



PRIME INDUSTRIES  
LIMITED



33<sup>rd</sup>  
**ANNUAL  
REPORT 2024-25**

**BOARD OF DIRECTORS**

|                              |                 |                                               |
|------------------------------|-----------------|-----------------------------------------------|
| Mr. Rajinder Kumar Singhania | (DIN: 00077540) | Managing Director                             |
| Mr. Harjeet Singh Arora      | (DIN: 00063176) | Non-Executive Director                        |
| Dr. Rajiv Kalra              | (DIN: 07143336) | Non-Executive Independent Director            |
| Mrs. Ritu Sarin              | (DIN: 02503754) | Non-Executive, Independent and Woman Director |
| Mr. Deepak Chauhan           | (DIN: 10263588) | Non-Executive, Independent Director           |
| Mr. Saket Agarwal            | (DIN: 00203084) | Non-Executive, Non-Independent Director       |

**COMPANY SECRETARY**

Mr. Mohit Verma

**CHIEF FINANCIAL OFFICER**

Mr. Rajesh Kumar Kakar

**STATUTORY AUDITORS**

M/s Bhushan Aggarwal & Co.  
Chartered Accountants  
678, Aggar Nagar,  
Ludhiana-141012

**SECRETARIAL AUDITORS**

M/s Pooja M Kohli & Associates  
Company Secretaries  
655, Street No. 4, Preet Nagar,  
Dugri, Ludhiana-141013 (Punjab)

**REGISTRAR & SHARE TRANSFER AGENTS**

Skyline Financial Services (P) Ltd.  
D-153/A, First Floor, Okhla Industrial Area,  
Phase-I, New Delhi.  
Ph: 011-40450193-97  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

**REGISTERED OFFICE**

Master Chambers, 19,  
Feroze Gandhi Market, Ludhiana, Punjab-141001  
Phone: 0161-5053500  
Email: [prime\\_indust@yahoo.com](mailto:prime_indust@yahoo.com)

**BANKERS**

Bank of Baroda  
Pakhawal Road,  
Ludhiana

HDFC Bank Ltd  
Mall Road,  
Ludhiana

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**PRIME INDUSTRIES LIMITED**

CIN: L15490PB1992PLC012662

Regd. Office: Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab

[Website: [www.primeindustrieslimited.com](http://www.primeindustrieslimited.com)][E-Mail: [prime\\_indust@yahoo.com](mailto:prime_indust@yahoo.com)] [Tel No: 0161-5043500]

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**33<sup>RD</sup> ANNUAL GENERAL MEETING NOTICE**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on Tuesday, 30<sup>th</sup> day of September 2025, at 04.30 P.M. at A Hotel by Grewalz, Plot no. 148, Feroze Gandhi Market Rd, adjacent to District Courts, Feroz Gandhi Market, Jila Kacheri Area, Model Gram, Ludhiana, Punjab 141001, to transact the following business:

**ORDINARY BUSINESS:****ITEM NO. 1:****TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON**

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

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

**ITEM NO. 2:****TO APPOINT A DIRECTOR IN PLACE OF MR. HARJEET SINGH ARORA (DIN: 00063176), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

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

**“RESOLVED THAT** Mr. Harjeet Singh Arora (DIN 00063176), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company and being eligible offer himself for re-appointment, be and is hereby re-appointed as the Director (Non- Executive) of the Company whose office shall be liable to retire by rotation.”

**ITEM NO. 3:****TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. POOJA M KOHLI & ASSOCIATES, COMPANY SECRETARY IN PRACTICE AS SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS FROM FINANCIAL YEAR 2025-26 TO 2029-30**

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **ORDINARY RESOLUTION**;

**“RESOLVED THAT** pursuant to the provisions of section 179 & 204 of Companies Act, 2013 read with rule 9 of companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 along with reg. 24A of the SEBI (Listing Obligations and Disclosures Requirement) Reg. 2015 and pursuant to the approval of the Board in its meeting held on 27.05.2025, the consent of members be and is hereby accorded to appoint M/s. Pooja M. Kohli & Associates, company secretary in practice, as the Secretarial Auditor for conducting the Secretarial Audit for the next 5 financial years from 2025-26 to 2029-30.

**RESOLVED FURTHER THAT** Mr. Rajinder Kumar Singhania, Managing Director and Mr. Harjeet Singh Arora, Director, be and are hereby severally authorized to file necessary forms with Registrar of Companies, to fix their remuneration from time to time in consultation with Audit Committee and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution”.

**SPECIAL BUSINESS:****ITEM NO. 4:****TO CONSIDER AND APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. SANJEEV KHANNA (DIN: 11083364) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other rule made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1) (b), 17 (1) (c) and any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Pursuant to recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company in their meeting held on 30th August, 2025, Mr. Sanjeev Khanna (DIN 11083364), who was appointed as an Additional Director (Independent) w.e.f 30.08.2025 under Section 161 of the Companies Act, 2013 and who has submitted a declaration that, he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby Regularized/appointed as an Independent Director of the Company for the first term of five (5) years w.e.f. 30th August, 2025 to 29th August, 2030, not being liable to retire by rotation.

**“RESOLVED FURTHER THAT** any of the Director of Company for the time being be and is hereby severally authorized to

sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

**ITEM NO. 5:**

**TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2025-2026**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for availing and/or rendering of any services for the financial year 2025-2026, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and further authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**Place: Ludhiana**  
**Date: 30.08.2025**

**Regd. Office: Master Chambers, 19,  
Feroze Gandhi Market,  
Ludhiana - 141001, Punjab**

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

**Sd/-  
(Rajinder Kumar Singhania)  
Managing Director  
DIN - 00077540**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not

exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business under Item No. 4 & 5 to be transacted at the Meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, 25<sup>th</sup> September, 2025 to 30<sup>th</sup> September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
4. **Since, the Company's shares are in compulsory demat trading, to ensure better services, and elimination of risk of holding shares in physical form, we request our shareholders holding shares in physical form to dematerialize their shares at the earliest.**
5. Members are hereby informed that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read together with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated for furnishing / updating PAN, KYC details (Address, Mobil No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. Therefore, you are requested to fill the form ISR-1, ISR-2, ISR-3, Form No. SH-13 and Form No. SH-14 (As applicable) annexed with this Notice and Directors Report and send back to us.
6. Members holding shares in dematerialized form are requested to notify change in address/bank account, if any, to their respective Depository Participants (DPs). Members must quote their Folio Number/ De-mat Account No. (Client Id) in all correspondence with the Company and/or R&T Agent. The Company, in case of dematerialized shares, will not entertain any direct request from such members for change of address, transportation of names, deletion of name of deceased joint holder and change in the bank account details.
7. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of the meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during office hours up to the date of the Annual General Meeting.
9. Nomination facility is available to the members in respect of shares held by them. Members holding Shares in physical form may obtain the nomination forms from the Company's Registrar and Share Transfer Agent. Members holding Shares in electronic form may obtain the nomination form from their respective Depository Participants.
10. A remote e-voting facility for the members shall also be provided in terms of section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The facility for voting through ballot paper shall also be available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at



the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

11. **M/s Pooja M. Kohli & Associates, company secretary in practice, Ludhiana**, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including ballot forms, if any). The Scrutinizer shall within two working days from the conclusion of e-voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Management of the Company.
12. The Results shall be declared within two working days from the conclusion of the AGM. The results declared along with the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.primeindustrieslimited.com](http://www.primeindustrieslimited.com) and on the website of CDSL and communicated to the Stock Exchanges.
13. Electronic copy of the notice along with the Annual Report is being sent to all members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same.
14. **The Instructions For Members For Remote E-Voting Are As Under:-**

The remote e-voting period begins on 25<sup>th</sup> September, 2025 at 10:00 A.M. and ends on 29<sup>th</sup> September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19<sup>th</sup> September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19<sup>th</sup> September, 2025.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders                                                                 | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> |

|                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                    | 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>                               | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b> | 4) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

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

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

| Login type                                                                | Helpdesk details                                                                                                                                                                                                           |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30         |

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

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned

copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

15. The Scrutinizer, appointed by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner, shall within a period of not exceeding two (2) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Management of the Company.
16. The Results shall be declared within 2 days of Annual General Meeting of the Company. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.primeindustrieslimited.com](http://www.primeindustrieslimited.com) and communicated to the BSE Limited.
17. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company is allowed to send the Notice of General Meetings through electronic mode to their Members. The Members are requested to support this initiative of paperless compliance by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar & Transfer Agent- Skyline Financial Services (P) Ltd, New Delhi by sending an E-mail to [admin@skylinerta.com](mailto:admin@skylinerta.com) or with the Company at [prime\\_indust@yahoo.com](mailto:prime_indust@yahoo.com) (in case of shares held in physical form).
18. The Notice & Annual Report of the Company circulated to the members, will also be made available on the Company's website at [www.primeindustrieslimited.com](http://www.primeindustrieslimited.com)
19. Information required to be provided under the of SEBI (LODR) Regulations, 2015, regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

**Information required to be provided under the Regulation 26(4) and 36(3) of the SEBI (LODR) Regulations, 2015, regarding the Directors who are proposed to be appointed/ re-appointed is as below as on date:-**

|                             | Retire by Rotation/Re-Appointment | Appointment of Independent Director |
|-----------------------------|-----------------------------------|-------------------------------------|
| <b>Name of the Director</b> | Mr. Harjeet Singh Arora           | Mr. Sanjeev Khanna                  |

|                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>DIN</b>                                              | 00063176                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 11083364                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Date of Birth (DOB)</b>                              | 21.01.1953                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 15.01.1965                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Date of Appointment on the Board</b>                 | 19.10.1992                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 30.08.2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Age (years)</b>                                      | 72 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 60 Years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Qualification</b>                                    | Chartered Accountant (ICAI)<br>Company Secretary (ICSI)                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Bachelor of Arts in (Retailing, Marketing Trade) from College of Vocational Studies New Delhi                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Nature of expertise in specific functional areas</b> | <p>Mr. Arora founded the Master Trust Group in 1985 under the name of Arora Financial Consultants Private Ltd.</p> <p>He holds over 41 years of experience in corporate finance, Capital markets and financial advisory services. A Chartered Accountant and a Company Secretary by qualification, his vision of bringing all financial services under one roof is what has made the Group achieve so much in the last 38 years.</p> <p>He is a Managing Director of Master Trust Limited and Master Capital Services Limited.</p> | <p>Mr. Khanna has joined <b>Sirius Buying Services pvt. Ltd</b> as a trainee on 7th July 1986.</p> <p>Thereafter he has been promoted to different levels within the organization as follows:</p> <p>Promoted as quality controller Within a year</p> <ul style="list-style-type: none"> <li>▪ Working as a Chief – Merchandiser Co-Ordinator since 1998</li> <li>▪ Working as Director – Merchandising since January 2020</li> <li>▪ Successfully achieved &amp; maintained &amp; in cultivated Quality Consciousness amongst the team; as per the Global Quality Benchmarks</li> <li>▪ Stores where sourced merchandise has been sold : Target, Jcpenney, Kohl's, Tuesday morning , Home Depot, BBB, Stein mart , TJ Max , Home Goods , At Home , Coop , Manor , Villeroy &amp; Boch , Peter Hann.</li> </ul> <p>So he is having a total work experience of 39 years and still continuing.</p> |
| <b>A brief resume of the director</b>                   | <p>Mr. Arora founded the Master Trust Group in 1985 under the name of Arora Financial Consultants Private Ltd.</p> <p>He holds over 41 years of experience in corporate finance, Capital markets and financial</p>                                                                                                                                                                                                                                                                                                                 | <p><b>PROFESSIONAL PROFILE</b></p> <ul style="list-style-type: none"> <li>- Current designation: Director - Merchandising, Sirius Buying Services Pvt. Ltd.</li> <li>- Experience: Over 37 years of dedicated and diverse professional experience across multiple avenues.</li> <li>- Expertise: Proficiency in identifying</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

|                                                                                                                                                                 |                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                 | advisory services. A Chartered Accountant and a Company Secretary by qualification, his vision of bringing all financial services under one roof is what has made the Group achieve so much in the last 38 years. | marketing opportunities, overseeing order processing operations, and implementing effective supply chain solutions for timely deliveries.<br>- Communication: An effective communicator & team leader with flexible and detail-oriented attitude; having excellent liaison skills.                                                                                                      |
| <b>Names of other listed entities in which the person also holds the directorship</b>                                                                           | 1. Master Trust Limited<br>(Managing Director)                                                                                                                                                                    | 1. Efficient Industrial Finance Ltd.<br>(Independent Director)<br>2. Pasupati Fincap Limited<br>(Independent Director)                                                                                                                                                                                                                                                                  |
| <b>Names of other listed entities in which the person also holds the membership of Committees of the board (Audit and Stakeholder relationship Committees)</b>  | Master Trust Limited: Chairman of Stakeholder and Relationship Committee.                                                                                                                                         | N.A.                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Listed entities from which the person has resigned in the past three years</b>                                                                               | N.A.                                                                                                                                                                                                              | N.A.                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Shareholding of non-executive directors (including shareholding as a beneficial owner)</b>                                                                   | As on 31.03.2025, Mr. Harjeet Singh Arora, holds 1,33,902 equity shares of the Company.                                                                                                                           | N.A.                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Relationship with other Director(s)</b>                                                                                                                      | Mr. Harjeet Singh Arora is not having any relationship with other director.                                                                                                                                       | Mr. Sanjeev Khanna, is not having any relationship with other director.                                                                                                                                                                                                                                                                                                                 |
| <b>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</b> | N.A.                                                                                                                                                                                                              | <b>Qualification:</b> Bachelor of Arts in (Retailing, Marketing & Trade) from College of Vocational Studies, New Delhi.<br><br><b>Experience:</b> Mr. Khanna has joined <b>Sirius Buying Services pvt. Ltd</b> as a trainee on 7th July 1986.<br><br>Thereafter he has been promoted to different levels within the organization as follows:<br>Promoted as quality controller Within a |



|  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  |  | <p>year</p> <ul style="list-style-type: none"> <li>▪ Working as a Chief – Merchandiser Co–Ordinator since 1998</li> <li>▪ Working as Director – Merchandising since January 2020</li> <li>▪ Successfully achieved &amp; maintained &amp; in cultivated Quality Consciousness amongst the team; as per the Global Quality Benchmarks</li> <li>▪ Stores where sourced merchandise has been sold : Target, Jcpenney, Kohl's, Tuesday morning , Home Depot, BBB, Stein mart , TJ Max , Home Goods , At Home , Coop , Manor , Villeroy &amp; Boch , Peter Hann.</li> </ul> <p>So he is having a total work experience of 39 years and still continuing.</p> |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

#### ANNEXURE TO THE NOTICE

#### EXPLANATORY STATEMENT TO THE NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement regarding SPECIAL BUSINESS:

#### **Item No. 4**

Mr. Sanjeev Khanna (DIN 11083364), aged 60 years was appointed as an Additional Director (Non – Executive Independent Director) in the Board Meeting of the Company held on 30<sup>th</sup> August, 2025 pursuant to which he will hold office up to the ensuring 33<sup>rd</sup> Annual General Meeting of the Company, under provisions of the Companies Act, 2013

(the Act) as recommended by the Nomination and Remuneration Committee, Now the Company is hereby seeking the approval of Shareholders for regularizing him as Independent Director for the first term of five years from 30<sup>th</sup> August, 2025 to 29<sup>th</sup> August, 2030.

**Qualification:** Bachelor of Arts in (Retailing, Marketing & Trade) from College of Vocational Studies, New Delhi.

**Experience:** Mr. Khanna has joined **Sirius Buying Services Pvt. Ltd** as a trainee on 7th July 1986.

Thereafter he has been promoted to different levels within the organization as follows:

- Promoted as quality controller Within a year
- Working as a Chief – Merchandiser Co– Ordinator since 1998
- Working as Director – Merchandising since January 2020
- Successfully achieved & maintained & in cultivated Quality Consciousness amongst the team; as per the Global Quality Benchmarks
- Stores where sourced merchandise has been sold : Target, JCpenny, Kohl's, Tuesday morning , Home Depot, BBB, Stein mart , TJ Max , Home Goods , At Home , Coop , Manor , Villeroy & Boch , Peter Hann.

So he is having a total work experience of 39 years and still continuing.

**Areas of Expertise:**

- Cultivate and maintains strategic relationships with manufacturers, monitor manufacturing processes and implements the desired corporate code of conduct.
- An effective communicator on the international trade platform and a very effective team leader with flexible and detail-oriented attitude
- Overall management of the Indian operations, including administration, purchasing, accounts, export operations, research and development and quality control.
- Interfacing between buyers for facilitating smooth order execution and handling the entire business cycle from quotation to closing the sale.
- Functioning as a single point-of-interface for coordinating with production & shipping departments and the buyer to ensure that the production schedule is met and ensure on-time delivery of shipments.
- Monitoring of the whole business cycle from product search, quotation, procurement, through to the successful purchase by the parent client.
- Analyse merchandise performance by program and style in order to develop more profitable assortments.
- Proactive anticipatory positioning for inventory bottlenecks.
- Natural flair for marketing and highly self-motivated.

In the opinion of the N&R Committee and Board of Directors, He possesses integrity, expertise and experience and fulfils the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors.

Further, Mr. Sanjeev Khanna (DIN 11083364), meets the criteria of Independence laid down in section 149 of the

Companies Act, 2013 and have furnished a declaration to the Company in this respect.

Accordingly, after taking into account recommendation of the Nomination and Remuneration Committee and the Board along with considering the qualifications and independence, the Board of Directors of the Company, considers that his association would be of immense beneficial for the Company.

The above appointment of Mr. Sanjeev Khanna (DIN 11083364), as an Independent Director on the Board of the Company, is not being liable to retire by rotation in terms of Sections 149 & 152 of the Act, requires approval of the Members in the General Meeting by passing a Special Resolution pursuant to Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except Mr. Sanjeev Khanna (DIN 11083364), to the extent to whom the resolution relates.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No. 4 as a Special Resolution.

#### **Item No. 5**

Pursuant to provision of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, as amended and MCA Notification No. GSR 971I dated 14.12.2015 requires the approval of the members by way of a prior resolution for specified transactions beyond threshold limits with Related Parties.

Further, Regulation 23 of SEBI (LODR) Regulations, 2015 prescribes that all material related party transactions to require approval of the shareholders through a resolution. SEBI (LODR) Regulations, 2015 defines a transaction with a related party to be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Your Company from time to time renders and avails various services which may include credit facilities/loan and services from / to such Related Parties. Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made there under, therefore, as a matter of abundant precaution, the proposal is being put before the members of the Company for their approval, although maximum related party transaction entered between holding and wholly owned subsidiaries Companies on which provision of Section 188 is not applicable.

The disclosures required to be provided under the provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 are given herein below for perusal of the members.

| Sr. No. | Name of the related party of the Co. | Name of the director or key managerial personnel of the Company who is related to related parties co., if any. | Nature of relationship |
|---------|--------------------------------------|----------------------------------------------------------------------------------------------------------------|------------------------|
| 1.      | Master Capital Services              | None of the Directors or Key managerial personnel is related                                                   | Common                 |

|                                                                                                           |                                                          |                                                                                                                                                                                                                                                                                                                                                                                   |                                                           |
|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
|                                                                                                           | Limited                                                  | except to the extent of their directorship in the company.                                                                                                                                                                                                                                                                                                                        | Directorship/<br>Shareholding                             |
| 2.                                                                                                        | Master Infrastructure and Real Estate Developers Limited | None of the Directors or Key managerial personnel is related except to the extent of their directorship in the company.                                                                                                                                                                                                                                                           | Common<br>Directorship/<br>Shareholding                   |
| 3.                                                                                                        | Master Trust Limited                                     | Mrs. Harneesh Kaur Arora, being Shareholder and Mr. Harjeet Singh Arora being shareholder and Director, Mr. Rajinder Kumar Singhania being Shareholder and Managing Director, Mr. Ashwani Kumar, being Director and Mr. Rajiv Kalra, being Director in Prime Industries Limited, none of the other Directors or Key managerial personnel is related to Prime Industries Limited.  | Common<br>Directorship/<br>Shareholding/<br>Promotership) |
| 4.                                                                                                        | Any Other Companies/Body Corporate under Related Parties | Other Names of Related parties that is owned and or significantly influenced by the key Management Persons or their Relatives, is mentioned under Note of Related Party in Financial Statement of the Company.<br><br>None of the Directors or Key managerial personnel is related except to the extent of their directorship/shareholding in the related company/Body Corporate. | Common<br>Directorship/<br>Shareholding                   |
| Nature, material terms, monetary value and particulars of the contract or arrangement                     |                                                          | Outstanding at the end of any day and one transaction shall not exceed Rs. 200 crores for the period from 33 <sup>rd</sup> Annual General Meeting (AGM) of the Company till the 34 <sup>th</sup> AGM of the Company, for a period not exceeding one year.                                                                                                                         |                                                           |
| Any other information relevant or important for the members to take a decision on the proposed resolution |                                                          | NA                                                                                                                                                                                                                                                                                                                                                                                |                                                           |

The Board considers that the existing arrangements with above related parties are in the ordinary course of business and at arm's length basis.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution, except those directors having common directorship and holding in above said companies (related parties) as also mentioned above.

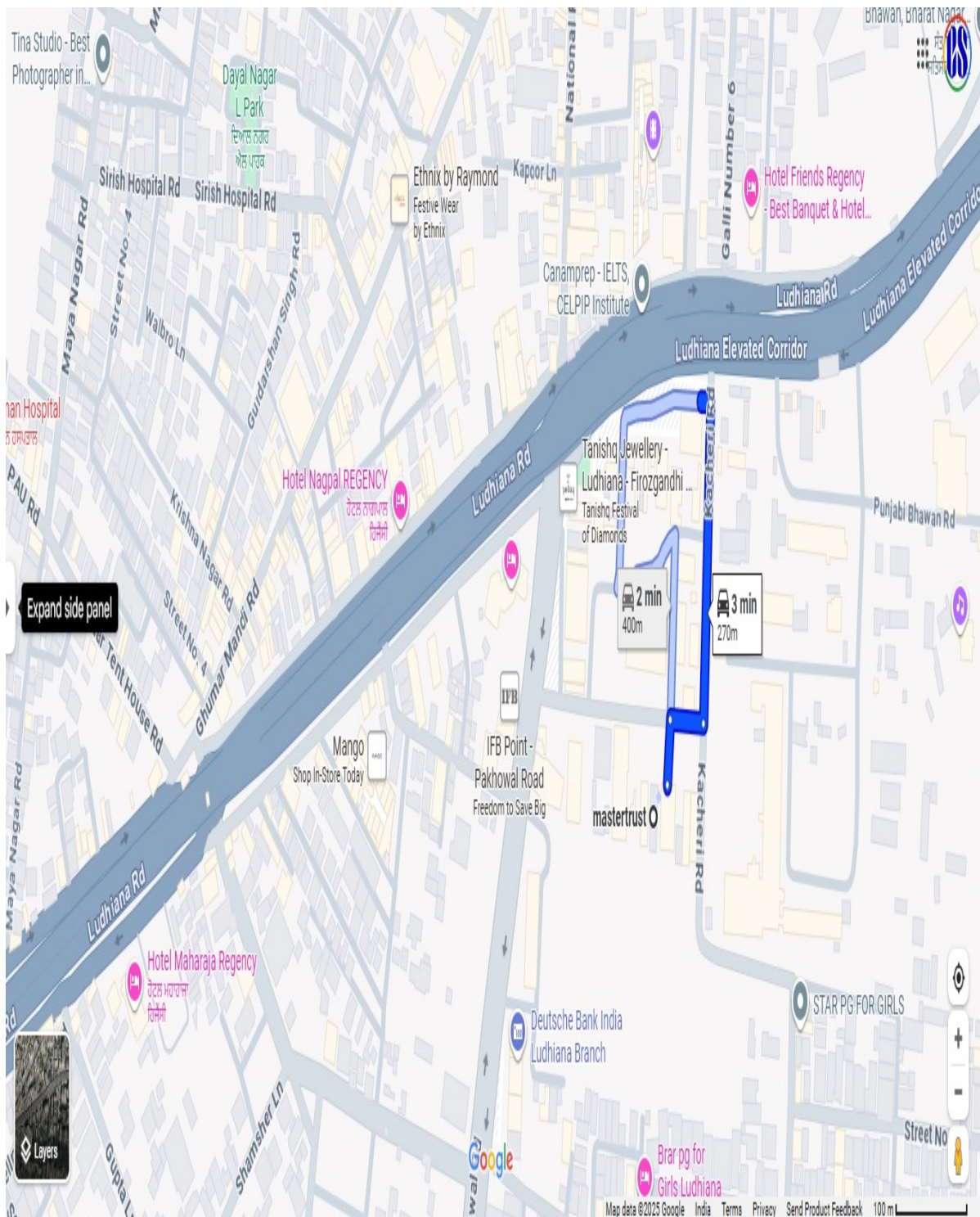
The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

|                                                                                                                                                              |                                                                                                                                                                                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Place: Ludhiana</b><br><b>Date: 30.08.2025</b><br><br><b>Regd. Office: Master Chambers, 19,</b><br><b>Feroze Gandhi Market, Ludhiana - 141001, Punjab</b> | <p style="text-align: right;"><b>By order of the Board</b><br/> <b>For Prime Industries Limited</b></p> <p style="text-align: right;">Sd/-<br/> <b>(Rajinder Kumar Singhania)</b><br/> <b>Managing Director</b></p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|  |                |
|--|----------------|
|  | DIN - 00077540 |
|--|----------------|

**ROUTE MAP FOR REACHING**

**A Hotel by Grewalz, Plot no. 148, Feroze Gandhi Market Rd, adjacent to District Courts, Feroz Gandhi Market, Jila Kacheri Area, Model Gram, Ludhiana, Punjab 141001 From the Registered Office of the Company.**



### INTIMATION TO THE PHYSICAL SHAREHOLDERS

Dear Shareholder,

**Sub: Mandatory furnishing / updating of PAN, KYC details and Nomination by holders of physical securities (Equity Shares)**

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated for furnishing / updating PAN, KYC details (Address, Mobil No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. Therefore, you are requested to note the following and provide the desired information:

- PAN
- Nomination
- Contact Details
- Bank Account details
- Specimen Signature

Investors shall submit form ISR-1 for updating PAN and other KYC details.

In case of mismatch of signature or no signature with RTA, the investor shall furnish original cancelled cheque and banker's attestation of the signature as per form ISR-2. We suggest that you should send Form ISR-2 duly attested by the bank, since your signature with our record is very old and may differ with present signature.

Investors shall mandatorily register nominations with RTA and use form SH-13 and SH-14 for declaration of nomination and change in nomination respectively. However, in case investor wants to opt-out of nomination, form ISR-3 shall be filed.

**Investors are requested to ensure the above details are updated with RTA at the earliest as the folios for which the above details are not available shall be frozen.**

| Form       | Description                                                                                                    |
|------------|----------------------------------------------------------------------------------------------------------------|
| Form ISR-1 | Request for Registering PAN, KYC Details Or Changes / Updating Thereof (enclosed)                              |
| Form ISR-2 | Confirmation of Signature of securities holder by the Banker (enclosed)                                        |
| Form ISR-3 | Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies (enclosed) |
| SH-13      | Declaration of Nomination (enclosed)                                                                           |
| SH-14      | Change of Nomination (enclosed)                                                                                |

You can also download the forms from website of our RTA [www.skylinerta.com](http://www.skylinerta.com)

**For Prime Industries Limited**

**Sd/-**

**Mohit Verma**

**Company Secretary and Compliance Officer**

**ACS 67765**



## PRIME INDUSTRIES LIMITED

CIN: L15490PB1992PLC012662

Regd. Office: Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab

[Website: [www.primeindustrieslimited.com](http://www.primeindustrieslimited.com)]

[E-Mail: [prime\\_indust@yahoo.com](mailto:prime_indust@yahoo.com)] [Tel No: 0161-5043500]

### Proxy form

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

Name of the member (s) :

E-mail Id :

Registered address:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of Prime Industries Limited, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him/her

2. Name: .....

Address: .....

E-mail Id: .....

Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the company, to be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 04.30 P.M. at A hotel by Grewal, Plot no. 148, Feroze Gandhi Market Rd, adjacent to District Courts, Feroz Gandhi Market, Jila Kacheri Area, Model Gram, Ludhiana, Punjab 141001, and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

| Item No. | Resolution Type | Description                                                                                                                                                                    | I / We assent to the resolution (For) | I / We dissent to the resolution (Against) |
|----------|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------------------------|
| 1.       | Ordinary        | TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31 <sup>ST</sup> MARCH, 2025 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON |                                       |                                            |



|    |          |                                                                                                                                                                                                                     |  |  |
|----|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 2. | Ordinary | TO APPOINT A DIRECTOR IN PLACE OF MR. HARJEET SINGH ARORA (DIN: 00063176), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT      |  |  |
| 3. | Ordinary | TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. POOJA M KOHLI & ASSOCIATES, COMPANY SECRETARY IN PRACTICE AS SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS FROM FINANCIAL YEAR 2025-26 TO 2029-30 |  |  |
| 4. | Special  | TO CONSIDER AND APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. SANJEEV KHANNA (DIN: 11083364) AS AN INDEPENDENT DIRECTOR OF THE COMPANY                                                                           |  |  |
| 5. | Ordinary | TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2025-2026                                                                  |  |  |

Signed this..... day of.....2025

Signature of shareholder .....

Signature of Proxy holder(s) .....

Revenue Stamp

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- The member has the option of indicating the manner in which the vote be cast. This is only optional. If the member leaves the 'For' or 'Against' column blank against any or all the resolutions, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**ATTENDANCE SLIP**

(Please complete and hand it over at the entrance of the meeting hall.)  
(Only Members or their Proxies are entitled to be present at the Meeting)

Folio No. \_\_\_\_\_

Client ID/DPID\* \_\_\_\_\_

Name of Shareholder/Joint Shareholder/Proxy \_\_\_\_\_

Address \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the company, to be held on Tuesday, the 30<sup>th</sup> day of September, 2025 at 04.30 P.M. at HOTEL A, Plot no. 148, Feroze Gandhi Market Rd, adjacent to District Courts, Feroz Gandhi Market, Jila Kacheri Area, Model Gram, Ludhiana, Punjab 141001.

SIGNATURE OF THE MEMBER(S)/PROXY(S) PRESENT

\_\_\_\_\_

\*Applicable to investors holding shares in electronic form only

\_\_\_\_\_

**BALLOT FORM**

(To be returned to Scrutinizer appointed by Prime Industries Limited)

1. Name(s) of Member(s):

(including joint-holders, if any) \_\_\_\_\_

2. Registered Folio No. / :

DPID No. / Client ID No.\* \_\_\_\_\_

3. No. of Shares Held \_\_\_\_\_

(\*Applicable to Members holding shares in dematerialized form)

3. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice dated **30.08.2025** to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

| Item No. | Resolution Type | Description                                                                                                                                                                                                         | I / We assent to the resolution (For) | I / We dissent to the resolution (Against) |
|----------|-----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--------------------------------------------|
| 1.       | Ordinary        | TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE PERIOD ENDING 31 <sup>ST</sup> MARCH, 2025 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS THEREON                                      |                                       |                                            |
| 2.       | Ordinary        | TO APPOINT A DIRECTOR IN PLACE OF MR. HARJEET SINGH ARORA (DIN: 00063176), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT      |                                       |                                            |
| 3.       | Ordinary        | TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. POOJA M KOHLI & ASSOCIATES, COMPANY SECRETARY IN PRACTICE AS SECRETARIAL AUDITOR OF THE COMPANY FOR THE PERIOD OF FIVE YEARS FROM FINANCIAL YEAR 2025-26 TO 2029-30 |                                       |                                            |
| 4.       | Special         | TO CONSIDER AND APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. SANJEEV KHANNA (DIN: 11083364) AS AN INDEPENDENT DIRECTOR OF THE COMPANY                                                                           |                                       |                                            |
| 5.       | Ordinary        | TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2025-2026                                                                  |                                       |                                            |

Place:

Date:

Signature of Member / Beneficial Owner

E-Mail \_\_\_\_\_

Tel. No. \_\_\_\_\_

**DIRECTOR'S REPORT 2024-25**

To,  
The Members,

The Directors of “Prime Industries Limited” (PIL) have great pleasure in presenting the **33<sup>rd</sup> Annual Report** of the company together with the audited statements of accounts for the financial year ended 31<sup>st</sup> March, 2025 along with report of the Statutory Auditors thereon.

**1. Financial Highlights**

The summary of financial results of the Company for the period ended 31<sup>st</sup> March, 2025 is as under:

(Rs. In Millions)

| PARTICULARS                  | Figures for the year ended 31 <sup>st</sup> March, 2025 | Figures for the year ended 31 <sup>st</sup> March, 2024 |
|------------------------------|---------------------------------------------------------|---------------------------------------------------------|
| Total revenue                | 34.10                                                   | 155.04                                                  |
| Less : Total expenses        | 14.79                                                   | 36.62                                                   |
| Profit/(Loss) before tax     | 19.31                                                   | 118.42                                                  |
| Less : Tax expense           | 4.58                                                    | 10.00                                                   |
| Profit/(Loss) for the period | 14.73                                                   | 108.42                                                  |

**2. Change in nature of business**

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

**3. Future outlook**

Our strategy is to be focused on managing the business of the Company and further strengthening the business model of the Company.

**4. Brief description of the Company's working during the year.**

During the year under review, your Company has registered gross operating & other income of Rs. 34.10 Millions as compared to Rs. 155.04 Millions in previous year. The Company earned a net profit of Rs. 14.73 Millions, against a net profit of Rs. 108.42 Millions in the previous year.

**5. Dividend.**

The board recommends retaining the earnings in the Company; hence, the Board has not recommended any dividend on the equity share capital of the Company.

**6. Transfer of Reserves.**

No amount is being transferred to reserve & surplus in the current year.

**7. Management Discussion and Analysis Report.**

The Management Discussion and Analysis Report for the year under review as required under Regulation 34 of SEBI (LODR) Regulations, 2015 is given as a separate statement forming part of the Annual Report as **Annexure-A**.

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

Following are the material changes and commitments which are affecting the financial position of the Company that have occurred between the end of the financial year to which the Financial Statements relate and the date of the Report:

**A. STRATEGIC INVESTMENT IN “LINGA AGRI TRADING AND MACHINERY PRIVATE LIMITED”:**

The Board of Directors of the Company in its Board Meeting held on 01.05.2025 has considered and approved the acquisition of 80,001 equity stake equivalent to 50.001% of the paid up equity share capital of “LINGA AGRI TRADING AND MACHINERY PRIVATE LIMITED”, to which respect share purchase agreements were executed and

signed for effecting such transfer of shares.

Thereafter, the Board of Directors of “LINGA AGRI TRADING AND MACHINERY PRIVATE LIMITED” in its meeting held on 07.07.2025 has considered and approved such transfers of shares, to which effect “LINGA AGRI TRADING AND MACHINERY PRIVATE LIMITED” become the subsidiary of “PRIME INDUSTRIES LIMITED.

Following the above mentioned acquisition of a controlling stake in **Linga Agri Trading & Machinery Pvt Ltd** (50.001% shares), the company has added a diversified portfolio of businesses under its subsidiary. Key highlights of Linga Agri’s operations include:

- **Waste Management Solutions:**
  - Supplies Micro Composting Centers (MCC), Material Recovery Facilities (MRF), and Bio-mining services to municipalities and corporates.
  - Active projects in Odisha, Tamil Nadu, Hyderabad, and other regions.
- **Food Processing Machinery:**
  - Supplying machinery for coconut processing, millet and vegetable processing, dairy processing, and animal feed production.
  - Clients include Tamil Nadu Agricultural University, Tamil Nadu Agricultural Marketing Board, and Crescent Incubation Centre.
- **Agricultural Equipment:**
  - Manufacture of coir fiber extraction machines, dehushing machines, pruning machines, and chaff cutters.
  - Orders received for large-scale coir processing units from clients like Aswini Multi Agro Industries and RK Coir.
- **Defense Projects:**
  - Active defense fabrication projects with BEML worth Rs. 32.76 Crores, related to mobile missile launcher manufacturing, expected delivery by March 2026.
- **Order Book & Pipeline:**
  - Orders in hand worth Rs. 100 Crores to be executed by FY 2025-26.
  - Participation in tenders worth Rs. 500 Crores, with expectations of securing at least Rs. 200 Crores in new orders by Q2 FY 25-26.
- **Infrastructure:**
  - Three manufacturing units in Coimbatore with a combined floor area of over 26,500 sq. ft.

This strategic acquisition is aligned with the company's vision of expanding into diversified sectors such as agri-machinery, defense engineering, waste management, and food processing. It complements Prime Industries’ growth strategy in the capital goods and industrial solutions segments.

**B. DEMAND OF REFUND OF RS. 12.50 CR. FROM KAY BOUVET ENGINEERING LIMITED (KBEL) AS PER MOU:**

As per MOU dated 01.06.2023, the Company has deposited Rs. 12.50 crore into no-lien account of KBEL, which represents the 10% of One Time Settlement (OTS) amount proposed by KBEL to the lenders i.e. Rs. 125 crore.

Due to absence of approval of the OTS proposal, lenders have initiated CIRP proceedings before NCLT, Mumbai against KBEL, in response to such developments and in accordance with MOU dated 01.06.2023, the Company has requested for the refund of Rs. 12.50 crore as mentioned above.

The Company has mentioned Rs. 12.50 crore as Short term loan and advances in the note no. 09 of the financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2025.

**9. Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status**

**and company's operations in future**

During the year under review no significant and material orders have been passed by the Regulators / Courts that would impact the going concern status of the Company and its future operations.

**10. Listing/Delisting with Stock Exchanges and Depository Services**

Your Company's equity shares are listed on The BSE Limited and the Annual Listing Fees for the year 2025-26 has already been paid to it. Further, the Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As a result, the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories.

The Company is also listed on the Calcutta Stock Exchange (CSE) and it had applied to the Calcutta Stock Exchange Limited for delisting and the said application is still pending. Company is not filing any documents/information to Calcutta Stock Exchange Limited.

During the year under review, the Company has filed an Listing Application with BSE Ltd. for the Listing of 53,50,000 equity shares allotted pursuant to conversion of 53,50,000 warrants thereafter the BSE after the verification of the Application along with documents submitted approved the Listing Application and issued an Listing Approval Letter.

The Company has further applied the trading Approval for the same no. of equity shares with BSE to which respect, the BSE has issued a Trading Approval letter for mandating the trading of such equity shares.

**11. Adequacy of Internal Control**

The Company has adequate system of internal controls commensuration with the size of its operation and business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all the business transactions are authorized, recorded and reported correctly and adequately.

The Company has appointed Internal Auditors and the scope and authority of the Internal Audit (IA) function is already defined to the Auditors. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit and process the company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and corrective actions thereon, if any, are presented to the Audit Committee of the Board.

The Company works in a dynamic business environment and adopts the appropriate internal financial controls, to establish reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with the generally accepted accounting principles. It includes inducting and maintaining such business policies and procedures as may be required to successfully conduct the business of the company and maintain such records as to correctly record the business transaction, assets and liabilities of the company in such a way that they help in prevention & detection of frauds & errors and timely completion of the financial statements.

**12. Subsidiary/Joint Ventures/Associate Companies.**

The Company did not have any Subsidiary, Joint Venture or Associate Company during the year under review.

**13. Regulatory & Statutory Compliances**

A crucial element in business and corporate management is compliance of applicable statutory provisions and adherence of a business to regulations and laws. Keeping that in view the Company has complied with all the guidelines, circular, notification and directions issued by MCA, SEBI, BSE, Income Tax Department etc. from time to time. The Company also places before the Board of Directors at regular intervals all such circulars and notifications to keep the Board informed and report on actions initiated on the same. The Company also complies with the provisions of the Companies Act, 2013 including the Secretarial Standards issued by ICSI, SEBI LODR Regulations, Income Tax Act 1961, and all other applicable statutory requirements.

**14. Deposits.**

The Company has not accepted any public deposits pursuant to the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules made there under and as such, no amount on account of principal or interest on Public Deposits was outstanding on the date of the Balance Sheet.

**15. Auditors.****(a) Statutory Auditors**

Based on the recommendation of the Audit Committee and the Board of Directors, Members of the Company at the 32<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September 2024, appointed M/s. Bhushan Aggarwal & Co., Chartered Accountants (ICAI Firm Registration No. 005362N) as the Statutory Auditors for a term of 5 (five) years commencing from the conclusion of the 32<sup>nd</sup> Annual General Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2028-2029. During the year, the Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Bhushan Aggarwal & Co., Chartered Accountants, Statutory Auditors, in their report and the Auditors report were self-explanatory.

**(b) Secretarial Auditors and Secretarial Audit Report.**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, your Directors had appointed M/s. Pooja M Kohli & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of your Company for the year ended 31<sup>st</sup> March 2025.

The Secretarial Auditors have issued audit report for the year ended 31<sup>st</sup> March 2025. The comments made by the Secretarial Auditors are self-explanatory. Their report is annexed herewith as Annexure to this Report.

There were no qualifications, reservations or adverse remarks or disclaimers made by M/s. Pooja M Kohli & Associates, Company Secretary in whole time practice, Secretarial Auditors, in their report and the Secretarial Report were self-explanatory.

Further, as per the amended Regulation 24A of SEBI (LODR), Regulations, 2015, the Company is required to appoint a Secretarial Auditor who shall be a Peer Reviewed Company Secretary firm. Accordingly, your Board recommends the appointment of M/s. Pooja M Kohli & Associates, Company Secretaries as the Secretarial Auditors of the Company for a term of Five (5) consecutive years from F.Y. 2025-26 to F.Y. 2029-30 at a remuneration as may be approved by the Board of Directors from time to time in consultation with the Secretarial Auditor of the Company, subject to the approval of the shareholders in ensuing Annual General Meeting for the FY 2024-2025.

**(c) Internal Auditors.**

The Board of Directors of the Company has appointed M/s S. Jain & Co., Chartered Accountant (FRN: 009593N) as Internal Auditors to conduct Internal Audit of the Company for the Financial Year ended March 31, 2025.

The Board of the Company has further approved the re-appointment of M/s S. Jain & Co., Chartered Accountant (FRN: 009593N) for the financial year 2025-26.

**(d) Cost Auditors and Maintenance of cost records**

In terms of provision of Section 148 read with Rule 3 & 4 of Companies (Cost Records and Audit) Rules, 2014, the Company is not required to maintain its cost records and undertake its audit.

**16. Auditors' Report.**

**Bhushan Aggarwal & Co.**, Chartered Accountants, Statutory Auditors of the Company, have audited the accounts of the Company for the year 2024-25 and their Report is annexed. Pursuant to Section 143(3)(i) of the Companies Act, 2013, the Statutory Auditors have also reported on the adequacy and operating effectiveness of the internal financial controls system over financial reporting, which has been enclosed as 'Annexure' to Independent Auditor's Report.

There are no qualifications, reservations or adverse remarks made in the Auditor's Report.

#### **17. Reporting of frauds by Auditors**

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees.

#### **18. Extract of the annual return.**

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is uploaded on the website of the Company and it can be accessed at <https://www.primeindustrieslimited.com/investors.html>

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

Information with respect to Conservation of energy, technology, absorption, foreign exchange earnings and outgo pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable because there are no manufacturing activities in the Company.

#### **20. Board of Directors and Key Managerial Personnel.**

**The Company's Board comprised seven Directors as on March 31, 2025, viz.**

|                                                |                                               |
|------------------------------------------------|-----------------------------------------------|
| Mr. Rajinder Kumar Singhanian (DIN: 00077540), | Managing Director                             |
| Mr. Harjeet Singh Arora (DIN: 00063176),       | Non-Executive, Non-Independent Director       |
| Mrs. Ritu Sarin (DIN: 02503754),               | Non-Executive, Independent and Woman Director |
| Mr. Deepak Chauhan (DIN: 10263588),            | Non-Executive, Independent Director           |
| Dr. Rajiv Kalra (DIN: 07143336),               | Non-Executive, Independent Director           |
| Mr. Saket Agarwal (DIN: 00203084),             | Non-Executive, Non-Independent Director       |

#### **Details of KMP and changes as below:**

**Managing Director:** - Mr. Rajinder Kumar Singhanian is the Managing Director of the Company.

**Chief Financial Officer:** - Mr. Rajesh Kumar Kakar is the Chief Financial Officer of the Company.

**Company Secretary and Compliance Officer:** - Mr. Mohit Verma (ACS 67765) is the Company Secretary and Compliance Officer of the Company.

#### **(a) Statement on Declaration by Independent Directors.**

The Company has received declaration from each independent director under Section 149(7) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), that they meet the criteria of independence laid down in the Companies Act, 2013 and Listing Regulations.

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the Declarations received by the Company under Section 149(7) of the Companies Act, 2013 the following Non-Executive Directors are identified as Independent Directors of the Company as on 31.03.2025.

- i) Dr. Rajiv Kalra
- ii) Mr. Deepak Chauhan
- iii) Mrs. Ritu Sarin

#### **(b) Appointment / Re-appointment / Resignation / Cessation of Directors.**

In order to ensure compliance with Section 152(6) of the Act, the Board has considered that:

Mr. Harjeet Singh Arora (DIN: 00063176), Non-Executive and Non-Independent Director of the Company, shall



retire at the ensuing AGM and being eligible offers himself for re-appointment, for ensuring compliance with Section 152(6) of Act.

Relevant details, including brief profile of the Director seeking appointments at the ensuing Annual General Meeting, have been furnished in the Notice of the Annual General Meeting.

During the year under review, one of the Independent Director of the Company i.e. Mr. Ashwani Kumar (DIN: 00030307) has completed his second term of five years on 30<sup>th</sup> September, 2024, so as per section 149 (11) of the Companies Act, 2013, no independent director shall hold office for more than two consecutive terms, therefore, Mr. Ashwani Kumar (DIN: 00030307) ceased to be independent Director w.e.f. 30<sup>th</sup> September, 2024.

The Company hereby extending thanks to Mr. Ashwani Kumar, for being with the Company as an Integral Part for such a long time.

**(c) Remuneration to Directors/Employees and related analysis.**

During the year under review, no employee of the Company received salary in excess of the limits as prescribed under the Act. Accordingly, no particulars of employees are being given pursuant to Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details pertaining to the ratio of the remuneration of each director to the median employee's remuneration and other prescribed details as required under section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith and forms part of the Directors' Report.

**21. Number of meetings of the Board of Directors and General Meetings.**

The board meetings were convened by giving appropriate notice. The Board meets at least once a quarter to review the results and other items on the agenda, once a year for the Annual General Meeting. When necessary, additional meetings were held.

Regular meetings of the Board were held to discuss and decide on various business policies, strategies and other businesses. The Board met Nine (9) times during the FY 2024-25 viz. on **14.05.2024, 30.05.2024, 27.06.2024, 14.08.2024, 29.08.2024, 11.09.2024, 13.11.2024, 01.01.2025 and 13.02.2025.**

**Annual General Meeting for financial year 2023-24 was held on 30<sup>th</sup> September, 2024** and one special resolution was passed through postal ballot on 30<sup>th</sup> July, 2024.

**22. Committees of Board of Directors of the Company.**

The Company has 3 (three) Committees which have been established in compliance with the requirements of the relevant provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Company has formed following Committees of the Board:

- **Audit Committee.**

To ensure the composition & independence of the Committee as per the Companies Act, 2013, the Audit Committee's composition and terms of reference are in compliance with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

As on 31.03.2025, the Audit Committee is comprised of three Non- Executive Independent Directors viz. Mr. Rajiv Kalra as Chairman, Mrs. Ritu Sarin and Mr. Deepak Chauhan as members of the Audit Committee. All the Members of Audit Committee are financially literate and have accounting knowledge to interpret and understand the financial statements.

Mr. Mohit Verma, Company Secretary and Compliance officer of the Company acts as a Secretary to the Audit Committee.

The Audit Committee meetings were held at the Registered Office of the Company and the representatives of Statutory Auditors, Internal Auditor, CFO, executives from finance & secretarial departments and Managing Director and other departmental heads may attend the meeting whenever required. The Company Secretary of the Company acts as the secretary of the Committee. During the year Audit Committee members, met five (5) times on **30.05.2024, 14.08.2024, 29.08.2024, 13.11.2024 and 13.02.2025.**

- **Nomination and Remuneration Committee.**

Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act., The Nomination and Remuneration Committee comprises of Mr. Rajiv Kalra (Chairman), Mr. Deepak Chauhan and Mr. Harjeet Singh Arora, as on 31.03.2025.

**Policy on Remuneration of Directors, Key Managerial Personnel & senior employees** is annexed herewith and forms the part of Board Report. Policy is also available on the website of the Company and can be accessed at <https://www.primeindustrieslimited.com/nomination%20&%20remuneration%20PIL.pdf>

During the year Nomination and Remuneration committee members, met One (1) time on **29.08.2024.**

- **Stakeholders Relationship Committee**

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act. The Stakeholders' Relationship Committee of Board (SRC) comprises Mr. Harjeet Singh Arora (Chairman), Mr. Deepak Chauhan (Member) and Mr. Rajiv Kalra (Member), as on 31.03.2025. SRC monitors Redressal of complaints received from shareholders/ investors with respect to transfer of shares, non-receipt of dividend, non-receipt of Annual Reports, interest payment on Bonds, etc.

During the FY 2024-25, no complaints were received. There was no complaint outstanding as on 31<sup>st</sup> March, 2025. Also, no instruments of transfer were pending as on 31<sup>st</sup> March, 2025. The Company Secretary is the Compliance Officer of the Committee. The Committee meets as and when required, to deal with the investor related matters etc.

One stakeholders' relationship committee meeting was held during the year on **13.02.2025.**

## **23. Share Capital.**

The paid-up Equity Share Capital as on March 31, 2025 was Rs. 10.50 crores. During the financial year under review, the Company has allotted 53,50,000 equity shares pursuant to conversion of 53,50,000 warrants, details of which are mentioned herein below.

The Company has not issued any shares with differential voting rights for the period ended 31.03.2025.

During the financial year under review 2024-25, following changes/updates related to share capital has been undertaken:

### **A. ALLOTMENT OF 53,50,000 EQUITY SHARES PURSUANT TO CONVERSION OF 53,50,000 WARRANTS AND RECEIPT OF EXERCISE PRICE:**

Pursuant to the approval of the Board of Directors at its meeting held on January 1, 2025, it was considered and approved to allot 53,50,000 (Fifty Three Lac Fifty Thousand only) Equity Shares Of face value of Rs. 5/- (Rupees Five only) each upon conversion of 53,50,000 (Fifty Three Lakhs Fifty Thousand only) warrants at an issue price of Rs. 13/- (Rupees Thirteen only) each, including premium of Rs. 8/- each (as determined in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations) (the "Issue Price"), under Preferential Allotment, belonging to the Promoter and non-promoter category.

Further the Company has received the Listing Approval and Trading Approval from BSE Ltd. for such allotted equity shares.

**24. Vigil Mechanism / Whistle Blower Policy.**

The Company has established a vigil mechanism for Directors and Employees to report their genuine concerns in compliance with provision of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015.

The Audit Committee of the Board oversees the functioning of this policy. Protected disclosures can be made by a whistle blower through several channels to report actual or suspected frauds and violation of Company's Code of Conduct and/or Ethics Policy.

A copy of the Vigil Mechanism/Whistle Blower as approved by the board may be accessed at <https://www.primeindustrieslimited.com/PIL%20WHISTLE%20BLOWER.pdf>

**25. BOARD EFFECTIVENESS**

**Familiarization Programme for Independent Directors**

Further the Company imparts Familiarization Programmes for new Independent Directors inducted on the Board of the Company. The Familiarization Programme of the Company provides information relating to the Company. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company and budget, control process of the Company. The Managing Director or such other authorized officer(s) of the Company shall lead the Familiarization Programme on aspects relating to business / industry. The Chief Financial Officer or such other authorized officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget, control process, etc.

The familiarization program and other disclosures as specified under the Listing Regulations is available on the Company's website at: <https://www.primeindustrieslimited.com/pil-familiarisation-programme-for-independent-directors.pdf>.

**Evaluation of the Board's Performance**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings & Strategic perspectives or inputs regarding future growth of company, etc. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Director. The performance of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The Directors expressed their satisfaction with the evaluation process.

**26. Particulars of loans, guarantees or investments under Section 186.**

During the financial year ended 31<sup>st</sup> March, 2025 under review, the Company has neither granted loan/s (secured or unsecured), provided guarantees or securities in connection with any loan/s availed by others nor made any investments pursuant to the provisions of Section 186 the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) exceeding the limits as approved by the shareholders of the Company. Please refer note no. 9 of the Financial Statement of the Company.

**27. Particulars of contracts or arrangements with related parties.**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties

were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on dealing with materiality of related party transactions as approved by the Board may be accessed on the Company's website at the link: <https://www.primeindustrieslimited.com/pil-policy-on-dealing-with-rpt.pdf>

## 28. Insider Trading Regulations.

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The details of the Insider Trading Policy have posted on the website of the Company at following link:

(Link:

<https://www.primeindustrieslimited.com/Code%20of%20Fair%20disclosure%20PIL%20Insider%20Trading%20Regulation%20SEBI%202015.pdf>).

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. However, there were no such instances in the Company during the year 2024-25.

Further the Company is regularly capturing the unpublished price sensitive information in the SDD software maintained by the Company.

## 29. Nomination and Remuneration Policy.

The Company's Nomination and Remuneration Policy formulated by the Nomination and Remuneration Committee deals with the appointment and remuneration of Directors and KMPs of the Company. The policy also covers the criteria for determining qualifications, positive attributes, independence of a Director and KMP. In terms of Section 134(3) (e) of Companies Act, 2013 the Nomination and Remuneration Policy of the Company is annexed herewith and forms part of this Annual Report.

Nomination and Remuneration Policy also published by the Company on its website : <https://www.primeindustrieslimited.com/nomination%20&%20remuneration%20PIL.pdf>

### Risk Management.

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee. The Company has not made Risk Management Committee, but the Board of Directors and Audit Committee is looking after the Risk Management of the Company.

Risk Management Policy is also published by the Company on its website: <https://www.primeindustrieslimited.com/Risk%20management%20policy%20-%20PIL.pdf>

**30. Human Resources Development.**

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. The Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**31. Report on Corporate Governance.**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Corporate Governance report of the Company as per Part C of the Schedule V of the SEBI (LODR) Reg. 2015 being part of this report is attached along with this report.

**32. Corporate Social Responsibility.**

The provisions of Section 135 of Companies Act, 2013 are not applicable on the Company.

**33. Prevention of Sexual Harassment at Workplace.**

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9<sup>th</sup> December, 2013 as amended from time to time. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace.

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

| Sr. No. | Particulars                                                   | No. of Complaints |
|---------|---------------------------------------------------------------|-------------------|
| 1.      | Number of complaints filed during the financial year:         | Nil               |
| 2.      | Number of complaints disposed of during the financial year:   | Nil               |
| 3.      | Number of complaints pending as on end of the financial year: | Nil               |

**34. Directors' Responsibility Statement.**

Pursuant to the provisions of Section 134(5) of the Companies Act 2013 with respect to Directors' Responsibility Statement, the Directors hereby confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis; and
- The Directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**35. A statement by the Company with respect to the compliance of provisions relating to the Maternity Benefits Act, 1961**

There was no occasion during the financial year under review, to make available any such rights to any women employee of the Company.

Further, The Company remains committed to providing a safe, supportive, and inclusive work environment.

**36. Managing Director (MD) and Chief Financial Officer (CFO) Certificate.**

In terms of the Listing Regulations, the certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from the Chief Financial Officer and Managing Director of the Company, for the financial year 2024-25 with regard to the financial statements and other matters. The said certificate forms part of this Annual Report.

**37. Dividend Distribution Policy.**

Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is not applicable on the Company.

**38. Secretarial Standards of ICSI.**

The Board has devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and that such systems were adequate and operating effectively.

**39. Miscellaneous**

- Your company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company did not allot any sweat equity shares. Therefore, no disclosures as required under Rule 8(13) of Companies (Share Capital and Debentures) Rules, 2014.
- During the financial year under review, no applications was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.

**40. Disclosure related to Insolvency and Bankruptcy Code, 2016**

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the year ended on March 31, 2025, there were no proceedings, either filed by the Company or against the Company, pending under the Insolvency and Bankruptcy Code, 2016, before the National Company Law Tribunal or any other court.

**41. Cyber Security**

There were no cyber security incidents w.r.t breach or loss of data or documents during the year under review.

**42. Acknowledgement**

Your directors express their sincere gratitude to all departments of the Central and State Government, as well as various organizations and agencies, for their continued help and cooperation extended to the Company.

We acknowledge the invaluable support of all stakeholders, including financial institutions and banks throughout the year.

The directors also formally recognize the unwavering dedication and contributions of all employees of the Company, whose commitment and effort have played a crucial role in our achievements.

Place: Ludhiana

Date : 30.08.2025

For and on behalf of the Board of Directors

Prime Industries Limited

Sd/-  
(Harjeet Singh Arora)  
Director  
DIN : 00063176

Sd/-  
(Rajinder Kumar Singhania)  
Managing Director  
DIN : 00077540

### Management Discussion & Business Analysis

Your company in order to optimize the resources is undergoing a strategic transformation and has adopted new business lines through the strategic investments.

In this direction the Company has acquired a controlling stake in Linga Agri Trading and Machinery Private limited, marking our entry into the diversified portfolio which includes but not limited to Defense Fabrication, Waste Management Solutions, Food Processing Equipments, and Agriculture Equipments.

Company is seeing promising opportunities ahead, with this in mind, The Company is enthusiastic about the prospects in this segment.

#### **Overview of Linga Agri Trading and Machinery,**

Linga Agri Trading and Machinery Private limited, is a research-driven engineering company specializing in Defense Fabrication, Waste Management Solutions, Food Processing Equipments, and Agriculture Equipments.

Established in 2018, the company has built a strong reputation for cost-efficient, modular, and innovative machinery solutions, serving both government and private sector clients.

#### **Business Performance FY 2024–25**

**Robust Order Book:** Orders in hand worth ₹148.63 Cr, (\*Of which ₹110 Cr will be executed in FY 2025–26.)

**Revenue & Profitability Visibility:** Company expects to maintain healthy PAT margins, supported by execution of high-value government and PSU contracts.

#### Major Departments Linga Agri Trading and Machinery PVT LTD Caters:

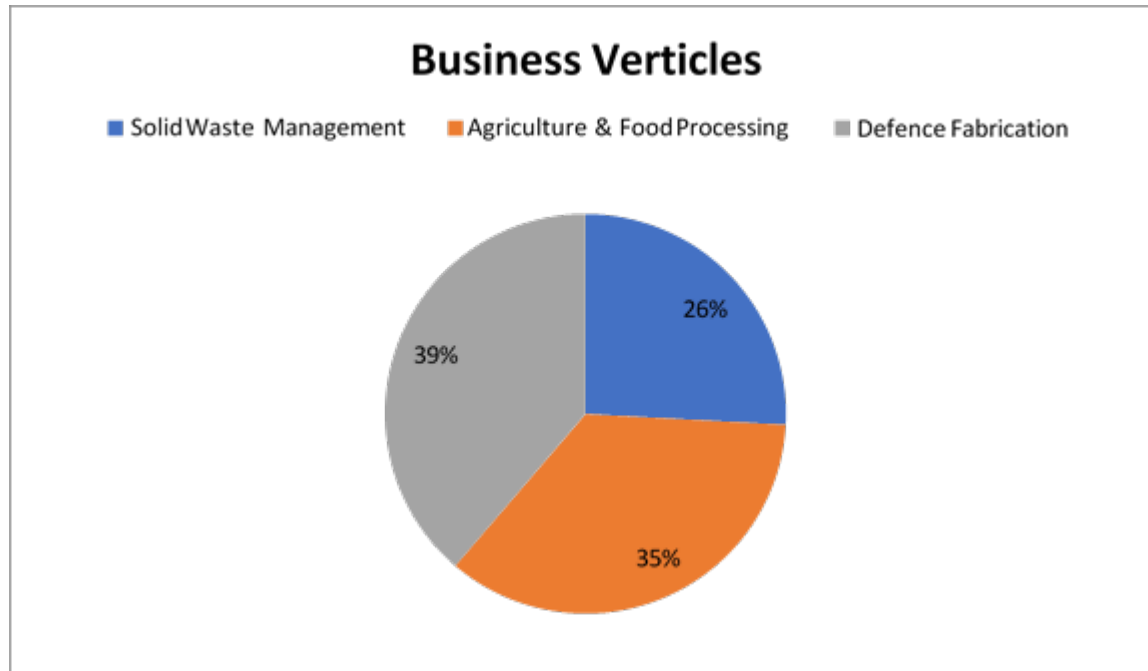


#### **Orderbook Highlights:**

Solid Waste Management projects: ₹21.87 Cr to be executed in next 12 months.

Agriculture & Food Processing: ₹29.92 Cr projects underway.

Defence Fabrication: Work orders worth ₹32.76 Cr from BEML for mobile missile launchers.



(\*Additional of ₹50 Cr worth of Defense Projects expected this year)

#### Strategic Importance to Prime Industries

With Prime holding majority control (51%), Linga forms a critical growth engine in the industrial and engineering vertical. This provides synergic opportunities in design, manufacturing scale-up, and government/PSU partnerships.

#### Industrial Outlook:

##### Indian Economy

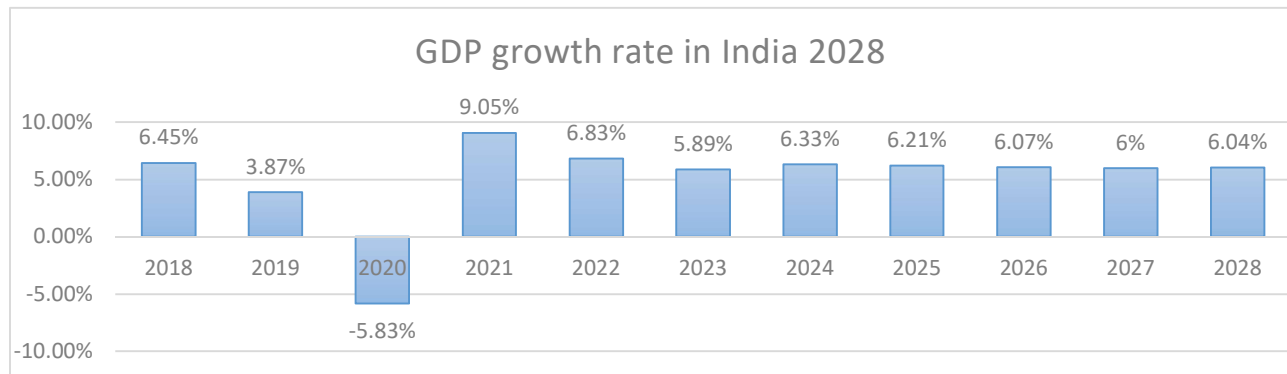
India is currently ranked as the 4th largest economy globally in 2025 as of July 2025, overtaking Japan to secure the 4th position among the world's top 10 largest economies, with a nominal GDP of \$4.19 trillion in 2025. Moreover, the IMF forecasts that by 2028, India will overtake Germany to become the 3rd largest economy worldwide.

As per IMF projections, India's GDP grow is at 6.2% in 2024-25 and 2025-26. With an estimated real GDP of Rs. 187.95 lakh crore in 2024-25, against the real GDP of Rs. 176.51 in 2023-24 generated by a population of over 1 billion, India is among the highest population-based economies in the world. India's nominal GDP has grown 105% in just a decade, which means that it has more than doubled from 2014 to 2025.



(Source: <https://cleartax.in/s/world-gdp-ranking-list>)

Overall, the Indian economy's recent growth trajectory has been marked by notable achievements and challenges, as reflected in its various economic indicators.



#### **Waste Management Solutions:**

India generates around 62 million tons of waste annually, with plastic, electronic, and hazardous waste growing rapidly. The traditional linear economic model of take, make, and dispose is no longer sustainable. The increasing pressure on landfills, depletion of natural resources, and environmental damage from unchecked waste disposal require urgent action. The circular economy is not just an alternative; it is essential. It marks a fundamental shift in how we produce, consume, and manage materials.

India is shifting from waste management to harnessing the economic potential of recycling through waste to wealth initiative.

(Source: <https://www.pib.gov.in/PressReleaseSelfframePage.aspx?PRID=2104349>)

#### **Food Processing Industry:**

India's food processing industry has undergone rapid transformation, driven by its vast agricultural base, rising domestic demand, and supportive government policies. India is poised to emerge as a global leader in the food processing sector, with an impressive growth trajectory. Agriculture sector forms the backbone of the India's food processing industry, India being the largest producer of fruits, vegetables, millets, tea, and food grains as well as milk and livestock globally.

The Ministry's budget for 2024-25 increased by approximately 30.19% compared to the previous year.

(source: <https://www.pib.gov.in/PressNoteDetails.aspx?NotelId=154063&ModuleId=3>)

#### **Agricultural Equipment:**

The India Agricultural Machinery Market size is estimated at USD 18.15 billion in 2025 and is projected to reach USD 27.29 billion by 2030, at a CAGR of 8.5% during the forecast period.

(Source: <https://www.mordorintelligence.com/industry-reports/india-agricultural-machinery-market>.)

#### **Defense Industry:**

India's defence sector has witnessed an extraordinary transformation over the last eleven years. What was once limited in scale and ambition has grown into a confident, self-reliant ecosystem. This shift has been shaped by firm political resolve and strategic thinking. Strategic policies have sparked new energy across the board, from production and procurement to exports and innovation.

The defence budget has seen a steady rise, growing from ₹2.53 lakh crore in 2013–14 to ₹6.81 lakh crore in 2025–26. This sharp increase reflects India's commitment to strengthening its military foundations.

The Ministry of Defence signed 193 contracts worth ₹2,09,050 crore in 2024–25 — the highest ever in a single year. Of these, 177 contracts were awarded to the domestic industry, amounting to ₹1,68,922 crore.

(Source: <https://www.pib.gov.in/PressNoteDetails.aspx?NotelId=154617>)

## **OPPORTUNITIES AND THREATS**

### **FOOD PROCESSING:**

#### **OPPORTUNITIES**

- Rising urbanization and changing consumption patterns.
- Focus on health and organic products.
- Export potential and demand for Indian ethnic food

(Source: <https://www.ibef.org/blogs/the-future-of-food-processing-in-india-growth-opportunities-and-challenges>)

#### **THREATS**

- The lack of adequate infrastructure is one of the most pressing challenges for India's food processing sector.
- Regulatory and quality compliance issues for exports.
- Need for skilled labor and better R&D for innovation.

(Source: <https://www.ibef.org/blogs/the-future-of-food-processing-in-india-growth-opportunities-and-challenges>)

### **WASTE MANAGEMENT INDUSTRY:**

#### **OPPORTUNITIES:**

- The Indian waste management market is projected to grow considerably, with a CAGR of 6.50% between 2025 and 2034, driven by increasing waste generation and government initiatives.
- With a large amount of waste going unmanaged, there's a substantial opportunity to improve recycling rates and recover valuable materials from waste streams, including e-waste.

#### **THREATS:**

- A major challenge is the lack of proper waste treatment and disposal facilities, leading to overflowing landfills and environmental pollution.
- Low levels of public awareness about waste segregation and responsible disposal practices hinder effective waste management.

### **DEFENSE INDUSTRY:**

#### **OPPORTUNITIES:**

- The "Make in India" initiative, coupled with government support and reforms, is driving a surge in indigenous defense production.
- Government initiatives are encouraging greater private sector and foreign investment in the sector.

#### **THREATS:**

- Despite the push for indigenization, India still relies on foreign suppliers for certain key components and technologies.
- The defense sector is characterized by long product development and procurement cycles, which can affect timelines and profitability.

## **SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

Detail of segment wise performances is mentioned in the point no. 8A of Directors report.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has adequate system of internal controls commensuration with the size of its operation and business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all the business transactions are authorized, recorded and reported correctly and adequately.

The Company has appointed Internal Auditors and the scope and authority of the Internal Audit (IA) function is already defined to the Auditors. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit and process the company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and corrective actions thereon, if any, are presented to the Audit Committee of the Board.

The Company works in a dynamic business environment and adopts the appropriate internal financial controls, to establish reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with the generally accepted accounting principles. It includes inducting and maintaining such business policies and procedures as may be required to successfully conduct the business of the company and maintain such records as to correctly record the business transaction, assets and liabilities of the company in such a way that they help in prevention & detection of frauds & errors and timely completion of the financial statements.

#### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

Continued emphasis has been placed on human resource engagement and holistic employee growth.

#### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance of the Company for FY 2024-25 is described in the Directors' Report under the heading 'Financial Highlights'.

#### **DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS**

| Sr. | Ratios                           | Current year | Previous year | Variance |
|-----|----------------------------------|--------------|---------------|----------|
| 1   | Current Ratio                    | 2.74         | 1.67          | 64%      |
| 2   | Debt-Equity Ratio                | 0.43         | 0.29          | 48%      |
| 3   | Debt Service Coverage Ratio      | 2.90         | 6.83          | -58%     |
| 4   | Return on Equity Ratio,          | 3.87%        | 48.68%        | -92%     |
| 5   | Inventory turnover ratio         | -            | 2.14          | -100%    |
| 6   | Trade Receivables turnover ratio | -            | -             | -        |
| 7   | Trade payables turnover ratio    | -            | -             | -        |
| 8   | Net capital turnover ratio       | 0.00         | 0.08          | -100%    |
| 9   | Net profit ratio                 | 43.19%       | 69.93%        | -38.23%  |
| 10  | Return on Capital employed,      | 0.08%        | 0.62%         | -87.50%  |
| 11  | Return on investment             | 0.00         | 1.17          | -100%    |

**DETAILS OF ACCOUNTING TREATMENT**

The accounting treatment is as stated in the Financial Statements and Statutory Auditors' Report for the year ended 31st March, 2025 which form part of this Annual Report.

**(POLICY ON REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EMPLOYEES)****BACKGROUND**

**Prime Industries Limited** (hereinafter referred as the 'Company') practices a corporate culture that is based on the tenets of trusteeship, empowerment, accountability, control and ethical practices with transparency at its core for creation of maximum value for the stakeholders.

**BRIEF OVERVIEW UNDER COMPANIES ACT 2013**

{Section 178 & Companies [Meetings of Board and its Powers] Rules 2014}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors.
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- The Nomination and Remuneration Committee shall 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, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.

**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors in its meeting held on 14<sup>th</sup> day of November 2014.

**Definitions**

**"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**"Key Managerial Personnel" means":**

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary;
- (iv) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board;
- (v) and such other officer as may be prescribed;

**"Senior Managerial Personnel"** means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General

Manager and above, including all functional heads.

### **Objective**

The objective of the policy is to ensure that:-

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### **Role of the Committee**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors, KMP and Senior Management.
- To devise a policy on Board diversity, composition and size.
- Succession planning for replacing Key Executives and overseeing their orientation and successful alignment with the philosophy of the Company.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Interview and Selection procedure.
  - 1) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
  - 2) The Company shall not appoint or continue the employment of any person as the M.D or Whole-time Director or a manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

### **TERM / TENURE**

#### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Managing Director or Executive Director for a term

not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**Rotation:** The Managing Director/Whole Time Director and other Non-Executive Directors of the Company shall be liable to retire by rotation subject to the employment agreement, if any signed between the company and such Directors of the Company at the time of appointment.

**Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

**Rotation:** An Independent Director shall not be liable to retire by rotation pursuant to the provisions of sub-sections (6) and (7) of section 152 of the Companies Act, 2013.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Listing Agreement.

## **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly.

## **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations.

## **RETIREMENT**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL**

### **1. Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors,

as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

**2. Remuneration to Non-Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause(b) above if the following conditions are satisfied:
  - i. The Services are rendered by such Director in his capacity as the professional; and
  - ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

**3. Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's HR Policy.
- b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually.

**IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.



**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

- (i) The ratio of the remuneration of the Managing Director to the median remuneration of the employees of the company for the financial year was Nil. No other Director of the Company is being paid any remuneration.
- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary, if any, in the financial year.

| Sr. No | Name of Director/KMP and Designation.                         | % increase in Remuneration in the Financial Year 2024-2025 |
|--------|---------------------------------------------------------------|------------------------------------------------------------|
| 1.     | Mr. Rajinder Kumar Singhania<br>(Managing Director/KMP)       | Nil                                                        |
| 2.     | Mr. Mohit Verma<br>(Company Secretary and Compliance Officer) | NA                                                         |
| 3.     | Mr. Rajesh Kumar Kakar<br>(Chief Financial Officer)           | 11.20%                                                     |

- (iii) The percentage decrease in the median remuneration of employees in the financial year: 34.46%, due to increase in no. of employees of the Company.
- (iv) As on 31<sup>st</sup> March, 2025, the Company has 12 permanent employees on the rolls of the Company.
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in financial year 2024-25 was 2.82%. Whereas the increase in the managerial remuneration was 18.18% for the same financial year.
- (vi) Affirmed that the remuneration is as per the remuneration policy of the company.

**Compliance Certificate by MD and Chief Financial Officer**

Pursuant to regulation 17 (8) of SEBI (LODR) regulations, 2015, we hereby certify that:

- a. We have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
  1. These statements do not contain any materially untrue 'statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
  1. Significant changes, if any, in internal control over financial reporting during the year.
  2. Significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
  3. That no instances of significant fraud have come to our notice.

**For and on behalf of the Board of  
PRIME INDUSTRIES LIMITED**

**Sd/-  
Mr. Rajesh Kumar Kakar  
Chief Financial officer**

**Sd/-  
Rajinder Kumar Singhania  
Managing director  
DIN – 00077540**

**Place: Ludhiana  
Date: 30.08.2025**

**CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

I, Rajinder Kumar Singhania, Managing Director of “Prime Industries Limited” hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2025.

**FOR PRIME INDUSTRIES LIMITED**

**Sd/-  
(Rajinder Kumar Singhania)  
Managing Director  
DIN – 00077540**

**Place: Ludhiana  
Date: 30.08.2025**

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2025**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
**The Members,**  
**PRIME INDUSTRIES LIMITED,**  
 Master Chambers, 19, Feroze Gandhi Market,  
 Ludhiana-141001, Punjab (India).  
**CIN: L15490PB1992PLC012662**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Prime Industries Limited** (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 my opinion thereon.

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time.
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and amendments from time to time; **Not applicable during the period under review.**
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation's, 2021; **Not applicable during the period under review.**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable during the period under review and**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the period under review**
- vi) 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 laws relating to, inter alia:

- All labour laws;

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India to the extent of its applicability.
- II. The Listing Agreement entered into by the Company with the BSE Limited read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

#### **WE FURTHER REPORT THAT**

The Board of Directors of the Company is duly constituted. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or by the majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**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 and guidelines.

We further report that during the audit period the Company has undertaken following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. as detailed below:

- **Allotment of 53,50,000 Equity shares pursuant to conversion of 53,50,000 Convertible Warrants**

*The Board of Directors of the Company in its Board Meeting held on 01<sup>st</sup> January, 2025 has considered and approved the allotment of 53,50,000 equity shares pursuant to conversion of 53,50,000 warrants allotted on 03<sup>rd</sup> July, 2023.*

*The Company has received in full exercise amount equivalent to 75% of the issue price i.e. Rs. 13 per warrant (includes Rs. 5/- as face value and Rs. 8/- as premium) on 23<sup>rd</sup> December, 2024 and 26<sup>th</sup> December, 2024 which is within the 18 months period from the allotment of such warrants.*

*Pursuant to such conversion of 53,50,000 warrants and allotment of 53,50,000 equity shares, the paid up equity share capital of the Company has been increased to 2,10,03,400 equity shares of Rs. 5/- each/- i.e. Rs. 10,50,17,000/-.*

- **Allotment of 17,25,000 Convertible Warrants**

*The Board of Directors of the Company in its Board Meeting held on 14<sup>th</sup> May, 2024 has considered and approved the allotment of 17,25,000 convertible warrants at an issue price of Rs. 210/- per share (include Rs. 5/- as face value and Rs. 205/- as premium).*

*These warrants will get converted into 17,25,000 equity shares pursuant to receipt of exercise amount within 75% of the allotment of such warrants.*

Place: Ludhiana  
Dated: 26.06.2025

For Pooja M. Kohli & Associates  
Company Secretary in Whole Time Practice

Sd/-  
(Pooja Mahajan Kohli)  
Proprietor  
CP No. 14836  
Peer Review No.: 4815/2023  
UDIN: F007255G000666584

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

**'ANNEXURE A'**

To,

**The Members,**  
**Prime Industries Limited,**  
Master Chambers, 19, Feroze Gandhi Market,  
Ludhiana-141001, Punjab (India).  
**CIN: L15490PB1992PLC012662**

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

1. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as we have relied upon the Audit done by Statutory Auditors as required under Companies Act, 2013.
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
6. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Place: Ludhiana  
Dated: 26.06.2025

For Pooja M. Kohli & Associates  
Company Secretary in Whole Time Practice

Sd/-  
(Pooja Mahajan Kohli)  
Proprietor  
CP No. 14836  
Peer Review No.: 4815/2023  
UDIN: F007255G000666584

**PRACTICING COMPANY SECRETARY'S CERTIFICATE**

**Practicing Company Secretary's Certificate on compliance with the conditions of Corporate Governance under Schedule V of the SEBI (LODR) regulations, 2015.**

To  
The Members of  
**Prime Industries Limited**

I have examined the compliance of conditions of Corporate Governance by **PRIME INDUSTRIES LIMITED** ('the Company'), for the year ended on 31<sup>st</sup> March, 2025, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015" as amended from time to time).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of 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, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) regulations, 2015 for the year ended on March 31, 2025.

I further state that 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.

**Place:** Ludhiana  
**Dated:** 26.06.2025

**For Pooja M. Kohli & Associates**  
**Company Secretary in Whole Time Practice**

**Sd/-**  
**(Pooja Mahajan Kohli)**  
**Proprietor**  
**CP No. 14836**  
**Peer Review No.: 4815/2023**  
**UDIN: F007255G000666606**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
**Prime Industries Limited**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of “**Prime Industries Limited**” having CIN L15490PB1992PLC012662 and having registered office at Master Chambers, 19, Feroze Gandhi Market, Ludhiana, Punjab, India, 141001 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

| Sr. No. | Name of Director         | DIN      | Date of appointment in Company |
|---------|--------------------------|----------|--------------------------------|
| 1       | RAJINDER KUMAR SINGHANIA | 00077540 | 01/08/1998                     |
| 2       | HARJEET SINGH ARORA      | 00063176 | 19/10/1992                     |
| 3       | RAJIV KALRA              | 07143336 | 31/03/2015                     |
| 4       | SAKET AGARWAL            | 00203084 | 10/08/2023                     |
| 5       | RITU SARIN               | 02503754 | 10/08/2023                     |
| 6       | DEEPAK CHAUHAN           | 10263588 | 10/08/2023                     |

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.

Place: Ludhiana  
Dated: 26.06.2025

For Pooja M. Kohli & Associates  
Company Secretary in Whole Time Practice

Sd/-  
(Pooja Mahajan Kohli)  
Proprietor  
CP No. 14836  
Peer Review No.: 4815/2023  
UDIN: F007255G000666639

## REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, in terms of

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

**PRIME INDUSTRIES LIMITED** has adopted and adheres to the best recognized governance practices and continuously benchmarks itself against such practices. Governance at **Prime Industries Limited** encompasses structures, practices and processes adopted in every sphere of the Company's operations to provide sustained long-term value to all its stakeholders. The Company's governance policy is evaluated and refreshed, from time to time, in light of changing circumstances designed to promote accountability, transparency and ethical behavior.

The Company, as a responsible corporate citizen, believes that the spirit of Corporate Governance is beyond statutory compliance, which aims to not only ensure compliances but also practice the highest standards of governance to meet the ethical, legal, economic and social values, which are central to stakeholders' trust and confidence. While the letter of the law is paramount in all its activities, the spirit in which it is followed aligns with the interests of the stakeholders, viz. shareholders, clients, employees, society and regulatory bodies

Further, the Company, as a conscious corporate citizen, while moving ahead, has also integrated sustainability across its operations primarily driven by four pillars of ESG, architecting stakeholder value, applying good governance, incorporating inclusion and engineering climate sustainability.

The Company complies with the governance requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and presents the Corporate Governance Report for the financial year ended 31 March 2025.

### BOARD OF DIRECTORS

#### *(a) Composition and category of the Board of Directors*

**PRIME INDUSTRIES LIMITED** believes that an effective Board requires an optimum combination of professionals with a broad range of experience, diversity and independence. The primary responsibility of the Board is to provide effective governance over the Company's affairs and take care of the stakeholders' interest. The Company's business is conducted by its employees under the overall supervision of the Managing Director, who is assisted by a council of senior managerial personnel in different functions.

As on 31<sup>st</sup> March, 2025, the Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors. The Board consist of 6 Directors out of which 1 (One) is Non-Independent Executive Director, 3 (Three) are Non-Executive Independent Directors and 2(Two) are Non-Executive Non-Independent Directors.

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of Companies Act, 2013.

All the directors have made necessary disclosures about their directorships and the committee positions held by them in other companies during the year 2024-25.

A list of Directors, their status as Executive/Non-Executive and Independent/Non- Independent, their attendance at the Board meetings held during the year and number of Directorships and Committee Chairmanships/Memberships held by them in other public companies for the year ended on 31<sup>st</sup> March, 2025 is set out below in Table 1



## The Composition of the Board and other directorships held as on March 31, 2025

| Name of the Director & DIN                      | Category of Directorship in the Company           | Name of the Other Public Limited Companies in which Directorships held *                                                                                                                                                                | No of Directors-hip in other listed entities along with its name & category of Directorship | No. of Committee positions held in Other Listed Co. * |              |
|-------------------------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|-------------------------------------------------------|--------------|
|                                                 |                                                   |                                                                                                                                                                                                                                         |                                                                                             | Membership                                            | Chairmanship |
| Mr. Rajinder Kumar Singhania<br>(DIN: 00077540) | Promoter & Managing Director                      | -Master Trust Limited<br>-Master Capital Services Limited<br>-Master Insurance Brokers Limited<br>-Master Infrastructure And Real Estate Developers Limited<br>-Master Commodity Services Limited<br>-Master Portfolio Services Limited | Master Trust Limited<br><br>1<br>(Non- executive and Non-Independent Director)              | -                                                     | 1            |
| Mr. Harjeet Singh Arora<br>(DIN: 00063176)      | Promoter Non-Executive & Non Independent Director | -Master Trust Limited<br>-Master Capital Services Limited<br>-Master Insurance Brokers Limited<br>-Master Infrastructure And Real Estate Developers Limited<br>-Master Commodity Services Limited<br>-Master Portfolio Services Limited | Master Trust Limited<br><br>1<br>(Managing Director)                                        | -                                                     | 0            |
| Mr. Rajiv Kalra<br>(DIN: 07143336)              | Non-Executive & Independent Director              | - Master Trust Limited<br>- Arisudana Industries Limited                                                                                                                                                                                | Master Trust Limited<br><br>1<br>(Independent Director)                                     | 1                                                     | 1            |
| Mr. Saket Agarwal<br>(DIN: 00203084)            | Non-Executive & Non Independent Director          | - Sharvari Steel Limited                                                                                                                                                                                                                | -                                                                                           | -                                                     | -            |
| Mrs. Ritu Sarin<br>(DIN:02503754)               | Non-Executive & Independent Director              | -                                                                                                                                                                                                                                       | -                                                                                           | -                                                     | -            |

|                                       |                                    |                                        |   |   |   |
|---------------------------------------|------------------------------------|----------------------------------------|---|---|---|
| Mr. Deepak Chauhan<br>(DIN: 10263588) | Independent Non-Executive Director | - Kay Bouvet Heavy Engineering Limited | - | - | - |
|---------------------------------------|------------------------------------|----------------------------------------|---|---|---|

\*Note:

(1). Excluding directorships in Private Limited Companies, Foreign Companies and Section 8 Companies, if any under the provision of the Companies Act, 2013;

(2). As required by Regulation 26 of the Listing Regulations, the disclosure includes membership / chairpersonship of the audit committee and stakeholder's relationship committee in Indian listed companies;

(3). None of the Directors (i) hold membership in more than ten public limited companies; (ii) is a member of more than ten committees or chairperson of more than five committees across all the public companies in which he/she is a Director; (iii) hold directorship in more than seven listed companies and serve as an independent director in more than seven listed companies; and (iv) hold position of independent director in more than three listed entities while serving as managing director or whole time director in a listed entity.

None of the Directors have been debarred or disqualified from being appointed or continuing as Director of companies by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. A certificate in this regard by Practicing Company Secretary Mrs. Pooja Mahajan Kohli, Practicing Company Secretary, is attached and forms part of this report.

#### **(b) Board Meetings**

The Board usually meets at least once in a quarter and the Board meeting is requisitioned whenever it is required in between the quarterly meetings. During the financial year 2024-25, the Board of Directors met Nine (9) times, i.e., on May 14, 2024, May 30, 2024, June 27, 2024, August 14, 2024, August 29, 2024, September 11, 2024, November 13, 2024, January 01, 2025 and February 13, 2025.

As per the Companies Act, 2013 read with the Listing Regulations, the required quorum for every meeting of the Board of Directors is one third of its total strength or three Directors, whichever is higher, including at least one Independent Director. The requisite quorum was present in the said meetings.

The details of the attendance of Directors at the Board Meetings and Annual General Meeting and Shares held are provided in below Table 2.

Table 2: Attendance at the Board Meetings and Annual General Meeting and number of shares held during financial year 2024-25.

| Name of the Director                            | No. of Meetings Eligible to Attend | Attendance in Last Annual General Meeting | No. of Board Meetings Attended | % of Attendance | Number of Shares held in the company as on 31.03.2025 |
|-------------------------------------------------|------------------------------------|-------------------------------------------|--------------------------------|-----------------|-------------------------------------------------------|
| Mr. Rajinder Kumar Singhania<br>(DIN: 00077540) | 9                                  | ✓                                         | 9                              | 100.00%         | 23,50,306<br>(11.19%)                                 |
| Mr. Harjeet Singh Arora<br>(DIN: 00063176)      | 9                                  | ✓                                         | 9                              | 100.00 %        | 1,33,902<br>(0.64%)                                   |

|                                                            |   |    |   |          |     |
|------------------------------------------------------------|---|----|---|----------|-----|
| Mr. Rajiv Kalra<br>(DIN: 07143336)                         | 9 | ✓  | 9 | 100.00 % | Nil |
| Mr. Saket Agarwal<br>(DIN: 00203084)                       | 9 | -- | 1 | 11.11 %  | Nil |
| Mr. Deepak Chauhan<br>(DIN: 10263588)                      | 9 | -- | 1 | 11.11 %  | Nil |
| Mrs. Ritu Sarin<br>(DIN:02503754)                          | 9 | -- | 6 | 66.67 %  | Nil |
| Mr. Ashwani Kumar<br>(DIN: 00030307)<br>(Up to 30.09.2024) | 6 | -  | - | -        | -   |

#### Inter-se relationships among Directors

None of the Directors of the Company are inter-se related to each other.

#### Role of Independent Directors

Independent Directors play a key role in the decision-making process of the Board and in shaping various strategic initiatives of the Company. The Independent Directors are committed to act in what they believe is in the best interests of the Company and its stakeholders. The wide knowledge in their respective fields of expertise and best-in-class boardroom practices helps foster varied, unbiased, independent and experienced perspective. The Company benefits immensely from their inputs in achieving its strategic direction.

The Statutory Committees of the Board viz. Audit Committee and Nomination and Remuneration Committee are chaired by Mr. Rajiv Kalra an independent Director and Stakeholders Relationship Committee is chaired by a Non-Executive and Non-Independent Director Mr. Harjeet Singh Arora.

Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Act and the Listing Regulations and are independent of the Management.

#### Meeting of Independent Directors and familiarization programmes

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 13.11.2024 without the attendance of Non-Independent Directors and members of the Management. All the Independent Directors were present at the meeting without the presence of Non-Independent Directors and members of the Management. At the meeting, the independent directors discussed, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, governance, compliance, Board movements, and performance of the executive members and other members of the Board on a whole.

The Board members of Prime Industries Limited (Independent and Non-Independent) have afforded every opportunity to familiarize themselves with the Company, its management and its operations and above all the Industry perspective & issues. They are made to interact with senior management personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

Further the Company imparts Familiarization Programmes for new Independent Directors inducted on the Board of the Company. The Familiarization Programme of the Company provides information relating to the Company. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial

performance of the Company and budget, control process of the Company. The Managing Director or such other authorized officer(s) of the Company shall lead the Familiarization Programme on aspects relating to business / industry. The Chief Financial Officer or such other authorized officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget, control process, etc. The detail of such familiarization programme is disclosed at the website of the company i.e. <https://www.primeindustrieslimited.com/pil-familiarisation-programme-for-independent-directors.pdf>

#### Board Skill Matrix

The Board comprises qualified members who bring in the required skills, expertise and competencies from variety of sectors that allows them to make effective contribution to the Board and its Committees. Besides having financial literacy, vast experience, leadership qualities and the ability to think strategically, the Directors are committed to ensure highest standards of corporate governance.

In terms of the requirement of the Listing Regulations, the Board has identified the core skills/expertise/ competencies of the Directors in the context of the Company are business for effective functioning and as available with the Board. These are as follows:

**Knowledge** of Company's business, policies and culture, major risks, threats and potential opportunities and knowledge of the Industry.

**Behavioral skills** - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.

**Business Strategy**, Production, sales and marketing, Designing, corporate governance, Business administration, decision making.

**Technical/Professional skills** and specialized knowledge in relation to Company's business

**Knowledge** relating to Financial & Capital Markets.

**Governance:** Experience in developing governance practices, serving the best interest of all stakeholders, maintaining Board and Management accountability, building long-term effective stakeholders engagements and driving corporate ethics and values.

The specific areas of expertise/skills of an individual Board Member, associated with the Company as of March 31, 2025 are as under:

| Name of Directors            | Knowledge of Company's Business | Behavioral Skills | Business Strategy Skills | Technical / Professional Skills | Financial Skills | Governance Skills |
|------------------------------|---------------------------------|-------------------|--------------------------|---------------------------------|------------------|-------------------|
| Mr. Rajinder Kumar Singhania | ✓                               | ✓                 | ✓                        | ✓                               | ✓                | ✓                 |
| Mr. Harjeet Singh Arora      | ✓                               | ✓                 | ✓                        | ✓                               | ✓                | ✓                 |
| Dr. Rajiv Kalra              | ✓                               | ✓                 | ✓                        | ✓                               | ✓                | ✓                 |
| Mr. Saket Agarwal            | ✓                               | ✓                 | ✓                        | ✓                               | ✓                | ✓                 |
| Mr. Deepak                   | ✓                               | ✓                 | ✓                        | ✓                               | ✓                | ✓                 |

|                |   |   |   |   |   |   |
|----------------|---|---|---|---|---|---|
| Chauhan        |   |   |   |   |   |   |
| Ms. Ritu Sarin | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

### INDEPENDENT DIRECTORS

All Independent Directors of the Company are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interests of stakeholders and the Company. They have been appointed in compliance with the requirements of the Act and Listing Regulations. The terms of engagement thereof have been disclosed on the website of the Company at <https://www.primeindustrieslimited.com/PIL%20-%20Terms%20of%20appointment%20of%20IDs.pdf>.

At the time of appointment and thereafter at beginning of each financial year, the Independent Directors submit a self-declaration confirming their independence and compliance with eligibility criteria mentioned under the Act and Listing Regulations including registration of their names as an Independent Director in the data bank maintained with the Indian Institute of Corporate Affairs.

Based on the disclosures received from all the Independent Directors, the Board is of the opinion that all the Independent Directors of the Company fulfil the conditions as specified in the Act and Listing Regulations and are thereby independent of the management of the Company. No Independent Director serves as an Independent Director in more than 7(seven) listed companies.

### FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25 of the Listing Regulations, the Company has put in place a system to familiarize the Independent Directors regarding their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, Company's Strategy, business model and performance updates of the Company, etc.

The objective of the familiarization programme is to ensure that non-executive Directors are updated on the business environment and overall operation of the Company. This would enable them to take better informed decisions in the interest of the Company.

As a part of the ongoing familiarization process, Independent Directors were apprised during and/or after quarterly Board Meetings, by the Managing Director about the operations of the Company, market scenario, governance, internal control processes and other relevant matters including strategy, important developments and new initiatives undertaken by the Company

The details of familiarization programme for Independent Directors have been disclosed on the website of the Company at <https://www.primeindustrieslimited.com/pil-familiarisation-programme-for-independent-directors.pdf>.

### COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas/activities as mandated by applicable regulations. The Committee operate as empowered agents of the Board as per their terms of reference that set forth their purpose, goals and responsibilities. Accordingly, the Board has constituted several Committees of Directors with adequate delegation of powers to focus effectively on the issues and ensure expedient resolution of diverse matters. Further, the Company Secretary of the Company acts as the Secretary to all the Committees. These Committees meet as often as required or as statutorily required. The Board Committees and its Composition has been disclosed on the website of the Company and can be accessed at <https://www.primeindustrieslimited.com/investors.html>. During FY 2025, all the recommendations/submissions by the Committees, were accepted by the Board.

**AUDIT COMMITTEE:**

The Audit Committee is duly constituted in accordance with the Listing Regulations and of Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014. It adheres to the terms of reference, prepared in compliance with Section 177 of the Companies Act, 2013 and Listing Regulation which interalia include overseeing financial reporting process, accounting policies and practices, reviewing periodic financial results, adequacy of Internal Audit Functions, related party transactions etc.

**Objective**

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and compliance with the legal and regulatory requirements. The Committee oversees the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

**Powers of Audit Committee**

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

**Terms of Reference:***Brief description of terms of reference*

The Terms of Reference / Role of the Audit Committee cover the matters specified under Regulation 18 and Part C of Schedule II of the SEBI Listing Regulations, 2015 read with Section 177 of the Companies Act, 2013 which includes, among other things, the following:-

- Oversight of the Company's financial reporting process.
- Recommendation for appointment, remuneration and terms of appointment of auditors.
- Reviewing, with the management, the annual financial statements and auditor's report.
- Scrutiny of inter-corporate loans and investments.
- Internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems and reviewing the adequacy of internal audit function.
- Management discussion and analysis of financial condition and results of operations.
- Reviewing the statement of significant related party transactions including remuneration to promoter / promoter group.

**Composition, Meetings and Attendance:**

The Audit Committee of the Board comprises three independent directors namely Mr. Rajiv Kalra, Chairman, Mrs. Ritu Sarin and Mr. Deepak Chauhan, Members. All the members of the Audit Committee possess good knowledge of corporate and project finance, accounts and Company law. Thus, the members of the Audit Committee are financially literate and have accounting or financial management related expertise.

The Audit Committee meets at least four (4) times in a year within a gap of One Hundred and Twenty days (120) between two (2) consecutive meetings. During FY 2024-2025, met five (5) times on **30.05.2024, 14.08.2024, 29.08.2024, 13.11.2024 and 13.02.2025.**

The attendance details of the Audit Committee Meetings are given as below:

| Name of the Member | Position | No. of Meetings eligible to attend | No. of Meetings attended | % of attendance |
|--------------------|----------|------------------------------------|--------------------------|-----------------|
| Mr. Rajiv Kalra    | Chairman | 5                                  | 5                        | 100%            |
| Mr. Deepak Chauhan | Member   | 5                                  | -                        | -               |
| Mrs. Ritu Sarin    | Member   | 5                                  | 5                        | 100%            |

As per Section 177 of the Act, Regulation 18(1) of the Listing Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, Mr. Rajiv Kalra, the Chairman of the Audit Committee was present at the last Annual General Meeting ('AGM') of the Company held on September 30, 2024, to answer shareholder's queries.

#### NOMINATION & REMUNERATION COMMITTEE:

The Company has a duly constituted Nomination & Remuneration Committee ('NRC Committee'), in accordance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. The terms of reference of NRC Committee includes the matters specified under Section 178 of the Act and Regulation 19 and Part D of Schedule II of the Listing Regulations, as amended from time to time and other matters referred by the Board. The primary role of the NRC Committee includes the formulation of the criteria for appointment/removal of Directors, Key Managerial Personnel and Senior Management including determining qualifications, positive attributes and independence of a Director, formulation of criteria for evaluation of performance of Directors and devising a policy on diversity of board etc.

#### Terms of Reference:

- The criteria which a person should possess to be considered eligible for appointment as an Independent Director or senior managerial personnel.
- Criteria for performance evaluation of Independent Directors and the Board of Directors.
- The criteria for determining qualifications, positive attributes and independence of a Director.
- Remuneration for the Directors.
- Remuneration for the Key Managerial Personnel (i.e. Managing Director, Whole-time Director, Manager, CEO, CFO and Company Secretary); and
- Remuneration of senior management personnel and other employees.

#### Composition, Meetings and Attendance:

The NRC Committee meets as frequently as circumstances necessitate with at least one meeting in a year. During FY 2024-2025, the NRC Committee met 1 (one) time i.e., on August 29, 2024.

The attendance details of the Nomination and Remuneration Committee meeting are given as below:

| Name of the Member      | Position | No. of Meetings eligible to attend | No. of Meetings attended | % of attendance |
|-------------------------|----------|------------------------------------|--------------------------|-----------------|
| Mr. Rajiv Kalra         | Chairman | 1                                  | 1                        | 100%            |
| Mr. Harjeet Singh Arora | Member   | 1                                  | 1                        | 100%            |
| Mr. Deepak Chauhan      | Member   | 1                                  | -                        | -               |

As per Regulation 19(3) of the Listing Regulations, Section 178(7) of the Act and the applicable Secretarial Standards, Mr. Rajiv Kalra, who was Chairperson of NRC Committee was present at the last AGM of the Company held on September 30, 2024, to answer shareholder queries.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Company's Stakeholders' Relationship Committee is responsible for the satisfactory redressal of investor complaints. The Company has a duly constituted Stakeholders' Relationship Committee ('SRC Committee'), in accordance with the requirements of Section 178 of the Act and Regulation 20 of Listing Regulations. The SRC Committee comprises of three directors, namely, Mr. Harjeet Singh Arora, Chairman, Mr. Rajiv Kalra and Mr. Deepak Chauhan, Members.

The terms of reference of the SRC Committee includes the matters specified under Section 178 of the Act and Regulation 20 and Part D of Schedule II of the Listing Regulations, as amended from time to time, and other matters referred by the Board. The SRC Committee oversees various aspects of interest of security holders such as redressal of investor grievances, review of adherence to the service standards adopted for shareholder services, measures taken for reducing the quantum of unclaimed dividends etc.

**Terms of Reference:**

The terms of reference of the SRC Committee, inter alia, include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**Composition, Meetings and Attendance:**

The SRC Committee meets as frequently as circumstances necessitate with atleast one meeting in a financial year. During FY 2024-2025, the SRC Committee met 1 (one) times i.e., on February 13, 2025.

The attendance details of the Committee meeting are given as below:

| Name of the Member      | Position | No. of Meetings eligible to attend | No. of Meetings attended | % of attendance |
|-------------------------|----------|------------------------------------|--------------------------|-----------------|
| Mr. Harjeet Singh Arora | Chairman | 1                                  | 1                        | 100%            |
| Mr. Deepak Chauhan      | Member   | 1                                  | -                        | -               |
| Mr. Rajiv Kalra         | Member   | 1                                  | 1                        | 100%            |

As per Section 178(7) of the Act read with Regulation 20 of the Listing Regulations and the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, Mr. Harjeet Singh Arora, the Chairman of the SRC Committee was present at the last AGM of the Company held on September 30, 2024, to answer shareholder queries.

The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of Investors' service. Company Secretary of the Company acts as Secretary of the Committee.

**COMPLIANCE OFFICER:** Company Secretary, has been designated as the Compliance Officer of the Company, as defined in the Listing Regulations.

**Name and Designation of the Compliance Officer:** Mr. Mohit Verma



**INVESTOR GRIEVANCE REDRESSAL:** The details of investor complaint(s) received and resolved during FY 2024-2025 are as follows:

| Opening Balance | Received during the year | Resolved during the year | Closing Balance |
|-----------------|--------------------------|--------------------------|-----------------|
| 0               | 0                        | 0                        | 0               |

## GENERAL BODY MEETINGS

### Annual General Meetings (“AGM”)

The AGMs are generally held at the registered office of the Company. The Chairman/member(s) of the Audit Committee, Nomination and Remuneration Committee, Stakeholders’ Relationship Committee attend the AGMs to respond to the queries of the shareholders. Also, the representatives of the Statutory Auditors and Secretarial Auditors attend the AGMs to respond to the queries of shareholders, if any, with respect to audit observation / matter of emphasis or otherwise. The Scrutinizer scrutinizes the voting (e-voting and physical) and provides report thereon.

The details of the last three Annual General Meetings (AGMs) are given as below:

| Financial Year | Meeting                | Date & Venue                                                                                                                                                                                                  | Time       | Whether Special Resolutions passed | Summary of Special Resolutions passed                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|----------------|------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2023-2024      | Annual General Meeting | <b>30.09.2024</b><br>Hotel Silver Stone, D - Block,<br>SCO. 14 -15, Dugri Rd,<br>Near Libra Bus Service,<br>Opposite Radha Swami Fatak, D-Block, Model Town Extension,<br>Model Town, Ludhiana, Punjab 141002 | 5:00 P.M.  | No                                 | -                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 2022-2023      | Annual General Meeting | 25.09.2023<br>Master Chambers, SCO 19, Feroze Gandhi Market, Ludhiana – 141001, Punjab                                                                                                                        | 11:00 A.M. | Yes                                | <ol style="list-style-type: none"> <li>1. To consider and approve appointment of Ms. Ritu Sarin (DIN: 02503754) as an Women Independent Director of the company</li> <li>2. To consider and approve appointment of Mr. Deepak Chauhan (DIN: 10263588) as an Independent Director of the company</li> <li>3. to consider and approve appointment of Mr. Saket Agarwal (DIN: 00203084) as an nonexecutive non-Independent Director of the company</li> <li>4. Increase in authorised share capital of the company and alteration of capital clause of</li> </ol> |

|           |                        |            |            |     |                                                                                                                                                                                                                                                                                                                                             |
|-----------|------------------------|------------|------------|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|           |                        |            |            |     | memorandum of association of the company.                                                                                                                                                                                                                                                                                                   |
| 2021-2022 | Annual General Meeting | 29.09.2022 | 11.30 A.M. | Yes | 1. Revision in overall borrowing power of the company.<br>2. Creation of mortgage / charge on the assets of the company.<br>3. Approval of loans, investments, guarantee or security under section 185 of the companies act, 2013.<br>4. Approval of loans, investments, guarantee or security under section 186 of the companies act, 2013 |

All the resolutions were passed with required majority for passing them as a special resolution.

#### POSTAL BALLOT EXERCISED DURING THE FINANCIAL YEAR 2024-25

During the period under review, the Company passed one special resolution regarding re-appointment of Mr. Rajinder Kumar Singhania (DIN: 00077540) as the Managing Director of the company through postal ballot on 30.07.2024.

Mrs. Pooja Mahajan Kohli, Company Secretary in whole time practice, has conducted the postal ballot exercise by being a scrutinizer for the purpose in a fair and transparent manner.

#### Voting Pattern in Postal Ballot from the Scrutinizer Report

|                  | Votes in favor of resolution |                  |       | Vote against resolution |                  |      | Invalid votes  |                  |   |
|------------------|------------------------------|------------------|-------|-------------------------|------------------|------|----------------|------------------|---|
| Manner of voting | No. of members               | No of votes cast | %     | No. of members          | No of votes cast | %    | No. of members | No of votes cast | % |
| E-voting         | 25                           | 3447936          | 88.45 | 1                       | 30               | 0.00 | 0              | 0                | 0 |

|                                          |    |         |        |   |    |      |   |   |      |
|------------------------------------------|----|---------|--------|---|----|------|---|---|------|
| Postal Ballot                            | 17 | 450215  | 11.55  | 0 | 0  | 0    | 0 | 0 | 0    |
| Total                                    | 42 | 3898151 | 100.00 | 1 | 30 | 0.00 | 0 | 0 | 0.00 |
| RESOLUTION PASSED WITH REQUIRED MAJORITY |    |         |        |   |    |      |   |   |      |

**MEANS OF COMMUNICATION:**

|                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Financial Results</b> | <p>The quarterly and annual financial results of the Company are uploaded on BSE Listing Centre in accordance with the requirements of Listing Regulations. The financial results are displayed on BSE website. The financial results are also published in 'The Financial Express (English) and Desh Sewak (Punjabi) newspapers and posted on the Company's website at <a href="https://www.primeindustrieslimited.com/investors.html">https://www.primeindustrieslimited.com/investors.html</a></p> <p>In terms of the Listing Regulations, the Company has a designated email ID for dealing with Investors complaints viz., <a href="mailto:prime_indust@yahoo.com">prime_indust@yahoo.com</a>.</p> |
| <b>Quarterly Results</b> | <p>Board Meeting is held for Quarterly Results for Quarter ending June, September, December within 45 days from the closure of respective Quarter or such other time as specified by SEBI or Central Government from time to time. Board Meeting for Financial Result for the year ended March 31 is held within 60 days from the close of financial year or such other time as specified by SEBI or Central Government from time to time.</p>                                                                                                                                                                                                                                                          |
| <b>Annual Report</b>     | <p>Members have been provided with an opportunity to provide their e-mail ID for receiving correspondence, financial results and Annual Report in electronic form. The Annual Report has been sent in electronic form to the Members who have provided their e-mail ID. Physical copies of the Annual Report have been issued to those Members who have specifically requested for the same.</p> <p>Annual Report is also posted on the Company's website and can be accessed at <a href="http://www.primeindustrieslimited.com">www.primeindustrieslimited.com</a> and also on the website of the BSE Limited ("BSE")</p>                                                                              |
| <b>Website</b>           | <p><a href="http://www.primeindustrieslimited.com">www.primeindustrieslimited.com</a> is the website address of the Company. In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives information as required to be placed on the website of the Company.</p>                                                                                                                                                                                                                                                                                                                                                         |
| <b>Stock Exchange</b>    | <p>Your Company makes timely disclosures of necessary information to BSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.</p> <p><b>BSE Corporate Compliance &amp; the Listing Centre:</b> BSE</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

|                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                  | Listing center is a platform designed by BSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are filed electronically on the Listing Centre, details of which can be accessed at <a href="https://listing.bseindia.com/home.htm">https://listing.bseindia.com/home.htm</a>                                                                                                                                                      |
| <b>Designated e-mail-ID for investor services:</b>               | The Company has designated e-mail-id: <a href="mailto:prime_indust@yahoo.com">prime_indust@yahoo.com</a> exclusively for investors Servicing. The email id is also displayed on the Company's website at <a href="https://www.primeindustriestlimited.com/investors.html">https://www.primeindustriestlimited.com/investors.html</a>                                                                                                                                                                    |
| <b>SEBI Complaints Redressal System ("SCORES")</b>               | The investors' complaints are also being processed through the centralized web-based complaint redressal system. The salient features of SCORES are availability of Centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.                                                                                                                                |
| <b>Extensible Business Reporting Language (XBRL)</b>             | XBRL is a standardized and structured way of communicating business and financial data in an electronic form. XBRL provides a language containing various definitions (tags) which uniquely represent the contents of each piece of financial statements or other kinds of compliance and business reports. BSE provide XBRL based compliance reporting featuring identical and homogeneous compliance data structures between Stock Exchanges and MCA. XBRL filings are done on the BSE online portal. |
| <b>Audit Qualifications</b>                                      | The Audit qualifications pertaining to the financial results are self – explanatory and require no comments.                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Share Capital &amp; Reconciliation of Share Capital Audit</b> | A qualified practicing Chartered Accountant has carried out Audit every quarter to reconcile the total admitted capital with National Securities Depositories Limited (NSDL) and Central Depositories Services (India) Limited (CDSL) and the total issued and listed capital. The Audit confirms that total issued / paid up capital is in agreement with the aggregate of total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.              |

### Disclosures

During the year, there was no significant transaction with the Directors, management, their relatives etc. that have any potential conflict with the interest of the Company at large.

- i. Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under Note No. 32 of the Notes to the Accounts attached with the Financial Statements for the year ended 31st March, 2025. All related party transactions are negotiated on an arms' length basis and are intended to further the Company's interests.

- ii. No treatment different from accounting standards prescribed by the Institute of Chartered Accountants of India, has been followed while preparing the financial statements. Indian Accounting Standards (Ind AS) prescribed under section 133 of the act read with the rules of Indian Accounting Standards, as amended from time to time have been followed in preparation of the financial statements of the company.
  - iii. The Company has complied with the mandatory requirements of SEBI (LODR) Regulations, 2015 as amended, whichever applicable.
  - iv. The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of listing regulations of SEBI LODR. The Company has submitted quarterly compliance report on Corporate Governance with Stock Exchanges, in accordance with the requirements of Regulation 27(2) (a) of the SEBI (LODR) Regulations, 2015.
- b. During the financial year 2024-25, the Board of Directors of the Company in its Board Meeting held on 01<sup>st</sup> January, 2025 has allotted on preferential basis pursuant to conversion of warrants 53,50,000 equity shares.

The Company has received the exercise price equivalent to 75% of the issue price i.e. 13 per share (face value of Rs. 5/- each and Premium of Rs. 8/-) which were utilized by the company for the objects as mentioned in PAS-4 offer letter for such issue of warrants.

**Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has established an effective mechanism for addressing complaints related to sexual harassment in the workplace. The details of the complaints received and resolved during the financial year 2024-25 are as follows:

| Sr. No. | Particulars                                                   | No. of Complaints |
|---------|---------------------------------------------------------------|-------------------|
| 1.      | Number of complaints filed during the financial year:         | Nil               |
| 2.      | Number of complaints disposed of during the financial year:   | Nil               |
| 3.      | Number of complaints pending as on end of the financial year: | Nil               |

**GENERAL SHAREHOLDER INFORMATION:**

|                                                             |                                                                                                                                                                                                                                                                                     |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date, Time and Venue of Annual General Meeting (AGM)</b> | 33 <sup>rd</sup> AGM of the Company will be held on 30 <sup>th</sup> September, 2025 at 04:30 P.M. at A Hotel by Grewal located at Plot no. 148, Feroze Gandhi Market Rd, adjacent to District Courts, Feroz Gandhi Market, Jila Kacheri Area, Model Gram, Ludhiana, Punjab 141001. |
| <b>Financial Year</b>                                       | The Company follows April 01 to March 31 as its financial year.                                                                                                                                                                                                                     |
| <b>Dividend Payment date</b>                                | The Board of Directors of the Company has not recommended a dividend for the Current financial Year.                                                                                                                                                                                |
| <b>Date of Book Closure</b>                                 | The Register of Members and Share Transfer Books of the Company will remain closed from, 25th September, 2025                                                                                                                                                                       |

|                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                             | to 30th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Financial Calendar (tentative)</b>                                       | June 30, 2025 – within 45 days of Quarter ended September 30, 2025 - within 45 days of Quarter ended December 31, 2025 - within 45 days of Quarter ended March 31, 2026 – within 60 days of Quarter ended                                                                                                                                                                                                                                                                                                                                          |
| <b>Stock Exchanges</b>                                                      | <b>BSE Limited</b><br>Floor 25, Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai - 400001<br>The Company has paid the listing fees for FY 2024-2025 to BSE.                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Stock Code BSE</b>                                                       | <b>Scrip Code : 519299</b><br><b>ISIN : INE543F01028</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Registrar and Share Transfer Agents (RTA)</b>                            | Pursuant to the circular issued by the Securities & Exchange Board of India, the Company has assigned the physical and electronic share transfer work to M/s Skyline Financial Services (P) Ltd. The work related to Share Transfer Registry in terms of both physical and electronic mode is being dealt at single point with:<br>Skyline Financial Services (P) Ltd.,<br>D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi<br>Ph: 011-40450193-97, Email: admin@skylinerta.com                                                     |
| <b>Share Transfer System</b>                                                | Share Transfer System of the Company is computerized and Skyline Financial Services Private Limited is the Company's Registrar and Share Transfer Agent (RTA) for equity shares (kept in physical as well as electronic mode). The requests, if any, for share transfer, transmission, sub-division, consolidation, renewal, remat, duplicate etc. are processed and share certificates duly endorsed / issued are dispatched within the prescribed time period, subject to documents being valid and complete in all respects.                    |
| <b>Dematerialization of Shares and Liquidity</b>                            | The Equity Shares of the Company are in dematerialized segment and are frequently traded on the BSE Limited. The Equity shares are available for trading in the depository systems of both the National Securities Depository Limited and the Central Depository Services (India) Limited. The ISIN Number of Company on both the NSDL and CDSL is <b>INE543F01028</b> .<br><br>As on March 31, 2025, 1,93,70,192 Equity Shares out of total no. of shares held i.e. 2,10,03,400 of face value of Rs.1/- each are held in the dematerialized form. |
| <b>Commodity price risk or foreign exchange risk and hedging activities</b> | The Company is not engaged in commodity trading, hedging or exchange risk management activities.                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>GDRs/ ADRs/ Warrants or any Convertible Instruments:</b>                 | The Company has not issued any GDRs/ADRs/ or any Convertible Instruments except convertible warrants.<br><br>The Company has allotted 17,25,000 convertible warrants                                                                                                                                                                                                                                                                                                                                                                               |

|                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                                                  | at an issue price of Rs. 210/- per warrant (including an premium of Rs. 5/- each), which will get converted into same number of equity shares on or before the expiry of 18 months from the date of allotment subject to receipt of exercise price with respect to such warrants.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Address of correspondence</b>                                                                                                                                                                                                                                                                                 | <p>Enquiries, if any relating to shareholder accounting records, share transfers, transmission of shares, change of address / bank mandate details for physical shares, receipt of dividend warrant, loss of share certificates etc., should be addressed to Company or RTA at:</p> <p><b>Prime Industries Limited</b><br/>Master Chambers, 3rd Floor,<br/>SCO 19, Feroze Gandhi Market,<br/>Ludhiana, Punjab, India – 141 001<br/>Tele. No. : +91-161-5043500/ 5043513/ 5043536<br/>e-mail : <a href="mailto:prime_indust@yahoo.com">prime_indust@yahoo.com</a></p> <p><b>Skyline Financial Services (P) Ltd.</b><br/>D-153/A, First Floor, Okhla Industrial Area, Phase-I,<br/>New Delhi<br/>Phone : 011-40450193-97<br/>E-mail : <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a><br/>Website : <a href="http://www.skylinerta.com">www.skylinerta.com</a></p> |
| <b>List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad</b> | <b>Not Applicable</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Payment of Listing Fees/Annual Custody/Issuer Fees</b>                                                                                                                                                                                                                                                        | The Company has paid the requisite Annual Listing and Custodial Fees to BSE Limited (BSE) and Depositories viz; Central Depository Services Limited ('CDSL') and National Securities Depository Limited ('NSDL'), respectively for FY 25 - 26.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Compliance Officer</b>                                                                                                                                                                                                                                                                                        | Mr. Mohit Verma, Company Secretary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Recommendations of committee not accepted by board, which is mandatory</b>                                                                                                                                                                                                                                    | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

**Distribution of Shareholding Pattern of the Company as on 31.03.2025:**

| No. of Shares or Debentures | Number of Shareholders | % to Total Numbers | Share or Debenture Held | % to Holding |
|-----------------------------|------------------------|--------------------|-------------------------|--------------|
| 1                           | 2                      | 3                  | 4                       | 5            |
| Up To 500                   | 5685                   | 82.06              | 864610.00               | 4.12         |
| 501 To 1000                 | 517                    | 7.46               | 408738.00               | 1.95         |
| 1001 To 2000                | 259                    | 3.74               | 400241.00               | 1.91         |
| 2001 To 3000                | 142                    | 2.05               | 367503.00               | 1.75         |

|                 |             |               |                    |               |
|-----------------|-------------|---------------|--------------------|---------------|
| 3001 To 4000    | 60          | 0.87          | 213084.00          | 1.01          |
| 4001 To 5000    | 42          | 0.61          | 193934.00          | 0.92          |
| 5001 To 10000   | 85          | 1.23          | 634360.00          | 3.02          |
| 10000 and Above | 138         | 1.99          | 17920930.00        | 85.32         |
| <b>Total</b>    | <b>6928</b> | <b>100.00</b> | <b>21003400.00</b> | <b>100.00</b> |

**Break-up of Equity /Dematerialization of Shares**

| Category      | No. of Shares  |             |                 |              |                 |               |
|---------------|----------------|-------------|-----------------|--------------|-----------------|---------------|
|               | Physical       | % age       | Demat           | % age        | Total           | % age         |
| Promoters     | 0              | 0           | 5475894         | 26.07        | 5475894         | 26.07         |
| Non-Promoters | 1633208        | 7.78        | 13894298        | 66.15        | 15527506        | 73.93         |
| <b>Total</b>  | <b>1633208</b> | <b>7.78</b> | <b>19370192</b> | <b>92.22</b> | <b>21003400</b> | <b>100.00</b> |

**DEPOSITORY SERVICES:**

Members may write to the Company or to the respective Depositories for any guidance on depository services:

**National Securities Depository Limited**

Trade World, 4th Floor,  
Kamla Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400 013  
Telephone : 022 - 24972964-70

**Central Depository Services (India) Limited**

Phiroze Jeejeebhoy Towers,  
28th Floor, Dalal Street,  
Mumbai - 400 023  
Telephone : 022 - 2272 3333-3224  
Fax : 022 - 2272 3199

**Corporate Governance Report for the whole of financial year 2024-2025 is given in table below:**

| I. Disclosure on website in terms of Listing Regulations:                                                                               |            |                           |
|-----------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------|
| Item                                                                                                                                    | Compliance | Status<br>(Yes / No / NA) |
| Details of business                                                                                                                     | Yes        |                           |
| Memorandum of Association and Articles of Association                                                                                   | Yes        |                           |
| Brief profile of board of directors including directorship and full-time positions in body corporates                                   | Yes        |                           |
| Terms and conditions of appointment of independent directors                                                                            | Yes        |                           |
| Composition of various committees of board of directors                                                                                 | Yes        |                           |
| Code of conduct of board of directors and senior management personnel                                                                   | Yes        |                           |
| Details of establishment of vigil mechanism/ Whistle Blower policy                                                                      | Yes        |                           |
| Criteria of making payments to non-executive directors                                                                                  | NA         |                           |
| Policy on dealing with related party transactions                                                                                       | Yes        |                           |
| Policy for determining 'material' subsidiaries                                                                                          | NA         |                           |
| Details of familiarization programmes imparted to independent directors                                                                 | Yes        |                           |
| Email address for grievance redressal and other relevant details                                                                        | Yes        |                           |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes        |                           |
| Financial results                                                                                                                       | Yes        |                           |
| Shareholding pattern                                                                                                                    | Yes        |                           |
| Details of agreements entered into with the media companies and/or their associates                                                     | NA         |                           |



|                                                                                                                                                                         |     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| (I) Schedule of analyst or institutional investor meet                                                                                                                  | NA  |
| (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.      | NA  |
| Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means | NA  |
| New name and the old name of the listed entity                                                                                                                          | Yes |
| Advertisements as per regulation 47 (1)                                                                                                                                 | Yes |
| Credit rating or revision in credit rating obtained                                                                                                                     | NA  |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year                                                   | NA  |
| Secretarial Compliance Report                                                                                                                                           | Yes |
| Materiality Policy as per Regulation 30 (4)                                                                                                                             | Yes |
| Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)                                   | Yes |
| Disclosures under regulation 30(8)                                                                                                                                      | Yes |
| Statements of deviation(s) or variations(s) as specified in regulation 32                                                                                               | Yes |
| Dividend Distribution policy as per Regulation 43A(1)                                                                                                                   | NA  |
| Annual return as provided under section 92 of the Companies Act, 2013                                                                                                   | Yes |
| Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021                                                                                      | NA  |
| Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)                                                                      | Yes |
| Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating                                                             | Yes |

**II. Annual Affirmations:**

| Item                                                                                                              | Regulation Number                       | Compliance status (Yes / No / NA) |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b)                                | Yes                               |
| Board composition                                                                                                 | 17(1), 17(1A) & 17(1C), 17(1D) & 17(1E) | Yes                               |
| Meeting of Board of directors                                                                                     | 17(2)                                   | Yes                               |
| Quorum of Board meeting                                                                                           | 17(2A)                                  | Yes                               |
| Review of Compliance Reports                                                                                      | 17(3)                                   | No                                |
| Plans for orderly succession for appointments                                                                     | 17(4)                                   | Yes                               |
| Code of Conduct                                                                                                   | 17(5)                                   | Yes                               |
| Fees/compensation                                                                                                 | 17(6)                                   | Yes                               |
| Minimum Information                                                                                               | 17(7)                                   | Yes                               |
| Compliance Certificate                                                                                            | 17(8)                                   | Yes                               |
| Risk Assessment & Management                                                                                      | 17(9)                                   | NA                                |
| Performance Evaluation of Independent Directors                                                                   | 17(10)                                  | Yes                               |
| Recommendation of Board                                                                                           | 17(11)                                  | Yes                               |
| Maximum number of Directorships                                                                                   | 17A                                     | Yes                               |
| Composition of Audit Committee                                                                                    | 18(1)                                   | Yes                               |

|                                                                                                                         |                              |     |
|-------------------------------------------------------------------------------------------------------------------------|------------------------------|-----|
| Meeting of Audit Committee                                                                                              | 18(2)                        | Yes |
| Role of Audit Committee and information to be reviewed by the audit committee                                           | 18(3)                        | Yes |
| Composition of nomination & remuneration committee                                                                      | 19(1) & (2)                  | Yes |
| Quorum of Nomination and Remuneration Committee meeting                                                                 | 19(2A)                       | Yes |
| Meeting of Nomination and Remuneration Committee                                                                        | 19(3A)                       | Yes |
| Role of Nomination and Remuneration Committee                                                                           | 19(4)                        | Yes |
| Composition of Stakeholder Relationship Committee                                                                       | 20(1), 20(2) & 20(2A)        | Yes |
| Meeting of Stakeholders Relationship Committee                                                                          | 20(3A)                       | Yes |
| Role of Stakeholders Relationship Committee                                                                             | 20(4)                        | Yes |
| Composition and role of risk management committee                                                                       | 21(1),(2),(3),(4)            | NA  |
| Meeting of Risk Management Committee                                                                                    | 21(3A)                       | NA  |
| Quorum of Risk Management Committee meeting                                                                             | 21(3B)                       | NA  |
| Gap between the meetings of the Risk Management Committee                                                               | 21(3C)                       | NA  |
| Vigil Mechanism                                                                                                         | 22                           | Yes |
| Policy for related party Transaction                                                                                    | 23(1), (1A), (5), (6), & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions                                         | 23(2), (3)                   | Yes |
| Approval for material related party transactions                                                                        | 23(4)                        | NA  |
| Disclosure of related party transactions on consolidated basis                                                          | 23(9)                        | Yes |
| Composition of Board of Directors of unlisted material Subsidiary                                                       | 24(1)                        | NA  |
| Other Corporate Governance requirements with respect to subsidiary of listed entity                                     | 24(2),(3),(4),(5) & (6)      | NA  |
| Alternate Director to Independent Director                                                                              | 25(1)                        | NA  |
| Maximum Tenure                                                                                                          | 25(2)                        | NA  |
| Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A)                       | NA  |
| Meeting of independent directors                                                                                        | 25(3) & (4)                  | Yes |
| Familiarization of independent directors                                                                                | 25(7)                        | Yes |
| Declaration from Independent Director                                                                                   | 25(8) & (9)                  | Yes |
| Directors and Officers insurance                                                                                        | 25(10)                       | NA  |
| Confirmation with respect to appointment of Independent Directors who resigned from the listed entity                   | 25(11)                       | NA  |
| Memberships in Committees                                                                                               | 26(1)                        | Yes |

|                                                                                                                                              |                            |     |
|----------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-----|
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel                            | 26(3)                      | Yes |
| Policy with respect to Obligations of directors and senior management                                                                        | 26(2) & 26(5)              | Yes |
| Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6)                      | NA  |
| Vacancies in respect Key Managerial Personnel                                                                                                | 26A(1) & 26A(2),<br>26A(3) | Yes |

**OTHER DISCLOSURES:****Code of Conduct for the Directors and Senior Management of the Company**

The Company's Board has laid down a code of conduct for all the Board members and designated senior management of the Company. The Code of Conduct includes the code of conduct for Independent Directors and provides in detail the guidelines of professional conduct, role and functions and duties of Independent Directors.

The Code of Conduct is available on the website of the Company at

<https://www.primeindustrieslimited.com/CODE%20OF%20CONDUCT%20FOR%20B.M%20&%20S.M..pdf>

All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration signed by the Managing Director to this effect is annexed with this report.

**CEO/ CFO certification**

The Company has no any CEO, hence MD and CFO certification of the financial statements for the financial year 2024-25 is annexed with this report.

**Material Related Party Transactions:**

During FY 2024-2025, there were no material related party transactions that may have potential conflict with the interests of the Company at large.

The Company has formulated and adopted a Policy on Dealing with Related Party Transactions ('RPT Policy') and the web-link for the policy <https://www.primeindustrieslimited.com/pil-policy-on-dealing-with-rpt.pdf>. The Company has made requisite disclosure with respect to related party transaction in the significant accounting policies and note to accounts to the financial statements. Transactions with the related parties as per the requirements of Ind AS 24 are disclosed in Note to the Financial Statements forming integral part of this Annual Report.

**Code of Conduct to Regulate, Monitor and Report Trading by Insiders**

Trading Practices In compliance with the SEBI Regulation on Prohibition of Insider Trading, the Company has in place a comprehensive Code of Conduct to Regulate, Monitor and Report Trading by Insiders, for its Directors and Senior Management Officers. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company. The Code specifies, among other matters, that Directors and Designated Persons of the Company, as defined in the Code, can trade in the shares of the Company only during 'Trading Window Open Period'. The trading window is closed during the time of declaration of results, dividend and other material events as per the Code. The intimation of the closure of Trading Window, as per the SEBI Regulations on Prohibition of Insider Trading, is given to the Stock Exchanges before the end of every quarter with effect from the 1st day of the month immediately succeeding the end of every quarter till 48 hours after the declaration of financial results of the Company to the Stock Exchanges. The same is intimated to the Designated Persons as well.

**Details of Non-Compliance by the Company, Penalties and Strictures imposed:**

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all

matters relating to capital markets.

**Whistle-Blower Policy & establishment of vigil mechanism and affirmation that no personnel have been denied access to the Chairman of the Audit Committee.**

Your Company has in place Whistle-Blower Policy ("the Policy") and has established the necessary vigil mechanism for Directors, Employees and stakeholders of the Company in confirmation with Section 177(9) of the Act and Regulation 22 of the Listing Regulations. The Policy provides formal mechanism to its Directors/ Employees/ Stakeholders of the Company for reporting any unethical behaviour, breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected / actual fraud and criminal offences.

The Policy enables the reporting of such concerns to the Chairman of the Audit Committee. The framework of the Policy strives to foster responsible and secure whistle blowing. During FY 2024-2025, no Director, employee or stakeholder of the Company has been denied access to the Chairman of the Audit Committee of the Board.

The said policy can be accessed at Company's website at <https://www.primeindustrieslimited.com/PIL%20WHISTLE%20BLOWER.pdf>

**INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members of**  
**Prime Industries Limited**

**Report on the audit of the Financial Statements****Opinion**

We have audited the financial statements of Prime Industries Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March, 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2025, and its profit, total comprehensive income, the changes in equity and cash flows for the year ended as on that date.

**Basis for opinion**

We conducted our audit in accordance with the Standards on Auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act 2013 and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**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 for the year ended 31<sup>st</sup> March, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there is no key audit matter to communicate in our report.

**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report but does not include the IND AS financial statements and our auditor's report thereon.

Our opinion on the IND AS 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 IND AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the IND AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. Since the other information has not been made available to us, we shall not be able to comment on this aspect.

**Responsibilities of Management and those charged with governance for the financial statements**

The Company's board of directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (IND AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Rules, 2016, as amended from time to time, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 charged with governance are also responsible for overseeing the Company's financial reporting process.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 Standards on Auditing ('SAs'), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial statements of the year ended 31<sup>st</sup> March 2025 as applicable 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, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including the statement of other comprehensive income, the cash flow statement and statement of change in equity dealt with by this report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Indian accounting Standard specified under section 133 of the Act, read with Companies (Indian Accounting Standards) rules 2015 as amended.
  - (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) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (i)(viii) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, In our opinion and 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(16) read with Schedule V of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
  - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us;
    - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements.
    - (ii) The Company did not have any outstanding long-term contracts including derivative contracts as at 31<sup>st</sup> March, 2025 for which there were any material foreseeable losses: and
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - (iv) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or



loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- (v) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (vi) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) (iv) and (i) (v) contain any material mis-statement.
- (vii) The Company has neither declared nor paid any dividend during the year.
- (viii) 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.

Further, for the periods 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.

Place: Ludhiana

Date: 27<sup>th</sup> May, 2025

**For Bhushan Aggarwal & Co.**  
Chartered Accountants  
FRN 005362N

**Sd/-**  
**Shashi Bhushan**  
Proprietor  
Membership No. 084005  
**UDIN: 25084005BMJBRX2715**

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) The Company is not having Intangible Assets, Accordingly paragraph 3(i)(a)(B) of the Order is not applicable.

(b) Property, plant and equipment have been physically verified by the management during the year at reasonable intervals and no material discrepancies were identified on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory which are held in dematerialized/physical form, has been verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification that were 10% or more in the aggregate for each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits, from banks or Financial Institutions on the basis of security of current assets, accordingly the provisions of clause 3(ii)(a) of the Order is not applicable to the company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. During the year the company has granted loan, the detail is stated in sub-clause (a) below:

(a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has no subsidiary and Joint Venture.

The Company has granted loans to the associate company as below:

| Particular                       |                  | Amount  |
|----------------------------------|------------------|---------|
| Aggregate Amount during the year | Loan or Advances | 2.59 Mn |

|                                                         |                     |         |
|---------------------------------------------------------|---------------------|---------|
| Balance outstanding of loan as at<br>balance sheet date | Loan or<br>Advances | 1.50 Mn |
|---------------------------------------------------------|---------------------|---------|

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loan to the parties other than subsidiaries, Joint Ventures and associates as below:

| Particular                                                      |                  | Amount   |
|-----------------------------------------------------------------|------------------|----------|
| <i>Aggregate Amount during the year</i>                         | Loan or Advances | 25.00 Mn |
| <i>Balance outstanding of loan as at<br/>balance sheet date</i> | Loan or Advances | 257.31Mn |

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 read with Section 186 and 186 of the Act, with respect to loans, investments, guarantees and security as applicable.

(v) The company has not accepted any deposits from the public, within the meaning of Section 73 to 76 or any other relevant provisions of the Act and Rules framed thereunder. We are informed that no order has been passed by the company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other Tribunal.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the record of the Company, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including, income tax, Goods and Service tax, cess and any other statutory dues applicable to it. We are informed

that the provisions of Sales Tax, provident fund, employees' state insurance, service tax, Value Added Tax, duty of Custom and duty of Excise are not applicable to the Company.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, Goods and Service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it were in arrears as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute, except following:-

*Statement of Disputed Dues*

| Name of the Statute | Nature of the Dues | Amount (Rs. In millions) | Period to which the amount relates | Forum where dispute is pending | Remarks, if any |
|---------------------|--------------------|--------------------------|------------------------------------|--------------------------------|-----------------|
| Sales Tax Act       | Sales Tax          | 9.00                     | Assessment year 2002-03            | Punjab & Haryana High Court    | NIL             |

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) (a) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowing or in the payment of Interest there on to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been utilized for long term purposes by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint

ventures or associate companies as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made preferential allotment of shares pursuant to conversion of some Convertible Warrants during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with. Further, the funds raised have been used for the purposes for which the funds were raised.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints, if any, received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit, if any

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and 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 Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clause 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial Statements. Accordingly, no comment in respect of the said clause has been included in report.

Place: Ludhiana

Date: 27<sup>th</sup> May, 2025

**For Bhushan Aggarwal & Co.**  
Chartered Accountants  
FRN 005362N

**Sd/-**  
**Shashi Bhushan**  
Proprietor  
Membership No. 084005  
**UDIN: 25084005BMJBRX2715**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

(B) The Company is not having Intangible Assets, Accordingly paragraph 3(i)(a)(B) of the Order is not applicable.

(b) Property, plant and equipment have been physically verified by the management during the year at reasonable intervals and no material discrepancies were identified on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory which are held in dematerialized/physical form, has been verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification that were 10% or more in the aggregate for each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits, from banks or Financial Institutions on the basis of security of current assets, accordingly the provisions of clause 3(ii)(a) of the Order is not applicable to the company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. During the year the company has granted loan, the detail is stated in sub-clause (a) below:

(a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has no subsidiary and Joint Venture.

The Company has granted loans to the associate company as below:

| Particular                                           |                  | Amount  |
|------------------------------------------------------|------------------|---------|
| Aggregate Amount during the year                     | Loan or Advances | 2.59 Mn |
| Balance outstanding of loan as at balance sheet date | Loan or Advances | 1.50 Mn |

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loan to the parties other than subsidiaries, Joint Ventures and associates as below:

| Particular                                                  |                  | Amount   |
|-------------------------------------------------------------|------------------|----------|
| <i>Aggregate Amount during the year</i>                     | Loan or Advances | 25.00 Mn |
| <i>Balance outstanding of loan as at balance sheet date</i> | Loan or Advances | 257.31Mn |

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the loans given are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 read with Section 186 and 186 of the Act, with respect to loans, investments, guarantees and security as applicable.

(v) The company has not accepted any deposits from the public, within the meaning of Section 73 to 76 or any other relevant provisions of the Act and Rules framed thereunder. We are informed that no order has been passed by the company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other Tribunal.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the record of the Company, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including, income tax, Goods and Service tax, cess and any other statutory dues applicable to it. We are informed that the provisions of Sales Tax, provident fund, employees' state insurance, service tax, Value Added Tax, duty of Custom and duty of Excise are not applicable to the Company.



According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, Goods and Service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it were in arrears as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute, except following:-

*Statement of Disputed Dues*

| Name of the Statute | Nature of the Dues | Amount (Rs. In millions) | Period to which the amount relates | Forum where dispute is pending | Remarks, if any |
|---------------------|--------------------|--------------------------|------------------------------------|--------------------------------|-----------------|
| Sales Tax Act       | Sales Tax          | 9.00                     | Assessment year 2002-03            | Punjab & Haryana High Court    | NIL             |

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) (a) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowing or in the payment of Interest there on to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the

records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been utilized for long term purposes by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made preferential allotment of shares pursuant to conversion of some Convertible Warrants during the year and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with. Further, the funds raised have been used for the purposes for which the funds were raised.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints, if any, received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit, if any

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) The company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Company does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and 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 Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clause 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial Statements. Accordingly, no comment in respect of the said clause has been included in report.

Place: Ludhiana

Date: 27<sup>th</sup> May, 2025

**For Bhushan Aggarwal & Co.**

Chartered Accountants

FRN 005362N

**Sd/-**

**Shashi Bhushan**

Proprietor

Membership No. 084005

**UDIN: 25084005BMJBRX2715**

**ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Prime Industries Ltd ('the Company') as of 31<sup>st</sup> March, 2025 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31<sup>st</sup> March, 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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

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

**Auditors' Responsibility**

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our

audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2025 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ludhiana

Date: 27<sup>th</sup> May, 2025

**For Bhushan Aggarwal & Co.**  
Chartered Accountants  
FRN 005362N

**Sd/-**  
**Shashi Bhushan**  
Proprietor  
Membership No. 084005  
**UDIN: 25084005BMJBRX2715**

## BALANCE SHEET AS AT 31ST MARCH, 2025

|          | Particulars                                                                            | Note      | As at 31st March, 2025 | As at 31st March, 2024 |
|----------|----------------------------------------------------------------------------------------|-----------|------------------------|------------------------|
|          | <b>ASSETS</b>                                                                          |           |                        |                        |
| <b>1</b> | <b>Non-current assets</b>                                                              |           |                        |                        |
| a        | Property, Plant & Equipment's and Intangible assets                                    | <b>3</b>  | 10,680                 | 10,680                 |
| b        | Financial assets                                                                       |           |                        |                        |
|          | Investments                                                                            | <b>4</b>  | 2,46,47,500            | 24,647,500             |
| d        | Deferred Tax Assets (Net)                                                              | <b>5</b>  | 44,710                 | 45,871                 |
| e        | Other non-current assets                                                               | <b>6</b>  | 6,85,010               | 8,66,783               |
|          | <b>Total non-current assets</b>                                                        |           | <b>2,53,87,900</b>     | <b>2,55,70,834</b>     |
| <b>2</b> | <b>Current assets</b>                                                                  |           |                        |                        |
| a        | Inventories                                                                            | <b>7</b>  | 21,55,985              | 2,155,985              |
| b        | Financial assets                                                                       |           |                        |                        |
|          | (I) Cash and cash equivalents                                                          | <b>8</b>  | 29,81,99,707           | 260,098,175            |
|          | (ii) Short term loan and advances                                                      | <b>9</b>  | 25,88,15,760           | 229,058,553            |
|          | (iii) Other financial assets                                                           | <b>10</b> | 1,35,745               | 6,90,354               |
|          | <b>Total current assets</b>                                                            |           | <b>55,93,07,197</b>    | <b>49,20,03,067</b>    |
|          | <b>Total</b>                                                                           |           | <b>58,46,95,097</b>    | <b>51,75,73,901</b>    |
|          | <b>EQUITY AND LIABILITIES</b>                                                          |           |                        |                        |
|          | <b>Equity</b>                                                                          |           |                        |                        |
| a        | Equity share capital                                                                   | <b>11</b> | 10,53,83,500           | 7,86,33,500            |
| b        | Other equity                                                                           | <b>12</b> | 27,47,79,944           | 14,40,75,980           |
|          | <b>Total equity</b>                                                                    |           | <b>38,01,63,444</b>    | <b>22,27,09,480</b>    |
| <b>2</b> | <b>Liabilities</b>                                                                     |           |                        |                        |
|          | <b>(i) Non-current Liabilities</b>                                                     |           |                        |                        |
|          | Provision                                                                              | <b>13</b> | 1,33,723               | 1,32,257               |
|          | <b>(ii) Current liabilities</b>                                                        |           |                        |                        |
| a        | Financial liabilities                                                                  |           |                        |                        |
|          | i) Trade Payables                                                                      |           |                        |                        |
|          | Total outstanding dues of micro enterprises and small enterprises                      |           | -                      | -                      |
|          | Total outstanding dues of creditors other than micro enterprises and small enterprises |           | -                      | -                      |
|          | (ii) Short term borrowings                                                             | <b>14</b> | 16,28,97,293           | 6,49,96,875            |
|          | (iii) Other financial liabilities                                                      | <b>15</b> | 3,41,34,872            | 22,25,65,289           |
| b        | Other current liabilities                                                              | <b>16</b> | 71,70,000              | 71,70,000              |
| c        | Provision                                                                              | <b>17</b> | 1,95,765               | -                      |
|          | <b>Total current liabilities</b>                                                       |           | <b>20,43,97,930</b>    | <b>29,47,32,164</b>    |
|          | <b>Total</b>                                                                           |           | <b>58,46,95,097</b>    | <b>51,75,73,901</b>    |

The accompanying notes are an integral part of the financial statements

As per our Report of even date

For Bhushan Aggarwal &amp; Co.

Chartered Accountants

Firm Registration Number 005362N

Sd/-

(Shashi Bhushan)

Proprietor

Membership Number 084005

Place: Ludhiana,

Date: 27th May 2025

For and on behalf of the Board of Prime Industries Limited

Sd/-

Rajinder Kumar Singhanian

Managing Director

DIN: 00077540

Sd/-

Mohit Verma

Company Secretary

Mohit Verma

Company Secretary

Sd/-

Harjeet Singh Arora

Director

DIN-00063176

Sd/-

Rajesh Kumar Kakar

Chief Financial Officer

Rajesh Kumar Kakar

Chief Financial Officer

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

|       | Particulars                                                             | Note | For the year ended<br>March 31, 2025 | For the year ended<br>March 31, 2024 |
|-------|-------------------------------------------------------------------------|------|--------------------------------------|--------------------------------------|
|       | Revenue from operations                                                 | 18   | -                                    | 1,55,94,917                          |
|       | Other income                                                            | 19   | 3,40,99,729                          | 13,94,44,683                         |
| I.    | <b>Total income</b>                                                     |      | <b>3,40,99,729</b>                   | <b>15,50,39,600</b>                  |
| II.   | <b>Expenses :</b>                                                       |      |                                      |                                      |
|       | Purchases of Stock in Trade                                             | 20   | -                                    | 50,56,980                            |
|       | Changes in Inventories of finished stock                                | 21   | -                                    | 53,04,230                            |
|       | Employee benefit expense                                                | 22   | 24,27,304                            | 21,03,860                            |
|       | Finance cost                                                            | 23   | 1,01,56,383                          | 2,03,08,371                          |
|       | Other expenses                                                          | 24   | 22,02,134                            | 38,51,309                            |
|       | <b>Total expenses</b>                                                   |      | <b>1,47,85,821</b>                   | <b>3,66,24,750</b>                   |
| III.  | <b>Profit/(Loss) before tax (I-II)</b>                                  |      | <b>1,93,13,908</b>                   | <b>11,84,14,850</b>                  |
| IV.   | <b>Tax expense:</b>                                                     |      |                                      |                                      |
|       | - Current tax expense for current year                                  |      | 48,61,000                            | 1,00,00,000                          |
|       | - Excess/Less Provision of earlier Years                                |      | (2,77,217)                           | -                                    |
|       | - Deferred tax                                                          |      | 1,161                                | 183                                  |
|       | <b>Total of tax expenses</b>                                            |      | <b>45,84,944</b>                     | <b>1,00,00,183</b>                   |
| V.    | <b>Profit/(Loss) for the year (III-IV)</b>                              |      | <b>1,47,28,964</b>                   | <b>10,84,14,667</b>                  |
| VI.   | <b>Other Comprehensive Income</b>                                       |      |                                      |                                      |
|       | A Items that will not be reclassified to profit or loss                 |      | -                                    | -                                    |
|       | <b>Subtotal (A)</b>                                                     |      | <b>-</b>                             | <b>-</b>                             |
|       | B Items that will be reclassified to profit or loss                     |      | -                                    | (10,70,90,886)                       |
|       | <b>Subtotal (B)</b>                                                     |      | <b>-</b>                             | <b>(10,70,90,886)</b>                |
| VII.  | <b>Total Other Comprehensive Income (A+B)</b>                           |      | <b>-</b>                             | <b>(10,70,90,886)</b>                |
| VIII. | <b>Total comprehensive income for the year (V+VII)</b>                  |      | <b>1,47,28,964</b>                   | <b>13,23,781</b>                     |
|       | <b>Earnings per share (RS.)</b>                                         | 26   |                                      |                                      |
|       | Basic - Par value of Rs 5 per share                                     |      | 0.87                                 | 6.93                                 |
|       | Diluted - Par value of Rs 5 per share                                   |      | 0.87                                 | 5.27                                 |
|       | The accompanying notes are an integral part of the financial statements |      |                                      |                                      |

As per our Report of even date

For and on behalf of the Board of Prime Industries Limited

For Bhushan Aggarwal &amp; Co.

Chartered Accountants

Firm Registration Number 005362N

As per our Report of even date

Sd/-

(Shashi Bhushan)

Proprietor

Membership Number 084005

Place: Ludhiana,

Date: 27th May 2025

Sd/-

Rajinder Kumar Singhania

Managing Director

DIN-00077540

Sd/-

Mohit Verma

Company Secretary

Sd/-

Harjeet Singh Arora

Director

DIN-00063176

Sd/-

Rajesh Kumar Kakar

Chief Financial Officer

| Cash Flow Statement for the year ended 31st March, 2025                                                                   |                                      |                                                                       |                                      |                                                         |
|---------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------|--------------------------------------|---------------------------------------------------------|
| Particulars                                                                                                               | For the year ended<br>March 31, 2025 |                                                                       | For the year ended<br>March 31, 2024 |                                                         |
| A. Cash flow from operating activities                                                                                    |                                      |                                                                       |                                      |                                                         |
| Net Profit/Loss() before tax and extraordinary items                                                                      |                                      | 1,93,13,908                                                           |                                      | 11,84,14,850                                            |
| Adjustments for:                                                                                                          |                                      |                                                                       |                                      |                                                         |
| Depreciation and Loss on Sale of Fixed Assets                                                                             | -                                    |                                                                       | -                                    |                                                         |
| Profit on sale of Investments                                                                                             | -                                    |                                                                       | (10,88,61,746)                       |                                                         |
| Interest Income                                                                                                           | (2,61,52,348)                        |                                                                       | (3,04,75,625)                        |                                                         |
| Interest Paid                                                                                                             | 1,01,55,670                          |                                                                       | 2,03,07,487                          |                                                         |
|                                                                                                                           |                                      | (1,59,96,678)                                                         |                                      | (11,90,29,884)                                          |
| Operating profit before working capital changes                                                                           |                                      | 33,17,230                                                             |                                      | (6,15,034)                                              |
| Changes in working capital:                                                                                               |                                      |                                                                       |                                      |                                                         |
| Adjustments for (increase) / decrease in operating assets:                                                                |                                      |                                                                       |                                      |                                                         |
| Inventories                                                                                                               | -                                    |                                                                       | 53,04,230                            |                                                         |
| Other financial assets                                                                                                    | 5,54,609                             |                                                                       | (6,96,110)                           |                                                         |
| Other non-current assets                                                                                                  | 1,82,934                             |                                                                       | (15,421)                             |                                                         |
| Other Current Assets                                                                                                      | -                                    |                                                                       | 1,47,50,000                          |                                                         |
| Adjustments for increase / (decrease) in operating liabilities:                                                           |                                      |                                                                       |                                      |                                                         |
| Other financial liabilities                                                                                               | (18,84,28,950.78)                    |                                                                       | 22,17,89,917                         |                                                         |
| Other current liabilities                                                                                                 | -                                    |                                                                       | (3,00,00,000)                        |                                                         |
| Provisions                                                                                                                | 1,95,765.00                          | (18,74,95,643)                                                        | -                                    | 21,11,32,616                                            |
|                                                                                                                           |                                      | (18,41,78,413)                                                        |                                      | 21,05,17,582                                            |
| Cash from from extraordinary items                                                                                        |                                      | -                                                                     |                                      | -                                                       |
| Cash generated from operations                                                                                            |                                      | (18,41,78,413)                                                        |                                      | 21,05,17,582                                            |
| Net income tax (paid) / refunds                                                                                           |                                      | (45,84,944)                                                           |                                      | (1,00,00,000)                                           |
| Net cash flow from operating activities (A)                                                                               |                                      | (18,87,63,357)                                                        |                                      | 20,05,17,582                                            |
| B. Cash flow from investing activities                                                                                    |                                      |                                                                       |                                      |                                                         |
| Purchase of Investment                                                                                                    |                                      | -                                                                     |                                      | (2,46,47,500)                                           |
| Sale of investment                                                                                                        |                                      | -                                                                     |                                      | 16,26,59,618                                            |
| Net cash flow (used in) investing activities (B)                                                                          |                                      | -                                                                     |                                      | 13,80,12,118                                            |
| C. Cash flow from Financing activities                                                                                    |                                      |                                                                       |                                      |                                                         |
| Interest income                                                                                                           |                                      | 2,61,52,348                                                           |                                      | 3,04,75,625                                             |
| Interest Paid                                                                                                             |                                      | (1,01,55,670)                                                         |                                      | (2,03,07,487)                                           |
| Short term borrowings                                                                                                     |                                      | 9,79,00,418                                                           |                                      | 3,80,29,341                                             |
| short term loan and advances                                                                                              |                                      | (2,97,57,207)                                                         |                                      | (22,90,58,553)                                          |
| Money received against share warrants                                                                                     |                                      | 14,27,25,000                                                          |                                      | 1,73,87,500                                             |
| Net cash flow (used in) financing activities (C)                                                                          |                                      | 22,68,64,889                                                          |                                      | (16,34,73,574)                                          |
| Net Increase/(decrease) in Cash and cash equivalents (A+B+C)                                                              |                                      | 3,81,01,532                                                           |                                      | 17,50,56,126                                            |
| Cash and cash equivalents at the beginning of the year                                                                    |                                      | 26,00,98,175                                                          |                                      | 8,50,42,049                                             |
| Cash and cash equivalents at the end of the year                                                                          |                                      | 29,81,99,707                                                          |                                      | 26,00,98,175                                            |
| As per our Report of even date                                                                                            |                                      |                                                                       |                                      |                                                         |
| For Bhushan Aggarwal & Co.<br>Chartered Accountants<br>Firm Registration Number 005362N<br>As per our Report of even date |                                      | For and on behalf of the Board of Prime Industries Limited            |                                      |                                                         |
| Sd/-<br>(Shashi Bhushan)<br>Proprietor<br>Membership Number 084005                                                        |                                      | Sd/-<br>Rajinder Kumar Singhania<br>Managing Director<br>DIN-00077540 |                                      | Sd/-<br>Harjeet Singh Arora<br>Director<br>DIN-00063176 |
| Sd/-<br>(Mohit Verma)<br>Company Secretary                                                                                |                                      | Sd/-<br>Rajesh Kumar Kakar<br>Chief Financial Officer                 |                                      |                                                         |
| Place: Ludhiana,<br>Date: 27th May 2025                                                                                   |                                      |                                                                       |                                      |                                                         |



## Statement Of Changes in Equity For the Year ended 31st March, 2025

| A. Equity Share Capital                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                    |                  |                    |                                     |                                       |                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------|--------------------|-------------------------------------|---------------------------------------|----------------|
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                    |                  |                    | Amount                              |                                       |                |
| Balance as at 1 April 2023                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                    |                  |                    | 7,86,33,500                         |                                       |                |
| Changes in Equity Share Capital during the year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                    |                  |                    | -                                   |                                       |                |
| Balance as at 31 March 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                    |                  |                    | 7,86,33,500                         |                                       |                |
| Issue of equity shares against conversion of Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                    |                  |                    | 2,67,50,000                         |                                       |                |
| Balance as at 31 March 2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                    |                  |                    | 10,53,83,500                        |                                       |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                    |                  |                    |                                     |                                       |                |
| B. Other Equity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                    |                  |                    |                                     |                                       |                |
| Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Reserves & Surplus |                  |                    | Items of other comprehensive income | Money received against share Warrants | Total          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Capital Reserves   | Retained Earning | Securities Premium | Debt/Equity instruments through OCI |                                       |                |
| Balance as at 1 April 2023                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 92,49,500          | 90,24,313        | -                  | 10,70,90,886                        | -                                     | 12,53,64,699   |
| Profit/ (Loss) for the year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | -                  | 10,84,14,667     | -                  | -                                   | -                                     | 10,84,14,667   |
| Other Comprehensive Income / (Loss)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | -                  | -                | -                  | (10,70,90,886)                      | -                                     | (10,70,90,886) |
| Money received against Share Warrants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -                  | -                | -                  | -                                   | 1,73,87,500                           | 1,73,87,500    |
| Balance as at 31 March 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 92,49,500          | 11,74,38,980     | -                  | -                                   | 1,73,87,500                           | 1,73,87,500    |
| Profit/(Loss) for the year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | -                  | -                | -                  | -                                   | -                                     | -              |
| Other Comprehensive Income / (Loss)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | -                  | 1,47,28,964      | -                  | -                                   | -                                     | 1,47,28,964    |
| Money received against issue of equity shares*                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | -                  | -                | 4,28,00,000        | -                                   | -                                     | 4,28,00,000    |
| Money received against Conversion of Warrants into equity shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | -                  | -                | -                  | -                                   | (1,73,87,500)                         | (1,73,87,500)  |
| Money received against Share Warrants**                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -                  | -                | -                  | -                                   | 9,05,62,500                           | 9,05,62,500    |
| Balance as at 31 March 2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 92,49,500          | 13,21,67,944     | 4,28,00,000        | -                                   | 9,05,62,500                           | 27,47,79,944   |
| * During the financial year 2024-25, the Board of Directors of the Company in its Board Meeting held on 01.01.2025 has considered and approved the allotment of 5350000 equity shares pursuant to conversion of 5350000 warrants which were issued by the Company on 03.04.2023 at an issue price of Rs. 13/- per share (includes Rs. 5/- each as face value and Rs. 8/- each as premium), pursuant to such allotment of 5350000 equity shares, the paid up equity shares of the Company has been increased from 15653400 to 21003400 equity shares of Rs. 5/- each. |                    |                  |                    |                                     |                                       |                |
| **The Board of Directors of the Company in its meeting held on 14.05.2024, has considered and approved the allotment of 1725000 convertible warrants at an issue price of Rs. 210/- each (includes Rs. 5/- as face value and Rs. 205/- as premium) pursuant to receipt of subscription amount equivalent to 25% of the issue price, which will get converted into equal number of equity shares of the Company within 18 months from the date of allotment subject to receiving of remaining exercise amount equivalent to 75 % of the issue price.                  |                    |                  |                    |                                     |                                       |                |

**Notes forming part of financial statements for the year ended 31st March, 2024****1. Corporate Information**

Prime Industries Limited (the Company) is a public company and is incorporated under the provisions of the Companies Act, applicable in India. Its shares are listed on the Bombay Stock Exchange. The registered office of the company is located at Master Chambers, 19, Feroze Gandhi Market Ludhiana, Punjab.

**2. Significant Accounting Policies****a. Basis of preparation**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the 2013 Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the 2013 Act.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

The financial statements have been prepared on a going concern basis. The Company presents its Balance Sheet, the Statement of Changes in Equity, the Statement of Profit and Loss and disclosures are presented in the format prescribed under Division II of Schedule III of the Companies Act, as amended from time to time that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

Accounting policies have been consistently applied except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**Rounding of amounts**

These financial statements are presented in Indian Rupees (INR)/ (RS), which is also its functional currency and all values are rounded to the nearest Rupees.

**b. Presentation of financial statements**

The Company prepares and present its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division II of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'. The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature. The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those based on management's estimates.

**c. Revenue Recognition****Fee and commission income**

Fee based income are recognised when they become measurable and when it is probable to expect their ultimate collection. Commission and brokerage income earned for the services rendered are recognised as and when they are due.

**Recognition of interest income on loans**

The Company follows the mercantile system of accounting and recognized Profit/Loss on that basis. Interest income is recognized

on the time proportionate basis starting from the date of disbursement of loan.

#### Rental Income

Income from operating leases is recognised in the Statement of profit and loss as per contractual rentals unless another systematic basis is more representative of the time pattern in which benefit derived from the leased asset is diminished.

#### Dividend and interest income on investments

Dividends are recognised in Statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

Interest income from investments is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

#### Other operational revenue

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established.

#### d. Property, Plant and Equipment (PPE)

PPE are stated at cost of acquisition (including incidental expenses), less accumulated depreciation and accumulated impairment loss, if any.

Depreciation on PPE is provided on straight-line basis in accordance with the useful lives specified in Schedule II to the Companies Act, 2013 on a pro-rata basis.

The estimated useful lives used for computation of depreciation are as follows:

|                        |          |
|------------------------|----------|
| Buildings              | 60 Years |
| Furniture and Fixtures | 10 Years |
| Office Equipment       | 5 Years  |
| Computer               | 3 Years  |
| Vehicles               | 8 Years  |

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

#### e. Inventories

Inventories are valued at the lower of cost and the net realisable value.

#### f. Investment property

Properties, held to earn rentals and/or capital appreciation are classified as investment property and measured and reported at

cost, including transaction costs.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of profit and Loss in the same period.

#### g. Financial instruments

Financial instruments is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### Financial assets

##### i Initial recognition

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

##### ii Subsequent measurement

Financial assets are classified into the following specified categories: amortized cost, financial assets at fair value through profit and loss (FVTPL), Fair value through other comprehensive income (FVTOCI). The classification depends on the Company's business model for managing the financial assets and the contractual terms of cash flows.

#### Debt Instrument

##### Amortized Cost

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

##### Fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets.
- b. The asset's contractual cash flows represent solely payments of principal and interest. Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss.

##### Fair value through Profit and Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). Debt instruments included within

the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

#### Equity investments

The Company measures its equity investments at fair value through profit and loss. However where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income, there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to statement of profit and loss.

#### Derivative financial instruments

Derivative financial instruments are classified and measured at fair value through profit and loss.

#### iii Derecognition of financial assets

A financial asset is derecognised only when

i) The Company has transferred the rights to receive cash flows from the asset or the rights have expired.

ii) The Company 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 in an arrangement. Where the entity has transferred an asset, the Company 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 entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

#### Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

#### Significant increase in credit risk

The Company monitors all financial assets that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than twelve-months ECL.

The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

ECL is calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument. The Company does the assessment of significant increase in credit risk at a borrower level. If a borrower has various facilities having different past due status, then the highest days past due (dpd) is considered to be applicable for all the facilities of that borrower.

Based on the above, the Company categorises its loans into Stage 1, Stage 2 and Stage 3 as described below:

#### Stage 1

All exposures where there has not been a significant increase in credit risk since initial recognition or that has low credit risk at the reporting date and that are not credit impaired upon origination are classified under this stage. The Company classifies all standard advances and advances upto 30 days default under this category. Stage 1 loans also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 or Stage 3.

#### Stage 2

All exposures where there has been a significant increase in credit risk since initial recognition but are not credit impaired are classified under this stage. 30 days past due is considered as significant increase in credit risk.

#### Stage 3

All exposures assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred are classified in this stage. For exposures that have become credit impaired, a lifetime ECL is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 90 days past due is considered as default for classifying a financial instrument as credit impaired. If an event (for e.g. any natural calamity) warrants a provision higher than as mandated under ECL methodology, the Company may classify the financial asset in Stage 3 accordingly.

The Company's accounting policy is not to use the practical expedient that financial assets with 'low' credit risk at the reporting date are deemed not to have had a significant increase in credit risk. As a result, the Company monitors all financial assets that are subject to impairment for significant increase in credit risk.

#### Write-off

Loans and debt securities are written-off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off.

#### Presentation of allowance for ECL in the Balance Sheet

Loss allowances for ECL are presented in the Balance Sheet as follows:

- For financial assets measured at amortized cost: as a deduction from the gross carrying amount of the assets;
- For debt instruments measured at FVTOCI: no loss allowance is recognized in the Balance Sheet as the carrying amount is at fair value.

#### Financial liabilities and equity instruments

Debt or 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 an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized on the purchase, sale, issue or cancellation of the Company's own equity instruments. Net Gain/ loss on fair value changes includes the effect of financial instruments held at fair value through Profit or loss (FVTPL) for continuing and discontinuing portfolio.

#### Financial liabilities

#### i Classification

Financial liabilities are recognized when Company becomes party to contractual provisions of the instrument. The Company determines the classification of its financial liability at initial recognition. All financial liabilities are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial liability except for financial liabilities classified as fair value through profit or loss. The Company classifies all financial liabilities at amortized cost or fair value through profit or loss.

#### ii Subsequent measurement

For the purposes of subsequent measurement, financial liabilities are classified in two categories:

i) Financial liabilities measured at amortized cost

ii) Financial liabilities measured at FVTPL (fair value through profit or loss)

i) Financial liabilities measured at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the statement of profit and loss.

ii) Financial liabilities measured at fair value through profit or loss

After initial recognition financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. The EIR amortization is included in finance costs in the statement of profit and loss.

#### iii De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

#### iv Reclassification of financial assets and liabilities

The Company does not reclassify its financial assets subsequent to their initial recognition. Financial liabilities are never reclassified. The Company did not reclassify any of its financial assets or liabilities in FY 2022-23 and until the year ended March 31, 2024.

#### i. Employee benefits

##### Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

##### Contribution to provident fund and ESIC

Company's contribution paid/payable during the year to provident fund and ESIC is recognised in the Statement of profit and loss.

#### Gratuity -

The Company's liability towards gratuity scheme is determined by independent actuaries, using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Past services are recognised at the earlier of the plan amendment / curtailment and recognition of related restructuring costs/ termination benefits.

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

#### j. Finance costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of such assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds and is measured with reference to the effective interest rate applicable to the respective borrowings.

#### k. Taxation - Current and deferred tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

##### Current tax

Current tax comprises amount of tax payable in respect of the taxable income or loss for the year determined in accordance with Income Tax Act, 1961 and any adjustment to the tax payable or receivable in respect of previous years. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

##### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

#### l. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end



of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and amount of the receivable can be measured reliably.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

#### m. Leases

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of profit and loss.

Where the Company is the lessor

Lease income is recognised in the Statement of profit and loss as per contractual rental unless another systematic basis is more representative of the time pattern in which the benefit derived from the leased asset is diminished.

#### n. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash on hand, cheques and drafts on hand, balance with banks in current accounts and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of change in value.

#### o. EarningPer Share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares outstanding during the period. Dilutive earnings per share is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period, except when the results would be anti-dilutive.

#### p. Exceptional items

In certain occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, Such income or expenses are classified as an exceptional item and accordingly, disclosed in the financial statements.

#### q. Significant accounting judgments, estimates and assumptions

In the application of the Company's accounting policies, which are described as stated above, the Directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

Key sources of uncertainty

In the application of the Company accounting policies, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgments that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

a. Useful lives of depreciable tangible assets

Management reviews the useful lives of depreciable/amortizable assets at each reporting date.

b. Fair Value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) In the principal market for the asset or liability, or

ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

In order to show how fair values have been derived, financial instruments are classified based on a hierarchy of valuation techniques, as summarized below:

Level 1 financial instruments - Those financial instruments where the inputs used in the valuation are unadjusted quoted prices from active markets for identical assets or liabilities that the Company has access to at the measurement date. The Company considers markets as active only if there are sufficient trading activities with regards to the volume and liquidity of the identical assets or liabilities and when there are binding and exercisable price quotes available on the balance sheet date.

Level 2 financial instruments - Those financial instruments where the inputs that are used for valuation and are significant, are derived from directly or indirectly observable market data available over the entire period of the instrument's life. Such inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in inactive markets and observable inputs other than quoted prices such as interest rates and yield curves, implied volatilities, and credit spreads. In addition, adjustments may be required for the condition or location of the asset or the extent to which it relates to items that are comparable to the valued instrument. However, if such adjustments are based on unobservable inputs which are significant to the

entire measurement, the Company will classify the instruments as Level 3.

Level 3 financial instruments - Those financial instruments that include one or more unobservable input that is significant to the measurement as whole.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. No such instances of transfers between levels of the fair value hierarchy were recorded during the reporting period.

#### **c. Contingent Liability**

In ordinary course of business, the Company faces claims by various parties. The Company annually assesses such claims and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosures in the financial statements but does not record a liability in its financial statements unless the loss becomes probable.

#### **d. Impairment testing**

Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered or on more detailed reviews of individually significant balances. Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

Impairment of non-financial assets, wherever applicable

The Company assesses at each balance sheet date whether there is any indication that non-financial asset may be impaired due to events or changes in circumstances indicating that their carrying amounts may not be realised. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the revised recoverable amount, subject to maximum of the depreciated historical cost.

#### **e. Tax**

The Company's tax charge is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.

Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or tax Company in which the deferred tax asset has been recognized.

| <b>Note 3 Property, Plant &amp; Equipment's</b> |                 |                                |                           |              |
|-------------------------------------------------|-----------------|--------------------------------|---------------------------|--------------|
| <b>Particulars</b>                              | <b>Computer</b> | <b>Furniture &amp; Fixture</b> | <b>Office Equipment's</b> | <b>Total</b> |
| <b>Gross carrying value:-</b>                   |                 |                                |                           |              |
| <b>As at 1st April, 2023</b>                    | 66,500          | 7,21,993                       | 16,60,678                 | 24,49,171    |
| Additions during the year                       | -               | -                              | -                         | -            |
| Disposals/deductions during the year            | -               | -                              | -                         | -            |
| <b>As at 31st March, 2024</b>                   | 66,500          | 7,21,993                       | 16,60,678                 | 24,49,171    |
| Additions during the year                       | -               | -                              | -                         | -            |
| Disposals/deductions during the year            | -               | -                              | -                         | -            |
| <b>As at 31st March, 2025</b>                   | 66,500          | 7,21,993                       | 16,60,678                 | 24,49,171    |
| <b>Accumulated Depreciation:-</b>               |                 |                                |                           |              |
| <b>As at 1st April, 2023</b>                    | 63,175          | 7,14,763                       | 16,60,553                 | 24,38,491    |
| Additions during the year                       | -               | -                              | -                         | -            |
| Disposals/deductions during the year            | -               | -                              | -                         | -            |
| <b>As at 31st March, 2024</b>                   | 63,175          | 7,14,763                       | 16,60,553                 | 24,38,491    |
| Additions during the year                       | -               | -                              | -                         | -            |
| Disposals/deductions during the year            | -               | -                              | -                         | -            |
| <b>As at 31st March, 2025</b>                   | 63,175          | 7,14,763                       | 16,60,553                 | 24,38,491    |
| <b>Net carrying value:-</b>                     |                 |                                |                           |              |
| <b>As at 31st March, 2024</b>                   | 3,325           | 7,230                          | 125                       | 10,680       |
| <b>As at 31st March, 2025</b>                   | 3,325           | 7,230                          | 125                       | 10,680       |

| <b>Note 4 Investments</b> |                              |                              |
|---------------------------|------------------------------|------------------------------|
| <b>Investments</b>        | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |

|                                                                                                                                        | At Fair<br>value<br>through<br>Profit or<br>Loss / OCI | Others (at<br>cost) | Total       | At Fair<br>value<br>through<br>Profit or<br>Loss / OCI | Others (at<br>cost) | Total       |
|----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------|-------------|--------------------------------------------------------|---------------------|-------------|
| <b>Equity instruments</b>                                                                                                              |                                                        |                     |             |                                                        |                     |             |
| 9859000 (Previous year 9859000) Partly paid up Equity shares of Rs.10/- each in Kay Bouvat Engineering Limited Rs. 2.50 paid per share | -                                                      | 2,46,47,500         | 2,46,47,500 | -                                                      | 2,46,47,500         | 2,46,47,500 |
| <b>Total</b>                                                                                                                           | -                                                      | 2,46,47,500         | 2,46,47,500 | -                                                      | 2,46,47,500         | 2,46,47,500 |

|                                             |                              |                              |
|---------------------------------------------|------------------------------|------------------------------|
| <b>Note 5 Deferred tax:</b>                 | <b>Rs.</b>                   | <b>Rs.</b>                   |
| <b>Particulars</b>                          | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |
| <b>Deferred tax assets -</b>                |                              |                              |
| Related to Fixed Assets                     | 11,055                       | 12,585                       |
| Related to gratuity                         | 33,655                       | 33,286                       |
| <b>Total</b>                                | 44,710                       | 45,871                       |
|                                             |                              |                              |
| <b>Note 6 Other Non Current Assets</b>      |                              |                              |
| <b>Particulars</b>                          | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |
| Preliminary Expenses                        | 5,45,323                     | 7,27,096                     |
| Security Deposit                            | 1,39,687                     | 1,39,687                     |
| <b>Total</b>                                | 6,85,010                     | 8,66,783                     |
|                                             |                              |                              |
| <b>Note 7 Inventories</b>                   |                              |                              |
| <b>Particulars</b>                          | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |
| Stock-in-trade (acquired for trading)       | 21,55,985                    | 21,55,985                    |
|                                             |                              |                              |
| <b>Total</b>                                | 21,55,985                    | 21,55,985                    |
|                                             |                              |                              |
| <b>Note 8 Cash and cash equivalents</b>     |                              |                              |
| <b>Particulars</b>                          | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |
|                                             |                              |                              |
| Cash in hand                                | 29,654                       | 16,900                       |
| Balances with banks                         |                              |                              |
| In current accounts                         | 29,81,70,053                 | 26,00,81,275                 |
| <b>Total</b>                                | 29,81,99,707                 | 26,00,98,175                 |
|                                             |                              |                              |
| <b>Note 9 Short Term Loans and Advances</b> |                              |                              |

| Particulars                                                                          | As at 31st March,2025 | As at 31st March,2024 |
|--------------------------------------------------------------------------------------|-----------------------|-----------------------|
| Loan and advances                                                                    |                       |                       |
| Unsecured, considered good                                                           |                       |                       |
| - To related parties                                                                 | 15,03,380             | 19,92,329             |
| - To others                                                                          | 25,73,12,380          | 22,70,66,224          |
| <b>Total</b>                                                                         | <b>25,88,15,760</b>   | <b>22,90,58,553</b>   |
|                                                                                      |                       |                       |
| <b>Note 10 Other financial Assets</b>                                                |                       |                       |
| Particulars                                                                          | As at 31st March,2025 | As at 31st March,2024 |
| Income-Tax refund Receivable                                                         | 1,00,224              | 5,25,788              |
| Others                                                                               | 35,521                | 1,64,566              |
| <b>Total</b>                                                                         | <b>1,35,745</b>       | <b>6,90,354</b>       |
|                                                                                      |                       |                       |
| <b>Note 11 Equity Share Capital</b>                                                  |                       |                       |
| Particulars                                                                          | As at 31st March,2025 | As at 31st March,2024 |
| <b>Authorised</b>                                                                    |                       |                       |
| 40000000 (As at 31st March 2024, 40000000) Equity Share of Rs.5/- each.              | 20,00,00,000          | 20,00,00,000          |
| <b>Issued</b>                                                                        |                       |                       |
| 21150000 (As at 31st March 2024, 15800000) Equity Share of Rs.5/- each.              | 10,57,50,000          | 7,90,00,000           |
| <b>Subscribed and Fully paid up</b>                                                  |                       |                       |
| 21003400 (As at 31st March 2024, 15653400) Equity Share of Rs.5/- each.              | 10,50,17,000          | 7,82,67,000           |
|                                                                                      |                       |                       |
| Amount of Forfeited Shares                                                           | 3,66,500              | 3,66,500              |
| <b>Total</b>                                                                         | <b>10,53,83,500</b>   | <b>7,86,33,500</b>    |
|                                                                                      |                       |                       |
| <b>11.1 Movements in Equity Share Capital</b>                                        |                       |                       |
| <b>Reconciliation of the Equity Shares Outstanding</b>                               |                       |                       |
| Particulars                                                                          | As at 31st March,2025 | As at 31st March,2024 |
| Balance at the beginning of the reported year                                        | 1,56,53,400           | 1,56,53,400           |
| Changes in the equity share capital during the year:                                 |                       |                       |
| Issued During the year                                                               | 53,50,000             | -                     |
| <b>Balance at the closing of the reported year</b>                                   | <b>2,10,03,400</b>    | <b>1,56,53,400</b>    |
|                                                                                      |                       |                       |
| <b>11.2 Convesrion of 5350000 Warrants into 5350000 Equity Shares of the Company</b> |                       |                       |

During the financial year 2024-25, the Board of Directors of the Company in its Board Meeting held on 01.01.2025 has considered and approved the allotment of 5350000 equity shares pursuant to conversion of 5350000 warrants which were issued by the Company on 03.04.2023 at an issue price of Rs. 13/- per share (includes Rs. 5/- each as face value and Rs. 8/- each as premium), pursuant to such allotment of 5350000 equity shares, the paid up equity shares of the Company has been increased from 15653400 to 21003400 equity shares of Rs. 5/- each.

11.3 The Company has only one class of equity shares having a par value of Rs.5/- per share. Each share holder is eligible for one vote per share.

11.4 Detail of shareholders Holding more than 5%

| Name of the Share Holders     |              | As at 31st March,2025 |                          | As at 31st March,2024 |                                       |
|-------------------------------|--------------|-----------------------|--------------------------|-----------------------|---------------------------------------|
|                               |              | Number of Shares Held | % of Holding             | Number of Shares Held | %/ of Holding                         |
| Rajinder Kumar Singhania      |              | 23,50,306             | 11.19                    | 23,50,306             | 15.01                                 |
| Harneesh Kaur Arora           |              | 12,35,807             | 5.88                     | 16,15,141             | 10.32                                 |
| Saintco India Private Limited |              | 6,94,000              | 3.30                     | 8,27,500              | 5.29                                  |
| Particulars                   |              | Equity Share Capital  |                          | Equity Share Capital  |                                       |
|                               |              | As at 31st March,2025 |                          | As at 31st March,2024 |                                       |
|                               | No.of Shares | % of holding          | % Change during the year | No.of Shares          | % holding of % Change during the year |
| Rajinder Kumar Singhania*     | 23,50,306    | 11.19                 | -                        | 23,50,306             | 15.01 (30.70)                         |
| Harneesh Kaur Arora **        | 12,35,807    | 5.88                  | (23.49)                  | 16,15,141             | 10.32 (39.19)                         |
| Harjeet Singh Arora*          | 1,33,902     | 0.64                  | -                        | 1,33,902              | 0.86 -                                |
| Jashanjyot Singh Arora**      | -            | -                     | (100.00)                 | 4,50,000              | 2.87 -                                |
| Chirag Singhania*             | 1,00,000     | 0.48                  | -                        | 1,00,000              | 0.64 -                                |
| Parveen Singhania*            | 1,00,000     | 0.48                  | -                        | 1,00,000              | 0.64 -                                |
| Puneet Singhania**            | 79,334       | 0.38                  | (20.67)                  | 1,00,000              | 0.64 -                                |

|                                           |          |      |         |          |      |         |
|-------------------------------------------|----------|------|---------|----------|------|---------|
|                                           |          |      |         | 0        |      |         |
| Isha Singhania                            | 1,00,000 | 0.48 | 100.00  | -        | -    |         |
| Priyanka Thukral Arora                    | 1,00,000 | 0.48 | 100.00  | -        | -    |         |
| Arora Financial Services Private Limited* | 2,20,600 | 1.05 | -       | 2,20,600 | 1.41 | -       |
| Master Trust Limited*                     | 1,07,276 | 0.51 | -       | 1,07,276 | 0.69 | -       |
| Saintco India Private Limited **          | 6,94,000 | 3.30 | (16.13) | 8,27,500 | 5.29 | (17.21) |
| Crescent Investments **                   | 2,54,669 | 1.21 | (47.83) | 4,88,169 | 3.12 | (26.07) |

\* Changes in % of holding is due to increase in total no. of equity shares pursuant to conversion of Warrants into equity shares.

\*\* Decrease in holding due to sale in open market.

#### Note 12 Other Equity

| Particulars                               | As at 31st March, 2025 | As at 31st March, 2024 |
|-------------------------------------------|------------------------|------------------------|
|                                           | Rs.                    | Rs.                    |
| a) Security Premium account               | 4,28,00,000            | -                      |
| b) Capital reserves                       | 92,49,500              | 92,49,500              |
| c) Money received against shares Warrants | 9,05,62,500            | 1,73,87,500            |
| d) Retained Earning                       | 13,21,67,944           | 11,74,38,980           |
| Total                                     | 27,47,79,944           | 14,40,75,980           |

| Particulars                             | Reserve & Surplus |                   |                    | Other Comprehensive Income | Money received against share Warrants | Total          |
|-----------------------------------------|-------------------|-------------------|--------------------|----------------------------|---------------------------------------|----------------|
|                                         | Capital Reserve   | Retained Earnings | Securities Premium |                            |                                       |                |
| Balance as at 1st April. 2023           | 92,49,500         | 90,24,313         | -                  | 10,70,90,886               |                                       | 12,53,64,699   |
| Profit for the year                     | -                 | 10,84,14,667      | -                  | -                          | -                                     | 10,84,14,667   |
| Other comprehensive income for the year |                   |                   |                    | (10,70,90,886)             |                                       | (10,70,90,886) |



|                                                                  |                  |                     |                    |   |                    |                     |
|------------------------------------------------------------------|------------------|---------------------|--------------------|---|--------------------|---------------------|
| Money received against share warrants                            | -                | -                   | -                  | - | 1,73,87,500        | 1,73,87,500         |
| <b>Balance as at 31st March, 2024</b>                            | <b>92,49,500</b> | <b>11,74,38,980</b> | -                  | - | <b>1,73,87,500</b> | <b>14,40,75,980</b> |
| Profit for the year                                              | -                | 1,47,28,964         | -                  | - | -                  | 1,47,28,964         |
| Money received against issue of equity shares*                   | -                | -                   | 4,28,00,000        | - | -                  | 4,28,00,000         |
| Money received against Conversion of Warrants into equity shares | -                | -                   | -                  | - | (1,73,87,500)      | (1,73,87,500)       |
| Money received against share warrants **                         | -                | -                   | -                  | - | 9,05,62,500        | 9,05,62,500         |
| <b>Balance as at 31st March , 2025</b>                           | <b>92,49,500</b> | <b>13,21,67,944</b> | <b>4,28,00,000</b> | - | <b>9,05,62,500</b> | <b>27,47,79,944</b> |
|                                                                  |                  |                     |                    |   |                    |                     |
| * Ref. Note no 11.2                                              |                  |                     |                    |   |                    |                     |

\*\* The Board of Directors of the Company in its meeting held on 14.05.2024, has considered and approved the allotment of 1725000 convertible warrants at an issue price of Rs. 210/- each (includes Rs. 5/- as face value and Rs. 205/- as premium) pursuant to receipt of subscription amount equivalent to 25% of the issue price, which will get converted into equal number of equity shares of the Company within 18 months from the date of allotment subject to receiving of remaining exercise amount equivalent to 75 % of the issue price.

|                                               |                              |                              |
|-----------------------------------------------|------------------------------|------------------------------|
| <b>Note 13 Provision</b>                      |                              |                              |
| <b>Particulars</b>                            | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |
|                                               | <b>Rs.</b>                   | <b>Rs.</b>                   |
| Provision for employee benefits               | 1,33,723                     | 1,32,257                     |
| <b>Total</b>                                  | <b>1,33,723</b>              | <b>1,32,257</b>              |
| <b>Note 14 Short -Term Borrowings</b>         |                              |                              |
| <b>Particulars</b>                            | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |
| <b>Loans and advance from related parties</b> |                              |                              |
| Unsecured Considered Good                     | 1,28,69,553                  | 1,22,05,739                  |
| <b>Other loans and advances</b>               |                              |                              |
| Unsecured Considered Good                     | 15,00,27,740                 | 5,27,91,136                  |
| <b>Total</b>                                  | <b>16,28,97,293</b>          | <b>6,49,96,875</b>           |
| <b>Note 15 Other Financial Liabilities</b>    |                              |                              |
| <b>Particulars</b>                            | <b>As at 31st March,2025</b> | <b>As at 31st March,2024</b> |
| - Statutory Dues                              | 10,40,382                    | 21,10,182                    |
| - Other Liabilities                           | 5,27,510                     | 4,26,777                     |

|                                                     |                               |                               |
|-----------------------------------------------------|-------------------------------|-------------------------------|
| - Cheques Issued Liabilities                        | 3,25,66,980                   | 22,00,28,330                  |
| <b>Total</b>                                        | <b>3,41,34,872</b>            | <b>22,25,65,289</b>           |
|                                                     |                               |                               |
| <b>Note 16 Other Current Liabilities</b>            |                               |                               |
| <b>Particulars</b>                                  | <b>As at 31st March, 2025</b> | <b>As at 31st March, 2024</b> |
|                                                     |                               |                               |
| Other Liabilities                                   | 71,70,000                     | 71,70,000                     |
| <b>Total</b>                                        | <b>71,70,000</b>              | <b>71,70,000</b>              |
|                                                     |                               |                               |
| <b>Note 17-Provisions</b>                           |                               |                               |
| <b>Particulars</b>                                  | <b>As at 31st March, 2025</b> | <b>As at 31st March, 2024</b> |
|                                                     |                               |                               |
| Provision for income tax - income tax payable (Net) | 1,95,765                      | -                             |
| <b>Total</b>                                        | <b>1,95,765</b>               | <b>-</b>                      |

|                                                        |                                            |                                            |
|--------------------------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>Note 18 Revenue from operations</b>                 |                                            |                                            |
| <b>Particulars</b>                                     | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |
| Sale of Securities/Land                                | -                                          | 1,55,94,917                                |
| <b>Total</b>                                           | <b>-</b>                                   | <b>1,55,94,917</b>                         |
| <b>Note 19 Other Income</b>                            |                                            |                                            |
| <b>Particulars</b>                                     | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |
| Profit(Loss) on sale of Investments in Securities/Land | -                                          | 10,88,61,746                               |
| Interest Income                                        | 2,61,52,348                                | 3,04,75,625                                |
| Other Income                                           | 79,47,381                                  | 1,07,313                                   |
| <b>Total</b>                                           | <b>3,40,99,729</b>                         | <b>13,94,44,683</b>                        |
|                                                        |                                            |                                            |
| <b>Note 20 Purchase of Stock in Trade</b>              |                                            |                                            |
| <b>Particulars</b>                                     | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |
|                                                        |                                            |                                            |
| Purchase of Securities                                 | -                                          | 50,56,980                                  |
| <b>Total</b>                                           | <b>-</b>                                   | <b>50,56,980</b>                           |
|                                                        |                                            |                                            |
| <b>Note 21 Changes in Inventory</b>                    |                                            |                                            |
| <b>Particulars</b>                                     | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |

|                                                                   |                                                |                                                |
|-------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|
| Opening Stock                                                     | 21,55,986                                      | 74,60,216                                      |
| Less Closing Stock                                                | 21,55,986                                      | 21,55,986                                      |
| <b>Net</b>                                                        | -                                              | <b>53,04,230</b>                               |
| <b>Note 22 Employee benefits expenses</b>                         |                                                |                                                |
|                                                                   |                                                |                                                |
| Particulars                                                       | <b>For the year ended<br/>31st March, 2025</b> | <b>For the year ended<br/>31st March, 2024</b> |
| Salary,Wages, Other Allownses & Gratuity                          | 24,27,304                                      | 21,03,860                                      |
| (Including Directors Remuneration Rs.12/- (previous year Rs.12/-) |                                                |                                                |
| <b>Total</b>                                                      | <b>24,27,304</b>                               | <b>21,03,860</b>                               |
| <b>Note 23 Finance Costs</b>                                      |                                                |                                                |
| Particulars                                                       | <b>For the year ended<br/>31st March, 2025</b> | <b>For the year ended<br/>31st March, 2024</b> |
| Interest expense on:                                              |                                                |                                                |
| Borrowings                                                        | 1,01,55,670                                    | 2,03,07,487                                    |
| Other borrowing costs                                             |                                                |                                                |
| - Bank Charges                                                    | 713                                            | 884                                            |
| <b>Total</b>                                                      | <b>1,01,56,383</b>                             | <b>2,03,08,371</b>                             |
| <b>Note 24 Other expenses</b>                                     |                                                |                                                |
| Particulars                                                       | <b>For the year ended<br/>31st March, 2025</b> | <b>For the year ended<br/>31st March, 2024</b> |
| Travelling & Conveyance                                           | 1,850                                          | 1,255                                          |
| Printing & Stationery                                             | 3,300                                          | -                                              |
| Fee & Taxes                                                       | 5,70,103                                       | 24,47,245                                      |
| Legal & Professional Charges                                      | 5,75,000                                       | 3,64,000                                       |
| Postage & Telegram,Telephone & Telex                              | 2,35,994                                       | 4,00,092                                       |
| Insurance Charges                                                 | 7,212                                          | 8,375                                          |
| Preliminary expenses written off                                  | 1,81,772                                       | 46,011                                         |
| Other General Exp                                                 | 5,76,903                                       | 5,34,331                                       |
| <b>Payment to Auditors</b>                                        |                                                |                                                |
| As auditors - statutory audit                                     | 50,000                                         | 40,000                                         |
| For taxation matters                                              | -                                              | 10,000                                         |
| <b>Total</b>                                                      | <b>22,02,134</b>                               | <b>38,51,309</b>                               |

|                                                       |  |                                                |                                                |
|-------------------------------------------------------|--|------------------------------------------------|------------------------------------------------|
| <b>Note 25 Computation of Earning Per Share (EPS)</b> |  |                                                |                                                |
| Particulars                                           |  | <b>For the year ended<br/>31st March, 2025</b> | <b>For the year ended<br/>31st March, 2024</b> |
| A) Basic                                              |  |                                                |                                                |
| (i) Net Profit attributable to shareholders           |  |                                                | 10,84,14,667                                   |

|                                                                                                                                                                                                                                                                                                                                   |                                            |                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
|                                                                                                                                                                                                                                                                                                                                   | 1,47,28,964                                |                                            |
| (ii) Adjusted weighted average equity shares                                                                                                                                                                                                                                                                                      | 1,69,72,578                                | 1,56,53,400                                |
| Basic EPS (₹)                                                                                                                                                                                                                                                                                                                     | 0.87                                       | 6.93                                       |
| B) Diluted                                                                                                                                                                                                                                                                                                                        |                                            |                                            |
| (i) Net Profit attributable to shareholders                                                                                                                                                                                                                                                                                       | 1,47,28,964                                | 10,84,14,667                               |
| (ii) Adjusted weighted average equity shares                                                                                                                                                                                                                                                                                      | 1,69,72,578                                | 1,56,53,400                                |
| Diluted EPS (₹)                                                                                                                                                                                                                                                                                                                   | 0.87                                       | 5.27                                       |
| <b>Note 26 Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006</b>                                                                                                                                                                                                                                |                                            |                                            |
| <b>Particulars</b>                                                                                                                                                                                                                                                                                                                | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |
| (a) Amount remaining unpaid to suppliers as at the end of year                                                                                                                                                                                                                                                                    |                                            |                                            |
| - Principal amount                                                                                                                                                                                                                                                                                                                | -                                          | -                                          |
| - Interest due thereon                                                                                                                                                                                                                                                                                                            | -                                          | -                                          |
| (b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.                                                                                         | -                                          | -                                          |
| (c) 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.                                                            | -                                          | -                                          |
| (d) the amount of interest accrued and remaining unpaid at the end of each accounting year.                                                                                                                                                                                                                                       | -                                          | -                                          |
| (e) 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. | -                                          | -                                          |
| Note: The amounts have been determined to the extent micro and small enterprises have been identified on the basis of information available with the company.                                                                                                                                                                     |                                            |                                            |
| <b>Note 27 Segment Information</b>                                                                                                                                                                                                                                                                                                |                                            |                                            |

In the opinion of the management, there is only one reportable business segment as envisaged by Ind AS 108 on 'Operating Segment' issued by Institute of Chartered accountant of India. Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company. Secondary segmentation based on geography has not been presented as the Company operates primarily in India and the Company perceives that there is no significant difference in its risk and returns in operating from different geographic areas within India.

| <b>Note 28 Tax Expense</b>                           |                        |                                     |                                            |                                            |
|------------------------------------------------------|------------------------|-------------------------------------|--------------------------------------------|--------------------------------------------|
| <b>28.1 Deferred tax Assets (Net)</b>                |                        |                                     |                                            |                                            |
| <b>Financial year ended March 31, 2025</b>           |                        |                                     |                                            |                                            |
| <b>Particulars</b>                                   | <b>Opening Balance</b> | <b>Recognised in profit or loss</b> | <b>Recognised in OCI</b>                   | <b>Closing Balance</b>                     |
| <b>Deferred tax Assets</b>                           |                        |                                     |                                            |                                            |
| Related to gratuity                                  | 33,286                 | 369                                 | -                                          | 33,655                                     |
| Difference in Carrying Amount of Fixed Assets        | 12,585                 | (1,530)                             | -                                          | 11,055                                     |
| <b>Deferred tax Assets</b>                           | <b>45,871</b>          | <b>(1,161)</b>                      | <b>-</b>                                   | <b>44,710</b>                              |
|                                                      |                        |                                     |                                            |                                            |
|                                                      |                        |                                     |                                            |                                            |
| <b>Financial year ended March 31, 2024</b>           |                        |                                     |                                            |                                            |
| <b>Particulars</b>                                   | <b>Opening Balance</b> | <b>Recognised in profit or loss</b> | <b>Recognised in OCI</b>                   | <b>Closing Balance</b>                     |
| <b>Deferred tax Assets</b>                           |                        |                                     |                                            |                                            |
| Related to gratuity                                  | 31,767                 | 1,519                               | -                                          | 33,286                                     |
| Difference in Carrying Amount of Fixed Assets        | 14,287                 | (1,702)                             | -                                          | 12,585                                     |
| <b>Deferred tax Assets</b>                           | <b>46,054</b>          | <b>(183)</b>                        | <b>-</b>                                   | <b>45,871</b>                              |
|                                                      |                        |                                     |                                            |                                            |
|                                                      |                        |                                     |                                            |                                            |
| <b>28.2 Tax expense recognised in profit or loss</b> |                        |                                     |                                            |                                            |
| <b>Particulars</b>                                   |                        |                                     | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |
| - Current tax expense for current year               |                        |                                     |                                            | 1,00,00,000                                |

|                                                                                                       |                                            |                                            |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|
|                                                                                                       | 48,61,000                                  |                                            |
| - Deferred tax                                                                                        | (2,77,217)                                 | -                                          |
| - Current tax expense relating to prior years                                                         | 1,161                                      | 183                                        |
| Total Tax expense recognized                                                                          | 45,84,944                                  | 1,00,00,183                                |
| <b>28.3 Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate:</b> |                                            |                                            |
|                                                                                                       |                                            |                                            |
| <b>Particulars</b>                                                                                    | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |
| Profit before tax                                                                                     | 1,93,13,908                                | 11,84,14,850                               |
| Tax at the Indian Tax Rate of 25.168%                                                                 | 48,60,924                                  | 2,98,02,650                                |
| Effect of income that is taxable at lower rates                                                       | -                                          | (1,98,02,650)                              |
| Effect of expenses that are non-deductible in determining taxable profit                              | (11,180)                                   | -                                          |
| Effect of expenses that are deductible in determining taxable profit                                  | (2,64,800)                                 | -                                          |
| Effect of income that is exempt from taxation                                                         | -                                          | 183                                        |
| Total tax expense recognised in profit or loss                                                        | 45,84,944                                  | 1,00,00,183                                |
| <b>28.4 Tax expense recognised in other comprehensive income</b>                                      |                                            |                                            |
| <b>Particulars</b>                                                                                    | <b>For the year ended 31st March, 2025</b> | <b>For the year ended 31st March, 2024</b> |
| Gain/(loss) on Fair Valuation of Equity instruments carried at FVOCI                                  | -                                          | -                                          |
| Brought Forward Losses                                                                                | -                                          | -                                          |
| Provision for doubtful debt/advances                                                                  | -                                          | -                                          |
| Others                                                                                                | -                                          | -                                          |
| Total                                                                                                 | -                                          | -                                          |

**Note 29 Financial Instruments and Financial Risk Management****29.1 Classification of Financial instruments**

| Particulars             | As at 31st March, 2025 |        |       | As at 31st March, 2024 |        |       |
|-------------------------|------------------------|--------|-------|------------------------|--------|-------|
|                         | Amortised Cost         | FVTOCI | FVTPL | Amortised Cost         | FVTOCI | FVTPL |
| <b>Financial Assets</b> |                        |        |       |                        |        |       |
| Investments             | 2,46,47,500            | -      | -     | 2,46,47,500            | -      | -     |

|                              |                     |          |          |                     |          |          |
|------------------------------|---------------------|----------|----------|---------------------|----------|----------|
| Cash and cash equivalents    | 29,81,99,707        | -        | -        | 26,00,98,175        | -        | -        |
| Short term loan and advances | 25,88,15,760        | -        | -        | 22,90,58,553        | -        | -        |
| Other financial assets       | 1,35,745            | -        | -        | 6,90,354            | -        | -        |
| <b>Total</b>                 | <b>58,17,98,712</b> | <b>-</b> | <b>-</b> | <b>51,44,94,582</b> | <b>-</b> | <b>-</b> |
| <b>Financial Liabilities</b> |                     |          |          |                     |          |          |
| Short term borrowings        | 16,28,97,293        | -        | -        | 6,49,96,875         | -        | -        |
| Other financial liabilities  | 3,41,34,872         |          |          | 22,25,65,289        |          |          |
| <b>Total</b>                 | <b>19,70,32,165</b> | <b>-</b> | <b>-</b> | <b>28,75,62,164</b> | <b>-</b> | <b>-</b> |

The management assessed that cash and cash equivalents and bank balances, loans and advances, other financial assets, certain investments, trade payables and other financial liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

## 29.2 Fair value hierarchy

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements)

### Level 1:

Quoted prices in an active market: This level of hierarchy includes financial instruments that are measured by reference to quoted prices (unadjusted) in active markets for identical instruments.

### Level 2:

Valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

### Level 3:

Valuation techniques with unobservable inputs: This level of hierarchy includes instruments measured using inputs that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data.

## 29.3 Financial Risk Management

This note explains the risk which company is exposed to and policies and framework adopted by the company to manage these risks.

The Company's activities expose it mainly to the market risk, credit risk and liquidity risk.

The monitoring and management of such risks is undertaken by the senior management of the Company. There are appropriate policies and procedures in place through which such financial risks are identified, measured and managed by the Company. The Audit Committee and the Board are regularly apprised of these risks and measures used to mitigation these risks.

#### **a. Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of adverse changes in market rates and prices such as currency risk, interest rate risk, other price risk etc.

##### **(i) Currency Risk**

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk

##### **(ii) Interest rate Risk**

Since the Company does not have any significant financial assets or financial liabilities bearing floating interest rates, any change in interest rates would not have any significant impact on the financial statements of the Company.

##### **(iii) Price Risk**

The company is exposed to price risk arising from investments held by the company and classified in the balance sheet either as at fair value through profit or loss or at fair value through other comprehensive income. To manage its price risk arising from investments, the company diversifies its portfolio in equity, debt, money market and other instruments (including through funds). The Company also has strategic asset allocation benchmarks and risk limits.

##### **Sensitivity analysis**

The paragraph below summaries the impact of increase/decrease in the prices of investments held at the end of the year on the company's profit and other comprehensive income for the year. The analysis is based on the assumption that prices of investments are increased or decreased by 5% with all other variables held constant:

(i) In respect of investments measured at fair value through other comprehensive income, other comprehensive income for the year ended 31st March, 2025 would have been increased/decreased by Rs. 1.23 Mn (31st March, 2024: 1.23 Mn) as a result of the changes in prices of investments.

#### **b. Credit Risk**

Credit risk is the risk of financial loss to the company if a customer or counter-party fails to meet its contractual obligations.

Financial instruments that are subject to concentrations of credit risk principally consist of receivables, cash and cash equivalents, bank deposits, investments in debentures, mutual funds & other funds and other financial assets.

The maximum exposure to credit risk was 557.15 Mn and Rs. 489.85 Mn, as at March 31, 2025 and March 31, 2024 respectively, being the total carrying value of loans and advances, cash and cash equivalents, trade receivables, Investments (excluding equity investments) balances with bank and other financial assets.

To manage the credit risk, the credit worthiness of the receivables is evaluated on an ongoing basis and investment is made only after considering counterparty risks based on multiple criteria including Tier I capital, Capital Adequacy Ratio, Credit Rating, Profitability, NPA levels and deposit base of banks and financial institutions etc. These risks are monitored regularly as per its risk management program.

As at the end of the reporting period, all the investments have been fair valued and receivables, bank balances and other financial assets are considered to be good.

#### **c. Liquidity Risk**

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The Group's principal source of liquidity are cash and cash equivalents and the cash flow i.e. generated from operations. The Group consistently generated strong cash flows from operations which together with the available cash and cash equivalents and current investment provides adequate liquidity in short terms as well in the long term.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at :

##### **Financial Liabilities**

**As at 31st March, 2025**



|                                                    |                        |                 |              | Amount                 | Less than 1 year | 1-5 years    | More than 5 years |
|----------------------------------------------------|------------------------|-----------------|--------------|------------------------|------------------|--------------|-------------------|
| Short term borrowings                              |                        |                 |              | 16,28,97,293           | 16,28,97,293     | -            | -                 |
| Other financial liabilities                        |                        |                 |              | 3,41,34,872            | 3,39,88,784      | 1,46,088     |                   |
|                                                    |                        |                 |              | 19,70,32,165           | 19,68,86,077     | 1,46,088     | -                 |
| Financial Liabilities                              |                        |                 |              | As at 31st March, 2024 |                  |              |                   |
|                                                    |                        |                 |              | Amount                 | Less than 1 year | 1-5 years    | More than 5 years |
| Short term borrowings                              |                        |                 |              | 6,49,96,875            | 6,49,96,875      | -            | -                 |
| Other financial liabilities                        |                        |                 |              | 22,25,65,289           | 22,24,19,201     | 1,46,088     |                   |
|                                                    |                        |                 |              | 28,75,62,164           | 28,74,16,076     | 1,46,088     | -                 |
| Note 30 Maturity pattern of assets and liabilities |                        |                 |              |                        |                  |              |                   |
| Particulars                                        | As at 31st March, 2025 |                 |              | As at 31st March, 2024 |                  |              |                   |
|                                                    | Within 12 months       | After 12 months | Total        | Within 12 months       | After 12 months  | Total        |                   |
| Non-current assets                                 |                        |                 |              |                        |                  |              |                   |
| Property, Plant & Equipments                       | -                      | 10,680          | 10,680       | -                      | 10,680           | 10,680       |                   |
| Investment Property                                | -                      | -               | -            | -                      | -                | -            |                   |
| Financial assets                                   |                        |                 |              |                        | -                |              |                   |
| Investments                                        | -                      | 2,46,47,500     | 2,46,47,500  | -                      | 2,46,47,500      | 2,46,47,500  |                   |
| Deferred Tax Assets (Net)                          | -                      | 44,710          | 44,710       | -                      | 45,871           | 45,871       |                   |
| Other non-current assets                           |                        | 6,85,010        | 6,85,010     |                        | 8,66,783         | 8,66,783     |                   |
| Total non-current assets                           | -                      | 2,53,87,900     | 2,53,87,900  | -                      | 2,55,70,834      | 2,55,70,834  |                   |
|                                                    |                        |                 |              |                        |                  |              |                   |
| Current assets                                     |                        |                 |              |                        |                  |              |                   |
| Inventories                                        | 21,55,985              | -               | 21,55,985    | 21,55,985              | -                | 21,55,985    |                   |
| Financial assets                                   |                        |                 |              |                        |                  |              |                   |
| (i) Cash and cash equivalents                      | 29,81,99,707           | -               | 29,81,99,707 | 26,00,98,175           | -                | 26,00,98,175 |                   |
| (ii)Short term loan and advances                   | 25,88,15,760           | -               | 25,88,15,760 | 22,90,58,553           | -                | 22,90,58,553 |                   |

|                                   |                     |                  |                     |                     |                  |                     |
|-----------------------------------|---------------------|------------------|---------------------|---------------------|------------------|---------------------|
| (iii) Other financial assets      | 1,35,745            | -                | 1,35,745            | 6,90,354            | -                | 6,90,354            |
| Other current assets              | -                   | -                | -                   | -                   | -                | -                   |
| <b>Total Current assets</b>       | <b>55,93,07,197</b> | <b>-</b>         | <b>55,93,07,197</b> | <b>49,20,03,067</b> | <b>-</b>         | <b>49,20,03,067</b> |
| <b>Current liabilities</b>        |                     |                  |                     |                     |                  |                     |
| Financial liabilities             |                     |                  |                     |                     |                  |                     |
| (ii) Short term borrowings        | 16,28,97,293        |                  | 16,28,97,293        | 6,49,96,875         |                  | 6,49,96,875         |
| (iii) Other financial liabilities | 3,41,34,872         | -                | 3,41,34,872         | 22,25,65,289        | -                | 22,25,65,289        |
| Other current liabilities         | -                   | 71,70,000        | 71,70,000           | -                   | 71,70,000        | 71,70,000           |
| Provision                         | 1,95,765            | -                | 1,95,765            | -                   | -                | -                   |
| <b>Total current liabilities</b>  | <b>19,72,27,930</b> | <b>71,70,000</b> | <b>20,43,97,930</b> | <b>28,75,62,164</b> | <b>71,70,000</b> | <b>29,47,32,164</b> |

**Note 31 Contingent liabilities and Commitments**

a) Balance of Short Term Borrowings , loans & advances are subject to confirmation and reconciliation if any.

(b) The Company has received notice from the Honorable High Court of Punjab & Haryana that sale tax department has filed an appeal against the order of tribunal by which demand of Rs.90,01,582 of Sales Tax against the company was dismissed by tribunal related to assessment year 2002-03. No provision has been made in books of accounts as in the opinion of the management the appeal is not maintainable.

(c) The Company is involved in other small legal proceedings for claims related to the ordinary course of its business. In respect of these claims, the company believes, these claims do not constitute material litigation matters and with its meritorious defense the ultimate disposition of these matter will not have material adverse effect on its financial statements. In view of the management and the legal advice sought, no provision is required to be made in case litigation against/by the company. Therefore, provision for the same has not been provided in the books of accounts

(d) During the year 2023-24 the company made its strategic entry into manufacturing of Capital Goods and Special Products for Priority sectors like defence, Aerospace and nuclear industries by investing in M/s Kay Bouvet Engineering Limited (KBEL) having its registered office address N-3 Addl MIDC Area Satara -415004, who is already engaged into manufacturing in this line of business. KBEL availed fund and non-fund based facilities and working capital facility from various banks etc. KBEL has submitted the OTS proposal to settle the outstanding dues at Rs.125 crore. The company along with another investors called as "Investors" have entered into the Memorandum of Understanding dated 29.06.2023 (MOU) with the M/s Kay Bouvet Engineering Limited. As per MOU the company along with another investors is to invest by way of equity and loans up to a sum of Rs.125 crore in KBEL to settle the total dues of KBEL under OTS proposal with the banks. As per MOU the company has acquired 98,59,000 equity shares of Rs.10/- each of KBEL being 48.69% stake and paid Rs.2,46,47,500/- being Rs.2.50 per share. Further, uncalled liability on 98,59,000 equity shares @ Rs.7.50 per share amounting to Rs.7,39,42,500/- will be brought by the company within the 12th month from the date of OTS Sanctioned by all lenders. Further as required by the lenders, the company has deposited interest free amount of Rs.12.50 crore in a separate bank account of KBEL with IDBI Bank.

Due to the absence of approval of OTS proposal the Lenders has initiated Corporate Insolvency Resolution Process (CIRP) proceedings before the Hon'ble NCLT, Mumbai against Kay Bouvet Engineering Limited .As per the MOU dated 1st June, 2023, we have requested for the refund of above said Rs.12.50 Crores, shown as Short Term Loans and Advances.

**Note 32**

In the opinion of the Board, all the current assets, Loans & advances having the value on realization in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.

**Note 33**

During the financial year 2023-24 Sales of Securities/ Land amounting to Rs. 1,55,94,917/- includes sale of securities of Rs. 55,04,917/- and sale of Land Rs. 1,00,90,000/-. However there is no Sales of Securities/Land during the financial year 2024-25.

During the financial year 2023-24 Other Incomes Rs.1,07,313/- includes Lease Rent. During financial year 2024-25 Other Income includes Rs.79,47,381/- received as part payment against the old Arbitration award in favour of the company and for balance amount the matter is pending in the Delhi High Court.

**Note 34**

Detail of Investments and Loan and advances covered under the provision of Section 186 of the Act, are given in the note No.4 and 9 to the Financial Statement.

**Note 35 related Party Transactions**

|  | <b>Associates/Enterprises owned or significantly influenced by the key Management Persons or their Relatives</b> |                  | <b>Key Management Personnel and their Relatives</b> |                         |
|--|------------------------------------------------------------------------------------------------------------------|------------------|-----------------------------------------------------|-------------------------|
|  | Master Trust Limited                                                                                             |                  | <b>KMP</b>                                          |                         |
|  | Master Capital Services Limited                                                                                  |                  | Mr. Rajinder Kumar Singhania                        |                         |
|  | Master Insurance Brokers Limited                                                                                 |                  | Mr. Rajesh Kumar Kakar                              |                         |
|  | Master Commodity Services Limited                                                                                |                  | Mr. Mohit Verma                                     |                         |
|  | H.A. Share & Stock Brokers Private Limited                                                                       |                  |                                                     |                         |
|  | Master Infrastructure & Real Estate Developers Limited                                                           |                  |                                                     |                         |
|  | Master Portfolio Services Limited                                                                                |                  | <b>Relatives of KMP</b>                             |                         |
|  | Master Share & Stock Brokers Private Limited                                                                     |                  | Mr. Puneet Singhania                                |                         |
|  | H.K Arora Real Estate Service Private Limited                                                                    |                  | Mr. Chirag Singhania                                |                         |
|  | Matria Estate Developers Private Limited                                                                         |                  | Mrs. Rohila Singhania                               |                         |
|  | Master Trust Wealth Private Limited                                                                              |                  | Mrs. Isha Singhania                                 |                         |
|  | Crescent Investments                                                                                             |                  | Mrs. Parveen Singhania                              |                         |
|  | Saintco India Private Limited                                                                                    |                  |                                                     |                         |
|  | Sanawar Agri Private Limited                                                                                     |                  |                                                     |                         |
|  | Eminent Buildwell Private Limited                                                                                |                  |                                                     |                         |
|  | Master Projects Private Limited                                                                                  |                  |                                                     |                         |
|  | Arora Financial Services Private Limited                                                                         |                  |                                                     |                         |
|  | Irage Mastertrust Investment Managers LLP                                                                        |                  |                                                     |                         |
|  | Avisa Real Estate Services LLP                                                                                   |                  |                                                     |                         |
|  | Rajinder Kumar Singhania HUF                                                                                     |                  |                                                     |                         |
|  | Puneet Singhania HUF                                                                                             |                  |                                                     |                         |
|  | <b>Transactions with related parties</b>                                                                         |                  |                                                     |                         |
|  | <b>Particulars</b>                                                                                               | <b>Associate</b> | <b>KMP</b>                                          | <b>Relatives of KMP</b> |
|  | <b>Interest Earned</b>                                                                                           |                  | -                                                   |                         |

|                       |                                                     |                                                                                                                          |                                                                   |                     |                      |                 |
|-----------------------|-----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|---------------------|----------------------|-----------------|
|                       |                                                     | 1,64,34,764                                                                                                              |                                                                   | -                   | 1,64,34,764          |                 |
|                       | Previous year                                       | (2,24,57,449)                                                                                                            | -                                                                 | -                   | (2,24,57,449)        |                 |
|                       | <b>Interest Paid</b>                                | 8,78,684                                                                                                                 | -                                                                 | -                   | 8,78,684             |                 |
|                       | Previous year                                       | (11,99,596)                                                                                                              | -                                                                 | -                   | (11,99,596)          |                 |
|                       | <b>Purchase</b>                                     | -                                                                                                                        | -                                                                 | -                   | -                    |                 |
|                       | Previous year                                       | (10,38,700)                                                                                                              | -                                                                 | -                   | (10,38,700)          |                 |
|                       | <b>Sale</b>                                         | -                                                                                                                        | -                                                                 | -                   | -                    |                 |
|                       | Previous year                                       | (1,46,52,070)                                                                                                            | -                                                                 | -                   | (1,46,52,070)        |                 |
|                       | <b>Director Remuneration</b>                        |                                                                                                                          | 12                                                                |                     |                      | 12              |
|                       | Previous year                                       |                                                                                                                          | (12)                                                              |                     |                      | (12)            |
|                       | <b>Balances outstanding at the end of the year:</b> |                                                                                                                          |                                                                   |                     |                      |                 |
|                       | Receivables                                         | 15,03,380                                                                                                                | -                                                                 | -                   | 15,03,380            |                 |
|                       | Previous year                                       | (19,92,329)                                                                                                              | -                                                                 | -                   | (19,92,329)          |                 |
|                       | Payables                                            | 1,28,69,553                                                                                                              | -                                                                 | -                   | 1,28,69,553          |                 |
|                       | Previous year                                       | (1,22,05,739)                                                                                                            | -                                                                 | -                   | (1,22,05,739)        |                 |
| <b>Note 36 Ratios</b> |                                                     |                                                                                                                          |                                                                   |                     |                      |                 |
|                       |                                                     |                                                                                                                          |                                                                   |                     |                      |                 |
| <b>Sr.</b>            | <b>Ratios</b>                                       | <b>Numerator</b>                                                                                                         | <b>Denominator</b>                                                | <b>Current year</b> | <b>Previous year</b> | <b>Variance</b> |
| 1                     | Current Ratio                                       | Current Asset                                                                                                            | Current Liabilities                                               | 2.74                | 1.67                 | 64%             |
| 2                     | Debt-Equity Ratio                                   | Total Debt                                                                                                               | Total Equity                                                      | 0.43                | 0.29                 | 48%             |
| 3                     | Debt Service Coverage Ratio                         | Earning for Debt Service = Net Profit before taxes + Non-cash operating expenses + Interest + Other non-cash adjustments | Debt service = Interest and lease payments + Principal repayments | 2.90                | 6.83                 | -58%            |
| 4                     | Return on Equity Ratio,                             | Profit for the year                                                                                                      | Total Equity                                                      | 3.87%               | 48.68%               | -92%            |

|    |                                  |                                        |                          |        |        |         |
|----|----------------------------------|----------------------------------------|--------------------------|--------|--------|---------|
| 5  | Inventory turnover ratio         | Income From Trading of Securities/Land | Average Inventory        | -      | 2.14   | -100%   |
| 6  | Trade Receivables turnover ratio | Income From Trading of Securities/Land | Average Trade Receivable | -      | -      | -       |
| 7  | Trade payables turnover ratio    | Income From Trading of Securities/Land | Average Trade Payable    | -      | -      | -       |
| 8  | Net capital turnover ratio       | Revenue from Operations                | Working Capital          | 0.00   | 0.08   | -100%   |
| 9  | Net profit ratio                 | Net Profit After Tax                   | Total Income             | 43.19% | 69.93% | -38.23% |
| 10 | Return on Capital employed,      | Earning before Interest & Tax          | Net Worth+Total Debt     | 0.05%  | 0.62%  | -91.25% |
| 11 | Return on investment             | Investment Gain                        | Average Investment       | 0.00   | 1.17   | -100%   |

**Note 37 ADDITIONAL REGULATORY INFORMATION AS PER DIVISION III SCHEDULE III OF COMPANIES ACT, 2013**

a) No funds have been advanced or loaned or invested 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) No funds have been received by the company from any persons 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) The Company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.

d) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

e) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

f) The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender.

g) During the year, the company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

h) There are no transactions which have not been recorded in the books of accounts and which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

i) There are no charges or satisfaction yet to be registered with the registrar of companies during the year.

j) The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

k) Section 135 of the Companies Act, 2013 pertaining to Corporate Social Responsibility is not applicable to the company.

**Note 38**

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

**As per our Report of even date**

**For Bhushan Aggarwal & Co.**  
**Chartered Accountants**  
**Firm Registration Number 005362N**  
**As per our Report of even date**

**Sd/-**  
**(Shashi Bhushan)**  
 Proprietor  
 Membership Number 084005  
 Place: Ludhiana,  
 Date: 27th May 2025

**For and on behalf of the Board of Prime Industries Limited**

**Sd/-**  
**Rajinder Kumar Singhania**  
**Managing Director**  
**DIN-00077540**

**Sd/-**  
**Harjeet Singh Arora**  
**Director**  
**DIN-00063176**

**Sd/-**  
**Mohit Verma**  
**Company Secretary**

**Sd/-**  
**Rajesh Kumar Kakar**  
**Chief Financial Officer**



[www.primeindustrieslimited.com](http://www.primeindustrieslimited.com)