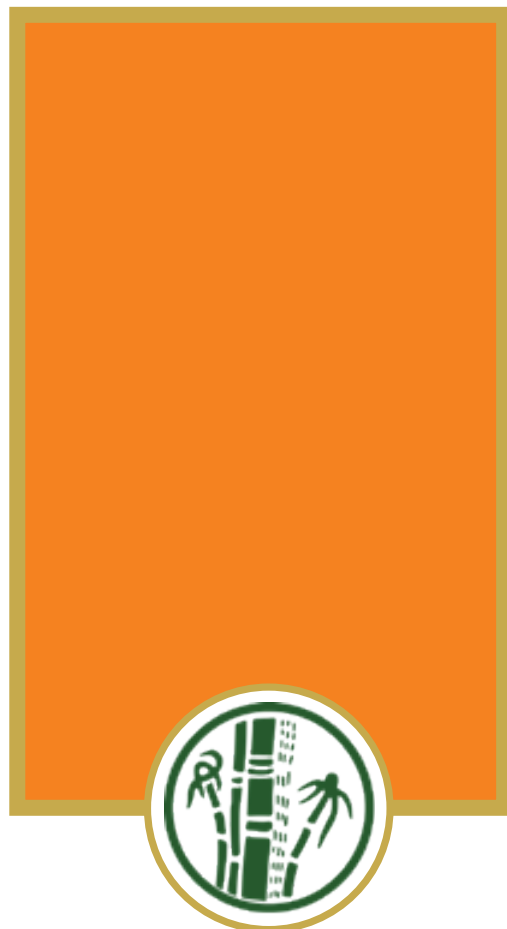


# ANNUAL REPORT 2024-25



Sir Shadi Lal  
Enterprises Ltd.

# Sir Shadi Lal Enterprises Limited

## **BOARD OF DIRECTORS**

Mr Tarun Sawhney - Chairman & Managing Director (DIN-00382878)

Mr Vivek Viswanathan - Non Executive Nominee Director (DIN-00141053)

Mr Sudipto Sarkar - Non Executive Independent Director (DIN-00048279)

Mr Jitendra Kumar Dadoo - Non Executive Independent Director (DIN-02481702)

Ms Ratna Dharashree Vishwanathan - Non Executive Independent Director (DIN-07278291)

## **CHIEF FINANCIAL OFFICER**

Mr Raj Kumar Goel

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr Rakesh Kumar Yadav

## **AUDITORS**

M/s Basant Ram & Sons, Chartered Accountants

A-18, Murli Marg, Nizamuddin East,

New Delhi-110013

## **REGISTERED OFFICE**

Plot No. 44, Block-A, Phase-II Extension

Hosiery Complex, Noida

Uttar Pradesh-201305

CIN: L51909UP1933PLC146675

## **MANUFACTURING UNITS**

Upper Doab Sugar Mills,

Shamli, Uttar Pradesh-247776

Shamli Distillery & Chemical Works,

Shamli, Uttar Pradesh-247776

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# Directors' Report

Your Directors have pleasure in presenting the 91<sup>st</sup> Annual Report and audited financial statements for the Financial Year (FY) ended March 31, 2025.

## FINANCIAL HIGHLIGHTS

(₹ in lakh)

Particulars	Standalone	
	2024-25	2023-24
a) Revenue from operations	26,834.09	46,215.43
b) <b>Operating Profit (EBITDA)</b>	<b>331.35</b>	<b>513.75</b>
c) Finance cost	1,159.12	433.96
d) Depreciation and Amortisation	1,026.56	998.46
e) <b>Profit (Loss) before tax</b>	<b>(1,854.33)</b>	<b>(918.67)</b>
f) Tax Expenses	2,605.68	-
g) <b>Profit (Loss) after Tax</b>	<b>(4,460.01)</b>	<b>(918.67)</b>
h) Other comprehensive income (net of tax)	(66.95)	43.32
i) <b>Total comprehensive income</b>	<b>(4,526.96)</b>	<b>(875.35)</b>
j) Earnings per equity share of ₹ 10/- each (in ₹)	(84.95)	(17.50)
k) Retained Earnings brought forward	(16,995.26)	(16,119.91)
l) Retained earnings carried forward	(21,522.22)	(16,995.26)

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which these financial statements relate and the date of this report.

## FINANCIAL RESULTS -

During the year, the Company achieved 42% lower turnover at ₹ 268.34 crore. The lower turnover is due to the fact that the distillery plant was not operated during the 2024-25 season as it required extensive repairs and also the sales volume of sugar was lower by 41%. There were minimal opening sugar stocks as on April 1, 2024 to be sold in FY 25 as the production of Season 2023-24 was substantially sold in FY 24.

Loss before Tax was at ₹ 18.54 crore as against ₹ 9.19 crore in the previous year. The increase in loss is mainly attributed to higher finance cost by ₹ 7.25 crore in view of debts availed to clear the cane and other overdues, carry out necessary repairs of the plant and to meet the working capital requirements. Further, lower sales volume of sugar and Distillery also contributed to decline in profitability.

Tax charged during the year is ₹ 26.06 crore which is due to reversal of ₹ 30.70 crore in respect of derecognition of tax benefits associated with certain lapsed accumulated tax losses pertaining to earlier years. Accordingly, loss after tax is at ₹ 44.60 crore as against ₹ 9.19 crore in the previous year.

## TRANSFER TO RESERVES

In view of losses, your Board of Directors do not propose to transfer any amount to general reserves.

## SHARE CAPITAL

During the year under review, there was no change in share capital of the Company.

## DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

In view of the current year's loss and carried-forward losses, the Company does not have any distributable profits available for payment of dividend to equity shareholders. The Directors have therefore, not recommended payment of any dividend for the year ended March 31, 2025. Dividend Distribution Policy of the Company has been hosted on the website of the Company i.e. <https://www.sirshadilal.com/assets/files/Policies/DIVIDEND-DISTRIBUTION-POLICY.pdf>

## CHANGE IN MANAGEMENT AND CONTROL OF THE COMPANY

Triveni Engineering & Industries Ltd. (TEIL) has acquired 61.77% equity shares of the Company from the erstwhile promoters and consequently, the Company has become a subsidiary of TEIL (Holding Company) w.e.f. June 20, 2024.

## COMPOSITE SCHEME OF ARRANGEMENT

During the year under review, the Board of Directors of the Company have, subject to necessary approvals, considered and approved a Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ('TEIL'), Sir Shadi Lal Enterprises Limited ('SSEL') and Triveni Power Transmission Limited ('TPTL') and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (the "Scheme") for amalgamation of SSEL into TEIL and demerger of Power Transmission Business ('PTB') of TEIL into TPTL. The approval/no-objection of Stock Exchanges to the Scheme on the application filed by the Company is awaited.

## COMPANY OPERATIONS -

At the time of taking over control of the Company by TEIL, the Company was facing numerous challenges, financial, management as well as technical, which were constraining the Company to perform at optimal levels. The Holding Company immediately took over the operations of the Company and inducted resources to provide management, technical and administrative support. Consequently, within a short time available, the sugar plant was repaired to operate in the forthcoming sugar season. Further, there were substantial cane, employees and other dues which were leading to agitation by the farmers and protest from the employees. With the help of the Holding Company, a proper financial plan was prepared to discharge the overdues in a progressive and orderly manner. The funds were infused by the holding Company directly as well as through other lenders on the support of its Comfort Letter. We are pleased to inform that the Company has already discharged around 70% of its old cane dues and is almost up to date with the current cane dues of the just concluded sugar season 2024-25.

The operational details of the sugar season 2024-25 duly compared with the previous season is as under:

Particulars	2024-25	2023-24
i) Gross Working days	159	146
ii) Cane crushed (lakh/qlts.)	85.84	74.66
iii) Average cane crush (quintals/day)	53,987	51,138
1v) Steam Consumption (% cane)	48.76	51.63
v) Gross Sugar recovery (% cane)	10.80	11.07
vi) Net Sugar recovery(% cane)	10.12	11.07
vii) Downtime (%)	7.57	9.36
ix) Sugar production (lakh/qlts.)	8.69	8.27

The recovery trends in the Western UP, where Company's sugar plant is situated, were generally lower in Sugar Season 2024-25 due to climate related reasons and under performance of a dominant sugarcane variety, which is in the process of being

substituted by new varieties. The Company will be focusing on cane development activities and improvement in productivity and efficiency of the sugar plant and expects much improved performance in the next season.

The Company did not operate its Distillery in the Season 2024-25 as it required extensive repairs for uninterrupted operations which were not feasible during the short period available after change of control. It would be the endeavor of the Company to increase crush for higher production of captive molasses to improve the availability of feedstock for the distillery operations.

## CREDIT RATING

CARE Ratings Ltd. has assigned Rating of 'A+' (Rating Watch with Positive Implications) for long term bank facilities and rating of 'A1+' for short-term bank facilities. The aforesaid rating has been obtained in view of various Comfort Letters provided by the Holding Company in favour of lenders for banking facilities being availed by the Company.

## SUBSIDIARY AND ASSOCIATE/JOINT VENTURE COMPANIES

The Company does not have any subsidiary, joint venture or associate Company.

## DIRECTORS RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## CORPORATE GOVERNANCE

In accordance with the Listing Regulations, a separate report on Corporate Governance is given in **Annexure-A** along with the Certificate on its compliance in **Annexure-B** to the Board's Report. The Certificate does not contain any qualification, reservation and adverse remark, except an observation which is self-explanatory.

## RELATED PARTY CONTRACTS/ TRANSACTIONS

In accordance with the relevant provisions of the Companies Act, 2013 and the Listing Regulations, the Company has formulated a Related Party Transaction Policy, which has been uploaded on its website at [https://www.sirshadil.com/assets/files/Policies/Related\\_Party\\_Transaction\\_Policy\\_455bdd9cf5.pdf](https://www.sirshadil.com/assets/files/Policies/Related_Party_Transaction_Policy_455bdd9cf5.pdf). It is the endeavor of the Company to enter into related party transaction on commercial and arm's length basis with a view to optimize the overall resources of the group.

All transactions entered into with related parties during the year were in the ordinary course of business of the Company and at arms' length basis. During the year under review, prior approval of the members was accorded by way of an ordinary resolution passed at the 90<sup>th</sup> AGM of the Company held on September 13, 2024 for entering into certain related party transactions with Triveni Engineering & Industries Limited, Holding Company and a related party, up to an aggregate amount of ₹ 733.40 crore during FY 25, which exceeds the applicable threshold limits specified under the Listing Regulations and Act. The details of material related party transactions as required under provisions of section 134(3)(h) of the Act read with rule 8 of the Companies (Accounts) Rules, 2014 are provided in the prescribed format AOC-2 as **Annexure-C** to the Board's Report.

## RISK MANAGEMENT POLICY AND INTERNAL FINANCIAL CONTROL

The Board of Directors of the Company have formed a Risk Management Committee to assess the risks relating to the businesses of the Company and the mitigation plans/measures thereof. The risk management committee will study the risks/threats/concerns both in short term and long term and take adequate steps periodically to protect the interest of the various stakeholders, especially with reference to risks which may threaten the existence of the Company.

Implementation of the Enterprises Risk Management Framework & Policy that has been aligned with the regulatory requirements is being monitored and adhered to.

The Company has over the years evolved effective systems and procedures to ensure internal financial controls in all its establishments and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. An effective communication/reporting system operates between the Unit and Corporate Office to keep various establishments abreast of regulatory changes and ensure compliances.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the year under review, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, approved:

- (a) Appointment of Mr Tarun Sawhney (DIN: 00382878) initially as an Additional Director with effect from June 20, 2024 and subsequently as Managing Director of the Company (designated as Chairman & Managing Director) for a period of five years with effect from July 31, 2024 without remuneration, which was approved by the shareholders at the 90<sup>th</sup> AGM held on September 13, 2024.
- (b) Appointment of Mr Sudipto Sarkar (DIN: 00048279) and Mr Jitendra Kumar Dadoo (DIN: 02481702) as an Independent Directors on the Board of Directors of the Company for a term of five (5) consecutive years with effect from June 20, 2024, which was approved by the shareholders at the 90<sup>th</sup> AGM held on September 13, 2024.
- (c) Re-designation of Mr Vivek Viswanathan (DIN:00141053) from Joint Managing Director to Non-Executive Non-Independent Director with effect from June 20, 2024, which was approved by the shareholders at the 90<sup>th</sup> AGM held on September 13, 2024.
- (d) Appointment of Ms Ratna Dharashree Vishwanathan (DIN:07278291) as an Independent Director on the Board of Directors of the Company for a term of two (2) consecutive years with effect from September 18, 2024, which was approved by the shareholders through postal ballot on October 19, 2024.

- (e) Appointment of KMPs in accordance with the relevant provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 namely, Mr Tarun Sawhney as Managing Director with effect from July 31, 2024, Mr Anil Kumar Tyagi as CEO and Mr Raj Kumar Goel as CFO with effect from August 1, 2024, Mr Rakesh Kumar Yadav as Company Secretary and Compliance Officer of the Company with effect from July 21, 2025.

In the opinion of the Board, Mr Sarkar, Mr Dadoo and Ms Vishwanathan, Independent Directors of the Company are persons of integrity and possess relevant expertise, experience and knowledge.

During the year under review, Mr Rajat Lal, Managing Director (DIN: 00112489), Mr Rahul Lal, Joint Managing Director (DIN: 06575738), Mr Udit Pat Singhania (DIN:07984594), Mr Ravi Malhotra, (DIN: 08811471) Mr Tanmay Sharma, (DIN: 08811485), all Independent Directors, Mrs. Radhika Viswanathan Hoon (DIN: 06436444) and Mr Neeraj Gupta (DIN: 00317395), both Non-Executive Directors resigned from the Board of Directors of the Company with effect from June 20, 2024. Mr Singhania and Mr Sharma resigned due to personal reasons, whereas rest of the Directors resigned due to change in management and control of the Company. Mr Vivek Viswanathan (DIN: 00141053) stepped down from the position of Joint Managing Director of the Company with effect from June 20, 2024 due to personal reasons.

The service of Mr Gajendra Kumar Sharma as Chief Financial Officer of the Company was terminated on July 21, 2024 in accordance with the terms of the contract. Mr Anil Kumar Tyagi resigned as CEO w.e.f. September 25, 2024.

Mr Ajay Kumar Jain resigned as the Company Secretary and Compliance Officer of the Company w.e.f June 30, 2025 to pursue career opportunities outside the organization. The Board extends its appreciation for the valuable contribution made by Mr Jain during his long association with the Company as the Company Secretary and Compliance Officer.

Mr Rajat Lal, Mr Rahul Lal, Mr Vivek Viswanathan, Mr Anil Kumar Tyagi, Mr Gajendra Kumar Sharma and Mr Ajay Kumar Jain also ceased to be key managerial personnel of the Company.

As per the provisions of the Companies Act, 2013 ('Act'), Mr Tarun Sawhney (DIN:00382878), Chairman & Managing Director will retire by rotation at the ensuing Annual General Meeting ('AGM') of the Company and, being eligible, seeks re-appointment. The Board has recommended his re-appointment.

All the Independent Directors of the Company have submitted the requisite declarations stating that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Board reviewed and assessed the veracity of the aforesaid declarations, as required under Regulation 25(9) of the Listing Regulations and taken the same on record. In the opinion of the Board, all the Independent Directors fulfil the said conditions as mentioned in Section 149(6) of the Act and the Listing Regulations and are independent of the Management.

As required under the provisions of Section 203 of the Companies Act, 2013, the key managerial personnel, namely, Mr Tarun Sawhney, Chairman & Managing Director, Mr Raj Kumar Goel, CFO, and Mr Rakesh Kumar Yadav, Company Secretary, hold their respective offices as on the date of this report.

## BOARD EVALUATION MECHANISM

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, that of individual directors as well as evaluation of its committees. The evaluation criteria, as defined in the Nomination and Remuneration Policy of the Company, covered various aspects of the Board, such as composition, performance of specific duties, obligations and governance.

The performance of individual directors was evaluated on parameters such as: attendance at the meetings; contributions made in the discussions; contribution towards formulation of the growth strategy of the Company; commitment; independence of judgement; safeguarding the interests of the Company and minority shareholders; additional time devoted besides attending Board/Committee meetings. The directors have expressed their satisfaction with the evaluation process.

## POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 and the Listing Regulations, adopted by the Board, is available on the website of the Company.

## BOARD MEETINGS

During the year, ten board meetings were held, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The maximum interval between the two board meetings did not exceed 120 days, as prescribed under the Companies Act, 2013 and the Listing Regulations.



## STATUTORY AUDITOR

M/s Basant Ram & Sons, Chartered Accountants (FRN: 000569N), were appointed as Statutory Auditors of the Company at the 88<sup>th</sup> AGM to hold office for a term of five consecutive years until the conclusion of 93<sup>rd</sup> AGM of the Company, which will be held in the year 2027.

## COMMENTS ON THE AUDITORS REPORT

The Auditors report for the financial year 2024-25 does not contain any qualification, reservation or adverse remark except some comments under Companies (Auditor's Report) Order (Annexure- A to the main Auditor's Report) and in Para 2(b) under 'Report on Other Legal and Regulatory Requirements' in the main Auditor's Report, which have been commented hereunder. Further pursuant to section 143(12) of the Companies Act, 2013, the Statutory auditors of the Company has not reported any instances of fraud committed in the Company by its officers or employees, the details of which are required to be mentioned in the Board's Report.

The comments provided here below should be viewed from the background that the present management had taken over the Company in June' 2024 and had been taking remedial action for various shortcomings.

### Para 2(h)(v) under 'Report on Other Legal and Regulatory Requirements' in the main Auditor's Report

It has been reported that the feature of recording audit trail (edit log) facility for payroll was not implemented till December 6, 2024.

The Company had during the year upgraded hardware/servers and purchased Oracle database for ERP and accordingly, Oracle Unified Audit logs provided by Oracle have been instituted w.e.f. December 07, 2024, which records all the changes through backend and front end in all implemented modules of ERP.

### Companies (Auditor's Report) Order (Annexure- A to the main Auditor's Report)

#### Para vii (a)

It has been reported that Provident Fund (PF) dues of ₹ 54.71 lakhs outstanding for more than six months have not been deposited.

During the year, the Company has cleared substantial overdues to the employees but PF dues to the extent of ₹ 54.71 lakhs, pertaining to ex-employees, who have left the service of the Company, could not be remitted as the concerned employees had already closed their PF accounts. Discussions are underway to find appropriate mechanism to discharge dues in consultations with the concerned authorities.

#### Para xiv (b)

It has been reported that only off season internal audit report has been received for the year and the complete report is still to be received. Therefore, the auditors are unable to comment.

After taking control of the Company, Ernst & Young ("EY") were appointed as the Internal Auditors and the scope of work includes two reports in a year, covering sugar season and off-season (period prior to commencement of the sugar season). EY have already provided the reports of the year covering off-season and sugar season.

#### Para xix

It has been reported by the Auditors that they are unable to comment whether any material uncertainty exists on the date of the audit report and cannot give any guarantee or assurance that the Company will be able to meet its liabilities when these fall due within a period of one year from the balance sheet date

The Company has become a subsidiary of Triveni Engineering & Industries Limited (TEIL) during the year. TEIL is a leading sugar company with sound financial profile and high rating. TEIL has been providing technical and finance support to the Company with a view to make its operations viable. Till March 31, 2025, TEIL has infused funds of ₹ 128.50 crore in the Company and also given Comfort letter for ₹ 363 crore for term loan/working capital requirements of the Company. Further, steps have been initiated to amalgamate the Company with the holding Company.

## COST AUDIT

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 duly amended, Cost Audit is applicable to the sugar and industrial alcohol businesses of the Company. The Company has been maintaining cost accounts and records in respect of the applicable products. Mr Rishi Mohan Bansal Cost Accountant has been appointed as Cost Auditor to conduct the cost audit of sugar and industrial alcohol for the FY 26, subject to ratification of their remuneration by the shareholders at the ensuing Annual General Meeting. The Board recommends the ratification of the remuneration of the Cost Auditor for the FY 26.

## SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s Rahul Saini & Co., Company Secretaries (Membership No. ACS 16716, C.P.No.7009) to undertake the Secretarial Audit of the



Company for FY 25. The report on secretarial audit is annexed as **Annexure-D** to the Board's report. The report does not contain any qualification, reservation or adverse remark.

Further, as per Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Listing Regulations, the Board in its meeting held on May 26, 2025 has recommended to appoint M/s Rahul Saini & Co., Company Secretaries as the Secretarial Auditors of the Company to conduct the secretarial audit for five financial years beginning April 1, 2025 and ending on March 31, 2030. However, Mr Rahul Saini has vide his letter dated August 4, 2025, expressed his inability to continue as Secretarial Auditor due to professional and health issues, and has tendered his resignation with immediate effect.

Now the Board has recommended to appoint M/s Deepak Dhir & Associates, a Peer Reviewed Practicing Company Secretaries (Membership No. F11633, Certificate of Practice No. 17296) as the Secretarial Auditors of the Company to hold office for a term of five consecutive years commencing from the financial year 2025-26 to 2029-30 subject to approval of shareholders in the ensuing Annual General Meeting.

## DISCLOSURES

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board has reconstituted the CSR Committee during FY 25 in accordance applicable provisions of Companies Act, 2013. The composition of CSR Committee is provided in the Corporate Governance Report that forms part of this Annual Report. The CSR Policy formulated by the CSR Committee in line with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended, is available on the website of the Company at [https://www.sirshadilal.com/assets/files/Code\\_of\\_conduct/csr%20policy.pdf](https://www.sirshadilal.com/assets/files/Code_of_conduct/csr%20policy.pdf).

During FY 25, the Company was not obliged to spend towards CSR activity as its average net profits during last three financial years are negative.

### AUDIT COMMITTEE

The composition of Audit Committee is provided in the Corporate Governance Report that forms part of this Annual Report.

### VIGIL MECHANISM

The Company has established a vigil mechanism through Whistle Blower Policy for the employees and other directors of the Company to report genuine concern (including reporting of instances of leakage of unpublished price sensitive information)

and to ensure strict compliance with ethical and legal standards. The provisions of the policy are in line with Section 177(9) of the Act and Listing Regulations. The policy is uploaded on the website of the Company at [https://www.sirshadilal.com/assets/files/Code\\_of\\_conduct/Code-of-conduct\\_07.03.2019.pdf](https://www.sirshadilal.com/assets/files/Code_of_conduct/Code-of-conduct_07.03.2019.pdf)

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

The Company has in place Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 (POSH Policy). The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the said Act. No complaint was received by the Internal Complaint Committee during FY 25.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not made any loans or investments or given any guarantee during the year under review.

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

The particulars required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided in **Annexure-E** to the Board's report.

## PARTICULARS OF EMPLOYEES

The information as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in **Annexure-F** to the Board's Report.

The particulars of employees drawing remuneration in excess of limits set out in the Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure-G** to the Board's Report. However, as per the provisions of Section 136 of the Companies Act, 2013, the annual report is being sent to all the members of the Company excluding the aforesaid information. The said information is available for inspection by the members at the registered office of the Company up to the date of the ensuing Annual General Meeting. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

## MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis is set out in this Annual Report.

## SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

## DEPOSITS

The Company has not accepted any public deposits under Section 73 of the Companies Act, 2013.

## DEBENTURES

No debentures were issued during the period under review.

## ANNUAL RETURN

Pursuant to Section 92(3) and 134(3) of the Companies Act, 2013, the annual return for the financial year 2024-25 is available on website of the Company at [https://www.sirshadilal.com/annual\\_returns.html](https://www.sirshadilal.com/annual_returns.html)

## SIGNIFICANT AND MATERIAL ORDERS/ GENERAL DISCLOSURES

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

During the year under review, neither any application was made nor any proceedings is pending against the Company under the Insolvency and Bankruptcy Code, 2016. Further, there was no instance of one-time settlement with any bank or financial institution.

## HUMAN RESOURCES

Your Company believes and considers its human resources as the most valuable asset. The management is committed to provide an empowered, performance oriented and stimulating work environment to its employees to enable them to realize their full potential. Industrial relations remained cordial and harmonious during the year.

## APPRECIATION

Your Directors wish to take the opportunity to express their sincere appreciation to our customers, suppliers, shareholders, employees, the Central and Uttar Pradesh Governments, financial institutions, banks and all other stakeholders for their whole-hearted support and co- operation.

We look forward to their continued support and encouragement.

For and on behalf of the Board of Directors

Place: Noida  
Date: August 5, 2025

**Tarun Sawhney**  
Chairman & Managing Director  
DIN: 00382878

## Annexure-A

### CORPORATE GOVERNANCE FORMING PART OF THE DIRECTOR'S REPORT

#### Company's Philosophy on Code of Governance:

Your Company is of the belief that sound Corporate Governance is vital to enhance and retain stakeholder trust. Good Governance underpins the success and integrity of the organisation, institutions and markets. It is one of the essential pillars for building an efficient and sustainable environment, systems and practices to ensure that the affairs of the Company are being managed in a way which ensure accountability, transparency, fairness in all its transactions in the widest sense and meeting its stakeholder's aspirations and societal expectations. Your Company is committed to adopt the best governance practices and their adherence in the true spirit at all times. It envisages the attainment of a high level of transparency and accountability in the functioning of the Company and in the way it conducts business internally and externally.

In line with the above philosophy, your Company continuously strives for excellence through adoption of best governance and disclosure practices. The Company recognises that good governance is a continuing exercise and thus reiterates its commitment to pursue highest standard of Corporate Governance in the overall interest of its stakeholders.

Your Company has been consistently working for the betterment of the governance system executed with the Stock Exchanges. We are committed to doing things in the right way which includes but not limited to compliance with its applicable legal requirement.

#### The Highlight of the Corporate Governance System Includes:

1. The Board of Directors of the Company is well represented with Executive, Non-Executive and Independent Non-Executive Directors with the Executive Chairman & Managing Director. As on the date of this report, the Independent Non-Executive Directors form about 60% of the Board of Directors.
2. The Board has constituted several Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and Operation-Committee for more focused attention. The Board is empowered to constitute additional functional Committees from time to time, depending on the business needs.
3. The Company has established a Code of Conduct for Directors and Senior Management of the Company.
4. Whistle Blower Policy wherein the Employees and Directors may have the direct access to the Chairperson of the Audit Committee.
5. Risk Management framework to identify the risk for its businesses, to assess the probability of its occurrence and its mitigation plans. The information about the framework is placed before the Audit and Risk Committees and the Board periodically.

#### Board of Directors

The Company is managed and guided by the Board of Directors ("Board"). The Board formulates the strategy, regularly reviews the performance of the Company and determines the purpose and values of the Company. The Board provides and evaluates the strategic direction of the Company, management policies and their effectiveness and ensures that the long-term interests of the shareholders are being served. The Chairman & Managing Director with the support of the senior executives oversees the functional matters of the Company.

As on the date of this report, the Board comprises of five (5) Directors - 3 (three) Non-Executive and Independent Directors including 1 (one) Woman Director, 1(one) Non Executive Non-Independent Director and 1 (one) Executive Director. All the members of the Board are eminent persons with professional expertise and valuable experience in their respective areas of specialisation and bring a wide range of skills and experience to the Board.

None of the Directors on the Board is a Member of more than 10 Committees, and Chairperson of more than 5 Committees across all listed companies in which he/she is a Director. Necessary disclosures regarding Committee positions have been made by the Directors.

#### Meetings of the Board

The Board of Directors met ten times during FY 25 ended on March 31, 2025. The interval between any two successive meetings did not exceed one hundred and twenty days. Board Meetings were held on 28.05.2024, 29.05.2024, 19.06.2024, 20.06.2024 (two meetings), 18.07.2024, 31.07.2024, 04.11.2024, 10.12.2024 & 31.1.2025.

#### Independent Directors

All the Independent Directors have confirmed that they meet the criteria as stipulated under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter

referred to as the 'Listing Regulations') read with Section 149(6) of the Companies Act, 2013 (hereinafter referred to as the 'Act'). All such declarations were placed before the Board. Based on that, in the opinion of the Board, they fulfill the conditions of independence as specified in the Listing Regulations and the Act and are independent of the management. The maximum tenure of independent directors is in compliance with the Act and the terms and conditions of their appointment have been disclosed on the website of the Company.

Regulation 25(3) of Listing Regulations read with Schedule IV of the Act and the rules thereunder mandate that the Independent Directors of the Company hold at least one meeting in a year without the attendance of Non-Independent Directors of the Company and members of the management. During the year, separate meetings of the Independent Directors were held on December 9, 2024 & March 20, 2025 without the attendance of non-independent directors and members of the management. The independent directors, inter-alia reviewed the proposed Composite Scheme of Arrangement and performance of non-independent directors, Chairman of the Company and the Board as a whole.

#### **Familiarization Program for Independent Directors:**

All the Directors including Independent Directors are provided with the necessary documents/brochures, reports and internal policies, codes of conduct to enable them to familiarise with the Company's procedure and practices. Directors are regularly updated on performance of each line of business

of the Company, business strategy going forward and new initiatives being taken/proposed to be taken by the Company through presentation. Factory visits are organised, as and when required, for the Directors. The details of the familiarisation programme of the Independent Directors are available on the Company's website at <https://www.sirshadilal.com/idmfp.html>

### **Succession Planning for the Board and Senior Management**

#### **Board of Directors**

The Nomination and Remuneration Committee ('NRC') of the Board shall identify the suitable person for appointment at Board level including from the existing top management. The NRC shall apply a due diligence process to determine competency of person(s) being considered for appointment or re- appointment as a Director including Managing Director/ Whole-time Director of the Company in accordance with the provisions of the Nomination and Remuneration Policy of the Company and the applicable provisions of the Act and the Rules made thereunder and the Listing Regulations, as amended from time to time.

#### **Senior Management**

The Managing Director is empowered to identify, appoint and remove the Senior Management Personnel keeping in view the organisation's mission, vision, values, goals and objectives and also to evaluate their performance considering competencies and other parameters.

### **Composition of the Board**

The composition of the Board of Directors, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) as also the details of Directorships and Committee positions held by them in other companies are given below:-

S. No.	Name	Category	Attendance at Board meetings*		Attendance at last AGM held on September 13, 2024	No. of other Directorships <sup>1</sup>	Membership/ Chairmanship in Board Committees of other Companies <sup>2</sup>	
			Held <sup>8</sup>	Attended			Chairman	Member
1.	Mr Tarun Sawhney <sup>3</sup> (Chairman & Managing Director) DIN-00382878	Executive Director	6	6	Yes	7	0	4
2.	Mr Vivek Viswanathan <sup>4</sup> DIN-00141053	Promoter, Non-Executive Nominee Director	10	9	Yes	0	0	0
3.	Mr Sudipto Sarkar <sup>5</sup> DIN-00048279	Non-Executive Independent Director	6	6	Yes	1	0	1
4.	Mr Jitendra Kumar Dadoo <sup>5</sup> DIN-02481702	Non-Executive Independent Director	6	6	Yes	1	0	0
5.	Ms Ratna Dharashree Vishwanathan <sup>6</sup> DIN-07278291	Non-Executive Independent Director	3	2	NA	3	3	4
6	Mr Udit Pat Singhania <sup>7</sup> (Chairman) DIN-07984594	Non-Executive Independent Director	4	4	NA	0	0	0

S. No.	Name	Category	Attendance at Board meetings*		Attendance at last AGM held on September 13, 2024	No. of other Directorships <sup>1</sup>	Membership/ Chairmanship in Board Committees of other Companies <sup>2</sup>	
			Held <sup>8</sup>	Attended			Chairman	Member
7.	Mr Rajat Lal <sup>7</sup> (Managing Director) DIN-00112489	Promoter, Executive Director	4	4	NA	0	0	0
8.	Mr Rahul Lal <sup>7</sup> (Joint Managing Director) DIN-06575738	Promoter, Executive Director	4	4	NA	0	0	0
9.	Mr Ravi Malhotra <sup>7</sup> DIN-08811471	Non-Executive Independent Director	4	3	NA	0	0	0
10.	Mr Tanmay Sharma <sup>7</sup> DIN-08811485	Non-Executive Independent Director	4	4	NA	0	0	0
11.	Smt. Radhika Viswanathan Hoon <sup>7</sup> DIN-06436444	Non-Executive Director	4	3	NA	0	0	0
12.	Mr Neeraj Gupta <sup>7</sup> DIN-00317395	Non-Executive Director	4	4	NA	0	0	0

\*During the financial year 2024-25, ten Board meetings were held on 28.05.2024, 29.05.2024, 19.06.2024, 20.06.2024 (two meetings), 18.07.2024, 31.07.2024, 04.11.2024, 10.12.2024 & 31.1.2025.

\*1 Excludes Directorships in Indian Private Limited Companies, Foreign Companies, Firms, Partnerships including LLPs, Section 8 Companies and membership of various Chambers and other non-corporate organisations.

\*2 The committees considered for the purpose are those prescribed under Regulation 26(1) of Listing Regulations i.e. Audit Committee and Stakeholders' Relationship Committee of public limited companies, whether listed or not. Further, number of Committee membership includes Committee Chairmanships.

\*3 Mr Tarun Sawhney was appointed as Managing Director vide Board Resolution w.e.f. 31.07.2024, shareholders approved his appointment in AGM held on 13.09.2024.

\*4 Re-designation from Joint Managing Director (Executive, Non-Independent Director) to Non-Executive, Non-Independent Director w.e.f. 20.06.2024 with approval of shareholders in the AGM held on 13.09.2024.

\*5 Appointed as an Independent Directors w.e.f. 20.6.2024

\*6 Appointed as an Independent Director w.e.f. 18.9.2024

\*7 Ceased to be directors of the Company w.e.f. 20.06.2024

\*8 Meetings held during the tenure of respective directors

None of the existing Directors (#1-5 above) are related to each other.

Further, the details of directorship held by the Directors of the Company in other listed entities as on the date of this report are as follows:

Name of Director	Name of other listed entity	Category of Directorship
Mr Tarun Sawhney	Triveni Engineering & Industries Limited	Promoter & Executive Director
	Triveni Turbine Limited	Promoter & Non-Executive Director
	Centum Electronics Limited	Non-Executive Independent Director
	Jagran Prakashan Limited	Non-Executive Independent Director
Mr Vivek Viswanathan	None	Not Applicable
Mr Sudipto Sarkar	Vesuvius India Limited	Non-Executive Non- Independent Director
Mr Jitendra Kumar Dadoo	Triveni Engineering & Industries Limited	Non-Executive Independent Director
Ms. Ratna Dharashree Vishwanathan	Fusion Finance Limited	Non-Executive Independent Director
	Moneyboxx Finance Limited	Non-Executive Independent Director
	Dilip Buildcon Limited	Non-Executive Independent Director

Brief profile of all the Directors, nature of their expertise in specific functional area etc. are available on the Company's website [www.sirshadilal.com](http://www.sirshadilal.com).

The composition and structure of the Board is reviewed regularly by the Board, keeping in mind its overall size, the balance between Non-Executive, Independent and Executive Directors, age, experience and other attributes of the Directors, and changes in the Board.

## Board Functioning and Procedure

### Matrix of skills/expertise/competence of the Board of Directors

The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees.

### Details of the core skills/expertise/competencies identified by the board of directors as required in the context of the Company's business (es) and sector(s) in which it operates to function effectively:

**General management and leadership experience\*:** This includes experience in the areas of general management practices and processes, business development, strategic planning, global business opportunities, manufacturing, engineering, financial management, information technology, research and development, senior level experience and academic administration.

**Knowledge, functional and managerial experience\*:** Knowledge and skills in accounting and finance, business judgment, crisis response and management, industry knowledge, formulating policies and processes, legal & administration, sales and marketing, supply chain, risk management & internal controls, financial & operational controls.

**Diversity & behavioural and personal attributes:** Diversity of thought, experience, perspective, gender and culture brought to the Board by individual members. Personal characteristics matching the Company's values, such as ethics & integrity, accountability, commitment, building relationship.

**Corporate governance and finance:** Understanding of good corporate governance practices & regulatory framework applicable to the Company and its compliances, maintaining board and management accountability, protecting stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates, financial skills, oversight for risk management and internal controls and proficiency in financial management.

*\*These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein.*

Given below is a list of core skills, expertise and competencies of the individual Directors:

Core Skills/Expertise	TS	VV	SS	JKD	RDV
General Management and Leadership	✓	✓	✓	✓	✓
Functional and managerial experience	✓	✓	✓	✓	✓
Diversity behavioural and personal attributes	✓	✓	✓	✓	✓
Corporate governance and Finance	✓	✓	✓	✓	✓

TS- Mr Tarun Sawhney, VV- Mr Vivek Viswanathan, SS- Mr Sudipto Sarkar, JKD- Mr Jitendra Kumar Dadoo, RDV-Ms. Ratna Dharashree Vishwanathan

## Board Meeting Frequency and Circulation of Agenda Papers

The Board and its Committees meet at regular intervals for discussion on agenda circulated well in advance by the Company. The Chairperson of each Committee of the Board, in consultation with the appropriate members of the management determine the frequency and length of the meetings of the Committees and develop the Committee agenda. All material information is incorporated in the agenda for facilitating meaningful and focused discussion at the meeting. Where it is not practical to attach or send the relevant information as a part of agenda papers, the same are tabled at the Meeting. To meet business exigencies, resolutions in respect of urgent matters are passed by the Directors by Circulation.

The Company has proper systems to enable the Board to periodically review compliance reports of all laws applicable to the Company, as prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. The Board reviewed compliance reports prepared by the Company on quarterly periodicity.

## Presentation by the Management

The senior management of the Company is invited at the meetings to make presentations to the Board, covering operations of the businesses of the Company, Strategy and Business Plans and to provide clarifications as and when necessary.

## Access to Employees

The Directors bring an independent perspective on the issues deliberated by the Board. They have complete and unfettered access to any information of the Company and to any employee of the Company.



**Availability of Information to Board Member includes:**

- Performance of each line of business, business strategy going forward, new initiatives being taken/proposed to be taken and business plans of the Company.
- Annual operating plans and budgets including capital expenditure budgets and any updates.
- Quarterly results of the Company including results of the business segments.
- Minutes of the meetings of Committees of the Board.
- The information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in the financial obligations to and by the Company, or substantial non-payment for goods sold/ services provided by the Company.
- Any issue which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders servicing issues, such as non-payment of dividend, delay in share transfer etc.
- Statutory compliance report of all laws applicable to the Company.
- Details of the transactions with the related parties.
- General notices of interest of directors.
- Appointment, remuneration and resignation of Directors.

**Post Meeting follow up Mechanism**

The important decisions taken at the Board/Committee meetings are promptly communicated to the respective units/ departments. Action taken report on the decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for information and review by the Board.

**Appointment/Re-appointment of Director**

The information/details pertaining to Directors seeking appointment/re-appointment in ensuing Annual General Meeting (AGM), is provided in the Notice for the AGM. The Notice contains the relevant information, like brief resume of the Directors, nature of their expertise in specific functional areas and names of the companies in which they hold Directorship and membership of any Committee of the Board.

**Board Committees**

The Board of Directors have constituted following Committees consisting of Executive and Non- Executive Directors of the Company with adequate delegation of powers to meet various mandatory requirements of the Act and Listing Regulations and perform as also to oversee business of the Company and to take decisions within the parameters defined by the Board. The Company Secretary acts as the Secretary to all the Committees of the Board:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Corporate Social Responsibility Committee
4. Stakeholders' Relationship Committee
5. Risk Management Committee

Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance are provided below:



## (I) Audit Committee:

### Composition:

The Audit Committee is headed by an Independent Director and consists of the members as stated below. During the year ended on March 31, 2025, the Audit Committee was reconstituted on June 20, 2024 by inducting Mr Sudipto Sarkar and Mr Tarun Sawhney as members and Mr Jitendra Kumar Dadoo as Chairman of the Committee. During the year eight meetings of Audit Committee were held on May 28, 2024, May, 29, 2024, June 19, 2024, July 18, 2024, July 31, 2024, November 4, 2024, December 9, 2024 & January 31, 2025. The composition and attendance of each Committee Member is as under: -

Sr.	Name	Category	Designation	Attendance	
				Held*	Attended
1.	Mr Udit Pat Singhania <sup>*1</sup>	Non-Executive Independent Director	Chairman	3	3
2.	Mr Tanmay Sharma <sup>*1</sup>	Non-Executive Independent Director	Member	3	3
3.	Mr Neeraj Gupta <sup>*1</sup>	Non-Executive Director	Member	3	3
4.	Mr Tarun Sawhney <sup>*2</sup>	Executive Director	Member	5	5
5.	Mr Sudipto Sarkar <sup>*2</sup>	Non-Executive Independent Director	Member	5	5
6.	Mr Jitendra Kumar Dadoo <sup>*2</sup>	Non-Executive Independent Director	Chairman	5	5

*\*Meetings held during the tenure of respective directors*

*\*1 Ceased to be members of Audit Committee w.e.f. 20.06.2024.*

*\*2 Appointed as member of Audit Committee w.e.f. 20.06.2024.*

All the members of the Audit Committee are financially literate and more than one member possess accounting and related financial management expertise. The concerned officials responsible for the finance function are invitees to the Audit Committee. The Chairman of the Audit Committee attended the Annual General Meeting held on September 13, 2024 to answer shareholders' queries. The composition of the Audit Committee meets the requirements of section 177 of the Companies Act, 2013.

### Terms of reference:

The function and terms of reference of Audit Committee broadly include:-

- Reviewing the Company's financial reporting process and its financial statements.
- Reviewing the accounting and financial policies and practices and compliance with applicable accounting standards.
- Evaluation of the internal financial controls and monitor risk management systems adopted by the Company and ensure compliance with regulatory guidelines.
- Reviewing reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.

- Examining accountancy and disclosure aspects of all significant transactions.
- Reviewing with management the quarterly, half yearly & annual financial statements including review of qualifications, if any, in the audit report before submission to the Board for approval.
- Recommending appointment of external and internal auditors and fixation of audit fees.
- Seeking legal or professional advice, if required.
- Approval or any subsequent modifications of transactions of the Company with related parties.
- Scrutiny of Inter-Corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever required.
- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the listed entity and its shareholders.

The constitution and terms of reference of the Audit Committee meet the requirements of Regulation 18 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013.

## (II) Nomination & Remuneration Committee ('NRC')

### Composition, Meetings & Attendance:

The NRC is headed by an Independent Director and consists of the members as stated below. During the year ended on March 31, 2025, the NRC was reconstituted on June 20, 2024 by inducting Mr Jitendra Kumar Dadoo and Mr Tarun Sawhney as members and Mr Sudipto Sarkar as Chairman of the Committee. During the year three meetings of Nomination & Remuneration Committee were held on June 20, 2024, July 31, 2024 & September 17, 2024. The composition and attendance of each Committee Member is as under:-

S.No.	Name	Category	Designation	Attendance	
				Held*	Attended
1.	Mr Tanmay Sharma <sup>*1</sup>	Non-Executive Independent Director	Chairman	1	1
2.	Mr Ravi Malhotra <sup>*1</sup>	Non-Executive Independent Director	Member	1	1
3.	Mr Udit Pat Singhania <sup>*1</sup>	Non-Executive Independent Director	Member	1	1
4.	Mr Sudipto Sarkar <sup>*2</sup>	Non-Executive Independent Director	Chairman	2	2
5.	Mr Jitendra Kumar Dadoo <sup>*2</sup>	Non-Executive Independent Director	Member	2	2
6.	Mr Tarun Sawhney <sup>*2</sup>	Executive Director	Member	2	2

<sup>\*</sup>Meetings held during the tenure of respective directors

<sup>\*1</sup> Ceased to be members of Nomination & Remuneration Committee w.e.f. 20.06.2024.

<sup>\*2</sup> Appointed as members of Nomination & Remuneration Committee w.e.f. 20.06.2024.

### Terms of reference:

The function and terms of reference of NRC broadly include:

- To identify persons who are qualified to become Directors (Executive, Non-Executive and Independent Directors) and who may be appointed in senior management in accordance with the criteria laid down.
- To recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors (Executive, Non-Executive and Independent Directors), key managerial personnel and other employees.
- Plan for succession of Board members and Key Managerial Personnel.
- Devising a policy on Board diversity.
- To formulate, administer and supervise the Company's Employee Stock Option Schemes (ESOP Schemes) including grant of stock options under the ESOP Schemes to the permanent employees of the Company from time to time in accordance with SEBI Guidelines/Regulations.
- To review the adequacy of aforesaid terms of reference and recommend any proposed change to the Board for its approval.

The constitution and terms of reference of the NRC meet the requirements of Regulation 19 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013 and the SEBI ESOP Guidelines/Regulations.

### Remuneration Policy:

The Committee shall lay down the policy of remuneration to Directors, Key Managerial Personnel and Senior management which involves a balance between fixed and incentive pay, reflecting short term and long term performance objectives appropriate to the working of the company.

### Remuneration to Executive Directors

The remuneration to the Executive Directors is recommended by the Nomination and Remuneration Committee to the Board and after approval by the Board, the same is put up for the Shareholders approval.

Executive Directors do not receive any sitting fees for attending the Board and Committee meetings.

During the FY 25 ended on March 31, 2025, the Company had 4 (four) Executive Directors viz. Mr Tarun Sawhney, Chairman & Managing Director (CMD), Mr Rajat Lal (Managing Director), Mr Rahul Lal (Joint Managing Director) and Mr Vivek Viswanathan (Joint Managing Director). The details of remuneration paid during the FY 25 ended on March 31, 2025 are as under:

S. No.	Name	Category	Salary (₹)	*Perquisites (₹)	Total (₹)	Service Contract/ Notice period/ Severance fees	Period for Appointment
1.	Mr Tarun Sawhney, <sup>*1</sup> (Chairman & Managing Director)	Executive Director	-	-	-	Contractual*	5 years
2.	Mr Rajat Lal <sup>*2</sup> (Managing Director)	Executive Director	-	10,000	10,000	Contractual*	5 years
3.	Mr Rahul Lal, <sup>*2</sup> (Joint Managing Director)	Executive Director	6,66,667	6,43,639	13,10,306	Contractual*	5 years
4.	Mr Vivek Viswanathan, <sup>*3</sup> (Joint Managing Director)	Executive Director	3,08,000	2,93,360	6,01,360		
<b>Total</b>			<b>9,74,667</b>	<b>9,46,999</b>	<b>19,21,666</b>		

<sup>\*1</sup> Appointed as Managing Director of the Company w.e.f. 31.07.2024 without remuneration

<sup>\*2</sup> Ceased to be directors of the Company w.e.f. 20.06.2024

<sup>\*3</sup> Stepped down as Joint Managing Director of the Company w.e.f. 20.06.2024. However, he continued to be non-executive director entitled to sitting fees.

The remuneration drawn by Mr Rajat Lal, Mr Rahul Lal & Mr Vivek Viswanathan is within the ceiling prescribed under the Companies Act, 2013, Listing Regulations and in accordance with the approval of the Board and the Shareholders of the Company.

### Non-Executive Directors (NEDs)

The Company pays sitting fee to its NEDs for attending the meetings of the Board and its Committees within the limits prescribed under the provisions of the Companies Act, 2013.

The details of the remuneration paid/provided during the FY 25 ended on March 31, 2025 to NEDs are as follows:-

S. No.	Name	Category	Sitting fee (₹)	No. of Equity Shares held
1.	Mr Vivek Viswanathan <sup>*1</sup>	Non-Executive Nominee Director	1,40,000	-
2.	Mr Sudipto Sarkar <sup>*2</sup>	Non-Executive Independent Director	3,00,000	-
3.	Mr Jitendra Kumar Dadoo <sup>*2</sup>	Non-Executive Independent Director	3,00,000	-
4.	Ms Ratna Dharashree Vishwanathan <sup>*3</sup>	Non-Executive Independent Director	80,000	-
5.	Mr Udit Pat Singhania <sup>*4</sup>	Non-Executive Independent Director	1,60,000	-
6.	Mr Ravi Malhotra <sup>*4</sup>	Non-Executive Independent Director	1,00,000	-
7.	Mr Tanmay Sharma <sup>*4</sup>	Non-Executive Independent Director	1,60,000	-
8.	Smt. Radhika Viswanathan Hoon <sup>*4</sup>	Non-Executive Director	80,000	-
9.	Mr Neeraj Gupta <sup>*4</sup>	Non-Executive Director	1,40,000	-

<sup>\*1</sup> Stepped down as Joint Managing Director of the Company w.e.f. 20.06.2024. However, he continued to be non-executive director entitled to sitting fees.

<sup>\*2</sup> Appointed as Non-Executive Independent Directors w.e.f. 20.06.2024

<sup>\*3</sup> Appointed as Non-Executive Independent Director w.e.f. 18.09.2024

<sup>\*4</sup> Ceased to be the directors of the Company w.e.f. 20.06.2024

None of the Independent Non-Executive Directors have any pecuniary relationship or transactions with the Company, its promoters and its senior management, except for the payment of remuneration as stated above.

### (III) Corporate Social Responsibility Committee (CSR Committee):

#### Composition, Meeting & Attendance

The CSR Committee is headed by an Executive Director and consists of the members as stated below. During the year ended on March 31, 2025, the committee reconstituted on June 20, 2024 by inducting Mr Sudipto Sarkar & Mr Jitendra Kumar Dadoo as Member and Mr Tarun Sawhney as Chairman and there was no meeting of CSR Committee during the year.

S. No.	Name	Category	Designation
1.	Udit Pat Singhania <sup>*1</sup>	Non-Executive Independent Director	Chairman
2.	Mr Vivek Viswanathan <sup>*1</sup>	Executive Director	Member
3.	Mr Rahul Lal <sup>*1</sup>	Executive Director	Member
4.	Mr Tarun Sawhney <sup>*2</sup>	Executive Director	Chairman
5.	Mr Sudipto Sarkar <sup>*2</sup>	Non-Executive Independent Director	Member
6.	Mr Jitendra Kumar Dadoo <sup>*2</sup>	Non-Executive Independent Director	Member

<sup>\*1</sup> Ceased to be members of CSR Committee w.e.f. 20.06.2024

<sup>\*2</sup> Appointed as members of CSR Committee w.e.f. 20.06.2024

#### Terms of reference:

The CSR Committee is authorized to formulate and recommend to the Board, a CSR policy indicating the activity or activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013; recommend the amount to be spent on such activities; monitor the Company's CSR policy periodically and institute a transparent monitoring mechanism for the implementation of the CSR projects.

The constitution and terms of reference of the CSR Committee meet the requirements of relevant provisions of the Companies Act, 2013.

### (IV) Stakeholders Relationship Committee (SRC):

#### COMPOSITION, MEETINGS & ATTENDANCE

The SRC is headed by a Non-Executive Independent Director and consists of the members as stated below. During the year ended on March 31, 2025, the SRC was reconstituted/reorganized twice on June 20, 2024 and July 31, 2024 by inducting Mr Sudipto Sarkar & Mr Tarun Sawhney as Member and Mr Jitendra Kumar Dadoo as Chairman. During the FY 25 ended on March 31, 2025 the Committee met twice i.e. on May 15, 2024 and July 31, 2024. The composition and attendance of each Committee Member is as under:-

S. No.	Name	Category	Designation	Attendance	
				Held*	Attended
1.	Mr Tanmay Sharma <sup>*1</sup>	Non- Executive Independent Director	Chairman	1	1
2.	Mr Vivek Viswanathan <sup>*1</sup>	Executive Director	Member	1	1
3.	Mr Rahul Lal <sup>*1</sup>	Executive Director	Member	1	1
4.	Mr Jitendra Kumar Dadoo <sup>*2</sup>	Non-Executive Independent Director	Chairman	1	1
5.	Mr Sudipto Sarkar <sup>*2</sup>	Non-Executive Independent Director	Member	1	1
6.	Mr Tarun Sawhney <sup>*2</sup>	Executive Director	Member	1	1

<sup>\*Meeting held during the tenure of respective director.</sup>

<sup>\*1</sup> Ceased to be members of SRC w.e.f. 20.06.2024

<sup>\*2</sup> Appointed as members of SRC w.e.f. 20.06.2024

#### Terms of reference

The function and terms of reference/role of SRC broadly include:-

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
- Review of the report(s) which may be submitted by the Company Secretary/RTA relating to approval/confirmation of requests for share transfer/transmission/transposition/consolidation/issue of duplicate share certificates/sub-division, consolidation, remat, demat etc on quarterly basis.

The constitution and terms of reference of the Stakeholders' Relationship Committee meet the requirements of Regulation 20 of the Listing Regulations read with the relevant provisions of the Companies Act, 2013. Mr Rakesh Kumar Yadav, Company Secretary has been designated as the Compliance Officer of the Company.

#### Details of investor complaints

During the FY 25 ended on March 31, 2025, the Company received complaints from various shareholders/investors directly and/or through the Stock Exchanges/SEBI relating to non-receipt of dividend, annual report/notice of general meeting, new share certificates etc. All of them were resolved/replied suitably by furnishing the requisite information/documents. Details of investor complaints received and resolved during the FY 25 are as follows:

Opening Balance	Received	Resolved	Pending
Nil	3	3	Nil

**Online Dispute Resolution ('ODR') Mechanism:** In order to streamline the dispute resolution mechanism in the securities market, SEBI has, vide its circular dated July 31, 2023, as amended from time to time, read with Master circular dated December 28, 2023, introduced a common ODR mechanism which harnesses online conciliation and arbitration for resolution of all kinds of disputes relating to securities market. Under ODR mechanism, an investor shall first take up his/her/their grievance by lodging a complaint directly with the concerned Market Participant viz., Company. If the grievance is not redressed satisfactorily at the first phase, the investor may escalate the same through the SCORES Portal in accordance with the process laid out therein. ODR Mechanism provides a third level of escalation, if the investor is not satisfied with the resolution provided by the Company, the investor may initiate the dispute through the ODR portal within the timeframe prescribed under the circular. The ODR portal can be accessed at <https://smartodr.in/login>.

## (V) Risk Management Committee (RMC)

#### Composition, Meetings & Attendance

The Committee is headed by an Executive Director and consists of three Board members as stated below. During the year ended on March 31, 2025, the committee reconstituted on June 20, 2024 by inducting Mr Tarun Sawhney as Chairman and Mr. Sudipto Sarkar & Mr. Jitendra Kumar Dadoo as Member. There was no meeting of RMC during the year.

S. No.	Name	Category	Designation
1.	Mr Rajat Lal <sup>*1</sup>	Executive Director	Chairperson
2.	Mr Vivek Viswanathan <sup>*1</sup>	Executive Director	Member
3.	Mr Rahul Lal <sup>*1</sup>	Executive Director	Member
4.	Mr Tarun Sawhney <sup>*2</sup>	Executive Director	Chairperson
5.	Mr Sudipto Sarkar <sup>*2</sup>	Non-Executive Independent Director	Member
6.	Mr Jitendra Kumar Dadoo <sup>*2</sup>	Non-Executive Independent	Member

<sup>\*1</sup> Ceased to be members of RMC w.e.f. 20.06.2024

<sup>\*2</sup> Appointed as members of RMC w.e.f. 20.06.2024

### Terms of reference:

The role and powers of the RMC broadly include:

- To formulate a detailed risk management policy which shall include:
  - (a) A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as determined by the Committee.
  - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - (c) Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- To review the appointment, removal and terms of remuneration of the Chief Risk Officer of the Company (if any).
- To coordinate the activities of the Committee with other committees, in instances where there is any overlap with activities of other such committees, as per the framework laid down by the board of directors.
- To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- To pursue such other activities and functions as may be provided under the relevant provisions of the Companies Act, 2013 or SEBI (LODR) Regulations, 2015 duly amended from time to time.

The constitution and terms of reference of RMC meet the requirements of Regulation 21 of the Listing Regulations.

### Other Committees

**Operation Committee-** Apart from the above statutory committees, the Board of Directors has constituted an Operation Committee, presently comprising of two (2) Directors to oversee routine matters that are in the normal course of the business. The Board of Directors have delegated certain powers to this Committee to facilitate the working of the Company. The Committee met one time during the FY 25 ended on March 31, 2025.

### Particulars of senior management including the changes therein

The senior management comprises the leadership team, consisting of core management members and functional heads. As of March 31, 2025, the following individuals served as senior management personnel of the Company:

Sr. No.	Name	Designation
1	Mr Raj Kumar Goel	Chief Financial Officer
2	Mr Pradeep Kumar Salar	AVP (Unit Head)
3.	Mr Kuldeep Tyagi	Dy. GM Engineering (Engineering Head)
4	Mr Sunil Kumar Sharma	Manager (H.R.)
5	Mr Ajeet Kumar Pundir	GM (Production )
6	Mr Kuldeep Sharma	Manager (Distillery)
7	Ajay Kumar Jain	Company Secretary

## General Body Meetings:

Particulars of the last three Annual General Meetings are as follows:

Year	Date & Day	Location	Time	Special Resolution
2023-24	September 13, 2024, Friday	Conducted AGM through Video conferencing/other audio Visual means*	1:00 p.m.	Appointment of Mr Sudipto Sarkar (DIN: 00048279), as an Independent Director for a term of five years w.e.f. 20.06.2024 to 19.06.2029 Appointment of Mr Jitendra Kumar Dadoo (DIN: 02481702) as an Independent Director for a term of five years w.e.f. 20.06.2024 to 19.06.2029 Shifting of Registered Office of the Company
2022-23	September 25, 2023, Monday	Conducted AGM through Video conferencing/other audio Visual means*	11:00 a.m.	To approve Related Party Transactions
2021-22	September 26, 2022, Monday	Conducted AGM through Video conferencing/other audio Visual means*	11:00 a.m.	To re-appoint Mr Vivek Viswanathan as Joint Managing Director for a further period of five years w.e.f. 01.01.2023 to 31.12.2027 To re-appoint Sh. Rahul Lal as Joint Managing Director of the Company for a further period of five years w.e.f. 01.07.2023 to 30.06.2028 To approve Related Party Transactions

\*Pursuant to the general circular dated May 5, 2020 other applicable circulars issued by the Ministry of Corporate Affairs from time to time.

## Postal Ballot

### (a) Details of the Special Resolutions passed by the Company through Postal Ballot:

During the financial year 2024-25, the Company sought approval from the shareholders through postal ballot for passing of –

- Special resolution for appointment of Ms Ratna D. Vishwanathan as an Independent Director of the Company for a terms of two years with effect from September 18, 2024, as set out in the Postal Ballot Notice dated Sept 18, 2024; and
- Ordinary resolution for entering into material related party transactions aggregating to ₹ 303.40 crore with Triveni Engineering & Industries Ltd., Holding Company during FY 26, as set out in the Postal Ballot Notice dated January 31, 2025.

Both the aforesaid resolutions were passed with requisite majority.

### (b) Whether any special resolution is proposed to be conducted through postal ballot:

There is no immediate proposal for passing any special resolution through postal ballot before ensuing Annual General Meeting.

### (c) Procedure for Postal Ballot:

The Company endeavours to follow the procedure laid down under the relevant provisions of the Act read with rules thereof and the provisions of the Listing Regulations as and when there is any proposal for passing resolutions by postal ballot.

## Means of Communication:

**Quarterly Results:** The Unaudited quarterly/half yearly financial results and the annual audited financial results of the Company were published in National English and Hindi newspapers and displayed on the website of the Company at [www.sirshadilal.com](http://www.sirshadilal.com) and the same were also sent to all the Stock Exchange where the equity shares of the Company are listed.

**Website [www.sirshadilal.com](http://www.sirshadilal.com):** Detailed information on the Company's business and products; quarterly/half yearly/ nine months and annual financial results, Investor brief and the quarterly distribution of Shareholding are displayed on the Company's website.

**Exclusive email ID for investors:** The Company has designated the email id [shares@ssel.trivenigroup.com](mailto:shares@ssel.trivenigroup.com) exclusively for investor servicing, and same is prominently displayed on the Company's website <https://www.sirshadilal.com/>.



**Annual Report:** Annual Report contains inter-alia Audited Annual Financial Statement, Directors' Report and Auditors' Report. The Management Perspective, Business Review and Financial Highlights are also part of the annual report.

**The Management Discussion & Analysis:** The Management Discussion & Analysis Report forms part of the annual report.

**Intimation to Stock Exchanges:** The Company intimates stock exchange all price sensitive information or such other information which in its opinion are material & of relevance to the shareholders. The Company also submits electronically various compliance reports/statements periodically in accordance with the provisions of the Listing Regulations on the dedicated website of BSE <https://listing.bseindia.com/LoginAuth.aspx>.

### General Shareholders Information:

#### (a) Annual General Meeting:

Day & Date : Monday, September 8, 2025

Time : 12:30 p.m.

Venue : The Company is conducting the meeting through Video Conferencing/Other Audio Visual Means pursuant to the General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs. The deemed venue for meeting will be the registered office of the Company.

#### (b) Financial Year: April to March

Financial calendar for the financial year 2025-26 (tentative for all quarters except quarter ended June 30, 2025)

Financial Reporting for the quarter ended June 30, 2025	July 21, 2025
Financial Reporting for the quarter/half year ending September 30, 2025	By mid of November 2025
Financial Reporting for the quarter/nine months ending December 31, 2025	By mid of February 2026
Financial Reporting for the annual audited accounts for the financial year ending March, 31, 2026	By the end of May 2026

#### (c) Dividend Payment date : NA

#### (d) Listing on Stock Exchange : The equity shares of the Company are listed on BSE Limited:

Name & Address of Stock Exchange	Stock Code
BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai - 400 023.	532879

The Company has paid the listing fees for the FY 26 to the aforesaid Stock Exchange.

**Registrar & Transfer Agent:** M/s Alankit Assignment Ltd., Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110 055 have been acting as the Registrar and Share Transfer Agent for shares of the company.

**Share Transfer System:** The authority for approving and confirming the request for transfer/transmission/issue of duplicate share certificates/consolidation/dematerialisation of shares etc. and performing other related activities has been delegated to the Company Secretary/Registrar and Share Transfer Agent M/s Alankit Assignment Ltd. (RTA). A summary of transactions so approved is placed at the Stakeholders' Relationship Committee Meeting, as and when held.

In terms of provisions of Regulation 40 of the Listing Regulations as amended from time to time, requests for effecting transfer of securities (including transmission/transposition) cannot be processed by the listed companies unless the securities are held in dematerialised form. Further SEBI has vide its Master circular dated May 7, 2024 ('SEBI Master Circular'), notified Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In terms of said Master Circular, the listed companies shall issue the securities in dematerialised form only while processing the Investor service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/Exchange of securities certificate; (d) Endorsement; (e) Sub-division/Splitting of securities certificate; (f) Consolidation of securities certificates/folios; and (g) Transmission/Transposition. The Company/RTA shall verify and process the service requests for the aforesaid purposes and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerialising the said securities, failing which the RTA/Company shall credit the securities to the Suspense Escrow Demat Account of the Company. Necessary Form ISR-4 for the aforesaid service requests is available on the website of the Company at <https://www.sirshadilal.com/kyc-forms.html>. Accordingly, members are requested to make service requests for aforesaid purposes by submitting a duly filled up and signed Form ISR - 4 directly to the Company's RTA, M/s. Alankit Assignment Ltd., along with the documents/details specified therein for processing.

As per aforesaid Master Circular, SEBI has also made it mandatory for holders of physical securities in listed

companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The security holder(s) whose folio(s) do not have these details shall be eligible to lodge grievance or avail any service request from the RTA/Company and any payment of dividend, in respect of such folios, only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety. The concerned members are therefore urged to furnish PAN, KYC and Choice of Nomination by submitting the prescribed forms available on the website

of the Company at <https://www.sirshadilal.com/kyc-forms.html> forms duly filled up and signed, by email from their registered email id to [inward.rta@alankit.com](mailto:inward.rta@alankit.com) or by sending a physical copy of the prescribed form duly filled up and signed by all the registered holders to the Company's RTA, M/s. Alankit Assignments Limited.

Members who are holding shares in dematerialised mode are requested to approach their respective Depository Participants ('DPs') for change of address, registration of e-mail address, nomination and update of bank account details etc.

## Distribution of Shareholding and Shareholding Pattern as on March 31, 2025

### (I) PAN Consolidated Distribution of Shareholding:

Category	Number of Shareholders	% of total Shareholders	Number of Shares held	% of Total Shares
1-500	2541	86.20	186159	3.55
501-1000	174	5.90	125336	2.39
1001-2000	85	2.88	120215	2.29
2001-3000	36	1.22	90221	1.72
3001-4000	19	0.64	66230	1.26
4001-5000	16	0.54	72986	1.39
5001-10000	32	1.09	228097	4.34
10001 & above	45	1.53	4360756	83.06
<b>Total</b>	<b>2948</b>	<b>100</b>	<b>5250000</b>	<b>100.00</b>

### Shareholding Pattern of Equity Shares as on March 31, 2025

Category	Number of Shares held	% of total shareholding
Promoters	32,42,884	61.77
Banks/AIF	8,123	0.15
Bodies Corporate	2,99,780	5.71
Indian Public	15,13,389	28.82
NRI/Foreign Nationals	26,208	0.50
Others – Clearing Members/QIB/IEPF	1,59,616	3.05
<b>Total</b>	<b>52,50,000</b>	<b>100.00</b>

### Dematerialization

The Company's equity shares are compulsorily traded in the electronic form. The Company has entered into an Agreement with NSDL and CDSL to establish electronic connectivity of its shares for scripless trading. Both NSDL & CDSL have admitted the Company's equity shares on their system.

The system for getting the shares dematerialized is as under:

Share Certificate(s) along with Demat Request Form (DRF) are to be submitted by the shareholder to the Depository

Participant (DP) with whom he/she has opened a Depository Account.

DP will process the DRF and generate a unique number DRN.

DP will forward the DRF and share certificates to the Company's Registrar and Share Transfer Agent. The Company's Registrar and Share Transfer Agent after processing the DRF will confirm or reject the request to the Depositories.

The Company's Registrar and Share Transfer Agent after processing the DRF will confirm or reject the request to the Depositories.

Upon confirmation, the Depository will give the credit to the shareholder in his/her depository account maintained with DP.

As on 31.3.2025, 96.1% of the Equity Shares of the company were in dematerialized form and the balance 3.9% shares in physical form. The ISIN No. of the Company is INE 117 H 01019. Confirmation in respect of the requests for dematerialisation of shares is sent to NSDL and CSDL within the stipulated period.

#### Outstanding GDRs/ADRs/warrants or any convertible Instruments, Conversion Dates and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

#### Commodity price risk or foreign exchange risk and hedging activities

Barring sugarcane, the price of which is fixed by the Government, the Company is not exposed to any material

commodity price risks in respect of other raw materials. In respect of its final products, the Company is exposed to sugar price risk and in view of sugar business being a dominant business of the Company, its impact is substantial. Company does not have any foreign exchange transaction during the year. The details on these risks, mitigation and hedging potential thereof are stated in Note 38 of the Standalone Financial Statements and in the Management Discussions & Analysis forming part of the Annual Report.

**Reconciliation of Secretarial Capital Audit:** As stipulated by SEBI, a Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the shares of the Company are listed.

The said Audit Reports confirm that the total issue/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

#### Equity shares in the suspense account

In terms of Clause 5A(I) of the Listing Agreement, the Company reports the following details in respect of equity shares lying in the suspense account which were issued to the shareholders of the Company:

	Number of shareholders	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	141	27524
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from the suspense account during the year	0	0
Aggregate Number of shareholders and the outstanding shares in the suspense account lying at the end of the year	141	27524

No share was transferred from the suspense account to the shareholders' accounts, during the year.

The voting rights on the shares outstanding in the suspense account as on March 31, 2025 shall remain frozen till the rightful owner of such shares claims the shares.

#### Plant Location

Detailed information on plant/business locations including registered and corporate offices is provided elsewhere in the Annual Report.

#### Credit Rating

CARE ratings Ltd. has assigned rating of 'A+' (Rating Watch with Positive Implications) for long term bank facilities and rating of 'A1+' for short term bank facilities. The aforesaid rating has been obtained in view of various Comfort Letters provided by the Holding Company in favour of lenders for banking facilities being availed by the Company.

### Address for correspondence

Registrar & Share Transfer Agent	Share Department	Compliance Officer
M/s. Alankit Assignments Ltd., Alankit House' 4E/2, Jhandewalan Extn. New Delhi-110 055 Telephones: 011- 23541234, 011-42541234 Fax: 011-42540064	Sir Shadi Lal Enterprises Limited 8 <sup>th</sup> Floor, Express Trade Towers, 15-16, Sector-16A, Noida- 201301 Phone: +91-120-4308000 Fax: +91-120-4311010-11 E-mail:- <a href="mailto:shares@ssel.trivenigroup.com">shares@ssel.trivenigroup.com</a> Website: <a href="http://www.sirshadilal.com">www.sirshadilal.com</a>	Mr Rakesh Kumar Yadav Company Secretary 8 <sup>th</sup> Floor, Express Trade Towers, 15-16, Sector-16A, Noida-201301 Phone: +91-120-4308000 Fax: +91-120-4311010-11 E-mail:- <a href="mailto:shares@ssel.trivenigroup.com">shares@ssel.trivenigroup.com</a>

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

**Secretarial Auditor:** As a measure of good Corporate Governance practice, the Board of Directors of the Company appointed M/s Rahul Saini & Co., Company Secretaries, to conduct the Secretarial Audit for the financial year ended March 31, 2025.

**Compliance Officer:** Mr Rakesh Kumar Yadav is the Compliance officer for complying with the requirement of SEBI (LODR) Regulations 2015 with the BSE Limited.

### Other Disclosures:

#### Related Party Transactions

There are no transactions of the company of material nature with promoters, Directors, management or relatives etc. which would have potential conflict with the interests of the company at large. Attention of members is drawn to the related party transaction with the related party in the main Directors report and note no. 36 in the financial statement. The Company has in place a Related Party Transaction Policy which has been uploaded on its website at <https://www.sirshadilal.com/policies.html>. Details of related party information and transactions are being placed before the Audit Committee from time to time.

#### Disclosure of accounting treatment in preparation of financial statements

In the preparation of the financial statements, the Company has followed with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. Accounting entries passed on the exercise of the judgment by the management are correct and reasonable.

#### Disclosures on acceptance of recommendations made by the Board Committees

During the financial year under review, there was no such instance wherein the Board had not accepted any recommendation of the any Committee of the Board. All

the recommendations made by the Committees of the Board were accepted by the Board.

#### Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets.

The Company has complied with all the requirements of the Stock Exchange/the Regulations and guidelines of SEBI and other Statutory Authorities on all matters relating to capital markets, except for the observation raised by BSE Limited regarding non-compliance with Regulation 17(1A) of the SEBI LODR Regulations in relation to the appointment of a Non-Executive Director aged over 75 years during the quarter ended June 30, 2024, and a fine of ₹ 22,000 plus GST was imposed. The Company submitted that it had complied with the applicable provisions, relying on the relevant case laws decided by the Hon'ble Securities Appellate Tribunal in the matter of "20 Microns Ltd. v. BSE Ltd." and "Nectar Life Sciences Ltd. v. SEBI", and had obtained shareholders' consent within the prescribed timeline of three months of the appointment of the Director under Regulation 17(1A) read with Regulation 17(1C). Nevertheless, the fine was paid under protest.

#### Whistle Blower Policy and Affirmation that no personnel has been denied access to the Audit Committee

The Company has established a vigil mechanism through a Whistle Blower Policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimisation of director(s)/employee(s) who express their concerns and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases. During the year under review, no personnel were denied access to the Audit Committee.

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

The Company has formulated a policy on prevention of Sexual Harassment in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder which is aimed at providing every women at the workplace a safe, secure and dignified work environment. No complaint of sexual harassment was received from any woman employee during the year.

### **Code for prevention of Insider Trading**

The Company has formulated comprehensive Code of Conduct to regulate, monitor and report trading by Insiders in line with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The Code lays down the guidelines which advise on procedures to be followed and disclosures to be made, while dealing in shares of the Company and the consequences of non-compliances, including the policy for enquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ('UPSI'). The Company has also adopted Code for Fair Disclosure of UPSI along with Policy for Determination of Legitimate Purposes and the same is available on the Company's website at <https://www.sirshadilal.com/policies.html>

### **Code of conduct for Board members and senior management team**

Code of Conduct for the Directors as well as for the members of the Senior management of the Company

was adopted in the Board meeting held on April 4, 2005 and amended subsequently from time to time. The code is intended to serve as a basis for ethical decision making in conduct of professional work. The Code of Conduct states that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views and be upright in his conduct and observe corporate discipline. The said Code of Conduct has been circulated to all the Directors and members of Senior management and the compliance of the same has been affirmed by them in respect of the financial year 2024-25 and a declaration to that effect signed by the Managing Director is detailed below and forms part of this report. A copy of Code of Conduct has also been put on the Company's website – [www.sirshadilal.com](http://www.sirshadilal.com)

### **To the Shareholders of Sir Shadi Lal Enterprises Ltd. Sub.: Compliance with Code of Conduct**

I hereby declare that all the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as adopted by the Board of Directors and applicable to them for the financial year ended March 31, 2025.

Noida  
August 5, 2025

**Tarun Sawhney**  
Chairman & Managing Director  
DIN: 00382878

## **CERTIFICATION**

The Chairman and Managing Director and CFO have certified to the Board of Directors, inter-alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose as required under Regulation 17 (8) of Listing Regulations, for the year ended March 31, 2025. The said certificate forms part of the Annual Report.

Further, as required under Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from the Company Secretary in Practice has been received stating that none of the Directors on the Board have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate affairs or any such statutory authority. The said certificate forms part of the Annual Report.

## **Remuneration to Statutory Auditors**

M/s Basant Ram & Sons, Chartered Accountants (Firm Registration No. 000569N), are holding the office of Statutory Auditors of the Company. The particulars of payment of Statutory Auditors fees paid/payable is ₹ 13,65,000/- as per notes to financial statement:

## **Disclosure of Loans and Advances**

During the year, the Company has not given any loans and advances in the nature of loans to any firms/companies in which Directors are interested.

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

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46, except an observation as explained herein above.

The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance.

## **Modified opinion(s) in audit report**

The opinion expressed by the Auditor in the audit report on the financial statements for the year ended March 31, 2025 is unmodified

## **Subsidiaries:**

The Company does not have any subsidiary.

## **Disclosure of commodity price risks and commodity hedging activities**

With respect to inputs, the Company is not exposed to any material commodity price risks. However, with respect to the outputs, the Company is exposed to risks relating to the sugar price. In view of lack of adequate depth in commodity exchange/s in India, there is little potential of effective hedging but the Company strives to minimise the risk by an effective sales strategy and by producing better quality sugar which commands premium over the normal sugar.

### **Disclosure of certain types of agreements binding listed entities**

The Company has not entered into any type of agreements binding the Company as mentioned under Clause 5A of paragraph A of Part A of schedule III.

### **CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

The certificate dated August 5, 2025 from Practicing Company Secretary (M/s Deepak Dhir & Associates, Company Secretaries, confirming compliance with the Corporate Governance requirements as stipulated under the Listing Regulations is annexed hereto with an exception which is self explanatory.

The above report has been adopted by the Board of Directors of the Company at their meeting held on August 5, 2025

For and on behalf of the Board of Directors

Place: Noida  
Date: August 5, 2025

**Tarun Sawhney**  
Chairman & Managing Director  
DIN: 00382878



**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members  
Sir Shadi Lal Enterprises Limited  
Plot No. 44, Block-A, Phase-II Extension  
Hosiery Complex, Noida  
Uttar Pradesh-201305

We have examined the compliance of the conditions of Corporate Governance by Sir Shadi Lal Enterprises Limited ("the Company") for the financial year ended March 31, 2025 as stipulated under regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the SEBI Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement/Listing Regulations except for the observation raised by BSE Limited regarding non-compliance with Regulation 17(1A) of the SEBI LODR Regulations in relation to the appointment of a Non-Executive Director aged over 75 years during the quarter ended June 30, 2024, and a fine of ₹ 22,000 plus GST was imposed. The Company submitted that it had complied with the applicable provisions, relying on the relevant case laws decided by the Hon'ble Securities Appellate Tribunal in the matter of "20 Microns Ltd. v. BSE Ltd." and "Nectar Life Sciences Ltd. v. SEBI", and had obtained shareholders' consent within the prescribed timeline of three months of the appointment of the Director under Regulation 17(1A) read with Regulation 17(1C). Nevertheless, the fine was paid under protest. As the payment has been made, we offer no further comment on the matter.

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

For **Deepak Dhir & Associates**  
Company Secretaries

Date: 05.08.2025  
Place: New Delhi

UDIN: F011633G000935974

**Deepak Kumar Dhir**  
M. No. FCS 11633  
CP No. 17296  
Peer Review No. 1918/2022

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

The Members  
 Sir Shadi Lal Enterprises Limited  
 Plot No. 44, Block-A, Phase-II Extension  
 Hosiery Complex, Noida  
 Uttar Pradesh-201305

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sir Shadi Lal Enterprises Limited vide CIN: L51909UP1933PLC146675 and having registered office at 'A-44, Hosiery Complex, Phase-II Extension, Noida, Uttar Pradesh-201305 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	DINs	Date of appointment in Company
1.	Mr Tarun Sawhney	00382878	20/06/2024
2.	Mr Sudipto Sarkar	00048279	20/06/2024
3.	Mr Jitendra Kumar Dadoo	02481702	20/06/2024
4.	Mr Vivek Viswanathan	00141053	24/03/2001
5.	Ms. Ratna Dharashree Vishwanathan	07278291	18/09/2024

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

For **Deepak Dhir & Associates**  
 Company Secretaries

Date: 05.08.2025  
 Place: New Delhi  
 UDIN: F011633G000938988

**Deepak Kumar Dhir**  
 M. No. FCS 11633  
 CP No. 17296  
 Peer Review No. 1918/2022

## CEO/CFO CERTIFICATION

The Board of Directors  
Sir Shadi Lal Enterprises Limited  
Plot No. 44, Block-A, Phase-II Extension,  
Hosiery Complex, Noida-201305,  
Gautam Budh Nagar, U.P.

Reg.: Financial Statements for the year ended March 31, 2025—Certification by Managing Director and Chief Financial Officer

We, Tarun Sawhney, Managing Director and R.K.Goel CFO of Sir Shadi Lal Enterprises Limited, do hereby certify that to the best of our knowledge and belief:

- A. We have reviewed the Balance Sheet as at March 31, 2025, Statement of Profit & Loss for the year ended on that date along with its Notes, Notes to Accounts and the Cash Flow Statement for the year and that to the best of our knowledge and information, confirm that:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining Internal Control Systems for financial reporting and that we have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to the financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee of the Company, the following:
- i) Significant changes in Internal control over financial reporting during the year
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements
  - iii) Instances of significant fraud, of which we have become aware, and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting

Place : Noida  
Dated: August 5, 2025

**R.K. Goel**  
Chief Financial Officer

**Tarun Sawhney**  
Chairman & Managing Director  
(DIN: 00382878)

## ANNEXURE-C

### FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:**

1. There was no contract or arrangement or transaction entered into during the financial year ended March 31, 2025 which was not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

**(a) Name(s) of the related party and nature of relationship:** Triveni Engineering & Industries Ltd. ("TEIL"), Holding Company

**(b) Nature of contracts/arrangements/transactions:**

- (i) Obtaining comfort letter/guarantee for securing loan from lending banks;
- (ii) Availing inter-corporate loan;
- (iii) Sale of by-products – molasses and bagasse;
- (iv) Availing services of personnel on secondment basis
- (v) Purchase of gears & other miscellaneous transactions

**(c) Duration of the contracts/arrangements/transactions:** Upto 31-03-2025

**(d) Salient terms of the contracts or arrangements or transactions including the value, if any:**

- (i) Comfort letter for ₹ 363 crore provided by TEIL in connection with loan advanced to the Company by lending banks. Fees of ₹ 49.72 lakh @ 0.75% p.a. charged by TEIL during the year in respect thereof;

- (ii) Inter-corporate unsecured loan of ₹ 128.50 crore advanced by TEIL. Interest of ₹ 306.60 lakh charged by TEIL @ SBL one-year MCLR (to be reset annually) + 100 basis points. Repayment over 16 equal instalments after a moratorium period of 2 years, subject to restrictions stipulated, if any, by the existing lending banks;
- (iii) Sale of by-products viz., molasses and bagasse aggregating ₹ 1887.84 lakh (including taxes of ₹ 89.86 lakh) at market rates;
- (iv) Expenses of ₹ 306.30 lakh incurred in respect of employees seconded to the Company and other expenses incurred on behalf, at actual cost basis;
- (v) Other miscellaneous transactions aggregating to ₹ 287.02 lakh (including tax of ₹ 43.68 lakh), which majorly comprise purchase of gearbox from TEIL at a price of ₹ 271.40 lakh (including tax of ₹ 41.40 lakh).

TEIL has provided financial and operational support to the Company to enable it to obtain finance from lending banks at competitive terms. The funds were required to liquidate cane due arrears (in a phased manner), pay dues to suppliers and employees, undertake repairs & incur necessary capital expenditure and also for other working capital requirements. Being in the same line of business it was also commercially expedient to benefit by availing technical and managerial services on secondment basis as well as effectively and optimally utilise inventories of by-products and other goods/services.

**(e) Date(s) of approval by the Board, if any:** July 31, 2024

**(f) Amount paid as advances, if any:** Nil

For & on behalf of the Board of Directors

**Tarun Sawhney**  
(Chairman & Managing Director)  
DIN:00382878

**Jitendra Kumar Dadoo**  
(Director)  
DIN: 02481702

Date: August 5, 2025  
Place: Noida

## ANNEXURE-D

### 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 Personnel) Rules, 2014]

To,  
The Members,  
Sir Shadi Lal Enterprises Limited  
A-44, Hosiery Complex, Phase II Extension, Nepz Post Office,  
Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201305

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sir Shadi Lal Enterprises Limited (CIN: L51909UP1933PLC146675) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

#### We Report that: -

- a) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe the processes and practices. We followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effeteness with which the management has conducted the affairs of the Company.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, External Commercial Borrowings, wherever Applicable.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable)

- d. 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 non- Convertible Securities Regulations, 2021; (Not Applicable)
- f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable)
- g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable)
- h. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the Secretarial Standards on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries of India.

- (vi) Some of the other laws specifically applicable to the Company: are as under -
  - i. Sugar Cess Act, 1982,
  - ii. Essential Commodities Act, 1955,
  - iii. Sugar Development Fund Act, 1982,
  - iv. UP Sugar Cane Purchase Tax, 1961,
  - v. The Sheera Niyanthan Ahdniyam, 1964,
  - vi. The U.P. Vacuum Pan, Sugar Factories Licensing order, 1969
  - vii. The Electricity Act, 2003,

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

During the period under review the Management of the Company had taken over by Trveni Engineering and Industries Limited and Now M/s Sir Shadi Lal Enterprises

Limited is the Subsidiary of Triveni Engineering and Industries Limited.

We have checked the compliance management system of the Company to obtain assurance about the adequacy of system in place to ensure compliance of specifically laws and this verification was done on test basis. In our opinion and to the best of our information and according to explanations given to us, we believe the compliance management system of the Company is adequate to ensure compliance of laws specifically applicable to the Company.

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

Adequate notices were given to all directors of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. Board decisions are carried out with unanimous consent and therefore, no dissenting views were required to be captured and recorded part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations standards and guidelines.

For Rahul Saini & Co

**(RAHUL SAINI)**

Prop.

ICSI Membership No: ACS 16716

COP No: 7009

Place: Meerut, Uttar Pradesh

Date: May 26, 2025

UDIN: A016716G000436784



**A) CONSERVATION OF ENERGY**
**a) The steps taken or impact on conservation of energy**

1. Re-tubing/tube replacement done in two existing boilers to avoid frequent leakages of steam and heat losses.
2. Installed a cooling tower at mill house for closed circulation of cooling water of mill and power turbine to reduce the tube well water consumption.
3. Extensive insulation work done in power house, boiling house and mill house resulting in reduction of steam consumption at Sugar unit.
4. Replaced auxiliary cane carrier motor of 75KW 1440RPM with 55KW 960RPM to minimize the electrical load.
5. Replacement of old energy inefficient lamps with modern energy efficient ones in the plant.

**b) The steps taken by the Company for utilising alternate source of energy**

In the Sugar and distillery units of the Company, majority of power used is generated through captive bagasse, which is a renewable source of energy.

**c) The capital investment on energy conservation equipment**

The Company has incurred capital expenditure of ₹ 36 lakhs towards above stated energy conservation equipment during the year.

**B) TECHNOLOGY ABSORPTION**
**(i) The efforts made towards technology absorption;**

Nil

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution**

NA

**(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**

a) the details of technology imported	No technology was imported during the last three years.
b) the year of import	NA
c) whether the technology has been fully absorbed	NA
d) if not fully absorbed, areas where absorption has not taken place and reasons thereof;	NA

**(iv) The expenditure incurred on Research and Development**

The Company has incurred ₹ 19.66 lakhs towards cane development during the year.

**C) FOREIGN EXCHANGE EARNINGS & OUTGO**

Earnings in foreign exchange ₹ Nil

Foreign exchange outgo ₹ Nil

For and on behalf of the Board of Directors

**Tarun Sawhney**

Place: Noida

Chairman & Managing Director

Date: August 5, 2025

DIN: 00382878

## Annexures F

### PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 ('ACT') READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

**(i) The percentage increase in remuneration of Directors and KMPs during FY 25, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 25**

During the year, Mr Rajat Lal, Mr Rahul Lal, Mr Udit Pat Singhania, Mr Ravi Malhotra, Mr Tanmay Sharma, Mrs. Radhika Vishwanathan and Mr Neeraj Gupta ceased to be Directors of the Company w.e.f June 20, 2024 on account of resignation, due to change in management and control of the Company/personal reasons. Mr Gajendra Sharma, CFO ceased to be in employment on termination of contract. Since they drew remuneration only for part of the year, the ratio of their remuneration to median remuneration and percentage increase in remuneration is not comparable and hence not stated above.

Mr Tarun Sawhney was appointed as CMD w.e.f. July 31, 2024 and has not drawn any remuneration during FY 25. Whereas Mr Sarkar and Mr Dadoo joined the Board w.e.f. June 20, 2024 and Ms Vishwanathan joined the Board w.e.f. September 18, 2024. Since they drew remuneration only for part of the year, the ratio of their remuneration to median remuneration and percentage increase in remuneration is not comparable and hence not stated above.

Mr R.K. Goel and Mr Anil Kumar Tyagi, KMPs were seconded by the holding company w.e.f August 01, 2024.

However, Mr Tyagi ceased to be CEO w.e.f September 25, 2024 due to resignation. The ratio of remuneration to median remuneration of Mr Ajay Kumar Jain, Company Secretary was 4.73. However, there was no increase in the remuneration of Mr Jain during FY 25.

**Notes:**

- (i) In the Financial year 2024-25, the annual median remuneration was at ₹ 3.80 lakhs and there was an increase of 36.09 % in the median remuneration of the employees as compared to last year (The salaries of seasonal employees in sugar units have not been considered herein as they are deployed only for the duration of the Sugar season and not for the entire year).
- (ii) There were 572 permanent employees (56 Officers, 516 workmen including 294 seasonal employees) on the rolls of the Company as on March 31, 2025.
- (iii) The average percentage salary increases of employees other than managerial personnel were 3.57% against NIL % in the managerial remuneration.
- (iv) It is hereby affirmed that the remuneration paid during the financial ended March 31, 2025 is as per the Nomination and Remuneration policy of the Company.

Noida  
August 5, 2025

For and on behalf of the Board of Directors  
**Tarun Sawhney**  
Chairman & Managing Director  
DIN: 00382878

# Management Discussion and Analysis

## SUGAR BUSINESS

### Indian Sugar Industry

#### INDIA SUGAR: OVERVIEW

India is the largest consumer and the second-largest producer of sugar globally, playing a vital role in the sugar industry. Sugarcane is not only economically important but also ecologically sustainable. It generates valuable by-products like bagasse, molasses, and filter cake, which can be used to produce biofuels and bioenergy, including bioethanol and biogas.

The industry has enhanced sugarcane quality, improved operations, and diversified products, leading to increased sustainability and profitability. As a result, it contributes significantly to the nation's economic growth.

Under the Essential Commodities Act, the sugar sector is heavily regulated by the government, focusing on sugarcane pricing, procurement, and sales in both domestic and global markets. Regulatory oversight also extends to the diversion of sugarcane for other uses, such as alcohol and bioethanol production.

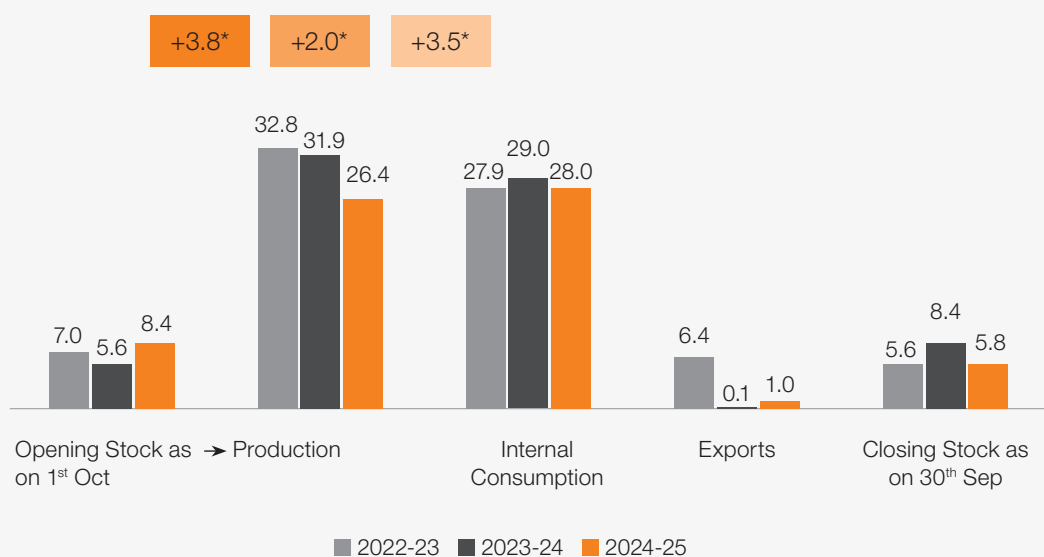
#### INDIA SUGAR: BALANCE SHEET

India's estimated net sugar production for the 2023-24 season to be 31.9 million tonnes after accounting for a 2 million tonne diversion to ethanol, leading to a gross estimate of 33.9 million tonnes.

As of May 15, 2025, net sugar production for the 2024-25 season stands at 25.7 million tonnes, with two factories in Tamil Nadu still operational. Additional factories in South Karnataka and Tamil Nadu are expected to resume operations during the special crushing season from June to September, bringing total production close to 26.4 million tonnes. By April 30, 2025, 2.7 million tonnes had been diverted for ethanol, with another 0.6 to 0.7 million tonnes anticipated, resulting in a gross production of 29.9 million tonnes—a decline of about 12% from the previous season.

#### Comfortable closing stock

Closing stocks for 2024-25 are projected at a comfortable 5.8 million tonnes, following an opening stock of 8.4 million tonnes on October 1, 2024. With estimated domestic sales of 28 million tonnes and 1 million tonnes in exports, the net production calculation includes a diversion of 3.5 million tonnes for ethanol.



Data in million tonnes

\*sugar diversion to ethanol production in million tonnes

**Note: Opening stock for SS 2022-23 revised as per GOI numbers**

**Healthy monsoon and crop outlook for SS 2025-26**

In the southern states, especially Maharashtra and Karnataka, sugarcane planting has improved due to a favorable southwest monsoon in 2024, paving the way for a timely start to the crushing season in October 2025.

In the north, particularly Uttar Pradesh, varietal replacement initiatives are expected to enhance sugarcane yields and recovery rates.

Moreover, forecasts from the India Meteorological Department (IMD) and Skymet indicate a normal southwest monsoon in 2025, which is encouraging for crop health and production, boosting confidence in the upcoming sugar season.

**INDIA SUGAR: MARKET UPDATES**

- **Hike in Fair and Remunerative Price (FRP):** The Central Government fixed the FRP of sugarcane for SS 2025-26 at ₹ 355 per quintal. This was linked to a basic recovery of 10.25% and subject to a premium of ₹ 3.46 per quintal for every 0.1% increase of recovery, over and above 10.25%, and also linked to reduction in FRP at the same rate for each 0.1% decrease in the recovery rate till 9.5%. With a view to protecting the interests of

farmers, the Government has decided that there shall be no deduction where recovery is below 9.5%; such farmers will get ₹ 329.05 per quintal for sugarcane. The FRP for SS 2025-26 was 4% higher than the previous sugar season.

- **UP State Advised Price (SAP) remains unchanged:** There was no change in the Uttar Pradesh State Advised Price (SAP) of sugarcane for Sugar Season 2024-25. Rates applicable were as below:
  - o Sugarcane price for Early Variety at ₹ 370 per quintal.
  - o Sugarcane price for General Variety at ₹ 360 per quintal.
  - o Sugarcane price for Rejected Variety at ₹ 355 per quintal.
- **Minimum Selling Price (MSP) remains unchanged:** Despite increase in sugarcane procurement costs, i.e. SAP in the case of Triveni, the MSP fixed by the Government in February 2019 at ₹ 31/kg remains unchanged. It is imperative that the MSP of sugar and ethanol prices undergoes enhancement in a coordinated manner, along with input costs.

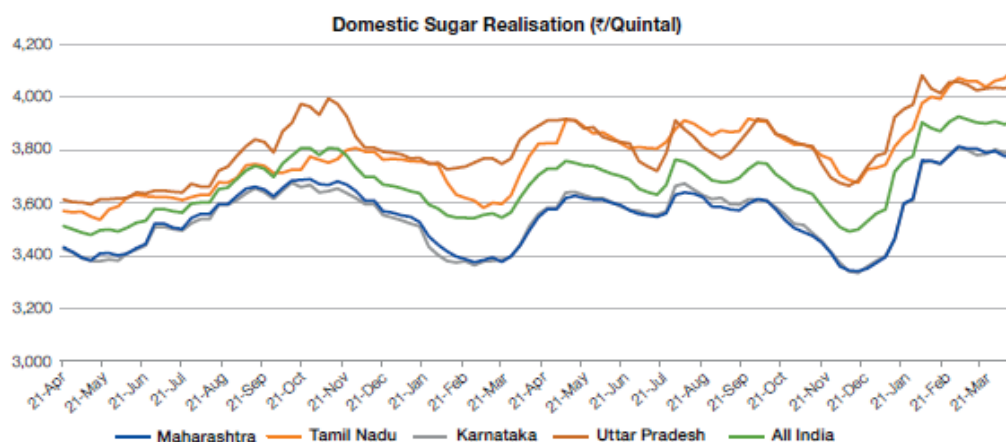
## DOMESTIC SUGAR REALIZATION (DOMESTIC) (₹/QTL)

### International Sugar

#### International Sugar: Balance Sheet

Recent estimates from Datagro indicate that the global sugar market is projected to achieve a surplus of approximately 1.53 million tonnes in the 2025-26 season, following a deficit of around 4.67 million tonnes in the 2024-25 season. This anticipated surplus is largely driven by improved supplies from key producing countries, including Brazil and Thailand, along with sufficient production levels in India.

Datagro forecasts that Brazil's sugar production will reach 42.04 million tonnes in the 2025-26 season, an increase from 40.17 million tonnes in the previous season. Additionally, India's sugar output is expected to rise to 31.6 million tonnes, up from 26 million tonnes, while Thailand's production is projected to grow to 11.18 million tonnes, compared to 10.05 million tonnes in the prior season.



# Financial Statements



# Independent Auditor's Report

**TO**  
**THE MEMBERS OF**  
**SIR SHADI LAL ENTERPRISES LIMITED**  
**Report on the Standalone Ind AS Financial statements**

## OPINION

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

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

## BASIS FOR OPINION

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

## GOING CONCERN:

As stated in note no-47 of the financial statements, wherein it has been represented by the Company that the financials of the Company have been prepared on going concern basis as the Company has become subsidiary of Triveni Engineering & Industries Limited (TEIL), and TEIL is providing requisite technical and financial support to the Company to make its operations efficient and viable, and also, a Support Letter dated 30<sup>th</sup> January 2025 to the same effect has been given by Triveni Engineering & Industries Limited (Holding Company). We are unable to comment on the ongoing uncertainty and have placed reliance on the said assurance.

Our report is unmodified in respect of the above matter.

## KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. There is no such Key Audit Matters for the current year under audit.

## EMPHASIS OF MATTER

1. As stated in note no. 48 to the accompanying financial statement, regarding the change in accounting policy for measurement of land from revaluation model to cost model. The change in accounting policy has resulted in reversal of revaluation gain accounted for under other comprehensive income of ₹ 44559.14 lakhs till the year ended 31 March 2023. And ₹ 37781.55 Lakhs for year ended on 31 March, 2024. Consequently, the amount of revaluation surplus (other equity), property, plant and equipment and segment assets have been reduced/ restated by ₹ 44559.14 lakhs as on 1<sup>st</sup> April 2023, and ₹ 82340.69 Lakhs as on 31 March 2024.
2. The company has mentioned in a management representation letter given to us that in the audited financials for the financial year 2023-24, it was stated that Company had, in note 35 of the financial statements for the year ended March 31, 2024, mentioned that no provision had been made in the accounts towards interest on delayed payments of cane dues of ₹ 607.19 lakhs and ₹ 19042.96 lakhs pertaining to earlier years and to that extent the accounts had not been made on accrual basis, and also, attention is invited to note 43(ii) (a), (b), & (c)

of the accompanying statement, wherein the current management of the Company, has represented that apart from contingent liabilities in respect of interest towards delayed payment of cane dues of ₹ 4379.62 lakhs for the sugar season 2022-23 (included in the Recovery Certificate dated May 7, 2024) based on representations made to the State Government and aggregate interest of ₹ 680.28 lakhs pertaining to earlier sugar seasons, there is no other liability in respect of interest on delayed payment of cane dues. We have placed reliance on the above said representation made by the Company.

3. As stated in Note. no. 50(ii) of the accompanying financial statements of March 31, 2025, the Company has recognized stock of scrap, pressmud & molasses (WIP) as at March 31, 2025, which were earlier not recognized on generation but accounted for upon sale. Consequently, which has resulted in decrease in loss for the year ended on March 31, 2025 by ₹ 140.13 Lakhs.

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

The Company's Board of Directors is responsible for the other information. This Comprises the information included in the Director's 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 during the course of our audit or otherwise appears to be materially misstated if based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

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

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

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

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

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF STANDALONE FINANCIAL STATEMENT

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

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

- Identify and assess the risks of material misstatement of the standalone 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical

requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the companies Act, we give in the "Annexure A" a Statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(h)(v) below on reporting under rule 11(g) of the Companies (Audit Auditors) Rules, 2014
  - c) The Balance Sheet, the Statement of Profit and Loss, (including other comprehensive income), the Statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act,
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the adequacy of the Internal Financial Control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) as amended in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements (Refer Note No. 43 of the Standalone financial statements);
  - ii) The Company did not have any long term contracts including derivative contracts for which there were any foreseeable losses; and
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv) (a) The Management has represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other, sources or kind of funds) by the company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the company from any person (s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation under sub-clause (i) and (ii) of Rule 11 (e) as provided under paragraph (2) (h) (iv) (a) & (b) above, contain any material misstatement.
  - v) Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account, 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 respective software, except till 6<sup>th</sup> December, 2024 in case of payroll.
- Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For BASANT RAM & SONS  
Chartered Accountants  
(Firm's Registration No. 000569N)

Place: New Delhi  
Date: May 26, 2025

(R.K.Nayar)  
PARTNER  
(Membership No. 087112)

## Annexure “ A” to the Independent Auditor’s Report

Annexure “A” To The Independent Auditor’s Report of even date of the Standalone Ind AS Financial Statements of Sir Shadi Lal Enterprises Limited for the year ended on 31<sup>st</sup> March, 2025.

(Referred to in paragraph 1 of the Independent Auditors’ Report of even date under the heading “Report on Other Legal and Regulatory Requirements” to the members of **Sir Shadi Lal Enterprises Limited** on the standalone Ind AS financial statements as of and for the year ended March 31, 2025.)

- i) In respect of the Company’s Property, Plant and Equipment:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment on the basis of available information.
  - b) The Company’s programme of physical verification of all its property, plant and equipment once in three

years, is in our opinion, reasonable having regard to the size of the Company and the nature of its property, plant and equipment. Pursuant to such programme, a physical verification of property, plant and equipment has not been carried out during the year.

- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are stated to be held in the name of the company, except in the following cases. The original Title Deeds were not produced to us for our verification and we were told that the same are deposited as security with the Bank.

### Title Deeds of Immovable property not held in name of the Company.

Relevant line item in the Balance Sheet	Area (in Sqm)	Reason for not being held in the name of the company
Land	2050 & 6150	Lease agreement with Shivalya Thakur -dwara jasanwala on 10.04.1943 for 58 years. Matter is pending in the court.
Land	820	Lease agreement with puran chand & others with company on 25.08.1944 till 30.06.2002 .
Land	20707.25	Lease Agreement with SS Light Railway Co. Court order in the company’s favour.

- d) The Company has not revalued its Property, Plant, & Equipment including rights of use assets or intangible assets or both during the year.
- e) As explained to us that the company does not have any Benami Property, therefore no proceedings 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 rules made there under;
- ii). a) During the year, the inventories have been physically verified by the management except material sent for job work and lying with third parties and also low value store items. However, discrepancies of 10% or more on physical verification of Bagasse were noticed and have been property dealt with in the books of account.
- b) Reconciliation of stock statements with stock details submitted to banks were produced to us by the management and were relied upon by us. No material discrepancies were noticed. Refer note no. 18(ii) of the Standalone Annual Financial statements of the company.
- iii) The Company has not made investment in, provided any guarantee or security or granted any loans and advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnership or any other parties. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- iv) In our opinion and according to the information and explanations given to us, the company has



complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to loans, investments, guarantees, and securities.

- v) According to the information and explanations given to us, the Company has not accepted any deposit or deemed to be deposit from the public during the year, therefore, the provisions of clause (v) of paragraph 3 of the Order, is not applicable to the Company.
- vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules 2014 prescribed by the Central Government under Section 148 (1) (d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii) a) According to the information & explanations given to us and on the basis of our examination of the records of the Company, Except Provident Fund dues amounting to ₹ 54.71 lacs there were no undisputed amounts payable in respect of employees' State insurance, income-tax, value added tax, wealth-tax, Goods and service-tax, customs duty, excise duty, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date of becoming payable.
- b) According to the records of the Company and the information and explanations given to us, there are no amounts in respect of income-tax, value added tax, sales tax, wealth-tax, Goods and service-tax, customs duty, excise duty and cess, which have not been deposited with the appropriate authorities on account of any dispute, other than mentioned in 'Annexure-1' to this report.
- c) Except delay in a few cases of Provident Fund and Income Tax (TDS), the Company has generally been regular in depositing undisputed statutory dues, including Employee's State Insurance, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- viii) There were no transactions relating to previously unrecorded income that have been surrendered are disclosed as income during the year in the tax assessments under the Income Tax Act 1961 (143 of 1961).
- ix) a) Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the company has not defaulted in repayment of dues to banks/lenders during the year.
- b) The company has not been declared willful defaulter by any bank or financial institution or Government or any government authority.
- c) The company has taken term loan during the year and was applied for the purpose for which the loans were obtained.
- d) On and overall examination of the financial statement of the company funds raised on short term basis have prime facie, not been used during the year for long term purposes by the company.
- e) The company does not have any subsidiaries/Joint ventures. Hence reporting under clause-3 (ix) (e) of the order is not applicable.
- f) The company does not have any subsidiaries/Joint ventures or associate companies, hence reporting under clause-3(ix)(f) of the order is not applicable.
- x a) The Company has not raised money by way of initial public offer or further public offer (including debt instrument) during the year, and hence reporting under clause-3(x)(a) of the order is not applicable.
- b) During the year the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and hence reporting under clause-3(x) (b) of the order is not applicable.
- xi a) According to the information and explanation given to us no fraud by the company and no material fraud on the company has been noticed or reported during the year.
- b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year and up to the date of this report.
- c) According to the information and explanations given to us, no whistle -blower complaints have been received by the company, therefore not produced to us for consideration.



- xii In our opinion and according to the information and explanations given to us, the Company is not a nidhi company and hence reporting under clause (xii) of the order is not applicable
- xiii According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, 2013 where applicable and details of such transactions have been disclosed in the financial Statements as required by the applicable Accounting Standards.
- xiv a) Subject to para xiv(b) below, in our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have received only off-season internal audit report for the period under audit and considered by us. The complete report is still to be received by us, therefore, we are unable to comment.
- xv According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with the directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi In our opinion the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Therefore reporting under clause -3(xvi) (a), (b), (c) & (d) of the order is not applicable
- xvii The company has incurred cash loss amounting to ₹ 1060.03 Lakhs during the financial year ending on 31<sup>st</sup> march 2025 and there is no cash loss in the immediately preceding financial year.
- xviii There has been no resignation of statutory auditors during the year.
- xix On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of the directors and management plans and based on our examination of the evidence, supporting the assumption and also negative net worth of the company as on 31<sup>st</sup> March 2025, we are unable to comment on any material uncertainty exists as on the date of the audit report. We cannot comment and give any guarantee or assurance that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx The company's net worth is negative and it has incurred losses during the year, therefore section 135 of the companies act, 2013 is not applicable. Hence reporting under clause-3(xx)(a) & (b) of the order is not applicable.
- xxi This clause is not applicable to the company.

For BASANT RAM & SONS  
Chartered Accountants  
(Firm's Registration No. 000569N)

**(R.K.Nayar)**

PARTNER

(Membership No. 087112)

Place: New Delhi  
Date: May 26, 2025

**(ANNEXURE-1 AS REFERRED TO IN PARA VII (B) OF ANNEXURE 'A' TO THE AUDITORS' REPORT OF EVEN DATE TO THE MEMBERS OF SIR SHADI LAL ENTERPRISES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2025).**

Following are the particulars of disputed dues (provided/considered contingent liability, as appropriate) as on 31.03.2025 on account of Income-Tax, Sales-Tax, and Excise matters that have not been deposited on account of dispute:-

Name of the Statute	Nature of the Dues	Amount (₹ In Lacs)	Period to which the Amounts relates	Forum where dispute is pending
Central Excise Act	Duty/Penalty	0.68	2005-2006	Commissioner Appeal, Muzaffarnagar
U.P. Excise Act	Penalty for Low Recovery	1.85	1991-1992	Excise Commissioner ,Allahabad
Weight & Measurement Act	Duty/Penalty	55.42	1988-1989	Weight & Measurement Department Saharanpur, High Court, Allahabad

We have been informed that apart from above; there are no dues in respect of Wealth-tax, Goods and Service-tax, and Custom Duty which have not been deposited on account of any dispute.

For BASANT RAM & SONS  
Chartered Accountants  
(Firm's Registration No. 000569N)

Place: New Delhi  
Date: May 26, 2025

**(R.K.Nayar)**  
PARTNER  
(Membership No. 087112)

## Annexure 'B' to the Independent Auditor's Report

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

We have audited the internal financial controls over financial reporting of SIR SHADI LAL ENTERPRISES LIMITED ("the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

### **AUDITOR'S RESPONSIBILITY**

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

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

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

### **MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

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

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS**

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

## **OPINION**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over

financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For BASANT RAM & SONS  
Chartered Accountants  
(Firm's Registration No. 000569N)

Place: New Delhi  
Date: May 26, 2025

**(R.K.Nayar)**  
PARTNER  
(Membership No. 087112)

# Standalone Balance Sheet

as at March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Note No.	As at 31-Mar-25	As at 31-Mar-24 *	As at 01-Apr-23 *
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	4	8292.21	7984.97	8885.65
Capital work-in-progress	4	58.15	38.15	38.15
Intangible assets	5	7.13	-	0.13
<b>Financial assets</b>				
i. Investments	6	-	0.00	0.00
ii. Trade receivables	7	-	-	-
iii. Loans	8	-	0.50	0.50
iv. Other financial assets	9	85.87	92.34	109.79
Deferred tax assets (net)	22	4297.95	6881.11	6881.11
Income tax assets (net)	21	-	-	35.80
Other non-current assets	10	81.09	148.74	68.24
<b>Total non-current assets</b>		<b>12822.40</b>	<b>15145.81</b>	<b>16019.37</b>
<b>Current assets</b>				
Inventories	11	17323.95	8408.79	10626.80
<b>Financial assets</b>				
i. Trade receivables	7	325.43	594.99	813.69
ii. Cash and cash equivalents	12 (a)	545.87	396.75	194.13
iii. Bank balances other than cash and cash equivalents	12 (b)	149.80	64.60	117.35
iv. Other financial assets	9	45.78	54.86	6.30
Other current assets	10	351.81	448.08	759.36
<b>Total current assets</b>		<b>18742.64</b>	<b>9968.07</b>	<b>12517.63</b>
<b>Total assets</b>		<b>31565.04</b>	<b>25113.88</b>	<b>28537.00</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
Equity share capital	13	525.00	525.00	525.00
Other equity	14	(21486.52)	(16959.56)	(16084.21)
<b>Total equity</b>		<b>(20961.52)</b>	<b>(16434.56)</b>	<b>(15559.21)</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
<b>Financial liabilities</b>				
i. Borrowings	15	21745.18	1630.82	3204.34
Provisions	16	1193.13	1131.19	1060.12
Other non-current liabilities	17	13.60	25.34	47.46
<b>Total non-current liabilities</b>		<b>22951.91</b>	<b>2787.35</b>	<b>4311.92</b>
<b>Current liabilities</b>				
<b>Financial liabilities</b>				
i. Borrowings	18	11343.15	3578.96	5647.25
ii. Trade payables	19	-	24.96	15.77
(a) total outstanding dues of micro enterprises and small enterprises		-	24.96	15.77
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		15803.71	31618.09	29619.24
iii. Other financial liabilities	20	2006.95	2504.32	2653.90
Other current liabilities	17	255.19	979.63	1808.49
Provisions	16	146.87	45.34	39.64
Income tax liabilities (net)	21	18.78	9.79	-
<b>Total current liabilities</b>		<b>29574.65</b>	<b>38761.09</b>	<b>39784.29</b>
<b>Total liabilities</b>		<b>52526.56</b>	<b>41548.44</b>	<b>44096.21</b>
<b>Total equity and liabilities</b>		<b>31565.04</b>	<b>25113.88</b>	<b>28537.00</b>

\*Restated (refer note 48)

The accompanying notes 1 to 52 form an integral part of these financial statements

As per our report of even date attached

For **Basant Ram & Sons**

Chartered Accountants

Firm's registration number: 000569N

**R.K. Nayar**

Partner

Membership No. 087112

For and on behalf of the Board of Directors of

Sir Shadi Lal Enterprises Limited

**Tarun Sawhney**

Chairman & Managing Director

**Jitendra Kumar Dadoo**

Director & Chairman Audit Committee

**R.K. Goel**

Chief Financial Officer

**A.K. Jain**

Company Secretary

Place : Noida

Date : May 26, 2025

# Standalone Statement of Profit and Loss

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Note No.	Year ended 31-Mar-25	Year ended 31-Mar-24 *
Revenue from operations	23	26834.09	46215.43
Other income	24	612.14	38.70
<b>Total income</b>		<b>27446.23</b>	<b>46254.13</b>
<b>Expenses</b>			
Cost of materials consumed	25	29887.56	36449.08
Changes in inventories of finished goods, stock-in-trade and work-in-progress	26	(9072.69)	2132.23
Employee benefits expense	27	2713.65	3030.32
Finance costs	28	1159.12	433.96
Depreciation and amortisation expense	29	1026.56	998.46
Impairment loss on financial assets (net of reversals)	30	12.85	24.03
Other expenses	31	3573.51	4104.72
<b>Total expenses</b>		<b>29300.56</b>	<b>47172.80</b>
<b>Profit/(loss) before tax</b>		<b>(1854.33)</b>	<b>(918.67)</b>
Tax expense:			
- Current tax	32	-	-
- Deferred tax	32	2605.68	-
<b>Total tax expense</b>		<b>2605.68</b>	<b>-</b>
<b>Profit/(loss) for the year</b>		<b>(4460.01)</b>	<b>(918.67)</b>
<b>Other comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit plan	35	(89.47)	43.32
A (ii) Income tax relating to items that will not be reclassified to profit or loss	32	(22.52)	-
		<b>(66.95)</b>	<b>43.32</b>
B (i) Items that may be reclassified to profit or loss		-	-
B (ii) Income tax relating to items that may be reclassified to profit or loss	32	-	-
		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>(66.95)</b>	<b>43.32</b>
<b>Total comprehensive income for the year</b>		<b>(4526.96)</b>	<b>(875.35)</b>
<b>Earnings/(loss) per equity share (face value ₹ 10 each)</b>			
Basic	33	(84.95)	(17.50)
Diluted	33	(84.95)	(17.50)

\*Restated (refer note 48)

The accompanying notes 1 to 52 form an integral part of these financial statements

As per our report of even date attached

For **Basant Ram & Sons**

Chartered Accountants

Firm's registration number: 000569N

**R.K. Nayar**

Partner

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For and on behalf of the Board of Directors of  
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**R.K. Goel**

Chief Financial Officer

**Jitendra Kumar Dadoo**

Director & Chairman Audit Committee

**A.K. Jain**

Company Secretary

Place : Noida

Date : May 26, 2025



# Statement of Changes in Equity

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## A. EQUITY SHARE CAPITAL

Equity shares of ₹ 10 each issued, subscribed and fully paid up

As at 1 April 2023	525.00
Movement during the year	-
<b>As at 31 March 2024</b>	<b>525.00</b>
Movement during the year	-
As at 31 March 2025	525.00

## B. OTHER EQUITY

	Reserves and surplus		Total other equity
	Capital redemption reserve	Retained earnings	
<b>Balance as at 1 April 2023 *</b>	<b>35.70</b>	<b>(16119.91)</b>	<b>(16084.21)</b>
Profit/(loss) for the year	-	(918.67)	(918.67)
Other comprehensive income, net of income tax	-	43.32	43.32
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(875.35)</b>	<b>(875.35)</b>
<b>Balance as at 31 March 2024 *</b>	<b>35.70</b>	<b>(16995.26)</b>	<b>(16959.56)</b>
Profit/(loss) for the year	-	(4460.01)	(4460.01)
Other comprehensive income, net of income tax	-	(66.95)	(66.95)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(4526.96)</b>	<b>(4526.96)</b>
<b>Balance as at 31 March 2025</b>	<b>35.70</b>	<b>(21522.22)</b>	<b>(21486.52)</b>

\*Restated (refer note 48)

The accompanying notes 1 to 52 form an integral part of these financial statements

As per our report of even date attached

For **Basant Ram & Sons**

Chartered Accountants

Firm's registration number: 000569N

**R.K. Nayar**

Partner

Membership No. 087112

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**R.K. Goel**

Chief Financial Officer

**A.K. Jain**

Company Secretary

Place : Noida

Date : May 26, 2025

# Statement of Cash Flows

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Cash flows from operating activities</b>		
<b>Profit/(loss) before tax</b>	<b>(1854.33)</b>	<b>(918.67)</b>
Adjustments for :		
Depreciation and amortisation expense	1026.56	998.46
Bad debts written off - other financial assets carried at amortised cost	0.50	0.69
Impairment loss allowance on trade receivables and other financial assets (net of reversals)	12.35	23.34
Bad debts written off - non financial assets	17.43	1.16
Impairment loss allowance on non financial assets (net of reversals)	34.18	105.18
Provision for non moving/obsolete inventory (net of reversals)	116.16	-
Loss on sale/write off of inventory	3.80	1.85
Credit balances written back	(416.68)	-
Net (profit)/loss on sale/write off/ impairment of property, plant and equipment	3.24	(9.39)
Interest income	(15.76)	(12.18)
Finance costs	1159.12	433.96
Working capital adjustments :		
Change in inventories	(9035.12)	2216.16
Change in trade receivables	271.25	194.88
Change in other financial assets	9.14	(35.47)
Change in other assets	102.32	201.28
Change in trade payables	(15839.33)	2008.04
Change in other financial liabilities	(578.32)	29.55
Change in other liabilities	(408.17)	(589.53)
Change in provisions	74.00	120.10
<b>Cash generated from/(used in) operations</b>	<b>(25317.66)</b>	<b>4769.41</b>
Income tax refund (net)	9.00	45.58
<b>Net cash inflow/(outflow) from operating activities</b>	<b>(25308.66)</b>	<b>4814.99</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangible assets	(1368.80)	(199.07)
Proceeds from sale of property, plant and equipment	25.19	10.36
Decrease/(increase) in deposits with banks	(94.25)	59.46
Interest received	18.36	9.61
<b>Net cash inflow/(outflow) from investing activities</b>	<b>(1419.50)</b>	<b>(119.64)</b>
<b>Cash flows from financing activities</b>		
Proceeds from long term borrowings from Holding Company	12850.00	
Proceeds from other long term borrowings	6311.16	-
Repayments of other long term borrowings	(1368.60)	(2465.36)
Increase/(decrease) in short term borrowings	10173.45	(1437.90)
Interest paid	(1088.73)	(589.47)
<b>Net cash inflow/(outflow) from financing activities</b>	<b>26877.28</b>	<b>(4492.73)</b>
Net increase/(decrease) in cash and cash equivalents	149.12	202.62
Cash and cash equivalents at the beginning of the year [refer note 12 (a)]	396.75	194.13
<b>Cash and cash equivalents at the end of the year [refer note 12 (a)]</b>	<b>545.87</b>	<b>396.75</b>

# Statement of Cash Flows

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- (i) Cash and cash equivalents comprise of cash on hand, cheques on hand, balance with banks in current accounts and short term, highly liquid investments with an original maturity of three months or less and which carry insignificant risk of change in value.
- (ii) Reconciliation of liabilities arising from financing activities:

	Non-current borrowings (including current maturities and deferred grant related to long-term borrowings)	Current borrowings (excluding current maturities of long-term borrowings)	Interest payable
<b>Balance as at 1 April 2023</b>	<b>5494.08</b>	<b>3694.10</b>	<b>212.62</b>
Cash flows	(2465.36)	(1437.90)	(589.47)
Finance costs accruals	-	-	433.96
<b>Balance as at 31 March 2024</b>	<b>3028.72</b>	<b>2256.20</b>	<b>57.11</b>
Cash flows	17792.56	10173.45	(1088.73)
Finance costs accruals	-	-	1159.12
Credit balances written back	-	(143.34)	-
Reclassifications pursuant to change in terms of repayment	2061.31	(2061.31)	-
<b>Balance as at 31 March 2025</b>	<b>22882.59</b>	<b>10225.00</b>	<b>127.50</b>

The accompanying notes 1 to 52 form an integral part of these financial statements

As per our report of even date attached

For **Basant Ram & Sons**

Chartered Accountants

Firm's registration number: 000569N

**R.K. Nayar**

Partner

Membership No. 087112

For and on behalf of the Board of Directors of

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Chief Financial Officer

**Jitendra Kumar Dadoo**

Director & Chairman Audit Committee

**A.K. Jain**

Company Secretary

Place : Noida

Date : May 26, 2025

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 1: CORPORATE INFORMATION AND BASIS OF PREPARATION AND PRESENTATION

### (i) Corporate information

Sir Shadi Lal Enterprises Limited ("the Company") is a company limited by shares, incorporated and domiciled in India. The Company's equity shares are listed at BSE, one of the recognised stock exchanges in India. The registered office of the Company is located at A-44, Hosiery Complex, Phase-II extension, Noida, Uttar Pradesh – 201305. The Company is engaged in Sugar & allied businesses primarily comprises manufacture of sugar and distillation of alcohol.

### (ii) Basis of preparation and presentation

#### (a) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 (as amended)] and other relevant provisions of the Act.

#### (b) Historical cost convention

The financial statements have been prepared on an accrual basis under historical cost convention except for certain assets and liabilities that are measured at fair values at the end of each reporting period, as explained in the respective accounting policies described in subsequent paragraphs.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for measurements that have some similarities to fair

value but are not fair value, such as net realisable value in Ind AS 2 Inventories (see note 2(vi)) or value in use in Ind AS 36 Impairment of Assets (see note 2(iii)).

#### (c) Classification of assets and liabilities into current/non-current

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 Schedule III to the Act. The operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

#### (d) Statement of cash flows

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

## NOTE 2: MATERIAL ACCOUNTING POLICY INFORMATION

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### (i) Revenue recognition

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Transaction price at which revenue is recognised is net of goods & services tax and amounts collected on behalf of third parties, if any and includes effect of variable consideration (viz. returns, rebates, trade allowances, credits, penalties etc.). Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance and is included in the transaction price only to the extent it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Company's revenue from major business activities includes sale of goods. Revenue from the sale of goods is recognised at the point in time when control of the goods are transferred to the customer (i.e. satisfaction of performance obligation), generally on dispatch of the goods.

## (ii) Government grants

Grants from the government are recognised where there is a reasonable assurance that the Company will comply with all attached conditions and the grant shall be received.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented either within other operating income/other income or net of related costs.

Government grants relating to the purchase of property, plant and equipment are recognised as deferred grant and are recognised in profit or loss on a systematic and rational basis over the expected useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss in the period in which they become receivable.

See note 40 for disclosures and treatment of government grants in financial statements.

## (iii) Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money

and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period. When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, so however that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## (iv) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### (a) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### (b) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction (other than a business combination) that affects neither the taxable profit nor the accounting profit and does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

## (v) Property, plant and equipment

Property, plant and equipment are tangible items that are held for use in the production or supply of goods and services, rental to others or for administrative purposes and are expected to be used during more than one period. The cost of an item of property, plant and equipment is recognised as an asset if and only if it is probable that future economic benefits associated with

the item will flow to the Company and the cost of the item can be measured reliably. Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises purchase price after deducting trade discounts/rebates, government grants related to assets and including import duties and non-refundable purchase taxes, borrowing costs, any costs that is directly attributable to the bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management and costs of dismantling/removing the item and restoring the site on which it was located under an obligation. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Each part of item of property, plant and equipment, if significant in relation to the total cost of the item, is depreciated separately. Further, parts of plant and equipment that are technically advised to be replaced at prescribed intervals/period of operation, insurance spares and cost of inspection/overhauling are depreciated separately based on their specific useful life provided these are of significant amounts commensurate with the size of the Company and scale of its operations. The carrying amount of any equipment/inspection/overhauling accounted for as separate asset or if otherwise significant, is derecognised when replaced. All other repairs and maintenance costs are charged to profit or loss during the reporting period in which they are incurred.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 (transition date) measured as per the previous GAAP and use that

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

carrying value as the deemed cost of the property, plant and equipment.

## Depreciation methods, estimated useful lives and residual value

Depreciation commences when the assets are available for their intended use. Depreciation is calculated using the written-down value method to allocate their cost, net of their residual values, over their estimated useful lives.

The management has estimated the useful lives and residual values of all property, plant and equipment and adopted useful lives as stated in Schedule II along with residual values of 5% except assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.

Estimated useful lives considered are as follows:

Assets	Estimated useful life
Buildings	3 - 30 years
Roads	5 - 30 years
Plant & equipment	5 - 25 years
Furniture & fixtures	10 years
Vehicles	8 years
Office equipment	5 years
Computers	3 - 6 years
Laboratory equipment	10 years
Electrical installations and equipment	10 years

Fixture and fittings and improvements to leasehold buildings not owned by the Company are amortised over the unexpired lease period or estimated useful life of such fixture, fittings and improvements, whichever is lower.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

## (vi) Inventories

- (a) Finished goods and work-in-progress are valued at lower of cost and net realisable value. The cost of finished goods and work-in-progress is computed on weighted average basis and includes raw material costs, direct cost of conversion and proportionate allocation of indirect costs incurred in bringing the

inventories to their present location and condition. Finished goods and work-in-progress are written down if their net realisable value declines below the carrying amount of the inventories and such write downs of inventories are recognised in profit or loss. When reasons for such write downs ceases to exist, the write downs are reversed through profit or loss.

- (b) Inventories of raw materials and stores & spares are valued at lower of cost and net realisable value. Raw materials and other items held for use in the production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. Write down of such inventories are recognised in profit or loss and when reasons for such write downs ceases to exist, such write downs are reversed through profit or loss. Cost of such inventories comprises of purchase price and other directly attributable costs that have been incurred in bringing the inventories to their present location and condition. Cost for the purpose of valuation of raw materials and stores & spares is considered on weighted average basis.
- (c) By-products and scrap are valued at estimated net realisable value.

## (vii) Employee benefits

### (a) Post-employment obligations

The Company operates the following post-employment schemes:

- defined benefit plans towards payment of gratuity and provident fund (set-up by the Company and administered through trust); and
- defined contribution plans towards employees' provident fund & employee pension scheme (administered and managed by the Government of India) and superannuation scheme.

### Defined benefit plan

The liability or asset recognised in the balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

of the reporting period less the fair value of plan assets. The present value of the defined benefit obligation is determined using projected unit credit method by discounting the estimated future cash outflows with reference to market yield at the end of the reporting period on government bonds that have maturity terms approximating the estimated term of the related obligation, through actuarial valuations carried out at the end of each annual reporting period.

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. Such net interest cost along with the current service cost and, if applicable, the past service cost and settlement gain/loss, 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, comprising actuarial gains/losses and return on plan assets (excluding the amount recognised in net interest on the net defined liability), 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.

## (b) Other long-term employee benefit obligations

Other long-term employee benefits include earned leaves and sick leaves. The liabilities for earned leaves and sick leaves are not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured at 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 using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. The benefits are discounted using the market yield on government bonds at the end of the reporting period that have maturity term approximating to the estimated term of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as provisions in the balance sheet.

## (viii) Financial assets

### (a) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For assets in the nature of debt instruments, this will depend on the business model. For assets in the nature of equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity instrument at fair value through other comprehensive income.

The Company reclassifies debt instruments when and only when its business model for managing those assets changes.

### (b) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

### Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is recognised using the effective interest rate method.
- **Fair value through other comprehensive income (FVTOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

## Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to

profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

## (c) 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 associated with its financial assets carried at amortised cost and FVTOCI debt instruments.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115 Revenue from Contracts with Customers, the Company applies simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected life time losses to be recognised after initial recognition of receivables. For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on twelve-months ECL.

ECL represents expected credit loss resulting from all possible defaults and is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original effective interest rate. While determining cash flows, cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms are also considered.

ECL is determined with reference to historically observed default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. Note 38(ii) details how the Company determines expected credit loss.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (d) Derecognition of financial assets

A financial asset is derecognised only when the Company

- has transferred the rights to receive cash flows from the financial asset; or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety, the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no

longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

## (e) Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

## (ix) Financial liabilities and equity instruments

### (a) Classification

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

### Financial liabilities

The Company classifies its financial liabilities in the following measurement categories:

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost.

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL, other financial liabilities are measured at amortised cost at the end of subsequent accounting periods.

## (b) Measurement

### Equity instruments

Equity instruments issued by the Company are recognised at the proceeds received. Transaction cost of equity transactions shall be accounted for as a deduction from equity.

### Financial liabilities

At initial recognition, the Company measures a financial liability at its fair value net of, in the case of a financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the issue of the financial liability. Transaction costs of financial liability carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement of financial liabilities depends on the classification of financial liabilities. There are two measurement categories into which the Company classifies its financial liabilities:

- Fair value through profit or loss (FVTPL):** Financial liabilities are classified as at FVTPL when the financial liability is held for trading or it is designated as at FVTPL. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.
- Amortised cost:** Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised

as part of costs of an asset is included in the 'Finance costs' line item.

## (c) Derecognition

### Equity instruments

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### Financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

## (d) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the gross carrying amount of a financial liability.

## NOTE 3: CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

and assumptions turning out to be different than those originally assessed.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

## Key sources of estimation uncertainty

Following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

### (i) Employee benefit plans

The cost of employee benefits under the defined benefit plan and other long term employee benefits as well as the present value of the obligation there against are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, attrition and mortality rates. Due to the complexities involved in the valuation and its long-term nature, obligation amount is highly sensitive to changes in these assumptions.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the market yields on government bonds with a maturity term that is consistent with the term of the concerned defined benefit obligation. Future salary increases are based on expected future inflation rates and expected salary trends in the industry. Attrition rates are considered based on past observable data of employees leaving the services of the Company. The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at intervals in response to demographic changes. See note 35 for further disclosures.

### (ii) Impairment of financial and non-financial assets

The Company has a stringent policy of ascertaining impairment, if any, of financial assets as a result of detailed scrutiny of major cases and through determining expected credit losses. Despite best estimates and periodic credit appraisals of customers, the Company's receivables are

exposed to delinquency risks due to material adverse changes in business, financial or economic conditions that are expected to cause a significant change to the party's ability to meet its obligations. All such parameters relating to impairment or potential impairment are reviewed at each reporting date. See note 38(i) for further disclosures.

In case of non-financial assets, assessment of impairment indicators involves consideration of future risks. Further, the Company estimates asset's recoverable amount, which is higher of an asset's/Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

### (iii) Useful life and residual value of plant, property equipment and intangible assets

The useful life and residual value of plant, property equipment and intangible assets are determined based on technical evaluation made by the management of the expected usage of the asset, the physical wear and tear and technical or commercial obsolescence of the asset. Due to the judgements involved in such estimations, the useful life and residual value are sensitive to the actual usage in future period.

### (iv) Current taxes and deferred taxes

Significant judgement is required in determination of taxability of certain incomes and deductibility of certain expenses during the estimation of the provision for income taxes.

Deferred tax assets are recognised for deductible temporary differences and carry forward of unused tax losses and tax credits to the extent that it is probable that taxable profit would be available against which such deferred tax assets could be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax optimisation strategies.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 4: PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

Property, plant and equipment										Capital work-in-progress
Freehold Land		Buildings & Roads	Plant and Equipment	Furniture & Fixtures	Vehicles	Railways sidings	Office Equipment	Computers	Total	
Year ended 31 March 2024										
Gross carrying amount										
	1.39	1076.61	17062.73	36.44	120.06	0.19	49.50	100.11	18447.03	38.15
	-	3.02	89.87	2.35	-	-	-	3.37	98.61	-
	-	-	(4.59)	-	-	-	-	-	(4.59)	-
	1.39	1079.63	17148.01	38.79	120.06	0.19	49.50	103.48	18541.05	38.15
Accumulated depreciation and impairment										
	-	698.82	8608.13	30.57	91.66	0.19	37.27	94.74	9561.38	-
	-	37.60	945.01	1.42	8.33	-	5.06	0.91	998.33	-
	-	-	(3.63)	-	-	-	-	-	(3.63)	-
	-	736.42	9549.51	31.99	99.99	0.19	42.33	95.65	10556.08	-
	1.39	343.21	7598.50	6.80	20.07	-	7.17	7.83	7984.97	38.15
Year ended 31 March 2025										
Gross carrying amount										
	1.39	1079.63	17148.01	38.79	120.06	0.19	49.50	103.48	18541.05	38.15
	-	4.04	1307.62	3.82	-	-	0.57	44.82	1360.87	20.00
	-	(0.65)	(29.33)	(5.10)	(47.80)	-	(1.20)	(36.06)	(120.14)	-
	1.39	1083.02	18426.30	37.51	72.26	0.19	48.87	112.24	19781.78	58.15
Accumulated depreciation and impairment										
	-	736.42	9549.51	31.99	99.99	0.19	42.33	95.65	10556.08	-
	-	34.09	965.41	3.17	4.46	-	2.76	15.32	1025.21	-
	-	(0.40)	(13.09)	(3.88)	(42.13)	-	(0.79)	(31.43)	(91.72)	-
	-	770.11	10501.83	31.28	62.32	0.19	44.30	79.54	11489.57	-
	1.39	312.91	7924.47	6.23	9.94	-	4.57	32.70	8292.21	58.15

\* Restated (refer note 48)



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## Notes:

- (i) Restrictions on Property, plant and equipment  
Refer note 15(i) & 18(i) for information on charges created on property, plant and equipment.
- (ii) Contractual commitments  
Refer note 42 for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- (iii) Capital work-in-progress  
Capital work-in-progress mainly comprises of cooling tower and lagoon for waste water management.  
Capital work-in-progress ageing schedule

	As at 31-Mar-25				As at 31-Mar-24					
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	20.00	-	-	-	20.00	-	-	-	-	-
Projects temporarily suspended	-	-	-	38.15	38.15	-	-	-	38.15	38.15



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 5: INTANGIBLE ASSETS

	Intangible assets	
	Computer software	Total
<b>Year ended 31 March 2024</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	16.84	16.84
Additions	-	-
Disposals	-	-
<b>Closing gross carrying amount</b>	<b>16.84</b>	<b>16.84</b>
<b>Accumulated amortisation and impairment</b>		
Opening accumulated amortisation and impairment	16.71	16.71
Amortisation charge during the year	0.13	0.13
<b>Closing accumulated amortisation and impairment</b>	<b>16.84</b>	<b>16.84</b>
<b>Closing net carrying amount</b>	<b>-</b>	<b>-</b>
<b>Year ended 31 March 2025</b>		
<b>Gross carrying amount</b>		
Opening gross carrying amount	16.84	16.84
Additions	8.48	8.48
<b>Closing gross carrying amount</b>	<b>25.32</b>	<b>25.32</b>
<b>Accumulated amortisation and impairment</b>		
Opening accumulated amortisation and impairment	16.84	16.84
Amortisation charge during the year	1.35	1.35
<b>Closing accumulated amortisation and impairment</b>	<b>18.19</b>	<b>18.19</b>
<b>Closing net carrying amount</b>	<b>7.13</b>	<b>7.13</b>

- (i) Intangible assets comprising computer software is amortised using straight-line method over estimated useful life of 3 years. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.
- (ii) On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

## NOTE 6: INVESTMENTS

	As at 31-Mar-25	As at 31-Mar-24
<b>At Fair value through Profit or Loss (FVTPL) (refer note 39)</b>		
<b>Unquoted Investments (fully paid-up)</b>		
<b>Investments in Equity Instruments</b>		
1 equity share of Shamli Co-operative Cane Development Union Limited	-	0.00
1 equity share of Saharanpur Co-operative Cane Development Union Limited	-	0.00
<b>Total non-current investments</b>	<b>-</b>	<b>-</b>
<b>Total non-current investments</b>	<b>-</b>	<b>0.00</b>
Aggregate amount of quoted investments	-	-
Aggregate amount of market value of quoted investments	-	-
Aggregate amount of unquoted investments	-	0.00
Aggregate amount of impairment in the value of investments	-	-

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 7: TRADE RECEIVABLES

	As at 31-Mar-25		As at 31-Mar-24	
	Current	Non- current	Current	Non- current
Trade receivables (at amortised cost)				
- Trade receivables considered good - Unsecured	325.43	-	594.99	-
- Trade receivables - Credit impaired	-	79.30	-	79.79
Less: Allowance for bad and doubtful debts	-	(79.30)	-	(79.79)
<b>Total trade receivables</b>	<b>325.43</b>	<b>-</b>	<b>594.99</b>	<b>-</b>

- (i) Current trade receivables includes ₹ 218.79 lakhs (31 March 2024 : ₹ Nil) from Triveni Engineering & Industries Limited, Holding Company (refer note 36).
- (ii) Refer note 38(i) for credit risk, impairment of trade receivables under expected credit loss model and other related disclosures.
- (iii) Trade receivables ageing schedule:

### For the year ended 31 March 2025

	Not overdue	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	31.86	222.14	70.03	0.18	0.01	1.21	325.43
Undisputed trade receivables - credit impaired	-	-	-	-	29.96	8.62	38.58
Disputed trade receivables - credit impaired	-	-	-	-	-	40.72	40.72
<b>Total trade receivables</b>	<b>31.86</b>	<b>222.14</b>	<b>70.03</b>	<b>0.18</b>	<b>29.97</b>	<b>50.55</b>	<b>404.73</b>

### For the year ended 31 March 2024

	Not overdue	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - considered good	513.47	80.12	0.18	0.01	1.21	-	594.99
Undisputed trade receivables - credit impaired	-	-	-	30.45	1.00	7.62	39.07
Disputed trade receivables - credit impaired	-	-	-	-	-	40.72	40.72
<b>Total trade receivables</b>	<b>513.47</b>	<b>80.12</b>	<b>0.18</b>	<b>30.46</b>	<b>2.21</b>	<b>48.34</b>	<b>674.78</b>

## NOTE 8: LOANS

	As at 31-Mar-25		As at 31-Mar-24	
	Current	Non- current	Current	Non- current
<b>At amortised cost</b>				
<b>Loan to other than related parties</b>				
- Loans receivables considered good - Unsecured	-	-	-	0.50
<b>Total loans</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.50</b>

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 9: OTHER FINANCIAL ASSETS

	As at 31-Mar-25		As at 31-Mar-24	
	Current	Non- current	Current	Non- current
<b>At amortised cost</b>				
Security deposits	41.00	45.01	46.07	49.09
Less: Allowance for bad and doubtful debts	-	(11.32)	-	-
	<b>41.00</b>	<b>33.69</b>	<b>46.07</b>	<b>49.09</b>
Bank balances under lien/margin/kept as security:				
- Fixed / margin deposits	-	52.30	-	43.25
Less: Allowance for bad and doubtful deposits	-	(0.25)	-	-
	-	<b>52.05</b>	-	<b>43.25</b>
Accrued interest	4.78	1.40	8.79	-
Less: Allowance for bad and doubtful debts	-	(1.27)	-	-
	<b>4.78</b>	<b>0.13</b>	<b>8.79</b>	-
Miscellaneous other financial assets	-	265.21	-	265.21
Less: Allowance for bad and doubtful assets	-	(265.21)	-	(265.21)
	-	-	-	-
<b>Total other financial assets</b>	<b>45.78</b>	<b>85.87</b>	<b>54.86</b>	<b>92.34</b>

## NOTE 10: OTHER ASSETS

	As at 31-Mar-25		As at 31-Mar-24	
	Current	Non- current	Current	Non- current
Capital advances	-	71.86	-	81.84
Advances to suppliers	151.53	51.55	65.63	53.02
Less: Allowance for bad and doubtful advances	-	(51.55)	-	(53.02)
	<b>151.53</b>	-	<b>65.63</b>	-
Indirect tax and duties recoverable	18.77	298.73	270.25	274.47
Less: Allowance for bad and doubtful amounts	-	(298.73)	-	(274.47)
	<b>18.77</b>	-	<b>270.25</b>	-
Government grant receivables (refer note 40)	132.13	-	91.59	-
Prepaid expenses	49.38	9.23	20.61	16.72
Customer retentions [see (i) below]	-	11.40	-	50.18
Less: Allowance for bad and doubtful debts	-	(11.40)	-	-
	-	-	-	<b>50.18</b>
<b>Total other assets</b>	<b>351.81</b>	<b>81.09</b>	<b>448.08</b>	<b>148.74</b>

### (i) Contract balances

	As at 31-Mar-25	As at 31-Mar-24
<b>Contract assets</b>		
- Customer retentions	-	50.18
<b>Contract liabilities</b>		
- Advance from customers	70.22	111.60

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- (a) Amounts billed for work performed which will become due upon fulfillment of specified conditions is considered as contract assets and shown as customer retentions. Upon fulfillment of specified conditions, contract assets are reclassified to trade receivables. Amounts received before the related work is performed is considered as contract liabilities and is shown as advances from customers.
- (b) Significant changes in contract assets and liabilities:  
 Decrease in contract assets (customer retentions) is mainly due to reclassification to trade receivables and subsequent realisation of money.  
 Decrease in contract liabilities (Advances from Customers) is mainly on account of adjustments against current year billings.

- (c) Revenue recognised in relation to contract liabilities:

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior year.

	Year ended 31-Mar-25	Year ended 31-Mar-24
Revenue recognised that was included in the contract liability balance at the beginning of the period	79.74	831.25
Revenue recognised from performance obligations satisfied in previous periods	-	-

## NOTE 11: INVENTORIES

	As at 31-Mar-25	As at 31-Mar-24
Raw materials and components [including stock in transit ₹ Nil as at 31 March 2025 (31 March 2024: ₹ 18 lakhs)]	36.14	225.16
Work-in-progress	485.77	353.47
Finished goods	16277.63	7395.44
Stores and spares	577.54	431.49
Less: Provision for obsolescence/slow moving stores and spares	(116.16)	-
Others - Scrap items	58.20	-
Others - Loose tools and other items	4.83	3.23
<b>Total inventories</b>	<b>17323.95</b>	<b>8408.79</b>

- (i) The cost of inventories recognised as an expense during the year was ₹ 27575.46 lakhs (for the year ended 31 March 2024: ₹ 45903.41 lakhs).
- (ii) Refer note18(i) for information on charges created on inventories.
- (iii) The mode of valuation of inventories has been stated in note 2(vi).
- (iv) All inventories are expected to be utilised/sold within twelve months except certain critical and insurance items of stores and spares, which are utilised on need basis. Quantum of such stores and spares, which may be utilised beyond one year, is not determinable and is not expected to be material with reference to the total value of inventories.
- (v) For impairment losses recognised during the year refer note 24 & 31.
- (vi) In addition to the cost of inventories recognised as expense as mentioned in (i) above, there are write-downs of inventories to net realisable value amounting to ₹ 45.38 lakhs [31 March 2024: write-downs of ₹ 89.58 lakhs] which are also recognised as an expense/income during the year and included in 'Changes in inventories of finished goods, stock-in-trade and work-in-progress' in statement of profit and loss.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 12: CASH AND BANK BALANCES

### (a) Cash and cash equivalents

	As at 31-Mar-25	As at 31-Mar-24
<b>At amortised cost</b>		
Balances with banks	545.87	393.93
Cash on hand	-	2.82
<b>Total cash and cash equivalents</b>	<b>545.87</b>	<b>396.75</b>

### (b) Bank balances other than cash and cash equivalents

	As at 31-Mar-25	As at 31-Mar-24
<b>At amortised cost</b>		
Earmarked balances with banks:		
- unpaid dividend accounts	4.06	4.06
- molasses storage fund	15.83	10.49
Balances under lien/margin/kept as security:		
- in fixed/margin deposits	129.91	50.05
<b>Total bank balances other than cash and cash equivalents</b>	<b>149.80</b>	<b>64.60</b>

## NOTE 13: SHARE CAPITAL

	As at 31-Mar-25		As at 31-Mar-24	
	Number of shares	Amount	Number of shares	Amount
<b>AUTHORISED</b>				
Equity shares of ₹ 10 each	20,000,000	2000.00	20,000,000	2000.00
<b>ISSUED, SUBSCRIBED AND PAID UP</b>				
Equity shares of ₹ 10 each	5,250,000	525.00	5,250,000	525.00

### (i) Movements in equity share capital

	Number of shares	Amount
As at 1 April 2023	5,250,000	525.00
Movement during the year	-	-
<b>As at 31 March 2024</b>	<b>5,250,000</b>	<b>525.00</b>
Movement during the year	-	-
<b>As at 31 March 2025</b>	<b>5,250,000</b>	<b>525.00</b>

### (ii) Terms and rights attached to equity shares

The Company has only one class of equity shares with a par value of ₹ 10/- per share. The holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares are entitled to receive the remaining assets of the Company, after meeting all liabilities and distribution of all preferential amounts, in proportion to their shareholding.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (iii) Details of shares held by the holding company, its subsidiaries and associates

	As at 31-Mar-25		As at 31-Mar-24	
	Number of shares	% holding	Number of shares	% holding
Triveni Engineering & Industries Limited, Holding Company	3,242,884	61.77	-	-

## (iv) Details of shareholders holding more than 5% shares in the Company

	As at 31-Mar-25		As at 31-Mar-24	
	Number of shares	% holding	Number of shares	% holding
Triveni Engineering & Industries Limited, Holding Company	3,242,884	61.77	1,335,136	25.43
Poonam Lal	-	-	1,662,676	31.67

## (v) Details of Promoter's shareholding

	As at 31-Mar-25			As at 31-Mar-24		
	Number of shares	% holding	% change during the year	Number of shares	% holding	% change during the year
Triveni Engineering & Industries Limited, Holding Company	3,242,884	61.77	100.00	-	-	-
Poonam Lal	-	-	(100.00)	1,662,676	31.67	188.92
Rajendra Lal & Sons (HUF)	-	-	(100.00)	244,062	4.65	100.00
Rajat Lal	-	-	(100.00)	1,000	0.02	(99.92)
Rahul Lal	-	-	(100.00)	5	0.00	-
Pooja Lal	-	-	(100.00)	5	0.00	-
<b>Total</b>		<b>61.77</b>			<b>36.34</b>	

## NOTE 14: OTHER EQUITY

	As at 31-Mar-25	As at 31-Mar-24 *
Capital redemption reserve	35.70	35.70
Retained earnings	(21522.22)	(16995.26)
<b>Total other equity *</b>	<b>(21486.52)</b>	<b>(16959.56)</b>

\* Restated (refer note 48)

## (i) Capital redemption reserve

	Year ended 31-Mar-25	Year ended 31-Mar-24
Opening balance	35.70	35.70
Movement during the year	-	-
<b>Closing balance</b>	<b>35.70</b>	<b>35.70</b>

Capital redemption reserve has been created consequent to buy-back of equity share capital. This reserve shall be utilised in accordance with the provisions of Companies Act, 2013.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (ii) Retained earnings

	Year ended 31-Mar-25	Year ended 31-Mar-24
Opening balance	(16995.26)	(16119.91)
Net profit/(loss) for the year	(4460.01)	(918.67)
Other comprehensive income arising from the remeasurement of defined benefit obligation, net of income tax	(66.95)	43.32
<b>Closing balance</b>	<b>(21522.22)</b>	<b>(16995.26)</b>

(a) Retained earnings represents undistributed profits of the Company which can be distributed to its equity shareholders in accordance with the provisions of the Companies Act, 2013.

## NOTE 15: NON-CURRENT BORROWINGS

	As at 31-Mar-25		As at 31-Mar-24	
	Current maturities	Non- current	Current maturities	Non- current
<b>At amortised cost</b>				
<b>Secured</b>				
Term loans from banks	1118.15	6835.28	1096.80	1630.82
<b>Unsecured</b>				
Loan from related parties (refer note 36)*	-	12850.00	-	-
Loan from other parties	-	2059.90	225.96	-
	<b>1118.15</b>	<b>21745.18</b>	<b>1322.76</b>	<b>1630.82</b>
Less: Amount disclosed under the head "Current borrowings" (refer note 18)	(1118.15)	-	(1322.76)	-
<b>Total non-current borrowings</b>	<b>-</b>	<b>21745.18</b>	<b>-</b>	<b>1630.82</b>

\* Loan includes ₹ 12850 lakhs (31 March 2024 : ₹ Nil) from Triveni Engineering & Industries Limited, Holding Company.



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (i) Details of long term borrowings of the Company

	Amount outstanding as at		Interest rate	Number of instalments outstanding as at		Terms of Repayment	Nature of Security	
	31-Mar-25	31-Mar-24		31-Mar-25	31-Mar-24			
Secured- at amortised cost								
Term loans from banks								
(₹ loans)								
1	Zila Sahkari Bank Limited *	-	1058.02	At fixed 11% p.a.	-	24	-	Secured by way of first charge on the movable assets of the Company both present and future on pari passu basis including assets created/ to be created out of the said term loan and first pari passu charge along with PNB on fixed assets of the Company and also personal guarantee given by Managing Director and Joint Managing Director.
2	Zila Sahkari Bank Limited *	-	539.66		-	24	-	
3	Punjab National Bank	834.62	1129.94	At MCLR plus applicable spread upto maximum of 9.25% p.a. The interest rate as on 31.03.2025 is 9.25% p.a.	33	45	Equal monthly instalments from January 2024 to December 2027.	Secured by way of extension of charge with PNB on entire present and future current assets and entire block assets of the Company.
4	ICICI Bank Limited *	807.65	-	At MCLR plus applicable spread. The interest rate as on 31.03.2025 is 8.95 % p.a.	12	-	Equal monthly instalments from October 2024 to March 2026.	Secured by first pari-passu charge on entire block assets of the Company and letter of comfort from Triveni Engineering & Industries Limited (Holding Company).
5	ICICI Bank Limited	6311.16	-		16	-	Equal quarterly instalments from December 2026 to September 2030.	

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Amount outstanding as at		Interest rate	Number of instalments outstanding as at		Terms of Repayment	Nature of Security
	31-Mar-25	31-Mar-24		31-Mar-25	31-Mar-24		
<b>Total term loans from banks</b>	<b>7953.43</b>	<b>2,727.62</b>					
<b>Term loans from other parties (₹ loans)</b>							
1 Govt. of Uttar Pradesh through Zila Sahkari Bank Limited under SEFASU 2018 *	-	225.96	At fixed 5% p.a.	-	2	Equal monthly instalments from July 2019 to May 2024.	Secured by way of first charge on 10.49 acres of free hold land of the Company situated at Shamli and also personal guarantee of Managing Director.
<b>Total term loans from other parties</b>	<b>-</b>	<b>225.96</b>					
<b>Total secured loans</b>	<b>7953.43</b>	<b>2953.58</b>					
<b>Unsecured- at amortised cost</b>							
<b>Term loans from related parties (₹ loans)</b>							
1 Triveni Engineering & Industries Limited (Holding Company)	12850.00	-	At MCLR plus applicable spread. The interest rate as on 31.03.2025 is 9.95 % p.a.	16	-	Repayment shall commence from the beginning of the quarter immediately following the quarter in which the entire loan availed by the Company from the ICICI Bank Limited has been fully repaid.	-
<b>Total term loans from related parties</b>	<b>12850.00</b>	<b>-</b>					
<b>Term loans from other parties (₹ loans)</b>							
1 Loan from erstwhile Promoters	2059.90	-	At fixed 8% p.a.	1	-	Payable in June 2026	-
<b>Total term loans from other parties</b>	<b>2059.90</b>	<b>-</b>					
<b>Total unsecured loans</b>	<b>14909.90</b>	<b>-</b>					
<b>Total loans</b>	<b>22863.33</b>	<b>2953.58</b>					

\* Loans with interest subvention or below market rate under various schemes of the Government, refer note 40.

# Loans from erstwhile promoters of ₹ 2256.20 lakhs as on 31.03.2024 was classified under current borrowings (refer note 18). During the year these loans has been extended and have accordingly been classified under non current borrowings.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 16: PROVISIONS

	As at 31-Mar-25		As at 31-Mar-24	
	Current	Non-current	Current	Non-current
<b>Provision for employee benefits</b>				
Gratuity (refer note 35)	103.67	1137.59	-	1065.75
Compensated absences	43.20	55.54	45.34	65.44
<b>Total provisions</b>	<b>146.87</b>	<b>1193.13</b>	<b>45.34</b>	<b>1131.19</b>

## NOTE 17: OTHER LIABILITIES

	As at 31-Mar-25		As at 31-Mar-24	
	Current	Non- current	Current	Non- current
<b>Revenue received in advance</b>				
Deferred revenue arising from government grant related to assets (refer note 40)	0.67	5.41	0.67	6.08
Deferred revenue arising from government grant related to income (refer note 40)	11.07	8.19	55.88	19.26
<b>Other advances</b>				
Advance from customers [refer note 10(ii)]	70.22	-	111.60	-
<b>Others</b>				
Statutory remittances	173.23	-	517.18	-
Miscellaneous other payables	-	-	294.30	-
<b>Total other liabilities</b>	<b>255.19</b>	<b>13.60</b>	<b>979.63</b>	<b>25.34</b>

## NOTE 18: CURRENT BORROWINGS

	As at 31-Mar-25	As at 31-Mar-24
<b>At amortised cost</b>		
<b>Secured</b>		
Repayable on demand		
- Cash credits/working capital demand loans from banks (see (i) below)	10225.00	-
Current maturities of long-term borrowings (refer note 15)	1118.15	1322.76
<b>Unsecured</b>		
Loan from related parties (refer note 36)*	-	2256.20
<b>Total current borrowings</b>	<b>11343.15</b>	<b>3578.96</b>

\* Cease to be related party w.e.f 20 June 2024.

- (i) Secured by pledge/hypothecation of the stock-in-trade, raw material, stores and spare parts, work-in-progress and trade receivables and second charge created/to be created on the all movable/immovable properties of the Company. Interest rates on the above loans outstanding as at the year end range between 8.25% to 8.50% (weighted average interest rate: 8.29% p.a.).
- (ii) There are no differences in the quantities of stocks reported in the quarterly returns/statements filed with the banks vis-à-vis the books of accounts. In the books of accounts, the stocks are valued at lower of cost or net realizable value, whereas for the determination of drawing power, the sugar stocks are valued at ₹ 3300/quintal, which has always been lower than

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

the book value of the stocks during the year as well as the valuation as per the RBI guidelines prescribed for commodities covered under selective credit control.

## NOTE 19: TRADE PAYABLES

	As at 31-Mar-25	As at 31-Mar-24
<b>At amortised cost</b>		
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises (refer note 44)	-	24.96
- Total outstanding dues of creditors other than micro enterprises and small enterprises	15803.71	31618.09
<b>Total trade payables</b>	<b>15803.71</b>	<b>31643.05</b>

### (i) Trade payables ageing schedule:

For the year ended 31 March 2025

	Unbilled/ Pending bills	Not overdue	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-	-	-
Others	70.18	-	5503.03	1260.33	8345.90	624.27	15803.71
<b>Total trade payables</b>	<b>70.18</b>	<b>-</b>	<b>5503.03</b>	<b>1260.33</b>	<b>8345.90</b>	<b>624.27</b>	<b>15803.71</b>

For the year ended 31 March 2024

	Unbilled/ Pending bills	Not overdue	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	3.44	9.86	10.58	1.08	24.96
Others	22.58	-	1951.22	29462.07	85.28	96.94	31618.09
<b>Total trade payables</b>	<b>22.58</b>	<b>-</b>	<b>1954.66</b>	<b>29471.93</b>	<b>95.86</b>	<b>98.02</b>	<b>31643.05</b>

## NOTE 20: OTHER FINANCIAL LIABILITIES

	As at 31-Mar-25	As at 31-Mar-24
<b>At amortised cost</b>		
Accrued interest	127.50	57.11
Capital creditors	815.60	805.04
Employee benefits & other dues payable	837.97	1386.76
Security deposits (see (i) below)	206.87	255.41
Miscellaneous other financial liabilities (see (ii) below)	19.01	-
<b>Total other financial liabilities</b>	<b>2006.95</b>	<b>2504.32</b>

- (i) Security deposits as at 31 March 2025 include ₹ 93.60 lakhs (31 March 2024: ₹ 93.60 lakhs) deposits from sugar selling agents which are interest free. These deposits are repayable on cessation of contractual arrangements.
- (ii) Miscellaneous other financial liabilities represents amounts payable to Triveni Engineering & Industries Limited, Holding Company, towards business support services.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 21: INCOME TAX BALANCES

	As at 31-Mar-25		As at 31-Mar-24	
	Current	Non- current	Current	Non- current
<b>Income tax assets</b>				
Tax refund receivable (net)	-	-	-	-
	-	-	-	-
<b>Income tax liabilities</b>				
Provision for income tax (net)	18.78	-	9.79	-
	18.78	-	9.79	-

## NOTE 22: DEFERRED TAX BALANCES

	As at 31-Mar-25	As at 31-Mar-24
Deferred tax assets	4807.48	7117.62
Deferred tax liabilities	(509.53)	(236.51)
<b>Net deferred tax assets/(liabilities)</b>	<b>4297.95</b>	<b>6881.11</b>

(i) Movement in deferred tax balances

### For the year ended 31 March 2025

	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
<b>Tax effect of items constituting deferred tax assets/(liabilities)</b>				
<b>Deferred tax assets</b>				
Liabilities and provisions tax deductible only upon payment/actual crystallisation				
- Employee benefits	57.40	287.50	22.52	367.42
- Statutory taxes and duties	131.73	(121.26)	-	10.47
- Other contractual provisions	-	8.94	-	8.94
	-	-	-	-
Impairment provisions of financial assets made in books, but tax deductible only on actual write-off	-	73.32	-	73.32
Unused tax losses	6928.49	(2581.54)	-	4346.95
Other temporary differences	-	0.38	-	0.38
	7117.62	(2332.66)	22.52	4807.48
<b>Deferred tax liabilities</b>				
Difference in carrying values of property, plant & equipment and intangible assets	(236.51)	(273.02)	-	(509.53)
	(236.51)	(273.02)	-	(509.53)
<b>Net deferred tax assets/(liabilities)</b>	<b>6881.11</b>	<b>(2605.68)</b>	<b>22.52</b>	<b>4297.95</b>

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## For the year ended 31 March 2024

	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
<b>Tax effect of items constituting deferred tax assets/(liabilities)</b>				
<b>Deferred tax assets</b>				
Liabilities and provisions tax deductible only upon payment/actual crystallisation				
- Employee benefits	57.40	-	-	57.40
- Statutory taxes and duties	131.73	-	-	131.73
Unutilised tax losses	6928.49	-	-	6928.49
	<b>7117.62</b>	-	-	<b>7117.62</b>
<b>Deferred tax liabilities</b>				
Difference in carrying values of property, plant & equipment and intangible assets	(236.51)	-	-	(236.51)
	<b>(236.51)</b>	-	-	<b>(236.51)</b>
<b>Net deferred tax assets/(liabilities)</b>	<b>6881.11</b>	-	-	<b>6881.11</b>

## NOTE 23 : REVENUE FROM OPERATIONS

	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Sale of products [refer note 34(vi)]</b>		
Finished goods	26509.26	46105.19
<b>Other operating revenue</b>		
Income from transfer of sugar export quota	154.17	-
Income from scrap	170.66	110.24
<b>Total revenue from operations</b>	<b>26834.09</b>	<b>46215.43</b>

(i) Reconciliation of revenue recognised with contract price:

	As at 31-Mar-25	As at 31-Mar-24
Contract price	26889.47	46290.35
Adjustments for commissions to customers	(55.38)	(74.92)
<b>Total revenue from operations</b>	<b>26834.09</b>	<b>46215.43</b>

## NOTE 24: OTHER INCOME

	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Interest income</b>		
Interest income from financial assets carried at amortised cost	13.65	12.18
Interest income from others	2.11	-
	<b>15.76</b>	<b>12.18</b>
<b>Other non-operating income (net of expenses directly attributable to such income)</b>		
Rental income	2.97	2.14
Subsidy from Central Government	0.67	0.68
Miscellaneous income	0.98	0.56
	<b>4.62</b>	<b>3.38</b>

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Other gains/(losses)</b>		
Credit balances written back *	416.68	-
Net profit on disposal of property, plant & equipment	1.16	9.39
Reversal of excess provision for expenses	173.92	13.75
	<b>591.76</b>	<b>23.14</b>
<b>Total other income</b>	<b>612.14</b>	<b>38.70</b>

\* includes (i) ₹ 143.33 lakhs towards reversal of interest accrued on loans advanced by certain members of erstwhile promoter group pursuant to an agreement dated June 20, 2024 entered into between the Company and such members of the erstwhile promoter group; and (ii) ₹ 273.35 lakhs towards write-back of certain old credit balances continuing from earlier years.

## NOTE 25: COST OF MATERIALS CONSUMED

	Year ended 31-Mar-25	Year ended 31-Mar-24
Stock at the beginning of the year	207.16	282.14
Add: Purchases	29716.54	36374.10
Less: Stock at the end of the year	(36.14)	(207.16)
<b>Total cost of materials consumed</b>	<b>29887.56</b>	<b>36449.08</b>

## NOTE 26: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Inventories at the beginning of the year:</b>		
Finished goods	7395.44	9190.88
Work-in-progress	353.47	690.26
<b>Total inventories at the beginning of the year</b>	<b>7748.91</b>	<b>9881.14</b>
<b>Inventories at the end of the year:</b>		
Finished goods	16277.63	7395.44
Work-in-progress	485.77	353.47
Scrap items	58.20	-
<b>Total inventories at the end of the year</b>	<b>16821.60</b>	<b>7748.91</b>
Add/(Less): Impact of excise duty on finished goods	-	-
<b>Total changes in inventories of finished goods, stock-in-trade and work-in-progress</b>	<b>(9072.69)</b>	<b>2132.23</b>

## NOTE 27: EMPLOYEE BENEFITS EXPENSE

	Year ended 31-Mar-25	Year ended 31-Mar-24
Salaries and wages*	2389.42	2557.13
Contribution to provident and other funds (refer note 35)	307.13	457.74
Staff welfare expenses	17.10	15.45
<b>Total employee benefits expense</b>	<b>2713.65</b>	<b>3030.32</b>

\* includes bonus of ₹ 45 lakhs provided in current year pertaining to financial year 2014-15.



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 28: FINANCE COSTS

	Year ended 31-Mar-25	Year ended 31-Mar-24
Interest costs		
- Interest on loans with interest subvention (refer note 40)	126.30	220.23
- Interest on loans with below-market rate of interest (refer note 40)	22.02	149.11
- Interest on other borrowings	976.61	417.48
- Other interest expense	153.21	18.72
Total interest expense on financial liabilities not classified as at FVTPL	1278.14	805.54
Less: Grants amortised in respect of loans with interest subvention or with below-market rate of interest (refer note 40)	(119.02)	(371.58)
<b>Total finance costs</b>	<b>1159.12</b>	<b>433.96</b>

## NOTE 29: DEPRECIATION AND AMORTISATION EXPENSE

	Year ended 31-Mar-25	Year ended 31-Mar-24
Depreciation of property, plant and equipment (refer note 4)	1025.21	998.33
Amortisation of intangible assets (refer note 5)	1.35	0.13
<b>Total depreciation and amortisation expense</b>	<b>1026.56</b>	<b>998.46</b>

## NOTE 30: IMPAIRMENT LOSS ON FINANCIAL ASSETS (NET OF REVERSALS)

	Year ended 31-Mar-25	Year ended 31-Mar-24
Bad debts written off - other financial assets carried at amortised cost	0.50	0.69
Impairment loss allowance on trade receivables (net of reversals) (refer note 7)	(0.49)	23.34
Impairment loss allowance on other financial assets carried at amortised cost (net of reversals) (refer note 8 & 9)	12.84	-
<b>Total impairment loss on financial assets (including reversals of impairment losses)</b>	<b>12.85</b>	<b>24.03</b>

## NOTE 31: OTHER EXPENSES

	Year ended 31-Mar-25	Year ended 31-Mar-24
Stores and spares consumed	332.51	486.28
Power and fuel	238.75	485.37
Cane development expenses	19.66	53.38
Packing and stacking expenses	317.83	415.45
Repairs and maintenance		
- Machinery	1322.16	1154.50
- Building	80.87	51.14
- Others	31.09	22.96
Factory/operational expenses	125.39	267.54
Travelling and conveyance	72.32	79.08
Rent expense (refer note 41)]	11.18	16.94
Rates and taxes	130.61	176.83
Insurance	37.52	36.37

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended 31-Mar-25	Year ended 31-Mar-24
Directors' fee	15.20	7.20
Legal and professional expenses	142.84	204.14
Business support services*	236.72	-
Bad debts written off - other non financial assets [includes impairment loss allowance of ₹ 34.18 lakhs (31 March 2024: ₹ 105.18 lakhs) (refer note 10)]	51.61	106.34
Payment to Auditors (see (i) below)	14.65	8.10
Provision for non moving / obsolete inventory (refer note 11)	116.16	-
Loss on sale /write off of inventory	3.80	1.85
Loss on sale / write off / impairment of property, plant and equipment	4.40	-
Selling commission & other selling expenses	55.38	129.62
Outward freight and forwarding	97.90	292.25
Miscellaneous expenses	114.96	109.38
<b>Total other expenses</b>	<b>3573.51</b>	<b>4104.72</b>

\* represents reimbursement of salary, travel and other expenses to Triveni Engineering and Industries Limited, Holding company, in respect of its employees seconded to the Company.

## (i) Detail of payment to auditors

	Statutory Auditors		Cost Auditors	
	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24
Audit fee	5.00	5.00	1.00	0.50
Tax audit fee	2.00	0.75	-	-
Limited review fee	3.30	1.60	-	-
Other services (Certification) *	3.35	0.15	-	-
Reimbursement of expenses	-	-	-	0.10
<b>Total payment to auditors</b>	<b>13.65</b>	<b>7.50</b>	<b>1.00</b>	<b>0.60</b>

## NOTE 32: INCOME TAX EXPENSE

### (i) Income tax recognised in profit or loss

	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Current tax</b>		
In respect of the current year	-	-
In respect of earlier years	-	-
<b>Total current tax expense recognised in profit or loss</b>	<b>-</b>	<b>-</b>
<b>Deferred tax</b>		
In respect of origination and reversal of temporary differences	2605.68	-
<b>Total deferred tax expense recognised in profit or loss</b>	<b>2605.68</b>	<b>-</b>
<b>Total income tax expense recognised in profit or loss</b>	<b>2605.68</b>	<b>-</b>

Reconciliation of income tax expense recognised in profit or loss :

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Year ended 31-Mar-25	Year ended 31-Mar-24
Profit/(loss) before tax	(1854.33)	(918.67)
Income tax expense calculated at 25.168% (including surcharge and education cess) (2023-24: 25.168%)	(466.70)	(231.21)
Effect of loss incurred for which no deferred tax asset created due to lack of certainty	-	231.21
Effect of expenses that are non-deductible in determining taxable profit	1.83	-
Effect of de-recognition of deferred tax assets relating to earlier years	3070.55	-
<b>Total income tax expense recognised in profit or loss</b>	<b>2605.68</b>	<b>-</b>

(ii) Income tax recognised in other comprehensive income

	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Current tax related to following items recognised in other comprehensive income</b>	-	-
<b>Deferred tax related to following items recognised in other comprehensive income:</b>		
Remeasurement of defined benefit obligations (non-reclassifiable)	(22.52)	-
<b>Total deferred tax expense recognised in other comprehensive income</b>	<b>(22.52)</b>	<b>-</b>
<b>Total income tax expense recognised in other comprehensive income</b>	<b>(22.52)</b>	<b>-</b>
<b>Bifurcation of the income tax recognised in other comprehensive income into:</b>		
Items that will not be reclassified to profit or loss	(22.52)	-
Items that may be reclassified to profit or loss	-	-
<b>Total income tax expense recognised in other comprehensive income</b>	<b>(22.52)</b>	<b>-</b>

## NOTE 33: EARNINGS/(LOSS) PER SHARE

	Year ended 31-Mar-25	Year ended 31-Mar-24
Profit/(loss) for the year attributable to owners of the Company [A]	(4460.01)	(918.67)
Weighted average number of equity shares for the purposes of basic EPS/ diluted EPS [B]	5,250,000	5,250,000
Basic earnings per share (face value of ₹ 10 per share) [A/B]	(84.95)	(17.50)
Diluted earnings per share (face value of ₹ 10 per share) [A/B]	(84.95)	(17.50)

- (i) Basic earnings per share is calculated by dividing the profit /(loss) attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year, if any, and excluding treasury shares, if any.
- (ii) Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 34: SEGMENT INFORMATION

### (i) Description of segments and principal activities

The operating segments are classified under two major businesses which the Company is engaged in, and are briefly described as under:

- (a) **Sugar :** The Company is a manufacturer of white crystal sugar, having its plant situated at Shamli, District Shamli, Uttar Pradesh. The sugar is sold to wholesalers and institutional users. The Company uses its captively produced bagasse, generated as a by-product in the manufacturing of sugar, as a feed stock for generating power for meeting the captive power requirements of sugar plant and distillery. Molasses, another by-product in the manufacturing of sugar, is used as raw material for producing alcohol/ethanol. The Company sells the surplus molasses and bagasse after meeting its captive requirements.
- (b) **Distillery :** The Company has a 100 kilo-litres per day (KLPD) distillery situated at Shamli, District Shamli, Uttar Pradesh, which use molasses produced in manufacture of sugar as the principal raw material in production of alcohol/ethanol. The Company has not operated its distillery during the Sugar Season 2024-25 in view of the requirement of extensive repairs for efficient and uninterrupted operations. Based on proper evaluation, necessary repairs and modifications are planned to be undertaken prior to the Sugar Season 2025-26.

The above reportable segments have been identified based on the significant components of the enterprise for which discrete financial information is available and reviewed by the chief operating decision maker (CODM) to assess the performance and allocate resources to the operating segments.

There are no geographical segments as there are no exports and the sales of the Company takes place indigenously. There is no major reliance on few customers or suppliers.

### (ii) Segment revenue and segment profit

	Sugar		Distillery		Total		Eliminations		Total	
	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>REVENUE</b>										
From external customers	25086.66	36475.80	1747.43	9739.63	26834.09	46215.43	-	-	26834.09	46215.43
From inter-segments sales	361.70	3920.88	-	-	361.70	3920.88	(361.70)	(3920.88)	-	-
Total revenue from operations	25448.36	40396.68	1747.43	9739.63	27195.79	50136.31	(361.70)	(3920.88)	26834.09	46215.43
<b>RESULT</b>										
Segment profit/(loss)	663.59	502.89	(1280.60)	(728.23)	(617.01)	(225.34)	-	-	(617.01)	(225.34)
Unallocated expenses (net)									(93.96)	(271.55)
Finance cost									(1159.12)	(433.96)
Interest income									15.76	12.18
Profit/(loss) before tax									(1854.33)	(918.67)
Deferred tax									(2605.68)	-
Profit/(loss) for the year									(4460.01)	(918.67)

- The accounting policies of the reportable segments are the same as the Company's accounting policies described in note 2.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- Segment profit/(loss) is the Segment revenue less Segment expenses. Segment revenue/expenses includes all revenues/expenses that are attributable to the segments.
- Finance income, finance costs, current tax/deferred tax charge are not allocated to individual segments since these are managed/applicable on an overall entity basis.

## (iii) Segment assets and liabilities

	Sugar		Distillery		Total		Eliminations		Total	
	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>ASSETS</b>										
Segment assets *	21685.45	9810.73	5365.21	7918.29	27050.66	17729.02	-	-	27050.66	17729.02
Unallocated assets									4514.38	7384.86
<b>Total assets</b>	<b>21685.45</b>	<b>9810.73</b>	<b>5365.21</b>	<b>7918.29</b>	<b>27050.66</b>	<b>17729.02</b>	<b>-</b>	<b>-</b>	<b>31565.04</b>	<b>25113.88</b>
<b>LIABILITIES</b>										
Segment liabilities	17519.22	34045.41	1713.23	1838.71	19232.45	35884.12	-	-	19232.45	35884.12
Unallocated liabilities									33294.11	5664.32
<b>Total liabilities</b>	<b>17519.22</b>	<b>34045.41</b>	<b>1713.23</b>	<b>1838.71</b>	<b>19232.45</b>	<b>35884.12</b>	<b>-</b>	<b>-</b>	<b>52526.56</b>	<b>41548.44</b>

\* Restated (refer note 48)

- The accounting policies of the reportable segments are the same as the Company's accounting policies described in note 2.
- Segment assets include all assets that are attributable to the segments other than investments, loans, current/deferred tax assets and certain financial assets.
- Segment liabilities include all liabilities that are attributable to the segments other than borrowings, current and deferred tax liabilities and certain financial liabilities.

## (iv) Other segment information

	Sugar		Distillery		Total		Eliminations		Total	
	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Amount considered in segment results</b>										
Depreciation and amortisation	392.49	277.10	628.79	711.41	1021.28	988.51	-	-	1021.28	988.51
Unallocated depreciation and amortisation									5.28	9.95
<b>Total depreciation and amortisation</b>	<b>392.49</b>	<b>277.10</b>	<b>628.79</b>	<b>711.41</b>	<b>1021.28</b>	<b>988.51</b>	<b>-</b>	<b>-</b>	<b>1026.56</b>	<b>998.46</b>
Non cash items (other than depreciation and amortisation)	(296.58)	13.98	45.09	28.24	(251.49)	42.22	-	-	(251.49)	42.22
Unallocated non cash items (other than depreciation and amortisation)									19.23	90.00

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	Sugar		Distillery		Total		Eliminations		Total	
	Year ended 31-Mar- 25	Year ended 31-Mar- 24	Year ended 31-Mar- 25	Year ended 31-Mar- 24	Year ended 31-Mar- 25	Year ended 31-Mar- 24	Year ended 31-Mar- 25	Year ended 31-Mar- 24	Year ended 31-Mar- 25	Year ended 31-Mar- 24
Total non cash items (other than depreciation and amortisation)	(296.58)	13.98	45.09	28.24	(251.49)	42.22	-	-	(232.26)	132.22
<b>Amounts not considered in segment results</b>										
Interest expense	1086.91	322.99	72.21	110.97	1159.12	433.96	-	-	1159.12	433.96
Unallocated interest expense									-	-
Total interest expense	1086.91	322.99	72.21	110.97	1159.12	433.96	-	-	1159.12	433.96
Interest income	3.13	2.11	11.01	5.72	14.14	7.83	-	-	14.14	7.83
Unallocated interest income									1.62	4.35
Total interest income	3.13	2.11	11.01	5.72	14.14	7.83	-	-	15.76	12.18
<b>Others</b>										
Capital expenditure	1369.35	87.08	20.00	11.53	1389.35	98.61	-	-	1389.35	98.61
Unallocated capital expenditure									-	-
Total capital expenditure	1369.35	87.08	20.00	11.53	1389.35	98.61	-	-	1389.35	98.61

## (v) Break-up of revenue and non-current assets by geographical area

There are no exports and the turnover of the Company takes place indigenously. All non-current assets of the Company are located in India.

## (vi) Break-up of revenue from major products and services

	Timing of revenue recognition	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>Sale of products</b>			
Finished goods			
- Sugar	At a point in time	22161.57	35827.40
- Molasses	At a point in time	1840.03	86.32
- Bagasse	At a point in time	672.82	378.23
- Alcohol	At a point in time	1709.02	9727.42
- Others	At a point in time	125.82	85.82
		26509.26	46105.19
		-	-
<b>Other operating revenue</b>			
Income from transfer of sugar export quota	At a point in time	154.17	-
Income from scrap	At a point in time	170.66	110.24
		324.83	110.24
		-	-

## (vii) Information about major customers

Revenues of approximately ₹ 8992.35 lakhs (31 March 2024: 23883.90 lakhs) are derived from a single external customer. These revenues are attributed to the sugar segment.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 35: EMPLOYEE BENEFIT PLANS

### (i) Defined contribution plans

- (a) The Company contributes to certain defined contribution retirement benefit plans under which the Company pays fixed contributions to separate entities (funds) or state managed benefit schemes. The Company has no further payment obligations once the contributions have been paid. Following are the schemes covered under defined contributions plans of the Company:

**Provident Fund Plan & Employee Pension Scheme:** The Company makes monthly contributions at prescribed rates towards Employee Provident Fund/ Employee Pension Scheme administered and managed by the Government of India.

**Superannuation Scheme:** The Company contributes towards a fund established to provide superannuation benefit to certain employees in terms of Superannuation policies entered into by such fund with the Life Insurance Corporation of India.

- (b) The expense recognised during the period towards defined contribution plans are as follows:

	Year ended 31-Mar-25	Year ended 31-Mar-24
Employer's contribution to Employees' Provident Fund	168.53	186.50
Administration and other expenses relating to above	7.02	7.73
Employer's contribution to Superannuation Scheme	1.46	7.72

### (ii) Defined benefit plan (Gratuity)

- (a) The Company operates a defined benefit retirement plan under which the Company pays certain defined benefit by way of gratuity to its employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement/ termination of employment or upon death of an employee, based on the respective employees' salary and years of employment with the Company.

#### (b) Risk exposure

The plan typically exposes the Company to number of actuarial risks, the most significant of which are detailed below:

**Investment risk:** The plan liabilities are calculated using a discount rate set with references to government bond yields as at end of reporting period; if plan assets underperform compared to the government bonds discount rate, this will create or increase a deficit.

**Interest risk:** A decrease in government bond yields will increase plan liabilities, although this is expected to be partially offset by an increase in the value of the plan's debt instruments.

**Life expectancy:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants during their employment. A change in the life expectancy of the plan participants will impact the plan's liability.

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

**Attrition rate:** The present value of the defined benefit plan liability is impacted by the rate of employee turnover, disability and early retirement of plan participants. A change in the attrition rate of the plan participants will impact the plan's liability.



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

**(c) The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:**

	Valuation as at	
	31-Mar-25	31-Mar-24
Discounting rate	6.79%	7.23%
Future salary growth rate	7.00%	7.00%
Mortality table *	IALM 2012-14 Ultimate	IALM 2012-14 Ultimate
Attrition rate	5.00%	5.00%
Method used	Projected unit credit method	Projected unit credit method

\* Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics (i.e. IALM 2012-14 Ultimate). These assumptions translate into an average life expectancy in years at retirement age.

**(d) Amounts recognised in statement of profit and loss in respect of the defined benefit plan (gratuity) are as follows:**

	Year ended 31-Mar-25	Year ended 31-Mar-24
Current service cost	55.78	56.84
Net interest expense	68.50	72.42
<b>Components of defined benefit costs recognised in profit or loss</b>	<b>124.28</b>	<b>129.26</b>
Remeasurement on the net defined benefit liability		
- Return on plan assets (excluding amount included in net interest expense)	(0.76)	(1.39)
- Actuarial gains and loss arising from changes in financial assumptions	61.80	7.36
- Actuarial gains and loss arising from experience adjustments	28.43	(49.29)
<b>Components of defined benefit costs recognised in other comprehensive income</b>	<b>89.47</b>	<b>(43.32)</b>
<b>Total</b>	<b>213.75</b>	<b>85.94</b>

**(e) Amounts included in the balance sheet arising from the entity's obligation in respect of the defined benefit plan (gratuity) is as follows:**

	As at 31-Mar-25	As at 31-Mar-24
Present value of defined benefit obligation as at the end of the year	1527.89	1383.42
Fair value of plan assets	286.63	317.67
<b>Funded status</b>	<b>(1241.26)</b>	<b>(1065.75)</b>
<b>Net asset/(liability) arising from defined benefit obligation recognised in the balance sheet</b>	<b>(1241.26)</b>	<b>(1065.75)</b>

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

**(f) Movement in the present value of the defined benefit obligation (gratuity) is as follows:**

	Year ended 31-Mar-25	Year ended 31-Mar-24
Present value of defined benefit obligation at the beginning of the year	1383.42	1438.52
Expenses recognised in profit or loss		
- Current service cost	55.78	56.84
- Interest expense/(income)	89.56	99.37
Remeasurement (gains)/losses recognised in other comprehensive income		
- Actuarial (gain)/loss arising from:		
ii. Financial assumptions	61.80	7.36
iii. Experience adjustments	28.43	(49.29)
Benefit payments	(91.10)	(169.38)
<b>Present value of defined benefit obligation at the end of the year</b>	<b>1527.89</b>	<b>1383.42</b>

**(g) Movement in the fair value of the plan assets (gratuity) is as follows:**

	Year ended 31-Mar-25	Year ended 31-Mar-24
Fair value of plan assets at the beginning of the year	317.67	445.04
Recognised in profit or loss		
- Expected return on plan assets	21.06	26.95
Remeasurement gains / (losses) recognised in other comprehensive income		
- Actual return on plan assets in excess of the expected return	0.76	1.39
Contributions by employer	38.24	14.26
Benefit payments *	(91.10)	(169.97)
<b>Fair value of plan assets at the end of the year</b>	<b>286.63</b>	<b>317.67</b>

\* net of ₹ Nil (31 March 2024: ₹ 0.60 lakhs) towards certain charges recovered by Life Insurance Corporation of India.

The fair value of the plan assets (gratuity) at the end of the reporting period for each category, are as follows:

	As at 31-Mar-25			As at 31-Mar-24		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Gratuity plans with insurance companies	-	286.63	286.63	-	317.67	317.67
<b>Total plan assets</b>	<b>-</b>	<b>286.63</b>	<b>286.63</b>	<b>-</b>	<b>317.67</b>	<b>317.67</b>

Plan assets held comprise amounts invested in plans of group gratuity schemes offered by Life Insurance Corporation of India. Such investment ensures protection of the capital sum invested and income earned and do not face any risk of capital erosion.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (h) Sensitivity analysis

The sensitivity of the defined benefit obligation (gratuity) to changes in the weighted principal assumptions is:

	Change in assumption by	Increase/decrease	Impact on defined benefit obligation (gratuity)			
			Increase in assumption		Decrease in assumption	
			31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24
Discounting rate	0.50%	in ₹ lakhs	(32.20)	(32.82)	33.95	34.54
		in %	-2.11%	-2.37%	2.22%	2.50%
Future salary growth rate	0.50%	in ₹ lakhs	33.72	34.45	(32.29)	(33.04)
		in %	2.21%	2.49%	-2.11%	-2.39%
Attrition rate	0.50%	in ₹ lakhs	(0.41)	(0.27)	0.44	0.25
		in %	-0.03%	-0.02%	0.03%	0.02%
Mortality rate	10.00%	in ₹ lakhs	(0.03)	(0.04)	0.03	0.04
		in %	0.00%	0.00%	0.00%	0.00%

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In the event of change in more than one assumption, the impact would be different than stated above. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

## (i) Defined benefit liability (gratuity) and employer contributions

The Company expects to contribute ₹ 198.15 lakhs to the defined benefit plan relating to gratuity during the next financial year.

The weighted average duration of the defined gratuity obligation (on discounted cash flow basis) as at 31 March 2025 is 10.27 years (31 March 2024: 10.53 years).

The expected maturity analysis of undiscounted defined benefit obligation (gratuity) as at 31 March 2025 is as follows:

	Less than a year	Between 1-4 years	Between 4-9 years	Over 9 years	Total
Defined benefit obligation (Gratuity)	397.00	788.41	444.58	588.32	2218.31

## (iii) Defined benefit plan (Provident fund)

- Apart from the contributions made by the Company to defined contribution provident fund plan referred in (i) above, the Company has also set up a provident fund trust, to secure the provident fund dues in respect of certain employees of the Company, which is administered by the concerned trustees. The rules of the Company's provident fund require that if the Board of Trustees are unable to pay interest at the rate declared by the Employees' Provident Fund Organisation, Government of India, under para 60 of the Employees' Provident Fund Scheme, 1952 for the reason that the return on investment is less or for any other reason, then the deficiency shall be made good by the Company when determined.
- For the year ended 31 March 2025, the Company contributed ₹ 1.17 lakhs (31 March 2024: ₹ 6.17 lakhs) to the defined benefit provident fund plan.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 36: RELATED PARTY TRANSACTIONS

### (i) Related parties where control exists

Triveni Engineering & Industries Limited (TEIL), Holding Company (w.e.f. 20 June 2024)

### (ii) Related parties with whom transactions have taken place during the year alongwith details of such transactions and outstanding balances as at the end of the year:

Name of related party and nature of transactions	Year ended 31-Mar-25	Year ended 31-Mar-24
<b>TEIL, Holding Company *1</b>		
Sale and rendering services	188,784,327	-
Purchases and receiving services	28,265,757	-
Purchases of property, plant and equipment	436,539	-
Consideration paid for providing letter of comfort	4,972,016	-
Interest expense	30,660,451	-
Reimbursements made for services of seconded employees		
- Remuneration of R.K. Goel, Chief Financial Officer, Key management person of Company	200,000	-
- Remuneration of Anil Kumar Tyagi, Chief Executive Officer, Key management person of Company	40,000	-
- Business support services of other employees of Holding Company	23,431,586	-
- GST related to above	4,260,885	-
Expenses incurred by the party on behalf of the Company (net of expenses incurred by the Company on behalf of the party) on reimbursable basis	2,697,825	-
Long term loan availed	1,285,000,000	-
<b>Triveni Turbine Limited, Others *2</b>		
Purchases and receiving services	38,618,877	-
<b>Rajat Lal, Managing Director, Key management person *3</b>		
Remuneration	10,000	2,189,110
Interest expense on loan	-	8,152,586
Repayment of loan	2,521,767	-
Sale of property, plant & equipment	43,059	-
<b>Rahul Lal, Joint Managing Director, Key management person *3</b>		
Remuneration	1,310,306	5,132,019
Interest expense on loan	-	3,367
Repayment of loan	232	-
Sale of property, plant & equipment	461,694	-
<b>Vivek Viswanathan, Non-Independent Non-Executive Director, Key management person *4</b>		
Remuneration	601,360	2,671,120
Interest expense on loan	457,935	1,293,515
Repayment of loan	14,160,267	-
Sale of property, plant & equipment	161,017	-
Director's fee	140,000	-
<b>Radhika Viswanathan Hoon, Non-Independent Non-Executive Director, Key management person *3</b>		

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party and nature of transactions	Year ended 31-Mar-25	Year ended 31-Mar-24
Director's fee	80,000	80,000
<b>Rajendra Lal &amp; Sons HUF, Controlled by Rajat Lal</b>		
Interest expense on loan	-	11,186,143
<b>Neeraj Gupta, Non-Independent Non-Executive Director, Key management person *3</b>		
Director's fee	140,000	140,000
<b>Tanmay Sharma, Independent Non-Executive Director, Key management person *3</b>		
Director's fee	160,000	200,000
<b>Udit Pat Singhania, Independent Non-Executive Director, Key management person *3</b>		
Director's fee	160,000	200,000
<b>Ravi Malhotra, Independent Non-Executive Director, Key management person *3</b>		
Director's fee	100,000	100,000
<b>Jitendra Kumar Dadoo, Independent Non-Executive Director, Key management person</b>		
Director's fee	300,000	-
<b>Sudipto Sarkar, Director, Independent Non-Executive Director, Key management person</b>		
Director's fee	300,000	-
<b>Tarun Sawhney, Chairman &amp; Managing Director, Key management person</b>		
Director's fee	60,000	-
<b>Ratna Dharrashree, Independent Non-Executive Director, Key management person</b>		
Director's fee	80,000	-
<b>G.K. Sharma, Chief Financial Officer, Key management person *3</b>		
Remuneration	188,443	660,592
<b>A.K. Jain, Company Secretary, Key management person</b>		
Remuneration	1,800,008	1,615,871

Amounts stated above are inclusive of applicable taxes

## Outstanding balances

Name of related party and nature of balances	As at 31-Mar-25	As at 31-Mar-24
<b>TEIL, Holding Company *1</b>		
Receivable	21,879,284	-
Unsecured loan payable	1,285,000,000	-
Other payable	1,900,960	-
Comfort letter [see (iv) below]	3,630,000,000	-
<b>Triveni Turbine Limited, Others *2</b>		
Payable	5,406,635	
<b>Rajat Lal, Managing Director, Key management person *3</b>		
Payable	-	88,560,956
<b>Rahul Lal, Joint Managing Director, Key management person *3</b>		
Payable	-	37,268
<b>Vivek Viswanathan, Non-Independent Non-Executive Director, Key management person *4</b>		
Payable	72,000	13,702,331

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

Name of related party and nature of balances	As at 31-Mar-25	As at 31-Mar-24
<b>Rajendra Lal &amp; Sons HUF, Controlled by Rajat Lal</b>		
Payable	-	123,318,947
<b>Jitendra Kumar Dadoo, Independent Non-Executive Director, Key management person</b>	162,000	-
Payable		
<b>Sudipto Sarkar, Director, Independent Non-Executive Director, Key management person</b>	162,000	-
Payable		
<b>Ratna Dharrashree, Independent Non-Executive Director, Key management person</b>	72,000	-
Payable		

\*1 Person or entity belonging to the promoter/ promoter group holding 10% or more shareholding in the Company.

\*2 Not a related party as per the definition of related party in accordance with Ind AS 24 'Related Party Disclosures'. However, it is a related party as per Section 2 of the Companies Act since it is a public company in which a director of the Company is also a director and holds along with his relatives more than 2% its paid-up share capital.

\*3 Resigned during the current year.

\*4 Re-designated from Joint Managing Director to Non-Independent Non-Executive Director during the current year.

## (iii) Remuneration of key management personnel:

	Year ended 31-Mar-25	Year ended 31-Mar-24
Short-term employee benefits	3,840,877	10,879,562
Post-employment benefits	309,240	1,389,150
<b>Total</b>	<b>4,150,117</b>	<b>12,268,712</b>

The remuneration of key management personnel is determined by the remuneration committee having regard to the performance of individuals, market trends and applicable provisions of Companies Act, 2013.

- (iv) Remuneration and outstanding balances of key management personnel does not include long term employee benefits by way of gratuity and compensated absences, which are payable only upon cessation of employment and provided on the basis of actuarial valuation by the Company.
- (v) TEIL (Holding Company) has provided a letter of comfort amounting to ₹ 3,63,00,00,000/- (31 March 2024: Nil) in connection with working capital and term loans agreed to be granted by the lenders to the Company. Outstanding balance of loans under such lending arrangements as at 31 March 2025 is ₹ 1,73,43,81,692/- (31 March 2024: Nil).

## (vi) Terms & conditions:

- (a) Loans from the Holding Company were availed at normal commercial terms & conditions and at prevailing market rate of interest.
- (b) Other transactions are made on terms equivalent to those that prevail in arm's length transactions.
- (c) The outstanding balances at the year-end are unsecured and settlement to take place in cash.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 37: CAPITAL MANAGEMENT

For the purpose of capital management, capital includes net debt and total equity of the Company. The primary objective of the capital management is to maximize shareholders' value along with an objective to keep the leverage in check in view of cyclical capital intensive sugar business of the Company.

The sugar business is the major business of the Company which is seasonal in nature. The entire production of sugar takes place in about six months and is sold throughout the year. It thus necessitates maintaining high levels of sugar inventory requiring high working capital funding. Sugar business being a cyclical business, it is prudent to avoid high leverage and the resultant high finance cost. It is the endeavour of the Company to prune down external debts to acceptable levels based on its financial position.

The Company may resort to further issue of capital for projects which can not be fully funded through internal accruals/debt and/or to finance working capital requirements.

The Company monitors capital structure through gearing ratio represented by debt-equity ratio (debt/total equity). In addition to the gearing ratio, the Company also looks at non-current debt to operating profit ratio (non-current debt/EBITDA) which provides an indication of adequacy of earnings to service the debts. The Company diligently negotiates the terms and conditions of the loans and ensures adherence to all the financial covenants. The gearing ratio and non-current debt/EBITDA ratio for the Company as at the end of reporting period were as follows:

	As at 31-Mar-25	As at 31-Mar-24
Non-current borrowings (note 15)		
- Holding Company	12850.00	-
- Others	8895.18	1630.82
<b>Non-current debt</b>	<b>21745.18</b>	<b>1630.82</b>
Short-term borrowings (note 18)	10225.00	2256.20
Current maturities of long-term borrowings (refer note 18)	1118.15	1322.76
<b>Current debt</b>	<b>11343.15</b>	<b>3578.96</b>
<b>Total debt</b>	<b>33088.33</b>	<b>5209.78</b>
<b>Total equity (note 13 &amp; note 14)</b>	<b>(20961.52)</b>	<b>(16434.56)</b>
<b>EBITDA (before exceptional items)</b>	<b>331.35</b>	<b>513.75</b>
Total debt to equity ratio	(1.58)	(0.32)
Term loans/EBITDA ratio	69.00	5.75

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

The Company is not subject to any externally imposed capital requirements.

The financial position of the Company was under stress due to its inability to meet substantial amount of cane and other overdues. After taking control over the Company by the Holding Company, it arranged funding from lenders and directly infused funds in the Company to meet its financial commitments and to improve its operations for turnaround. Non-current borrowings include funding of ₹ 12850 lakhs by the Holding Company which is quasi equity in nature.



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 38: FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities comprise borrowings, trade payables and other payables. The main purpose of the financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables and cash and bank balances.

The Company's activities expose it mainly to market risk, liquidity risk and credit risk. The monitoring and management of such risks is undertaken by the senior management of the Company and there are appropriate policies and procedures in place through which such financial risks are identified, measured and managed.

### (i) Credit risk

Credit risk is associated with the possibility of a counterparty defaulting on its contractual obligations to pay, resulting in financial loss to the Company. The Company is exposed to credit risks from its operating activities, primarily trade receivables and retentions. The credit risks in respect of deposits with the banks and other financial instruments are nominal.

#### (a) Credit risk management

Credit risk arises from the possibility that a counter party may not be able to settle their dues as agreed. The Company is primarily exposed to credit risk from its trade receivables. The Company's sugar sales are generally on cash terms or on very short credit period basis. Sales from its distillery are generally to reputed private parties on limited credit period basis. The Company periodically assesses the financial reliability of its customers taking into account their track record in the market and past dealing with the Company. Concentration of credit risk is limited since the Company has a diverse customer base. Credit risk is also mitigated to an extent by ensuring receipt of adequate advance and security deposit from its customers/agents.

The impairment analysis is performed on each reporting period on individual basis for major customers. The Company's maximum exposure to credit risk at the reporting date is the carrying amount of each financial asset as detailed in note 6, 7, 8, 9 and 12.

The business wise receivable position as at the end of the year is provided here below:

	Year ended 31-Mar-25			Year ended 31-Mar-24		
	External sales (A)	Year end receivables (B)	% Receivables (B/A)	External sales (A)	Year end receivables (B)	% Receivables (B/A)
Sugar business	25086.66	325.43	1%	36475.80	81.52	0%
Distillery business	1747.43	-	0%	9739.63	513.47	5%
<b>Total</b>	<b>26834.09</b>	<b>325.43</b>	<b>1%</b>	<b>46215.43</b>	<b>594.99</b>	<b>1%</b>

Overall, the credit risk from receivable is low in view of short credit period and government customers.

#### (b) Provision for expected credit losses

Basis as explained above, life time expected credit loss ("ECL") is determined on trade receivables except in cases where advance payment or short term credit is granted or payment is due from Government/reputed parties, where there has been no track record of short receipts. The provision for ECL (in addition to the specific credit losses, if any, provided on specific financial assets) is therefore assessed at Nil.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (c) Reconciliation of loss allowance provision

### Trade receivables:

	Year ended 31-Mar-25	Year ended 31-Mar-24
Balance at beginning of the year	79.79	56.45
Additional provisions recognised during the year	-	23.34
Provision reversed/utilised during the year	(0.49)	-
Balance at the end of the year	79.30	79.79

### Loans and other financial assets:

	Loans		Other financial assets	
	Year ended 31-Mar-25	Year ended 31-Mar-24	Year ended 31-Mar-25	Year ended 31-Mar-24
Balance at beginning of the year	-	-	265.21	265.21
Additional provisions recognised during the year	-	-	12.84	-
Balance at the end of the year	-	-	278.05	265.21

## (ii) Liquidity risk

The Company uses liquidity forecast tools to manage its liquidity. The Company operates capital intensive sugar business and has obligation to timely make cane price payments within the statutory time period. Additionally, it is also required to pay the cane and other overdues. The Company is able to organise liquidity through own funds, loans availed from Holding Company and through working capital loans. However, when the sugar fundamentals are unfavourable, either due to market forces or due to excessive cane pricing by the Government, the payment of cane price may get delayed though it is the endeavour of the Company to make cane payment on a priority basis. It is the objective and focus of the Company to reduce debts to be able to meet the cyclicalities of the sugar business.

Table hereunder provides the current ratios of the Company as at the year end

	As at 31-Mar-25	As at 31-Mar-24
Total current assets	18742.64	9968.07
Total current liabilities	29574.65	38761.09
Current ratio	0.63	0.26

The lower than normal current ratio is due to substantial overdues towards cane and other overdues. Funds are being arranged to pay such overdues and to turnaround the operations of the Company. Further, in view of seasonal nature of sugar business, which is a dominant business of the Company, there is a peak build-up of sugar inventories at the year end, resulting in peak working capital requirement. With the liquidation of such inventories over the year, the working capital requirement is gradually reduced. Thus, the current ratio computed at the year end is not a reflection of average and realistic ratio for the year.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (a) Maturities of financial instruments

### Maturities of non-derivative financial liabilities:

The following table details the remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amounts disclosed in the table have been drawn up based on the undiscounted cash flows of financial liabilities. The contractual maturity is based on the earliest date on which the Company may be required to pay.

	On demand	< 1 year	1-3 years	3-5 years	> 5 years	Total	Carrying amount
<b>As at 31 March 2025</b>							
Borrowings	10225.00	1118.15	4975.15	3162.50	13640.63	33121.43	33088.33
Trade payables	-	15803.71	-	-	-	15803.71	15803.71
Other financial liabilities	-	2006.95	-	-	-	2006.95	2006.95
	<b>10225.00</b>	<b>18928.81</b>	<b>4975.15</b>	<b>3162.50</b>	<b>13640.63</b>	<b>50932.09</b>	<b>50898.99</b>
<b>As at 31 March 2024</b>							
Borrowings	-	3632.32	1419.73	232.87	-	5284.92	5209.78
Trade payables	-	31643.05	-	-	-	31643.05	31643.05
Other financial liabilities	-	2504.32	-	-	-	2504.32	2504.32
	<b>-</b>	<b>37779.69</b>	<b>1419.73</b>	<b>232.87</b>	<b>-</b>	<b>39432.29</b>	<b>39357.15</b>

## (iii) Market risk

The Company is exposed to following key market risks:

- (a) Interest rate risk on loans and borrowings
- (b) Sugar price risk

### (a) Interest rate risk

All borrowings availed by the Company are subject to interest on floating rate basis linked to the MCLR (Marginal Cost of funds based Lending Rate). In view of the fact that the total borrowings of the Company are quite substantial, the Company is exposed to interest rate risk.

The strategy of the Company to opt for floating interest rates is helpful in maintaining market related realistic rates. The interest rate risk is mitigated upto certain extent as 3.5% of the long term debts as at 31 March 2025 (31 March 2024: 61.7% of long term debts) comprises loans carrying concessional interest rates/interest subvention.

While declining interest rates would be beneficial to the Company, adverse interest rate fluctuations could increase the finance cost. The total impact, in respect of borrowings on floating interest rate basis, is limited as per sensitivity analysis provided here under:

	Year ended 31-Mar-25	Year ended 31-Mar-24
Total debt as at the end of the year	33088.33	5209.78
Debt at floating rate of interest as at the end of the year	24717.27	1129.94
Average availment of borrowings at floating rate of interest	8193.03	1235.35
Impact of 1% interest rate variation	81.93	12.35

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (b) Sugar price risk

The sugar prices are dependent inter-alia on domestic and global sugar balance - higher supplies lead to softening of sugar prices whereas higher demand than available supplies lead to hardening of sugar prices. The Company sells most of its sugar in the domestic market where there are no effective mechanism available to hedge sugar prices in view of limited breadth in the commodity exchanges. The Company also exports sugar in the years of surplus production based on Government policy on exports.

Adverse changes in sugar price impact the Company in the following manner:

- The Company values sugar stocks at lower of cost of production (COP) and net realisable value (NRV). In the event, the COP of sugar is higher than the NRV, the stocks are written down to NRV leading to recognition of loss on such inventory.
- The Company is a large producer of sugar and even a small variation in the sugar price leads to significant impact on the profitability of the Company.

Sensitivity analysis in respect of sugar price risk is provided here below:

	Year ended 31-Mar-25	Year ended 31-Mar-24
Annual production of sugar (MT)	79,098	93,094
Impact of sugar price variation by ₹ 1000/MT	790.98	930.94

The cost of production of sugar is generally lower than the net realisable value of sugar and hence, chances of significant losses due to inventory write down are low. Further, the Central Government has prescribed Minimum Selling Price (MSP) for sugar. It ensures that there is no steep decline in the sugar prices.

## NOTE 39: FAIR VALUE MEASUREMENTS

### (i) Financial instruments by category

	As at 31-Mar-25		As at 31-Mar-24	
	FVTPL / FVTOCI	Amortised cost	FVTPL / FVTOCI	Amortised cost
<b>Financial assets</b>				
Trade receivables	-	325.43	-	594.99
Loans	-	-	-	0.50
Cash and bank balances	-	747.72	-	504.60
Security deposits	-	74.69	-	95.16
Other receivables	-	4.91	-	8.79
<b>Total financial assets</b>	-	1152.75	-	1204.04
		-		-
<b>Financial liabilities</b>				
Borrowings	-	33088.33	-	5209.78
Trade payables	-	15803.71	-	31643.05
Capital creditors	-	815.60	-	805.04
Security deposits	-	206.87	-	255.41
Other payables	-	984.48	-	1443.87
<b>Total financial liabilities</b>	-	50898.99	-	39357.15

- (ii) The management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 40: GOVERNMENT GRANTS

### (i) Government grants recognised in the financial statements

	Grants recognised in profit or loss			Grant recoverable	
	Year ended 31-Mar-25	Year ended 31-Mar-24	Treatment in financial statements	As at 31-Mar-25	As at 31-Mar-24
<b>A Deferred government grants related to income</b>					
a) Loans at below market interest rate aggregating to ₹ 8000 lakhs availed during financial year 2018-19 under the "Scheme for Extending Financial Assistance to Sugar Undertakings 2018" notified by the State Government of Uttar Pradesh.	40.71	244.23	Reduced from finance cost (note 28)	-	-
b) A loan of ₹ 1242 lakhs at below market interest rate availed during the financial year 2022-23 under the "Guaranteed Emergency Credit Line Scheme (GECL 2.0 Extension)" notified by the Government of India.	15.17	17.24	Reduced from finance cost (note 28)	-	-
<b>Total deferred government grants</b>	<b>55.88</b>	<b>261.47</b>		<b>-</b>	<b>-</b>
<b>B Other revenue government grants</b>					
a) Interest subvention @ 50% of rate charged by lenders (subject to maximum of 6%) on loans of ₹ 3000 lakhs (31 March 2024: ₹ 3000 lakhs ) availed from banks for distilleries under the schemes of Government of India extending financial assistance to sugar mills for enhancement and augmentation of ethanol production capacity.	63.15	110.12	Reduced from finance cost (note 28)	132.13	91.59
<b>Total other revenue government grants</b>	<b>63.15</b>	<b>110.12</b>		<b>132.13</b>	<b>91.59</b>
<b>Total government grants related to income</b>	<b>119.03</b>	<b>371.59</b>		<b>132.13</b>	<b>91.59</b>
<b>C Government grants related to assets</b>					
a) Deferred grant of ₹ 6.08 lakhs (31 March 2024: ₹ 6.76 lakhs) in respect of Moist Hot Air Treatment Plants (MHAT) received from the State Government of Uttar Pradesh.	0.67	0.67	Presented under "Other income" (note 24)	-	-
<b>Total government grants related to assets</b>	<b>0.67</b>	<b>0.67</b>		<b>-</b>	<b>-</b>

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## (ii) Movement of deferred government grants is provided here below:

	Year ended 31-Mar-25	Year ended 31-Mar-24
As at the beginning of the year	81.89	344.03
Released to the statement of profit and loss	(56.55)	(262.14)
<b>As at the end of the year</b>	<b>25.34</b>	<b>81.89</b>
Current (refer note 17)	11.74	56.55
Non-current (refer note 17)	13.60	25.34
<b>Total</b>	<b>25.34</b>	<b>81.89</b>

## NOTE 41: LEASES

### As Lessee

Assets taken under lease mainly include residential, office and plots of land. These are generally not non-cancellable leases and are renewable by mutual consent and on mutually agreeable terms. The Company has given refundable interest free security deposits under a lease agreement. There is no contingent rent, sublease payments or restriction imposed in the lease agreement.

### Amounts recognised as expense

	Year ended 31-Mar-25	Year ended 31-Mar-24
Rent expense - short term leases (refer note 31)	11.18	16.94
<b>Total</b>	<b>11.18</b>	<b>16.94</b>

Total cash outflow for leases during the year ended 31 March 2025 is ₹ 11.18 lakhs (31 March 2024: ₹ 16.94 lakhs).

### As Lessor

The Company has given certain portion of its factory premises under operating leases. These leases are not non-cancellable and are extendable by mutual consent and at mutually agreeable terms. The gross carrying amount, accumulated depreciation and depreciation recognised in the statement of profit and loss in respect of such portion of the leased premises are not separately identifiable. There is no impairment loss in respect of such premises. No contingent rent has been recognised in the statement of profit and loss. There are no minimum future lease payments as there are no non-cancellable leases. Lease income is recognised in the statement of profit and loss under "Other income" (refer note 24).

## NOTE 42: COMMITMENTS

	As at 31-Mar-25	As at 31-Mar-24
Estimated amount of contracts remaining to be executed on capital account and not provided for (after adjusting advances aggregating to ₹ 71.86 lakhs (31 March 2024: ₹ 81.84 lakhs))	616.50	650.96

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 43: CONTINGENT LIABILITIES AND CONTINGENT ASSETS

### Contingent liabilities

						As at 31-Mar-25	As at 31-Mar-24
<b>(i) Claims against the Company not acknowledged as debts:</b>							
Claims (excluding further interest thereon) which are being contested by the Company pending final adjudication of the cases:						63.32	111.10
Sl. No.	Particulars	Amount of contingent liability		Amount paid under protest			
		31-Mar-25	31-Mar-24	31-Mar-25	31-Mar-24		
1	Sales tax	-	5.53	-	5.53		
2	Excise duty	2.53	3.15	0.62	0.62		
3	Others	60.79	102.42	-	4.17		
<b>Total</b>		<b>63.32</b>	<b>111.10</b>	<b>0.62</b>	<b>10.32</b>		
<b>(ii) Others</b>							
(a)	The Company is contingently liable in respect of unpaid interest on delayed payment of cane price for the sugar seasons 2012-13, 2013-14 and 2014-15 amounting to ₹ 607.19 lakhs. The Hon'ble Allahabad High Court had passed an order directing the Cane Commissioner of the State to decide the matter afresh, taking into consideration certain additional factors. However, no order demanding interest on delayed payment of cane price for the aforesaid years has been served on the Company till date.					607.19	607.19
(b)	The Company is contingently liable in respect of unpaid interest on delayed payment of cane price for the sugar seasons up to 1991-92 amounting to ₹ 73.09 lakhs.					73.09	73.09
(c)	The Company is contingently liable in respect of interest on outstanding cane dues for the sugar season 2022-23 amounting to ₹ 4379.62 lakhs pursuant to the recovery certificate ('RC') issued to this effect. A representation has been made against the aforesaid RC to the State Government.					4379.62	-
Apart from (a), (b) and (c) above, there is no other demand against the company in respect of interest on delayed payment of cane dues.							
(d)	The Company is contingently liable in respect of unpaid commission payable to cane societies for the sugar seasons 2012-13 and 2014-15 amounting to ₹ 690.84 lakhs. In the cane price package offered by the State Government of Uttar Pradesh ("State Government") to sugar mills, the State Government had reduced the rate of commission payable to cane societies for sugar seasons 2012-13 and 2014-15 by way of notification dated 12 June 2015 to provide relief to the Sugar Industry in view of disparity in the cane price and the market outlook of the sugar prices. In the public interest litigation and writ petitions filed against such reduction in commission rates, the Hon'ble Allahabad High Court has held that these notifications cannot have retrospective applicability. Special leave petition has been preferred by UP Sugar Mills Association against the said order and a stay has been granted in the matter and as such till date no demand has been received by the Company in this regard.					690.84	690.84
(e)	Liability arising from claims/ counter claims/ court cases, claims of certain employees/ex-employees on certain activities of the Company which are being contested by the Company.					Indeterminate	Indeterminate



# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	As at 31-Mar-25	As at 31-Mar-24
(f) Liabilities towards amounts payable to certain suppliers, as appearing in the books of the Company pertaining to the period prior to the present management's taking control of the Company, are in the process of being verified. The claims of the suppliers towards escalation, interest and additional supplies as well as counter claims of the Company towards damages and deductions for breach of contractual terms, poor quality of the products and services involved, are being scrutinized and reconciled. Additional liability, if any, which may arise in respect of the aforesaid, is presently unascertainable.	Indeterminate	Indeterminate
The amount shown above represent the best possible estimates arrived at on the basis of available information. The uncertainties, possible payments and reimbursements are dependent on the outcome of the different legal processes which have been invoked by the Company or the claimants, as the case may be, and therefore cannot be predicted accurately. The Company engages reputed professional advisors to protect its interests and has been advised that it has strong legal position against such disputes.		

## Contingent assets

Based on management analysis, there are no material contingent assets as at 31 March 2025 and as at 31 March 2024.

## NOTE 44: DISCLOSURES OF MICRO ENTERPRISES AND SMALL ENTERPRISES

Based on the intimation received by the Company from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the relevant information is provided here below:

	31-Mar-25	31-Mar-24
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year; as at the end of the year		
(i) Principal amount (refer note 19) *1	-	24.96
(ii) Interest due on above	-	3.50
The amount of interest paid by the buyer in terms of section 16 of Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 *2	-	4.50
The amount of interest accrued and remaining unpaid at the end of each accounting year; and *2	-	4.50
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-

\*1 Does not include amounts aggregating to ₹ 94.08 lakhs due to micro or small enterprises who have intimated their MSME status subsequent to the close of the year.

\*2 In view of full and final settlement of mutual claims and no due certificates obtained from certain MSME suppliers, interest of ₹ 4.50 lakhs provided for on a provisional basis in respect of such MSME dues till 31 March 2024 has been reversed in the current year.

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

## NOTE 45: ADDITIONAL REGULATORY INFORMATION UNDER SCHEDULE III

The relevant disclosures to the extent applicable to the Company are as under:

### (i) Ratios

Ratio	Numerator	Denominator	31-Mar-25	31-Mar-24	% Variance	Reason for variance
Current ratio	Current assets	Current liabilities	0.63	0.26	146%	Due to part payment of old cane overdues through long term fundings.
Debt equity ratio	Borrowings	Equity	*	*	*	-
Debt service coverage ratio	Profit/ (loss) after tax plus finance costs, depreciation and amortisation expense	Repayment of long term borrowings (excluding prepayments) and finance costs	(0.90)	0.18	-608%	Due to substantially lower profits during the year resulting from higher deferred tax charge consequent to lapsing of certain accumulated tax losses.
Return on equity ratio (%)	Profit/ (loss) after tax	Average equity	*	*	*	-
Inventory turnover ratio	Revenue from operations (net of excise duty)	Average inventories	2.09	4.86	-57%	Due to lower turnover and higher sugar inventories.
Trade receivables turnover ratio	Revenue from operations	Average trade receivables	58.31	65.62	-11%	-
Trade payables turnover ratio	Purchases of goods and services	Average trade payables	1.40	1.31	6%	-
Net capital turnover ratio	Revenue from operations (net of excise duty)	Average working capital (i.e. current assets less current liabilities)	(1.35)	(1.65)	18%	-
Net profit ratio (%)	Profit/ (loss) after tax	Revenue from operations (net of excise duty)	-17%	-2%	-736%	Due to substantially lower profits during the year resulting from higher finance costs and higher deferred tax charge consequent to lapsing of certain accumulated tax losses.
Return on capital employed (%)	Earnings before interest and taxes	Average capital employed (i.e. equity, borrowings and deferred tax liabilities)	*	*	*	-

\* not computable due to negative equity

- (ii) The Company does not have any transactions with struck off companies.
- (iii) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.
- (iv) The Company has not traded or invested in crypto currency or virtual currency during the year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

- (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.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall.
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not raised funds on short term basis which have been utilised for long term purposes.
- (viii) The Company has not been declared willful defaulter by any bank or financial institution or other lender. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 as amended.

## NOTE 46: DISCLOSURE AS PER REGULATION 34(3) OF THE SEBI (LODR) REGULATIONS, 2015 (AS AMENDED)

	Financial year	Outstanding balance	Maximum amount due during the year
Loans & advances from the Holding Company			
- Triveni Engineering & Industries Limited	2024-25	12850.00	12850.00
	2023-24	-	-

## NOTE 47: GOING CONCERN

The financial statements of the Company have been prepared on going concern basis as the Company has become a subsidiary of Triveni Engineering & Industries Limited ('TEIL') which is one of the leading companies engaged in sugar & allied businesses and has deep domain knowledge, technical expertise and management capabilities. TEIL has been providing requisite technical and financial support to the Company to make its operations efficient and viable. Further, steps have been initiated to amalgamate the Company with the Holding Company in view of various business synergies.

## NOTE 48: CHANGE IN ACCOUNTING POLICIES

The present management had instituted a review of the accounting policies being earlier followed by the Company to ensure that these provide more reliable and relevant information relating to the financial performance and state of affairs of the Company and with a view to align them with those of the peers in the industry. Pursuant thereto, the accounting policy for measurement of land has been changed from revaluation model to cost model. The impact of such change on the financial statements has been considered retrospectively in accordance with Ind AS 8 'Accounting policies, changes in accounting estimates and errors' and is disclosed as under.

	Year ended 31-Mar-25	Year ended 31-Mar-24	Upto year ended 31-Mar-23
<b>Impact on the items of total comprehensive income:</b>			
Reduction in other comprehensive income	-	37781.55	44559.14

# Notes to the Standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ lakhs, unless otherwise stated)

	As at 31-Mar-25	As at 31-Mar-24	As at 01-Apr-23
<b>Impact on the items of balance sheet:</b>			
Reduction in revaluation surplus (other equity)	-	82340.69	44559.14
Reduction in carrying amount of segment assets (Property, plant and equipment)			
- Sugar	-	55599.59	30096.43
- Distillery	-	26741.10	14462.71
	-	<b>82340.69</b>	<b>44559.14</b>

## NOTE 49: SCHEME OF ARRANGEMENT

The Board at its meeting held on December 10, 2024 has, subject to necessary approvals, considered and approved a Composite Scheme of Arrangement amongst Triveni Engineering & Industries Limited ('TEIL'), Sir Shadi Lal Enterprises Limited ('SSELEL') and Triveni Power Transmission Limited ('TPTL') and their respective shareholders and their respective creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (the "Scheme") for amalgamation of SSELEL into TEIL and demerger of Power Transmission Business ('PTB') of TEIL into TPTL. The approval/no-objection of Stock Exchanges to the Scheme on the application filed by the Company is awaited. Ind AS 116

## NOTE 50: OTHER NOTES

- In the absence of balance confirmations from certain creditors and certain receivables, the Auditors have relied upon the figures appearing in the books of the Company.
- The Company has recognized stock of scrap, pressmud and molasses WIP as at 31 March 2025, which were earlier not recognized on generation but accounted for upon sale. Consequentially, the losses of the year are lower to the extent of ₹ 140.13 lakhs.

## NOTE 51: COMPARATIVES

The Company has reclassified certain items of financials of comparative years ended and as at 31 March 2024 and 1 April 2023 to conform to this year's classification, however, impact of these reclassification are not material. Ind AS 116

## NOTE 52: APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on \_\_\_\_\_ subject to approval of shareholders.

\*Restated (refer note 48)

The accompanying notes 1 to 52 form an integral part of these financial statements

As per our report of even date attached

For **Basant Ram & Sons**

Chartered Accountants

Firm's registration number: 000569N

**R.K. Nayar**

Partner

Membership No. 087112

For and on behalf of the Board of Directors of  
Sir Shadi Lal Enterprises Limited

**Tarun Sawhney**

Chairman & Managing Director

**R.K. Goel**

Chief Financial Officer

**Jitendra Kumar Dadoo**

Director & Chairman Audit Committee

**A.K. Jain**

Company Secretary

Place : Noida

Date : May 26, 2025



**SIR SHADILAL ENTERPRISES LIMITED**

A **Fivani** Company