limited	2,664.00	9.53	2,664.00	8.95
Page Industries Limited	-	-	173.00	59.60
Patanjali Foods Limited	-	-	428.00	5.72
Persistent Systems Limited	109.00	6.01	154.00	6.14
Phoenix Mills Limited	78.00	1.28	95.00	2.64
PI Industries Limited	89.00	3.05	137.00	5.30
Pidilite Industries Limited	-	-	180.00	5.43
Poly Medicure Limited	123.00	2.76	124.00	1.97
Polycab India Limited	153.00	7.88	235.00	11.90

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 11 Current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Rainbow Childrens Medicare Limited	303.00	4.25	4,631.00	60.09
RBL Bank Limited	8,497.00	14.74	8,497.00	20.42
Redington India Limited	14,017.00	34.05	13,794.00	28.75
Reliance Industries Limited	700.00	8.93	265.00	7.89
RHI Magnesita India Limited	368.00	1.87	229.00	1.27
Saregama India Limited	614.00	3.14	742.00	2.58
Sequent Scientific Limited	1,903.00	2.49	1,146.00	1.32
Sonata Software Limited	-	-	2,393.00	17.29
State Bank Of India	4,502.00	34.73	10,412.00	78.33
Sun Pharmaceutical Industries Limited	1,334.00	23.15	1,506.00	24.41
Suprajit Engineering Limited	-	-	14,675.00	60.48
Syngene International Limited	59.00	0.43	749.00	5.26
Tata Communications Limited	442.00	6.98	252.00	5.07
Tata Consultancy Services Limited	568.00	20.48	3,157.00	122.39
Tata Steel Limited	-	-	1,754.00	2.73
Titan Company Limited	88.00	2.70	2,225.00	84.60
Torrent Pharmaceuticals Limited	120.00	3.87	278.00	7.23
Tube Investments Of India Limited	360.00	9.97	1,856.00	69.35
Vedant Fashions Limited	202.00	1.57	223.00	2.07
Orchid Pharma Limited	215.00	1.67	3.00	0.03
Cello World Limited	288.00	1.57	94.00	0.73
Eureka Forbes Limited	280.00	1.52	176.00	0.80
IDFC First Bank Limited	4,243.00	2.33	1,122.00	0.85
Gokaldas Exports Limited	-	-	132.00	0.93
Sobha Limited	166.00	2.03	65.00	0.94
BSE Limited	-	-	53.00	1.33
CSB Bank Limited	752.00	2.27	414.00	1.47
KSB Limited	220.00	1.57	44.00	1.70
Laurus Labs Limited	-	-	501.00	1.97
Krishna Institute Of Medical Sciences Limited	618.00	3.95	102.00	2.10
Icici Prudential Life Insurance Company Limited	337.00	1.90	348.00	2.12
R R Kabel Limited	-	-	140.00	2.15
Power Finance Corporation Limited	559.00	2.32	559.00	2.18
Sai Silks Kalamandir Limited	1,100.00	1.45	1,100.00	2.20
Safari Industries India Limited	-	-	132.00	2.28
Intellect Design Arena Limited	217.00	1.50	217.00	2.38
Kajaria Ceramics Limited	-	-	209.00	2.41
Metro Brands Limited	207.00	2.10	210.00	2.42
Star Health And Allied Insurance Company Limited	3,100.00	11.06	450.00	2.45
Escorts Kubota Limited	-	-	90.00	2.50
Pfizer Limited	-	-	60.00	2.52
Venus Pipes & Tubes Limited	203.00	2.45	136.00	2.57
Alkem Laboratories Limited	54.00	2.64	54.00	2.67
Ramkrishna Forgings Limited	700.00	5.41	400.00	2.77
Samvardhana Motherson International Limited	-	-	2,400.00	2.81

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 11 Current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
CCL Products India Limited	445.00	2.47	481.00	2.82
JSW Infrastructure Limited	-	-	1,159.00	2.85
Glenmark Pharmaceuticals Limited	208.00	3.21	300.00	2.88
Bank Of Baroda	20,043.00	45.80	1,100.00	2.90
Mankind Pharma Limited	-	-	128.00	2.94
Blue Jet Healthcare Limited	117.00	1.04	778.00	2.98
Cholamandalam Financial Holdings Limited	376.00	6.59	269.00	2.99
PVR INOX Limited	280.00	2.56	230.00	3.05
Go Fashion India Limited	-	-	265.00	3.19
Route Mobile Limited	-	-	201.00	3.22
Aavas Financiers Limited	45.00	0.94	252.00	3.32
Indo Count Industries Limited	-	-	950.00	3.36
PI Industries Limited	-	-	92.00	3.56
Varun Beverages Limited	-	-	94.00	3.76
Bharat Electronics Limited	567.00	1.71	1,876.00	3.78
Indus Towers Limited	2,824.00	9.44	1,300.00	3.78
Indian Hotels Company Limited	-	-	682.00	4.03
Mahindra And Mahindra Limited	735.00	19.59	218.00	4.19
Grasim Industries Limited	-	-	200.00	4.57
Sona Blw Precision Forgings Limited	-	-	713.00	5.03
Adani Enterprises Limited	-	-	171.00	5.47
Zomato Limited	-	-	3,097.00	5.64
KEI Industries Limited	26.00	0.75	177.00	6.12
Adani Ports And Special Economic Zone Limited	506.00	5.99	530.00	7.11
SBFC Finance Limited	11,281.00	9.96	8,997.00	7.36
Tata Elxsi Limited	-	-	100.00	7.78
Shriram Pistons And Rings Limited	402.00	7.59	402.00	7.88
Jindal Steel And Power Limited	935.00	8.53	935.00	7.94
Interglobe Aviation Limited	126.00	6.45	267.00	9.47
DLF Limited	1,485.00	10.11	1,140.00	10.24
Indusind Bank Limited	-	-	810.00	12.59
JSW Energy Limited	-	-	2,425.00	12.83
TVS Motor Company Limited	-	-	708.00	15.23
Cyient Limited	996.00	12.60	1,279.00	25.53
Dr. Reddys Laboratories Limited	190.00	2.17	521.00	32.08
PDS Limited	-	-	7,065.00	33.45
Mold-Tek Packaging Limited	-	-	5,470.00	42.81
ITC Limited	7,476.00	30.63	10,088.00	43.21
SKF India Limited	-	-	1,044.00	43.42
Control Print Limited	-	-	4,836.00	44.97
Trent Limited	146.00	7.77	2,437.00	96.21
Aditya Birla Real Estate Limited	265.00	5.19	-	-
Aegis Logistics Limited	339.00	2.73	-	-
Bayer Cropscience India Limited	247.00	12.13	-	-
Eternal Limited	8,499.00	17.13	-	-

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 11 Current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Global Health Limited	601.00	7.20	-	-
Hindustan Unilever Limited	547.00	12.35	-	-
Indegene Limited	600.00	3.47	-	-
International Gemmological Institute India Limited	763.00	2.94	-	-
Itc Hotels Limited	0.10	-	-	-
Ltimindtree Limited	36.00	1.62	-	-
Lupin Limited	113.00	2.29	-	-
Mphasis Limited	96.00	2.40	-	-
Mrs. Bectors Food Specialities Limited	174.00	2.54	-	-
Niit Learning Systems Limited	3,806.00	15.78	-	-
Prudent Corporate Advisory Services Limited	125.00	2.92	-	-
Reliance Nippon Life Asset	1,979.00	11.45	-	-
Stylam Industries Limited	399.00	6.57	-	-
Supriya Lifescience Limited	295.00	2.17	-	-
Va Tech Wabagh Limited	732.00	10.65	-	-
India Shelter Finance Corporation Limited	297.00	2.46	-	-
Zen Technologies Limited	126.00	1.86	-	-
Nuvama Wealth Management Limited	29.00	1.76	-	-
Shilchar Technologies Limited	33.00	1.74	-	-
Inox Wind Limited	1,060.00	1.73	-	-
Manappuram Finance Limited	2,135.00	4.97	-	-
The Anup Engineering Limited	28.00	0.97	-	-
Aarti Pharmed Labs Limited	115.00	0.86	-	-
Home First Finance Company India Limited	83.00	0.84	-	-
Mps Limited	27.00	0.77	-	-
Motilal Oswal Financial Services Limited	122.00	0.75	-	-
Affle India Limited	39.00	0.63	-	-
Vimta Laboratories Limited	62.00	0.62	-	-
lfl Capital Services Limited	274.00	0.59	-	-
Swaraj Engines Limited	13.00	0.50	-	-
Mazagon Dock Shipbuilders Limited	19.00	0.50	-	-
Aurionpro Solutions Limited	30.00	0.48	-	-
Action Construction Equipment Limited	38.00	0.48	-	-
Bls International Services Limited	119.00	0.47	-	-
Yatharth Hospital & Trauma Care Services Limited	110.00	0.47	-	-
Vishnu Chemicals Limited	100.00	0.46	-	-
Newgen Software Technologies Limited	45.00	0.45	-	-
Garware Hi-Tech Films Limited	11.00	0.43	-	-
Aadhar Housing Finance Limited	102.00	0.43	-	-
Tips Music Limited	68.00	0.43	-	-
Aptus Value Housing Finance India Limited	143.00	0.42	-	-
Jindal Drilling Industries Limited	49.00	0.41	-	-
Senores Pharmaceuticals Limited	71.00	0.41	-	-
Transformers And Rectifiers India Limited	47.00	0.25	-	-
Power Mech Projects Limited	9.00	0.24	-	-

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 11 Current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Vidhi Specialty Food Ingredients Limited	53.00	0.24	-	-
Jash Engineering Limited	41.00	0.24	-	-
Hbl Engineering Limited	50.00	0.24	-	-
W P I L Limited	52.00	0.22	-	-
Techno Electric & Engineering Company Limited	22.00	0.22	-	-
Hariom Pipe Industries Limited	64.00	0.21	-	-
Pix Transmissions Limited	13.00	0.21	-	-
Indo Tech Transformers Limited	9.00	0.20	-	-
Kaynes Technology India Limited	235.00	11.14	-	-
One 97 Communications Limited	1,857.00	14.55	-	-
Piccadily Agro Industries Limited	1,454.00	8.21	-	-
Onesource Specialty Pharma Limited	227.00	3.98	-	-
Firstsource Solutions Limited	721.00	2.45	-	-
Gujarat State Petronet Limited	819.00	2.39	-	-
Aia Engineering Limited	62.00	2.08	-	-
Ajax Engineering Limited	322.00	1.91	-	-
Angel One Limited	70.00	1.62	-	-
Jyothy Labs Limited	443.00	1.46	-	-
Edelweiss Financial Services Limited	1,518.00	1.37	-	-
Medi Assist Healthcare Services Limited	240.00	1.09	-	-
Cigniti Technologies Limited	67.00	0.98	-	-
Gopal Snacks Limited	246.00	0.65	-	-
Oracle Fin Ser Software Limited	395.00	31.01	-	-
Ncc Limited	12,104.00	25.35	-	-
Zensar Technologies Limited	1,675.00	11.74	-	-
Sharda Cropchem Limited	2,042.00	11.67	-	-
Jindal Saw Limited	3,700.00	9.99	-	-
Karur Vysya Bank Limited	3,008.00	6.29	-	-
Britannia Industries Limited	99.00	4.89	-	-
Hdfc Asset Management Co. Limited	39.00	1.57	-	-
Alivus Life Sciences Limited_Previously.	3.00	0.03	-	-
Camlin Fine Sciences Limited	2,543.00	4.27	-	-
Ultratech Cement Limited	35.00	4.03	-	-
Dalmia Bharat Limited	220.00	4.01	-	-
Vedanta Limited	861.00	3.99	-	-
Lic Housing Finance Limited	600.00	3.38	-	-
Bharat Petroleum Corporation Limited	1,200.00	3.34	-	-
Shriram Finance Limited	400.00	2.62	-	-
Investment in mutual funds measured at FVTPL				
-Quoted				
Axis Focused 25 Fund Growth (AFGPG)	-	-	5,46,112.39	268.14
ICICI Pru - Balanced Advantage Fund	-	-	29,00,529.32	1,869.39
Mirae Asset Large Cap Fund- Regular Growth Plan	-	-	8,20,182.88	791.02
Mirae Asset Focused Fund-Regular Plan Growth	-	-	9,72,877.66	211.67
Edelweiss Flexi Cap Fund-Regular Plan-Growth	-	-	15,17,036.55	481.73

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for the year ended 31 March 2025

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(Rupees in lakhs, unless otherwise stated)

Note: 11 Current investments (contd)

Particulars	31 March 2025		31 March 2024	
	Number of units/shares*	Amount	Number of units/shares*	Amount
Aditya Birla Sun Life Flexi Cap Fund -Growth-Rp	8,162.94	150.34	7,047.84	105.36
Kotak Emerging Equity Fund-Growth (Regular Plan)	-	-	2,01,983.89	207.02
Kotak Flexicap Fund-Grwoth (Regular Plan)	-	-	5,55,307.90	396.70
Aditya Birla Sunlife Flexi Cap Fund-Growth-Direct Plan	-	-	8,162.94	134.96
UTI Flexi Cap Fund - Regular Plan Growth	-	-	55,753.22	150.98
ICICI Prudential Equity Savings Fund-Cumulative	-	-	20,58,068.44	416.96
Kotak Balanced Advantage Fund-Growth-Regular Plan	-	-	22,70,377.66	405.97
Kotak Pioneer Fund Growth-Regular Plan	-	-	9,35,811.79	235.54
SBI Focused Equity Fund Regular Growth	-	-	61,626.59	179.10
Mirae Aest Midcap Fund Regular Plan Growth	-	-	16,78,074.17	502.68
Nippon India Mutual Fund ETF Nifty BeES	-	-	50,000.00	122.39
Nippon India Mutual Fund ETF Junior BeES	-	-	10,000.00	63.66
Kotak Bluechip Fund	-	-	72,653.30	357.01
SBI Bluechip Fund	-	-	3,31,278.71	264.99
Franklin Flexi Cap Fund-Growth-Dp	24,427.72	412.52	24,427.72	375.33
ICICI Prudential Banking & Financial Services Fund-Growth-Dp	44,668.54	61.50	44,668.54	53.41
Kotak Emerging Equity Fund-Growth-Dp	2,56,029.16	349.09	2,56,029.16	299.61
SBI Contra Fund - Dp	87,755.52	342.68	87,755.52	315.49
DSP Nifty 1D Rate Liquid ETF	-	-	1,010.00	10.10
Investment in non convertible debenture measured at amortised cost (secured)				
-Quoted				
Aseem Infrastructure Finance Limited	-	-	30.00	322.98
Nuvama Wealth Finance Limited SR	-	-	20.00	204.83
Manipal Education And Medical Group India Private Limited	50.00	209.21	50.00	523.04
		2,832.62		12,155.04
Aggregate amount of quoted investments		2,832.62		12,155.04
Aggregate amount of unquoted investments		-		-
Aggregate amount of impairment in value of investments		-		-

* Number is in absolute terms.

Note: 12 Trade receivables

Particulars	31 March 2025	31 March 2024
Unsecured		
Considered good	19,353.94	20,643.74
Credit impaired	340.78	385.40
	19,694.72	21,029.14
Less: Impairment allowance	340.78	385.40
	19,353.94	20,643.74
Secured		
Considered good	824.36	825.96
	20,178.30	21,469.70

(a) Trade receivables have been hypothecated to secure the short term and long term borrowings (refer note 46).

(b) Includes receivable from related parties of ₹ 180.89 (31st March 2024: ₹ 1,244.16) (refer note 54).

(c) The amount is secured against security deposit received from customers.

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 12 Trade receivables (contd)

Trade receivables ageing schedule

As at 31 March 2025	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
(i) Considered good	14,978.41	4,478.76	240.05	413.16	52.05	15.87	20,178.30
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	15.65	30.42	63.00	29.76	61.98	200.81
Disputed							
(i) Considered good	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	18.04	-	121.93	139.97
Total	14,978.41	4,494.41	270.47	494.20	81.81	199.78	20,519.08
Less: Impairment allowance							340.78
Total Trade receivables							20,178.30

As at 31 March 2024	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed							
(i) Considered good	14,039.78	6,925.90	278.44	194.57	19.08	11.93	21,469.70
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	60.63	44.95	30.37	62.76	52.55	251.26
Disputed							
(i) Considered good	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Credit impaired	-	0.11	-	-	7.50	126.53	134.14
Total	14,039.78	6,986.64	323.39	224.94	89.34	191.01	21,855.10
Less: Impairment allowance							385.40
Total Trade receivables							21,469.70

Note: 13 Cash and cash equivalents

Particulars	31 March 2025	31 March 2024
Cash and cash equivalents:		
Cash on hand	11.16	8.55
Foreign currency on hand	0.44	-
Cash in PMS portfolio	61.78	281.60
Balances with banks:		
On current accounts	20.77	140.32
On cash credit accounts	197.28	983.67
	291.43	1,414.14

Material accounting policies and other explanatory information

for the year ended 31 March 2025

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(Rupees in lakhs, unless otherwise stated)

Note: 14 Bank balances other than (iii)

Particulars	31 March 2025	31 March 2024
Unpaid dividend accounts (refer (a) below)	21.37	17.56
Bank deposits* (refer (b) & (c) below)	48.00	629.05
Interest accrued on bank deposits	0.27	4.13
	69.64	650.74

* deposits with original maturity of more than 3 months having remaining maturity of less than 12 months from the balance sheet date.

Note:

- (a) Earmarked for payment of unpaid / unclaimed dividends. The corresponding liability is disclosed as unclaimed dividend in note 29.
- (b) Bank deposit amounting ₹ Nil (31st March 24: ₹ 629.05) along with interest accrued thereon is pledged against credit facility drawn by KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Private Limited). (refer note 46, 54 & 56).
- (c) Bank deposit amounting ₹ 48.00 (31st March 24: ₹ nil) along with interest accrued thereon is on lien against letter of credit (refer note 46).

Note: 15 Loans

Particulars	31 March 2025	31 March 2024
Loans to employees	73.48	174.60
	73.48	174.60

No loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties either severally or jointly with any other person.

Note: 16 Other current financial assets

Particulars	31 March 2025	31 March 2024
Security deposits		
Considered good	99.03	110.37
Doubtful	7.50	7.50
Less: Provision for doubtful security deposit	(7.50)	(7.50)
Net Security deposits	99.03	110.37
Bank deposits* (refer (a) below)	0.10	552.30
Margin money deposit (refer (b) below)	6.45	13.32
Interest accrued on bank deposits	7.23	37.35
Dividend receivable	0.02	0.04
Interest accrued on deposits and others	77.04	62.08
Derivative assets	-	108.27
Others receivables	644.78	598.89
Export incentives receivable	74.01	30.45
Receivable from statutory/government authorities	0.71	12.50
	909.37	1,525.57

- (a) Bank deposit amounting ₹ Nil (31st March 24: ₹ 552.30) along with interest accrued thereon is pledged against credit facility drawn by KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Private Limited). (refer note 46, 54 and 56).

- (b) Margin money given towards bank guarantee (refer note 46).

Material accounting policies and other explanatory information

for the year ended 31 March 2025

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(Rupees in lakhs, unless otherwise stated)

Note: 17 Other current assets

Particulars	31 March 2025	31 March 2024
Advances to suppliers		
Considered good	2,242.73	1,874.88
Considered doubtful	16.43	16.43
Less: Impairment allowance	(16.43)	(16.43)
Net advances to suppliers	2,242.73	1,874.88
Advances recoverable in cash or kind		
Considered good	64.35	47.43
Considered doubtful	1.31	1.31
Less: Provision for doubtful advances	(1.31)	(1.31)
Net advances recoverable in cash or kind	64.35	47.43
Prepaid expenses	1,139.07	1,429.73
Balance with statutory/government authorities	9,433.63	10,086.52
Others	60.80	61.17
	12,940.58	13,499.73

Note - Includes advance to related parties of ₹ 38.77 (31st March 2024: ₹ Nil) (refer note 54)

Note: 18 Equity share capital

Particulars	31 March 2025	31 March 2024
Authorised		
1,97,50,000 (31 st March 2024: 1,97,50,000) equity shares of ₹ 10/- each	1,975.00	1,975.00
Issued		
1,13,75,179 (31 st March 2024: 1,13,75,179) equity shares of ₹ 10/- each	1,137.52	1,137.52
Subscribed and paid-up		
1,11,78,679 (31 st March 2024: 1,11,78,679) equity shares of ₹ 10/- each fully paid up	1,117.87	1,117.87
Add: Forfeited equity shares:		
Amount paid-up on 1,96,500 (31 st March 2024: 1,96,500) equity shares	10.07	10.07
	1,127.94	1,127.94

(a) Reconciliation of the number of shares outstanding is set out below:

Particulars	31 March 2025	31 March 2024
Equity shares at the beginning of the year	1,11,78,679	1,11,78,679
Addition during the year	-	-
Equity shares at the end of the year	1,11,78,679	1,11,78,679

(b) Rights, preference and restrictions attached to shares issued:

The Company has only one class of equity shares having a par value of ₹ 10/- each. Each equity shareholder is entitled to one vote per share held.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 18 Equity share capital (contd)

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

Name of the shareholders	31 March 2025		31 March 2024	
	Number of shares*	% held	Number of shares*	% held
Prasan Lohia Family Trust	8,78,721	7.86	-	-
Manoj Lohia Family Trust	8,78,721	7.86	-	-
Sri M K Lohia Family Trust	17,57,532	15.72	-	-
Deepak Lohia Family Trust	10,17,045	9.10	-	-
Bikash Lohia Family Trust	10,68,587	9.56	-	-
Mrs. Sita Devi Lohia	89,035	0.80	18,45,467	16.51
Mr. Rup Chand Lohia	3,50,941	3.14	7,07,789	6.33
Mrs. Tara Devi Lohia	2,34,822	2.10	22,37,854	20.02
Ms. Ruchira Lohia	7,32,145	6.55	7,32,145	6.55
	70,07,549	62.69	55,23,255	49.41

*Number is in absolute terms.

(d) Details of shares held by the promoters and promoter Groups in the Company:

Promoter Name	31 March 2025			31 March 2024		
	Number of shares*	% of shares	% increase / (decrease) during the year	Number of shares*	% of shares	% increase / (decrease) during the year
Mrs. Sita Devi Lohia	89,035	0.80	(15.71)	18,45,467	16.51	14.21
Mr. Prakash Lohia	4,73,161	4.23	-	4,73,161	4.23	(6.40)
Prakash Lohia (HUF)	68	-	-	68	-	-
Mrs. Neera Lohia	1,85,540	1.66	-	1,85,540	1.66	(2.44)
Mr. Madhusudan Lohia	3,96,235	3.54	-	3,96,235	3.54	(5.38)
Mrs. Mita Lohia	136	-	-	136	-	-
Ms. Vani Lohia	3,390	0.03	-	3,390	0.03	-
Mr. Mihir Man Lohia	1,356	0.01	-	1,356	0.01	-
Champalal Lohia (HUF)	68	-	-	68	-	-
Mrs. Tara Devi Lohia	2,34,822	2.10	(17.92)	22,37,854	20.02	9.61
Mr. Bikash Lohia	3,60,711	3.23	(0.82)	4,52,196	4.05	2.36
Mrs. Shashi Lohia	20,505	0.18	-	20,505	0.18	-
Mr. Deepak Lohia	1,47,522	1.32	0.58	83,045	0.74	(0.57)
Ms. Usha Lohia**	-	-	(1.82)	2,03,392	1.82	-
Mrs. Sheela Lohia	3,05,871	2.74	-	3,05,871	2.74	-
Ms. Ruchira Lohia	7,32,145	6.55	-	7,32,145	6.55	-
Mr. Rupchand Lohia	3,50,941	3.14	(3.19)	7,07,789	6.33	(4.67)
Mr. Rupchand Lohia (HUF)	68	-	-	68	-	-
Mrs. Praveena Lohia	1,01,765	0.91	(3.19)	4,58,613	4.10	(4.67)
Mr. Prasan Lohia	2,08,005	1.86	-	2,08,005	1.86	-
Mr. Prasan Lohia (HUF)	68	-	-	68	-	-
Mrs. Meghna Lohia	70,023	0.63	-	70,023	0.63	-
Mr. Abhiroop Lohia	35,011	0.31	-	35,011	0.31	-
Ms. Anuja Lohia	35,011	0.31	-	35,011	0.31	-
Mr. Manoj Lohia	1,42,016	1.27	-	1,42,016	1.27	-
Manoj Lohia (HUF)	68	-	-	68	-	-
Mrs. Vandana Lohia	87,533	0.78	-	87,533	0.78	-
Ms. Pragya Lohia	34,500	0.31	-	34,500	0.31	-

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(Rupees in lakhs, unless otherwise stated)

Note: 18 Equity share capital (contd)

Promoter Name	31 March 2025			31 March 2024		
	Number of shares*	% of shares	% increase / (decrease) during the year	Number of shares*	% of shares	% increase / (decrease) during the year
Ms. Prekshi Lohia	84,000	0.75	-	84,000	0.75	-
Mrs. Uma Singhi & Mr. Madan Mohan Singhi (Jointly)	80,068	0.72	-	80,068	0.72	-
Mr. Madan Mohan Singhi & Mrs. Uma Singhi (Jointly)	25,800	0.23	-	25,800	0.23	-
Mrs. Nayantara Agrawal	81,118	0.73	-	81,118	0.73	-
Mr. Govind Mundra & Mrs. Asha Mundra (Jointly)	2,200	0.02	-	2,200	0.02	-
Mr. Govind Mundra	7,800	0.07	-	7,800	0.07	-
Mr. Nripen Kumar Dugar	600	0.01	-	600	0.01	-
Mrs. Asha Mundhra	80,068	0.72	-	80,068	0.72	-
Ms. Radhika Lohia	1,00,000	0.89	0.44	50,000	0.45	-
Mr. Anurag Lohia	1,00,000	0.89	-	1,00,000	0.89	-
Ms. Priyanka Lohia	3,00,000	2.68	-	3,00,000	2.68	-
Mr. Madan Mohan Singi	100	-	-	100	-	-
Ms. Meera Lohia	1,00,000	0.89	0.89	-	-	-
Prasan Lohia Family Trust	8,78,721	7.86	7.86	-	-	-
Manoj Lohia Family Trust	8,78,721	7.86	7.86	-	-	-
Sri M K Lohia Family Trust	17,57,532	15.72	15.72	-	-	-
Deepak Lohia Family Trust	10,17,045	9.10	9.10	-	-	-
Bikash Lohia Family Trust	10,68,587	9.56	9.56	-	-	-
Kasturi Bai Gopi Babu Cold Storage Private Limited	67,800	0.61	-	67,800	0.61	-
	1,06,45,734	95.22	9.36	95,98,688	85.86	2.05

The above promoter shareholding is in accordance with the definition of promoter as per Section 2(69) of the Companies Act, 2013.

* Number is in absolute terms.

** Shares of Ms. Usha Lohia has been transferred to Mrs. Tara Devi Lohia on 03rd December 2024.

- e) No shares have been issued for consideration other than cash or as bonus shares and no shares have been bought back in the five years immediately preceeding the balancesheet date.

Note: 19 Other equity

Particulars	31 March 2025	31 March 2024
Reserves and surplus:		
Securities premium reserve	339.72	339.72
Capital redemption reserve	3.16	3.16
Statutory reserve	233.59	233.59
General reserve	14,634.75	14,634.76
Retained earnings	1,18,965.43	1,19,659.29
Total (I)	1,34,176.65	1,34,870.52
Other comprehensive income:		
Equity instruments through other comprehensive income	393.23	34.01
Total (II)	393.23	34.01
Total other equity (I+II)	1,34,569.88	1,34,904.53

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Note: 19 Other equity (contd)

Nature and purpose of other reserves:

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is to be utilised in accordance with the provisions of the Act.

Statutory reserve

This Reserve has been transferred to the Company in the course of business combinations and it represents profits transferred before declaration of dividend by the Company as per the requirement of the Reserve Bank of India (RBI) for NBFC. The same can be utilised in accordance with the RBI Act, 1934.

Capital Redemption reserve

This Reserve has been transferred to the Company in the course of business combinations and can be utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

General reserve is created from time to time by transferring profits from retained earnings and can be utilised for purposes such as bonus issue etc. This represents free reserve.

Equity Instruments through other comprehensive income

The Company has elected to recognise changes in the fair value of investments in equity securities which are not held for trading in other comprehensive income. These changes are accumulated within the FVOCI equity investments through other reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Retained earnings

Retained earnings are created from the profit / loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

Note: 20 Non current borrowings

Particulars	31 March 2025	31 March 2024
Secured		
Term loan		
From banks		
Indian rupee loans (refer (a) below)	24,800.73	29,594.74
Foreign currency loan (refer (b) below)	-	443.14
	24,800.73	30,037.88
Less:- Current maturities of long term debt (payable within a year)		
Indian rupee loans (refer (a) below)	9,590.88	8,200.85
Foreign currency loan (refer (b) below)	-	443.14
	9,590.88	8,643.99
	15,209.85	21,393.89

(a) Repayment terms and nature of security given for Indian rupee loan from banks:

Bank	31 March 2025	31 March 2024	Nature of Securities	Repayment Terms
Axis Bank Limited	18,850.73	29,594.74	Exclusive charge on both movable and immovable property, plant and equipment of Halol project of the Company. Second pari passu charge by way of hypothecation of the entire stock of goods, consumable and stores, other current assets and book debts of the Company both present and future.	Sanctioned loan amount is ₹ 32,500. Repayable in eleven equal quarterly instalments of ₹ 2,708 and last instalment of ₹ 2,712 is due in January 2027. Interest is payable monthly at the rate of 5.75 % p.a..

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Note: 20 Non current borrowings (contd)

Bank	31 March 2025	31 March 2024	Nature of Securities	Repayment Terms
The Hongkong and Shanghai Banking Corporation Limited	4,250.00	-	Exclusive charge on plant & machinery being financed through HSBC term loan and also having exclusive charge on immovable property, plant and equipment of Dahej plant. Second pari passu charge on current assets of the Company both present and future.	Repayable in twenty equal quarterly instalments of ₹ 250 and last instalment is due in June 2029. Interest is payable monthly at the rate of 8.32 % p.a..
The Hongkong and Shanghai Banking Corporation Limited	1,700.00	-	Exclusive charge on plant & machinery being financed through HSBC term loan and also having exclusive charge on immovable property, plant and equipment of Dahej plant. Second pari passu charge on current assets of the Company both present and future.	Repayable in twenty equal quarterly instalments of ₹ 100 and last instalment is due in June 2029. Interest is payable monthly at the rate of 8.29 % p.a..
	24,800.73	29,594.74		

(b) Repayment terms and nature of securities given for foreign currency term loan from bank:

Bank	31 March 2025	31 March 2024	Nature of Securities	Repayment Terms
Citibank N. A	-	443.14	Charge satisfied on 16 th May 2024.	Repayable in sixteen equal quarterly instalments starting from 23 rd July 2020. Interest is payable in every three months at the rate of 8.04% p.a on fully hedged basis. The balance amount of the loan is repayable in equal five quarterly instalments on fully hedged basis. Last instalment of ₹ 443.14 has been paid on 23 rd April 2024.
	-	443.14		

(c) Outstanding balances of loan as indicated in (a) & (b) above is inclusive of current maturities of such loan as disclosed in note 26

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

(i) There are certain charges yet to be satisfied with Registrar of Companies as follows:

Bank Name	31 March 2025	31 March 2024	Reasons
Kotak Mahindra Bank Limited	2,300.00	2,300.00	Pursuant to business combination facility merged with the Company. Process has been initiated to obtain NOC from Bank for filing satisfaction of charge with Registrar of Companies.
Axis Bank Limited	19,000.00	19,000.00	Charge created along with the facility merged pursuant to business combination so the Company is in discussion with bank for satisfaction of charge with Registrar of Companies.
Axis Bank Limited	9,000.00	9,000.00	Charge already created against consortium facility so the Company is in discussion with bank for satisfaction of charge with Registrar of Companies.
United Bank of India	25.00	25.00	Charge was last modified on 12 th October 1982 being an old case the Company is in discussion with bank for satisfaction of charge with Registrar of Companies.

(ii) There are no charges yet to be created with Registrar of Companies as on 31st March 2025.

Note: 21 Non current lease liabilities

Particulars	31 March 2025	31 March 2024
Lease liabilities (refer note 45)	1,106.26	1,351.51
	1,106.26	1,351.51

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(Rupees in lakhs, unless otherwise stated)

Note: 22 Other non current financial liabilities

Particulars	31 March 2025	31 March 2024
Employee benefits payable	-	7.96
	-	7.96

Note: 23 Non current provisions

Particulars	31 March 2025	31 March 2024
Provision for decommissioning	617.41	562.74
	617.41	562.74

Note: 24 Deferred tax liabilities (net)

Particulars	31 March 2025	31 March 2024
Deferred tax liabilities		
Property, plant and equipment and other intangible assets	4,552.14	2,905.72
Lease liabilities (net of right-of-use assets)	-	45.84
Fair valuation of financial instruments- Investments	488.09	926.01
Others	18.52	67.67
	5,058.75	3,945.24
Deferred tax assets		
Lease liabilities (net of right-of-use assets)	39.64	-
Provision for employee benefits	364.59	511.17
Expected credit loss/impairment of financial and non-financial assets	92.12	103.35
Expenses allowed for tax purpose on payment basis	4.96	82.17
Current year loss and unabsorbed depreciation	1,908.70	-
Others	15.09	16.62
	2,425.10	713.31
	2,633.65	3,231.93

Movements in deferred tax liabilities

Particulars	01 April 2024	Recognised in		31 March 2025
		Other Comprehensive Income	Statement of Profit and Loss	
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	2,905.72	-	1,646.42	4,552.14
Lease liabilities (net of right-of-use assets)	45.84	-	(45.84)	-
Fair valuation of financial instruments- Investments	926.01	120.81	(558.73)	488.09
Others	67.67	-	(49.15)	18.52
Sub total (A)	3,945.24	120.81	992.70	5,058.75
Deferred tax assets				
Lease liabilities (net of right-of-use assets)	-	-	39.64	39.64
Provision for employee benefits	511.17	(200.91)	54.33	364.59
Expected credit loss/impairment of financial and non-financial assets	103.35	-	(11.23)	92.12
Expenses allowed for tax purpose on payment basis	82.17	-	(77.21)	4.96
Current year loss and unabsorbed depreciation	-	-	1,908.70	1,908.70
Others	16.62	-	(1.53)	15.09
Sub total (B)	713.31	(200.91)	1,912.70	2,425.10
Total (A-B)	3,231.93	321.72	(920.00)	2,633.65

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Note: 24 Deferred tax liabilities (net) (contd)

Movements in deferred tax liabilities

Particulars	01 April 2023	Recognised in		31 March 2024
		Other Comprehensive Income	Statement of Profit and Loss	
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	1,881.17	-	1,024.55	2,905.72
Lease liabilities (net of right-of-use assets)	-	-	45.84	45.84
Fair valuation of financial instruments- Investments	349.00	5.85	571.16	926.01
Others	-	-	67.67	67.67
Sub total (A)	2,230.17	5.85	1,709.22	3,945.24
Deferred tax assets				
Lease liabilities (net of right-of-use assets)	51.07	-	(51.07)	-
Provision for employee benefits	460.29	(8.88)	59.76	511.17
Expected credit loss/impairment of financial and non-financial assets	116.00	-	(12.65)	103.35
Expenses allowed for tax purpose on payment basis	117.71	-	(35.54)	82.17
Others	62.23	-	(45.61)	16.62
Sub total (B)	807.30	(8.88)	(85.11)	713.31
Total (A-B)	1,422.87	14.73	1,794.33	3,231.93

Note: 25 Other non-current liabilities

Particulars	31 March 2025	31 March 2024
Deferred government grants	59.94	66.03
	59.94	66.03

Government grants are related to acquisition of plant & machinery for Potato flakes plant & CO-GEN plant. There are no unfulfilled conditions or other contingencies attached to these grants. The Company did not benefit directly from any other forms of government assistance.

Note: 26 Current borrowings

Particulars	31 March 2025	31 March 2024
Secured		
Working capital loans (refer (a) and (b) below)		
From banks:		
Cash credit	1,702.03	5.20
Rupee packing credit loan (refer (c) below)	3,550.00	7,970.36
Working capital demand loan (refer (d) below)	5,301.17	2,800.00
Current maturities of long-term debt (refer note 20)	9,590.88	8,643.99
Others (refer (e) below)		
Bills discounted with bank	1,025.00	837.50
Unsecured	21,169.08	20,257.05
Working capital loans		
From banks:		
Rupee packing credit loan (refer (c) below)	24,490.00	20,225.00
Working capital demand loan (refer (d) below)	6,600.00	6,595.00
Others:		
From related parties (refer (f) below)	2,780.50	3,757.50
	33,870.50	30,577.50
	55,039.58	50,834.55

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Note: 26 Current borrowings (contd)

- (a) Working capital loans are secured by way of:
- Primary Security: Hypothecation of the trade receivables and inventories of the Company on pari-passu basis, both present and future.
 - Collateral Security: Second Charge on the entire property, plant and equipment of the Company including capital work in progress except those assets charged exclusively to other banks, both present and future, on pari passu basis, with other consortium banks.
- (b) Freehold land with carrying value of ₹ 535.28 (31st March 2024: ₹ 535.28) (Hapur ₹ 143.08 and Hosur ₹ 392.20) have been mortgaged for availing working capital loan from Axis Bank Consortium.

Details are as follows:

Description	Land area (in sq mtr.)	31 March 2025	31 March 2024
Factory Land-Plot No 20/1B & 19	13,597.43	96.17	96.17
Factory Land-Plot No 49/1A & 48/2C	3,035	56.19	56.19
Factory Land-Plot No 49/1A & 49/1B	1,012	24.65	24.65
Factory Land-Plot No 49/1B	4,046.85	70.13	70.13
Factory Land-Khasra 364/419,367	3,600	8.25	8.25
Factory Land-Khasra 420	150	0.02	0.02
Factory Land-Khasra 421	8,350	0.49	0.49
Factory Land-Khasra 422	5,190	0.42	0.42
Factory Land-Khasra 423	2,350	0.78	0.78
Factory Land-Khasra 429	6,830	1.68	1.68
Factory Land-Khasra 435	18,000	59.32	59.32
Freehold Land HPDA-PB-01	4,397.88	72.13	72.13
Land at Hosur-Plot No: 49/1A, 48/2C	3,035	78	78
Land at Hosur-Plot No: 49/1A, 49/1B	1,821	67.05	67.05
Total		535.28	535.28

- (c) Packing credit loan is repayable within 180 days (31st March 2024: within 180 days) from the date of drawdown by the Company. The effective weighted-average contractual rate of 7.97 % per annum (31st March 2024: 6.07 % per annum) calculated using the effective interest rates for the respective borrowings as at reporting dates.
- (d) Working capital demand loan is repayable within 180 days ((31st March 2024: within 180 days) from the date of drawdown by the Company. The effective weighted-average contractual rate of 8.41 % per annum (31st March 2024: 8.46 % per annum) calculated using the effective interest rates for the respective borrowings as at reporting dates.
- (e) Bills discounting facilities are secured by first loss default guarantee issued by the Company in favor of respective bank up to a ceiling of 7.5% (7.5% as on 31st March 2024) of the sanctioned limits.
- (f) Loan from Merino Properties Private Limited ₹ 2,780.50 (31st March 2024: ₹ 3,757.50) are unsecured, repayable on demand bearing interest rate 10.50%.

Note: 27 Current lease liabilities

Particulars	31 March 2025	31 March 2024
Lease liabilities (refer note 45)	510.42	486.99
	510.42	486.99

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Note: 28 Trade payables

Particulars	31 March 2025	31 March 2024
Trade payables		
-Total outstanding dues of micro enterprises and small enterprises ('MSME')	1,438.55	1,688.45
-Total outstanding dues of creditors other than MSME	23,174.38	24,952.08
	24,612.93	26,640.53

Note - Includes payable to related parties of ₹ 38.70 (31st March 2024: ₹ 619.04) (refer note 54)

Trade payables ageing schedule

31 March 2025	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	961.25	64.71	121.34	287.05	4.20	1,438.55
ii) Others	21,596.46	178.99	49.57	1,179.00	122.16	23,126.18
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - others	-	-	-	-	48.20	48.20
Total	22,557.71	243.70	170.91	1,466.05	174.56	24,612.93

Trade payables ageing schedule

31 March 2024	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	1,565.78	116.41	1.44	3.73	1.09	1,688.45
ii) Others	23,438.49	1,361.16	92.85	4.65	6.73	24,903.88
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - others	-	-	-	0.83	47.37	48.20
Total	25,004.27	1,477.57	94.29	9.21	55.19	26,640.53

Note: 29 Other current financial liabilities

Particulars	31 March 2025	31 March 2024
Interest accrued but not due on borrowings	584.46	207.00
Liabilities for purchase of capital assets	368.87	3,542.33
Derivative liability	8.93	-
Employee benefits payable	2,916.12	1,523.50
Security deposits from customers and suppliers	1,496.28	1,246.58
Contract liability against loyalty points and others	3,365.56	2,798.06
Refund liability against periodical schemes	2,196.38	2,120.80
Unpaid dividend*	21.37	17.56
Other payables	13.71	326.48
	10,971.68	11,782.31

* There are no amount due and outstanding as at year end to be credited to Investor education and protection fund under Sub-section 5 of Section 124 of the Act.

Note: 30 Other current liabilities

Particulars	31 March 2025	31 March 2024
Advances from customers/contract liabilities	3,252.25	2,466.45
Statutory dues	1,220.43	872.37
	4,472.68	3,338.82

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Note: 31 Current provisions

Particulars	31 March 2025	31 March 2024
Provision for employee benefits (refer note 49)		
Compensated absences*	1,429.15	1,487.92
Defined benefit obligations (gratuity)	19.48	543.12
Provision for litigation	305.57	2,128.60
	1,754.20	4,159.64

* The provision for compensated absences has been considered as current since employees have an unconditional right of availment of leave at any time.

Note: 32 Current tax liabilities (net)

Particulars	31 March 2025	31 March 2024
Provision for income tax (net of advance tax and TDS/TCS) this is to be included	-	-
	-	-

* Net of advance tax ₹ 585.00 (31st March 2024: ₹ 3,300.00) and TDS/TCS receivable ₹ 184.88 (31st March 2024: ₹ 187.25)

Note: 33 Revenue from operations

Particulars	31 March 2025	31 March 2024
(i) Sale of products		
Domestic	1,44,239.66	1,49,698.54
Export	67,575.13	65,425.06
(ii) Traded Goods		
Domestic	16,017.59	7,630.20
Export	58.59	661.47
	2,27,890.97	2,23,415.27
(ii) Sale of services		
Domestic	12.52	-
(iii) Other operating revenues		
Export incentives	700.38	372.18
Scrap sales	1,516.29	1,361.94
Others	18.55	33.32
Revenue from operations	2,30,138.71	2,25,182.71

Note 33.1: Disclosures as per Ind AS 115

1: Revenue from contracts with customers:

1.1: Disaggregated revenue information:

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Segment:	31 March 2025				
Type of goods or service	Laminates	Panel product & furniture	Potato flakes	Others	Total
India	1,05,832.07	41,266.86	4,302.13	8,868.71	1,60,269.77
Outside India	57,461.33	5,604.67	4,546.30	21.42	67,633.72
Total revenue from contracts with customers	1,63,293.40	46,871.53	8,848.43	8,890.13	2,27,903.49

Timing of revenue recognition- Goods transferred at a point in time

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Note: 33 Revenue from operations (contd)

Segment:	31 March 2024				
Type of goods or service	Laminates	Panel product & furniture	Potato flakes	Others	Total
India	1,05,943.65	36,072.59	4,077.92	11,234.58	1,57,328.74
Outside India	52,047.75	5,855.42	7,820.95	362.41	66,086.53
Total revenue from contracts with customers	1,57,991.40	41,928.01	11,898.87	11,596.99	2,23,415.27

Timing of revenue recognition- Goods transferred at a point in time

1.2: Contract balances

Particulars	31 March 2025	31 March 2024
Trade receivables	20,519.08	21,855.10
Less: Impairment allowance	340.78	385.40
Net receivables	20,178.30	21,469.70
Contract liability against loyalty points	3,365.56	2,798.06
Refund liability against periodical schemes	2,196.38	2,120.80

1.3: Changes in contract liabilities - advances from customers

Particulars	31 March 2025	31 March 2024
Opening balance	2,466.45	4,114.68
Addition during the year	3,157.96	2,433.63
Revenue recognised during the year	2,372.16	4,081.86
Closing balance	3,252.25	2,466.45

Trade receivables are non-interest bearing and are generally on terms of upto 90 days.

Contract liabilities include short-term advances received from customers against future supply of goods.

1.4: Reconciling the amount of revenue recognised in the Statement of Profit and Loss with contracted price:

Particulars	31 March 2025	31 March 2024
Revenue as per contracted price	2,37,891.62	2,34,503.32
Less:		
Discounts, rebates and schemes	8,017.72	9,388.12
Loyalty points	1,970.41	1,699.93
Revenue from contract with customers	2,27,903.49	2,23,415.27

1.5: Performance obligation

Information about the Company's performance obligations are:

The performance obligation is satisfied upon delivery/confirmation of the products and services.

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Note: 34 Other income

Particulars	31 March 2025	31 March 2024
(i) Interest income from financial assets		
- On bank and other deposits	91.71	152.98
- On loans to others	-	0.04
- On Others	408.15	60.16
(ii) Dividend income	38.64	50.37
(iii) Other non-operating Income		
Claims from insurance company	203.76	353.74
Provisions/liabilities no longer required written back		
- Interest on Income tax provision	894.62	-
- Others	705.09	223.21
Provision of doubtful debts written back	27.93	42.97
Profit on sale of property, plant and equipment	55.26	28.13
Recovery of bad debts	6.00	9.24
Fair value changes of financial assets measured at FVTPL (net)	387.29	2,792.99
Profit on sale of financial assets measured at FVTPL	583.71	163.92
Net gain on foreign currency transactions and translations	1,567.30	1,584.60
Miscellaneous income	389.71	267.09
	5,359.17	5,729.44

Note: 35 Cost of materials consumed

Particulars	31 March 2025	31 March 2024
Raw materials consumed		
Opening stock	35,620.94	33,412.34
Purchases during the year	1,12,732.97	1,12,219.11
	1,48,353.91	1,45,631.45
Less: Closing stock	34,013.01	35,620.94
	1,14,340.90	1,10,010.51

Note: 36 Changes in inventories of finished goods, stock-in-trade, work-in-progress and biological assets

Particulars	31 March 2025	31 March 2024
Opening stock		
Finished goods	14,192.52	16,385.49
Stock in trade	2,667.61	2,950.83
Work-in-progress	1,470.60	1,867.31
Biological assets	32.55	1,526.24
	18,363.28	22,729.87
Less: Closing stock		
Finished goods	18,840.34	14,192.52
Stock in trade	2,908.72	2,667.61
Work-in-progress	2,663.07	1,470.60
Biological assets	-	32.55
	24,412.13	18,363.28
	(6,048.85)	4,366.59

Material accounting policies and other explanatory information

for the year ended 31 March 2025

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(Rupees in lakhs, unless otherwise stated)

Note: 37 Employee benefits expense

Particulars	31 March 2025	31 March 2024
Salaries and wages	23,333.51	18,949.06
Contractual wages	9,432.55	7,831.90
Contribution to provident and other funds (refer note 49)	1,612.35	1,550.28
Staff welfare expenses	641.16	710.02
	35,019.57	29,041.26

Note: 38 Finance costs

Particulars	31 March 2025	31 March 2024
Interest expense		
- On borrowings	5,305.22	3,934.31
Less: Interest expense capitalised	-	(1,565.86)
	5,305.22	2,368.45
- On lease liabilities	138.87	147.63
- On Income tax provisions	27.81	-
Other borrowing costs	315.53	122.25
	5,787.43	2,638.33

Note: 39 Depreciation and amortisation expenses

Particulars	31 March 2025	31 March 2024
Depreciation of property, plant and equipment	11,505.17	7,083.28
Amortisation of intangible assets	269.73	11.73
Depreciation of right of use asset	1,032.53	291.52
	12,807.43	7,386.53

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Note: 40 Other expenses

Particulars	31 March 2025	31 March 2024
Consumption of stores and spare parts	4,694.52	3,919.06
Power and fuel	12,564.95	10,873.79
Job work charges	290.18	225.55
Short-term and low value lease rentals (refer note 45)	2,083.24	1,488.56
Rates and taxes	446.47	380.05
Repairs to:		
Buildings	223.33	158.33
Plant and machinery	1,268.62	717.67
Others	1,628.39	1,188.65
Legal and professional	3,278.84	6,251.05
Vehicle upkeep	701.08	890.30
Carriage outward	10,990.13	7,462.09
Packing and forwarding	4,880.11	4,253.31
Installation expenses	630.46	488.36
Fair value changes of derivative measured at FVTPL (net)	44.06	200.80
Royalty fees	240.96	116.04
Insurance	1,257.14	1,003.40
Commission	2,485.95	2,145.50
Printing and stationery	66.96	108.20
Postage and courier	189.37	192.87
Advertisement and business promotion	9,047.07	6,389.86

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 40 Other expenses (contd)

Particulars	31 March 2025	31 March 2024
Travelling	2,298.98	2,172.88
Communication	209.93	235.04
Advances written off	0.36	0.06
Payments to the auditors (refer (a) below)	60.81	55.75
Bank charges and commission	133.40	125.31
Loss on sale/disposal of property, plant and equipment	8.99	-
Corporate social responsibility expenditure (refer note 48)	326.00	262.00
Agricultural expenses	-	222.33
Research & development expenses	3.09	26.92
IT & Software expenses	1,629.29	744.19
Miscellaneous expenses	1,281.76	1,384.30
	62,964.44	53,682.22

(a) Amount paid / payable to the auditors (excluding goods and services tax, as applicable)

Particulars	31 March 2025	31 March 2024
As statutory auditors:		
Statutory audit fees	50.00	50.00
Tax audit fees	5.00	5.00
Other matters	4.20	-
Reimbursement of expenses	1.61	0.75
	60.81	55.75

Note: 41 Tax expense

The key components of income tax expense for the year ended 31st March 2025 and 31st March 2024 are as follows:

(a) Income tax expense

Particulars	31 March 2025	31 March 2024
Current tax		
In respect of current year	-	2,484.74
In respect of earlier years	(1,033.24)	(84.82)
Total current tax expense	(1,033.24)	2,399.92
Deferred tax		
Deferred tax credit for the year	(920.00)	1,794.33
Total deferred tax expense	(920.00)	1,794.33
Income tax expense	(1,953.24)	4,194.25

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	31 March 2025	31 March 2024
Profit before tax	(2,685.53)	16,347.95
Statutory income tax rate	25.17%	25.17%
Tax expense at statutory income tax rate	(675.89)	4,114.45
Reasons for differences are indicated below		
Tax impact of expenses which will never be allowed	63.52	0.16
Tax impact of income not considered for tax laws	18.41	65.70
Tax impact of exempted income	58.27	130.35
Tax impact of items on which tax is applicable at differential rates	(378.56)	(7.47)
Impact of earlier year tax expense	(1,033.24)	(84.82)
Others	(5.75)	(24.12)
Total Income tax expense	(1,953.24)	4,194.25

Material accounting policies and other explanatory information

for the year ended 31 March 2025

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(Rupees in lakhs, unless otherwise stated)

Note: 42 Earnings per share

Particulars	31 March 2025	31 March 2024
(i) Basic		
Number of equity shares at the beginning of the year	1,11,78,679.00	1,11,78,679
Number of equity shares at the end of the year	1,11,78,679.00	1,11,78,679
Weighted average number of equity shares outstanding during the year (A)	1,11,78,679.00	1,11,78,679
Nominal value of each equity Share (₹)	10.00	10
Profit for the year (B)	(732.29)	12,153.70
Earnings per share (Basic) (₹) (B/A)	(6.55)	108.72
(ii) Diluted		
Weighted average number of equity shares outstanding during the year	1,11,78,679.00	1,11,78,679
Earnings per share (Diluted) (₹)	(6.55)	108.72

Note: 43 Contingent liabilities

Particulars	31 March 2025	31 March 2024
(a) Claims against the Company not acknowledged as debts*:		
Demands for sales tax and entry tax excluding interest (deposit under protest ₹ 25.20 (31 st March 2024: ₹ 25.20)	623.54	2.17
Demands for excise, custom duty, service tax excluding interest (deposit under protest ₹ 40.18 (31 st March 2024: ₹ 46.56)	3,462.47	4256.25
Demands for GST excluding interest (deposit under protest ₹ 10.96 (31 st March 2024: ₹ 4.52)	865.12	1,323.04
Demands for income tax excluding interest (deposit under protest ₹ 933.23 (31 st March 2024: ₹ 933.23)	7,439.94	8043.06
Miscellaneous claims by suppliers and customers etc. against the Company	241.19	248.68
(b) Guarantee given:		
Non financial bank guarantees*	2,080.12	2,104.82
Financial guarantee	5,610.00	6,610.00
(c) Differential bonus for 2014-15**	151.52	151.52
(d) Other Income tax matters	913.96	775.57
	21,387.86	23,515.11

Note:-

* Based on discussions with the solicitors / favourable decisions in similar cases / legal opinions taken by the Company, the management believes that the Company has a good chance of success in above-mentioned cases and hence, no provision is considered necessary.

** Payment of Bonus (Amendment) Bill 2015 was passed with retrospective effect w.e.f. 01st April 2014 raising the salary limit and wage ceiling for calculating the bonus. The Company has filed writ against the retrospective effect of new bonus limit. The case is pending to be listed in Allahabad High Court for hearing.

Non financial bank guarantees mainly comprises of performance bank guarantees.

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 44 Capital and other commitments

Particulars	31 March 2025	31 March 2024
(a) Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for [Net of advance of ₹ 108.28 (31 st March 2024: ₹ 642.55)]	924.97	1,538.78
(b) Other commitments		
The Company has imported capital goods under the Export Promotion Capital Goods Scheme of the Government of India at concessional rates of duty with an undertaking to fulfil quantified export within six years. Certificate for fulfilment of ₹ 5,817.48 (31 st March 2024: ₹ 10,653.39) is yet to be received.	30,480.57	27,900.63
Obligation under advance licenses	5,450.86	4,461.23
Outstanding letters of credit for materials yet to be received	6,094.66	6,326.60
	42,951.06	40,227.24

Note: 45 Leases

As a lessee:

Amount recognised in profit or loss:

Particulars	31 March 2025	31 March 2024
Depreciation expense	1,032.53	291.52
Interest expense	138.87	147.63
Short-term lease expenses	1866.21	1362.22
Low value lease expenses	217.03	126.34
Total lease expenses	3254.64	1927.71

Movement of lease liabilities

Particulars	31 March 2025	31 March 2024
Opening	1,838.50	2,619.48
Interest	138.87	147.63
Addition during the year	404.42	549.67
Deletion during the year (net of modification)	(53.54)	(834.59)
Lease payment	(711.57)	(643.69)
Closing	1,616.68	1,838.50

Maturity analysis

Particulars	Total	Less than 1 year	Between 1-3 years	Between 3-5 years	More than 5 years
As at 31 March 2025					
Lease payments	1,871.25	612.42	793.46	370.57	94.80
Interest expense	254.56	101.99	109.43	36.15	6.99
Lease liabilities	1,616.69	510.43	684.03	334.42	87.81

Note:-Weighted average effective interest rate 8%

Particulars	Total	Less than 1 year	Between 1-3 years	Between 3-5 years	More than 5 years
As at 31 March 2024					
Lease payments	2,177.04	607.64	871.24	455.07	243.09
Interest expense	338.54	120.65	143.20	59.98	14.71
Lease liabilities	1,838.50	486.99	728.04	395.09	228.38

Note:-Weighted average effective interest rate 8%

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 45 Leases (contd)

As a lessor:

The annual lease payment received by the Company as on 31st March 2025: ₹ Nil (31st March 2024: ₹ Nil)

Note: 46 Assets given as security

The carrying amount of assets given as security for current and non current borrowing are:

Particulars	31 March 2025	31 March 2024
Current		
Financial assets		
Trade receivables	20,178.30	21,469.70
Bank deposits and other bank balance	62.05	1,236.15
Non-financial assets		
Inventories	65,458.84	58,938.46
Biological assets	-	32.55
Total current assets given as security	85,699.19	81,676.86
Non current		
Financial assets		
Bank deposits	-	-
Non-financial assets		
Property, plant and equipment*	1,29,278.12	1,33,149.56
Capital work-in-progress	4,249.95	2,892.70
Total non current assets given as security	1,33,528.07	1,36,042.26
Total assets given as security	2,19,227.26	2,17,719.12

* Including leasehold land

Note: 47 Details relating to Micro, Small and Medium Enterprises

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The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	31 March 2025	31 March 2024
i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;		
- Principal (refer note (A) below)	1,489.83	3,088.12
- Interest	-	-
ii) The amount of interest paid by the buyer in terms of section 16, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;		
- Principal	-	-
- Interest	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	6.35	6.35
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	6.35	6.35

The above information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

(a) The amount includes payable to MSME capital creditors amounting to ₹ 51.28 (31st March 2024: ₹ 1399.67).

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 48 Corporate social responsibility expenditure

Particulars	31 March 2025	31 March 2024
(a) Gross amount required to be spent by the Company during the year	323.00	341.17
(b) Amount spent during the year:		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	326.00	262.00
(c) Set-off of excess spent of previous years, if any	0.89	80.06
(c) Excess / (shortfall)	3.89	0.89
(c) Details of related party transactions such as Contribution to trust controlled by the company:		
i) Sri Hara Kasturi Memorial Trust	306.00	262.00
(f) Movements in the provision during the period/year with respect to a liability incurred by entering into a contractual obligation	-	-
(g) Reason for shortfall	NA	NA
(h) Nature of CSR activities:	Promoting Education, Mid-day meal	Promoting Education, Mid-day meal
(i) Reconciliation of carry forward of amount spent in excess of requirement		
Opening balance of carry forward of excess amount spent in previous years	0.89	80.06
Set-off made during the year	(0.89)	(80.06)
Excess amount spent during the year	3.89	0.89
Closing balance of excess amount spent allowed to be carried forward to subsequent years	3.89	0.89

Note: The Company is carrying forward the amount spent in excess of requirement, up to immediate succeeding three financial years.

Note: 49 Employee benefits obligations

(i) Defined contribution plans:

Defined contribution plans are Government provident fund, family pension fund and national pension fund scheme for eligible employees. The Company recognises contribution payable to the respective employee benefit fund scheme as an expenditure, as and when they are due. The Company has no obligations other than to make the specified contributions.

Particulars	31 March 2025	31 March 2024
Contribution to Government Provident Fund and Family Pension Fund	970.48	869.17
Contribution to National Pension Scheme (NPS)	84.63	68.62
	1,055.11	937.79

(ii) Long-term Employment Benefits

Compensated absences

The Company provides for compensated absences to employees as per the leave rules of the Company. The amount of leave entitlement payable is basis the accumulated privilege leave days on exit from service due to retirement, resignation or death determined on the employees last drawn monthly salary divided by 30 days and multiplied by the accumulated leave days. Compensated absences are provided for based on actuarial valuation using the projected unit credit method at the year end. Actuarial gains or losses are recognised in Statement of Profit and Loss.

Gratuity [Defined benefit plan]

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company operates a gratuity plan through the "LIC Gratuity Fund", a Group gratuity scheme from Life Insurance Corporation of India.

The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at 31 March 2025. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the projected unit credit method.

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 49 Employee benefits obligations (contd)

Based on the actuarial valuation obtained in this respect, the following tables sets out the status of the Gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

A. Net assets / (liability) as at year end

Particulars	31 March 2025	31 March 2024
I. Change in defined benefit obligation during the year		
Present value of obligations at the beginning of the year	3,545.75	3,061.14
Included in statement of profit and loss:		
Current service cost	488.18	531.16
Interest cost	237.45	205.42
Included in other comprehensive income:		
Actuarial losses/ (gains) arising from:		
Experience adjustments	(59.19)	(132.12)
Demographic assumption	-	(0.99)
Financial assumptions	(720.32)	109.00
Others:		
Benefits paid	(228.57)	(227.86)
Present value of obligation at the end of the year	3,263.30	3,545.75
II. Change in fair value of plan assets during the year		
Plan assets at the beginning of the year	3,002.63	2,418.84
Included in statement of profit and loss:		
Interest income	207.78	168.59
Included in other comprehensive income:		
Expected return/(loss) on plan assets	18.74	11.19
Others:		
Employer's contribution	243.24	631.87
Benefits paid	(228.57)	(227.86)
Plan assets at the end of the year	3,243.82	3,002.63
III. Reconciliation of present value of defined benefit obligation and fair value of plan assets		
1. Present Value of obligation as at year end	(3,263.30)	(3,545.75)
2. Fair Value of plan assets at year end	3,243.82	3,002.63
3. Funded status deficit	(19.48)	(543.12)
Net liability	(19.48)	(543.12)
IV. Expenses recognised in the statement of profit and loss		
1. Current service cost	488.18	531.16
2. Interest cost/(income)	29.67	36.83
Total expense	517.85	567.99
V. Expenses recognised in the statement of other comprehensive income		
1. Net actuarial loss	(779.51)	(24.11)
2. Expected (return)/loss on plan assets excluding interest income	(18.74)	(11.19)
	(798.25)	(35.30)

B. Major category of plan assets

Particulars	31 March 2025		31 March 2024	
	%	Amount	%	Amount
Funds managed by Life Insurance Corporation of India	100%	3,243.83	100%	3,002.63

Material accounting policies and other explanatory information

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(Rupees in lakhs, unless otherwise stated)

Note: 49 Employee benefits obligations (contd)

C. Actuarial assumptions:

Particulars	31 March 2025	31 March 2024
1. Discount rate	6.92%	6.97%
2. Expected rate of return on plan assets	6.92%	6.97%
3. Expected rate of salary increase	6.96%	9.00%
4. Attrition rate	20.27%	21.79%
5. Mortality rate	IIAM 2012-2015 Ultimate	IIAM 2012-2015 Ultimate
6. Retirement age	58	58

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

D. Present benefit obligation at the end of the year as per schedule III to the Companies Act, 2013

Particulars	31 March 2025	31 March 2024
Non-current liability (amount due over one year)	-	-
Current liability (amount due within one year)	19.48	543.12

E. Sensitivity analysis

Particulars	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (-/+ 0.5%)	3,097.92	3,443.34	3,347.89	3,761.99
% change compared to base due to sensitivity	-5.07%	5.52%	-5.58%	6.10%
Salary growth rate (-/+ 0.5%)	3,426.56	3,109.80	3,734.37	3,368.91
% change compared to base due to sensitivity	5.00%	-4.70%	5.32%	-4.99%
Attrition rate (-/+ 0.5%)	3,257.23	3,269.47	3,534.96	3,556.70
% change compared to base due to sensitivity	-0.19%	0.19%	-0.30%	0.31%
Life expectancy/ mortality rate (-/+ 10%)	3,263.27	3,263.33	3,544.50	3,546.98
% change compared to base due to sensitivity	-0.001%	0.001%	-0.04%	0.04%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The method and type of assumptions used in preparing the sensitivity analysis did not change as compared to previous year.

- F. Expected contributions to defined benefit plans for the year ending 31 March 2026 is ₹ 560.59 (31 March 2025 ₹ 1,217.45). The weighted average duration of the defined benefit obligation is 18 years (31 March 2024: 18 years).

G. Expected maturity analysis of undiscounted defined benefit plans

Particulars	31 March 2025	31 March 2024
Year 1	336.38	271.38
Year 2	252.01	201.75
Year 3	197.46	255.01
Year 4	227.83	205.58
Year 5	201.97	224.85
Year 6 to Year 10	987.66	1,073.24
Beyond 10 years	5,916.80	7,440.42

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Note: 49 Employee benefits obligations (contd)

Description of risk exposures:

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

- (i) Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a return lesser than the yield. Most of the plan asset investments are in fixed income securities with high grades and in government securities. These are subject to interest rate risk and the fund manages interest rate risk to minimise risk to an acceptable level.
- (ii) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If the bond yield falls, the defined benefits obligation will tend to increase.
- (iii) Salary risk: Higher than expected increase in salary will increase the defined benefit obligation.
- (iv) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that includes mortality, withdrawals, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends on the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

H. The impact on employee benefit obligations pursuant to change in actuarial assumptions is taken to other comprehensive income.

I. Significant estimates:

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making appropriate assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

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Note: 50 Capital management

(a) Risk management

The Company's objectives when managing capital are to:

1. Safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
2. Maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity, long term borrowings and short term borrowings.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence, and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The amount mentioned under total equity in the balance sheet is considered as capital and debt includes borrowings and lease liabilities. The Debt equity ratio of the Company is as follows:

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Note: 50 Capital management (contd)

Debt equity ratio

Particulars	31 March 2025	31 March 2024
Current borrowings (refer note 26)	55,039.58	50,834.55
Non current borrowings (refer note 20)	15,209.85	21,393.89
Lease liabilities (refer note 21 and 27)	1,616.68	1,838.50
Net debt	71,866.11	74,066.94
Equity share capital (refer note 18)	1,127.94	1,127.94
Other equity (refer note 19)	1,34,569.88	1,34,904.53
Total capital	1,35,697.82	1,36,032.47
Net debt equity ratio	0.53	0.54

(b) Dividend

Particulars	31 March 2025	31 March 2024
(i) Equity shares		
Final dividend of ₹ 5 per fully paid share for the year ended 31 March 2024 (31 March 2024: ₹ 9 per fully paid share for the year ended 31 March 2023)	558.93	1,006.08

Note: 51 Category wise classification of financial instruments

The fair values of the financial assets and financial liabilities are defined as the price that would be received on sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the financial year ended 31 March 2025. The following methods and assumptions were used to estimate the fair values:

- The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.
- The fair values of other investments measured at FVOCI and FVTPL are determined based on observable market data other than quoted prices in active market.
- The carrying amount of financial assets and financial liabilities measured at amortised cost in these financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Particulars	31 March 2025			31 March 2024		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	7,871.19	2,173.89	718.96	15,464.48	645.25	1,657.71
Security deposits	-	-	983.53	-	-	988.22
Loans to employees	-	-	90.51	-	-	200.62
Bank deposits	-	-	67.84	-	-	1,240.41
Trade receivables	-	-	20,178.30	-	-	21,469.70
Cash and cash equivalents	-	-	291.43	-	-	1,414.14
Other bank balances	-	-	21.37	-	-	17.56
Derivative assets	-	-	-	108.27	-	-
Other financial assets	-	-	796.56	-	-	703.96
Total financial assets	7,871.19	2,173.89	23,148.50	15,572.75	645.25	27,692.32

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(Rupees in lakhs, unless otherwise stated)

Note: 51 Category wise classification of financial instruments (contd)

Particulars	31 March 2025			31 March 2024		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial liabilities						
Borrowings and interest thereon	-	-	70,833.89	-	-	72,435.44
Lease Liabilities	-	-	1,616.68	-	-	1,838.50
Trade payables	-	-	24,612.93	-	-	26,640.53
Liabilities for purchase of capital assets	-	-	368.87	-	-	3,542.33
Derivative Liability	8.93	-	-	-	-	-
Employee Benefits payable	-	-	2,916.12	-	-	1,531.46
Deposits from customers and suppliers	-	-	1,496.28	-	-	1,246.58
Contract liability against loyalty points	-	-	3,365.56	-	-	2,798.06
Refund liability against periodical schemes	-	-	2,196.38	-	-	2,120.80
Unpaid/unclaimed dividends	-	-	21.37	-	-	17.56
Other payables	-	-	13.71	-	-	326.48
Total financial liabilities	8.93	-	1,07,441.79	-	-	1,12,497.74

(i) Fair value hierarchy

The table below provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1):

This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual fund."

Valuation techniques with observable inputs (Level 2):

This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). This category consists of derivatives taken by the Company like forward contracts and investments in alternative investment fund."

Valuation techniques with significant unobservable inputs (Level 3):

This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This level of hierarchy includes Company's investment in equity shares which are unquoted or for which quoted prices are not available at the reporting dates.

(ii) Valuation technique used to determine fair value of financial assets and liabilities

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer-quotes for similar instruments
- derivatives are fair valued using market observable rates and published prices together with forecasted cash flow information where applicable.
- the fair value of the financial instruments is determined using adjusted net worth method and discounted cash flow method.

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Note: 51 Category wise classification of financial instruments (contd)

(iii) Fair value of financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	31 March 2025			31 March 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets:						
Investments	2,717.01	4,949.59	2,378.48	11,179.87	4,032.71	897.16
Derivative financial assets	-	-	-	-	108.27	-
	2,717.01	4,949.59	2,378.48	11,179.87	4,140.98	897.16
Financial Liabilities:						
Derivative financial liabilities	-	8.93	-	-	-	-
	-	8.93	-	-	-	-

Note: There have been no transfers between Level 1, Level 2 and Level 3 for the year ended 31 March 2025 and 31 March 2024.

(iv) Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and makes assumptions that are mainly based on market conditions existing at the end of each reporting period.

(v) Reconciliation of fair value measurement of non current investments are classified as below:

Particulars	Quoted equity Shares	Unquoted equity Shares	Alternate investment fund	REIT/INVT	Total
As at 01 st April 2024	75.68	569.57	3,923.06	437.24	5,005.55
Acquisition during the period	19.99	1,028.62	1,273.03		2,321.64
Sales / redemption during the year (refer note 5(8))	-	-	(559.91)	(30.03)	(589.94)
Re-measurement recognised in OCI	(2.07)	482.10	-	-	480.03
Re-measurement recognised in Profit and loss	-	-	196.86	7.53	204.39
As at 31 March 2025	93.60	2,080.29	4,833.04	414.74	7,421.67

Particulars	Quoted equity Shares	Unquoted equity Shares	Alternate investment fund	REIT/INVT	Total
As at 01 st April 2023	52.42	133.30	3,456.83	149.66	3,792.21
Acquisition during the period	-	471.26	1,011.77	300.23	1,783.26
Sales / redemption during the year (refer note 5(8))	-	(35.01)	(888.84)	(15.37)	(939.22)
Re-measurement recognised in OCI	23.26	-	-	-	23.26
Re-measurement recognised in Profit and loss	-	0.02	343.30	2.72	346.04
As at 31 March 2024	75.68	569.57	3,923.06	437.24	5,005.55

(vi) The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at 31 March 2025 and 31 March 2024 are as shown below:

Sector wise unquoted equity Securities	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
FVTOCI assets in unquoted equity shares	Comparable Company multiples method	Enterprise value/ EBITDA and Enterprise value/ Revenue	March 2025: Enterprise value/ EBITDA: Adjusted to multiple- 23.72x to 36.49x Enterprise value/ Revenue multiple: Adjusted to multiple- 13.62x to 20.95x March 2024: Not applicable (Measured on cost)	1x decrease in the multiples will have a significant adverse impact on the fair value of equity investments.

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Note: 52 Financial risk management

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk.

(A) Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of account receivables. Individual risk limits are also set accordingly.

Financial instruments that are subject to credit risk and concentration thereof principally consist trade receivables, loans receivables, investments, cash and cash equivalents and derivatives held by the Company. None of the financial instruments of the Company results in material concentration of credit risk.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The Company considers reasonable and supportive forward-looking information.

i) Trade and other receivables

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying upto 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within the organisation to ensure proper attention and focus for realisation. Further the Company receives security deposits and letter of credits on selected basis from its customers which mitigate the credit risk. The Company has low concentration of credit risk as the customer base is widely distributed both economically and geographically.

Summary of change in loss allowances measured using life-time expected credit losses:

Particulars	31 March 2025	31 March 2024
Opening	385.40	435.67
Provided during the year	18.05	-
Provision written back and bad debts	62.67	(50.27)
Closing	340.78	385.40

ii) Financial instruments and deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's management on an periodical basis, and may be updated throughout the year subject to approval of the management. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. For banks and financial institutions, only high rated banks/institutions are accepted.

The Company's maximum exposure to credit risk for the components of the balance sheet as at 31 March 2025 and 31 March 2024 is the carrying amounts as illustrated in note 52B

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting its obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Due to the dynamic nature of the underlying businesses, Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

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Note: 52 Financial risk management (contd)

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	31 March 2025	31 March 2024
- Expiring within one year (bank overdraft and other facilities)	6,646.80	3,424.44
	6,646.80	3,424.44

The bank Overdraft facilities may be drawn at any time and may be terminated by the bank without notice. Subject to the continuance of satisfactory credit ratings, the bank loan facilities may be drawn at any time in INR.

(ii) Maturities of financial liabilities

Refer table below for bifurcating the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities as at 31 March 2025	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
Trade payables	24,612.93	-	-	-	24,612.93
Lease liabilities	612.42	793.46	370.57	94.80	1,871.25
Borrowings	54,980.70	13,636	1,750.00	-	70,366.70
Interest on borrowings	1,300.38	871.83	-	-	2,172.21
Liabilities for purchase of capital assets	368.87	-	-	-	368.87
Employee benefits payable	2,916.12	-	-	-	2,916.12
Security deposits from customers and suppliers	1,496.28	-	-	-	1,496.28
Derivative liability	8.93	-	-	-	8.93
Contract liability against loyalty points	3,365.56	-	-	-	3,365.56
Refund liability against periodical schemes	2,196.38	-	-	-	2,196.38
Unpaid/unclaimed dividends	21.37	-	-	-	21.37
Other payables	13.71	-	-	-	13.71
Total financial liabilities	91,893.65	15,301.29	2,120.57	94.80	1,09,410.31

Contractual maturities of financial liabilities as at 31 March 2024	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
Trade payables	26,640.53	-	-	-	26,640.53
Lease liabilities	607.64	871.24	455.07	243.09	2,177.04
Borrowings	50,757.70	21,668.00	-	-	72,425.70
Interest on borrowings	1,493.96	1,121.85	-	-	2,615.81
Liabilities for purchase of capital assets	3,542.33	-	-	-	3,542.33
Employee benefits payable	1,523.50	7.96	-	-	1,531.46
Security deposits from customers and suppliers	1,246.58	-	-	-	1,246.58
Derivative liabilities	-	-	-	-	-
Contract liability against loyalty points	2,798.06	-	-	-	2,798.06
Refund liability against periodical schemes	2,120.80	-	-	-	2,120.80
Unpaid/unclaimed dividends	17.56	-	-	-	17.56
Other payables	326.48	-	-	-	326.48
Total financial liabilities	91,075.14	23,669.05	455.07	243.09	1,15,442.35

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Note: 52 Financial risk management (contd)

(C) Market risk

The Company's business operations expose it to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such market risk may arise out of volatility in currency rates, interest rates and prices.

(i) Foreign currency risk

The Company deals with trade receivables, trade payables etc and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies. The Company also enters into forward contracts for managing its exposure to such foreign currency risk. The Company manages the exposure of foreign exchange fluctuation in borrowings by entering into derivatives contracts.

Foreign currency risk exposure

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR (foreign currency amount multiplied by closing rate), is as follows:-

Particulars	31 March 2025					31 March 2024				
	GBP	USD	EUR	SGD	Yen	GBP	USD	EUR	SGD	Yen
Financial assets										
Trade receivables	95.59	6,089.30	521.66	-	-	433.74	7,190.78	237.52	-	-
Derivatives (including those on future exports)	-	(11,197.88)	-	-	-	-	(8,841.99)	-	-	-
Financial liabilities										
Long term borrowings	-	-	-	-	-	-	443.14	-	-	-
Trade payables	3.32	3,469.35	1,776.76	5.17	75.04	-	3,873.02	3,362.07	20.39	156.82
Derivatives	-	(223.76)	(304.95)	-	-	-	(999.32)	(322.98)	-	-
Net exposure to foreign currency risk against receivables / (payables)	92.27	(8,354.17)	(950.15)	(5.17)	(75.04)	433.74	(4,968.05)	(2,801.57)	(20.39)	(156.82)

Exchange rate as on 31 March 2025 is USD/INR 85.48, GBP/INR 110.70, EURO/INR 92.09, YEN/INR 0.57, SGD/INR 63.71.

Exchange rate as on 31 March 2024 is USD/INR 83.41, GBP/INR 105.03, EURO/INR 89.88, YEN/INR 0.56, SGD/INR 61.74.

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit before tax		Impact on other components of equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
USD sensitivity				
INR depreciates by 2% (31 March 2024 - 2%)*	(167.08)	(99.36)	(125.03)	(74.35)
INR appreciates by 2% (31 March 2024 - 2%)*	167.08	99.36	125.03	74.35
EURO sensitivity				
INR depreciates by 2% (31 March 2024 - 1%)*	(19.00)	(28.02)	(14.22)	(20.97)
INR appreciates by 2% (31 March 2024 - 1%)*	19.00	28.02	14.22	20.97

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Note: 52 Financial risk management (contd)

Particulars	Impact on profit before tax		Impact on other components of equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
GBP sensitivity				
INR depreciates by 5% (31 March 2023 - 3%)*	4.61	13.01	3.45	9.74
INR appreciates by 5% (31 March 2023 - 3%)*	(4.61)	(13.01)	(3.45)	(9.74)
SGD sensitivity				
INR depreciates by 3% (31 March 2023 - 1%)*	(0.16)	(0.20)	(0.12)	(0.15)
INR appreciates by 3% (31 March 2023 - 1%)*	0.16	0.20	0.12	0.15
Yen sensitivity				
INR depreciates by 3% (31 March 2023 - 10%)*	(2.25)	(15.68)	(1.68)	(11.73)
INR appreciates by 3% (31 March 2023 - 10%)*	2.25	15.68	1.68	11.73

* Assuming all other variables to be constant.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to balance the Company's position with regards to interest income and interest expense and to manage the interest rate risk, treasury performs comprehensive interest rate risk management. The Company is not exposed to significant interest rate risk as at the respective reporting dates.

(a) Interest rate risk exposure

On Financial Liabilities:

The exposure of the Company's financial liabilities to interest rate risk is as follows:

Particulars	31 March 2025	31 March 2024
Variable rate borrowings	48,618.20	38,433.06
Fixed rate borrowings	21,631.23	33,795.38
Total borrowings	70,249.43	72,228.44

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below:

Particulars	Impact on profit before tax		Impact on other components of equity	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Interest expense rates - increase by 50 basis points (50 bps)*	(243.09)	(192.17)	(181.91)	(143.80)
Interest expense rates - decrease by 50 basis points (50 bps)*	243.09	192.17	181.91	143.80

* Assuming all other variables to be constant.

(iii) Price risk

(a) Exposure

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through other comprehensive income & equity securities held for trading classified in the balance sheet at fair value through Profit/Loss. To manage its price risk arising from investments in equity securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company. The Company's Board of Directors reviews and approves all investment decisions.

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Note: 52 Financial risk management (contd)

(b) Sensitivity

The table below summarises the impact of increases/decreases of the share prices

Particulars	Impact on total comprehensive income	
	31 March 2025	31 March 2024
Share price - Increase 5%*	174.06	176.51
Share price - Decrease 5%*	(174.06)	(176.51)

* Assuming all other variables to be constant.

The table below summarises the impact of increases/decreases of the investment other than share prices

Particulars	Impact on profit before tax	
	31 March 2025	31 March 2024
Investment other than share - Increase 5%*	328.20	628.98
Investment other than share - Decrease 5%*	(328.20)	(628.98)

* Assuming all other variables to be constant

(iv) Agricultural risk

There are certain specific financial risks in cultivation of potato seeds and standing crops. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods (potato seeds and standing crops) due to increase in supply/availability.

The Company manages the above financial risks in the following manner:

- Sufficient inventory levels of agricultural chemicals, fertilisers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.
- The Company manages this risk by aligning its production to anticipated demand and taking early corrective steps to recognise and dispose excess stocks.

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Note: 53 Derivative contracts entered into by the Company and outstanding for hedging foreign currency risks:

Nature of derivative	Type	31 March 2025		31 March 2024	
		No. of contracts	Foreign currency (in lakhs)	No. of contracts	Foreign currency (in lakhs)
Forward covers					
USD/INR	Sell	35	131.00	32	106.00
USD/INR	Buy	2	2.62	4	11.98
EUR/INR	Buy	2	3.31	2	3.59

Note: 54 Segment reporting

The Company's operating segments are organised and managed through the respective segment managers, according to the nature of products manufactured and sold with each segment representing a strategic business unit. These segment operating results are regularly reviewed by the Board of Directors of the Company (Chief Operating Decision Maker - 'CODM').

The reporting segments of the Company and the type of products and services from the each reportable segments derived revenue are as below:

- Laminate - Comprises manufacturing and selling of decorative laminates, chemicals (primarily meant for captive consumption).
- Panel products and furniture - Comprises manufacturing and selling of panel Boards and plywoods.
- Potato Flakes - This segment comprises manufacturing and sale of potato flakes.
- Others represent all unallocable items not included in segments majorly hanex trading and agricultural income.

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Note : 54 Segment reporting (Cont'd)

e) Geographical segments considered for disclosure are

- (i) Sales within India
- (ii) Sales outside India

Segment revenue and results: The expenses and income which are not directly attributable to any operating segment are shown as unallocable expenditure (net of unallocable income).

Segment assets and liabilities: Assets used by the operating segments mainly consist of property, plant and equipment, trade receivables, cash and cash equivalents and inventories. Segment liabilities include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocable assets/liabilities.

The measurement principles of segments are consistent with those used in preparation of these financial statements.

Summary of the segment information for the year ended 31 March 2025 is as follows:

Particulars	Laminate	Panel products and furniture	Potato flakes	Other (unallocable)	Elimination	Total
Segment revenue						
Revenue from operations	1,64,307.98	47,100.98	9,008.20	9,721.55	-	2,30,138.71
Inter segment sales	11,576.95				(11,576.95)	-
	1,75,884.93	47,100.98	9,008.20	9,721.55	(11,576.95)	2,30,138.71
Segment results [Profit/(loss) before interest and tax]	20,444.46	(12,162.84)	380.22	(5,559.94)	-	3,101.90
Finance cost	59.09	3.58	-	5,724.76	-	5,787.43
Profit/(loss) Before Tax	20,385.37	(12,166.42)	380.22	(11,284.70)	-	(2,685.53)
Less: Current Tax	-	-	-	(1,033.24)	-	(1,033.24)
Less: Deferred Tax	-	-	-	(920.00)	-	(920.00)
Profit after tax	20,385.37	(12,166.42)	380.22	(9,331.46)	-	(732.29)
Segment assets	94,042.20	93,210.09	6,135.96	59,298.17	-	2,52,686.42
Segment liabilities	44,239.10	12,300.96	844.92	1,95,301.44	-	2,52,686.42
Segment capital expenditure	2,740.33	2,621.39	187.49	3,645.64	-	9,194.85
Segment depreciation and amortisation	4,100.99	5,041.20	132.01	3,533.23	-	12,807.43

Summary of the segment information for the year ended 31 March 2024 is as follows:

Particulars	Laminate	Panel products and furniture	Potato Flakes	Other (unallocable)	Elimination	Total
Segment revenue						
Revenue from operations	1,59,071.18	42,211.99	12,148.21	11,751.33	-	2,25,182.71
Inter segment sales	8,539.95				(8,539.95)	-
	1,67,611.13	42,211.99	12,148.21	11,751.33	(8,539.95)	2,25,182.71
Segment results [Profit/(loss) before interest and tax]	19,484.19	2,263.33	3,762.10	(6,523.33)	-	18,986.29
Finance cost	73.26	11.17	0.04	2,553.86	-	2,638.33
Profit/(loss) before tax	19,410.93	2,252.16	3,762.06	(9,077.19)	-	16,347.96
Less: Current Tax	-	-	-	2,399.92	-	2,399.92
Less: Deferred Tax	-	-	-	1,794.33	-	1,794.33
Profit after tax	19,410.93	2,252.16	3,762.06	(13,271.44)	-	12,153.71
Segment assets	90,811.90	1,12,716.56	4,498.35	51,862.56	-	2,59,889.37
Segment liabilities	38,341.67	39,256.21	4,813.40	1,77,478.09	-	2,59,889.37
Segment capital expenditure	8,119.26	67,819.67	39.18	13,908.88	-	89,886.99
Segment depreciation and amortisation	4,097.08	1,589.71	140.27	1,559.47	-	7,386.53

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Note : 54 Segment reporting (Cont'd)

Geographical information

(a) Revenue from external customers:

Particulars	31 March 2025	31 March 2024
Within India	1,62,504.99	1,59,096.18
Outside India	67,633.72	66,086.53
	2,30,138.71	2,25,182.71

(b) Carrying amount of segment assets:

Particulars	31 March 2025	31 March 2024
Within India	2,45,933.68	2,51,900.67
Outside India	6,752.74	7,988.70
	2,52,686.42	2,59,889.37

Entity wide disclosures

Revenue contributed by any single customer in any of the operating segments, whether reportable or otherwise, does not exceed ten percent of the Company's total revenue during the years ended 31 March 2025 and 31 March 2024.

No material property, plant and equipment of the Company (excluding financial assets) are located outside India.

Note: 55 Related parties disclosure

1) As per Ind AS 24, the disclosure of transactions with the related parties are given below:

i) List of related parties where control exists and other related parties with their relationship:

SN	Name
a)	Key Management Personnel (KMP)
	Mr. Prakash Lohia Executive Chairman & Managing Director (Executive chairman with effect from 18 th June 2024)
	Mr. Prasan Lohia Whole-time Director
	Ms. Ruchira Lohia Whole-time Director
	Mr. Nripen Kumar Dugar Whole-time Director
	Mr. Bikash Lohia Whole-time Director
	Mr. Madhusudan Lohia Whole-time Director
	Mr. Deepak Lohia Whole-time Director
	Mr. Manoj Lohia Whole-time Director
	Mr. Anil Jajoo Whole-time Director
	Mr. Bama Prasad Mukhopadhyaya Independent Director *
	Mr. Prabal Kumar Sarkar Independent Director *
	Mr. Kooretti Titu Prasad Non Executive Director *
	Mr. Sachin Selot Chief Financial Officer
	Mr. Bala Ji Company Secretary

* Independent Directors are included only for the purpose of compliance with definition of key managerial personnel given under Ind As 24.

b)	Relatives of KMP	Relationship
	Late Mr. Champa Lal Lohia	Father of Mr. Bikash Lohia
	Mr. Rup Chand Lohia	Father of Mr. Prasan Lohia (Executive chairman till 17 th June 2024 & Whole-Time Director till 31 st December 2024)
	Mrs. Tara Devi Lohia	Mother of Mr. Bikash Lohia
	Late Ms. Usha Lohia	Sister of Mr. Bikash Lohia
	Mrs. Nayantara Agarwal	Sister of Mr. Bikash Lohia

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(Rupees in lakhs, unless otherwise stated)

Note: 55 Related parties disclosure: (contd)

b)	Relatives of KMP	Relationship
	Mrs. Asha Mundhra	Sister of Mr. Bikash Lohia
	Mrs. Sita Devi Lohia	Mother of Mr. Prakash Lohia
	Mrs. Uma Singi	Sister of Mr. Prakash Lohia
	Mrs. Kiran Maheshwari	Sister of Mr. Prakash Lohia
	Mrs. Neera Lohia	Wife of Mr. Prakash Lohia
	Mrs. Sheela Lohia	Mother of Ms. Ruchira Lohia
	Ms. Pragya Lohia	Daughter of Mr. Manoj Lohia
	Ms. Prekshi Lohia	Daughter of Mr. Manoj Lohia
	Mrs. Praveena Lohia	Wife of Mr. Rup Chand Lohia
	Mrs. Meghna Lohia	Wife of Mr. Prasan Lohia
	Mr. Abhiroop Lohia	Son of Mr. Prasan Lohia
	Ms. Anuja Lohia	Daughter of Mr. Prasan Lohia
	Mrs. Shashi Lohia	Wife of Mr. Bikash Lohia
	Mrs. Vandana Lohia	Wife of Mr. Manoj Lohia
	Mrs. Mita Lohia	Wife of Mr. Madhusudan Lohia
	Mr. Mihir Man Lohia	Son of Mr. Madhusudan Lohia
	Ms. Vani Lohia	Daughter of Mr. Madhusudan Lohia
	Ms. Radhika Lohia	Daughter of Mr. Bikash Lohia
	Mr. Anurag Lohia	Son of Mr. Bikash Lohia
	Mrs. Priyanka Lohia	Wife of Mr. Deepak Lohia
	Ms. Meera Lohia	Daughter of Mr. Deepak Lohia

c)	Entities over which KMP together with their relatives have significant influence:
	Merino Properties Private Limited
	Merino Consulting Services Limited
	Man Kumar Lohia and Brothers
	Usha Agro Farm
	Anupriya Marketing Limited
	Kay Marketing Services Limited
	Sri Harakasturi Memorial Trust
	Sri Hara Kasturi Trust
	KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Private Limited)
	Champa Lal Lohia - HUF
	Prakash Lohia - HUF
	Manoj Lohia - HUF
	Rup Chand Lohia - HUF
	Prasan Lohia - HUF
	Sri Man Kumar Lohia Memorial Trust
	Sri Prem Chand Lohia Memorial Trust
	Bikash Lohia Family Trust
	Deepak Lohia Family Trust
	Manoj Lohia Family Trust
	Prasan Lohia Family Trust
	Madhusudan Lohia Family Trust

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Note: 55 Related parties disclosure: (contd)

2) Summary of transactions and outstanding balances with above related parties are as follows:

Particulars	KMP		Relatives of KMP		Entities over which KMP together with their relatives have significant influence	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Transactions during the year						
Directors' remuneration	1,781.98	1,899.70	125.01	-	-	-
Professional Fees	-	-	39.02	-	-	-
Dividend paid	116.87	444.01	130.20	504.76	283.45	6.15
Donation for corporate social responsibility expenses	-	-	-	-	306.00	262.00
Security given	-	-	-	-	-	5,000.00
Security withdrawn	-	-	-	-	1,000.00	-
Corporate guarantee commission received	-	-	-	-	26.55	-
Interest paid	-	-	-	-	427.66	395.19
Marketing service provider fees	-	-	-	-	514.96	540.07
Purchase of tangible assets and intangible assets	-	-	-	-	2.81	7.76
Purchases/material consumed	-	-	-	-	1,571.01	180.35
Rent, other charges and reimbursement paid	40.89	37.17	46.40	42.25	1,375.03	1,667.26
Rent, other charges and reimbursement received	-	-	-	-	76.38	73.00
Revenue from operations	5.19	22.68	-	0.16	91.76	1,202.62
Salary	202.65	178.19	181.23	55.64	-	-
Sale of tangible assets and intangible assets	-	-	-	-	-	0.67
Sitting fees	4.95	5.10	-	-	-	-
Software/professional charges including prepaid	-	-	-	-	123.75	366.47
Unsecured loan repaid	-	-	-	-	4,795.00	2,223.00
Unsecured loan taken	-	-	-	-	3,818.00	2,607.00
Outstanding balances						
Payables (trade and others)	0.19	0.17	11.70	0.17	26.81	618.70
Salary & remuneration Payable	12.65	-	9.96	-	-	-
Interest payable	-	-	-	-	384.89	-
Advances (trade and others)	-	-	-	-	38.77	-
Receivables (trade and others)	-	-	-	-	180.89	1,244.16
Unsecured loan	-	-	-	-	2,780.50	3,757.50
Security	-	-	-	-	5,610.00	6,610.00

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Note: 55 Related parties disclosure: (contd)

3) Details of transactions or balance of related parties:

Sr no.	Related party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Nature of closing balance	Nature of Transaction	31 March 2025	31 March 2024
1	Merino Properties Private Limited	Entities over which KMP together with their relatives have significant influence	-	-		Rent, other charges and reimbursement paid	1,180.63	1,072.93
			2,780.50	3,757.50	Unsecured loan	Unsecured loan taken	3,818.00	2,607.00
			-	-		Unsecured loan repaid	4,795.00	2,223.00
			384.89	-	Interest Payable	Interest paid	427.66	395.19
2	Merino Consulting Services Limited	Entities over which KMP together with their relatives have significant influence	(1.17)	2.31	Trade payables/ (Advance to Supplier)	Software / professional charges including prepaid	123.75	366.47
			-	-	Trade payables	Purchase of tangible assets and intangible assets	2.81	-
			-	-	Trade receivables	Revenue from operations	0.42	0.93
			610.00	610.00	Security	Security given	-	-
3	KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Private Limited)	Entities over which KMP together with their relatives have significant influence	176.55	1,242.28	Trade receivables	Revenue from operations	85.01	1,194.09
			-	-		Sale of tangible assets and intangible assets	-	0.12
			-	-		Purchases/material consumed	1,570.12	180.02
			-	-		Purchase of tangible assets and intangible assets	-	7.76
			(37.54)	561.43	Trade payables/ (Advance to Supplier)	Rent, other charges and reimbursement paid	9.78	420.64
			-	-		Dividend paid	3.39	6.10
			-	-		Rent, other charges and reimbursement received	76.38	72.64
			-	-		Corporate guarantee commission received	26.55	-
			5,000.00	6,000.00	Security	Security given	-	5,000.00
			-	-		Security withdrawn	1,000.00	-
4	Man Kumar Lohia and Brothers	Entities over which KMP together with their relatives have significant influence	0.61	-	Trade payables	Rent, other charges and reimbursement paid	178.00	166.45
5	Usha Agro Farm	Entities over which KMP together with their relatives have significant influence	-	0.01	Trade payables	Purchases/material consumed	0.89	0.33
			-	0.47	Trade receivables	Revenue from operations	-	1.83
6	Sri Hara Kasturi Memorial Trust	Entities over which KMP together with their relatives have significant influence	4.34	1.41	Trade receivables	Revenue from operations	6.33	5.38
			-	-		Sale of tangible assets	-	0.55
			-	-		Rent, other charges and reimbursement received	-	0.36
			0.02	-	Trade payables	Rent, other charges and reimbursement paid	1.65	0.98
			-	-		Donation for corporate social responsibility expenses	306.00	262.00
7	Sri Premchand Lohia Memorial Trust	Entities over which KMP together with their relatives have significant influence	-	-	Trade receivables	Revenue from operations	-	0.39
			0.64	0.65	Trade payables	Rent, other charges and reimbursement paid	4.97	6.26
8	Anupriya Marketing Limited	Entities over which KMP together with their relatives have significant influence	25.19	50.51	Trade payables	Marketing service provider fees	418.37	450.28
9	Kay Marketing Services Limited	Entities over which KMP together with their relatives have significant influence	0.29	3.79	Trade payables	Marketing service provider fees	96.59	89.78

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Note: 55 Related parties disclosure: (contd)

Sr no.	Related party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Nature of closing balance	Nature of Transaction	31 March 2025	31 March 2024
10	Late Mr. Champa Lal Lohia	Relatives of KMP	-	-		Dividend paid*	-	114.85
11	Mr. Rup Chand Lohia	Relatives of KMP	-	-		Director remuneration	125.01	147.51
			11.70	-	Trade payables	Professional Fees	39.02	-
			-	-		Dividend paid	17.55	110.67
12	Mr. Prakash Lohia	KMP	-	-		Director remuneration	306.04	284.26
			-	-		Dividend paid	23.66	106.96
13	Mr. Bikash Lohia	KMP	-	-		Director remuneration	214.63	193.44
			-	-		Dividend paid	16.25	17.03
			-	-		Rent paid	13.86	12.60
			-	-		Revenue from operations	0.40	1.02
14	Mr. Prasan Lohia	KMP	-	-		Director remuneration	180.72	185.47
			-	-		Dividend paid	10.40	18.72
15	Ms. Ruchira Lohia	KMP	-	-		Director remuneration	204.99	194.23
			-	-		Dividend paid	36.61	65.89
			-	-		Revenue from operations	0.40	0.14
16	Mr. Madhusudan Lohia	KMP	-	-		Director remuneration	245.17	230.25
			-	-		Dividend paid	19.81	89.76
			-	-		Rent paid	10.62	9.66
			-	-		Revenue from operations	3.83	19.46
17	Mr. Nripen Kumar Dugar	KMP	-	-		Director remuneration	79.85	72.70
			-	-		Revenue from operations	-	0.01
			-	-		Dividend paid	0.03	0.05
18	Mr. Anil Jajoo	KMP	3.24	-	Payable	Director remuneration	59.16	47.87
19	Mr. Sachin Selot	Chief Financial Officer	7.98	-	Payable	Salary	178.43	152.53
20	Mr. Bala Ji	KMP	1.43	-	Payable	Salary	24.22	25.66
21	Mrs. Tara Devi Lohia	Relatives of KMP	-	-		Dividend paid	7.72	104.75
			-	0.17	Trade payables	Rent, other charges and reimbursement paid	2.55	2.31
22	Mr. Deepak Lohia	KMP	-	-		Dividend paid	3.01	13.15
			-	-		Director remuneration	294.75	281.49
			0.19	0.17	Trade payables	Rent paid	16.41	14.91
			-	-		Revenue from operations	0.56	2.05
23	Mrs. Shashi Lohia	Relatives of KMP	-	-		Dividend paid	1.03	1.85
			-	-		Revenue from operations	-	0.16
			-	-		Rent, other charges and reimbursement paid	2.03	1.85
24	Late Ms. Usha Lohia	Relatives of KMP	-	-		Dividend paid**	10.17	18.31
25	Mrs. Nayantara Agarwal	Relatives of KMP	-	-		Dividend paid	4.06	7.30
26	Mrs. Asha Mundhra	Relatives of KMP	-	-		Dividend paid	4.00	7.21
27	Mr. Anurag Lohia	Relatives of KMP	-	-		Director remuneration	-	81.21
			6.90	-	Payable	Salary	129.76	23.08
			-	-		Dividend paid	5.00	9.00
28	Mrs. Sita Devi Lohia	Relatives of KMP	-	-		Dividend paid	4.45	23.17
29	Mrs. Uma Singi	Relatives of KMP	-	-		Dividend paid	4.00	7.21
30	Mrs. Kiran Maheshwari	Relatives of KMP	-	-		Rent, other charges and reimbursement paid	9.17	8.41
31	Mrs. Neera Lohia	Relatives of KMP	-	-		Dividend paid	9.28	41.25
			-	-		Rent paid	11.00	10.00

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Note: 55 Related parties disclosure: (contd)

Sr no.	Related party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Nature of closing balance	Nature of Transaction	31 March 2025	31 March 2024
32	Mrs. Mita Lohia	Relatives of KMP	-	-		Dividend paid	0.01	0.01
			-	-		Rent paid	21.65	19.68
33	Mr. Mihir Man Lohia	Relatives of KMP	-	-		Dividend paid	0.07	0.12
34	Ms. Vani Lohia	Relatives of KMP	-	-		Dividend paid	0.17	0.31
35	Mrs. Sheela Lohia	Relatives of KMP	-	-		Dividend paid	15.29	27.53
36	Mrs. Praveena Lohia	Relatives of KMP	-	-		Dividend paid	5.09	88.24
37	Mrs. Meghna Lohia	Relatives of KMP	-	-		Dividend paid	3.50	6.30
38	Mr. Manoj Lohia	KMP	-	-		Dividend paid	7.10	12.78
			-	-		Director remuneration	196.67	181.27
39	Mr. Abhiroop Lohia	Relatives of KMP	1.18	-	Payable	Salary	18.18	-
			-	-		Dividend paid	1.75	3.15
40	Ms. Anuja Lohia	Relatives of KMP	-	-		Dividend paid	1.75	3.15
41	Mrs. Vandana Lohia	Relatives of KMP	-	-		Dividend paid	4.38	7.88
42	Ms. Pragya Lohia	Relatives of KMP	-	-		Dividend paid	1.73	3.11
43	Ms. Prekshi Lohia	Relatives of KMP	-	-		Dividend paid	4.20	7.56
44	Ms. Radhika Lohia	Relatives of KMP	1.88	-	Payable	Salary	33.29	32.56
			-	-		Dividend paid	5.00	4.50
45	Mrs. Priyanka Lohia	Relatives of KMP	-	-		Dividend paid	15.00	27.00
46	Ms. Meera Lohia	Relatives of KMP	-	-		Dividend paid	5.00	-
47	Champa Lal Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.01
48	Rup Chand Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.01
49	Prakash Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.01
50	Prasan Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.01
51	Manoj Lohia - HUF	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	0.00	0.01
52	Mr. Bama Prasad Mukhopadhaya	KMP	-	-		Sitting fees	2.20	2.35
53	Mr. Kooretti Titu Prasad	KMP	-	-		Sitting fees	1.00	1.00
54	Mr. Prabal Kumar Sarkar	KMP	-	-		Sitting fees	1.75	1.75
55	Bikash Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	53.43	-
56	Deepak Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	50.85	-

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Note: 55 Related parties disclosure: (contd)

Sr no.	Related party	Relationship	Outstanding as at 31 March 2025	Outstanding as at 31 March 2024	Nature of closing balance	Nature of Transaction	31 March 2025	31 March 2024
57	Manoj Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	43.94	-
58	Prasan Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	43.94	-
59	Madhusudan Lohia Family Trust	Entities over which KMP together with their relatives have significant influence	-	-		Dividend paid	87.88	-

Compensation to KMP other than Independent Directors	31 March 2025	31 March 2024
Short-term employee benefits	2,279.03	2,117.36
Post-employment benefits	11.84	16.17
Total compensation	2,290.87	2,133.53

Note:

- (i) Transactions are inclusive of goods and services tax, wherever applicable.
- (ii) The Company has been entering into transactions with related parties for its business purposes. The process followed for entering into transactions with related party is same as followed for unrelated party. Vendors are selected competitively having regard to strict adherence to quality, timely servicing and cost advantage.
- (iii) The purchases from and sales to related parties are made on terms equivalent to and those applicable to all unrelated parties on arm's length transactions. Outstanding balances payable and receivable at the year-end are unsecured, interest free and will be settled in cash.
- (iv) As the liability for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the Directors are not included.

*Dividend of Late Mr. Champalal Lohia was lying in his bank account as on 31 March 2024, which has been transferred to Mr. Bikash Lohia and Mr. Deepak Lohia in the ratio of 50:50 as per the probate order.

**Dividend of Late Ms. Usha Lohia was lying in his bank account as on 31 March 2025, which will be transferred to Ms. Tara devi Lohia as per the probate order.

Note: 56 Additional regulatory information required by Schedule III of Companies Act, 2013

- (i) Details of Benami property: The Company does not have any Benami properties, further there are no proceedings which have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (ii) The following table summarises the transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the years ended:

Name of struck off Company	Nature of transactions	31 March 2025		31 March 2024		Relationship
		Amount during the year	Balance receivable/ (payable)	Amount during the year	Balance receivable/ (payable)	
Kalpiti Projects Pvt. Ltd.	Sales of goods	-	-	1.43	-	Customer
Kalpiti Projects Pvt. Ltd.	Payment received	-	-	1.43	-	Customer
MS Modular Private Limited	Payment received	-	-	2.53	-	Customer

- (iii) The Company has not traded or invested in crypto currency or virtual currency during the current or previous financial year.

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Note: 56 Additional regulatory information required by Schedule III of Companies Act, 2013 (contd)

- (iv) (1) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (2) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- (v) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (vi) Investment requirements prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 are not applicable to the Company.
- (vii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (viii) The Company does not have any Property, plant and equipment to be classified as investment property.
- (ix) The Company has not been declared as wilful defaulter by any bank or financial institution or any other lender.
- (x) The borrowings obtained by the Company from banks have been applied for the purposes for which such loans were taken. In respect of the term loans which were taken in the previous year, those were applied in the respective year for the purpose for which the loans were obtained.
- (xi) The Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were/ were not subject to audit/review, except for the following:

31 March 2025

Quarter ended	Particulars	As per quarterly statement filed with bank	Information as per books of accounts	Short/ (Excess)	Reasons
31 March 2025	Inventory	56,718.02	65,458.84	(8,740.82)	The Company has filed return based on the draft financial statements. The Company is in the process of filing revised statements.
	Trade receivables	23,587.61	20,178.30	3,409.31	
	Trade payables	12,985.33	24,612.93	(11,627.60)	

31 March 2024

Quarter ended	Particulars	As per quarterly statement filed with bank	Information as per books of accounts	Short/ (Excess)	Reasons
31 March 2024	Inventory	51,048.00	58,938.46	(7,890.46)	The Company has filed return based on the draft financial statements. The Company has filed the revised statements.
	Trade receivables	25,899.60	21,469.70	4,429.90	
	Trade payables	16,983.58	26,640.53	(9,656.95)	

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Note: 57 Disclosure as per section 186(4) of Companies Act, 2013

Particulars	31 March 2025	31 March 2024
Security given by way of fixed deposits in favor of Axis Bank to M/s KBGB Agritech Private Limited	-	1,000.00
Corporate Guarantee on behalf of M/s KBGB Agritech Private Limited for short term loan	5,000.00	5,000.00
Corporate Guarantee on behalf of M/s Merino Consulting Services Limited for short term loan	610.00	610.00

Note: 58 Financial ratios

SN	Ratio	Numerator	Denominator	31 March 2025	31 March 2024	% Variance
1	Current ratio (in times)	Current assets	Current liabilities	1.06	1.13	(6.58)
2	Debt equity ratio (in times)	Total Debt = Borrowing + Lease liabilities	Shareholder's equity	0.53	0.54	(2.73)
3	Debt service coverage ratio (in times)*	Earning available for debt service= Net Profit After Taxes + Finance Cost + Depreciation and amortisation + Loss on sale/disposal of property, plant and equipment	Debt service = Interest + Lease payment + Repayment of non current borrowings (including current maturity)	0.96	3.03	(68.29)
4	Return on equity ratio (in %)*	Net Profit After Taxes	Average shareholder's equity	-0.54%	9.32%	(105.78)
5	Inventory turnover ratio (in days)	Cost of goods sold	Average inventory	187	178	5.06
6	Trade receivable turnover ratio (in days)	Net revenue from operations less export incentives	Average trade receivable	33	32	4.66
7	Trade payable turnover ratio (in days)	Purchases + Other expenses	Average trade payable	50	50	0.06
8	Net capital turnover ratio (in times)*	Revenue from operations	Average working capital	25.56	10.85	135.50
9	Net profit margin (in %)*	Net Profit After Taxes	Revenue from operations	-0.32%	5.40%	(105.90)
10	Return on capital employed (in %)*	Profit before tax and finance costs	Capital employed = Tangible net worth (Shareholder's equity - Intangible assets (including intangible asset under development) + Total borrowings + Deferred tax liability	1.50%	8.98%	(83.34)
11	Return on investment (in %)**	Changes in fair value of investments + Net gain/(loss) on sale + Interest income + Dividend income	Average invested funds in treasury investment	12.74%	18.84%	(32.37)

Note-No comments have been given wherein change in ratio as compared to the preceding year is of less than 25%.

* The Company commercialised Halol plant from 15th February 2024. Current year ended 31st March 2025 is the first financial year post Halol plant commercialisation which has higher depreciation & fixed overhead cost resulting into overall loss at company level.

** Due to lesser yields from investments and Marked to Market gain on investments.

Material accounting policies and other explanatory information

for the year ended 31 March 2025

CIN : U51909WB1965PLC026556

(Rupees in lakhs, unless otherwise stated)

Note: 59

The Ministry of Corporate Affairs (MCA) has prescribed a requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company is using SAP accounting software for maintaining its books of account and Darwin Box used for maintaining salary master, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software, except that the audit trail logs for direct changes in data at database level for accounting software, SAP, has not been enabled and in case of Darwin Box application, since the SOC Type 2 report and bridge letter does not contain the required information, hence presence of audit trail at database level cannot be confirmed. However, software for dealer management system does not have the facility to record audit trail at application and database level."

Note: 60 Proposed Dividend

The Board of Directors have recommended dividend of ₹ 1* (Previous Year ₹ 5*) per equity share aggregating ₹ 111.79 (31st March 2024: ₹ 558.93) for the financial year ended 31st March 2025 and same is subject to approval of shareholders at the ensuing Annual General Meeting and hence it is not recognised as a liability.

* Amount in absolute terms

Note: 61 Subsequent events

No significant subsequent events have occurred post the balance sheet date 31st March 2025 which may require an adjustment to the financial statements.

Note: 62 Previous year's figures

Previous year's figures have been regrouped/rearranged wherever necessary. The impact of the same is not material to the user and the financial statements.

As per our report of even date attached

For Walker Chandio & Co. LLP

Chartered Accountants

Firm Registration Number: 001076N/N500013

Anamitra Das

Partner

Membership Number: 062191

Place: New Delhi

Date: 30th June 2025

For and on behalf of the Board of Directors

Prakash Lohia

Chairman & Managing Director

DIN: 00063274

Place: Hapur (U.P)

Date: 30th June 2025

Sachin Selot

Chief Financial Officer

Place: New Delhi

Date: 30th June 2025

Bala Ji

Company Secretary

M. No.- F9919

Place: New Delhi

Date: 30th June 2025

MIL 10 Years Data

Operating Results For Ten Years At A Glance (₹ Lakhs)

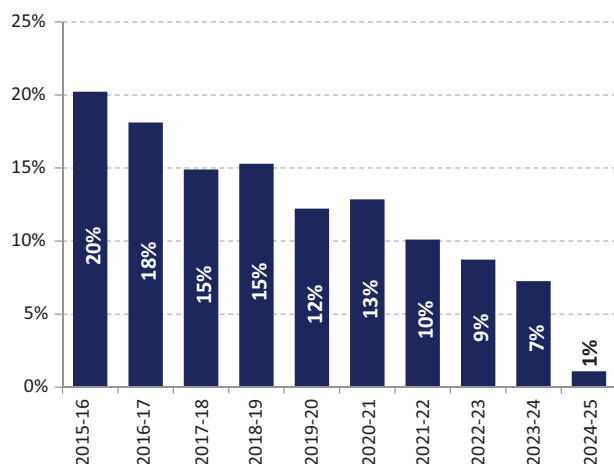
	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25
Gross income	71169.66	77827.95	82399.43	98997.81	149221.98	133885.81	179213.44	220541.57	230912.15	235497.88
Gross expenditure	59415.61	64359.37	68792.26	82942.63	125326.91	108708.04	154096.15	193579.08	204539.34	219588.55
Finance Costs	1339.85	1074.86	1368.76	1467.95	2100.31	1816.97	1319.92	2853.99	2638.33	5787.43
Operating profit	10414.20	12393.72	12238.41	14587.23	21794.76	23360.80	23797.37	24108.50	23734.48	10121.90
Depreciation	1673.38	2054.76	2754.39	2927.95	5878.49	5668.62	6357.65	6698.45	7386.53	12807.43
Profit before tax and	8740.82	10338.96	9484.02	11659.28	15916.27	17692.18	17439.72	17410.05	16347.95	(2685.53)
Extraordinary item										
Tax - Current tax	2602.16	2255.28	2260.93	3246.64	4192.57	4129.03	4308.00	6089.07	2399.92	(1033.24)
-Deferred Tax Charge / (Credit)	232.54	552.64	472.04	(176.03)	(1219.79)	377.32	(5.05)	(443.53)	1794.33	(920.00)
Profit after tax	5906.12	7531.04	6751.05	8588.67	12943.49	13185.83	13136.77	11764.51	12153.70	(732.29)
Dividend (including tax)	404.91	404.91	404.91	405.32	663.43	-	670.72	1,006.08	1,006.08	558.93
Retained Profits	5501.21	7126.13	6346.14	8183.35	12280.06	13185.83	12466.05	10758.43	11147.62	(1291.22)
Earnings per share (₹)	56.96	72.63	65.10	82.83	115.78	117.95	118.28	105.24	108.72	(6.55)

* Considering the impact of Business Combination from 1st April, 2019

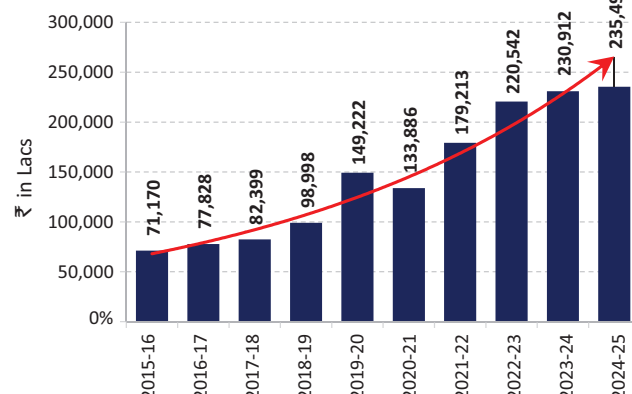
Year-End Financial Position for Ten Years At A Glance (₹ Lakhs)

	31.03.2016	31.03.2017	31.03.2018	31.03.2019	31.03.2020	31.3.2021	31.3.2022	31.3.2023	31.3.2024	3.31.2025
SOURCES OF FUNDS										
Share capital	1047.03	1047.03	1047.03	1047.03	708.32	1127.94	1127.94	1127.94	1127.94	1127.94
Reserves and surplus	23367.37	30819.92	37467.26	47587.21	89537.25	102484.58	113381.29	123713.08	134904.53	134569.88
Shareholder's fund	24414.40	31866.95	38514.29	48634.24	90245.57	103612.52	114509.23	124841.02	136032.47	135697.82
Long term loan	2372.38	4995.56	2916.69	1648.11	6600.61	3871.05	6576.36	28389.65	21393.89	15209.85
Bank borrowings	8399.79	5822.55	8894.22	7139.53	6944.96	11812.85	7909.96	7688.42	20257.05	21169.08
Short term loan from banks	3400.00	4500.00	4000.00	7000.00	4500.00	-	11,998.32	20,010.00	26,820.00	31,090.00
Short term loan from Others	-	-	-	-	3388.38	587.12	3026.12	3373.50	3757.50	2780.50
Loan funds	14172.17	15318.11	15810.91	15787.64	21433.95	16271.02	29510.76	59461.57	72228.44	70249.43
Deferred tax liability(net)	1650.16	2299.47	2875.23	3286.65	2369.08	2815.87	2009.90	1422.87	3231.93	2633.65
Funds available	40236.73	49484.53	57200.43	67708.53	114048.60	122699.41	146029.89	185725.46	211492.84	208580.90
APPLICATION OF FUNDS										
Fixed assets	20412.25	29303.84	34668.47	42429.94	71968.03	74815.48	96102.84	146961.21	178501.60	187865.12
Depreciation	-	2049.66	4667.22	7552.45	16424.63	21732.12	27672.32	33533.87	39618.56	51707.48
Fixed asstes (net)	20412.25	27254.18	30001.25	34877.49	55543.40	53083.36	68430.52	113427.34	138883.04	136157.64
Investments	1385.97	1813.96	2185.00	4724.49	12836.71	38220.06	14466.74	14402.15	17767.44	10764.04
Net Other Assets	18438.51	20416.39	25014.18	28106.55	45668.49	31396.00	63132.63	57895.97	54842.36	61659.20
Funds employed	40236.73	49484.53	57200.43	67708.53	114048.60	122699.42	146029.89	185725.46	211492.84	208580.88

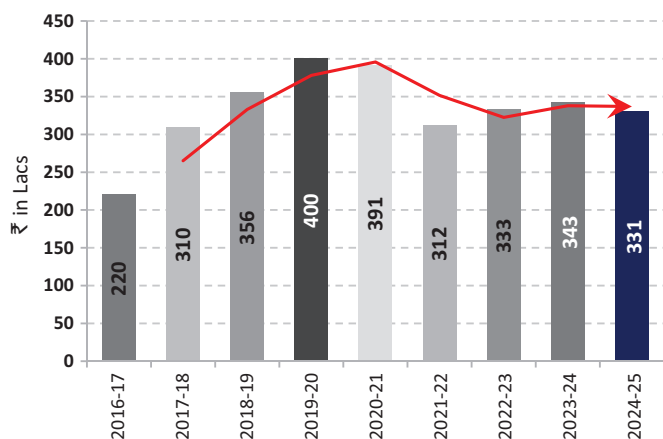
Return of Total Asset



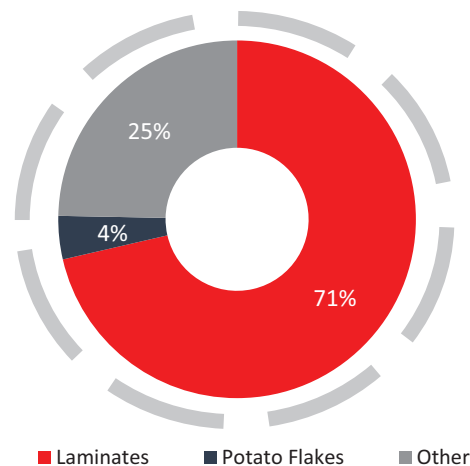
Gross Income



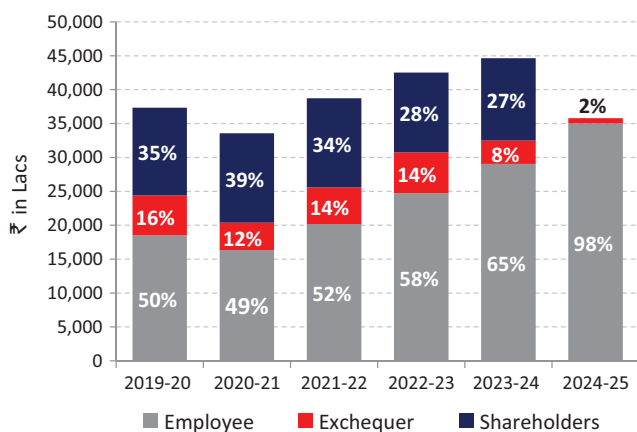
Group CSR Expenditure



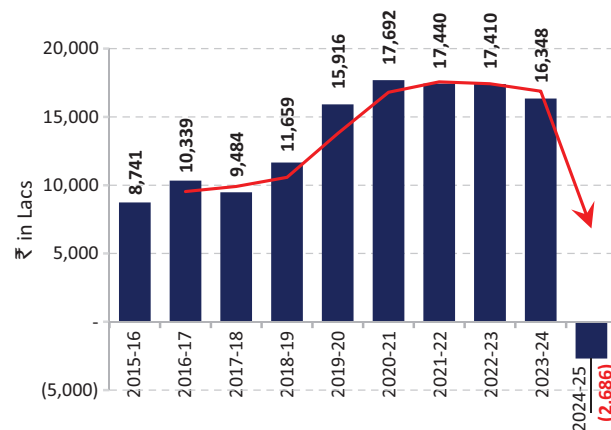
Group Segment Revenue



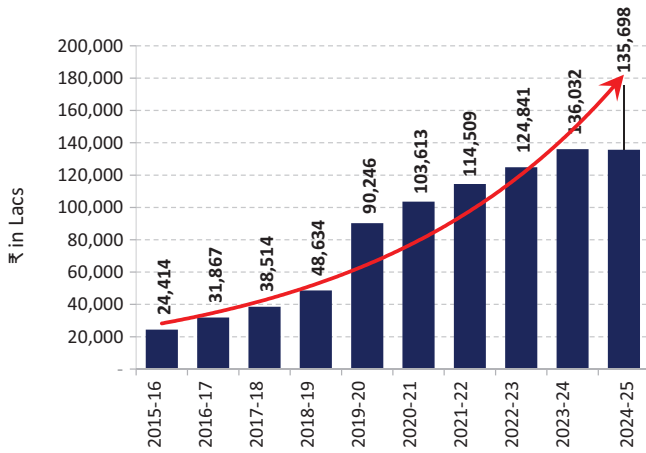
Distribution of Value Added



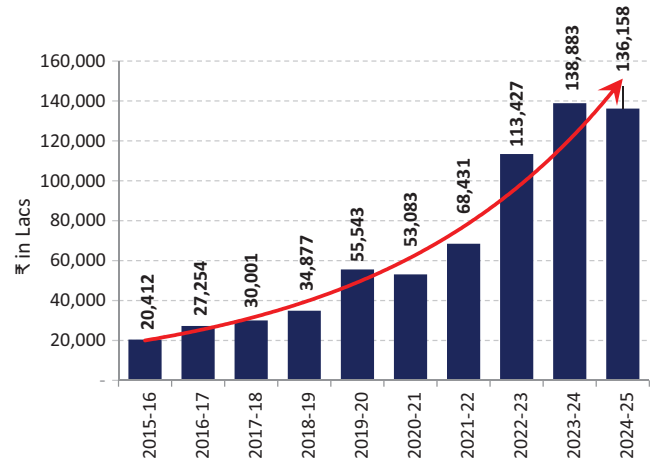
Profit Before Tax



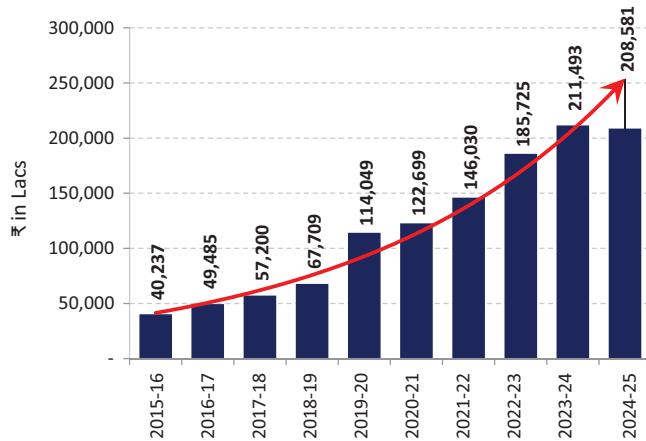
Shareholders' Equity



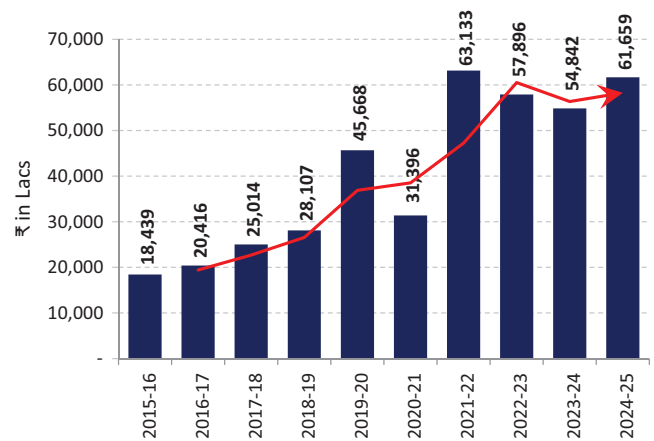
Property, Plant & Equipment



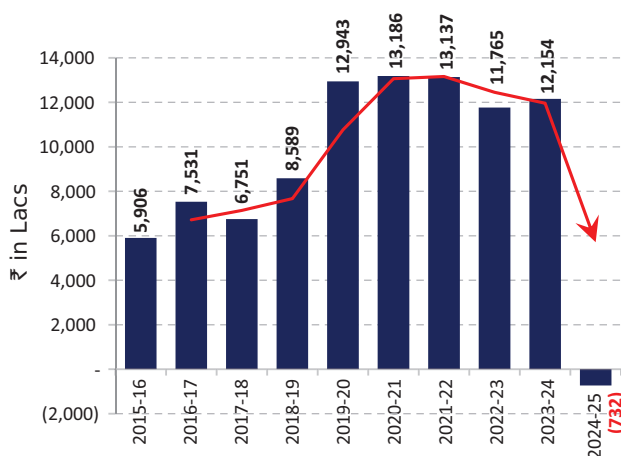
Net Funds Employed



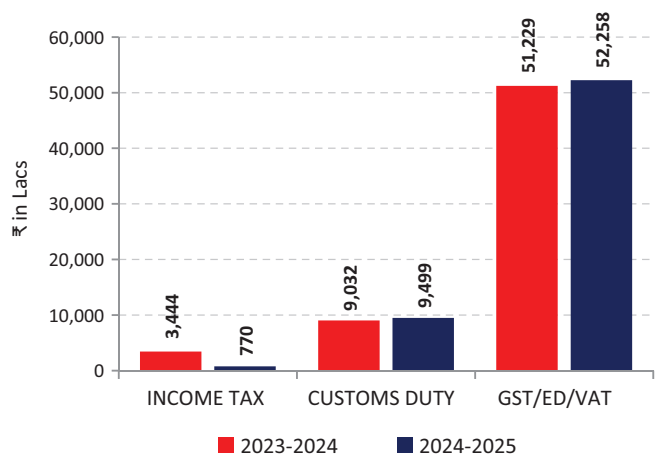
Net Current Assets



Profit After Tax



Group Contribution to Exchequer (Gross)



Notice of 60th Annual General Meeting



Merino Industries Limited

CIN: U51909WB1965PLC026556

Registered Office: 5, Alexandra Court, 60/1,

Chowringhee Road, Kolkata: 700 020

Phone: 033-2290-1214 | Fax: 91-33-2287-0314

E-mail: balaji@merinoindia.com

Website: www.merinogroup.com

NOTICE

TO THE MEMBERS,

NOTICE is hereby given that the 60th Annual General Meeting ("AGM") of the members of Merino Industries Limited will be held on Friday, the 26th day of September, 2025 at 11:30 a.m. through Video Conference (VC) / Other Audio-Visual Means (OAVM) facility at the Registered Office at 5, Alexandra Court, 60/1, Chowringhee Road, Kolkata-700020 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, adopt and approve the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors ("the Board") and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered, adopted and approved."

2. To declare dividend of ₹1.00 per equity share for the financial year ended on 31st March, 2025 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT dividend @ 10% (i.e., ₹ 1 per equity share of ₹10/-) as recommended by the Board of Directors be and is hereby approved as declared by the Company.

3. To appoint a Director in place of Shri Prasan Lohia, Whole-time Director (DIN 00063278), who retires by rotation and being eligible, offers himself for re-appointment and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 152(6), 196, 197 and 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), and on recommendation of Nomination & Remuneration committee & approval of the Board, consent of the members of the company be and is hereby accorded to the appointment of Shri Prasan Lohia (DIN: 00061111) as Whole-time Director of the company for further period of three years effective 1st day of October, 2025, liable to retire by rotation and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 and payment of the following remuneration to him for the said period be approved on the terms and conditions as are set out in the agreement to be entered into between the company and Shri Prasan Lohia, to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Shri Prasan Lohia:

1. Salary	₹ 13,98,214/- per month for the period from 01 st December 2025 to 31 st March 2026 and in the scale with effect from 01 st April 2026 and ending on 30 th September 2028 ₹ 13,98,214-1,39,820-1,53,800- 16,91,80- 18,61,014 with the increment falling due on 1 st April 2026, 1 st April 2027 and 1 st April, 2028.
-----------	--

2. Perquisites	<p>Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only).</p>
	<p>The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Prasan Lohia, shall not exceed ₹ 1,00,000/- per financial year.</p>
	<p>The perquisites amounting to Rs 1,00,000/- (₹ One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.</p>
	<p>Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.</p>
3. Additional Benefits	<p>The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Prasan Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.</p>
	<p>The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Prasan Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.</p>
4. Minimum Remuneration	<p>In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.</p>

"RESOLVED FURTHER THAT any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be required to give effect to this resolution."

4. To appoint a Director in place of Ms. Ruchira Lohia (DIN: 00127797), who retires by rotation and being eligible, offers herself for re-appointment and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152(6), 196, 197 and 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendation of Nomination & Remuneration committee & approval of the Board, consent of the members of the company be and is hereby accorded to the appointment of Ms. Ruchira Lohia (DIN: 00127797) as Whole-time Director of the Company for a further period of three years, effective 1st day of April, 2026 liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 and payment of the following remuneration to her for the said period on the terms and conditions as are set out in the agreement to be entered into between the Company and Ms. Ruchira Lohia, to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Ms. Ruchira Lohia:

1. Salary	<p>₹ 16,92,233/- per month for the period from 01st April 2026 to 31st March 2027 and in the scale with effect from 01st April 2027 and ending on 31st March 2029 ₹ 16,92,233-1,69,220-1,86,150-20,47,603 with the increment falling due on 1st April 2027 and 1st April 2028.</p>
2. Perquisites	<p>Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only).</p>
	<p>The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Ms. Ruchira Lohia, shall not exceed ₹ 1,00,000/- per financial year.</p>
	<p>The perquisites amounting to Rs 1,00,000/- (₹ One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.</p>
	<p>Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.</p>

3. Additional Benefits	The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self and mother to Ms. Ruchira Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.
	The said medical facility be and is hereby made admissible during the currency of the service agreement of Ms. Ruchira Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.
4. Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.

“RESOLVED FURTHER THAT any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be required to give effect to this resolution.”

5. To appoint a Director in place of Shri Prakash Lohia (DIN: 00063274), Chairman & Managing Director, who retires by rotation and being eligible, offers himself for re-appointment and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 152(6), 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendation of Nomination & Remuneration committee & approval of the Board, consent of the members of the company be and is hereby accorded to the appointment of Shri Prakash Lohia (DIN: 00063274) in the capacity of Chairman & Managing Director of the company for a further period of three years, effective 1st day of March, 2026 liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 and payment of the following remuneration to him for the said period on the terms and conditions as set out in the agreement to be entered into between the Company and Shri Prakash Lohia, to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Shri Prakash Lohia:

1. Salary	₹ 23,53,393/- per month for the period from 1 st March 2026 to 31 st March 2026 and the Scale with effect from 1 st April 2026 and ending on 28 th February 2029 ₹ 23,53,393-2,35,340-2,58,870-2,84,760- 31,32,363 with the increment falling due on 1 st April 2026, 1 st April 2027 and 1 st April 2028.
2. Perquisites	<p>Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only).</p> <p>The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Prakash Lohia, shall not exceed ₹ 1,00,000/- per financial year.</p> <p>The perquisites amounting to Rs 1,00,000/- (₹ One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.</p> <p>Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.</p>
3. Additional Benefits	<p>The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, mother and spouse to Shri Prakash Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.</p> <p>The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Prakash Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.</p>
4. Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.

“RESOLVED FURTHER THAT any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be required to give effect to this resolution.”

SPECIAL BUSINESS:

6. Re-appointment of Shri Prabal Kumar Sarkar (DIN: 03124712) as a Non-Executive Independent Director of the Company for the second term of five years and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as “the Act”) including rules framed thereunder and based on the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, Shri Prabal Kumar Sarkar (DIN: 03124712), who qualifies for being appointed as an Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five (5) consecutive years with effect from the conclusion of the 60th Annual General Meeting in the calendar year 2025 upto the conclusion of 65th AGM to be held in the calendar year 2030 and whose office shall not be liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013.

“RESOLVED FURTHER THAT Shri Prabal Kumar Sarkar (DIN: 03124712) will be eligible for sitting fee, as may be fixed by the Board of Directors subject to the limit as prescribed under the act for attending the meetings of the Board & its Committees.

RESOLVED FURTHER THAT any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, to give effect to this appointment and payment of remuneration after according of approval of the members”.

7. To approve re-appointment of Shri Anil Jajoo (DIN 00063284) as Whole Time Director of the Company for a further period of three years and in this regard and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and on recommendation of Nomination & Remuneration committee & approval of the Board, consent of the members of the company be and is hereby accorded to the appointment of Shri Anil Jajoo (DIN 00063284) as Whole-time Director of the company for a further period of three years, effective 23rd day of February, 2026, liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 and payment of the following remuneration to him for the said period on the terms and conditions as set out in the agreement to be entered into between the Company and Shri Anil Jajoo, to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement, subject to the remuneration as specified in the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or any amendments thereto as may be agreed between the Board and Shri Anil Jajoo:

1. Salary	₹ 57,53,276/- per annum (consolidated) upto financial year 2025-26 and further revisions as per policy of the company. He shall further be authorized to avail medical facilities benefits and other benefits as per policy of the company.
2. Minimum Remuneration	In the event of loss or inadequacy of profits in any financial during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.”

“RESOLVED FURTHER THAT any Director of the Company, are authorized severally to file necessary forms with the Registrar of Companies, West Bengal, and to do all such acts, deeds and things as may be required to give effect to this resolution.”

8. To approve re-appointment of Shri Kooretti Titu Prasad (DIN: 02539556) as Non-Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred as “the Act”) including rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Kooretti Titu Prasad (DIN: 02539556), who was re-appointed as an Additional Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby re-appointed as a Non-Executive Director of the Company for a period of three years w.e.f. 17th August, 2025, liable to retire by rotation.

RESOLVED FURTHER THAT, of Shri Kooretti Titu Prasad (DIN: 02539556) will be eligible for such remuneration, as may be fixed by the Board of Directors subject to the limit as prescribed under the Act for attending the meetings of the Board & its Committees.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things, and to take other steps as may be deemed necessary or expedient to give effect to this Resolution and matters incidental thereto."

8. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2025-26 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013, by passing with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and as recommended by the Audit Committee and approved by the Board of Directors, the remuneration of ₹ 1.75 Lakhs (Rupees One Lakh Seventy Five thousand only) excluding applicable Tax payable to M/s Chandra Wadhwa & Co., Cost Accountants, (FRN: 000239) appointed by the Board of Directors for conducting cost audit of the Company for the financial year 2025-26, be and is hereby ratified."

Place: New Delhi

Date: 30.06.2025

By order of the Board
For **Merino Industries Limited**

Bala Ji
Company Secretary
Membership No: F9919

Regd. Office:

MERINO INDUSTRIES LIMITED

CIN: U51909WB1965PLC026556

5, Alexandra Court,

60/1, Chowringhee Road,

Kolkata - 700020

Phone: 033 2290-1214

Fax: 033 2287-0314

E-mail: balaji@merinoindia.com

Website: www.merinogroup.com

NOTES:

1. The Ministry of Corporate Affairs (MCA), in continuation of its General Circulars vide General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular no. 02/2021 dated 13th January 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 10/2022 dated 28th December 2022, General Circular no. 09/2023 issued dated 25th September 2023 and General Circular No. 09/2024 dated 19th September 2024 (collectively **"MCA Circulars"**), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, the 60th AGM of the Company is being convened and conducted through VC/OAVM.
2. The Company has enabled the Members to participate at the 60th AGM through VC facility. The instructions for participation by Members are given in the subsequent pages. Participation at the AGM through VC shall be allowed on a first-come-first-served basis. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members at the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
3. Those Shareholders having their shares in physical mode and whose email IDs are not registered, are requested to register their email ID with M/s C B Management Services (P) Limited, the Registrar and Share Transfer Agent (RTA) of the Company at rta@cbmsl.com, by providing their Name as registered with the RTA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them. The shareholders having their shares in DEMAT mode are requested to update their email ids with their DP.
4. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 60th AGM through VC/OAVM Facility and e-Voting during the 60th AGM.
5. Members may join the 60th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11-15 a.m. IST i.e. 15 minutes before the time scheduled to start the 60th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 60th AGM.
6. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 60th AGM without any restriction on account of first-come- first-served principle.
7. The attendance of the Members attending the 60th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 concerning the items of special business as per the agenda items to be transacted at this Annual General Meeting is annexed hereto.
9. The notice convening this Annual General Meeting circulated to the members of the Company is made available on the Company's website at www.merinogroup.com. All documents referred to in the Notice calling the AGM and the Explanatory Statement are also available on the website of the Company for inspection by the Members.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 26th September 2025. Members seeking to inspect such documents can send an email to balaji@merinoindia.com.
11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the AGM will be provided by CDSL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM together with Annual Report has been uploaded on the website of the Company at www.merinogroup.com. The Notice of AGM together with Annual Report is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.

13. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2025 to 26th September 2025 (both days inclusive).
14. Members are requested to make all correspondences in connection with shares held by them by addressing letters quoting their folio numbers directly to Messrs. C B Management Services (P) Limited, Rasoi Court 5th Floor 20, Sir R N Mukherjee Road, Kolkata 700001, the Registrar and Share Transfer Agent of the Company.
15. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their electronic share accounts, or to the Registrar and Share Transfer Agent of the Company in respect of their physical share folios quoting their Folio Number(s) with a self-attested copy of address proof, i.e. Voter Identity Card, Aadhaar Card, Electric / Telephone Bill or Driving License or Passport. Members are also requested to kindly inform their Bank Account details to Messrs. C B Management Services (P) Limited, the Registrar and Share Transfer Agent of the Company.
16. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent of the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Members holding shares in dematerialized mode are requested to intimate the changes pertaining to their bank account details, NECS mandates, email addresses, nominations, change of addresses, change of names etc. if any, to their Depository Participant (DP) before 19th September 2025. Any such changes effected by the DPs will automatically reflect in the Company's subsequent records.
19. Members are requested to intimate beforehand to the Company their queries, if any, regarding the accounts/ notice/statutory registers at least ten days before the meeting to enable the management to keep the information required readily available at the meeting.
20. The Equity Shares of the Company are in the depository set up by the National Securities Depository Limited and Central Depository Services (India) Limited. The shares of the Company are in the dematerialization list with ISIN No. INE662B01017.
21. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and Rules framed thereunder the dividend for the year 2018-2019 and onwards will be deposited with the Investor Education and Protection Fund established by the Central Government as per the table given hereunder:

Financial Year	Date of declaration of Dividend	Date of Transfer to Unpaid Dividend Account	Due date of lodging claim with company	Due date of transfer to IEPF
2018-2019	14.09.2018	22.10.2018	21.09.2025	21.10.2025
2019-2020	23.09.2019	30.10.2019	29.09.2026	29.10.2026
	23.03.2020	29.04.2020	28.03.2027	28.04.2027
2020-2021	30.09.2021	10.10.2021	09.09.2028	09.10.2028
2021-2022	30.09.2022	03.11.2022	02.10.2029	02.11.2029
2022-2023	29.09.2023	02.11.2023	01.10.2030	30.10.2030
2023-2024	27.09.2024	29.10.2024	28.09.2031	28.10.2031

Details of the unpaid/unclaimed dividend are also uploaded on the website of the Company at www.merinogroup.com. Members who have not encashed dividend declared by the Company, are advised to write to the Company immediately along with relevant Folio No. or DP ID and Client ID, duly discharged, or to the Company's Registrar and Share Transfer Agent to facilitate payment of the dividend.

22. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend does not exceed ₹ 5,000. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address for updating at balaji@merinoindia.com.
23. The dividend/s, if any, approved by the Members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participants.

24. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address balaji@merinoindia.com.

- a. A signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11-digit IFSC Code;
- b. Self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. Self-attested scanned copy of the PAN Card; and
- d. Self-attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

25. In the event the Company is unable to pay the dividend to any member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member.
26. The Ministry of Corporate Affairs (MCA), Government of India, has by its Circular Nos. 14 / 2020 and 17 /2020, dated April 08, 2020 and April 13, 2020 respectively, permitted companies to send official documents to the shareholders electronically as a part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the MCA, the Notice convening the General Meeting will be sent to the e-mail addresses as provided by the shareholders, recorded with their depositories.
27. 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 19th September 2025.

28. Ms. Dasvinder Kaur, Practicing Company Secretary (Membership No. A33095) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

29. The Scrutinizer shall, immediately after conclusion of voting at the AGM, first count the votes cast at the Meeting by e voting, thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Company Secretary of the Company.

30. The Results shall be declared within 48 hours of conclusion of the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.merinogroup.com and on the website of CDSL immediately after the result is declared by the Company Secretary.

31. The Chairman shall at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting with the assistance of the Scrutinizer by use of e-voting platform of CDSL for all those members who have not cast their votes earlier either by remote e-voting.

CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular no. 02/2021 dated 13th January 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 10/2022 dated 28th December 2022, and General Circular no. 09/2023 issued dated 25.09.2023 and General Circular No. 09/2024 dated 19th September 2024 (collectively "MCA Circulars"). The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and MCA Circulars dated April 08, 2020, 13th April 2020, May 05, 2020 and General Circular dated 19th September 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL)

for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.merinogroup.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April 2020 and MCA General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, General Circular no. 02/2021 dated 13th January 2021, General Circular No. 21/2021 dated 14th December 2021, General Circular No. 2/2022 dated 5th May 2022, General Circular No. 10/2022 dated

28th December 2022 and General Circular No. 09/2024 dated 19th September 2024.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- A. The voting period begins on Tuesday, 23rd September 2025, at 9:00 a.m. and ends on Thursday, 25th September 2025, at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 19th September, 2025 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- B. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- C. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- D. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- E. 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.
 - 2) Click on "Shareholders" module.
 - a. Now enter your User ID
 - b. For CDSL: 16 digits beneficiary ID,
 - c. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - d. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 3) Next enter the Image Verification as displayed and Click on Login.
 - 4) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - 5) 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"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> 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.

- F. After entering these details appropriately, click on **"SUBMIT"** tab.
- The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- G. 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.
- H. For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- I. Click on the EVSN for the relevant ←Company Name→ on which you choose to vote.
- J. 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.
- K. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- L. 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.
- M. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- O. 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.
- P. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Q. 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 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.
- 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 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.
- 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; balaji@merinoindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E- VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e- voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at balaji@merinoindia.com (Company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at balaji@merinoindia.com (Company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

Place: New Delhi

Date: 30.06.2025

By order of the Board
For **Merino Industries Limited**

Bala Ji
Company Secretary
Membership No: F9919

Regd. Office:

MERINO INDUSTRIES LIMITED

CIN: U51909WB1965PLC026556

5, Alexandra Court, 60/1, Chowringhee Road,
Kolkata - 700020

Phone: 033 2290-1214 | Fax: 033 2287-0314

E-mail: balaji@merinoindia.com

Website: www.merinogroup.com

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Items of Special and Ordinary Business set out in the Notice convening the 60th Annual General Meeting of the Company to be held on 26th September 2025:

Item Nos. 3, 4, 5 & 7 of the Notice:

General Information: As required under Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) in respect of re-appointment and payment of remuneration of Shri Prasan Lohia, Whole Time Director, Miss Ruchira Lohia, Whole Time Director, Shri Prakash Lohia, Chairman & Managing Director and Shri Anil Jajoo, Whole Time Director.

Nature of Industry: The Company operates in diversified fields of industry. It manufactures decorative laminates under the brand name "MERINO". It also manufactures formaldehyde and space saving furniture with wide ranging patterns and a host of colours and shades under brand name 'MY SPACE'. The Company has diversified into Agro business and is manufacturing potato flakes under the brand name 'VEGIT'.

Date or expected date of commencement of commercial production: The Company is an existing one and is in operation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

Financial performance based on given indicators: The performance of the Company (standalone basis) as per audited financials statement for the F.Y. ended 2024-25 is given hereunder:

Turnover	2,30,138.71 Lakhs
Net profit / (loss) after tax	(732.29) Lakhs

Foreign investments or collaborations, if any: NIL

ORDINARY BUSINESS:

ITEM NO. 3

APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI PRASAN LOHIA, WHOLE-TIME DIRECTOR (DIN 00061111), WHO RETIRES BY ROTATION, OFFERS HIMSELF FOR RE-APPOINTMENT

Shri Prasan Lohia, AB (Econ.) USA, BS (Elect. Engg.) USA, MBA (USA), aged about 56 years, has been associated with the Company as Vice-President (Global Operations) since 1999 and as a Whole-time Director since 2004. His present term expires on 30th September 2025.

Considering his vast experience in overall Business Administration, Corporate affairs and his valuable contribution towards the development of this Company, the Board recommends that it would be in the interest of the Company to re-appoint Shri Prasan Lohia as Whole Time Director of the Company for a further period of three years with effect from 1st day of October, 2025. To effect his appointment, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution appointing Shri Prasan Lohia as Whole-time Director is placed before the shareholders for approval.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

1.	Background details/ Qualification	Shri Prasan Lohia, AB (Econ.) USA, BS (Elect. Engg.) USA, MBA (USA), aged about 56 years, has been associated with the Company as Vice-President (Global Operations) since 1999 and as a Whole-time Director since 2004. His present term expires on 30 th September 2025.
2.	Past Remuneration	₹ 13,19,000/- per month along with remuneration details as provided in the resolution above.
3.	Job Profile and his suitability	The job profile of Shri Prasan Lohia mainly involves overseeing overall Business Administration and Corporate affairs of the Company.
4.	Recognition or awards	N.A.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

5.	Background details/ Qualification	<p>Salary : ₹ 13,98,214/- per month for the period from 01st December 2025 to 31st March 2026 and in the scale with effect from 01st April 2026 and ending on 30th September 2028 ₹ 13,98,214-1,39,820-1,53,800-16,91,80- 18,61,014 with the increment falling due on 1st April 2026, 1st April 2027 and 1st April, 2028.</p> <p>Perquisites: Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu there-of; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only).</p> <p>The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Prasan Lohia, shall not exceed ₹ 1,00,000/- per financial year</p> <p>The perquisites amounting to Rs 1,00,000/- (₹ One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites.</p> <p>Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.</p> <p>Additional Benefits: The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, spouse and children to Shri Prasan Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.</p> <p>The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Prasan Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.</p> <p>Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.</p>
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations. However, at a meeting of the Nomination and Remuneration Committee held on 30 th June, 2025, the Committee recommended fixing the remuneration of Shri Prasan Lohia as a Whole-time Director based on his present job responsibilities and size of the Company
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Shri Prasan Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his brother Shri Manoj Lohia, Whole-time Director and Key Managerial Personnel (KMP). KMP i.e., Shri Prakash Lohia, Chairman & Managing Director, Miss Ruchira Lohia, Shri Bikash Lohia, Shri Deepak Lohia, Shri Madhusudan Lohia Whole-time Directors are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Anil Jajoo Whole-time Director, Shri Nripen Kumar Dugar, Whole-time Director, Shri Sachin Selot, Chief Financial Officer and Shri Bala Ji, Company Secretary also falling under the category of KMP and Shri K T Prasad, Non Executive Director, Shri Bama Prasad Mukhopadhyay and Shri Prabal Kumar Sarkar, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION

1	Reasons	The Company has not incurred any loss.
2	Steps taken or proposed to be taken for improvement	The Management continues in its endeavor to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
3	Expected increase in productivity and profits in measurable terms	The Directors feel that the present rate of growth of performance would be sustained, and can be improved in the years to come.

DISCLOSURES

Information on the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the Annual Report: Not applicable

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the re-appointment of Shri Prasan Lohia as Whole-time Director with effect from 1st October, 2025 for a period of three years and proposed remuneration and terms and conditions of his service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution. The terms of remuneration specified in the said Special Resolution was placed at the meeting of the Board of Directors held on 30th June, 2025, for their approval. Your directors recommend the approval of the resolution.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Prasan Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Shri Prasan Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Save and except Shri Prasan Lohia, Whole-time Director and Key Managerial Personnel (KMP) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The above item of ordinary business does not relate to or affect any other Company.

ITEM NO.4: TO APPOINT A DIRECTOR IN PLACE OF MS. RUCHIRA LOHIA (DIN: 00127797), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT

Miss Ruchira Lohia was appointed as Vice-President (Delhi Operations) in 1997 and thereafter, was appointed as Whole-time Director of the Company in the year 2000 with subsequent re-appointments to the said post. Her present term of office as Whole-time Director will expire on 31.03.2026.

She has been responsible for managing the Export and Import Division of the Company apart from day to day operational activity of the Company. Considering her experience in overall Business Administration and her valuable contribution towards growth of foreign trade of the Company, the Board recommends that it would be in the interest of the Company to re-appoint Miss Ruchira Lohia as Whole-time Director of the Company for a further period of three years with effect from 1st day of April, 2026. To effect her appointment, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution appointing Miss Ruchira Lohia as Whole-time Director is placed before the shareholders for approval.

1	Background details	Miss Ruchira Lohia was appointed as Vice-President (Delhi Operations) in 1997 and thereafter, was appointed as Whole-time Director of the Company in the year 2000 with subsequent re-appointments to the said post. Her present term of office as Whole-time Director will expire on 31.03.2026.
2	Past Remuneration	₹ 14,51,000/- per month along with remuneration details as provided in the resolution above.
3	Job Profile and his suitability	She has been responsible for managing the Export and Import Division of the Company apart from day to day operational activity of the Company. Considering her experience in overall Business Administration and her valuable contribution towards growth of foreign trade of the Company, the Board recommends that it would be in the interest of the Company to re-appoint Miss Ruchira Lohia as Whole-time Director of the Company for a further period of three years with effect from 1 st day of April, 2026..
4.	Recognition or awards	N.A.
5	Remuneration proposed	Salary: ₹ 16,92,233/- per month for the period from 01 st April 2026 to 31 st March 2027 and in the scale with effect from 01 st April 2027 and ending on 31 st March 2029 ₹ 16,92,233 -1,69,220-1,86,150-20,47,603 with the increment falling due on 1 st April 2027 and 1 st April 2028.

5.	<p>Perquisites: Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only).</p> <p>The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Ms. Ruchira Lohia, shall not exceed ₹ 1,00,000/- per financial year..</p> <p>The perquisites amounting to Rs 1,00,000/- (₹ One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites. Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (@12% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.</p>
	<p>Additional Benefits: The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self and mother to Ms. Ruchira Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.</p> <p>The said medical facility be and is hereby made admissible during the currency of the service agreement of Ms. Ruchira Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.</p>
	<p>Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.</p>
6.	<p>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and Person</p> <p>Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the proposed appointee would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 30th June, 2025, the Committee recommended fixing the remuneration of Ms. Ruchira Lohia as a Whole-time Director based on his present job responsibilities and size of the Company</p>
7.	<p>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any</p> <p>Except in the proposed capacity of Whole-time Director and also as a promoter shareholder of the Company, Ms. Ruchira Lohia enjoys no other pecuniary relationship with the Company. Shri Prakash Lohia, Chairman & Managing Director, Shri Prasan Lohia, Shri Bikash Lohia, Shri Deepak Lohia, Shri Madhusudan Lohia Whole-time Directors are her relatives who are indirectly related to her and are considered to be interested or concerned in the resolution to the extent of their relationship with her. However, Shri Anil Jajoo Whole-time Director, Shri Nripen Kumar Dugar, Whole-time Director, Shri Sachin Selot, Chief Financial Officer and Shri Bala Ji, Company Secretary also falling under the category of KMP and Shri K T Prasad, Non Executive Director, Shri Bama Prasad Mukhopadhyay and Shri Prabal Kumar Sarkar, Independent Directors, are not interested or concerned in the resolution in any way.</p>

OTHER INFORMATION

1	Reasons for loss or inadequate profits	The Company has not incurred any loss
2	Steps taken or proposed to be taken for improvement	The Management continues in its endeavor to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
3	Expected increase in productivity and profits in measurable terms	The Management continues in its endeavor to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
3	Expected increase in productivity and profits in measurable terms	The Directors feel that the present rate of growth of performance would be sustained, and can be improved in the years to come

DISCLOSURES

Information on the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the Annual Report: Not applicable.

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the appointment of Ms. Ruchira Lohia as Whole-time Director with effect from 1st April, 2026 for a period of three years and proposed remuneration and terms and conditions of her service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Ordinary Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Schedule V, her appointment requires approval of the shareholders by way of Special Resolution (as specified in Item No. 4). The terms of remuneration specified in the said Special Resolution and also described fully in the draft service agreement of Ms. Ruchira Lohia as Whole-time Director was placed before the meeting of Board of Directors held on 30th June, 2025, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Ms. Ruchira Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Ms. Ruchira Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Save and except Ms. Ruchira Lohia, Whole-time Director and Key Managerial Personnel (KMP) and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The above item of ordinary business to be transacted at this meeting of the Company does not relate to or affect any other Company.

ITEM NO.5: TO APPOINT A DIRECTOR IN PLACE OF SHRI PRAKASH LOHIA (DIN: 0006327), CHAIRMAN & MANAGING DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Shri Prakash Lohia has been a Director of the Company since 1976 and had held the post of Managing Director of the Company from 1995 and Chairman of the Company from 2024 with subsequent re-appointments to the said post and his present term expires on 28th February, 2026. He looks after the functioning of the Company which includes his involvement in the green field particle board project at Halol in Dist. Panchmahal in the state of Gujarat. Shri Prakash Lohia gives a close attention in the progress of the project and involvement into the project.

During his leadership, the Company has adopted very sound management practices in which he has taken up the supervision of all verticals of the business. Apart from that he also monitors the Corporate Social Responsibility activities being done by the Company. He has been continuously contributing towards the growth and success of the Company.

Considering his vast experience in overall Business Administration, strategy formulation and valuable contribution towards the development of this Company, the Board recommends that it would be in the interest of your Company to re-appoint Shri Prakash Lohia as Chairman & Managing Director of the Company for a further period of three years with effect from 1st day of March, 2026. To effect his appointment, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution appointing Shri Prakash Lohia as Chairman & Managing Director is placed before the shareholders for approval.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

1	Background details	Shri Prakash Lohia has been a Director of the Company since 1976 and had held the post of Managing Director of the Company from 1995 and Chairman of the Company from 2024 .He looks after the functioning of the Company which includes his involvement in the green field particle board project at Halol in Dist. Panchmahal in the state of Gujarat. Shri Prakash Lohia gives a close attention in the progress of the project and involvement into the project
2	Past Remuneration	₹ 22,20,150/- per month along with remuneration details as provided in the resolution above.
3	Job Profile and his suitability	Shri Prakash Lohia looks after the functioning of the Company which includes his involvement in the green field particle board project at Halol in Dist. Panchmahal in the state of Gujarat. Shri Prakash Lohia gives a close attention in the progress of the project and involvement into the project. During his leadership, the Company has adopted very sound management practices in which he has taken up the supervision of all verticals of the business. Apart from that he also monitors the Corporate Social Responsibility activities being done by the Company. He has been continuously contributing towards the growth and success of the Company

4.	Recognition or awards	N.A.
5	Remuneration proposed	<p>Salary: ₹ 23,53,400/- per month for the period from 01st March 2026 to 31st March 2026 and the Scale with effect from 01st April 2026 and ending on 31st March 2028 ₹ 23,53,400-2,35,300-2,58,900-28,47,600 with the increment falling due on 1st April 2027 and 1st April 2028.</p> <p>Perquisites: Perquisites (valuation as per Income Tax Rules, wherever applicable and at actual cost to the Company in other cases) will include the Company's accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, repairs, servants' salaries, society charges and property tax, club fees (for self only). The total value of the perquisites (evaluated in terms of cost/Income Tax Rules as applicable) as per the rules of the Company or as may be agreed to by the Board of Directors and Shri Prakash Lohia, shall not exceed ₹ 1,00,000/- per financial year. The perquisites amounting to Rs 1,00,000/- (₹ One Lac only) as per the current service agreement shall not include, prospectively, any sum for medical facility including medical reimbursement and medical insurance premium for self for the purpose of availment of the said perquisites. Benefits of encashment of leave at the end of the tenure, use of Company car with driver on official duty, telephone including internet facilities for official purposes, Company's contribution to provident fund (812% of the salary or at the rate as per statutory changes) and gratuity as provided by the Company shall not be included in the computation of perquisites as per provisions in Schedule V to the Act.</p> <p>Additional Benefits: The additional benefits by way of provision of medical facility (including reimbursement of medical expenses, mediclaim premium, travel expenses with one attendant, if required, in connection with the availment of medical treatment and other incidental expenses) on actual basis, for self, mother, spouse and children to Shri Prakash Lohia, for treatment in India and abroad, subject to the ceiling limit of annual salary on the basis of average salary of three years as per the current service agreement, whether earned or not, in addition to his existing remuneration.</p> <p>The said medical facility be and is hereby made admissible during the currency of the service agreement of Shri Bikash Lohia and the value of the unutilized portion, if any, of the aforesaid limit at the time of expiry of the current service agreement and medical expenditure incurred after the expiry of the service agreement be and are hereby made inadmissible for availment.</p> <p>Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force.</p>
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 30 th June, 2025, the Committee recommended fixing the remuneration of Shri Prakash Lohia as a Chairman & Managing Director based on his present job responsibilities and size of the Company.
7	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Except in the proposed capacity of Chairman & Managing Director and also as a promoter shareholder of the Company, Shri Prakash Lohia enjoys no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution along with his son Shri Madhusudan Lohia, Whole-time Director and one of the KMP. Other KMP i.e., Shri Prasan Lohia, Miss Ruchira Lohia, Shri Manoj Lohia, Shri Deepak Lohia and Shri Bikash Lohia, Whole-time Directors are his relatives who are indirectly related to him and are considered to be interested or concerned in the resolution to the extent of their relationship with him. However, Shri Anil Jajoo Whole-time Director, Shri Nripen Kumar Dugar, Whole-time Director, Shri Sachin Selot, Chief Financial Officer and Shri Bala Ji, Company Secretary also falling under the category of KMP and Shri K T Prasad, Non-Executive Director, Shri Bama Prasad Mukhopadhyay and Shri Prabal Kumar Sarkar, Independent Directors, are not interested or concerned in the resolution in any way.

OTHER INFORMATION

1	Reasons for loss or inadequate profits	The Company has not incurred any loss.
2	Steps taken or proposed to be taken for improvement	The Management continues in its endeavor to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
3	Expected increase in productivity and profits in measurable terms	The Directors feel that the present rate of growth of performance would be sustained, and can be improved in the years to come.

DISCLOSURES

Information on the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the Annual Report: Not applicable

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the appointment of Shri Prakash Lohia as a Chairman & Managing Director with effect from 1st March, 2026 for a period of three years and proposed remuneration, terms and conditions of his service and continuation of Mr. Prakash Lohia as Chairman & Managing director on attaining 70 years of age, be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Section II of Part II of Schedule V requires approval of the shareholders by way of Special Resolution (as specified in Item No. 5). The terms of remuneration specified in the said Special Resolution and also described fully in the draft service agreement of Shri Prakash Lohia as Chairman & Managing Director was placed before the meeting of Board of Directors held on 30th June, 2025 for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Prakash Lohia pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Shri Prakash Lohia and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Save and except Shri Prakash Lohia, Chairman and Managing Director and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

The above item of ordinary business to be transacted at this meeting of the company does not relate to or affect any other company.

SPECIAL BUSINESS:

RELATING TO ITEM NO. 6: TO RE-APPOINT SHRI PRABAL KUMAR SARKAR (DIN: 03124712) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF FIVE YEARS - SPECIAL RESOLUTION

Shri Prabal Kumar Sarkar (DIN: 03124712) was appointed as a Non-Executive Independent Director of the Company by the members by way of Postal Ballot on 28th December 2020 for a period of five (5) consecutive years commencing from 1st December 2020 till the conclusion of the 60th Annual General Meeting in the calendar year 2025. Therefore, his first tenure as an Independent Director would be expiring at the ensuing AGM. In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of a Company but shall be eligible for re-appointment for a further period upto five (5) years on passing of a special resolution by the Company.

Nomination & Remuneration Committee of the Board of Directors at its meeting held on 30th June, 2025, on the basis of performance evaluation has recommended the re-appointment of Shri Prabal Kumar Sarkar (DIN: 03124712), as a Non-Executive Independent Director for the second term of five consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Shri Prabal Kumar Sarkar and as per the recommendation of Nomination & Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Shri Prabal Kumar Sarkar would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board of Directors has recommended obtaining the approval of members of the Company on the reappointment of Shri Prabal Kumar Sarkar as a Non-Executive Independent Director for the second term with effect from the conclusion of the 60th Annual General Meeting (AGM) in the calendar year 2025 till the conclusion of the 65th AGM in the calendar year 2030

Therefore, it is hereby proposed to re-appoint Shri Prabal Kumar Sarkar as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years on the Board of the Company with effect from the conclusion of the 60th Annual General Meeting (AGM) till the conclusion of the 65th AGM in the calendar year 2030, by passing the Resolution as set out in the item no. 6 of the notice, by way of special resolution.

The Company has received the declaration from Shri Prabal Kumar Sarkar that he meets the criteria of independence as prescribed under the Companies Act, 2013. In the opinion of the Board, Shri Prabal Kumar Sarkar fulfills the conditions specified in the Companies Act, 2013, the Rules thereunder for re-appointment as an Independent Director and he is independent of the management of the Company.

Shri Prabal Kumar Sarkar will be eligible for a sitting fee, as fixed by the Board of Directors subject to the limit as prescribed under Companies Act, 2013 for attending the meetings of the Board and its Committees. He will also be eligible for Commission on net profit of the Company, as may be determined by the Board of Directors in each year within over all ceiling limits as may be fixed by the member's time to time. Shri Prabal Kumar Sarkar is interested in the resolutions set out in Item No. 6 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, to the extent of their shareholding interest, if any, in the Company are, in any way, concerned or interested, financially or otherwise, in the resolutions.

RELATING TO ITEM NO. 7: TO RE-APPOINT SHRI ANIL JAJOO (DIN: 00063284) AS WHOLE-TIME DIRECTOR OF THE COMPANY OF THE COMPANY FOR A FURTHER PERIOD OF THREE YEARS - SPECIAL RESOLUTION

The Board of Directors on recommendation of the Nomination and Remuneration Committee decided to recommend to the shareholders of the Company to approve the re-appointment of Shri Anil Jajoo as a Whole-Time Director of the Company for a further period of three years with effect from 23rd February 2026.

Shri Anil Jajoo possesses requisite qualifications to be appointed in such capacity and fulfills all the requirements as stipulated in the Companies Act, 2013. Considering his experience in overall Business Administration and his valuable contribution for more than 2 decades in the business administration of the Company and its former subsidiary, the Board, based on the recommendation of Nomination & Remuneration Committee, recommends the re-appointment of Shri Anil Jajoo as a Whole-Time Director in the Company with effect from 23rd February 2026. To effect his appointment, a special resolution is required to be passed by the shareholders of the Company at this meeting and accordingly the resolution appointing Shri Anil Jajoo as Whole-Time Director is placed before the shareholders for approval.

INFORMATION ABOUT THE WHOLE-TIME DIRECTOR

1.	Background details	Shri Anil Jajoo has been associated with the company since 2000 and has been serving as Director in Merino Panel Products Ltd. for a period of 17 years i.e., from 01 st January 2004 to 28 th February 2021 and presently he is a Director in KBGB Agritech Private Limited (Earlier known as Kasturi Bai Gopi Babu Cold Storage Pvt. Ltd.) since 14 th August 1997. He has joined as Director both in Merino Consulting Services Limited and Merino Properties Private Limited on 15 th February 2021.
2.	Past Remuneration	₹ 45,06,108/- (Rupees Forty-Five Lakhs Six Thousand One Hundred and Eight only) per annum (consolidated) upto financial year 2022-23 and further revisions as per policy of the company. He shall further be authorised to avail medical facilities benefits and other benefits as per policy of the company.
3.	Recognition or awards	N.A.
4.	Job Profile and his suitability	Experience in overall Business Administration and valuable contribution for more than 2 decades in the business administration of the Company and its former subsidiary. The Board, based on the recommendation of Nomination & Remuneration Committee, recommends the re-appointment of Shri Anil Jajoo as a Whole-Time Director in the Company with effect from 23 rd February 2026.
5.	Salary	₹ 57,53,276/- per annum (consolidated) upto financial year 2025-26 and further revisions as per policy of the company. He shall further be authorized to avail medical facilities benefits and other benefits as per policy of the company.
6.	Minimum Remuneration	In the event of loss or inadequacy of profits in any financial during the currency of tenure of service, the payment of remuneration shall be governed by Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof as may for the time being in force."
7.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Even broad benchmarking of remuneration profile in an industry absolutely comparable in terms of size, complexity of operations and profile of the Whole-time Director would not be appropriate. However, at a meeting of the Nomination and Remuneration Committee held on 30 th June, 2025, the Committee recommended fixing the remuneration of Shri Anil Jajoo as a Whole-time Director based on his present job responsibilities and size of the Company.
8.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except in the capacity of Whole-time Director and also as a shareholder of the Company, Shri Anil Jajoo has no other pecuniary relationship with the Company. He is directly concerned or interested in this resolution with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, to the extent of their shareholding interest, if any, in the Company are, in any way, concerned or interested, financially or otherwise, in the resolutions.

OTHER INFORMATION

1	Reasons for loss or inadequate profits	The Company has not incurred any loss.
2	Steps taken or proposed to be taken for improvement	The Management continues in its endeavor to optimize resources, make value additions, increase revenue and curtail wastage. The management is optimistic that in the future years your Company would witness improved performance and profitability.
3	Expected increase in productivity and profits in measurable terms	The Directors feel that the present rate of growth of performance would be sustained and can be improved in the years to come.

DISCLOSURES

Information on the remuneration package to the shareholders of the Company: This information has been detailed in the notice and explanatory statement attached to the respective resolution.

Disclosures mentioned in the Board of Directors' Report under the heading 'Corporate Governance', if any, attached to the Annual Report: Not applicable

As per recommendations of the Nomination and Remuneration Committee, the Board of Directors had considered the appointment of Shri Anil Jajoo as Whole-time Director with effect from 23rd February, 2026 for a period of three years and proposed remuneration and terms and conditions of his service be approved by the shareholders in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force). Schedule V stipulates obtaining approval of shareholders through Special Resolution for the appointment of managerial personnel and to fix their remuneration. In accordance with the provisions of Schedule V, his appointment requires approval of the shareholders by way of Special Resolution (as specified in Item No. 7). The terms of remuneration specified in the said Special Resolution and also described fully in the draft service agreement of Shri Anil Jajoo as Whole-time Director was placed before the meeting of Board of Directors held on 30th June, 2025, for their approval.

Your directors recommend the approval of the resolution, which may also be treated as an abstract of the draft agreement between the Company and Shri Anil Jajoo pursuant to Section 190 of the Companies Act, 2013. The draft agreement entered into by the Company with Shri Anil Jajoo and all other relevant documents are available for inspection at the registered office of the Company on all working days starting from the date of notice of this meeting upto the date of the Annual General Meeting, between business hours, without payment of any fee.

Save and except Shri Anil Jajoo, Whole-time Director and Key Managerial Personnel (KMP) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / KMP of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 of the Notice.

The above item of special business to be transacted at this meeting of the company does not relate to or affect any other company.

RELATING TO ITEM NO. 8: TO RE-APPOINT SHRI TITU PRASAD KOORETTI AS ADDITIONAL DIRECTOR OF THE COMPANY - ORDINARY RESOLUTION

The members were informed that the term of Shri Kooretti Titu Prasad (DIN: 02539556), Non-executive Director of the company would expire on 16th August, 2025.

The Board of Directors on recommendation of the Nomination and Remuneration Committee decided to recommend to the shareholders of the Company to approve the re-appointment of Shri Kooretti Titu Prasad as a Non-Executive Director of the Company with effect from 17th August, 2025 by regularizing his re-appointment. As required by Section 160 of the Act, a notice had been received from a member signifying his intention to propose his candidature for the office of Director. The Board considers it desirable that the Company should continue to avail itself of his services.

Shri Kooretti Titu Prasad is an eminent HR Professional with over 38 years' experience in ITC Limited – one of India's foremost private sector companies with a market capitalization of over US \$ 6 billion. An associate of BAT, UK, ITC enjoys market leadership in diverse businesses like FMCG, Paper & Packaging, Paperboards, Hotels & Tourism, Information Technology and Agricultural Exports. With these diverse expertise and portfolios being handled by him. The Board believes that his association with the company shall bring more efficiency in utilisation of the manpower potential of the organizations in more effective and efficient manner.

The Board, based on the recommendation of Nomination & Remuneration Committee, considers that, given his background and experience, of Shri Kooretti Titu Prasad (DIN: 02539556) would be beneficial to the Company, and it is desirable to avail his services as Director of the Company. Accordingly, the Board of Directors has recommended, obtaining the approval of members of the Company on the appointment of Shri Kooretti Titu Prasad (DIN: 02539556) as a Non-Executive Director with effect from 17th of August 2025.

Therefore, it is hereby proposed to appoint of Shri Kooretti Titu Prasad (DIN: 02539556) as a Non-Executive Director of the Company with effect from 17th of August 2025 by passing the Resolution as set out in the item no. 8 of the notice, by way of Ordinary Resolution.

Shri Kooretti Titu Prasad (DIN: 02539556) is interested in the resolutions set out in Item No. 8 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, to the extent of their shareholding interest, if any, in the Company are, in any way, concerned or interested, financially or otherwise, in the resolutions.

RELATING TO ITEM NO. 9: TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR FOR FY 2025-26 – ORDINARY RESOLUTION

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Chandra Wadhwa & Co., Cost Accountants (FRN: 000239) to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of ₹ 1.75 Lakhs/- plus out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be determined by the shareholders of the Company. Accordingly, your consent is sought for passing an Ordinary Resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 9 of the Notice.

Brief particulars of Directors proposed to be Directors proposed to be appointed / re-appointed:

Name	Shri Prasan Lohia
Age	57 years
Qualification	AB (Econ.) USA, BS (Elect. Engg.) USA, MBA (USA)
Specialized Expertise	Corporate Office Administration, Supervision of Export-Import Documentation, Foreign Exchange Risk Management and Domestic Sales and Marketing of Eastern Region. Shri Prasan Lohia has about 30 years' experience and has contributed immensely towards the growth and success of the group in general.
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto
Date of first appointment on the Board	01/10/2004
Number of shares held in Company	208005 Equity Shares (1.86% of the paid-up share capital of the company)
Directorship in other companies	Merino Properties Private Limited
Relationship with other Directors	Son of Shri Rup Chand Lohia, Executive Chairman, Brother of Shri Manoj Lohia, Whole-time Director and not related to any other Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	04 (Four)
Membership/ Chairmanship of Committees of other Boards	NIL

Name	Miss Ruchira Lohia
Age	57 Years
Qualification	B.A., M.E.P (IIM-Ahmedabad)
Specialized Expertise	Public Relations and Overseeing Export and Import functions and marketing of food products. Miss Lohia has about around 28 years experience and has contributed immensely towards the growth and success of the Company.
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto
Date of first appointment on the Board	01/04/2000
Number of shares held in Company	732145 Equity Shares (6.55% of the paid-up share capital of the company)
Directorship in other companies	<ul style="list-style-type: none"> Merino Properties Private Limited Premchand Lohia Agro Limited
Relationship with other Directors	Not related to any other Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	01 (One)
Membership/ Chairmanship of Committees of other Boards	NIL

Name	Shri Prakash Lohia
Age	70 Years
Qualification	B. Tech. (Chem) – IIT Delhi M.E.P (IIM-Ahmedabad)
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto
Date of first appointment on the Board	14/07/1976
Specialized Expertise	Vast experience in Laminates industry. Shri Prakash Lohia, is aged about 70 years and has been a Director of the Company since 1976 and had held the post of a Managing Director of the Company from 1995. He has about 46 years' experience and has contributed immensely towards the growth and success of the group in general.
Number of shares held in Company	473161 Equity Shares (4.23% of the paid-up share capital of the company)
Directorship in other companies	Merino Properties Private Limited
Relationship with other Directors	Father of Shri Madhusudan Lohia, Whole-time Director and not related to any other Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	04 (Four)
Membership/ Chairmanship of Committees of other Boards	Nil

Name	Shri Prabal Kumar Sarkar
Age	58 years
Qualification	Graduation from St. Xavier's College, Kolkata and completed Chartered Accountancy from the Institute of Chartered Accountants of India, New Delhi
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto
Date of first appointment on the Board	01/12/2020
Specialized Expertise	Vast experience in various industries which includes consumer products like cement, paints, tyres, tea etc.; utilities like electricity generation, power supply, solar power generation and coal mining; industrial products like petrochemicals, yeast; infrastructure etc. He has an experience as a partner of Price Waterhouse and Lovelock & Lewes.
Number of shares held in Company	NIL
Directorship in other companies	DIC India Limited
Relationship with other Directors	Not related to any Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	04 (Four)
Membership/ Chairmanship of Committees of other Boards	<ul style="list-style-type: none"> • Chairperson – Audit Committee of DIC India Limited • Member- Nomination & Remuneration Committee of DIC Limited • Member- Risk Management Committee of DIC Limited



Name	Shri Anil Jajoo
Age	58 years
Qualification	Senior Secondary
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto
Date of first appointment on the Board	23/02/2023
Specialized Expertise	Business Administration of the company. Shri Anil Jajoo has been associated with the company for more than 2 decades.
Number of shares held in Company	10 Equity Shares (0.00 % of the paid-up share capital of the company)
Directorship in other companies	<ul style="list-style-type: none">• Merino Consulting Services Limited• Merino Properties Private Limited• KBGB Agritech Private Limited
Relationship with other Directors	Not related to any Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	04 (Four)
Membership/ Chairmanship of Committees of other Boards	NIL

Name	Shri Kooretti Titu Prasad
Age	67 Years
Qualification	Masters in Personal Management Industrial Relations and Labor Welfare
Terms & Conditions of appointment/ re-appointment	As per Explanatory Statement attached to the AGM Notice
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per AGM Notice and Explanatory Statement attached thereto
Date of first appointment on the Board	17/08/2022
Specialized Expertise	An eminent HR Professional with over 38 years' experience in ITC Limited
Number of shares held in Company	Nil
Directorship in other companies	Srinivasa Resorts Limited
Relationship with other Directors	Not related to any other Director / Key Managerial Personnel as per Companies Act, 2013.
The number of Meetings of the Board attended during the year	04 (Four)
Membership/ Chairmanship of Committees of other Boards	<ul style="list-style-type: none">• Member – Audit Committee of Srinivasa Resorts Limited• Member- Nomination & Remuneration Committee of Srinivasa Resorts Limited

By Order of the Board of Directors of Merino Industries Limited

Date: 30.06.2025
Place: New Delhi

Bala Ji
Company Secretary
M.no. F9919

[illegible]

Notes

[illegible]

Merino Industries Limited

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