

100 Years of
bajaj GROUP
THINK TOMORROW

bajaj SUGAR

Bajaj Hindusthan Sugar Ltd.

REPORTS AND ACCOUNTS OF
SUBSIDIARY COMPANIES 2025-26

 Bajaj Sugar Mill & Distillery, Thanabhawan, Uttar Pradesh

Cultivating **Sweetness**,
Growing **Tomorrow**.

 Cane Yard, Kinauni,
Bajaj Sugar Mill, Uttar Pradesh

94th

Annual Report
2025-2026

 Ethanol Distillery,
Gola Gokarnath, Uttar Pradesh

CONTENTS

Bajaj Aviation Private Limited (2025-26)	01
Bajaj Power Generation Private Limited (2025-26).....	28
Bajaj Hindusthan (Singapore) Private Limited (2025-26)	53
PT Batu Bumi Persada (2025).....	61
PT Jangkar Prima (2025)	70
Phenil Sugars Limited (2025-26).....	80

Bajaj Aviation Private Limited (2025-26)

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Twenty Second Annual Report and the Audited Financial Statements for the financial year ended March 31, 2026.

OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the year ended March 31, 2026, your Company continued to provide Air Transport Services through Aircraft – Falcon LX 2000.

Your Company generated a revenue of Rs. 3,699.02 lakh from its operations during the current financial year as compared to Rs. 3,280.26 lakh generated in the previous financial year ended March 31, 2025. The profit after tax for the current year is Rs. 275.10 lakh as compared to Rs. 145.31 lakh in the previous financial year.

DIVIDEND

In order to conserve resources, your Directors have not recommended any dividend on the equity shares for the year under review. (Previous Year : Nil)

TRANSFER OF AMOUNT TO RESERVES

No amount has been transferred to any reserve during the year under review.

SHARE CAPITAL

There are no change in issued, subscribed and paid-up capital of the Company during the year under review. The entire paid up share capital of the Company has been held by Bajaj Hindusthan Sugar Limited (BHSL) and hence it is a wholly owned subsidiary of BHSL.

HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company continues to be the wholly owned subsidiary of Bajaj Hindusthan Sugar Limited. The Company did not have any Subsidiary/Associate Company during the year under review.

ANNUAL RETURN

The Company does not have website.

The Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT – 7 of the Companies (Management & Administration) Rules, 2014 is attached as 'Annexure-I' and forms part of this report.

BOARD OF DIRECTORS

Mr. Munesh Kumar Kaushik (DIN: 08434094), will retire by rotation and being eligible offers himself for re-appointment. The appointment of Mr. Munesh Kumar Kaushik is in compliance with the provisions of Section 164(2) of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with the applicable Rules made thereunder, Mr. Manik Trambak Hire (DIN: 08741274) continues to serve as the Whole-time Director of the Company and was re-appointed at the 21st Annual General Meeting of the Company.

The Company is not required to appoint a Company Secretary in terms of the notification issued by the Ministry of Corporate Affairs dated January 3, 2020, as amended from time to time.

During the financial year under review, there was no change in the Key Managerial Personnel of the Company.

BOARD MEETINGS

During the financial year 2025-2026, the Board of Directors met 04 (four) times on May 12, 2025, July 08, 2025, October 27, 2025 and January 23, 2026. The gap between any two meetings has been less than 120 days.

Details of the Board of Directors and Attendance Record of Directors during the financial year ended March 31, 2026 was as under:

Name	DIN	Number of meetings during the Financial Year 2025-2026	
		Board Meetings entitled to attend	Board Meetings attended
Mr. Sunil Kumar Ojha	03320931	04	03
Mr. Munesh Kumar Kaushik	08434094	04	04
Mr. Manik Trambak Hire	08741274	04	01

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR) AND ITS IMPLEMENTATION

Constitution

The Company has constituted a Corporate Social Responsibility Committee (CSR) as required under Section 135 of the Companies Act, 2013. The composition of Corporate Social Responsibility Committee during the financial year ended March 31, 2026 :

Name of Committee Members	Category
Mr. Munesh Kumar Kaushik	Chairman of the Committee
Mr. Sunil Kumar Ojha	Member

During the year under review, the Corporate Social Responsibility Committee met on May 12, 2025. The attendance at the meeting of the CSR Committee during the financial year ended March 31, 2026:

Name of Committee Members	Category	CSR Committee Meetings held / attended
Mr. Munesh Kumar Kaushik	Chairman of Committee	01/01
Mr. Sunil Kumar Ojha	Member	01/01

During the financial year under review, in compliance of provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014, the Company had not spent any amount towards CSR as the Company does not meet the eligibility criteria outlined in Section 135 of the Companies Act, 2013 in the preceding financial year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the directors' responsibility statement, it is hereby confirmed that:

- in the preparation of the annual accounts for the year ended March 31, 2026 the applicable Accounting standards had been followed along with proper explanation relating to the material departures;
- the directors of the Company had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2026 and of the profit of the Company for the year ended March 31, 2026;
- the directors of the Company had taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors of the Company had prepared the accounts of the Company for the financial year ended March 31, 2026 on a going concern basis; and
- the directors of the Company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTIES TRANSACTIONS

All the transactions with related parties are in the ordinary course of business and on arm's length basis. The details of Contracts and Arrangements entered into by the Company with related parties, referred to in sub-section (1) of Section 188 of the Companies Act, 2013, is given in AOC-2, attached as 'Annexure - II', and forms part of this report.

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

The Company has not provided any loans, guarantees or made any investments under Section 186 of the Companies Act, 2013.

MATERIAL EVENTS THAT HAVE OCCURRED AFTER THE BALANCE SHEET DATE

There has been no material event after balance sheet date.

SIGNIFICANT ORDERS IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

There has been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Section 118(10) of the Companies Act, 2013, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

RISK MANAGEMENT

The Company, like any other enterprise, is exposed to business risk which can be an internal risks as well as external risks. Any unexpected changes in regulatory framework pertaining to fiscal benefits, fluctuations in fuel prices and foreign currency and other related issue can affect company's operations and profitability. However the Company is well aware of the above risks and as part of business strategy has formulated a Risk Management Policy.

The Risk Management Policy approved by the Board, lays down the roles and responsibilities of the various functions in relation to risk management covering a range of responsibilities, from the strategic to the operational. These role, inter alia, provide the foundation for your Company's Risk Management Policy and Framework that is endorsed by the Board and is aimed at ensuring formulation of appropriate risk management procedures and their effective implementation. The Company is in the process of implementing the current Risk Management Framework that consists of the following key elements:

- The Corporate Risk Management policy facilitates the identification and prioritization of strategic and operational risks, development of appropriate mitigation strategies and conducts periodic reviews of the progress on the management of identified risks.
- The risk policy brings robustness to the process of ensuring that business risks are effectively addressed.
- Appropriate structures are in place to proactively monitor and manage the inherent risks in businesses with unique / relatively high risk profiles.
- The periodical planning exercise requires the management to clearly identify their top risks and set out a mitigation plan with agreed timelines and accountability.

The combination of policies and processes as outlined above is expected to adequately address the various risks associated with your Company's businesses.

STATUTORY AUDITORS

The Company's existing Statutory Auditors M/s. C. P. Kothari and Company, Chartered Accountants (Firm registration no. 003090C) were appointed by the Members of the Company at the Twentieth Annual General Meeting (AGM) of the Company for a term of 5 years to hold office from the conclusion of 20th AGM of the Company till conclusion of 25th AGM of the Company.

INDEPENDENT AUDITORS' REPORT

The Auditors in their Report to the members have given a qualified opinion and the response of your Directors with respect to it as follows:

Audit Qualification

As stated in Note 12.3 of the financial statements, the Company has not recognized interest expense of Rs. 292.80 lakh for the current financial year (Rs. 292.80 lakh in previous year 2024-25) and cumulatively unrecognised interest expense of Rs. 2,049.60 lakh upto the end of the current financial year, on loan taken from holding company. Non-recognition of interest expenses is a departure from the Accounting Standards prescribed under Section 133 of the Companies Act, 2013. Had such interest been provided, in the books of account, total profit for the year ending March 31, 2026, would have been reduced by Rs. 292.80 lakh and total equity would have been reduced by Rs. 2,049.60 lakh.

Response to the above

The same is as per the instructions of and in line with the accounting policy followed by the holding company. The holding company has not recognised corresponding interest income for the current financial year on the principle of conservatism and prudence.

MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records pursuant to Section 148(1) of the Companies Act, 2013.

DEPOSITS

The Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013 during the year under review and no deposit remained unpaid or unclaimed as at the end of the year and accordingly there has been no default in repayment of deposits or payment of interest thereon during the year.

GENERAL DISCLOSURE

During the year under review:

- a) the Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of the Companies Act, 2013 and Rules made thereunder;
- b) the Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the Company or its holding Company, pursuant to the provisions of Section 67 of the Companies Act, 2013 and Rules made thereunder;
- c) the Company has not bought back its shares, pursuant to the provisions of the Section 68 of the Companies Act, 2013 and Rules made thereunder; and
- d) no application was filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

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

The particulars as prescribed under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 to the extent applicable with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are as under:

(A) Conservation of Energy

- (i) The steps taken or impact on conservation of energy : -----
- (ii) The steps taken by the Company for utilizing alternate sources of energy : -----
- (iii) The capital investment on energy conservation and equipments : -----

(B) Technology Absorption

- (i) The efforts made towards technology absorption : -----
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution : -----

Bajaj Aviation Private Limited (2025-26)

- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the year) : -----
- (a) The details of technology imported
- (b) The year of import
- (c) Whether the technology has been fully absorbed
- (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) The expenditure incurred on research and development : -----
- C) Foreign Exchange Earnings and Outgo**
- (i) The Foreign Exchange earned in terms of actual inflows during the financial year 2025 – 26. : NIL
- (ii) The Foreign Exchange outgo during the financial year 2025 – 26 in terms of actual outflows : Rs. 1,037.04 lakh

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is attached as 'Annexure - III' which forms part of this report.

ACKNOWLEDGEMENTS

Your directors express their appreciation for the sincere co-operation and assistance of Government authorities, bankers, customers and business associates as well as Directors and Employees of the Company and its holding Company.

Your Directors acknowledge with gratitude the support extended by valued shareholders.

For and on behalf of the Board of Directors

DISCLOSURE UNDER PREVENTION OF SEXUAL HARASSMENT ACT

In terms of Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has zero tolerance for sexual harassment at workplace. No complaint on Sexual Harassment was reported under the said Act during the financial year under review.

Place : Mumbai
Date : May 12, 2026

Manik Trambak Hire
Director
DIN : 08741274

Munesh Kumar Kaushik
Director
DIN: 08434094

Annexure – I to the Board's Report

Form No. MGT-7

ANNUAL RETURN

**As on the financial year ended on 31/03/2026
of**

Bajaj Aviation Private Limited

[Pursuant to Section 92(1) of the Companies Act, 2013 and Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	*Corporate Identification Numbers (CIN) of the Company	U65993MH2005PTC154529						
	Global Location Number (GLN) of the Company	-						
	*Permanent Account Number (PAN) of the company	AACCB6461F						
ii)	a) Name of the Company	Bajaj Aviation Private Limited						
	b) Registered office address	2 nd Floor, Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai, Maharashtra - 400021						
	c) *email-ID of the company	csdept@bajajinfra.com						
	d) *Telephone number with STD code	022-22023626						
	e) Website	-						
iii)	Date of Incorporation	06/07/2005						
iv)	Type of the Company	Private Company						
	Category of the Company	Company limited by shares						
	Sub-category of the Company	Indian Non-Government company						
v)	Whether company is having share capital	☒ Yes ☐ No						
vi)	*Whether shares listed on recognized Stock Exchange(s)	☐ Yes ☒ No						
	(a) Details of stock exchanges where shares are listed	<table> <tr> <th>S. No.</th><th>Stock Exchange Name</th><th>Code</th></tr> <tr> <td>1</td><td></td><td></td></tr> </table>	S. No.	Stock Exchange Name	Code	1		
S. No.	Stock Exchange Name	Code						
1								
	(b) CIN of the Registrar and Transfer Agent	U67190MH1999PTC118368						
	Name of the Registrar and Transfer Agent	MUFG Intime India Private Limited						
	Registered office address of the Registrar and Transfer Agents	C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083						
vii)	*Financial year From	(01/04/2025) To (31/03/2026)						
viii)	*Whether Annual General Meeting (AGM) held	☐ Yes ☒ No						
	(a) If yes, date of AGM	AGM to be held						
	(b) Due date of AGM	30/09/2026						
	(c) Whether any extension for AGM granted	☐ Yes ☒ No						
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	-						
	(e) Extended due date of AGM after grant of extension	-						
	(f) Specify the reasons for not holding the same	-						

Bajaj Aviation Private Limited (2025-26)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities ...1.....

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H4	Air Transport	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1.....

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/ Associate/ Joint venture	% of shares held
1	Bajaj Hindusthan Sugar Limited	L15420UP1931PLC065243	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i) Share Capital

a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	5000000	5000000	5000000	5000000
Total amount of equity shares (in Rs. lakh)	500	500	500	500

Number of classes 1.....

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	5000000	5000000	5000000	5000000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in Rs. lakh)	500	500	500	500

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in Rs. lakh)	0	0	0	0

Number of classes ...0...

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in Rs. lakh)	0	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of Shares	Number of shares			Total Nominal amount (Rs. in lakh)	Total Paid-up amount (Rs. in lakh)	Total premium
Equity shares	Physical	Demat	Total			
At the beginning of the year	0	5000000	5000000	500	500	0
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0

Bajaj Aviation Private Limited (2025-26)

Class of Shares	Number of shares			Total Nominal amount (Rs. in lakh)	Total Paid-up amount (Rs. in lakh)	Total premium
Equity shares	Physical	Demat	Total			
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	5000000	5000000	500	500	0
Preference shares						
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	0	0	0	0	0

ISIN of the equity shares of the company INE03DM01012

(ii) **Details of stock split/consolidation during the year (for each class of shares) 0.....**

Class of shares		(i)	(ii)	(iii)
Before split /Consolidation	Number of shares			
	Face value per share			
After split / consolidation	Number of shares			
	Face value per share			

(iii) **Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*: Nil**

[Details being provided in a CD/Digital Media] ☐ Yes ☒ No ☐ Not applicable

Separate sheet attached for details of transfers ☐ Yes ☒ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	-
Date of Registration of Transfer	-
Type of transfer	1- Equity 2- Preference Share 3- Debentures 4- Stock
Number of Shares/Debentures/Units Transferred	-
Amount per Shares/Debentures/Units (in Rs.)	-
Ledger Folio of Transferor	-
Transferor's Name	First Name :- Middle Name :- Surname :-
Ledger Folio of Transferee	-
Transferee's Name	First Name :- Middle Name :- Surname :-

Bajaj Aviation Private Limited (2025-26)

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value (Rs. in lakh)
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
*Fully convertible debentures	4,31,80,000	10	4318.00
Total	4,31,80,000	10	4318.00

- Fully convertible Debentures are Zero Percent Optionally Convertible Fully paid up Debentures of Rs. 10/- each.

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year (Rs. in lakh)	Increase during the year (Rs. in lakh)	Decrease during the year (Rs. in lakh)	Outstanding as at the end of the year (Rs. in lakh)
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
*Fully convertible debentures	4,413.00	0	95.00	4,318.00

- Fully convertible Debentures are Zero Percent Optionally Convertible Fully paid up Debentures of Rs. 10/- each.

(v) Securities (other than shares and debentures).....0.....

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) **Turnover:** Rs. 3,699.02 lakh

(ii) **Net worth of the Company:** Negative Net worth of Rs. 8,396.74 lakh

VI. (a) *SHARE HOLDING PATTERN – Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	4,999,999	100	0	0
10.	Others	1	0	0	0
	Total	5,000,000	100	0	0

Total number of shareholders (promoters) 2.....

Bajaj Aviation Private Limited (2025-26)

(b) *SHARE HOLDING PATTERN – Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (other than promoters) 0.....

Total number of shareholders (Promoters + Public/Other than promoters) 2.....

(c) * Details of Foreign institutional investors' (FIIs) holding shares of the company 0.....

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	5	5

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non Executive	Executive	Non Executive	Executive	Non Executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	2	1	2	0	0
(i) Non- Independent	1	2	1	2	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	2	1	2	0	0

Number of Directors on the financial year ...3.... and Key managerial personnel (who is not director) as end date 0.....

Bajaj Aviation Private Limited (2025-26)

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Mr. Sunil Kumar Ojha	03320931	Director	0	
Mr. Munesh Kumar Kaushik	08434094	Director	0	
Mr. Manik Trambak Hire	08741274	Whole-Time Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the Year 0.....

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETING

Number of meetings held 1.....

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/07/2025	2	2	100.00

B. BOARD MEETINGS

*Number of meetings held 4.....

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2025	3	2	66.67
2	08/07/2025	3	2	66.67
3	27/10/2025	3	2	66.67
4	23/01/2026	3	2	66.67

C. COMMITTEE MEETINGS

Number of meetings held ...1.....

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Corporate Social Responsibility	12/05/2025	2	2	100.00

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Sunil Kumar Ojha	4	3	75.00	1	1	100.00	--
2	Mr. Munesh Kumar Kaushik	4	4	100.00	1	1	100.00	-
3	Mr. Manik Trambak Hire	4	1	20.00	0	0	0.00	-

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Number of Managing Director, Whole-time Director and/or Manager whose remuneration details to be entered...1.....

S. No	Name	Designation	Gross salary (Rs. in lakh)	Commission (Rs. in lakh)	Stock Option/ Sweat equity	Others	Total amount (Rs. in lakh)
1.	Mr. Manik Trambak Hire	Whole – Time Director	22.09	0	0	0	22.09
	Total		22.09	0	0	0	22.09

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered : ...0.....

S. No	Name	Designation	Gross salary (Rs. in lakh)	Commission (Rs. in lakh)	Stock Option/ Sweat equity	Others	Total Amount (Rs. in lakh)
	Total						

Bajaj Aviation Private Limited (2025-26)

C. Number of other directors whose remuneration details to be entered 0....

S. No	Name	Designation	Gross salary (Rs. in lakh)	Commission (Rs. in lakh)	Stock Option/ Sweat equity	Others	Total Amount (Rs. in lakh)
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes ☐ No

B. If No, give the reasons/observations

XII. PENALTY AND PUNISHMENT – DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS: Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES: Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

✓ Yes

☐ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.: N.A.

I/We certify that:

- a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- d) the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of Section 2 of the Act are not to be included in reckoning the number of two hundred.

DECLARATION

I am authorised by the Board of Directors of the company vide resolution no. 08 dated 28/07/2020 to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, Sections 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be signed by

Director

DIN of the director

To be signed by

o Company Secretary

o Company Secretary in practice

Membership number

Certificate of practice number

Attachments

1. list of share holders, debenture holders;
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachments, if any.

For and on behalf of the Board of Directors

Place : Mumbai

Date : May 12, 2026

Manik Trambak Hire

Director

DIN : 08741274

Munesh Kumar Kaushik

Director

DIN: 08434094

Bajaj Aviation Private Limited (2025-26)

Annexure-II to Board's Report for the year ended March 31, 2026

FORM AOC-2

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

1. Details of contracts or arrangements or transactions not at arm's length basis: - NIL
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis
 - (a) Name(s) of the related party and nature of relationship:
Bajaj Hindusthan Sugar Limited (Holding Company)
 - (b) Nature of contracts/arrangements/transactions:
Lease Rent Paid for Aircraft Falcon LX 2000: Rs. 2.52 crore (including taxes)
 - (c) Duration of the contracts / arrangements/transactions:
20 years from the date of Agreement i.e. November 22, 2012.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
Lease Rent of Rs.20,00,000 (excluding taxes) per month w.e.f. April 01, 2023 to be paid by seventh day of the month, in advance.
 - (e) Date(s) of approval by the Board, if any: (1) October 17, 2012 and April 23, 2013.
 - (f) Amount paid as advances, if any: NIL

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 12, 2026

Manik Trambak Hire
Director
DIN : 08741274

Munesh Kumar Kaushik
Director
DIN: 08434094

Bajaj Aviation Private Limited (2025-26)

Annexure – III to the Board's Report for the year ended March 31, 2026
Statement under Section 197(12) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Sr. No.	Name of Employee	Designation/ Nature of Duties	Remuneration received (in Rs. Lakh)	Qualification	Age (years)	Experience (No. of years)	Date of Commencement of employment	Last employment held	% of Equity Shares Held	If relative of any director / manager
1	2	3	4	5	6	7	8	9	10	11
A. Top 10 (Ten) Employees in terms of remuneration drawn.										
1	Abhijit Shetke	Quality Manager	26.40	B. Tech (Aeronautical)	38	16	26/11/2021	Crescent EPC Projects and Technical Services Ltd.	Nil	No
2	Manik Trambak Hire	Whole time director	22.09	B. Sc (Math)	42	22	01/08/2019	Bajaj Hindusthan Sugar Limited	Nil	No
3	Devashish Bhatnagar	Continuing Air Worthiness Manager	16.67	B. Tech (Aerospace)	38	12	14/10/2019	Innovative Aviation Pvt. Ltd.	Nil	No
4	Kailash Ramdas Dhotre	Manager - Operation	14.27	B. Com	43	20	01/11/2023	Million Air Jets Private Limited	Nil	No
5	Vinod V. Joshi	Accountant	9.98	PGDM (Finance)	48	21	03/01/2022	Nippon India Mutual Fund	Nil	No
6	Bhanu Pratap Tripathi	Sr. Technical Officer	8.36	AME (Avionics)	35	10	01/04/2017	Home Credit Finance Pvt. Ltd.	Nil	No
7	Anand Kumar Paswan	Executive	4.72	HSC	24	2	10/07/2023	CEAT Ltd.	Nil	No
8	Kakul Saurabh Sharma	Cabin crew attendant	0.33	HSC	20	2	11/05/2023	NA	Nil	No
B. Employee employed throughout the financial year and who was in receipt of the remuneration for that financial year in the aggregate of not less than Rs. 1,02,00,000 per annum.										
Sr. No.	Name of Employee	Designation/ Nature of Duties	Remuneration received (Rs.)	Qualification	Age (years)	Experience (No. of years)	Date of Commencement of employment	Last employment held	% of Equity Shares Held	If relative of any director / manager
--NIL--										
C. Employees employed for a part of the financial year and who were in receipt of the remuneration for that financial year at a rate not less than Rs.8,50,000 per month.										
Sr. No.	Name of Employee	Designation/ Nature of Duties	Remuneration received (Rs.)	Qualification	Age (years)	Experience (No. of years)	Date of Commencement of employment	Last employment held	% of Equity Shares Held	If relative of any director / manager
--NIL--										
D. Employees employed throughout the financial year or part thereof and in receipt of remuneration for that financial year in aggregate at a rate which is in excess of that drawn by Managing Director or Whole Time Director or Manager and holds by himself or along with spouse and dependent children, not less than two percent of the Equity shares of the Company.										
Sr. No.	Name of Employee	Designation/ Nature of Duties	Remuneration received (Rs.)	Qualification	Age (years)	Experience (No. of years)	Date of Commencement of employment	Last employment held	% of Equity Shares Held	If relative of any director / manager
--NIL--										

Note: 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.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 12, 2026

Manik Trambak Hire
Director
DIN : 08741274

Munesh Kumar Kaushik
Director
DIN : 08434094

Independent Auditors' Report

To the Members of
Bajaj Aviation Private Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of Bajaj Aviation Private Limited ("the Company"), which comprise the balance sheet as at March 31, 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its Profit (including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As stated in Note 12.3 of the financial statements, the Company has not recognized interest expense of ₹292.80 lacs for current financial year (₹292.80 lacs in previous year 2024-25 and cumulatively unrecognised interest expense of ₹2,049.60 lacs upto the end of the current financial year), on loan taken from holding company. Non recognition of interest expenses is a departure from the Accounting Standards prescribed under section 133 of the Companies Act. Had such interest been provided, in the books of account, total profit for the year ended March 31, 2026 would have been reduced by ₹292.80 lacs and total equity would have been reduced by ₹2,049.60 lacs.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate

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

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

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

Auditor's Responsibilities for the Audit of 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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

Bajaj Aviation Private Limited (2025-26)

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.

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 Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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. Except to the effect of matter as described in the Basis of Qualified opinion paragraph above, 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, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. Except to the effect of matter as described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules 2016 (as amended).
 - e. The matters described in 'Basis for Qualified Opinion' paragraph, in our opinion, may have an adverse effect on the functioning of the Company.
 - f. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - h. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its director during the current year is in accordance with the provisions of Section 197 of the Act.
 - 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, 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 26 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has causes us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- iv. The Company has not declared or paid dividend during the year hence reporting of compliances of section 123 is not applicable.
- v. As stated in note 38, the Company has used an oracle based ERP accounting software for maintaining its books of account for the financial year ended March 31, 2026 which presently does not have a feature of recording audit trail (edit log) facility. The Company is in the process of implementing the audit trail feature.

For C.P. Kothari & Company
Chartered Accountants
Firm registration number: 003093C

Chandra Prakash Kothari
Proprietor
Membership No.: 072229
UDIN: 26072229NBPLV8640

Place: Mumbai
Date: 12th May 2026

ANNEXURE 'A'

ANNEXURE REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of Company's property, plant and equipment and intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (B) The Company does not have any intangible assets.
 - (b) As explained to us, all the property, plant and equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on verification.
 - (c) According to records of the Company, there is no immovable property held by the Company. Accordingly, the provision of clause 3(i)(c) of the order is not applicable to the Company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
 - (e) To the best of our knowledge and according to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder, hence reporting of clause 3(i)(e) of the Order is not applicable to the Company.
- (ii)
 - (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - (b) The Company has not been sanctioned any working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not provided loan or advance in the nature of loan during the year, however had provided loans or advances in the nature of loans in the previous years, in respect of which:
 - (a) Aggregate amount of the advance in the nature of loan given is ₹ Nil and balance outstanding as at year end is ₹ Nil. Further the Company has not made any investment in or granted loans or provided any guarantees or securities to companies, firms, limited liability partnership or any other parties during the year.
 - (b) Advance in the nature of loan given during the previous years are interest free and as per the Company's policy for loan to employees, hence in our opinion, the terms and conditions of the grant of advance in the nature loan are prima facie not prejudicial to the Company's interest.
 - (c) In respect of advance in the nature of loan granted by the Company, the schedule of repayment of principal has been stipulated and the repayments of principal amounts are regular as per stipulation.
 - (d) In respect of advance in the nature of loan granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - (e) No loan or advance in the nature of loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of Act, in respect of loans granted, investments made, guarantees, and security provided to the extent applicable to it.

- (v) According to the information and explanations given to us, the company has not accepted any deposit or amounts which are deemed to be deposits from the public within the meaning of section 73 to 76 of the Act and the rules framed thereunder. Therefore, the provision of clause 3(v) of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Company is not required to maintain the cost records under sub-section (1) of section 148 of the Act, read with rule 3 of the Companies (cost records and audit) Rules, 2014, for the services rendered by it. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii)
 - (a) According to records of the Company, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Income-tax, Service-tax, Goods and Service tax, Custom Duty, Cess and other statutory dues to the extent applicable to it. The provisions of Provident fund, Employees' State Insurance, Excise Duty and Value Added tax are not applicable to the Company.
According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, Service tax, Goods and Service tax, Customs Duty, Cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause (a) which have not been deposited on account of any dispute except the case mentioned below;

Name of Statute	Nature of the Dues	Amount demanded (₹ in lacs)	Amount deposited under disputes (₹ in lacs)	Amount not deposited (₹ in lacs)	Period for which the amount relates (A.Y.)	Forum where the dispute is pending
Income Tax Act, 1961	Income tax	8,711.13	422.04	8,289.09	2022-23	CIT (Appeal) Mumbai
GST Act, 2017	GST	117.32	-	117.32	2018-19 to 2020-21	STO (MUM-VAT-C-313), Madh_701, Nodal Div.-10, Mumbai
Customs Act, 1962	Custom	59.42	4.08	55.34	2022-23 to 2024-25	Tribunal (Appeal), Customs, Mumbai
Customs Act, 1962	Custom	39.27	-	39.27	2022-23 to 2024-25	Tribunal (Appeal), Customs, Mumbai

- (viii) Based on documents and records produced to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the income tax act, 1961 (43 of 1961).
- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management,
 - (a) The Company has taken loans which are repayable on demand from the holding company. As per the records of the Company and explanations provided by the management, the holding company has not recalled the loan and interest due thereon, accordingly, there is no default made by the Company in repayment of loans and in payment of interest.
 - (b) The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - (c) The company has not taken any term loan during the year and there is no outstanding term loan at the beginning of the year hence, reporting under 3(ix)(c) of the Order is not applicable.
 - (d) Funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (e) The company does not have any subsidiaries, associate or joint ventures hence, clause (ix)(e) and (ix)(f) of paragraph 3 of the Order are not applicable to the company.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the company has not raised funds by way of optionally convertible debentures by way of preferential allotment or private placement of shares during the year.
- (xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As per the records of the Company and information and explanation given to us by the management, the Company has not received any whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) In our opinion, the Company is not required to have an internal audit system as per section 138 of the Act hence reporting under clause 3(xiv)(a) and 3(xiv)(b) of the Order is not applicable.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and hence provisions of section 192 of the Act, are not applicable to the Company.
- (xvi)(a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (d) In our opinion and based on our examination, the group has two core investment companies which are the promoter companies.
- (xvii) The Company has not incurred cash losses during the current and preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination other evidences supporting the assumptions in form of comfort letter provided by the holding company for continuing financial support and not recalling the loan facility provided by it, nothing has come to our attention, which causes us to believe that any material uncertainty exists, as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and comfort letter provided by the holding company 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) The Company has incurred losses in preceding years hence not required to spend towards corporate social responsibility as specified in section 135 of the Act. Hence reporting in clause (xx) of paragraph 3 of the Order is not applicable to the Company.

For C.P. Kothari & Company

Chartered Accountants

Firm registration number: 003093C

Chandra Prakash Kothari

Proprietor

Membership No.: 072229

UDIN: 26072229NBPLVV8640

Place: Mumbai

Date: 12th May 2026

ANNEXURE 'B'

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF BAJAJ AVIATION PRIVATE LIMITED

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

Opinion

We have audited the internal financial controls with reference to financial statements of Bajaj Aviation Private Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the 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 March 31, 2026, based on the internal financial control 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 and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial control with reference to financial statements criteria established by

the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

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

Bajaj Aviation Private Limited (2025-26)

reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's Judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to financial statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

For C.P. Kothari & Company
Chartered Accountants
Firm registration number: 003093C

Chandra Prakash Kothari
Proprietor
Membership No.: 072229
UDIN: 26072229NBPLV8640

Place: Mumbai
Date: 12th May 2026

Bajaj Aviation Private Limited (2025-26)

Balance Sheet as at March 31, 2026

Amount in ₹ Lakh			
Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	2.36	1.89
Right of use assets	3	467.80	538.21
Financial assets:			
Other financial assets	4	116.35	59.70
		586.51	599.80
Current assets			
Financial assets:			
Trade receivables	5	820.61	248.30
Cash and cash equivalents	6	145.86	275.67
Other bank balances	7	-	212.14
Other current assets	8	74.13	39.51
Current tax assets (net)	9	503.83	256.02
		1,544.43	1,031.64
Total Assets		2,130.94	1,631.44
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	500.00	500.00
Other equity	11	(6,222.91)	(6,498.01)
		(5,722.91)	(5,998.01)
Liabilities			
Non-current liabilities			
Financial Liabilities:			
Borrowings	12	6,582.71	6,382.35
Lease liabilities	13	943.43	1,056.64
Provisions	14	22.95	16.27
		7,549.09	7,455.26
Current liabilities			
Financial liabilities:			
Lease liabilities	13	113.20	101.07
Trade payables:			
Due to micro and small enterprises	15	-	-
Due to other than micro and small enterprises	15	153.73	12.65
Other financial liabilities	16	19.09	20.09
Other current liabilities	17	18.74	40.38
		304.76	174.19
Total Equity & Liabilities		2,130.94	1,631.44

See accompanying notes (1-40) to the financial statements

As per our Report of even date

For C.P. Kothari and Company
Chartered Accountants
(Firm Registration No. 003093C)

For and on behalf of the Board

Chandra Prakash Kothari Proprietor Membership No: 072229	Munesh Kumar Kaushik Director DIN: 08434094	Manik Trambak Hire Wholetime Director DIN: 08741274
---	--	--

Place: Mumbai
Date : 12th May 2026

Statement of Profit & Loss for the year ended March 31, 2026

Amount in ₹ Lakh			
Particulars	Note No.	Year ended March 31, 2026	Year ended March 31, 2025
Income			
Revenue from operations	18	3,699.02	3,280.26
Other income	19	10.84	12.97
Total Income		3,709.86	3,293.23
Expenses			
Operating expenses	20	2,759.23	2,572.16
Employee benefits expense	21	110.07	113.11
Finance costs	22	435.52	373.08
Depreciation and amortisation expense	3	71.20	71.63
Other expenses	23	58.74	17.94
Total expenses		3,434.76	3,147.92
Profit/ (loss) before tax		275.10	145.31
Tax Expense			
Current & Deferred tax	24	-	-
Profit/ (Loss) for the year		275.10	145.31
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss:		-	-
Items that will be reclassified subsequently to profit or loss:		-	-
Total other comprehensive income, net of tax		-	-
Total comprehensive income for the year		275.10	145.31
Earning Per Equity Share of ₹ 10/- each:			
Basic (₹)	25	5.50	2.91
Diluted (₹)		5.50	2.91

See accompanying notes (1-41) to the financial statements

As per our Report of even date

For C.P. Kothari and Company
Chartered Accountants
(Firm Registration No. 003093C)

For and on behalf of the Board

Chandra Prakash Kothari Proprietor Membership No: 072229	Munesh Kumar Kaushik Director DIN: 08434094	Manik Trambak Hire Wholetime Director DIN: 08741274
---	--	--

Place: Mumbai
Date : 12th May 2026

Statement of Changes in Equity for the year ended March 31, 2026

A	Equity share capital:	Nos.	Amount in ₹ Lakh
	Equity share of ₹ 10 each issued, subscribed and fully paid		
As at April 1, 2024		50,00,000	500.00
Issue of share capital (Note 10)		-	-
As at March 31, 2025		50,00,000	500.00
Issue of share capital (Note 10)		-	-
As at March 31, 2026		50,00,000	500.00

Bajaj Aviation Private Limited (2025-26)

B Other Equity:

Amount in ₹ Lakh

Particulars	Reserve & Surplus		
	Equity component of compound financial instrument	Retained earnings	Total
As at April 1, 2025	2,732.69	(9,230.70)	(6,498.01)
Profit/ (Loss) for the year	-	275.10	275.10
Transfer within equity (refer note below)	(58.85)	58.85	-
As at March 31, 2026	2,673.84	(8,896.75)	(6,222.91)

Amount in ₹ Lakh

Particulars	Reserve & Surplus		
	Equity component of compound financial instrument	Retained earnings	Total
As at April 1, 2024	2,732.69	(9,376.01)	(6,643.32)
Profit / (Loss) for the year	-	145.31	145.31
Transfer within equity	-	-	-
As at March 31, 2025	2,732.69	(9,230.70)	(6,498.01)

Note: Transfer of Equity Component of Compound Financial Instrument to Retained earnings:

During the current financial year, the Company redeemed a portion of its compound financial instrument, i.e. Optionally Convertible Debentures, amounting to ₹95 Lakh at face value. The compound instrument, at initial recognition, had been split into a liability component and an equity component in accordance with the principles of Ind AS 32.

As the instrument was not converted and was instead partially redeemed, the corresponding proportionate equity component amounting to ₹58.85 lakh has been transferred from "Equity Component of Compound Financial Instruments" to "Retained Earnings", as the option to convert to equity no longer exists for the redeemed portion.

This is a reclassification within equity and does not have any impact on the profit or loss for the year."

See accompanying notes (1-40) to the financial statements

As per our Report of even date

For C.P. Kothari and Company

Chartered Accountants
(Firm Registration No. 003093C)

For and on behalf of the Board

Chandra Prakash Kothari
Proprietor
Membership No: 072229

Munesh Kumar Kaushik
Director
DIN: 08434094

Manik Trambak Hire
Wholesale Director
DIN: 08741274

Place: Mumbai
Date : 12th May 2026

Cash Flow Statement for the year ended March 31, 2026

Amount in ₹ Lakh

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Cash Flow from Operating Activities:		
Net Profit Before Tax as per Statement of Profit and Loss	275.10	145.31
Adjusted for:		
Depreciation	71.20	71.63
Finance costs	435.52	373.08
Provision for employee benefits	6.68	4.87
Employee benefit expenses on loan to employee	-	0.05
Reversal of provision for doubtful debts	7.84	(4.63)
Liabilities/ provision written back	-	(1.56)
Interest Income	(7.17)	(5.76)
Operating Profit Before Working Capital Changes	789.17	582.99
Movements in Working Capital:		
Increase / (decrease) in Trade & Other Payable	(121.55)	(242.97)
(Increase) / decrease in Trade & Other Receivable	(609.78)	172.47
Cash generated from/ (used in) operations	57.84	512.49
Direct Taxes Paid (Net of Refunds)	(247.81)	(229.18)
Net Cash Flow/ (Used) From Operating Activities (A)	(189.97)	283.31
B. Cash Flow From Investing Activities:		
Sale/ (Purchase) of property, plant and equipment (Net)	(1.26)	(0.80)
Repayment of loan given received	-	1.45
Interest received	11.95	0.57
Bank deposits matured/ (created)	145.71	(207.00)
Net Cash Flow/ (Used) in Investing Activities (B)	156.40	(205.78)
C. Cash Flow From Financing Activities:		
Interest paid	(1.24)	(0.15)
Debentures redeemed	(95.00)	-
Net cash from/ (used in) financing activities (C)	(96.24)	(0.15)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(129.81)	77.38
Cash and cash equivalents (opening balance)	275.67	198.29
Cash and cash equivalents (closing balance) (refer Note 6)	145.86	275.67

Bajaj Aviation Private Limited (2025-26)

Notes:

- The above cash flow statement has been prepared by "Indirect Method".
- Figures in brackets indicate cash outflow and without brackets indicate cash inflow.
- Change in liability arising from financing activities due to cash and non cash transactions:

Amount in ₹ Lakh

	Opening Balance	Non cash transaction i.e. Interest	Other adjustment *	Net cash flow	Closing Balance
For the year ended March 31, 2026					
Borrowings	6,382.35	295.36	-	(95.00)	6,582.71
Lease liabilities	1,157.71	138.92	(240.00)	-	1,056.63
Interest charge	-	1.24	-	(1.24)	-
Total	7,540.06	435.52	(240.00)	(96.24)	7,639.34
For the year ended March 31, 2025					
Borrowings	6,159.17	223.18	-	-	6,382.35
Lease liabilities	1,247.96	149.75	(240.00)	-	1,157.71
Interest charge	-	0.15	-	(0.15)	-
Total	7,407.13	373.08	(240.00)	(0.15)	7,540.06

* Unpaid interest liability added to current borrowings and unpaid lease liability transferred to trade payables.

See accompanying notes (1-40) to the financial statements

As per our Report of even date

For C.P. Kothari and Company
Chartered Accountants
(Firm Registration No. 003093C)

For and on behalf of the Board

Chandra Prakash Kothari
Proprietor
Membership No: 072229

Munesh Kumar Kaushik
Director
DIN: 08434094

Manik Trambak Hire
Wholesale Director
DIN: 08741274

Place: Mumbai
Date : 12th May 2026

Notes to Financial Statements for the year ended March 31, 2026

1 Corporate Information

Bajaj Aviation Private Limited is a private limited Company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Bajaj Bhawan, Jamnalal Bajaj Marg, 226, Nariman Point, Mumbai - 400021.

The Company is a wholly own subsidiary company of Bajaj Hindustan Sugar Ltd. The Company is engaged in providing non scheduled passenger air transport services. Information on related party relationships of the Company is provided in Note 29.

2 Significant Accounting Policies

a. Basis of preparation of financial statements:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

Accounting policies have been consistently applied except where a 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.

The financial statements have been prepared on the historical cost basis.

b. Significant accounting judgements, estimates and assumptions:

The preparation of financial statements in conformity with Ind-

AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimations and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

c. Operating Cycle:

All asset and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the schedule III to the Act. Based on the nature of services and the time between the acquisition of asset for providing of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

d. Revenue Recognition:

i) Charter income

The Company recognizes revenue in accordance with Ind-AS 115. Revenue is recognized as and when service is rendered and to the extent that it is probable that the economic benefits will flow to the Company and the same can be reliably measured. The Company presents revenues net of indirect taxes in its Statement of Profit and loss. Amounts received in advance towards travel bookings/ reservations are shown under current liabilities as unearned revenue. Revenue is measured at the fair value of the consideration received or receivable.

ii) Interest income

Interest income from financial asset is to be recognized when it is probable that the economic benefits will flow to the Company and amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate exactly discounts estimated future cash receipts through the expected life of the financial asset to the asset's net carrying amount on initial recognition.

e. Property, Plant & Equipments:

All the property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management.

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method which is in accordance with Schedule II of the Companies Act, 2013.

For the transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipments recognised as of April 1, 2015 (transition date) measured as the previous GAAP and used that carrying value as deemed cost as of the transition date

f. Foreign currency transactions:

Foreign Currency Transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary foreign currency assets and liabilities outstanding at the close of the financial period are revalored at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognized in the Statement of Profit and Loss.

g. Earning Per Share:

Basic earnings per share are calculated by dividing the total comprehensive income for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, total comprehensive income for the period and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

h. Taxation :

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income-tax Act, 1961 enacted in India. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred income taxes reflects the impact of temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are to be offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

i. Provisions:

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are disclosed in the financial statements, unless possibility of an outflow of resources embodying economic benefit is remote. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

j. Employee retirement benefits:

Liabilities in respect of retirement benefits in the form of Gratuity and Leave Encashment, are determined and accrued on actual basis.

k. Leases:

The Company as lessee

The Company's lease assets primarily consist of lease for Aircraft and office space. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short-term leases and low value leases. For short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets is initially recognized at cost and subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or using the incremental borrowing rates. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

l. Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

m. Impairments of non financial assets:

The Carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/ external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss will be charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

n. Cash and Cash equivalents:

Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

o. Fair Value

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 in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability.

p. Financial Instrument

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

a) Financial assets

(i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets held by the Company is classified as debt instruments at amortised cost.

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to Loans, bank and other deposits.

(iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset.

(iv) Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

The Company applies the "simplified approach" for recognition of impairment loss allowance on trade receivable, which does not require to track changes in credit risk rather, it recognises impairment loss allowance based on 12 months ECLs at each reporting period, right from its initial recognition.

The Company determines the allowance for expected credit loss on trade receivables using a provision matrix based on ageing of receivables, which is as under:

Ageing of Trade Receivable Provision rate

Upto 30 days	Nil
31 to 90 days	0.10%
91 to 180 days	5.00%
181 to 365 days	10.00%
More than 1 year	25.00%
More than 2 year	50.00%
More than 3 year	100.00%

ECL impairment loss allowance (or reversal) is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. In balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of financial assets.

b) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade payables and borrowings.

(ii) Subsequent measurement

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

(iii) Derecognition

A financial liability is derecognised 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 derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net

amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

q. Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. The Company has reviewed the new pronouncements and based on its evaluation it has determined that it does not have any impact in its financial statements.

3 Property, Plant & Equipment and Right of Use Assets:

Amount in ₹ Lakh

Particulars	Right of use assets (Aircraft)	Computers	Furniture & Fixtures	Office Equipment	Total
Cost					
As of April 1, 2024	2,062.75	7.21	1.15	1.01	2,072.12
Additions	-	0.80	-	-	0.80
Disposals/ Adjustment	-	-	-	-	-
As of March 31, 2025	2,062.75	8.01	1.15	1.01	2,072.92
Additions	-	0.89	-	0.37	1.26
Disposals/ Adjustment	-	-	-	-	-
As of March 31, 2026	2,062.75	8.90	1.15	1.38	2,074.18
Depreciation and Impairment					
As of April 1, 2024	1,454.13	5.52	0.90	0.64	1,461.19
Depreciation charge for the year	70.41	0.98	0.03	0.21	71.63
Disposals	-	-	-	-	-
As of March 31, 2025	1,524.54	6.50	0.93	0.85	1,532.82
Depreciation charge for the year	70.41	0.65	0.03	0.11	71.20
Disposals	-	-	-	-	-
As of March 31, 2026	1,594.95	7.15	0.96	0.96	1,604.02
Net book value					
As at March 31, 2025	538.21	1.51	0.22	0.16	540.10
As of March 31, 2026	467.80	1.75	0.19	0.42	470.16

Carrying Amount

Amount in ₹ Lakh

Particulars	As at March 31, 2026	As at March 31, 2025
Property, plant and equipment	2.36	1.89
Right of use assets (Aircraft)	467.80	538.21
Total	470.16	540.10

Amount in ₹ Lakh

	As At March 31, 2026	As At March 31, 2025
--	----------------------	----------------------

4 Other Financial Assets

(Unsecured, considered good, unless otherwise stated)

Non Current

Security deposits

To related party (Refer note 29)	0.30	0.30
To others (Refer note 4.1 & 4.2)	48.00	53.00
Bank deposits maturing more than 12 months from reporting date (Refer note 4.3) (including interest accrued thereon)	61.65	-
Other receivable (Refer note 4.4)	6.40	6.40
	116.35	59.70

Bajaj Aviation Private Limited (2025-26)

4.1 Interest free security deposits are given to suppliers in the normal course of business at arms length basis and does not have any fixed or determined period. Considering the active business operation and regular transactions with suppliers, same are classified as non-current assets.

4.2 Considering the materiality of the amount involved and fact that there is no fixed time period identifiable in respect of these security deposits, discounting as per Ind AS 109 has not been done and same are carried at cost.

4.3 Includes ₹7.02 Lakh (PY: ₹Nil) earmarked as security deposit with HDFC Bank Limited against Credit Card facilities.

4.4 Receivable from a supplier to whom the Company has paid an excess amount of ₹6.40 lakh, which was once refunded by the supplier by issuing two number of cheques but the cheques were returned unpaid by the bank. Therefore the Company has filed a legal case under section 138 of the Negotiable Instrument Act, 1881 which is pending in the court of Additional Chief Justice Magistrate-II, Gautam Budh Nagar, Uttar Pradesh. The Company is hopeful to recover this entire amount from the party.

5 Trade Receivables

Unsecured, considered good from related parties (Refer note 29)	729.94	124.08
Unsecured, considered good from other parties	100.07	125.77
Less: Allowance for expected credit loss	(9.40)	(1.55)
Total	820.61	248.30

5.1 Trade receivables ageing schedule:

As at March 31, 2026

Amount in ₹ Lakh

Particulars	Less than 6 months	6 Months to 1 year	1 to 2 years	2 to 3 years	more than 3 years	Total
Undisputed Trade receivable - considered good	825.62	-	4.39	-	-	830.01
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-
Disputed Trade receivable - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-
Total	825.62	-	4.39	-	-	830.01
Less: Allowance for credit loss/ credit impaired	(8.30)	-	(1.10)	-	-	(9.40)
Total	817.32	-	3.29	-	-	820.61

As at March 31, 2025

Amount in ₹ Lakh

Particulars	Less than 6 months	6 Months to 1 year	1 to 2 years	2 to 3 years	more than 3 years	Total
Undisputed Trade receivable - considered good	247.15	2.70	-	-	-	249.85
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivable - credit impaired	-	-	-	-	-	-

Particulars	Less than 6 months	6 Months to 1 year	1 to 2 years	2 to 3 years	more than 3 years	Total
Disputed Trade receivable - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivable - credit impaired	-	-	-	-	-	-
Total	247.15	2.70	-	-	-	249.85
Less: Allowance for credit loss/ credit impaired	(1.28)	(0.27)	-	-	-	(1.55)
Total	245.87	2.43	-	-	-	248.30

Note: Refer note 30.3 for a detailed credit risk analysis of trade receivables.

6 Cash and Cash Equivalents

Balances with banks:

In current account	95.85	275.67
In fixed deposit account with original maturity of less than 3 months	50.01	-

Cash on hand *	-	-
Total	145.86	275.67

* The actual cash balance as at the year end was ₹42 (PY: ₹42) only, which is negligible and appears as zero when amounts are presented in lakhs due to rounding off.

7 Other Bank Balances

Bank deposits maturing within 12 months from reporting date *	-	212.14
<i>(including interest accrued thereon)</i>		

Total	-	212.14
--------------	----------	---------------

* Includes ₹ Nil (PY: ₹7.61 Lakh) earmarked as security deposit with HDFC Bank Limited against Credit Card facilities.

8 Other Assets

8.1 Current Assets

Prepaid expenses	0.91	0.85
Other advances	-	0.01
Balance with government authorities	73.22	38.65
Total	74.13	39.51

Note: Other advances are given to employees and suppliers in the normal course of business and adjusted against supplies.

9 Current Tax Assets (Net)

Advance payment of taxes (Net)	503.83	256.02
Total	503.83	256.02

10 Equity Share Capital

A. Authorised, issued, subscribed and paid up share capital

Authorised:

50,00,000 (PY: 50,00,000) equity shares of ₹ 10/- each	500.00	500.00
	500.00	500.00

Issued, Subscribed & Paid up Capital:

50,00,000 (PY: 50,00,000) equity shares of ₹ 10/- each	500.00	500.00
	500.00	500.00

Bajaj Aviation Private Limited (2025-26)

B. There is no change in the share capital during the current and preceding year.

C. Terms/ Rights attached to Equity Shares :

The company has one class of equity shares having par value of ₹10/- per share. All equity shares are ranking pari passu in all respects including dividend. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

D. Shares held by Holding Company / Shareholders holding more than 5% shares:

Name of shareholder	Nos of Shares	% of Holding
Bajaj Hindusthan Sugar Limited (Holding Company) #		
As at March 31, 2026	5,000,000	100.00%
As at March 31, 2025	5,000,000	100.00%

Includes one share of nominee share holder.

E. Shares held by promoters at the end of the year:

SN	Promoter Name	No of shares	% of total shares	% change during the year
1	Bajaj Hindusthan Sugar Limited	49,99,999 (49,99,999)	100.00% (100.00%)	-
2	Mr. Kushagra Bajaj (Held as nominee)	1 (1)	0.00% (0.00%)	-
Total		50,00,000 (50,00,000)	100.00% (100.00%)	-

Note: Figures in bracket represent previous year.

11 Other Equity

Retained earnings	(8,896.75)	(9,230.70)
Equity component of compound financial instruments	2,673.84	2,732.69
Balance at end of the year	(6,222.91)	(6,498.01)

Note: Refer Statement of change in equity for movement in other equity.

12 Borrowings

12.1 Non Current

Unsecured Loans from related party (refer note 12.2,12.3, and 29)

4,299.31 4,299.31

Liability Component of Compound Financial Instruments

Zero Coupon Optionally Convertible Debentures (ZOCD):

4,31,80,000 (PY:4,41,30,000) nos of debentures of ₹10/- each (refer note 12.4 & 12.5)

2,283.40 2,083.04

Total	6,582.71	6,382.35
--------------	-----------------	-----------------

12.2 Loan amount of ₹4,299.31 lakh (PY: ₹4,299.31 lakh) is outstanding which was taken from the holding Company M/s Bajaj Hindusthan Sugar Limited and this is repayable on demand. However, the Company has received comfort from the holding Company that it will not call the money and will provide continuing financial assistance to support the business of the Company, therefore the Company has shown this liability as non current. Rate of interest applicable is 12% per annum.

12.3 The Company has not recognised interest expense of ₹292.80 lakh (PY: ₹292.80 lakh) for the current financial year and cumulatively it has not recognised interest expense of ₹2,049.60 lakh (PY: ₹1,756.80 lakh) from FY 2019-20 upto the end of the current financial year, on loan taken from the holding company. The same is as per the instruction of and in line with the

accounting policy followed by the holding company. The holding company has not recognised corresponding interest income for current financial year on the principle of conservatism and prudence.

12.4 The Company has issued ZOCD of ₹10/- each. As per Ind AS 32 these instruments needs to be classified as compound financial instrument which is bifurcated into ₹2,127.55 lakh as borrowings and ₹2,285.45 lakh as other equity by discounting the original amount of ₹4,413.00 lakh @12% p.a. for a period of 10 years for group companies & 11 months for non group companies in FY 22-23. The unwinding of discount, in subsequent periods, on loan component has been recognised in the statement of profit & loss and added to liability component of compound financial instrument.

Further, during the FY 23-24, the Company has modified the tenure of all the ZOCD from 11 months to 10 years effective from 27.10.2023. After the said modification, updated amount of borrowings is ₹1,680.30 lakh (excluding the amount of unwinding of discount) and amount of other equity is now ₹2,732.70 lakh computed by discounting the original amount of ₹4,413.00 lakh

12.5 Terms/rights attached to Zero Coupon Optionally Convertible Debentures (ZOCD):

i. **Tenure:** Ten years from the date of original allotment.

ii. Terms of Conversion

At the option of the debenture holders at any time during the tenure of debentures. Each convertible debenture shall be converted into such number of equity shares at fair market value in accordance with Income Tax laws or applicable laws prevailing at the time of conversion.

iii. Put or Call Option

Put or Call option can be exercised at any time during the tenure of the said debentures.

The Company has the right but not the obligation to redeem all or part of the said debentures at premium of 5% of face value by providing a prior written notice of redemption to the debenture holder at least one day prior to the date on which it intends to get the debentures redeemed (Call Notice). In case of call option, premium shall be payable in proportion of the time period of tenure expired upto the date of call option.

The debenture holder has the right but not the obligation to require the issuer to redeem all or part of the said debentures at par by providing prior written notice for redemption to the Company of at least one day prior to the date on which it intends to get the debentures redeemed (Put Notice).

iv. Renewal/ Roll Over

Permitted with the prior approval of the debenture holder(s). However such stipulated period including renewal/ roll over shall not exceed ten years or any period as may be permitted by any laws or acts, from the date of original allotment, for the time being in force whichever is earlier.

v. Variation of Rights

Permitted either with the prior written consent(s) of the debenture holder(s) or requisite approval in their class meeting(s), in compliance of the applicable laws.

vi. In case of winding up

The debenture holders of the said debentures shall be entitled to a preferential right of return of the amount payable on redemption but shall not have any further right or claim over the surplus assets of the Company.

13 Lease Liability

13.1 Non Current

Lease Liability on Right of use asset (Aircraft)	943.43	1,056.64
	943.43	1,056.64

13.2 Current

Current maturities of Lease Liability on Right of use asset (Aircraft)	113.20	101.07
	113.20	101.07
Total	1,056.63	1,157.71

Bajaj Aviation Private Limited (2025-26)

14 Provisions

Non Current

Provision for employee benefits	22.95	16.27
Total	22.95	16.27

15 Trade Payable

Due to micro and small enterprises	-	-
Due to other than micro and small enterprises:		
Related parties (refer note 29)	103.00	-
Others	50.73	12.65
Total	153.73	12.65

15.1 Trade payable's ageing schedule:

As at March 31, 2026

Amount in ₹ Lakh

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	149.64	1.48	0.65	1.96	153.73
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	149.64	1.48	0.65	1.96	153.73

As at March 31, 2025

Amount in ₹ Lakh

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	9.86	0.73	0.31	1.75	12.65
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	9.86	0.73	0.31	1.75	12.65

15.2 Details of dues to Micro and small enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006 (the MSMED Act 2006) :

a (i) Principal amount remaining unpaid to any supplier at the end of accounting year	-	-
(ii) Interest due on above	-	-
b. Amount of interest paid by the buyer in terms of section 16 of the Act	-	-
c. Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year but without adding the interest specified under this Act).	-	-
d. Amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
e. Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act, 2006	-	-

Note: The information has been given in respect of such vendors to the extent they could be identified as 'Micro & Small Enterprises' on the basis of information available with the Company.

16 Other Financial Liabilities

Current

Security deposit from non related parties	16.53	16.53
Other payable	2.56	3.56
Total	19.09	20.09

17 Other current Liabilities

Statutory liabilities	18.68	40.32
Advance from customers	0.06	0.06
Total	18.74	40.38

18 Revenue from operations

Income from air charter services	3,699.02	3,280.26
Total	3,699.02	3,280.26

19 Other Income

Interest income on		
- Bank deposits	7.17	5.71
- Income tax refund	3.67	0.75
- Employee Loan	-	0.05
Exchange fluctuation gain (net)	-	0.27
Reversal of provision for doubtful debts	-	4.63
Liabilities/ provision written back	-	1.56
Total	10.84	12.97

20 Operating Expenses

Repair & Maintenance	1,004.36	1,023.98
Fuel expenses	414.75	400.95
Handling expenses	635.69	368.52
Retainership fees (Crews)	272.96	210.59
Landing & parking charges	86.00	150.06
Training expenses	91.56	185.76
Travelling and conveyance	151.54	132.16
Catering expenses	22.61	25.98
Flight navigation & communication	57.67	52.82
Other operating expenses	22.09	21.34
Total	2,759.23	2,572.16

21 Employee Benefits Expense

Salaries and wages	109.50	112.71
Employee's welfare expenses	0.57	0.40
Total	110.07	113.11

22 Finance Costs

Interest on debentures (unwinding of discount) (refer note 12.4)	295.36	223.18
Interest on lease liabilities	138.92	149.75
Other Interest and borrowing costs	1.24	0.15
Total	435.52	373.08

23 Other Expenses

Insurance	1.33	1.12
Office rent (refer note 27)	1.20	1.20
Payment to auditors (refer note 23.1)	0.40	0.70
Provision for doubtful debts	7.84	-
Exchange fluctuation loss (net)	22.67	-
Administrative expenses	25.30	14.92
Administrative expenses	58.74	17.94
Total	17.94	132.16

Bajaj Aviation Private Limited (2025-26)

23.1 Payment to Auditors :

As auditor:

Statutory audit fees	0.20	0.20
Tax audit fees	0.20	0.20
Other audit fees	-	0.30

Total **0.40** **0.70**

24 Deferred Tax Liabilities (Net)

In absence of probability that future taxable profit will be available against which the unused tax losses can be utilised, the Company has recognised deferred tax assets for the carry forward of unused tax losses to the extent of deferred tax liability.

The unrecognised tax losses of ₹5,117.00 lakh (PY: ₹6,274.50 lakh) (including unabsorbed depreciation) arose in different financial years and will expire in eight years from the year of actual loss, except for unabsorbed depreciation of ₹917.89 lakh (PY: ₹917.89 lakh), which has no such expiry.

25 Earning Per Share:

(i) Profit/ (Loss) for the year	275.10	145.31
(ii) Weighted average number of equity shares outstanding	5,000,000	5,000,000
(iii) Basic earning per share (in ₹)	5.50	2.91
(iv) Diluted earning per share (in ₹)	5.50	2.91

26 Contingent Liabilities

In respect of disputed demands/ claim against the Company not acknowledged as debts:

Related to Income Tax matters	8,711.13	8,711.13
Related to GST matters	117.32	117.32
Related to Custom matters	98.69	-

27 Leases

The Company has short term/ low value lease contract in respect of office premises and IT equipments. This lease contract is cancellable operating leases. The aggregate lease rentals payable in respect of short term and low value leases are charged on straight line basis as 'office rent' in the statement of profit and loss.

During the year, the Company has incurred ₹1.20 lakh (PY: ₹1.20 lakh) towards short-term leases and leases of low-value assets. The total cash outflow for leases is ₹241.20 lakh (PY: ₹241.20 lakh) for the current financial year, including cash outflow of short-term leases and leases of low-value assets. (Refer note 23).

Refer note 13 for lease modification during the year.

Amount in ₹ Lakh

As at March 31, 2026

Particulars	Lease Payment	Interest payment	Net present value
Not later than one year	240.00	126.80	113.20
Later than one year but not later than five years	960.00	354.04	605.96
Later than five years	394.52	57.05	337.47
Total	1,594.52	537.89	1,056.63

As at March 31, 2025 Amount in ₹ Lakh

Particulars	Lease Payment	Interest payment	Net present value
Not later than one year	240.00	138.93	101.07
Later than one year but not later than five years	960.00	418.96	541.04
Later than five years	634.52	118.92	515.60
Total	1,834.52	676.81	1,157.71

28 Analytical Ratios as required to be disclosed as per schedule III of the Companies Act, 2013:

SN	Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	% of variance	Reason of Variance
1	Current ratio	Current Assets	Current Liabilities	5.07	5.92	-14.43%	-
2	Debt equity ratio	Total Debt	Shareholders equity	(1.15)	(1.06)	-8.10%	-
3	Debt service coverage ratio	Earnings available for debt service ^(a)	Debt service ^(b)	-	-	-	Since the company has no scheduled/ periodic liability of payment towards debt, this ratio is not comparable.
4	Return on equity ratio	Net Profits after taxes	Average Shareholder's Equity	4.69%	2.39%	96.11%	Due to increase in turnover & operating profit during the year.
5	Inventory turnover ratio	-	-	-	-	-	Not applicable
6	Trade receivables turnover ratio	Net Credit Sales	Average trade receivable	6.92	9.90	-30.06%	Trade receivable has significantly increased in the current year.
7	Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	33.17	123.36	-73.11%	Trade payable has significantly increased in the current year.
8	Net capital turnover ratio	Net Sales	Average working capital	3.53	4.78	-26.18%	Working capital during the current year has been increased.
9	Net profit ratio	Net Profits after taxes	Net Sales	0.07	0.04	67.89%	Due to increase in turnover & operating profit during the year
10	Return on capital employed	Earning before interest and taxes	Capital employed ^(c)	0.09	0.06	50.36%	Due to increase in turnover & operating profit during the year
11	Return on investment	-	-	-	-	-	Not applicable

^(a) Earning for debt service represents Net Profit after taxes + depreciation + Interest + loss on sale of fixed assets - liabilities written back

^(b) Debt service represents principal repayment + interest payment made during the year

^(c) Capital employed represents Tangible Net Worth + Total Debt + Deferred Tax Liability

Bajaj Aviation Private Limited (2025-26)

29 Related party transactions

A Related parties and relationships:

Description of relationship	Name of Related Parties
(i) Holding Company	Bajaj Hindusthan Sugar Limited
(ii) Fellow Subsidiary	Bajaj Power Generation Pvt. Ltd.
(iii) Entities controlled or jointly controlled by persons who are member of the KMP of the reporting entity or of a parent of the reporting entity	Abhitech Developers Pvt. Ltd. Bajaj Energy Pvt. Ltd. (Formerly Bajaj Energy Ltd.) Bajaj Resources Pvt. Ltd. Lalitpur Power Generation Company Ltd.
(iv) A person or a close member of that person's family, who is a member of the key management personnel (KMP) of the reporting entity or of a parent of the reporting entity	Mr. Kushagra Bajaj (Chairman of the Parent Company) Mr. Manik Trambak Hire (Whole Time Director)

B Related Party Transactions:

Amount in ₹ Lakh

		KMP	Holding Company	Fellow Subsidiary	Other entities as per (iii) above
Transactions during the year:	Year ended				
Lease rent paid / credited (Including taxes)	March 31, 2026	–	252.00	–	1.42
	March 31, 2025	–	252.00	–	1.42
Sale of services (Including taxes)	March 31, 2026	–	–	–	1,471.14
	March 31, 2025	–	–	–	1,379.23
Remuneration Paid	March 31, 2026	22.09	–	–	–
	March 31, 2025	20.08	–	–	–
Loan repayment received	March 31, 2026	–	–	–	–
	March 31, 2025	1.25	–	–	–
Debenture Redeemed	March 31, 2026	–	–	60.00	–
	March 31, 2025	–	–	–	–
					Amount in ₹ Lakh
Outstanding at the year end	As at				
Loans taken (including interest)	March 31, 2026	–	4,299.31	–	–
	March 31, 2025	–	4,299.31	–	–
Trade payable	March 31, 2026	–	103.00	–	–
	March 31, 2025	–	–	–	–
Trade receivables	March 31, 2026	–	–	–	729.94
	March 31, 2025	–	–	–	124.08
Security deposit given	March 31, 2026	–	–	–	0.30
	March 31, 2025	–	–	–	0.30
Debentures Issued	March 31, 2026	700.00	–	2,412.00	402.00
	March 31, 2025	700.00	–	2,472.00	402.00

Note:

- Related party relationship is as identified by the management based on the available information.
- No amount has been written off during the year in respect of debts due from related parties.
- The transactions with related parties are made on terms equivalents to those that prevails at arm's length transactions.

30 Financial Instruments

30.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity

holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company is not subject to any externally imposed capital requirements. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company has also received financial support from the parent company to meet its financial obligation. The Company does not have any long term debts hence there is no capital gearing ratio.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

30.2 Categorization of financial instruments

Amount in ₹ Lakh

	As at March 31, 2026	As at March 31, 2025
(i) Financial Assets		
<u>Measured at amortised cost</u>		
Trade receivable (note 5)	820.61	248.30
Cash and cash equivalents (note 6)	145.86	275.67
Other Bank Balances (note 7)	–	212.14
Other financial assets (note 4)	116.35	59.70
	1,082.82	795.81
(ii) Financial Liabilities		
<u>Measured at amortised cost</u>		
Borrowings (note 12)	6,582.71	6,382.35
Lease Liability (note 13)	1,056.63	1,157.71
Trade Payables (note 15)	153.73	12.65
Other Financial Liabilities (note 16)	19.09	20.09
	7,812.16	7,572.80

30.3 Financial risk management objectives and policies

The management conducts and operates the business in a prudent manner, taking into account the significant risks to which the business is or could be exposed. The primary risk to which the business is exposed, which are unchanged from the previous year, comprise credit risks, liquidity risks and market risks.

Management continuously monitors its cash flows to determine its cash requirements and makes arrangements with its parent company in order to manage exposure to liquidity risk.

Exposure to aforementioned risks are detailed below:

Credit risk

Financial assets that potentially expose the Company to concentration of credit risk comprises trade receivables, loans, bank account and deposits. Credit risk is managed by assessing the credit worthiness of potential customers and the potential for exposure to the market in which they operate, combined with regular monitoring and follow-up. Credit risk on cash and cash equivalents is minimum as the Company's bank accounts are with high credit rated schedule and private banks.

Refer note 5 for ageing analysis of trade receivables as at balance sheet date.

Liquidity risk

Liquidity risk is the risk that a company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets. The Company has taken loan from parent company and other group companies and in order to meet its business requirement fully depended on the parent company for further liquidity support. The parent company has provided a comfort that it will not recall the loan which is given as repayable on demand and also provide required financial support. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs.

The table below provides the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date

Bajaj Aviation Private Limited (2025-26)

on which the Company may be required to pay.

Amount in ₹ Lakh

Particulars	As at March 31, 2026				
	Carrying amount	On Demand	Less than one year	More than one year	Total
Borrowings	6,582.71	-	-	6,582.71	6,582.71
Trade payables	153.73	-	153.73	-	153.73
Lease liabilities	1,056.63	-	113.20	943.43	1,056.63
Other financial liabilities	19.09	-	19.09	-	19.09

Amount in ₹ Lakh

Particulars	As at March 31, 2025				
	Carrying amount	On Demand	Less than one year	More than one year	Total
Borrowings	6,382.35	-	-	6,382.35	6,382.35
Trade payables	12.65	-	12.65	-	12.65
Lease liabilities	1,157.71	-	101.07	1,056.64	1,157.71
Other financial liabilities	20.09	-	20.09	-	20.09

Interest rate risk

The Company is not subject to any significant interest risk, since rate of interest are fixed for the entire tenure.

Foreign currency risk management

The Company procure spares parts, training and maintenance services for Aircraft in foreign currency. Consequently, it exposes the Company to exchange rate fluctuations.

The carrying amounts of the company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Currency	Year Ended March 31, 2026	Year Ended March 31, 2025
USD	25,827.18	-
Euro	-	-

Foreign currency sensitivity analysis

The following tables demonstrate the sensitivity of profit before tax to a reasonably possible change in USD exchange rates, with all other variables held constant.

Amount in ₹ Lakh

Change in Exchange Rate	Currency	Impact on Statement of P/L	Year Ended March 31, 2026	Year Ended March 31, 2025
Increase by 5%	USD	Profit will Decrease by	1.22	-
Decrease by 5%	USD	Profit will Increase by	(1.22)	-
Increase by 5%	Euro	Profit will Decrease by	-	-
Decrease by 5%	Euro	Profit will Increase by	-	-

30.4 Fair value measurement

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values unless the carrying value of the financial asset or liability is immaterial:

- The management assessed fair value of cash and short-term deposits, trade and other short-term receivables, trade payables and other current liabilities carried at amortised cost is not materially different from its carrying amount largely due to short-term maturities of these financial assets and liabilities.
- The fair value of loans receivables are estimated by discounted cash flow method to capture the present value of the expected future economic benefits that will flow to the company.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the asset or liability that are not based on observable market data.

31 Undisclosed Income

There are no transaction that has not been recorded in the books of

accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) and also there were no income and related assets that has been previously unrecorded and required to be recorded in the books of account during the year.

32 Details of Benami Properties

There are no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

33 Utilisation of Borrowed funds and share premium:

The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

34 Segment reporting

As the company's business activity falls within a single segment viz. "Aviation" and the services rendered are substantially being in the domestic market, the disclosure requirements of the Ind AS - 108 "Operating Segment" are not applicable. However it does not have any impact on the true and fair view of the state of affairs in case of Balance Sheet and Statement of Profit and Loss.

35 No Loans or advances in the nature of loans are granted to any Promoters, Directors, KMPs or the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

36 The Company has no transactions with any companies struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

37 Registration of charges or satisfaction with Registrar of Companies (ROC):

No charges or satisfaction pending to be registered with ROC beyond the statutory period.

38 Audit trail:

The ministry of corporate affairs (MCA) has issued a notification (Companies (Accounts) Amendment Rules, 2021) which is effective from 1st April 2023, states that every company which uses accounting software for maintaining its books of accounts shall use only the accounting software where there is a feature of recording audit trail of each and every transaction and further creating an edit log of each change made to books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The company uses a Oracle based ERP a primary accounting software for maintaining books of account, which presently does not have a feature of recording audit trail (edit log) facility and the company is in the process of implementing the same.

39 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

40 The financial statements were approved for issue by the board of directors on 12th May 2026.

As per our Report of even date

For C.P. Kothari and Company
Chartered Accountants
(Firm Registration No. 003093C)

For and on behalf of the Board

Chandra Prakash Kothari
Proprietor
Membership No: 072229

Munesh Kumar Kaushik
Director
DIN: 08434094

Manik Trambak Hire
Wholetime Director
DIN: 08741274

Place: Mumbai
Date : 12th May 2026

Bajaj Power Generation Private Limited (2025-26)

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Twentieth Annual Report and the Audited Financial Statements for the financial year ended March 31, 2026.

OPERATIONS AND STATE OF COMPANY'S AFFAIRS

The Company is a wholly owned subsidiary of Bajaj Hindusthan Sugar Limited (BHSL) and engaged in setting up a thermal power project. Due to changes in tariff policies and constraints relating to fuel linkage and water availability, the original project could not be implemented as envisaged.

Your Company generated revenue of Rs. 164.10 lakh from other income during the current financial year as compared to Rs. 121.00 lakh generated in the previous financial year ended March 31, 2025. The aggregate expenditure of Rs. 0.02 lakh towards Finance Charges was incurred. The profit for the current year is Rs. 139.22 lakh as compared to loss of Rs. 28.97 lakh in the previous financial year ended March 31, 2025.

DIVIDEND

Your Directors have not recommended any dividend on the equity shares for the year under review. (Previous year : Nil)

TRANSFER OF AMOUNT TO RESERVES

No amount has been transferred to any reserves during the year under review.

SHARE CAPITAL

There are no change in issued, subscribed and paid-up capital of the Company during the year under review. The entire paid up share capital of the Company has been held by Bajaj Hindusthan Sugar Limited. The Company is a wholly owned subsidiary of Bajaj Hindusthan Sugar Limited.

HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company continues to be the wholly owned subsidiary of Bajaj Hindusthan Sugar Limited. The Company did not have any Subsidiary/ Associate Company during the year under review.

ANNUAL RETURN

The Company does not have website.

The Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT – 7 of the Companies (Management & Administration) Rules, 2014 is attached as 'Annexure-I' and forms part of this report.

BOARD OF DIRECTORS

Changes in Directors and Key Managerial Personnel

Pursuant to the approval of the Members at the Annual General Meeting held on July 29, 2025, Mr. Rajendra Mishra (DIN: 07254749), Mr. Mukesh Agrawala (DIN: 08459285) and Ms. Rekha Mitbander (DIN: 08487623), who were appointed as Additional Directors by the Board on February 10, 2025, were appointed as Directors of the Company, liable to retire by rotation.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rajendra Mishra retire by rotation at the ensuing Annual General Meeting and being eligible, offer(s) himself for re-appointment.

All the Directors have furnished declarations confirming that they are not disqualified from being appointed or continuing as Directors in terms of Section 164 of the Companies Act, 2013.

During the year under review, there was no change in the composition of the Board of Directors except as stated above.

BOARD MEETINGS

During the financial year 2025-2026, the Board of Directors met 06 (six) times on May 19, 2025, July 25, 2025, August 12, 2025, August 14, 2025, October 27, 2025 and January 23, 2026. The gap between any two meetings has been less than 120 days.

Details of the Board of Directors and Attendance Record of Directors during the financial year ended March 31, 2026 is as under:

Name	DIN	Number of meetings during the Financial Year 2025-2026	
		Board Meetings entitled to attend	Board Meetings attended
Mr. Rajendra Mishra	07254749	6	6
Mr. Mukesh Agrawala	08459285	6	6
Ms. Rekha Mitbander	08487623	6	1

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR) AND ITS IMPLEMENTATION:

Constitution

The Company has constituted a Corporate Social Responsibility Committee (CSR) as required under Section 135 of the Companies Act, 2013. The composition of Corporate Social Responsibility Committee during the financial year ended March 31, 2026 :

Name of Committee Members	Category
Mr. Rajendra Mishra	Chairman of the Committee
Mr. Mukesh Agrawala	Member

During the year under review, the Corporate Social Responsibility Committee met on May 19, 2025. The attendance at the meeting of the CSR Committee during the financial year ended March 31, 2026:

Name of Committee Members	Category	CSR Committee Meetings held / attended
Mr. Rajendra Mishra	Chairman of the Committee	01/01
Mr. Mukesh Agrawala	Member	01/01

During the financial year under review, in compliance of provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014, the Company had not spent any amount towards CSR as the Company does not meet the eligibility criteria outlined in Section 135 of the Companies Act, 2013 in the preceding financial year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 with respect to the directors' responsibility statement, it is hereby confirmed that:

- in the preparation of the annual accounts for the year ended March 31, 2026 the applicable Accounting standards had been followed along with proper explanation relating to the material departures;
- the directors of the Company had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company, as at March 31, 2026, and of the profit of the Company for the year ended March 31, 2026;
- the directors of the Company had taken proper and sufficient care for the maintenance of proper accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors of the Company had prepared the accounts of the Company for the financial year ended March 31, 2026 on a going concern basis; and
- the directors of the Company had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTIES TRANSACTIONS

The Company has not entered into any contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013.

Bajaj Power Generation Private Limited (2025-26)

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

The particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013 are provided below:

Sr. No.	Name of the Entity	Particulars of Loans, Guarantees and Investments	Amount (Rs. in lakh)	Key terms & Conditions	Purpose for which the loan or guarantee or security is proposed to be utilized by the recipient (to be provided only for loan or guarantee or security)
1.	Bajaj Power Ventures Private Limited (at Cost)	Investment made in equity shares	1,14,834.06	N.A.	N.A.
2.	Phenil Sugars Limited (at Cost)	Investment made in equity shares	62.58	N.A.	N.A.
3.	Bajaj Aviation Private Limited (at Cost)	Investment made in Zero Percent Optionally Convertible Debentures	2,412.00	Zero Percent Optionally Convertible Debentures	For Business purpose

MATERIAL EVENTS THAT HAVE OCCURRED AFTER THE BALANCE SHEET DATE

There has been no material event after balance sheet date.

SIGNIFICANT ORDERS IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

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

COMPLIANCE WITH SECRETARIAL STANDARDS

In terms of Section 118(10) of the Companies Act, 2013, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

INTERNAL FINANCIAL CONTROL

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

RISK MANAGEMENT

The Company, like any other enterprise, is exposed to business risk which can be an internal risks as well as external risks. Any unexpected changes in regulatory framework pertaining to fiscal benefits and other related issue can affect company's operations and profitability. However the Company is well aware of the above risks and as part of business strategy has formulated a Risk Management Policy.

The Risk Management Policy approved by the Board, lays down the roles and responsibilities of the various functions in relation to risk management covering a range of responsibilities, from the strategic to the operational. These role, inter alia, provide the foundation for your Company's Risk Management Policy and Framework that is endorsed by the Board and is aimed at ensuring formulation of appropriate risk management procedures and their effective implementation.

The Company is in the process of implementing the current Risk Management Framework that consists of the following key elements:

- The Corporate Risk Management policy facilitates the identification and prioritization of strategic and operational risks, development of appropriate mitigation strategies and conducts periodic reviews of the progress on the management of identified risks.
- The risk policy brings robustness to the process of ensuring that business risks are effectively addressed.
- Appropriate structures are in place to proactively monitor and manage the inherent risks in businesses with unique / relatively high risk profiles.
- The periodical planning exercise requires the management to clearly identify their top risks and set out a mitigation plan with agreed timelines and accountability.

The combination of policies and processes as outlined above is expected to adequately address the various risks associated with your Company's businesses.

COMPLIANCE WITH STATUTORY AUDITORS

The Company's existing Statutory Auditors M/s. C. P. Kothari and Company, Chartered Accountants (Firm Registration no. 003090C) were appointed by the Members of the Company at the Eighteenth Annual General Meeting (AGM) of the Company for a term of 5 years to hold office from the conclusion of 18th AGM of the Company till conclusion of 23rd AGM of the Company.

INDEPENDENT AUDITORS' REPORT

The Auditors in their Report to the members have given a qualified opinion and the response of your Directors with respect to it as follows:

Audit Qualification

As stated in Note 13.2 of the financial statements, the Company has not recognized interest expense of Rs. 11,243.04 lakh for current financial year (Rs. 11,243.04 lakh in previous year 2024-25 and cumulatively Rs. 76,383.53 lakh up to the end of the current financial year), on loan taken from holding company. Non-recognition of interest expenses is a departure from the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

Accordingly, had the interest expense been duly accounted for in accordance with the aforesaid standards, the profit for the year ended March 31, 2026 would have been lower by Rs. 11,243.04 lakh; total equity as at that date would have been lower by Rs. 76,383.53 lakh; and the corresponding interest payable to holding company would have been higher by Rs. 76,383.53 lakh.

Response to the above

The Company was exploring for the new power project and PPA (Power Purchase Agreement) with UPPCL (Uttar Pradesh Power Corporation Ltd). Presently the Company is not in operations; hence the Company could not service the interest on debt of the holding company. Therefore on the basis of conservatism and prudence the holding company (the lender) has not recognized the interest income in their books. In line with the holding company, the company has not booked interest expenses in its books of accounts. The company fully acknowledges the liability and will pay in future.

MAINTENANCE OF COST RECORDS

The Company is not required to maintain cost records pursuant to Section 148(1) of the Companies Act, 2013.

DEPOSITS

The Company has not accepted any deposits within the meaning of Chapter V of the Companies Act, 2013 during the year under review. No deposit remained unpaid or unclaimed as at the end of the year and accordingly there has been no default in repayment of deposits or payment of interest thereon during the year.

GENERAL DISCLOSURE

During the year under review:

- a) the Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise, pursuant to the provisions of Section 43 of the Companies Act, 2013 and Rules made thereunder;
- b) the Company has not made any provisions of money or has not provided any loan to the employees of the Company for purchase of shares of the

Bajaj Power Generation Private Limited (2025-26)

- Company or its holding Company, pursuant to the provisions of Section 67 of the Companies Act, 2013 and Rules made thereunder;
- c) the Company has not bought back its shares, pursuant to the provisions of Section 68 of the Companies Act, 2013 and Rules made thereunder; and
- d) no application was filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

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

The particulars as prescribed under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 to the extent applicable with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are as under:

(A) Conservation of Energy

- (i) The steps taken or impact on conservation of energy : -----
- (ii) The steps taken by the Company for utilizing alternate sources of energy : -----
- (iii) The capital investment on energy conservation and equipments : -----

(B) Technology Absorption

- (i) The efforts made towards technology absorption : -----
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution : -----
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the year) : -----
- (a) The details of technology imported
- (b) The year of import
- (c) Whether the technology has been fully absorbed
- (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

- (iv) The expenditure incurred on research and development : -----

(C) Foreign Exchange Earnings and Outgo

- (i) The Foreign Exchange earned in terms of actual inflows during the Financial Year 2025 – 26 : -----
- (ii) The Foreign Exchange outgo during the financial year 2025 – 26 in terms of actual outflow. : -----

DISCLOSURE UNDER PREVENTION OF SEXUAL HARASSMENT ACT

In terms of Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has zero tolerance for sexual harassment at workplace. No complaint on Sexual Harassment was reported under the said Act during the financial year under review.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Since the Company does not have any employee during the year under review, disclosure as required to be made as prescribed under Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is not applicable.

ACKNOWLEDGEMENTS

Your directors express their appreciation for the sincere co-operation and assistance of Government authorities, bankers and business associates as well as Directors and Employees of the Company and its holding Company.

Your Directors acknowledge with gratitude the support extended by valued shareholders.

For and on behalf of the Board of Directors

Rajendra Mishra
Director
(DIN: 07254749)

Mukesh Agrawala
Director
(DIN: 08459285)

Place: Noida
Date: May 21, 2026

Annexure-I to the Board's Report Form No. MGT-7 ANNUAL RETURN

As on the financial year ended on 31/03/2026 of Bajaj Power Generation Private Limited

[Pursuant to Section 92(1) of the Companies Act, 2013 and Rule 11(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	* Corporate Identification Number (CIN) of the Company	U40102UP2006PTC045331	
	Global Location Number (GLN) of the company	-	
	*Permanent Account Number (PAN) of the company	AACCK9973F	
ii	a) Name of the Company	Bajaj Power Generation Private Limited	
	b) Registered office address	Bajaj Bhawan, Jamnalal Bajaj Marg, B-10, Sector 3, Noida, Gautam Buddha Nagar, Uttar Pradesh – 201301.	
	c) *email-ID of the company	csdept@bajajinfra.com	
	d) *Telephone number with STD code	0120-4045100	
	e) Website	-	
iii	Date of Incorporation	16/06/2006	
iv	Type of the Company	Private Company	
	Category of the Company	Company limited by shares	
	Sub-category of the Company	Indian Non-Government company	
v	Whether company is having share capital	✓ Yes O No	
vi	*Whether shares listed on recognized Stock Exchange(s)	O Yes ✓No	
	(a) Details of stock exchanges where shares are listed	S. No.	Stock Exchange Name Code
		1	

Bajaj Power Generation Private Limited (2025-26)

	(b) CIN of the Registrar and Transfer Agent	U67190MH1999PTC118368
	Name of the Registrar and Transfer Agent	MUFG Intime India Private Limited
	Registered office address of the Registrar and Transfer Agents	C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400083
vii)	*Financial year From	(01/04/2025) To (31/03/2026)
viii)	*Whether Annual General Meeting (AGM) held	O Yes ✓ No
	(a) If yes, date of AGM	AGM to be held
	(b) Due date of AGM	30/09/2026
	(c) Whether any extension for AGM granted	O Yes ✓ No
	(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension	-
	(e) Extended due date of AGM after grant of extension	-
	(f) Specify the reasons for not holding the same	-

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1.....

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	0

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1.....

S. No.	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint venture	% of shares held
1	Bajaj Hindusthan Sugar Limited	L15420UP1931PLC065243	Holding	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i) Share Capital

a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	5,000,000	20,000	20,000	20,000
Total amount of equity shares (in Rs. lakh)	500	2	2	2

Number of classes 1.....

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of equity shares	5,000,000	20,000	20,000	20,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in Rs. lakh)	500	2	2	2

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in Rs. lakh)	0	0	0	0

Number of classes ...0...

Class of Shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares	0	0	0	0
Nominal value per share (in rupees)	0	0	0	0
Total amount of preference shares (in Rs. lakh)	0	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

Bajaj Power Generation Private Limited (2025-26)

(d) Break-up of paid-up share capital

Class of Shares	Number of shares			Total Nominal amount (Rs. in lakh)	Total Paid-up amount (Rs. in lakh)	Total premium
Equity shares	Physical	Demat	Total			
At the beginning of the year	0	20,000	20,000	2	2	0
Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	20,000	20,000	2	2	0
Preference shares						
At the beginning of the year	0	0	0	0	0	0
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify	0	0	0	0	0	0
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	0
At the end of the year	0	0	0	0	0	0

ISIN of the equity shares of the company INE03TX01015

(ii) Details of stock split/consolidation during the year (for each class of shares) 0.....

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)*: NIL

[Details being provided in a CD/Digital Media] ☐ Yes ☒ No ☐ Not applicable

Separate sheet attached for details of transfers ☐ Yes ☒ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of Previous AGM	-
Date of Registration of Transfer	-
Type of transfer	1- Equity 2- Preference Share 3- Debentures 4- Stock
Number of Shares/Debentures/Units Transferred	-
Amount per Shares/Debentures/Units (in Rs.)	-

Bajaj Power Generation Private Limited (2025-26)

Ledger Folio of Transferor	-
Transferor's Name	-
Ledger Folio of Transferee	-
Transferee's Name	-

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total	0	0	0

Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures).....0.....

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover: 0

(ii) Net worth of the Company : Rs. 1366.52 lakh

VI. (a) *SHARE HOLDING PATTERN – Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	20,000	100	0	0
10.	Others	0	0	0	0
	Total	20,000	100	0	0

Total number of shareholders (promoters) 7.....

Bajaj Power Generation Private Limited (2025-26)

(b) *SHARE HOLDING PATTERN – Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	0	0	0	0

Total number of shareholders (other than promoters) 0.....

Total number of shareholders (Promoters + Public/Other than promoters) 7.....

(c) * Details of Foreign institutional investors' (FIIs) holding shares of the company 0.....

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non Executive	Executive	Non Executive	Executive	Non Executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	3	0	3	0	0
(i) Non-Independent	0	3	0	3	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small shareholders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	3	0	3	0	0

Number of Directors on the financial year ...3.... and Key managerial personnel (who is not director) as end date 0.....

Bajaj Power Generation Private Limited (2025-26)

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Mr. Rajendra Mishra	07254749	Director	0	
Mr. Mukesh Agrawala	08459285	Director	0	
Ms. Rekha Mitbander	08487623	Director	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the Year 0.....

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETING

Number of meetings held 2.....

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/07/2025	7	5	99.99
Extraordinary General Meeting	14/08/2025	7	5	99.99

B. BOARD MEETINGS

*Number of meetings held.....6.....

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19-05-2025	3	2	66.67
2	25-07-2025	3	2	66.67
3	12-08-2025	3	2	66.67
4	14-08-2025	3	2	66.67
5	27-10-2025	3	2	66.67
6	23-01-2026	3	3	100.00

C. COMMITTEE MEETINGS

Number of meetings held ...1.....

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Social Responsibility Committee	19-05-2025	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Rajendra Mishra	6	6	100.00	1	1	100.00	
2	Mr. Mukesh Agrawala	6	6	100.00	1	1	100.00	
3	Ms. Rekha Mitbander	6	1	16.67	1	0	0.00	

Bajaj Power Generation Private Limited (2025-26)

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL : Nil

A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: ...0....

S. No	Name	Designation	Gross salary (Rs. in lakh)	Commission (Rs. in lakh)	Stock Option/ Sweat equity	Others	Total amount (Rs. in lakh)
	Total						

B. Number of CEO, CFO and Company secretary whose remuneration details to be entered: ...0....

S. No	Name	Designation	Gross salary (Rs. in lakh)	Commission (Rs. in lakh)	Stock Option/ Sweat equity	Others	Total amount (Rs. in lakh)
	Total						

C. Number of other directors whose remuneration details to be entered ...0....

S. No	Name	Designation	Gross salary (Rs. in lakh)	Commission (Rs. in lakh)	Stock Option/ Sweat equity	Others	Total amount (Rs. in lakh)
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A. *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes ☐ No

B. If No, give the reasons/observations

--

XII. PENALTY AND PUNISHMENT – DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS : Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES: Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment ☒ Yes ☐ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8: N.A.

I/We certify that:

- The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of Section 2 of the Act are not to be included in reckoning the number of two hundred.

Bajaj Power Generation Private Limited (2025-26)

DECLARATION

I am authorised by the Board of Directors of the Company vide resolution no. 12 dated 10/02/2025 to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, Sections 448 and 449 of the Companies, Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be signed by

Director

DIN of the director

To be signed by

o Company Secretary

o Company Secretary in practice

Membership number

Certificate of practice number

Attachments

1. list of share holders, debenture holders;
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachments, if any.

For and on behalf of the Board of Directors

Place: Noida
Date: May 21, 2026

Rajendra Mishra
Director
(DIN: 07254749)

Mukesh Agrawala
Director
(DIN: 08459285)

Bajaj Power Generation Private Limited (2025-26)

INDEPENDENT AUDITORS' REPORT

To the Members of

Bajaj Power Generation Private Limited

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of Bajaj Power Generation Private Limited ("the Company"), which comprise the balance sheet as at March 31, 2026, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 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 (financial position) of the Company as at March 31, 2026, and its loss (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As stated in Note 13.2 of the financial statements, the Company has not recognized interest expense of Rs. 11,243.04 lacs for the current financial year (Rs. 11,243.04 lacs in the previous year 2024-25 and cumulatively Rs. 76,383.53 lacs up to the end of the current financial year), on loan taken from the Holding Company. Non-recognition of interest expense is a departure from the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

Accordingly, had the interest expense been duly accounted for in accordance with the aforesaid standards, the profit for the year ended March 31, 2026 would have been lower by Rs. 11,243.04 lakh; total equity as at that date would have been lower by Rs. 76,383.53 lakh; and the corresponding interest payable to the holding company would have been higher by Rs. 76,383.53 lakh.

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

Material Uncertainty Related to Going Concern

As stated in Note No. 27 of the financial statements, existing power project of the Company could not take off in time due to various reasons beyond the Company's control. As at March 31, 2026, the Company has outstanding financial liability of Rs. 164,325.47 lacs (March 31, 2025: Rs. 164,325.34 lacs). The above factors indicate a material uncertainty, which may cast significant doubt about the Company's ability to continue as a going concern. The Company is exploring the possibilities of the project in future with necessary regulatory approvals as required. Also, the financial liabilities is due to holding company and the holding company has undertaken not to recall the amount owed by the Company and will provide continuing financial support until such time the Company is able to operate on its own financial resources. Accordingly, the financial statements are presented on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the ordinary course of business.

Our opinion is not modified in respect of the above matter.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual

report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Bajaj Power Generation Private Limited (2025-26)

- 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.

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 Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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. Except to the effect of matter as described in the Basis of Qualified opinion paragraph above, 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, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. Except to the effect of matter as described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules 2016 (as amended).
 - e. The matters described in 'Basis for Qualified Opinion' paragraph and the Going concern matter described under Material Uncertainty related to Going Concern paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - f. On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - h. In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid or provided managerial remuneration during the year. Therefore, the provision the section 197 read with Schedule V to the Act is not applicable to the Company;

- 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 does not have any pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - (a) The management has represented that, to the best of its knowledge and belief, other than those disclosed in the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, other than those disclosed in the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has causes us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid dividend during the year hence reporting of compliances of section 123 is not applicable.
 - vi. Based on our examination, which included test checks, the Company has used SAP accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

For C.P. Kothari & Co.

Chartered Accountants

Firm registration number: 003093C

C.P. Kothari

Proprietor

Membership No.: 072229

UDIN: 260722290CE2EP6668

Place: Ajmer

Date: 21st May 2026

Bajaj Power Generation Private Limited (2025-26)

Annexure 'A'

Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i) In respect of Company's property, plant and equipment and intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have any intangible assets.
 - (b) The Company does not have any property, plant and equipment except for freehold land hence the requirement of physical verification by the management at reasonable intervals is not applicable to the Company hence not commented.
 - (c) Based on our examination of the registered title deed / sale deed / transfer deed provided to us, we report that, the title deeds of all immovable properties, disclosed in the financial statements included under the head Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
 - (e) To the best of our knowledge and according to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder, hence reporting of clause 3(i)(e) of the Order is not applicable to the Company.
- (ii)
 - (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has made investments in form of equity and debt securities of group companies, in respect of which:
 - (a) During the year, the Company made an investment in equity shares of Phenil Sugars Limited. The aggregate amount and outstanding amount of such investment during the year and at the year-end is Rs. 62.58 Lakh. The Company has not made any new loans or advances in the nature of loans, however, in the previous years, the Company had provided loans in form of investment in debt securities to a fellow subsidiary company and provided security to holding company, in respect of which:
 - a. Aggregate amount of the loan in form of investment in debt security during the year to a fellow subsidiary company is Rs. Nil and balance outstanding (at cost) as at year end is Rs. 2,412.00 lacs in respect of the same.
The Company has pledged 2,42,52,091 equity shares having face value of Rs. 10 each of Bajaj Power Ventures Pvt. Ltd. to secure the loan of Rs. 93,692.00 Lakh (and interest accrued thereon) availed from its parent company Bajaj Hindusthan Sugar Limited (BHSL).
 - b. The Company has not given any loans or advances in the nature of loan or guarantees or securities to parties other than subsidiary, associate and joint venture during the year and total outstanding as at year end is Rs. Nil in respect of above.
 - (b) In our opinion, investments made, securities given and the terms and condition of grant of all loans provided during the year are prima facie not prejudicial to the Company's interest.
 - (c) There are no loan or advances in the nature of loans granted by the Company in the current year and no such loans are outstanding as

at year end. Therefore, the provisions of clause 3(iii)(c), (d), (e) and (f) of the Order are not applicable to the Company.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of Act, in respect of loans, investments, guarantees, and security to the extent applicable to it.
- (v) According to the information and explanations given to us, the company has not accepted any deposit or amounts which are deemed to be deposits from the public within the meaning of section 73 to 76 of the Act and the rules framed thereunder. Therefore, the provision of clause 3(v) of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Company has not started commercial business activities. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii)
 - (a) According to records of the Company, the Company has been regular in depositing with appropriate authorities undisputed statutory dues including goods and service tax, Income-tax, Service-tax, Custom Duty, Cess and other statutory dues to the extent applicable to it. The provisions of Provident fund, Employees' State Insurance, Excise Duty and Value Added tax are not applicable to the Company.
According to the information and explanations given to us, no undisputed amounts payable in respect of goods and service tax, Income-tax, Service tax, Customs Duty, Cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us, there are no dues of income tax, service tax, Goods and Service tax and customs duty which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) Based on our audit procedures performed, according to information and explanations given by the management and on an overall examination of financial statements of the Company, we are of the opinion that:
 - (a) The Company has taken a loan from the holding company which is repayable on demand. As per the records of the Company and explanations provided by the management, the holding company has not recalled the loan and interest due thereon, accordingly, there is no default made by the Company in repayment of loans and in payment of interest.
 - (b) the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) the Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - (d) funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company except for investments in equity shares and debt securities of group companies.
 - (e) the Company has not taken any funds from any entity or person on account of or to meet the obligations of its fellow subsidiary.
 - (f) the Company has not raised any loan during the year on pledge of securities held in its fellow subsidiary, and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x)
 - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

Bajaj Power Generation Private Limited (2025-26)

- (xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As per the records of the Company and information and explanation given to us by the management, the Company has not received any whistle blower complaints during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) In our opinion, the Company is not required to have an internal audit system as per section 138 of the Act hence reporting under clause 3(xiv)(a) and 3(xiv)(b) of the Order is not applicable.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with directors or persons connected with its directors and hence provisions of section 192 of the Act, are not applicable to the Company.
- (xvi) (a) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Hence reporting of clause (xvi) (a) to (xvi)(c) of paragraph 3 of the Order is not applicable to the Company.
- (d) In our opinion and based on our examination, the group has no core investments companies within the group.
- (xvii) The Company has incurred cash losses of Rs. 1.09 Lakh during the financial year ended March 31, 2026 and cash losses of Rs. 4.14 Lakh during the immediately preceding financial year ended March 31, 2025..
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination other evidences supporting the assumptions in form of comfort letter provided by the holding company for continuing financial support and not recalling the loan facility provided by it, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and comfort letter provided by the holding company 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) The Company has incurred losses in preceding years hence not required to spend towards corporate social responsibility as specified in section 135 of the Act. Hence reporting in clause (xx) of paragraph 3 of the Order is not applicable to the Company.

For C.P. Kothari & Co.
Chartered Accountants
Firm registration number: 003093C

C.P. Kothari
Proprietor
Membership No.: 072229
UDIN: 260722290CE2EP6668

Place: Ajmer

Date: 21st May 2026

Bajaj Power Generation Private Limited (2025-26)

Annexure 'B'

Annexure to the independent auditor's report of even date on the financial statements of Bajaj Power Generation Private Limited

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

Opinion

We have audited the internal financial controls with reference to financial statements of Bajaj Power Generation Private Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the 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 March 31, 2026, 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 and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's

judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

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

For C.P. Kothari & Co.

Chartered Accountants
Firm registration number: 003093C

C.P. Kothari

Proprietor
Membership No.: 072229
UDIN: 260722290CE2EP6668

Place: Ajmer

Date: 21st May 2026

Bajaj Power Generation Private Limited (2025-26)

Balance Sheet as at March 31, 2026

₹ in Lakh

Particulars	Note	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3	102.31	102.31
Financial Assets			
Investments	4	1,73,780.54	1,53,926.05
Other Non-Current Assets	5	0.10	0.10
Sub total		1,73,882.95	1,54,028.46
Current Assets			
Financial Assets			
Cash and Cash Equivalents	6	3.99	7.49
Other Bank Balance	7	26.94	25.43
Other Current Assets	8	0.25	0.23
Current Tax Assets (net)	9	0.16	0.17
Sub total		31.34	33.32
Total Assets		1,73,914.29	1,54,061.78
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	10	2.00	2.00
Other Equity	11	1,364.51	(15,597.44)
Sub total		1,366.51	(15,595.44)
Liabilities			
Non Current Liabilities			
Deferred Tax Liability	12	8,222.31	5,331.88
Sub total		8,222.31	5,331.88
Current Liabilities			
Financial Liabilities			
Borrowings	13	1,64,325.10	1,64,325.10
Current Tax Liabilities	9	0.17	-
Other Current Liabilities	14	0.20	0.24
Sub total		1,64,325.47	1,64,325.34
Total		1,73,914.29	1,54,061.78

See accompanying notes (1 to 40) to the financial statements
As per our attached report of even date

For C.P. Kothari and Company
Chartered Accountants
(Firm Registration No. 003093C)

Chandra Prakash Kothari
Proprietor
Membership No. 072229

Place: Noida
Date : May 21, 2026

For and on behalf of the Board

Rajendra Mishra
Director
(DIN : 07254749)

Mukesh Agrawala
Director
(DIN : 08459285)

Place: Noida
Date : May 21, 2026

Statement of Profit and Loss for the year ended March 31, 2026

₹ in Lakh

Particulars	Note	Year ended March 31, 2026	Year ended March 31, 2025
I. Revenue from Operations		-	-
II. Other Income	15	164.10	121.00
III. Total Income (I+II)		164.10	121.00
IV. EXPENSES			
Finance costs	16	0.02	0.02
Other expenses	17	1.01	3.72
Total Expenses (IV)		1.03	3.74
V. Profit/(Loss) before Tax (III-IV)		163.07	117.26
VI Tax Expenses:			
Current Tax	19	0.17	-
Tax relating to earlier years	19	0.04	-
Deferred Tax	19	23.64	146.23
		23.85	146.23
VII. Profit/(loss) after Tax		139.22	(28.97)
VIII. Other Comprehensive Income			
(a) Items that will not be reclassified to profit or loss	20	19,689.52	(22,574.29)
Tax on above Income	20	(2,866.79)	5,960.26
Total Other Comprehensive Income		16,822.73	(16,614.03)
IX. Total Comprehensive Income for the year (IX+X)		16,961.95	(16,643.00)
X. Earnings per Equity Share:			
Basic and Diluted (₹)	21	696	(145)

See accompanying notes (1 to 40) to the financial statements
As per our attached report of even date

For C.P. Kothari and Company
Chartered Accountants
(Firm Registration No. 003093C)

Chandra Prakash Kothari
Proprietor
Membership No. 072229

Place: Noida
Date : May 21, 2026

For and on behalf of the Board

Rajendra Mishra
Director
(DIN : 07254749)

Mukesh Agrawala
Director
(DIN : 08459285)

Place: Noida
Date : May 21, 2026

Bajaj Power Generation Private Limited (2025-26)

Cash Flow Statement for the year ended March 31, 2026

₹ in Lakh

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before Tax	163.07	117.26
Adjustments		
Provision for expenses written back	-	(0.06)
Interest of Fixed Deposits	(1.68)	(1.22)
Fair value loss on FVTPL Investments	(162.38)	(119.72)
Operating profit/(Loss) before working capital changes	(0.99)	(3.74)
Movements in Working Capital:		
Increase / (decrease) in Trade & Other Payable	(0.04)	-
(Increase) / decrease in Trade & Other Receivable	(0.02)	(0.23)
Cash generated from/ (used in) operations	(1.05)	(3.97)
Direct Taxes Paid (Net of Refunds)	(0.04)	(0.17)
Net Cash Flow/ (Used) From Operating Activities (A)	(1.09)	(4.14)
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Proceeds from Redemption of Debentures	60.00	-
Investment in Equity Shares	(62.58)	-
Interest received on deposits	1.70	1.53
Deposit with original maturity of more than three months	(1.53)	(1.40)
Net Cash Flow/ (Used) in Investing Activities (B)	(2.41)	0.13
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Cash Generated/ (Used) - Financing Activities	-	-
Net Increase/ (Decrease) in Cash and Cash Equivalents	(3.50)	(4.01)
Add : Opening Cash and Cash Equivalents	7.49	11.50
Closing Cash and Cash Equivalents (refer note 6)	3.99	7.49

Notes:

- The Cash Flow Statement has been prepared under the indirect method as set out in Ind AS -7.
- Figures in brackets indicate cash outflow and without brackets indicate cash inflow.
- Disclosure of change in liabilities arising from financing, including both change from cash flow and non cash changes are given below-

₹ in Lakh

Particulars	Opening Balance	Non-Cash Adjustments	Net Cash Flows	Closing Balance
Borrowings including interest				
Current year	1,64,325.10	-	-	1,64,325.10
Previous year	1,64,325.10	-	-	1,64,325.10

See accompanying notes (1 to 40) to the financial statements

As per our attached report of even date

For C.P. Kothari and Company

Chartered Accountants
(Firm Registration No. 003093C)

For and on behalf of the Board

Chandra Prakash Kothari
Proprietor
Membership No. 072229

Rajendra Mishra
Director
(DIN : 07254749)

Mukesh Agrawala
Director
(DIN : 08459285)

Place: Noida
Date : May 21, 2026

Place: Noida
Date: May 21, 2026

Statement of changes in Equity for the year ended March 31, 2026

Particulars (Nos.) (₹ in Lakh)

(A) EQUITY SHARE CAPITAL

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

As at April 1, 2024	20,000	2.00
Change in equity share capital during the year	-	-
As at March 31, 2025	20,000	2.00
Change in equity share capital during the year	-	-
As at March 31, 2026	20,000	2.00

(B) OTHER EQUITY

For the year ended March 31, 2026

(₹ in Lakh)

	Other Comprehensive Income	Reserves and surplus	Total other equity
	Gain / (loss) on investments through OCI	Retained earnings	
As at April 1, 2025	32,445.47	(48,042.91)	(15,597.44)
Profit / (Loss) for the year	-	139.22	139.22
Other comprehensive income	16,822.73	-	16,822.73
As at March 31, 2026	49,268.20	(47,903.69)	1,364.51

For the year ended March 31, 2025

(₹ in Lakh)

	Other Comprehensive Income	Reserves and surplus	Total other equity
	Gain / (loss) on investments through OCI	Retained earnings	
As at April 1, 2024	49,059.50	(48,013.94)	1,045.56
Profit / (Loss) for the period	-	(28.97)	(28.97)
Other comprehensive income	(16,614.03)	-	(16,614.03)
As at March 31, 2024	(32,445.47)	(48,042.91)	(15,597.44)

See accompanying notes (1 to 40) to the financial statements

As per our attached report of even date

For C.P. Kothari and Company

Chartered Accountants
(Firm Registration No. 003093C)

For and on behalf of the Board

Chandra Prakash Kothari
Proprietor
Membership No. 072229

Rajendra Mishra
Director
(DIN : 07254749)

Mukesh Agrawala
Director
(DIN : 08459285)

Place: Noida
Date : May 21, 2026

Place: Noida
Date: May 21, 2026

Bajaj Power Generation Private Limited (2025-26)

Notes to Financial statements for the year ended March 31, 2026

1 Corporate Information

Bajaj Power Generation Private Limited ('the Company') (CIN U40102UP2006PTC045331) is a private limited company incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is situated at Bajaj Bhawan, Jamnalal Bajaj Marg, B-10, Sector-3, Noida, Uttar Pradesh - 201301.

"The Company was incorporated as a wholly-owned subsidiary of Bajaj Hindusthan Sugar Limited for setting up a thermal power project. Due to changes in tariff policies and constraints relating to fuel linkage and water availability, the original project could not be implemented as envisaged. The Company is presently evaluating the feasibility of utilising the available land and infrastructure for renewable energy and other suitable projects in future with necessary regulatory approvals as required."

2 Accounting Policies

2.01 Basis of preparation and presentation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Accounting policies have been consistently applied except where a 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.

The financial statements have been prepared on the historical cost basis except for certain financial instrument measured at fair value.

2.02 Operating cycle

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and the criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of the services and the time between the acquisition of assets for providing services and their realization in cash and cash equivalents, the Company has ascertained its normal operating cycle as 12 months. Assets are classified as current when expected to be realized within the normal operating cycle or twelve months after the reporting period. Liabilities are classified as current when they are expected to be settled within the normal operating cycle, are due to be settled within twelve months, or when the Company does not have a substantive right at the end of the reporting period to defer settlement of the liability for at least twelve months.

2.03 Functional Currency

The financial statements of the Company are measured and presented in the currency of the primary economic environment of the Country in which the Company operates (its functional currency). The financial statements of the Company are presented in Indian Rupees (INR), which is the functional currency of the Company.

2.04 Property, plant and equipment:

Property, plant and equipment are stated at cost of acquisition or construction cost, net of accumulated depreciation (except freehold land) and accumulated impairment losses, if any. Such cost includes purchase price, taxes and duties, labour cost and direct overheads for self constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Expenditure during construction period incurred on the projects under implementation are treated as pre-operative expenses pending allocation to the assets, and are included under "Capital Work in Progress". These expenses are apportioned to property, plant and equipment on commencement of commercial production. Capital Work in Progress is stated at the amount incurred up to the date of Balance Sheet.

Depreciation on property, plant and equipment is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 in the manner stated therein. Depreciation on assets added, sold or discarded during the period is provided on pro rata basis.

2.05 Impairment of non-financial Assets:

The Carrying amount of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/

external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss will be charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

2.06 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.07 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed in the financial statements, unless possibility of an outflow of resources embodying economic benefit is remote. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

2.08 Taxation

Provision for current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates and laws that are enacted or substantively enacted at the Balance sheet date. The tax is recognised in statement of profit and loss, except to the extent that it related to items recognised in the other comprehensive income (OCI) or in other equity. In this case, the tax is also recognized in other comprehensive income and other equity.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities 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 carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

Deferred tax assets on unused tax losses and unused tax credit are recognized, if it is probable that there would be future taxable income against which such deferred tax assets can be realised, or to the extent of deferred tax liabilities. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity).

2.09 Borrowing Cost:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

2.10 Earning per share (EPS)

Basic earnings per share are calculated by dividing the total comprehensive income for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, total comprehensive income for the period and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

2.11 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable.

Interest income from a financial asset is recognized 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, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.12 Financial Instruments

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

a) Financial assets

Initial recognition

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets held by the Company are classified as financial assets at fair value through profit and loss, fair value through OCI and at amortised cost.

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

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

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

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

Equity instruments

All equity investments in scope of Ind-AS 109 are measured at fair value either as at FVTOCI or FVTPL. The Company makes such elections on an instrument-by-instrument basis. For equity instruments measured as at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognized in the OCI.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss (P&L).

Financial assets at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding."

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to Loans, bank and other deposits.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset.

Impairment of financial assets

The company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the

financial assets and credit risk exposure:

ECL impairment loss allowance (or reversal) is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. In balance sheet, ECL is presented as an allowance, i.e., as an integral part of the measurement of financial assets.

b) Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognized in statement profit and loss as finance cost.

Subsequent measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance cost in the statement of statement of profit and loss.

Derecognition

A financial liability is derecognised 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 derecognition 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 and loss.

c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.13 Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may vary from actual realization on future date.

2.14 Critical accounting judgements and key sources of estimation uncertainty:

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

i Fair valuation of investments

Fair valuation of equity investments are done by an independent valuer using market approach method i.e. EV/

Bajaj Power Generation Private Limited (2025-26)

EBIDTA method by taking the Industry base in which investee company operates. For fair valuation of investments in debt securities, discounted cash flow approach is used by taking remaining maturity life of the aforesaid instruments i.e. 10 years.

ii Material uncertainty about going concern:

In preparing financial statements, management has made an assessment of Company's ability to continue as a going concern. The Management is aware, in making the assessment, of material uncertainties related to events or conditions that may cast doubt upon the Company's ability to continue as a going concern. Notwithstanding this, the Company is of the opinion that the going concern basis, upon which the financial statements are prepared is appropriate in the circumstances. The Company will have adequate liquidity by realization of investments and also through financial support from holding company, to meet its financial obligations. Refer note 27.

2.15 Recent Accounting Developments

In May 2025, MCA notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, applicable with effect from April 1, 2025. The Company has evaluated the amendment and concluded that the same does not have any impact on its financial statements.

In August 2025, MCA notified amendments to Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures, applicable with effect from April 1, 2025. The amendments require disclosure of supplier finance arrangements, including their nature, carrying amount of related liabilities and range of payment due dates. Further, Ind AS 107 includes supplier finance arrangements as a factor that may give rise to concentration of liquidity risk. The Company has evaluated the amendments and determined that they do not have any material impact on financial statements.

MCA also notified amendments to Ind AS 12 – International Tax Reform – Pillar Two Model Rules, effective immediately. The amendments provide a temporary mandatory exception from accounting for deferred taxes arising from implementation of the Pillar Two model rules and require specified related disclosures. The Company does not have any impact of the said amendment on financial statements.

3 Property, plant and equipment

	₹ in Lakh	
Particulars	Freehold land	Total
Cost		
As at April 1, 2024	102.31	102.31
Additions	-	-
Disposals	-	-
As at March 31, 2025	102.31	102.31
Additions	-	-
Disposals	-	-
As at March 31, 2026	102.31	102.31
Depreciation and impairment		
As at April 1, 2024	-	-
Additions	-	-
Disposals	-	-
As at March 31, 2025	-	-
Additions	-	-
Disposals	-	-
As at March 31, 2026	-	-
Net book value		
As at March 31, 2025	102.31	102.31
As at March 31, 2026	102.31	102.31

Net book value

	As at March 31, 2026 ₹ in Lakh	As at March 31, 2025 ₹ in Lakh
Property, plant and equipment	102.31	102.31
	102.31	102.31

	As at March 31, 2026 ₹ in Lakh	As at March 31, 2025 ₹ in Lakh
--	--------------------------------------	--------------------------------------

4 Non-Current Assets

a) Investments at fair value through other comprehensive Income

Unquoted, fully paid up

In Equity shares of other company

13,22,33,163 (March 31, 2025: 13,22,33,163) Equity Shares of Bajaj Power Ventures Private Limited of ₹ 10/- each fully paid up (Refer note 4.1, 4.2 and 4.3 below)	1,72,498.16	1,52,808.64
--	-------------	-------------

60,17,154 Equity Shares of Phenil Sugars Limited of ₹ 10/- each fully paid up (Refer note 4.3, and below)	62.58	-
---	-------	---

b) Investments at fair value through profit or loss

In Debentures of fellow Subsidiary

2,47,20,000 (March 31, 2025: 2,47,20,000) Zero Percent Optionally Convertible Debentures (ZOCD) of Bajaj Aviation Pvt. Ltd. of ₹ 10/- each (Refer note 4.4 below)	1,219.80	1,117.41
	1,73,780.54	1,53,926.05

4.1 For investments pledge as security refer note 13.3.

4.2 Bajaj Power Ventures Pvt. Ltd. allotted 2,78,38,561 equity shares of Rs. 10/- each as Bonus Shares on January 25, 2024.

4.3 Investment in Equity Shares of Bajaj Power Ventures Pvt. Ltd. has been valued at fair value through other comprehensive income as per the valuation report obtained from a independent registered valuer. Refer note 26 for determination of fair value of investments.

4.4 The investment in debt securities have been valued at fair value through profit and loss using discounted cash flow method by considering remaining maturity of the instrument i.e. 10 years.

4.5 Disclosure of loan to related parties.

Name of Company	Amount outstanding		Maximum balance outstanding	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Bajaj Aviation Pvt. Ltd. (Fellow Subsidiary)				
Investment in debt instruments (at cost)	2,412.00	2,472.00	2,412.00	2,472.00

Bajaj Power Generation Private Limited (2025-26)

	As at March 31, 2026 ₹ in Lakh	As at March 31, 2025 ₹ in Lakh
5 Other Non-current Financial Assets		
Security Deposit (unsecured, considered good)	0.10	0.10
	0.10	0.10
6 Cash and cash equivalents		
Balance with Banks	3.99	7.49
	3.99	7.49
7 Other Bank Balances		
Deposits maturing within 12 months	26.94	25.43
	26.94	25.43
8 Other Current Assets		
Advance to Vendors	0.19	0.23
Prepaid Expenses	0.06	-
	0.25	0.23
9 Current tax assets / liabilities		
A. Current tax assets		
Advance income tax (net of provisions)		
Opening balance	0.17	-
Addition during the year	0.16	0.17
Refund received during the year	0.17	-
Provided during the year	-	-
Closing balance	0.16	0.17
B. Current tax liabilities		
Provision for income tax (net)	0.17	-
	0.17	-
10 Share capital		
A. Authorised, issued, subscribed and paid-up share capital		
Authorised:		
50,00,000 (March 31, 2025 : 50,00,000) Equity Shares of ₹ 10/- each	500.00	500.00
	500.00	500.00
Issued, Subscribed and Paid up:		
20,000 (March 31, 2025 : 20,000) Equity Shares of ₹ 10/- each	2.00	2.00
	2.00	2.00

B. There is no change in the share capital during the current and preceding year.

C. Terms/ rights of equity shares

The Company has one class of equity shares having par value of ₹ 10/- per share. All equity shares are ranking pari passu in all respects including dividend. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive the realised value of the assets

of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.

D. Shares held by the holding company / Shareholders holding more than 5% shares:

Name of shareholder	% Holding	Nos of shares
Bajaj Hindusthan Sugar Limited (Holding Company)		
As at March 31, 2026	100	20,000
As at March 31, 2025	100	20,000

Includes ten shares of nominee shareholders

E. Shares held by promoters at the end of the period:

S. No.	Promoter Name	No of shares	% of total shares	% change during the year
1	Bajaj Hindusthan Sugar Limited	19,990 (19,990)	100.0% (100.0%)	- -
2	Bajaj Hindusthan Sugar Limited and Mr. Balkishan Muchhal (Held as nominee)	5 (5)	0.0% (0.0%)	- -
3	Bajaj Hindusthan Sugar Limited and Mr. Akash Sharma (Held as nominee)	1 (1)	0.0% (0.0%)	- -
4	Bajaj Hindusthan Sugar Limited and Mr. Suresh Maheshwari (Held as nominee)	1 (1)	0.0% (0.0%)	- -
5	Bajaj Hindusthan Sugar Limited and Mr. Harbinder Singh Chauchan (Held as nominee)	1 (1)	0.0% (0.0%)	- -
6	Bajaj Hindusthan Sugar Limited and Mr. Pravin Bansal (Held as nominee)	1 (1)	0.0% (0.0%)	- -
7	Bajaj Hindusthan Sugar Limited and Mr. Narendra Kumar Soni (Held as nominee)	1 (1)	0.0% (0.0%)	- -
TOTAL		20,000 (20,000)	100.0% (100.0%)	- -

Note: Figures in bracket represent previous year.

	As at March 31, 2026 ₹ in Lakh	As at March 31, 2025 ₹ in Lakh
11 Other equity		
Retained earnings		
Opening Balance	(48,042.91)	(48,013.94)
Add: Profit/ (Loss) for the year	139.22	(28.97)
Closing Balance	(47,903.69)	(48,042.91)
Gain / (loss) on investments through OCI		
Opening Balance	32,445.47	49,059.50
Change during the year	16,822.73	(16,614.03)
Closing Balance	49,268.20	32,445.47
Total other Equity	1,364.51	(15,597.44)

Bajaj Power Generation Private Limited (2025-26)

	Year ended March 31, 2026 ₹ in Lakh	Year ended March 31, 2025 ₹ in Lakh		Year ended March 31, 2026 ₹ in Lakh	Year ended March 31, 2025 ₹ in Lakh
12 Deferred tax liabilities / (assets) (net)			17 Other Expenses:		
Deferred tax liabilities:			Payment to auditors (Refer note 18)	0.20	0.24
(a) Fair valuation of equity investments through OCI			Legal and professional expenses	0.70	3.21
Opening Balance	5,529.11	11,489.37	Licence and other fees	0.09	0.25
Change during the year OCI	2,866.79	(5,960.26)	Miscellaneous expenses	0.02	0.02
Closing Balance	8,395.90	5,529.11		1.01	3.72
Deferred tax assets:			18 Payment to Auditors' as :		
(b) Fair valuation of investments in debentures through profit and loss (P&L)			Statutory Auditors:		
Opening Balance	(197.23)	(343.46)	Audit Fees	0.20	0.24
Change during the year - P&L	23.64	146.23	19 Income Tax		
Closing Balance	(173.59)	(197.23)	(a) Income tax recognised in statement of profit and loss		
Deferred tax liabilities / (assets) (net)	8,222.31	5,331.88	Current tax		
13 Current Borrowings			In respect of the current year	0.17	-
Secured			In respect of earlier years	0.04	-
Loan from holding company (Refer Note 13.1, 13.2, 13.3 and 24)	93,692.00	93,692.00	Deferred tax	23.64	146.23
Interest accrued and due on above loan	70,633.10	70,633.10	Total tax expenses / (income) recognised in statement of profit and loss	23.85	146.23
	1,64,325.10	1,64,325.10	(b) Income tax recognised in OCI		
13.1 The loan from holding company is repayable on demand and carry interest @ 12% per annum.			Deferred tax on investments at FVTOCI	2,866.79	(5,960.26)
13.2 The Company has not recognized interest expense of ₹ 11,243.04 lakh for the year (₹ 11,243.04 lacs in previous year 2024-25) and cumulatively it has not recognised interest expenses of ₹ 76,383.53 lakh upto the end of the year (₹ 65,140.49 lakh upto March 31, 2025), on loan taken from holding company. The same is as per the instruction of and in line with the accounting policy followed by the holding company. The holding company has not recognized corresponding interest income for current financial year on the principle of conservatism and prudence.			Total tax expenses recognised in OCI	2,866.79	(5,960.26)
13.3 Security :The Company has pledged 2,42,59,091 equity shares having face value of ₹ 10 each, held by it in Bajaj Power Ventures Pvt. Ltd. to secure the loan of ₹ 93,692.00 lacs and interest accrued thereon availed by it from parent company "Bajaj Hindusthan Sugar Limited" (BHSL).			Net tax expenses (a+b)	2,890.64	(5,814.03)
14 Other current liabilities			(c) Reconciliation of tax expense and the adjustment accounting profit before tax		
Other liabilities	0.20	0.24	Accounting profit before tax	163.07	117.26
	0.20	0.24	Add: Expenses Disallowed	-	-
15 Other Income:			Less: Fair value gain not taxable	162.39	119.72
Interest income on financial assets - carried at amortised cost			Taxable Income	0.68	(2.46)
- on bank deposits	1.68	1.22	Income tax expense calculated at income tax rates	-	-
- Misc Income	0.04	0.06	Add: Tax adjustment of earlier year	0.04	-
Fair value gain on investment in debt securities	162.38	119.72	Add: Deferred tax expenses / (income)	23.64	146.23
	164.10	121.00	Total tax expense / (income)	23.68	146.23
16 Finance Costs:			20 Other Comprehensive Income		
Interest on income tax	-	-	Fair valuation of investments in equity shares through OCI		
Bank and other charges	0.02	0.02	Gain / (loss) on during the year	19,689.52	(22,574.29)
	0.02	0.02	Tax on above Income	(2,866.79)	5,960.26
			Other Comprehensive Income	16,822.73	(16,614.03)

Bajaj Power Generation Private Limited (2025-26)

	Year ended March 31, 2026 ₹ in Lakh	Year ended March 31, 2025 ₹ in Lakh
21 Earning per Share (EPS)		
(i) Net profit/(loss) after tax as per statement of profit and loss	139.21	(28.96)
(ii) Weighted average number of equity shares outstanding	20,000	20,000
(iii) Basic earnings per share (Rs.)	696	(145)
(iv) Diluted earnings per share (Rs.)	696	(145)
(v) Face value per share (Rs.)	10	10
22 Details of dues to Micro and small and medium enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006 (the MSMED Act 2006) :		
a (i) Principal amount remaining unpaid to any supplier at the end of accounting year	-	-
(ii) Interest due on above	-	-
b. Amount of interest paid by the buyer in terms of section 16 of the Act	-	-
c. Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the due date during the period but without adding the interest specified under this Act).	-	-
d. Amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
e. Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Act, 2006	-	-

Note: The information has been given in respect of such vendors to the extent they could be identified as 'Micro & Small Enterprises' on the basis of information available with the Company.

23 Segment reporting

The Company operates only in one segment and there are no reportable segments in accordance with Ind-AS 108 on "Operating Segments".

24 Related Party Disclosures:

A. List of Related Parties:

Description of relationship	Name of Related Parties
(i) Holding Company	Bajaj Hindusthan Sugar Limited
(ii) Fellow Subsidiary	Bajaj Aviation Private Limited
(iii) Entities controlled or jointly controlled by persons who are member of the KMP of the reporting entity or of a parent of the reporting entity	Bajaj Power Ventures Pvt. Ltd.

B. Disclosure of transactions as required under Ind AS-24 in between the Company and Related Parties during the year in the ordinary course of

business and status of outstanding balances at end of the year:

Particulars	Holding Company	Fellow Subsidiary	Other entities as per (iii) above
Outstanding balances at the year end			
Loans taken	March 31, 2026	1,64,325.10	-
	March 31, 2025	1,64,325.10	-
Investment made (at Cost) (Refer note 4 below)	March 31, 2026	-	1,219.80
	March 31, 2025	-	1,117.41
			1,14,834.06

Notes:

1. Related Party relationship is as identified by the Company based on the available information.
2. No amount has been written off or written back during the period in respect of debts due from or to related parties.
3. The Company has pledged its investment as security to the holding company against the borrowings. Refer note 13.3 for detail.
4. Investments are presented at fair value in note 4.

25 Financial Instruments

25.1 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company is not subject to any externally imposed capital requirements. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company has also received financial support from the holding company to meet its financial obligations. The Company does not have long term debts hence there is no capital gearing ratio.

No changes were made in the objectives, policies or processes for managing capital during the year ended on March 31, 2026.

24.2 Categorisation of financial instruments

	As at March 31, 2026 ₹ in Lakh	As at March 31, 2025 ₹ in Lakh
(i) Financial Assets		
Measured at fair value through OCI		
Investment in Equity Shares (Refer note 4)	1,72,498.16	1,52,808.64
Measured at fair value through profit of loss		
Investment in zero percent Optionally convertible Debenture (Refer note 4)	1,219.80	1,117.41
Measured at amortised cost		
Cash and cash equivalents (refer note 6)	3.99	7.49
Other bank balance (refer note 7)	26.94	25.43
Other financial Asset (refer note 5)	0.10	0.10
	1,73,748.99	1,53,959.07
(ii) Financial Liabilities		
Measured at amortised cost		
Current borrowings (refer note 13)	1,64,325.10	1,64,325.10
	1,64,325.10	1,64,325.10

Bajaj Power Generation Private Limited (2025-26)

25.3 Financial risk management objective and policies

The management conducts and operates the business in a prudent manner, taking into account the significant risks to which the business is or could be exposed. The primary risk to which the business is exposed, which are unchanged from the previous year, comprise credit risks, liquidity risk and market risk.

Management continuously monitors its cash flows to determine its cash requirements and makes arrangements with its parent company in order to manage exposure to liquidity risk.

Exposure to aforementioned risks are detailed below:

Credit risk

Financial assets that potentially expose the Company to concentration of credit risk comprises investments, bank account and deposits. Credit risk is managed by assessing the credit worthiness and credit rating of companies in which investment made and the potential for exposure to the market in which these entities operate, combined with regular monitoring and follow-up. Credit risk on cash and cash equivalents and bank deposits are minimum as the Company's bank accounts are with high credit rated schedule and private banks.

Interate rate risk

The Company is not subject to any significant interest risk. Since, the loan is taken from its parent company. There will be no impact to group as a whole, due to change in rate of interest.

Foreign currency risk

There are no currency risk as all financial assets and financial liabilities are denominated in Indian Rupees.

Liquidity risk

Liquidity risk is the risk that a Company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets. The Company has taken loan from parent company and in order to meet its business requirement fully depended on the parent company for further liquidity support. The parent company has provided a comfort that it will not recall the loan which is given as repayable on demand. Further, the Company has not availed any loan from outsider hence not exposed to any liquidity risk.

The table below provides the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company may be required to pay.

As at March 31, 2025		₹ in Lakh			
Particulars	Carrying amount	On Demand	Less than one year	More than one year	Total
Borrowings					
Current year	1,64,325.10	1,64,325.10	-	-	1,64,325.10
Previous year	1,64,325.10	1,64,325.10	-	-	1,64,325.10

26 Fair Value

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values unless the carrying value of the financial asset or liability is immaterial:

- The management assessed fair value of cash and short-term deposits, other short-term receivables, other current liabilities and short-term borrowings carried at amortised cost is not materially different from its carrying amount largely due to short-term maturities of these financial assets and liabilities.
- The fair value of investmnet in equity and debentures are estimated by using market approach (EV/EBIDTA multiple) and other valuation techniques including discounted cash flow method to capture the present value of the expected future economic benefits that will flow to the Company.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs for the asset or liability that are not based on observable market data.

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

₹ in Lakh				
As at March 31, 2026	Total	Level 1	Level 2	Level 3
Investments in equity shares at FVTOCI (Refer note 4)	1,72,498.16	-	1,72,498.16	-
Investments in Zero Percent Optionally Convertible Debentures (Refer note 4)	1,219.80			1,219.80
₹ in Lakh				
As at March 31, 2025	Total	Level 1	Level 2	Level 3
Investments in equity shares at FVTOCI (Refer note 4)	1,52,808.64	-	1,52,808.64	-
Investments in Zero Percent Optionally Convertible Debentures (Refer note 4)	1,117.41			1,117.41

Valuation technique -

The fair value of investments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates.

Inter level transfer -

There are no transfer between level 1 and level 2 and also between level 2 and level 3 during the year presented.

27 Going Concern

The existing power project of the Company could not take off on time due to various reasons beyond the Company's control. However, Company is exploring the opportunities in the emerging power/renewal energy sector, the Company has invested Rs. 1,72,498.16 lakh into equity shares of Bajaj Power Ventures Private Limited, a group company, engaged in power generation through its subsidiaries. The Company has net worth of Rs. 1,366.51 lakh for the year (PY negative net worth of Rs. 15,595.44 lakh) and has a outstanding current liability of Rs. 1,64,325.47 lakh (PY Rs. 164,325.34 lakh), out of this Rs. 164,325.10 lakh as of March 31, 2026 (PY Rs. 164,325.10 lakh) is due to the holding company. The holding company has undertaken not to recall the amount owed and will provide continuing financial support until the Company can operate on its own financial resources. Accordingly, the Company's financial statements are prepared on a going concern basis, which contemplates the realisation of assets and settlement of liabilities in the ordinary course of business.

28 No Loan/Advances has been given to Director, Promoter, KMPs and Related Parties, in the nature of Loan/Advance during the year.

29 No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), 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 by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Bajaj Power Generation Private Limited (2025-26)

- 30 No funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

Accounting Ratios

S. No	Particulars	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance
1	Current ratio	Current Assets	Current Liabilities	0.00	0.00	-0.06
2	Debt-Equity ratio	Total Debt	Shareholder's Equity	-	-	-
3	Debt service coverage ratio	Earnings available for debt service	Interest and principal repayment during the year	-	-	-
4	Return on equity ratio	Net profit / (loss) after taxes	Average shareholder's equity	-0.02	-0.00	9.54
5	Inventory turnover ratio	Cost of goods sold	Average inventory	-	-	-
6	Trade Receivables turnover ratio	Total revenue	Average trade receivables	-	-	-
7	Trade payables turnover ratio	Purchase of material, services and other expenses	Average trade payables	-	-	-
8	Net capital turnover ratio	Total revenue	Average net working capital	-	-	-
9	Net profit ratio	Net profit / (loss) before taxes	Total revenue	-	-	-
10	Return on Capital employed	Earning before interest and taxes (EBIT)	Total Capital employed (Equity + Debt)	0.02	-0.01	-2.49
11	Return on investment**			0.50	0.33	0.52

** All the investments are strategic investments in group companies.

Reason for variance:

- 1) Current Ratio: Slight decrease due to increase in current liabilities and lower current assets.
- 2) Debt-Equity Ratio: The Company does not have any external debt and all borrowing is taken from the Holding Company in the nature of promoter funding hence debt-equity ratio is not given.
- 3) Debt Service Coverage Ratio: Since the company has no scheduled/ periodic liability of payment towards debt, hence not comparable.

- 4) Return on Equity Ratio (ROE): Increase in ROE due to fair value gain arises on investments in equity shares of group companies.
- 5) Return on Capital Employed (ROCE): Improvement in ROCE due to fair value gain arises on investments in equity shares of group companies
- 6) Return on Investment: Increase in ROI due fair value gain arises on investments in equity shares of group companies

- 31 The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- 32 The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- 33 The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 34 The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- 35 There have been no events after the reporting date that requires disclosure in financial statements.
- 36 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.
- 37 The Company has no transactions with any companies struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- 38 The Company uses SAP accounting software for maintaining books of account, which has a feature of recording audit trail (edit log) facility and that has been operative throughout the financial year for the transactions recorded in the software impacting books of accounts at application level. Also, the company has preserved the audit trail as per the statutory requirement for record retention.
- 39 **Subsequent Events**
There have been no adjusting or non-adjusting events after the reporting date (31 March 2026) up to the date of approval of these financial statements that require disclosure.
- 40 The financial statements were approved for issue by the board of directors on May 21, 2026.

Signatures to Notes "1" to 40"

As per our attached report of even date

For C.P. Kothari and Company

Chartered Accountants
(Firm Registration No. 003093C)

Chandra Prakash Kothari
Proprietor
Membership No. 072229

Place: Noida
Date : May 21, 2026

For and on behalf of the Board

Rajendra Mishra
Director
(DIN : 07254749)

Mukesh Agrawala
Director
(DIN : 08459285)

Place: Noida
Date: May 21, 2026

Bajaj Hindusthan (Singapore) Private Limited (2025-26)

DIRECTORS' STATEMENT

The directors present their statement to the member together with the audited financial statements of BAJAJ HINDUSTHAN (SINGAPORE) PRIVATE LIMITED (the "Company") for the financial year ended 31 March 2026.

OPINION OF THE DIRECTORS

In the opinion of the directors,

- (a) the accompanying financial statements of the Company are drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2026 and its financial performance, changes in equity and cash flows of the Company for the financial year then ended; and
- (b) at the date of this statement, on the understanding that the holding company has undertaken not to recall the amount owing by the Company and to provide continuing financial support to enable the Company to meet its financial obligations until such time the Company is able to operate on its own financial resources, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

DIRECTORS

The directors of the Company in office at the date of this statement are:

Kausik Adhikari

Lee Teck Heok @ Lee Junior

ARRANGEMENTS TO ENABLE THE DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

According to the register of directors' shareholdings kept by the Company for the purpose of Section 164 of the Singapore Companies Act 1967, none of

the directors holding office at the end of the financial year had any interests in shares and debentures of the Company and its related corporations, except as detailed below:

	Holdings registered in the name of director	
	As at 01.04.2025	As at 31.03.2026
Ordinary shares <u>In holding company</u> Bajaj Hindusthan Sugar Limited Kausik Adhikari	500	500

SHARE OPTIONS

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

INDEPENDENT AUDITOR

The independent auditor, Messrs JBS Practice PAC, has expressed its willingness to accept re-appointment.

The Board of Directors

Kausik Adhikari	Lee Teck Heok @ Lee Junior
28 May 2026	Director
	Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF BAJAJ HINDUSTHAN (SINGAPORE) PRIVATE LIMITED (Incorporated in Singapore)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of BAJAJ HINDUSTHAN (SINGAPORE) PRIVATE LIMITED (the "Company") as set out on pages 8 to 29, which comprise the statement of financial position of the Company as at 31 March 2026, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Financial Reporting Standards in Singapore ("FRSs") so as to give a true and fair view of the financial position of the Company as at 31 March 2026 and of the financial performance, changes in equity and cash flows of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). 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 Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional

Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

As at 31 March 2026, the Company has a net current liabilities of US\$522,716 (2025: US\$416,352) and during the financial year then ended, it has incurred net loss of US\$106,364 (2025: US\$31,084) and negative operating cash flow of US\$29,662 (2025:US\$26,008). As stated in Note 4, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Notwithstanding the same, the Company's financial statements have been prepared on a going concern basis as the holding company has undertaken not to recall the amount owing by the Company and to provide continuing financial support until such time the Company is able to operate on its own financial resources. In the event that such financial support is not forthcoming, the going concern basis would be invalid and provisions would have to be made for any losses on realisation of the Company's assets and further costs which may arise. No such adjustments have been made to these financial statements. Our opinion is not modified in respect of this matter.

Bajaj Hindusthan (Singapore) Private Limited (2025-26)

Other Information

Management is responsible for the other information. The other information comprises the General Information set out on page 1, the Directors' Statement set out on pages 2 to 3, and the accompanying Schedule of Other Operating Expenses, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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.

The directors' responsibilities include 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 SSAs 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 decision of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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 the directors 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.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Balasubramaniam Janamanchi.

JBS PRACTICE PAC

PUBLIC ACCOUNTANTS AND CHARTERED ACCOUNTANTS

Singapore

28 May 2026

STATEMENT OF FINANCIAL POSITION AS AT 31ST MARCH 2026

	Note	2026		2025	
		US\$	₹ Million	US\$	₹ Million
ASSETS					
Current Assets					
Cash at bank	5	3,732	0.36	33,394	2.86
Other receivables	6	3,876	0.37	3,720	0.32
Loan to subsidiaries	7	1,347,510	127.55	1,347,510	115.32
Total Current Assets		1,355,118	128.28	1,384,624	118.50
Non-Curren Assets					
Investment in subsidiaries	8	14,838,080	1,404.49	14,838,080	1,269.86
Total Non-Current Assets		14,838,080	1,404.49	14,838,080	1,269.86
Total Assets		16,193,198	1,532.77	16,222,704	1,388.36
LIABILITIES					
Current Liabilities					
Amount owing to holding company	9	1,860,360	176.09	1,785,480	152.80
Other payables	10	17,474	1.66	15,496	1.33
Total Liabilities		1,877,834	177.75	1,800,976	154.13
NET ASSETS		14,315,364	1,355.02	14,421,728	1,234.23
SHAREHOLDER'S EQUITY					
Share capital	11	19,899,714	1,883.59	19,899,714	1,703.05
Accumulated losses		(5,584,350)	(528.57)	(5,477,986)	(468.81)
TOTAL EQUITY		14,315,364	1,355.02	14,421,728	1,234.23

Note:

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 INR 94.6543 and 31.03.2025 i.e. 1 USD = 1 INR 85.5814.

Bajaj Hindusthan (Singapore) Private Limited (2025-26)

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

Note	2026		2025	
	US\$	₹ Million	US\$	₹ Million
REVENUE				
Other income	-	-	-	-
Total Revenue	-	-	-	-
EXPENSES				
Foreign exchange gain/(loss)	(73,674)	(6.97)	(6,094)	(0.52)
Legal and professional fees	(14,468)	(1.37)	(13,346)	(1.14)
Other operating expenses	(18,222)	(1.72)	(11,644)	(1.00)
Total Expenses	(106,364)	(10.06)	(31,084)	(2.66)
(Loss)/Profit before income tax	(106,364)	(10.06)	(31,084)	22.45
Income tax expenses	12	-	-	-
Net (Loss)/Profit, representing total comprehensive (loss)/income for the financial year	(106,364)	(10.06)	(31,084)	(2.66)

Note:

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 INR 94.6543 and 31.03.2025 i.e. 1 USD = 1 INR 85.5814.

STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

	Share Capital	Accumulated Losses	Translation reserve	Foreign Exchange Fluctuation	Total	Share Capital	Accumulated Losses	Translation reserve	Total
	US\$	US\$	US\$	US\$	US\$	₹ Million	₹ Million	₹ Million	₹ Million
2026									
Balance as at 1st April 2025	19,899,714	5,477,986	-	-	14,421,728	1,883.59	(518.51)	-	1,365.08
Net loss, representing total comprehensive loss for the financial year	-	(106,364)	-	-	(106,364)	-	(10.06)	-	(10.06)
Balance as at 31st March 2026	19,899,714	(5,584,350)	-	-	14,315,364	1,883.59	(528.57)	-	1,355.02
2025									
Balance as at 1st April 2024	19,899,714	(5,446,902)	-	-	14,452,812	1,703.05	(466.15)	-	1,236.89
Net profit, representing total comprehensive loss for the financial year	-	(31,084)	-	-	(31,084)	-	(2.66)	-	(2.66)
Balance as at 31st March 2025	19,899,714	(5,477,986)	-	-	14,421,728	1,703.05	(468.81)	-	1,234.23

Note:

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 INR 94.6543 and 31.03.2025 i.e. 1 USD = 1 INR 85.5814.

STATEMENT OF CASH FLOW FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	Note	2026		2025	
		US\$	₹ Million	US\$	₹ Million
Cash Flows From Operating Activities					
Loss before income tax		(106,364)	(10.06)	(31,084)	(2.66)
Adjustment for:					
Unrealised foreign exchange (gain)/loss		74,880	7.09	6,528	0.56
Operating cash flows before changes in working capital		(31,484)	(2.97)	(24,556)	(2.10)
Changes in working capital:					
Other receivables		(156)	(0.02)	(14)	(0.00)
Other payables		1,978	0.19	(1,438)	(0.12)
Net cash used in operating activities		(29,662)	(2.80)	(26,008)	(2.22)
Net (decrease)/increase in cash at bank		(29,662)	(2.80)	(26,008)	(2.22)
Cash at bank at beginning of the financial year		33,394	3.16	59,402	5.08
Cash at bank at end of the financial year	5	3,732	0.36	33,394	2.86

Note:

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 INR 94.6543 and 31.03.2025 i.e. 1 USD = 1 INR 85.5814.

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

1. GENERAL INFORMATION

Bajaj Hindusthan (Singapore) Private Limited (the "Company") [Company Registration No.: 200709334R] is domiciled in Singapore. The Company's registered office and principal place of business is at 8 Cross Street, #20-01 Manulife Tower, Singapore 048424.

The principal activities of the Company are those relating to investment holding. There has been no significant changes in the nature of Company's business activities during the financial year.

The financial statements of the Company for the financial year ended 31 March 2026 were authorised and approved by the directors for issuance on 28 May 2026.

2. MATERIAL ACCOUNTING POLICIES

a) Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standards in Singapore ("FRSs"). The financial statements, which are expressed in United States dollars, are prepared in accordance with the historical cost convention, except as disclosed in the accounting policies below.

On 1 April 2025, the Company has adopted all the new and revised FRSs and interpretation of FRS ("INT FRS") that are mandatory for application from that date. The adoption of these new and revised FRSs and INT FRSs have no material effect on the financial

statements except as disclosed in the financial statements.

These financial statements are separate financial statements of Bajaj Hindusthan (Singapore) Private Limited. The Company is exempted from the preparation of consolidated financial statements as Bajaj Hindusthan Sugar Limited, its holding company, produces consolidated financial statements available for public use. The subsidiaries of the Company and the basis on which the subsidiaries are accounted for is disclosed in Note 8. The registered office of its holding company is located at Golagokaranath, Lakhimpur Kheri-262802, Uttar Pradesh, India.

b) Foreign currency translation

The financial statements of the Company are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The financial statements of the Company are presented in United States dollars, which is the functional currency of the Company.

In preparing the financial statements of the Company, monetary assets and liabilities in foreign currencies are translated into United States dollars at rates of exchange closely approximating to those ruling at the end of the reporting period and transactions in foreign currencies during the financial year are translated at rates ruling on transaction dates. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the financial year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

c) Financial assets

(i) Classification and measurement

The Company classifies its financial assets in the following measurement categories

- Amortised cost;
- Fair value through other comprehensive income (FVOCI); and
- Fair value through profit or loss (FVPL).

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. The Company reclassifies debt instruments when and only when its business model for managing those assets changes.

At initial recognition

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

At subsequent measurement

Debt instruments

Debt instruments are mainly comprise of cash at bank, other receivables and loan to subsidiaries.

There are three subsequent measurement categories, depending on the Company's business model for managing the asset and the cash flow characteristics of the asset:

- Amortised cost: Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.
- FVOCI: Debt instruments that are held for collection of contractual cash flows and for sale, and where the assets' cash flows represent solely payments of principal and interest, are classified as FVOCI. Movements in fair values are recognised in Other Comprehensive Income (OCI) and accumulated in fair value reserve, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and presented in "other gains and losses". Interest income from these financial assets is recognised using the effective interest rate method and presented in "interest income".
- FVPL: Debt instruments that are held for trading as well as those that do not meet the criteria for classification as amortised cost or FVOCI are classified as FVPL. Movement in fair values and interest income is recognised in profit or loss in the period in which it arises and presented in "other gains and losses".

(ii) Impairment

The Company assesses on a forward looking basis the expected credit losses associated with its debt financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 14(b) details how the Company determines whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by the FRS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Company commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

d) Investments in subsidiaries

Unquoted equity investments in subsidiaries are stated at cost less any impairment. On disposal of investments in subsidiaries, the difference between the net disposal proceeds and the carrying amount of the investment is taken to profit or loss.

e) Impairment of non-financial assets

Investments in subsidiaries

Non-financial assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss. An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior periods.

A reversal of impairment loss for an asset is recognised in profit or loss.

f) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value minus in the case of financial liabilities not at FVPL, directly attributable to transaction costs.

(ii) Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

g) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimation.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

h) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

i) Income tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when it affects neither the taxable profit nor the accounting profit at the time of the transaction.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively).

j) Revenue recognition

Revenue is measured based on the consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Company satisfies a performance obligation by transferring a promised good or services to the customer, which is when the customer obtains control of the good or services. A performance obligation is satisfied at a point in time/ over a period of time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

3. SIGNIFICATION ACCOUNTING JUDGEMENTS AND ESTIMATES

The presentation of financial statements in conforming with FRS requires the use of certain significant accounting estimates and judgements in applying the accounting policies. These estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The following are the significant accounting judgements and estimates for the preparation of financial statements:

a) Judgements in applying the entity's accounting policies

In the process of applying the Company's accounting policies which are described in Note 2 above, management is of the opinion that there are no critical judgements involved, apart from those involving estimations that have a significant effect on the amounts recognised in the financial statements.

b) Key sources of estimation uncertainty

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

(i) Impairment of non-financial assets

Investments in subsidiaries are tested for impairment whenever there is any objective evidence or indication that

Bajaj Hindusthan (Singapore) Private Limited (2025-26)

these assets may be impaired.

Determining whether the investments in subsidiaries are impaired requires an estimation of value-in-use of the investments in subsidiaries. The value-in-use calculation requires management to estimate the future cash flows and appropriate discount rate in order to calculate the present value of future cash flows. Management has evaluated such estimates and is confident that no allowance for impairment is necessary.

The carrying amount of the Company's investments in subsidiaries at the end of the reporting period is disclosed in Note 8 to the financial statements.

(ii) Calculation of loss allowance

When measuring Expected Credit Loss ("ECL"), the Company uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the differences between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements. Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectation of future conditions.

4. GOING CONCERN

As at 31 March 2026, the Company has a net current liabilities of US\$522,716 (2025: US\$416,352) and during the financial year then ended, it has incurred net loss of US\$106,364 (2025: US\$31,084) and negative operating cash flow of US\$29,662 (2025: US\$26,008). Notwithstanding this, the directors are of the opinion that the going concern basis upon which the financial statements are prepared is appropriate in the circumstances. They believe that the Company will have sufficient liquidity through funding from its holding company to meet its financial obligations as and when they fall due.

	2026		2025	
	US\$	₹ Million	US\$	₹ Million
5 CASH & CASH EQUIVALENTS				
Cash at Bank	3,732	0.36	33,394	2.86
	3,732	0.36	33,394	2.86

Cash at bank is denominated in Singapore dollars.

6 OTHER RECEIVABLES				
Refundable deposits	3,876	0.37	3,720	0.32
	3,876	0.37	3,720	0.32

Other receivables are denominated in Singapore dollars.

7 LOAN TO SUBSIDIARIES

Loan to subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

Loan to subsidiaries are denominated in United States dollars.

8 INVESTMENT IN SUBSIDIARIES

Unquoted equity investment, at cost

Balance at beginning	14,838,080	1,404.49	14,838,080	1,269.86
and end of the financial year	14,838,080	1,404.49	14,838,080	1,269.86

The details of the subsidiaries are as follows:

Name of subsidiaries	Country of incorporation	Financial year end	Principal activity	Proportion of ownership interest		Proportion of voting power held	
				2026	2025	2026	2025
				%	%	%	%
PT Batu Bumi Persada	Indonesia	31 December	Providing mining support	99.00	99.00	99.00	99.00
PT Jangkar Prima	Indonesia	31 December	Coal mining	99.88	99.88	99.88	99.88

The above subsidiaries are audited by Gideon Adi & Rekan

The subsidiaries in Indonesia hold coal reserve mining rights. The directors believe that the assets value of the coal mine has not declined and will not decline over time, as the demand of coal as an energy source is very much significant today as well as in the future. Indonesia is the largest exporter globally and main coal supplier to the Asian countries, therefore, it is one of the important source of revenue for Indonesia and accounts for 2% to 3% of the country's GDP, therefore, there is no substantial pressure on the mining industry that the Company is invested in, hence, impairment on investments in subsidiaries at this point in time, is not considered necessary.

9 AMOUNT OWING TO HOLDING COMPANY

Amount owing to holding company which is denominated in Singapore dollars, is non-trade in nature, unsecured, interest-free and repayable on demand.

10. OTHER PAYABLES

	2026		2025	
	US\$	₹ Million	US\$	₹ Million
Accruals for operating expenses	16,457	1.56	11,810	1.01
- Third Parties	1,017	0.10	3,686	0.32
	17,474	1.66	15,496	1.33

Other payables are denominated in Singapore dollars

11 SHARE CAPITAL

	2026		2025	
	US\$	₹ Million	US\$	₹ Million
As at beginning and end of financial year				
27,001,000 (P.Y.)	19,899,714	1,883.59	19,899,714	1,703.05
27,001,000) ordinary shares				

All issued ordinary shares are fully paid. There are no par values for these ordinary shares.

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meeting of the Company. All shares rank equally with the regard to the Company's residual assets.

12. INCOME TAX EXPENSES

	2026		2025	
	US\$	₹ Million	US\$	₹ Million
Current income tax:				
Current year's provision	-	-	-	-
	-	-	-	-

The current year's income tax varied from the amount of income tax determined by applicable Singapore statutory income tax rate of 17% (2024: 17%) to the profit/loss before income tax as a result of the following differences:

Bajaj Hindusthan (Singapore) Private Limited (2025-26)

	2026		2025	
	US\$	₹ Million	US\$	₹ Million
Loss before income tax	(106,364)	(10.06)	(31,084)	(2.66)
Income tax benefit at statutory rate	(18,082)	(1.71)	(5,284)	(0.45)
Non-allowable expense	18,082	1.71	5,284	0.45
	-	-	-	-

13. IMMEDIATE AND ULTIMATE HOLDING COMPANY

The Company's immediate and ultimate holding company is Bajaj Hindusthan Sugar Limited, a company incorporated in India and listed in Bombay Stock Exchange (BSE).

14. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's activities expose it to market risks (including foreign currency risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Company's financial performance.

(a) Market risks

(i) Foreign currency risk

The Company is exposed to foreign currency risk on transactions that are denominated in currency other than the United States dollars such as Singapore dollars. However, the Company does not use any hedging instruments to protect against the volatility associated with foreign currency purchases and other assets and liabilities created in the normal course of business. The Company's currency exposure to the Singapore dollars based on the information provided to key management is as follows:

	2026		2025	
	US\$	₹ Million	US\$	₹ Million
Financial Assets				
Cash and cash equivalents	3,732	0.36	33,394	2.86
Other receivables	3,876	0.37	3,720	0.32
	7,608	0.73	37,114	3.18
Financial liabilities				
Amount owing to holding company	(1,860,360)	(176.09)	(1,785,480)	(152.80)
Other payables	(17,474)	(1.66)	(15,496)	(1.33)
	(1,877,834)	(177.75)	(1,800,976)	(154.13)
Net currency exposure on financial liabilities	(1,870,226)	(177.02)	(1,763,862)	(150.95)

If against United States dollars, the Singapore dollars had strengthened/weakened by 2% (2025: 2%) with all other variables including tax rate being held constant, the Company's loss after tax and equity for the financial year would have been higher/lower by approximately US\$31,000 (2025: US\$29,000) as a result of currency translation losses/gains.

(ii) Interest rate risk

The Company has no significant exposure to market risk for changes in interest rates. No sensitivity analysis has been made as no variable interest rate borrowing.

(b) Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Company. The Company's exposure to credit risk arises primarily from cash at bank, other receivables and loan to subsidiaries. For other financial assets (including cash at bank), the Company minimises credit risk by dealing exclusively with high credit rating counterparties.

The Company has adopted a policy of only dealing with creditworthy counterparties. The Company performs ongoing credit evaluation of its counterparties' financial condition and generally do not require a collateral.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

Exposure to credit risk

The Company has no significant concentration of credit risk other than loan to subsidiaries. The Company has credit policies and procedures in place to minimise its credit risk exposure.

Other receivables and loan to subsidiaries

The Company assessed the latest performance and financial position of the counterparties, adjusted for the future outlook of the industry in which the counterparties operate in, and concluded that there has been no significant increase in the credit risk since the initial recognition of the financial assets. Accordingly, the Company measured the impairment loss allowance using 12-month ECL and determined that the ECL is insignificant.

(c) Liquidity risk

The Company monitors and maintains a level of cash at bank deemed adequate by the management to meet its liquidity requirement. Management believes that the Company will have sufficient funding from its holding company to meet its financial obligations as and when they fall due.

Non-derivative financial liabilities

The following table details the remaining contractual maturity for non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

	2026		2025	
	US\$	₹	US\$	₹
	Million		Million	
Less than 1 year				
Amount owing to holding company	1,860,360	176.09	1,785,480	152.80
Other payables	17,474	1.66	15,496	1.33
	1,877,834	177.75	1,800,976	154.13

(d) Fair value measurement

The carrying amounts of cash at bank, other receivables, loan to subsidiaries, amount owing to holding company and other payables approximate their fair values due to their short-term nature.

(e) Categories of financial instruments

The following table sets out the Company's financial instruments as at the end of the reporting period:

	2026		2025	
	US\$	₹	US\$	₹
	Million		Million	
Financial Assets				
Amortised cost				
Cash at bank	3,732	0.36	33,394	2.86
Other receivables	3,876	0.37	3,720	0.32
Loan to subsidiaries	1,347,510	127.55	1,347,510	115.32
Financial liabilities				
Amortised cost				
Amount owing to holding company	1,860,360	176.09	1,785,480	152.80
Other payables	17,474	1.66	15,496	1.33

15. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain an optimal capital structure to maximise shareholder value. In order to maintain or achieve an optimal capital structure, the Company may adjust the amount of dividend payment, return capital to shareholder, issue new

Bajaj Hindusthan (Singapore) Private Limited (2025-26)

shares, buy back issued shares or obtain new borrowings.
The capital structure of the Company comprises issued capital and amount owing to holding company.
The Company is not subject to externally imposed capital requirements. There have been no changes to the Company's overall strategies during the financial years ended 31 March 2026 and 2025

16. **STANDARDS ISSUED BUT NOT YET EFFECTIVE**

At the date of authorisation of these financial statements, the following FRSs, INT FRSs and amendments to FRS that are relevant to the Company were issued but not yet effective:

<u>Description</u>	Effective for annual periods beginning on or after
Amendments to FRS 109 Financial Instruments and FRS 107 Financial Instruments: Disclosures: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvement to FRSs Volume 11	1 January 2026
Amendments to FRS 109 Financial Instruments and FRS 107 Financial Instruments: Disclosures: Contracts Referencing Nature-dependent Electricity	1 January 2026
FRS 118 Presentation and Disclosure in Financial Statements	1 January 2027
FRS 119 Subsidiaries and Small Entities without Public Accountability	1 January 2027
Amendments to FRS 110 Consolidated Financial Statements and FRS 28 Investments in Associates and Joint Ventures: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Date to be determined

The Company expects that the adoption of the above standards will have no material effect on the financial statements in the year of initial application except for FRS 118, as it impacts on presentation and disclosures are expected to be pervasive, in particular those related to the statement of profit or loss and other comprehensive income within the financial statements. The Company is currently assessing the detailed implications of applying the new standard on the Company's financial statements.

SCHEDULE OF OTHER OPERATING EXPENSES FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026

	2026	2025
	US\$	US\$
Accounting fess	3,062	2,642
Auditor's remuneration - current year	11,627	8,481
- (over)/under-provision in prior year	3,123	462
Bank charges	410	59
	18,222	11,644

The above schedule for other operating expenses has been prepared for management purposes only and does not form part of the audited financial statements.

STATEMENT OF DIRECTORS ABOUT RESPONSIBILITY TO THE FINANCIAL STATEMENT PT BATU BUMI PERSADA FOR THE YEAR ENDED DECEMBER 31, 2025

We, the undersigned :

1. Name	: Praveen Bansal
Office Address	: Jalan Pelita V RT 035 RW 04 Gg. 35-II, Buntok Kota Kec. Dusun Selatan Barito Selatan, Kalimantan Tengah
Residential address	: 14091, ATS Advantage Ahinsa Khand-1, Indirapuram, Ghaziabad PIN 201014, Uttar Pradesh, India
Telephone	: +91 9711991615
Position	: Commissioner

Declare that :

1. We are responsible for the preparation and presentation of the Financial Statement of PT Batu Bumi Persada ("The Company");
2. The Company's financial statements have been prepared and presented in accordance with Indonesian Financial Accounting Standards;
3. a. All the information in the financial have been disclosed in a complete and truthful manner;
b. The financial statements do not contain any incorrect information or material facts, nor do they omit information or material facts;
4. We are responsible for the Company's internal control system.

Praveen Bansal
Commissioner

Jakarta
January 30th, 2026

Independent Auditors' Report

Report No: 00003/2.0969/AU.1/05/1111-9/1/2026

Shareholders, commisioner and Directors

PT BATU BUMI PERSADA

Opinion

We have audited the accompanying financial statements of PT Batu Bumi Persada ("the Company"), which comprise the statement of financial position as at December 31, 2025, and the statement of profit or loss and other comprehensive income, statement of capital deficiency, and statement of the cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of PT Batu Bumi Persada as of December 31, 2025 and its financial performance and cash flows for the year the ended, in accordance with Indonesian Financial Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing established by the Indonesian Institute of Certified Public Accountants. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements paragraph of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Indonesia, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matters

- As disclosed in note 7, the Company has recorded costs incurred in operate as part of assets account. As of the date of report, the Company has not yet operated commercially and cannot be estimated whether the account has future benefits for the Company.
- We draw attention to note 16 to the financial statements which explain that as of December 31, 2025, the Company experienced a capital deficiency caused by the Company not yet operating commercially.

Our opinion is not modified in connection with these matters.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Indonesian Financial Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to express an opinion on such financial statements based on our audit. We conducted our audit in accordance with Standards on Auditing

established by the Indonesian Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether such financial statements are free from material misstatement.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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.
- Obtain sufficient and appropriate audit evidence regarding the entity's financial information or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision, and conduct of Company audits. We remain fully responsible for our audit opinion.

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.

Registered Public Accountants
Gideon Adi & Rekan

Bisner Sitanggang, CA, CPA
Public Accountant Registration No. AP-1111
Jakarta, January 30, 2026

PT BATU BUMI PERSADA (2025)

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2025

Particulars	Note	2025		2024	
		Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
ASSETS					
Current Assets					
Cash and cash equivalents	4	9,861,822	0.05	19,649,022	0.10
Prepaid Expenses	5	3,000,000	0.02	13,666,667	0.08
Total current assets		12,861,822	0.07	33,315,689	0.18
Non-current assets					
Fixed assets	6	245,000,000	1.36	245,000,000	1.27
Exploration and evaluation assets	7	5,816,283,563	32.40	5,816,283,563	30.01
Total non-current assets		6,061,283,563	33.76	6,061,283,563	31.28
TOTAL ASSETS		6,074,145,385	33.83	6,094,599,252	31.46
LIABILITIES & EQUITY					
Current Liabilities					
Tax Payables	2i, 8	7,377,856	0.04	148,200	0.00
Accrued expenses	9	79,184,206	0.44	5,061,402	0.03
Total Current Liabilities		86,562,062	0.48	5,209,602	0.03
Non-Current liabilities					
Loan from related party	2b, 10	9,436,809,278	52.56	8,967,903,059	46.27
Total Non-Current Liabilities		9,436,809,278	52.56	8,967,903,059	46.27
Total Liabilities		9,523,371,340	53.04	8,973,112,661	46.30
Equity					
Share capital	11	5,000,000,000	27.85	5,000,000,000	25.80
Deficits		(8,449,225,955)	(47.06)	(7,878,513,409)	(40.64)
Total Capital Deficiency		(3,449,225,955)	(19.21)	(2,878,513,409)	(14.84)
TOTAL LIABILITIES AND CAPITAL DEFICIENCY		6,074,145,385	33.83	6,094,599,252	31.46

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1USD = 1 INR 94.6543, and on 31.03.2025 i.e. 1 USD = 1 IDR 16,588 and 1USD = 1 INR 85.5814.

STATEMENT OF PROFIT/(LOSS) AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2025

Particulars	Note	2025		2024	
		Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Operating expenses	2h, 12	(241,254,392)	(1.34)	(252,326,809)	(1.30)
Operating Loss		(241,254,392)	(1.34)	(252,326,809)	(1.30)
Other income / (expenses) net					
Foreign exchange gap	2h, 13	(329,458,374)	(1.84)	(396,169,443)	(2.04)
Interest income	2h, 13	220	0.00	-	-
Total Other Expenses Net		(329,458,154)	(1.84)	(396,169,443)	(2.04)
Net income /(loss) for the year		(570,712,546)	(3.18)	(648,496,252)	(3.34)
Other comprehensive income		-	-	-	-
Comprehensive income (loss)		(570,712,546)	(3.18)	(648,496,252)	(3.34)

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1USD = 1 INR 94.6543, and on 31.03.2025 i.e. 1 USD = 1 IDR 16,588 and 1USD = 1 INR 85.5814.

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2025

Particulars	Note	2025		2024	
		Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Cash flow from operating activities					
Net Profit/ (Loss)		(570,712,546)	(3.18)	(648,496,252)	(3.34)
Adjustments for:					
Foreign exchange gap		329,840,000	1.84	396,872,000	2.04
Operational cash flows before changes in working capital		(240,872,546)	(1.34)	(251,624,252)	(1.30)
(Increase/ decrease):					
Advance payment		10,666,667	0.06	-	-
Accrued expenses		74,122,804	0.41	450	0.00
Tax payables		7,229,656	0.04	74,100	0.00
Net cash used by operating activities		(148,853,419)	(0.83)	(251,549,702)	(1.30)
Cash flows from financing activities					
Increase:					
Due to related parties		139,066,219	0.78	251,576,029	1.29
Net Cash provided (used) by financing activities		139,066,219	0.78	251,576,029	1.29
Net increase / (decrease) in cash and bank		(9,787,200)	(0.05)	26,327	(0.01)
Cash and bank beginning of year	4	19,649,022	0.10	19,622,695	0.11
Cash and bank at end of year	4	9,861,822	0.05	19,649,022	0.10

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1USD = 1 INR 94.6543, and on 31.03.2025 i.e. 1 USD = 1 IDR 16,588 and 1USD = 1 INR 85.5814.

Statement of changes in capital for the year ended December 31, 2025

Particulars	Amount in Indonesia Rupiah			Amount in INR (₹ Million)		
	Share Capital	Deficits	Total Equity	Share Capital	Deficits	Total Equity
Balance January 01, 2024	5,000,000,000	(7,230,017,157)	(2,230,017,157)	25.80	(37.30)	(11.50)
Comprehensive Loss current year	-	(648,496,252)	(648,496,252)	-	(3.34)	(3.34)
Balance December 31, 2024	5,000,000,000	(7,878,513,409)	(2,878,513,409)	25.80	(40.64)	(14.84)
Balance January 01, 2025	5,000,000,000	(7,878,513,409)	(2,878,513,409)	27.85	(43.88)	(16.03)
Comprehensive Loss current year	-	(570,712,546)	(570,712,546)	-	(3.18)	(3.18)
Balance December 31, 2025	5,000,000,000	(8,449,225,955)	(3,449,225,955)	27.85	(47.06)	(19.21)

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1USD = 1 INR 94.6543, and on 31.03.2025 i.e. 1 USD = 1 IDR 16,588 and 1USD = 1 INR 85.5814.

1. GENERAL

PT. BATU BUMI PERSADA (referred as the "Company") domiciled with headquarters in Jakarta, Springhill Office Tower Lt 8G, Jl. Benyamin Suaeb Ruas 07 Blok D6, Pademangan Timur, Jakarta Utara 14410 was established in Republic of Indonesia on January 3, 2005 based on the notarial deed of Ny. Masneri, SH. No. 01. The Company's articles of Association was approved by the Minister of Justice in a decision letter No. C-01913. HT.01.01.TH.2005 dated January 24, 2005.

Based on notarial deed of Surjadi, S.H., MKn, MM, MH. No. 74 dated March 19, 2024, through a resolution of the general meeting of shareholders approved to respectfully dismiss all members of the Board of Commissioners and Directors of the Company who are currently serving, namely Chandan Jain as Director and agreed to appoint Madan Mohan Biswal as President Director.

The Company's articles of association have been amended with the latest deed No. 74 dated 19 March 2024 from Notary Surjadi, S.H., MKn, MM, MH., Notary in Central Jakarta.

The purpose and objective of the Company as per Memorandum of Association (MoA) and Articles of Association (AoA) (as amended till date) is to engage in the business of mining services, including consulting, planning, implementation and testing of equipment in the field of construction of mining (open pit, commissioning mine, mine ventilation, processing and purification, and the road mine), transport for mining and consultation, planning, and testing equipment in field of mining (stripping, loading and removal of rock cover, giving or demolition, excavation, loading and removal of coal or iron ore, nickel and manganese) and processing and purification, (coal processing iron ore, nickel and manganese).

The company is still in developing stage and has not yet commence its commerce activities.

Based on notarial deed of Surjadi, S.H., M.Kn., MM., MH., Notarial in Central Jakarta No. 74 dated March 19, 2024, the composition of Board of Commissioners and Directors of the Company as of December 31, 2025 and 2024 as follows:

2025		2024
Praveen Bansal	Praveen Bansal	Commissioner
Madan Mohan Biswal	Madan Mohan Biswal	Director

2. MATERIAL ACCOUNTING POLICY INFORMATIONS

a. Basis Preparation of Financial Statements

The financial statements have been prepared in accordance with Indonesian Financial Accounting Standards in Indonesia (IFAS) comprising of the Statements of Financial Accounting Standards (SFAS) and interpretation Financial Accounting Standards (IFAS) issued by the Board of Financial Accounting Standards of the Indonesian Institute of Accountants (DSAK-IAI).

The Financial statements, except for the statements of cash flows, are prepared under the accrual basis of accounting. The measurement basis used is the historical cost, except for certain accounts which are measured on the bases described in the related accounting policies of each account.

The statements of cash flows have been prepared using indirect method by classifying cash flows into operating, investing and financing activities.

The reporting currency used in the financial statements is Rupiah.

b. Changes of SFAS and IFAS Number, Amendments, and Relevant New Standard

The application of standards and amendments to accounting standards, effective from 1 January 2025, does not result in significant changes to the Company's accounting policies and does not have a material impact on the amounts reported in the Company's financial statements:

- Amendment to PSAK 221 "The Effect of Changes in Foreign Exchange Rates - Lack of Exchangeability".
- SFAS No. 117, "Insurance Contracts".
- Amendments to the published standards, effective for financial years beginning on or after 1 January 2026, but early application is permitted, are as follows:
- Amendments to PSAK 109 "Financial Instruments" and PSAK 107 "Financial Instruments: Disclosure" regarding the classification and measurement of financial instruments.
- Amendments to PSAK 109 "Financial Instruments" and PSAK 107 "Financial Instruments: Disclosure" about contracts referencing nature-dependent electricity.

The new standard issued, but only effective for the financial year beginning 1 January 2027, but early adoption is permitted, is as follows:

- SFAS No. 118, "Presentation and Disclosure in Financial Statements"

At the date of completion of these financial statements, the Company is assessing the potential impact of the adoption of new standards and amendments on the Company's financial statements.

c. Transaction with Related Parties

Related party represents a person or an entity who is related to the reporting entity:

1. A person or a close member of the person's family is related to a reporting entity if that person:
 - a. Has control or joint control over the reporting entity
 - b. Has significant influence over the reporting entity; or
 - c. Is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
2. An entity is related to a reporting entity if any of the following conditions applies:
 - a. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - b. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - c. Both entities are joint ventures of the same third party.
 - d. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - e. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - f. The entity is controlled or jointly controlled by a person identified in (1).
 - g. A person identified in (1)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - h. The entity, or any member of a group of which it is a part, provides key management, personal services to the reporting entity or to the parent of the reporting entity.)

All transactions with related parties which are related either done or not interest rates or prices, terms and conditions as those conducted by outside parties. Parties that have a special relationship disclosed in the Financial Statements.

d. Fixed Assets and Depreciation

Fixed assets are stated at cost less accumulated depreciation. Fixed assets, except land, are depreciated using the straight line method over their estimated useful lives as follows:

	Years
Building	10-20
Machinery and equipment	10
Transportation equipment	5
Tools and inventory	5

The cost of maintenance and repairs is charged to statements of income as incurred. Significant renewals and betterment are capitalized. When assets are retired or otherwise disposed, the carrying value and the related accumulated depreciation are removed from the accounts and any resulting gains or loss is reflected in the statement of income.

e. Exploration and Evaluation Assets

Exploration and evaluation activity involves searching for mineral resources after the Company has obtained legal rights to explore in a specific area, determining the technical feasibility and assessing the commercial viability of an identified resource.

Exploration and evaluation expenditure includes costs that are directly attributable to:

- acquisition of rights to explore;
- topographical, geological, geochemical and geophysical studies;
- exploratory drilling;
- trenching and sampling;
- activities involved in evaluating the technical feasibility and commercial viability of extracting of mineral resources.

Exploration and evaluation expenditure related to an area of interest is charge when incurred, unless it is capitalised and carried forward, on an area of interest basis, provided that one of the following conditions is met:

- (i) the tenure rights of an area are current and it is considered probable that the costs will be recouped through the successful development and exploitation of the area of interest or, alternatively, through its sale; or
- (ii) exploration activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in or a relation to the area of interest are ongoing.

Capitalised costs include costs directly related to exploration and evaluation activities in the relevant area of interest, and exclude physical assets which are recorded in fixed assets. General and administrative costs are allocated to exploration or evaluation assets only to the extent that those costs can be related directly to operational activities in the relevant area of interest. Capitalised exploration and evaluation expenditure is written off where the above conditions are no longer satisfied.

Identifiable exploration and evaluation assets acquired in a business combination are recognised initially as assets at fair value upon acquisition, and subsequently at cost less impairment charges. Exploration and evaluation expenditure incurred subsequent to the acquisition of an exploration asset in a business combination is accounted for in accordance with the policy outlined above. As the exploration and evaluation assets are not available for use, they are not depreciated.

Exploration and evaluation assets are assessed for impairment if facts and circumstances indicate that impairment may exist. Exploration and evaluation assets are also tested for impairment once commercial reserves are found, before the assets are transferred to "mining properties-mines under development".

Expenditure incurred before the entity has obtained the legal right to explore a specific area is expensed as incurred.

f. Share Capital

Ordinary shares are classified as equity, and incremental costs directly

attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds.

g. Foreign Currency Translation

Transactions during the year related to foreign currencies are recorded at the exchange rate at the transaction date. At balance sheet date, all assets and liabilities denominated in foreign currencies are translated into the value of the rupiah exchange rate of Bank Indonesia prevailing on the balance sheet date.

On 31 December 2025 and 2024, the Bank Indonesia middle rate used was Rp16,782 and Rp16,162 for US\$1. Any exchange gains or losses incurred are credited or charged to the current period.

h. Revenue and Expense Recognition

Revenue

Revenue recognition has to fulfill the following five steps of assessment:

1. Identify the contract(s) with a customers that meet the following criteria:
 - The parties to the contract have approved the contract,
 - The Company can indentify each party's rights regarding the goods and services to be transferred,
 - The Company can identify the payment terms for the goods or services to be transferred,
 - The contract has commercial substance, and
 - It is probable that the Company will collect the consideration in exchange for the goods or services to be transferred to the customers;
2. Identify the performance obligations;
3. Determine the transaction price;
4. Allocate the transaction price to each obligation;
5. Recognize revenue.

The Company recognize revenue when the performance obligation has been satisfied by transferring a promised goods or services to the customers.

Expenses

Expenses were recognized when incurred.

i. Income Tax

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

Current tax

The Company's liability for current corporate income tax is calculated using tax rates based on tax laws that have been enacted or substantively enacted as at the reporting dates.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

j. Use of Estimates

The preparation of financial statements in conformity with general accepted accounting principles requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of the revenues and expenses during the reporting, Actual result could differ from those estimates.

k. Impairment of Assets

Management reviews any indication of impairment (recovery) value of assets on the balance sheet date and the possible reduction in the recoverable amount whenever events indicate impairment of assets.

The impairment loss is recognized if the carrying value exceeds the recoverable value, on the other hand, the impairment (recovery) of the assets value is recognized as expenses (revenues) in profit or loss for the year. Impairment (recovery) of the assets value is recognized as expenses (revenues) in profit or loss for the year.

Impairment (recovery) value of assets is recognized as an expense (income) in the income statement for the year.

I. Financial Instruments

Financial assets and financial liabilities are recognized on the statement of financial position when the Company becomes a party to the contractual provisions of the 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 are added to or deducted from the fair value of the financial assets and financial liabilities, as appropriate, on initial recognition.

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost:

- The financial asset is held within a business model whose objective is to hold financial assets 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.

The Company's financial assets, which consist of cash on hand and in banks, trade accounts receivable and other receivables, are classified as financial assets at amortized cost. The Company has no financial assets measured at fair value through profit or loss and through other comprehensive income.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

On the other hand, the gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance. Interest income is recognized using the effective interest method for debt instruments measured subsequently at amortized cost. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial

asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired. Interest income is recognized in profit and loss

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate as at each reporting date.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at amortized cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company recognizes lifetime ECL for trade accounts receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on historical credit loss experience of the Company, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the prospects of the industries in which the Company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Company's core operations. The Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

The Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower

has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria can identify significant increase in credit risk before the amount becomes past due.

Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collateral held by the Company).

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 30 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer or the borrower.
- A breach of contract, such as a default or past due event.
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganization.
- The disappearance of an active market for that financial asset because of financial difficulties.
- The purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off policy

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g., when the debtor has been placed under liquidation or has entered bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, considering legal advice where appropriate. Any recoveries made are recognized in profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e., the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Company's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information. For financial assets,

the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Company's trade and other receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors;
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics. If the Company has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Company measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets.

The Company recognizes an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance.

Derecognition of financial assets

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and recognizes a collateralised borrowing for the proceeds received. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

On derecognition of a financial asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered 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 recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified as either financial liabilities "at FVTPL" or "at amortized cost" using the effective interest method.

Financial liabilities measured at amortized cost. Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading or 3) designated as at FVTPL, are subsequently measured at amortized cost using the effective interest method.

The Company's financial liabilities consist of trade and other payables, bank loans, lease liabilities and accrued expenses classified as financial liabilities at amortized cost. The Company has no financial liabilities measured at fair value through profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the financial liabilities are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3. SOURCES OF ESTIMATED UNCERTAINTIES

The preparation on the Company's financial statements requires management to make judgments; estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset and liability affected in future periods.

The following judgments are made by management in the process of applying the Company's accounting policies that have the most significant effects on the amounts recognized in the financial statements.

Classification of financial assets and liabilities

The Company determines the classifications of certain assets and liabilities as financial assets and financial liabilities by judging if they meet the definition set forth in SFAS No. 239.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities with in the next financial year are disclosed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared.

Existing circumstances and assumptions about future development May change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Depreciation of fixed asset

The costs of fixed assets are depreciated on a straight-line method over estimated useful lives. Management estimates the useful lives of these fixed assets to be with in 5 to 20 years. These are common life expectandes applied in the industries where in the Company conducts its businesses.

Changes in the expected level of usage and technological development could impact the economic useful lives and the residual value of these assets, and there for future depreciation charges could be revised.

Financial instruments

The Company carries certain financial assets and liabilities at fair values, which requires the use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidences, the amounts of changes in fair values would differ if the Company utilized different valuation methodology. Any changes in fair values of these financial assets and liabilities would affect directly the Company's income or loss.

Income tax

Significant judgment is involved in determining the provision for corporate income tax. There are certain transactions and computation for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for expected corporate income tax issues based on estimates of whether additional corporate

income tax will be due.

4 Cash and cash equivalent

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ million)	Amount in Indonesia Rupiah	Amount in INR (₹ million)
Cash				
Indonesia Rupiah	12,717	-	12,717	0.00
Bank				
Rupiah	2,454,117	0.01	3,189,046	0.02
PT Bank Mandiri (Persero) Tbk.				
US Dollar	7,394,988	0.04	16,447,259	0.08
PT Bank Mandiri (Persero) Tbk.				
Total Bank	9,849,105	0.05	19,636,305	0.10
Total	9,861,822	0.05	19,649,022	0.10

5 Prepaid Expenses

Deposit	3,000,000	0.02	3,000,000	0.02
Office Rent	-	-	10,666,667	0.06
	3,000,000	0.02	13,666,667	0.08

6 Fixed assets

	Amount in Indonesia Rupiah			
	2025			
	Beginning balance	Addition	Disposal	Ending balance
At cost				
Land of coal stockpile (jetty land)	245,000,000	-	-	245,000,000
Book value	245,000,000	-	-	245,000,000
	Amount in INR (₹ million)			
	2025			
	Beginning balance	Addition	Disposal	Ending Balance
At cost				
Land of coal stockpile (jetty land)	1.36	-	-	1.36
Book value	1.36	-	-	1.36
Fixed assets	Amount in Indonesia Rupiah			
	2024			
	Beginning balance	Addition	Disposal	Ending balance
At cost				
Land of coal stockpile (jetty land)	245,000,000	-	-	245,000,000
Book value	245,000,000	-	-	245,000,000

PT BATU BUMI PERSADA (2025)

	Amount in INR (₹ million)			
	2024			
	Beginning balance	Addition	Disposal	Ending Balance
At cost				
Land of coal stockpile (jetty land)	1.27	-	-	1.27
Book value	1.27	-	-	1.27

7 Exploration and evaluation assets

This account represents expenses incurred by the Company for exploration activities. These costs will be amortized when the Company earns revenue. These costs consist of:

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Operational cost at site & geologist	1,231,050,000	6.86	1,231,050,000	6.35
Drilling	1,108,456,555	6.17	1,108,456,555	5.72
Topography and geology	1,074,863,500	5.99	1,074,863,500	5.55
Rental Office	1,004,135,714	5.59	1,004,135,714	5.18
Consession's handling	595,575,000	3.32	595,575,000	3.07
Drilling and exploration	391,503,225	2.18	391,503,225	2.02
Travel on duty	177,982,676	0.99	177,982,676	0.92
Renovation	101,244,000	0.56	101,244,000	0.52
Overhead	11,634,000	0.06	11,634,000	0.06
Others	119,838,893	0.67	119,838,893	0.62
Total	5,816,283,563	32.40	5,816,283,563	30.01

8 Tax Payable

Tax Payable	7,377,856	0.04	148,200	0.00
Total	7,377,856	0.04	148,200	0.00

9 Accrued expenses

Accrued expenses	79,184,206	0.44	5,061,402	0.03
Total	79,184,206	0.44	5,061,402	0.03

10 Due to related party

Bajaj Hindusthan (Singapore) Pte. Ltd.	6,410,724,000	35.71	6,173,884,000	31.85
Global Power Projects (Singapore) Pte. Ltd.	2,517,300,000	14.02	2,424,300,000	12.51
PT Jangkar Prima	508,785,278	2.83	369,719,059	1.91
Total	9,436,809,278	52.56	8,967,903,059	46.27

As of December 31, 2025, the company has a due to related parties, Bajaj Hindusthan Singapore Pte. Ltd and Global Power Projects Singapore Pte. Ltd amounted to US\$ 382,000 and US\$ 150,000. .

The loans has no interest and no specific term of payment.

11 SHARE CAPITAL

Based on Notarial Deed Suwanda, S.H, M.Kn Number 28 dated June 15, 2020, the composition of the shareholder as of December 31, 2025 and 2024 are as follows:

Name of Shareholders	2025			
	Total Stock	% of ownership	Nominal value (in Indonesia Rupiah)	Amount (in Indonesia Rupiah)
Bajaj Hindusthan (Singapore) Pte. Ltd.	49,500	99%	100,000	4,950,000,000
Global Power Projects Singapore Pte. Ltd	500	1%	100,000	50,000,000
Total	50,000	100%		5,000,000,000

Name of Shareholders	2025			
	Total Stock	% of ownership	Nominal value (in Indonesia Rupiah)	Amount INR (₹ Million)
Bajaj Hindusthan (Singapore) Pte. Ltd.	49,500	99%	100,000	27.57
Global Power Projects Singapore Pte. Ltd.	500	1%	100,000	0.28
Total	50,000	100%		27.85

Name of Shareholders	2024			
	Total Stock	% of ownership	Nominal value (in Indonesia Rupiah)	Amount (in Indonesia Rupiah)
Bajaj Hindusthan (Singapore) Pte. Ltd.	49,500	99%	100,000	4,950,000,000
Global Power Projects Singapore Pte. Ltd	500	1%	100,000	50,000,000
Total	50,000	100%		5,000,000,000

Name of Shareholders	2024			
	Total Stock	% of ownership	Nominal value (in Indonesia Rupiah)	Amount INR (₹ Million)
Bajaj Hindusthan (Singapore) Pte. Ltd.	49,500	99%	100,000	25.54
Global Power Projects Singapore Pte. Ltd.	500	1%	100,000	0.26
Total	50,000	100%		25.80

PT BATU BUMI PERSADA (2025)

12 Operating expenses

This account consists of :

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Rent expenses	133,666,667	0.74	128,000,000	0.66
Internet and service charge	63,869,222	0.36	71,597,771	0.37
Professional services	32,700,000	0.18	33,300,000	0.17
Tax	7,896,556	0.04	14,573,788	0.08
Bank charges	1,775,764	0.01	4,707,750	0.02
Others	1,346,183	0.01	147,500	-
Total	241,254,392	1.34	252,326,809	1.30

13 Other Income (Expenses)

This account consists of :

Gain (loss) foreign exchange	(329,458,374)	(1.84)	(396,169,443)	(2.04)
Others	220	0.00	-	-
Total	(329,458,154)	(1.84)	(396,169,443)	(2.04)

14. FINANCIAL RISK MANAGEMENT

The Company principal financial assets comprise cash on hand, banks, and due from related parties. The Company also has various financial liabilities such due to related parties and accrued expenses.

The Company policy is not to undertake hedging transactions for its financial instruments.

The main risks arising from the Company's financial instruments are foreign currency risk and liquidity risk. The Director reviews and approves policies for managing each of these risks, which are described in more details as follows:

	2025		2024	
	Amount in USD/Original Currency USD	Amount in Equivalent in Indonesia Rupiah)	Amount in USD/ Original Currency USD	Amount in Equivalent in Indonesia Rupiah
Cash in Bank	441	7,394,988	1,018	16,447,259
Liabilities from related parties	(532,000)	(8,928,024,000)	(532,000)	(8,598,184,000)
Total	(531,559)	(8,920,629,012)	(530,982)	(8,581,736,741)

The conversion rate used by the Company for each US Dollar was Rp16,782 and Rp16,162 on December 31, 2025 and 2024, respectively.

Foreign Currency Sensitivity Analysis

The following table details the Company's sensitivity to the increase and decrease in the Rupiah against the U.S. Dollar as of December 31, 2025

and 2024, with other variables held constant to the Company's income before tax. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for the corresponding percentage change in foreign currency rates. A negative number below indicates an increase in loss before tax where the Rupiah weakens against U.S. Dollar. For a strengthening of the Rupiah against U.S. Dollar, there would be a comparable impact on the loss, and the balances below would be positive.

	2025		2024	
	Changes in Currency Rate	Effect on profit or loss before tax)	Changes in Currency Rate	Effect on profit or loss before tax
U.S. Dollar	±2.67%	(238,180,795)	±3.16%	(271,182,881)

Liquidity risk

The Company manages its liquidity profile to be able to finance its capital expenditures and service its maturing debts by maintaining sufficient cash and cash equivalents, and the availability of funding through an adequate amount of committed credit facilities.

The Company regularly evaluates its projected and actual cash flow information and continuously assesses conditions in the financial markets for opportunities.

15. TRANSACTIONS WITH RELATED PARTIES

	Amount in Indonesia Rupiah		Percentage to Total Liabilities	
	2025	2024	2025	2024
Due to Related Parties				
Bajaj Hindusthan Singapore Pte. Ltd.	6,410,724,000	6,173,884,000	67.32%	68.80%
Global Power Projects Singapore Pte. Ltd.	2,517,300,000	2,424,300,000	26.43%	27.02%
PT Jangkar Prima	508,785,278	369,719,059	5.34%	4.12%
Total	9,436,809,278	8,967,903,059	99.00%	100%

Related parties	Relationship with the group	Transactions
Bajaj Hindusthan (Singapore) Pte. Ltd	Holding Company	Due to Related Parties
Global Power Projects Singapore Pte. Ltd	Holding Company	Due to Related Parties
PT Jangkar Prima	Entity under common control	Due to Related Parties

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1USD = 1 INR 94.6543, and on 31.03.2025 i.e. 1 USD = 1 IDR 16,588 and 1USD = 1 INR 85.5814.

16. GOING CONCERN

The Company experienced deficits on 31 December 2025 and 2024 amounting to Rp 8,449,225,955 and Rp 7,878,513,409, respectively. This condition was caused by the Company not yet being operational because PT Jangkar Prima, as the Principal, had not yet started production.

In relation to this, Management will implement a cost control policy.

17. APPROVALS OF FINANCIAL STATEMENTS

The accompanying financial statements have been approved by the Management Company to be issued on January 30, 2026.

STATEMENT OF DIRECTORS ABOUT
RESPONSIBILITY TO THE FINANCIAL STATEMENT
PT JANGKAR PRIMA
FOR THE YEAR ENDED DECEMBER 31, 2025

We, the undersigned :

1.

Name

:

Waldeni Virgo Marpaung
- Office Address

:

Jalan Pelita V RT 035 RW
04 Gg, 35-II, Buntak Kota,
Kec.Dusun Selatan,
Barito Selatan, Katimantan Tengah
- Residential address

:

Jalan G. Barat No. 23 RT
003 RW 006, Kebon Baru,
Tebet, Jakarta Selatan
- Telephone

:

+62 816201888
- Position

:

President Director

- Statement of PT Jangkar Prima ("The Company");
2.
- The Company's financial statements have been prepared and presented in accordance with Indonesian Financial Accounting Standards;
3.
- a.

All the information in the financial have been disclosed in a complete and truthful manner;
- b.

The financial statements do not contain any incorrect information or material facts, nor do they omit information or material facts;
4.
- We are responsible for the Company's internal control system.
- Thus this statement is made truthfully.

Waldeni Virgo Marpaung
President Director

Jakarta
January 30th, 2026

Declare that :

1.
- We are responsible for the preparation and presentation of the Financial

Independent Auditors' Report

Report No.: 00002/2.0969/AU.1/02/1111-9/1/1/2026

Shareholders, Commissioner, and Director,

PT JANGKAR PRIMA
Opinion

We have audited the accompanying financial statements of PT Jangkar Prima ("the Company"), which comprise the statement of financial position as at December 31, 2025, and the statement of profit or loss and other comprehensive income, statement of capital deficiency, and statement of the cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of PT Jangkar Prima as of December 31, 2025 and its financial performance and cash flows for the year the ended, in accordance with Indonesian Financial Accounting Standards.

Basis for Opinion

We conducted our audit in accordance with Standards on Auditing established by the Indonesian Institute of Certified Public Accountants. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements paragraph of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Indonesia, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis Matter

We draw attention to note 20 to the financial statements which explains that the Company has not yet commenced commercial operations and is currently applying for an extension of its mining permit from the Ministry of Energy and Mineral Resources of the Republic Indonesia. Management estimated that the mining permit will be issued no later than November 2026

Our opinion is not modified in connection with these matters.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Indonesian Financial Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that 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 responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to express an opinion on such financial statements based on

our audit. We conducted our audit in accordance with Standards on Auditing established by the Indonesian Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether such financial statements are free from material misstatement.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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.
- Obtain sufficient and appropriate audit evidence regarding the entity's financial information or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision, and conduct of Company audits. We remain fully responsible for our audit opinion.

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.

Registered Public Accountants
Gideon Adi & Rekan

Bisner Sitanggang, CA, CPA
Public Accountant Registration No. AP-1111
Jakarta, January 30th , 2026

PT JANGKAR PRIMA (2025)

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2025 AND 2024

Particulars	Note	2025		2024	
		Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
ASSETS					
Current assets					
Cash and cash equivalent	2l, 4	59,653,554	0.33	131,961,674	0.68
Due from related partries	2c, 5, 18	508,785,278	2.83	369,719,059	1.91
Prepaid Expenses and Advance	6	9,553,746	0.05	10,936,661	0.06
Total current assets		577,992,578	3.21	512,617,394	2.65
Non current assets					
Restricted time deposits	8	4,165,074,391	23.20	1,152,502,533	5.95
Fixed assets	2d, 7	354,010,992	1.97	381,447,792	1.96
Exploration and evaluation assets	2e, 9	1,879,904,060	10.47	1,879,904,060	9.69
Total non-current assets		6,398,989,443	35.64	3,413,854,385	17.60
TOTAL ASSETS		6,976,982,021	38.85	3,926,471,779	20.25
LIABILITIES AND CAPITAL DEFICIENCY					
Current liabilities					
Taxes Payable	10	48,210,000	0.27	23,152,455	0.12
Other Payable	11	10,499,225	0.06	-	-
Accrued expenses	12	476,424,865	2.65	377,212,500	1.94
Total current liabilities		535,134,090	2.98	400,364,955	2.06
Non-Current liabilities					
Due to related parties	2c, 13a, 18	38,187,608,820	212.71	31,718,086,620	163.63
Loan from SAMM Holding Pte. Ltd.	2c, 13b, 18	7,342,510,425	40.90	4,545,678,960	23.45
Total non-current liabilities		45,530,119,245	253.61	36,263,765,580	187.08
TOTAL LIABILITIES		46,065,253,335	256.59	36,664,130,535	189.14
Equity					
Share capital	2f, 14	5,000,000,000	27.85	5,000,000,000	25.80
Deficits		(44,088,271,314)	(245.59)	(37,737,658,756)	(194.69)
Total deficiency		(39,088,271,314)	(217.74)	(32,737,658,756)	(168.89)
TOTAL LIABILITIES AND CAPITAL DEFICIENCY		6,976,982,021	38.85	3,926,471,779	20.25

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1 USD = 1 INR 94.6543 and as on 31.03.2025 i.e. 1 USD = 1 IDR 16588 and 1 USD = 1 INR 85.5814.

STATEMENT OF PROFIT (LOSS) AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2025 AND 2024

Particulars	Note	2025		2024	
		Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Operating expenses	2h, 15	(5,048,665,255)	(28.12)	(5,873,180,622)	(30.30)
Total operating expenses		(5,048,665,255)	(28.12)	(5,873,180,622)	(30.30)
Other / income (expenses) Net					
Foreign exchange gap	2h, 16	(1,295,110,962)	(7.21)	(1,438,696,120)	(7.42)
Interest income	2h, 16	242,848	0.00	1,308,824	0.01
Bank chages	2h, 16	(7,079,189)	(0.04)	(4,248,013)	(0.02)
Total other expenses - net		(1,301,947,303)	(7.25)	(1,441,635,309)	(7.43)
Loss Before Income Tax		(6,350,612,558)	(35.37)	(7,314,815,931)	(37.73)
Income tax	2i	-	-	-	-
Net loss for the year		(6,350,612,558)	(35.37)	(7,314,815,931)	(37.73)
Other Comprehensive Income		-	-	-	-
COMPREHENSIVE LOSS		(6,350,612,558)	(35.37)	(7,314,815,931)	(37.73)

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1 USD = 1 INR 94.6543 and as on 31.03.2025 i.e. 1 USD = 1 IDR 16588 and 1 USD = 1 INR 85.5814.

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2025 AND 2024

Particulars	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Cash flow from operating activities				
Net loss	(6,350,612,559)	(35.37)	(7,314,815,931)	(37.73)
Adjustments for:				
Depreciation	27,436,800	0.15	31,024,080	0.16
Foreign exchange gap	1,295,110,962	7.21	1,438,696,120	7.42
	(5,028,064,797)	(28.01)	(5,845,095,731)	(30.15)
Decrease(increase)in asset and liability:				
Due from related parties	(139,066,219)	(0.77)	(251,576,029)	(1.30)
Advance	1,382,915	0.01	(1,632,134)	(0.01)
Other receivable	-	-	12,000,000	0.06
Accrued expenses	99,212,365	0.55	26,062,500	0.13
Other payables	10,499,225	0.06	-	-
Taxes payable	25,057,545	0.14	18,191,752	0.09
Net Cash flows used for operating activities	(5,030,978,966)	(28.02)	(6,042,049,642)	(31.18)
Cash flows from investing activities				
Addition of fixed assets	(3,012,571,858)	(16.78)	-	-
Net Cash flows used for by investing activities	(3,012,571,858)	(16.78)	-	-

PT JANGKAR PRIMA (2025)

Particulars	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Cash flow from financing activities Due to related parties	7,971,242,704	44.40	6,112,615,301	31.54
Net Cash flows provided by financing activities	7,971,242,704	44.40	6,112,615,301	31.54
Net increase/(Decrease) in cash and Cash equivalent	(72,308,120)	(0.40)	70,565,659	0.36
Cash and Cash equivalent beginning of the year	131,961,674	0.74	61,396,015	0.32
Cash and Cash equivalent at end of the year	59,653,554	0.33	131,961,674	0.68

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1 USD = 1 INR 94.6543 and as on 31.03.2025 i.e. 1 USD = 1 IDR 16588 and 1 USD = 1 INR 85.5814.

Statement of changes in capital deficiency for the year ended December 31, 2025 and 2024

Particulars	Amount in Indonesia Rupiah			Amount in INR (₹ Million)		
	Share Capital	Deficits	Total Equity	Share Capital	Deficits	Total Equity
Balance January 01, 2024	5,000,000,000	(30,422,842,825)	(25,422,842,825)	25.80	(156.96)	(131.16)
Comprehensive loss for the year	-	(7,314,815,931)	(7,314,815,931)	-	(37.73)	(37.73)
Balance December 31, 2024	5,000,000,000	(37,737,658,756)	(32,737,658,756)	25.80	(194.69)	(168.89)
Balance January 01, 2025	5,000,000,000	(37,737,658,756)	(32,737,658,756)	27.85	(210.21)	(182.36)
Comprehensive loss for the year	-	(6,350,612,558)	(6,350,612,558)	-	(35.38)	(35.38)
Balance December 31, 2025	5,000,000,000	(44,088,271,314)	(39,088,271,314)	27.85	(245.59)	(217.74)

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1 USD = 1 INR 94.6543 and as on 31.03.2025 i.e. 1 USD = 1 IDR 16588 and 1 USD = 1 INR 85.5814.

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2025

1. GENERAL

PT. Jangkar Prima (referred as the "company") domiciled with headquarters in Jl Pelita V RT 035 RW 04 Gg. 35-II Buntok Kota, Kec Dusun Selatan, Barito Selatan, Central Kalimantan was established based on the notarial deed No. 5 dated April 20, 2002, of Tini Rusdihatie, S.H., a notary in Buntok and are registered in the southern district court Buntok with Number 86/CV/2004 dated August 30, 2004.

The Company's Deed has undergone several amendments. The latest amendment was made through Notarial Deed No. 82 dated 21 May 2025 from Surjadi, SH., MKn., MM., MH. Notary in Jakarta regarding changes to the composition of the Company's board of directors and commissioners. The changes to the composition of the Company's board of directors and commissioners are recorded in the Legal Entity System of the Ministry of Law and Human Rights of the Republic of Indonesia under No. AHU-0117870.AH.01.11.TAHUN 2025 DATED 28 May 2025.

Based on the notarial deed of Surjadi, SH., MKn., MM., MH. No. 82 dated 21 May 2025, through a resolution of the general meeting of shareholders, it was agreed to honourably dismiss the current Board of Directors of the Company, namely Madan Mohan Biswal as Director, and to appoint Waldeni Virgo Marpaung as President Director.

The Company's Articles of Association has been amended for several times the latest amendment to the Deed of Shareholder Decision No.

09 dated 02 February 2024 of Notary Surjadi, SH., MKn., MM., MH. in Central Jakarta.

The company is engaged in mining, Under Decree No, 343, 2004 Regent Barito, The Company has obtained permission in mining exploration, transport, mining, washing / processing, storage, transportation, and marketing of all products from the mining area of 4,148 Ha of mining area located in Kecamatan Gunung Bintang Awai, Kabupaten Barito Selatan. Proven reserves of the mine are estimated at 10,000,000 matrix tons.

The company is still in developing stage and has not yet commerce its commerce activities.

The composition of the Board of Commissioners and Board of Directors is in accordance with Notarial Deed No. 82 dated 21 May 2025 issued by Surjadi, SH., MKn., MM., MH. Notary in Central Jakarta. The composition of the Board of Commissioners and Directors of the Company as at 31 December 2025 and 2024 is as follows:

	2025	2024
Commissioner	Praveen Bansal	Praveen Bansal
President Director	Waldeni Virgo	Madan Mohan
	Marpaung	Biswal
Director	Karan Mittal	Mittal Karan

2. MATERIAL ACCOUNTING INFORMATION

a. Basis Preparation Of Financial Statements

The financial statements have been prepared in accordance with Indonesian Financial Accounting Standards in Indonesia (IFAS) comprising of the Statements of Financial Accounting Standards (SFAS) and interpretation Financial Accounting Standards (IFAS) issued by the Board of Financial Accounting Standards of the Indonesian Institute of Accountants (DSAK-IAI).

The Financial statements, except for the statements of cash flows, are prepared under the accrual basis of accounting. The measurement basis used is the historical cost, except for certain accounts which are measured on the bases described in the related accounting policies of each account.

The statements of cash flows have been prepared using indirect method by classifying cash flows into operating, investing and financing activities.

The reporting currency used in the financial statements is Rupiah.

b. Changes to the Statement of Financial Accounting Standards ("SFAS")

The adoption of the following standard and amendments to accounting standards which are effective from January, 1 2025 did not result in substantial changes to the Company's accounting policies and had no material effect on the amounts reported in the Company financial statements for the current period:

- SFAS No. 117, "Insurance Contracts"
 - Amendment to SFAS No. 221, "The Effect of Changes in Foreign Exchange Rates – Lack of Exchangeability"
- The amended standard issued, but only effective for the financial year beginning 1 January 2026, but early adoption is permitted, are as follows:
- Amendment to SFAS No.109, "Financial Instrument" and SFAS No.107, "Financial Instrument: Disclosure" about classification and measurement of financial instruments.
 - Amendment to SFAS No.109, "Financial Instrument" and SFAS No.107, "Financial Instrument: Disclosure" about contracts referencing nature-dependent electricity.
- The new standard issued, but only effective for the financial year beginning January, 1 2027, but early adoption is permitted, is as follows:
- SFAS No.118, "Presentation and Disclosure in Financial Statements"
- As at the completion date of these interim company financial statement, the Company is evaluating the potential impact of the new standard and amendments on the Company's financial statements.

c. Transaction with Related Parties

Related party represents a person or an entity who is related to the reporting entity:

1. A person or a close member of the person's family is related to a reporting entity if that person:
 - a. Has control or joint control over the reporting entity;
 - b. Has significant influence over the reporting entity; or
 - c. Is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.
2. An entity is related to a reporting entity if any of the following conditions applies:
 - a. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - b. One entity is an associator joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - c. Both entities are joint ventures of the same third party.
 - d. One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - e. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
 - f. The entity is controlled or jointly controlled by a person identified in (1).
 - g. A person identified in (1)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - h. The entity, or any member of a group of which it is a part, provides key management, personal services to the reporting entity or to the parent of the reporting entity.

All transactions with related parties which are related either done or not interest rates or prices, terms and conditions as those conducted by outside parties. Parties that have a special relationship disclosed in the Financial Statements.

d. Fixed Assets and Depreciation

Fixed assets are stated at cost less accumulated depreciation. Fixed assets, except land, are depreciated using the straight line method over their estimated useful lives as follows:

	Years
Building	10-20
Machinery and equipment	10
Transportation equipment	5
Tools and inventory	5

The cost of maintenance and repairs is charged to statements of income as incurred. Significant renewals and betterment are capitalized. When assets are retired or otherwise disposed, the carrying value and the related accumulated depreciation are removed from the accounts and any resulting gains or loss is reflected in the statement of income.

e. Exploration and Evaluation Assets

Exploration and evaluation activity involves searching for mineral resources after the Company has obtained legal rights to explore in a specific area, determining the technical feasibility and assessing the commercial viability of an identified resource.

Exploration and evaluation expenditure includes costs that are directly attributable to:

- acquisition of rights to explore;
- topographical, geological, geochemical and geophysical studies;
- exploratory drilling;
- trenching and sampling;
- activities involved in evaluating the technical feasibility and commercial viability of extracting of mineral resources.

Exploration and evaluation expenditure related to an area of interest is charge when incurred, unless it is capitalized and carried forward, on an area of interest basis, provided that one of the following conditions is met:

- (i) the tenure rights of an area are current and it is considered probable that the costs will be recouped through the successful development and exploitation of the area of interest or, alternatively, through its sale; or
- (ii) exploration activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves and active and significant operations in or in relation to the area of interest are ongoing.

Capitalized costs include costs directly related to exploration and evaluation activities in the relevant area of interest, and exclude physical assets which are recorded in fixed assets. General and administrative costs are allocated to exploration or evaluation assets only to the extent that those costs can be related directly to operational activities in the relevant area of interest.

Capitalised exploration and evaluation expenditure is written off where the above conditions are no longer satisfied.

Identifiable exploration and evaluation assets acquired in a business combination are recognised initially as assets at fair value upon acquisition, and subsequently at cost less impairment charges. Exploration and evaluation expenditure incurred subsequent to the acquisition of an exploration asset in a business combination is accounted for in accordance with the policy outlined above.

As the exploration and evaluation assets are not available for use, they are not depreciated.

Exploration and evaluation assets are assessed for impairment if facts and circumstances indicate that impairment may exist. Exploration and evaluation assets are also tested for impairment once commercial reserves are found, before the assets are transferred to "mining properties-mines under development".

Expenditure incurred before the entity has obtained the legal right to explore a specific area is expensed as incurred.

f. Share Capital

Ordinary shares are classified as equity, and incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds.

g. Foreign Currency Translation

Transactions during the year related to foreign currencies are recorded at the exchange rate at the transaction date. At balance sheet date, all assets and liabilities denominated in foreign currencies are translated into the value of the rupiah exchange rate of Bank Indonesia prevailing on the balance sheet date.

On December 31, 2025 and 2024, Bank Indonesia middle rate used for Rp16,782 and Rp16,162 to US\$1. Profit or loss on foreign exchange are credited or charged to current operations.

h. Revenue and Expense Recognition

Revenue

Revenue recognition has to fulfill the following five steps of assessment

1. Identify the contract(s) with a customers that meet the following criteria:
 - The parties to the contract have approved the contract,
 - The Company can indentify each party's rights regarding the goods and services to be transferred,
 - The Company can identify the payment terms for the goods or services to be transferred,
 - The contract has commercial substance, and
 - It is probable that the Company will collect the consideration in exchange for the goods or services to be transferred to the customers;
2. Identify the performance obligations;
3. Determine the transaction price;
4. Allocate the transaction price to each obligation;
5. Recognize revenue.

The Company recognize revenue when the performance obligation has been satisfied by transferring a promised goods or services to the customers.

Expenses

Expense were recognized when incurred.

i. Income Tax

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

Current tax

The Company's liability for current corporate income tax is calculated using tax rates based on tax laws that have been enacted or substantively enacted as at the reporting dates.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statements of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

j. Use of Estimates

The preparation of financial statements in conformity with general accepted accounting principles requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of the revenues and expenses during the reporting, actual result could differ from those estimates.

k. Impairment of Assets

Management reviews any indication of impairment (recovery) value of assets on the balance sheet date and the possible reduction in the recoverable amount whenever events indicate impairment of assets.

The impairment loss is recognized if the carrying amount exceeds the recoverable value. On the other hand, the recovery of impairment (recovery) loss is recognized as an expense (income) when there is indication that the impairment is no longer the case.

Impairment (recovery) value of assets is recognized as an expense (income) in the income statement for the year.

l. Financial Instruments

Financial assets and financial liabilities are recognized on the statement of financial position when the Company becomes a party to the contractual provisions of the 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 are added to or deducted from the fair value of the financial assets and financial liabilities, as appropriate, on initial recognition.

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

(1) Classification of financial assets

The company classifies its financial assets into measured at fair value, either through other comprehensive income or through profit or loss and measured at amortized cost categories.

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

Debt instruments that meet the following conditions are subsequently measured at amortized cost.

(2) Recognition and measurement

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

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

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows

represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the assets are derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at FVOCI. Movement in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit or loss.

When the financial assets are derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other income/(expenses), net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses and impairment expenses are presented in other income/(expenses), net.

- Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit or loss within other income/(expenses) in the year in which it arises.

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income/(expenses) in profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Debt instruments that meet the following conditions are subsequently measured at amortized cost:

- The financial asset is held within a business model whose objective is to hold financial assets 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.

The Company's financial assets, which consist of cash on hand and in banks, trade accounts receivable and other receivables, are classified as financial assets at amortized cost. The Company has no financial assets measured at fair value through profit or loss and through other comprehensive income.

Amortized cost and effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts)

excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognized by applying the effective interest rate to the amortized cost of the financial asset.

If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired. Interest income is recognized in profit and loss.

Foreign exchange gains and losses

The carrying amount of financial assets that are denominated in a foreign currency is determined in that foreign currency and translated at the spot rate as at each reporting date.

Impairment of financial assets

For receivables without significant financing component, the company applies the simplified approach permitted by SFAS 109, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

The financial assets other than receivable without significant component, the company applies the general model to measure expected credit losses.

The Company assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost.

The Company recognizes a loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at amortized cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company recognizes lifetime ECL for trade accounts receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on historical credit loss experience of the Company, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the prospects of the industries in which the Company's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organizations, as well as consideration of various external sources of actual and forecast economic information that relate to the Company's core operations. The Company presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Company has reasonable and supportable information that demonstrates otherwise.

The Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria can identify significant increase in credit risk before the amount becomes past due.

Definition of default

The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that financial assets that meet either of the following criteria are generally not recoverable:

- When there is a breach of financial covenants by the debtor; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collateral held by the Company).

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 30 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer or the borrower.
- A breach of contract, such as a default or past due event.
- The lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganization.
- The disappearance of an active market for that financial asset because of financial difficulties.
- The purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off policy

Financial assets and liabilities are offset and the net amount is

reported in the consolidated statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the assets and settle the liabilities simultaneously.

The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default in solvency or bankruptcy of the company or the counterparty.

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g., when the debtor has been placed under liquidation or has entered bankruptcy proceedings, or in the case of trade receivables, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, considering legal advice where appropriate. Any recoveries made are recognized in profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e., the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above.

As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Company's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information. For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Company's trade and other receivables and amounts due from customers are each assessed as a separate group. Loans to related parties are assessed for expected credit losses on an individual basis);
- Past-due status;
- Nature, size and industry of debtors;
- External credit ratings where available

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics. If the Company has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Company measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets.

The Company recognizes an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance.

Derecognition of financial assets

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

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and recognizes a collateralised borrowing for the proceeds received. On derecognition of a financial

asset measured at amortized cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered 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 recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities are classified as either financial liabilities "at FVTPL" or "at amortized cost" using the effective interest method.

Financial liabilities measured at amortized cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading or 3) designated as at FVTPL, are subsequently measured at amortized cost using the effective interest method.

The Company's financial liabilities consist of trade and other payables, bank loans, lease liabilities and accrued expenses classified as financial liabilities at amortized cost. The Company has no financial liabilities measured at fair value through profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the financial liabilities are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

3. SOURCES OF ESTIMATED UNCERTAINTIES

The preparation on the Company's financial statements requires management to make Judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset and liability affected in future periods.

The following judgements are made by management in the process of applying the Company's accounting policies that have the most significant effects on the amounts recognized in the financial statements.

Classification of financial assets and liabilities

The Company determines the classifications of certain assets and liabilities as financial assets and financial liabilities by judging if they meet the definition set forth in SFAS No. 239.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities with in the next financial year are disclosed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future development may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Depreciation of fixed asset

The costs of fixed assets are depreciated on a straight-line method over estimated useful lives. Management estimates the useful lives of these

PT JANGKAR PRIMA (2025)

fixed assets to be with in 5 to 20 years. These are common life expectancies applied in the industries where in the Company conducts its businesses. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual value of these assets, and there for future depreciation charges could be revised.

Financial instruments

The Company carries certain financial assets and liabilities at fair values, which requires the use of accounting estimates. While significant components of fair value measurement were determined using verifiable objective evidences, the amounts of changes in fair values would differ if the Company utilized different valuation methodology. Any changes in fair values of these financial assets and liabilities would affect directly the Company's income or loss.

Income tax

Significant judgment is involved in determining the provision for corporate income tax. There are certain transactions and computation for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for expected corporate income tax issues based on estimates of whether additional corporate income tax will be due.

4. CASH AND CASH EQUIVALENT

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
This account consists of:				
Cash and bank				
Cash in hand	116,211	0.00	2,712,215	0.01
Bank - Rupiah				
PT Bank Mandiri (Persero) Tbk	56,477,481	0.31	27,935,376	0.14
PT Bank Danamon Tbk	170,844	0.00	-	-
Bank - US Dollar				
PT Bank Mandiri (Persero) Tbk	2,361,563	0.01	101,314,083	0.53
PT Bank Danamon Tbk)	527,455	0.00	-	-
Total	59,653,554	0.33	131,961,674	0.68

5 RECEIVABLE TO RELATED PARTIES

PT Batu Bumi Persada	508,785,278	2.83	369,719,059	1.91
Total	508,785,278	2.83	369,719,059	1.91

6 PREPAID EXPENSES AND ADVANCE

Rent	9,374,996	0.05	9,000,000	0.05
Advance operation	178,750	0.00	1,936,661	0.01
Total	9,553,746	0.05	10,936,661	0.06

7 FIXED ASSET

	Amount in Indonesia Rupiah			
	2025			
	Beginning balance	Addition	Disposal	Ending balance
At Cost				
Boundary wall	500,000,000	-	-	500,000,000
Motor cycle	21,930,000	-	-	21,930,000
Office equipment	65,290,000	-	-	65,290,000
	587,220,000	-	-	587,220,000

Accumulated Depreciation

Boundary wall	125,000,000	25,000,000	-	150,000,000
Motor cycle	22,036,107	-	-	22,036,107
Office equipment	58,736,101	2,436,800	-	61,172,901
	205,772,208	27,436,800	-	233,209,008
Book value	381,447,792			354,010,992

Amount in INR (₹ Million)

	2025			
	Beginning Balance	Addition	Disposal	Ending Balance
At Cost				
Boundary wall	2.79	-	-	2.79
Motor cycle	0.12	-	-	0.12
Office equipment	0.36	-	-	0.36
	3.27	-	-	3.27

Accumulated Depreciation

Boundary wall	0.70	0.14	-	0.84
Motor cycle	0.12	-	-	0.12
Office equipment	0.33	0.01	-	0.34
	1.15	0.15	-	1.30
Book value	2.12			1.97

Fixed asset

Amount in Indonesia Rupiah

	2024			
	Beginning balance	Addition	Disposal	Ending balance
At Cost				
Boundary wall	500,000,000	-	-	500,000,000
Motor cycle	21,930,000	-	-	21,930,000
Office equipment	65,290,000	-	-	65,290,000
	587,220,000	-	-	587,220,000
Accumulated Depreciation				
Boundary wall	100,000,000	25,000,000	-	125,000,000
Motor cycle	18,640,494	3,395,613	-	22,036,107
Office equipment	56,107,634	2,628,467	-	58,736,101
	174,748,128	31,024,080	-	205,772,208
Book value	412,471,872			381,447,792

Amount in INR (₹ Million)

	2024			
	Beginning Balance	Addition	Disposal	Ending Balance
At Cost				
Boundary wall	2.58	-	-	2.58
Motor cycle	0.11	-	-	0.11
Office equipment	0.34	-	-	0.34
	3.03	-	-	3.03
Accumulated Depreciation				
Boundary wall	0.52	0.13	-	0.65
Motor cycle	0.10	0.02	-	0.12
Office equipment	0.29	0.01	-	0.30
	0.91	0.16	-	1.07
Book value	2.12			1.96

PT JANGKAR PRIMA (2025)

8. RESTRICTED TIME DEPOSITS

This account is a deposit placement in PT Bank Pembangunan Kalteng. The deposit is a guarantee for reclamation and post-mining. As of December 31, 2025, and 2024 the Deposit balance was Rp 4,165,074,391 and Rp 1,152,502,533 with an interest rate of 6.00%.

9. EXPLORATION AND EVALUATION ASSETS

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
License/ permit	903,705,760	5.03	903,705,760	4.66
Lease assets	625,000,000	3.48	625,000,000	3.22
Overheads	135,200,000	0.75	135,200,000	0.70
Travelling	90,898,300	0.51	90,898,300	0.47
Exploration	23,800,000	0.13	23,800,000	0.12
Others	101,300,000	0.56	101,300,000	0.52
Total	1,879,904,060	10.47	1,879,904,060	9.69

10. Taxes Payables

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Withholding tax art 21	45,132,222	0.25	14,323,375	0.07
Withholding tax art 23	300,000	0.00	8,829,080	0.05
Withholding income tax	2,777,778	0.02	-	-
Total	48,210,000	0.27	23,152,455	0.12

11 Other Payable

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Other Payable	10,499,225	0.06	-	-
Total	10,499,225	0.06	-	-

12 Accrued expenses

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Management services	373,260,017	2.08	351,150,000	1.81
Salary	103,164,848	0.57	26,062,500	0.13
Total	476,424,865	2.65	377,212,500	1.94

13. Non Current Liabilities

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
a. Due to related parties				
Global Power Projects Singapore Pte. Ltd.	21,984,420,000	122.46	16,113,514,000	83.13
Bajaj Hindusthan(Singapore) Pte Ltd.	16,203,188,820	90.25	15,604,572,620	80.50
Total	38,187,608,820	212.71	31,718,086,620	163.63

As of December 31, 2025, the company has a due to related parties, Global Power Projects Singapore Pte, Ltd amounted to US\$1,310,000, Bajaj Hindusthan (Singapore) Pte, Ltd amounted to US\$965,510.

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
a. SAMM Holdings Pte. Ltd.	7,342,510,425	40.90	4,545,678,960	23.45
Total	7,342,510,425	40.90	4,545,678,960	23.45

As of December 31, 2025, the company has a due to SAMM Holdings Pte, Ltd amounted to US\$170,440 and Rp 4,482,186,345. The loans has no interest and no maturity limit.

14. Share Capital

Based on Notarial Deed of Suwanda, SH., Mkn, Number 27 dated June 15, 2020 the composition of shareholder and percentage of ownership of the Company as of December 31, 2025 and 2024 are as follow:

Name of Share Holders	2025			
	Stock	% of owner- ship	Nominal value (in indonesia Rupiah)	Amount (in indonesia Rupiah)
Bajaj Hindusthan(Singapore) Pte. Ltd.	49,940	99.88	100,000	4,994,000,000
Global Power Projects Singapore Pte. Ltd.	60	0.12	100,000	6,000,000
Total	50,000	100.00		5,000,000,000

Name of Share Holders	2025			
	Stock	% of owner- ship	Nominal value (in indonesia Rupiah)	Amount in INR (₹ Million)
Bajaj Hindusthan(Singapore) Pte. Ltd.	49,940	99.88	100,000	27.82
Global Power Projects Singapore Pte. Ltd.	60	0.12	100,000	0.03
Total	50,000	100.00		27.85

PT JANGKAR PRIMA (2025)

Name of Share Holders	2024			
	Stock	% of ownership	Nominal value (in indonesia Rupiah)	Amount (in indonesia Rupiah)
Bajaj Hindusthan(Singapore) Pte. Ltd.	49,940	99.88	100,000	4,994,000,000
Global Power Projects Singapore Pte. Ltd.	60	0.12	100,000	6,000,000
Total	50,000	100.00		5,000,000,000

Name of Share Holders	2023			
	Stock	% of ownership	Nominal value (in indonesia Rupiah)	Amount in INR (₹ Million)
Bajaj Hindusthan(Singapore) Pte. Ltd.	49,940	99.88	100,000	25.77
Global Power Projects Singapore Pte. Ltd.	60	0.12	100,000	0.03
Total	50,000	100.00		25.80

15 OPERATING EXPENSES

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Technical services	2,078,704,970	11.58	1,138,403,860	5.87
Salaries	689,896,954	3.84	758,998,715	3.92
General expense	30,252,693	0.17	51,871,025	0.27
Professional services	32,700,000	0.18	33,300,000	0.17
Depreciation	27,436,800	0.15	31,024,080	0.16
Office rental	24,625,004	0.14	23,624,998	0.12
Travelling	21,976,860	0.12	21,856,220	0.11
Internet, electricity and office phone	12,870,698	0.07	13,465,243	0.07
Others	2,130,201,276	11.87	3,800,636,481	19.61
Total	5,048,665,255	28.12	5,873,180,622	30.30

16 OTHER EXPENSES - NET

This account consists of:

	2025		2024	
	Amount in Indonesia Rupiah	Amount in INR (₹ Million)	Amount in Indonesia Rupiah	Amount in INR (₹ Million)
Gain/(loss) foreign exchange	(1,295,110,962)	(7.21)	(1,438,696,120)	(7.42)
Interest income	242,848	0.00	1,308,824	0.01
Bank charges	(7,079,189)	(0.04)	(4,248,013)	(0.02)
Total	(1,301,947,303)	(7.25)	(1,441,635,309)	(7.43)

17. FINANCIAL RISK MANAGEMENT

The Company principal financial assets comprise cash on hand, banks and due from related party. The Company also has various financial liabilities such as due to related party and accrued expenses.

The Company policy is not to undertake hedging transactions for its financial instruments.

The main risks arising from the Company's financial instruments are foreign currency risk and liquidity risk. The Director reviews and approves policies for managing each of these risks, which are described in more details as follows:

Fair value and cash flow interest rate risk

Currently, the Company does not have a formal hedging policy for interest rate exposures.

As of December 31, 2025 and 2024, the Company does not have financial liabilities that are exposed to interest rate risk.

Financial Risk Management

The Company is exposed to the effect of foreign currency exchange rate fluctuation mainly because of significant amount of cash in banks placed and liabilities from related parties in currencies other than the Rupiah. The Company's net opens foreign currency exposure as of 31 December, 2025 and 2024 is as follows:

	2025		2024	
	Amount in USD/Original Currency in Indonesia USD Rupiah)	Amount in Equivalent USD	Amount in USD/Original Currency USD	Amount in Equivalent in Indonesia Rupiah
Cash in Bank	172	2,889,018	6,269	101,314,083
Liabilities from related parties	(2,445,950)	(40,938,298,785)	(2,154,950)	(34,706,240,580)
Total	(2,445,778)	(40,935,409,767)	(2,148,681)	(34,604,926,497)

The conversion rate used by the Company for each US Dollar was Rp 16,782 and Rp 16,162 on December 31, 2025 and 2024, respectively.

Foreign Currency Sensitivity Analysis

The following table details the Company's sensitivity to the increase and decrease in the Rupiah against the U.S. Dollar as of December 31, 2025 and 2024, with other variables held constant to the Company's income before tax. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for the corresponding percentage change in foreign currency rates.

A negative number below indicates an increase in loss before tax where the Rupiah weakens against U.S. Dollar. For a strengthening of the Rupiah against U.S. Dollar, there would be a comparable impact on the loss, and the balances below would be negative.

	2025		2024	
	Changes in Currency Rate	Effect on profit or loss before tax)	Changes in Currency Rate	Effect on profit or loss before tax
U.S.Dollar	±2.67%	(1,095,902,671.66)	±3.16%	(1,097,372,815.02)

Liquidity risk

The Company manages its liquidity profile to be able to finance its capital expenditures and service its maturing debts by maintaining sufficient cash and bank, and the availability of funding through an adequate amount of committed credit facilities.

The Company regularly evaluates its projected and actual cash flow information and continuously assesses conditions in the financial markets for opportunities.

18. TRANSACTIONS WITH RELATED PARTIES

Significant transactions with related parties are as follows:

	Amount in Indonesia Rupiah		Percentage to Total Assets	
	2025	2024	2025	2024
a. Due from Related Parties				
PT Batu Bumi Persada	508,785,278	369,719,059	7.29%	9.42%

PT JANGKAR PRIMA (2025)

	Amount in Indonesia Rupiah		Percentage to Total Assets	
	2025	2024	2025	2024
b. Due to Related Parties				
Global Power Projects Singapore Pte. Ltd	21,984,420,000	16,113,514,000	47.72%	43.95%
Bajaj Hindusthan (Singapore) Pte. Ltd	16,203,188,820	15,604,572,620	35.17%	42.56%
SAMM Holdings Pte. Ltd.	7,342,510,425	4,545,678,960	15.94%	12.40%
Total Due to Related Parties	45,530,119,245	36,263,765,580	98.84%	98.91%

The financial statements are translated at the exchange rate as on 31.03.2026 i.e. 1 USD = 1 IDR 16,993 and 1 USD = 1 INR 94.6543 and as on 31.03.2025 i.e. 1 USD = 1 IDR 16588 and 1 USD = 1 INR 85.5814.

Related parties	Relationship with the group	transactions
Global Power Projects Singapore Pte. Ltd	Holding Company	Due to Related Parties
Bajaj Hindusthan (Singapore) Pte. Ltd	Holding Company	Due to Related Parties
PT Batu Bumi Persada	Entity under common control	Due from Related Parties

19. MANAGEMENT PLAN

The Company has not yet prepared a work plan and budget (RKAB) for the period from April 1, 2026 to December 31, 2026 because the Company is currently in the process of extending its mining permit with the Ministry of Energy and Mineral Resources. Management estimates that the mining permit will be issued no later than November 2026.

- 1. Drilling activities using the full coring method for 35 points.
- 2. Topographic mapping of 200 hectares in the southern block.
- 3. Final design for mining area reserve calculation.

21. APPROVAL OF FINANCIAL STATEMENTS

The accompanying financial statements have been approved by the Management Company to be issued January, 30 2026.

PHENIL SUGARS LIMITED

BOARD'S REPORT

To,

The Members of

PHENIL SUGARS LIMITED

Your Directors have pleasure in presenting their 23rd Annual Report together with Audited Financial Statements for the year ended March 31st, 2026:

Particulars	Current Year 2025-2026 (Rs. in lacs)	Previous Year 2024-2025 (Rs. in lacs)
Total Income	32.03	286.06
Total Expenses	6379.19	5986.98
Profit before Tax	(6347.16)	(5700.92)
Tax Expenses		
For the current year	-	-
For the prior years	-	-
Deferred Tax	1326.29	633.36
Total Tax Expenses	1326.29	633.36
Profit (loss) from discontinued operation	(15.20)	(933.58)
Profit after Tax	(5036.07)	(6001.14)
Balance brought forward	(20565.54)	17163.62
Impact on change in tax rate of PPE	-	(2619.53)
Appropriations	-	-
Transfer to General Reserve	-	20.31
Balance carried to Balance Sheet	(25601.61)	(20565.54)

FINANCIAL PERFORMANCE

Your Company has earned net revenue of Rs. Nil from Sale of Sugar and Rs. Nil from sale of by-products (viz. Molasses) for the year ended March 31st, 2026 as compared to net revenue of Rs. NIL from sale of Sugar and Rs. NIL from sale of by-products (Molasses and Press Mud) in the previous year.

Total expenses (including depreciation & amortization and finance costs) incurred during the year were at Rs. 6379.19 lacs Previous year Rs. 5,986.98 lacs. The profit/ (Loss) after tax was at Rs. (5036.07) lacs, as compared to Rs. (6001.14) lacs reported in the previous year.

DIVIDEND

Due to huge losses, your Directors are unable to recommend any dividend on the equity shares for the year under review.

AMOUNT THE COMPANY PROPOSES TO CARRY TO ANY RESERVES

For the year ended 31st March 2026, the Company is not having any profit, therefore unable to transfer any sum to reserve.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits under the provisions of Section 73 of the Companies Act, 2013 and the rules made there under, for the time being in force.

EXTRACT OF ANNUAL RETURN

This is for the information of the members, the requirement to attached extract of annual return in form MGT-9 has been omitted vide the Companies (Management and Administration) Amendment Rules, 2021 dated 05.03.2021, therefore your Company has not attached the extract of the annual return in Form MGT-9 with the Board's report for the F.Y. 2025-26.

HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

During the year under review, Bajaj Hindusthan Sugar Limited (BHSL) continues to be the Holding Company of your Company.

And, further your Company neither have any subsidiary Company nor have any associate Company.

MATERIAL EVENTS THAT HAVE OCCURRED AFTER THE BALANCE SHEET DATE

There have been no material changes and commitments affecting financial position of the Company that have occurred between the balance sheet date and date of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 (if any) are given in the notes to the Financial Statements.

IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

During the year under review, there have been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and Company's operation in future.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The details of transactions entered into with the Related Parties (if any) are given in notes to the audited financial statements for the year ended 31st March 2026 and it is appended in prescribed **Form AOC-2 as "Annexure 1"**.

DECLARATION FROM INDEPENDENT DIRECTOR

The Company has received necessary declaration from each independent director(s) under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6), code for independent directors of the Companies Act, 2013.

DETAILS OF MONEY ACCEPTED FROM DIRECTOR

During the year under review, the Company has not accepted money in the form of unsecured loan from the director or relative of the director of the Company.

SECRETARIAL STANDARDS

In terms of Section 118(10) of the Companies Act, 2013, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government with respect to Meetings of the Board of Directors and General Meetings.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Retirement by rotation

In terms of the Articles of Association of the Company, Mr. Pradeep Kumar Srivastava (DIN: 06537188), Director retires at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

Appointment

(i) Appointment of Mr. Surendra Kumar Sharma (DIN: 02911357) as an Independent Director (ID) of the Company

During the year under review, based on the recommendations of the Nomination and Remuneration Committee ('NRC') the Board of Directors of the Company ('Board') appointed Mr. Surendra Kumar Sharma (DIN: 02911357), as an Additional Director in the category of Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from March 31st, 2026 to March 30th, 2031 (both days inclusive), subject to approval of the members.

(ii) Appointment of Mr. Tarun Kumar Agarwal (DIN: 09674904) as an Independent Director (ID) of the Company

During the period under review, based on the recommendations of the Nomination and Remuneration Committee ('NRC') the Board of Directors of the Company ('Board') appointed Mr. Tarun Kumar Agarwal (DIN: 09674904), as an Additional Director in the category of Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from April 14th, 2026 to April 13th, 2031 (both days inclusive), subject to approval of the members.

In the opinion of the Board, the Independent Directors, appointed during the year/period under review, are the persons of integrity and fulfills the criteria specified in the Act, Rules for appointment as Independent Director and they are independent of the management of the Company.

Resignation

(i) Resignation of Mr. Pratap Kumar Srivastava (DIN: 09641363) as an Independent Director of the Company

During the year under review, Mr. Pratap Kumar Srivastava (DIN: 09641363), Independent Director resigned from the Board of the Company w.e.f. March 31st, 2026.

The Board places on record its appreciation for the services rendered by Mr. Pratap Kumar Srivastava (DIN: 09641363) during his tenure as Independent Director of the Company.

PHENIL SUGARS LIMITED

(ii) Resignation of Mr. Abrar Ahad (DIN: 10094180) as an Independent Director of the Company

During the year under review, Mr. Abrar Ahad (DIN: 10094180), Independent Director resigned from the Board of the Company w.e.f. March 31st, 2026.

The Board places on record its appreciation for the services rendered Mr. Abrar Ahad (DIN: 10094180) during his tenure as Independent Director of the Company.

(iii) Resignation of Mr. Ambrish Singh (DIN: 10094141) as an Independent Director of the Company

During the year under review, Mr. Ambrish Singh (DIN: 10094141), Independent Director resigned from the Board of the Company w.e.f. March 31st, 2026.

The Board places on record its appreciation for the services rendered by Mr. Ambrish Singh (DIN: 10094141) during his tenure as Independent Director of the Company.

Resignation of Mrs. Pranjali Gupta (Mem. No. ACS-67377) as Company Secretary of the Company

During the year under review, Mrs. Pranjali Gupta (Mem. No. ACS-67377), Company Secretary of the Company, resigned from the office of Company Secretaryship w.e.f. August 10th, 2025.

The Board places on record her appreciation for the services rendered by Mrs. Pranjali Gupta (Mem. No. ACS-67377), Company Secretary of the Company during her tenure as Company Secretary with the Company.

CAPITAL/ FINANCE

As on 31st March, 2026, the issued, subscribed and paid-up share capital of your Company stood at Rs. 371,52,76,560/-, comprising 35,71,42,656 Equity shares of Rs. 10/- each and 14,38,500 0.1% Redeemable Non-Cumulative Convertible Preference shares of Rs. 100/- each.

INTERNAL FINANCIAL CONTROLS

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

DETAILS OF BOARD MEETINGS

During the financial year 2025-2026, the Board of Directors met 14 (Fourteen) times on 27/05/2025, 09/07/2025, 23/07/2025, 07/08/2025, 10/08/2025, 01/09/2025, 12/09/2025, 07/11/2025, 09/12/2025, 29/12/2025, 06/02/2026, 18/02/2026, 14/03/2026 and 31/03/2026. The gap between any two meetings has been less than 120 days.

Details of the Board of Directors and Attendance Record of Directors during the financial year ended March 31, 2026 is as under:

Name	DIN	Board Meeting entitled to attend	Board Meeting attended
Mr. Pradeep Kumar Srivastava	06537188	14	14
Mr. Vinod Kumar Singh	07393298	14	14
Mr. Ambrish Singh	10094141	14	14
Mrs. Shivangi Pandey	09433735	14	14
Mrs. Shalu Laxmanraj Bhandari	00012556	14	5
Mr. Abrar Ahad	10094180	14	14
Mr. Pratap Kumar Srivastava	09641363	14	6

COMMITTEES OF BOARD

During the period under review, the details of composition of the various Committees of the Board of Directors are as under: -

(A) Audit Committee was reconstituted on 14.04.2026 in pursuance to the provisions of Section 177 of the Companies Act, 2013 with following details:

Sl. No.	Name	Chairperson/ Members
1	Mr. Tarun Kumar Agarwal	Chairperson
2	Mr. Surendra Kumar Sharma	Member
3	Mr. Vinod Kumar Singh	Member

During the year, the Committee met on 27/05/2025, 07/08/2025,

07/11/2025 and 06/02/2026.

(B) Vigil Mechanism Committee was reconstituted on 14.04.2026 in pursuance to provisions of Section 177 (9) of the Companies Act, 2013 with following details:

Sl. No.	Name	Chairperson/ Members
1	Mr. Tarun Kumar Agarwal	Chairperson
2	Mr. Surendra Kumar Sharma	Member
3	Mr. Vinod Kumar Singh	Member

During the year, no committee meeting was held.

(C) Nomination & Remuneration Committee was reconstituted on 14.04.2026 in pursuance to provisions of Section 178 of the Companies Act, 2013 with following details:

Sl. No.	Name	Chairperson/ Members
1	Mr. Tarun Kumar Agarwal	Chairperson
2	Mr. Surendra Kumar Sharma	Member
3	Mr. Vinod Kumar Singh	Member

During the year, the Committee met on 27/05/2025 and 31/03/2026.

(D) Investor's Complaint's/ Grievance Committee :

Sl. No.	Name	Chairperson/ Members
1	Mr. Tarun Kumar Agarwal	Chairperson
2	Mr. Surendra Kumar Sharma	Member
3	Mr. Vinod Kumar Singh	Member

During the year, no committee meeting was held.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors 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 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, 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 had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Amit Kansal, Practising Company Secretary (Peer Review Number: 2137/2022), was appointed as Secretarial Auditors of your Company to conduct a Secretarial Audit of records and documents of the Company for F.Y. 2025-2026.

The Secretarial Audit Report confirms that the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines and that there were no deviations or non-compliances. The Secretarial Audit Report is provided in "Annexure-2" to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks or disclaimers.

AUDITOR AND AUDITOR'S REPORT

Pursuant to provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder and as per the recommendations of audit committee and the approval of members in their 22nd Annual General Meeting held September 12th, 2025, the Board of Directors of the Company appoint M/s. **R.S. Dani & Co., Chartered Accountants** (FRN: 000243C), as Statutory Auditors of the Company for a period of 5 (five) year i.e. from the conclusion of the 22nd AGM till

PHENIL SUGARS LIMITED

the conclusion of the 6th consecutive AGM to be held in the year 2030.

Ministry of Corporate Affairs vide its notification dated May 07th, 2018 omitted the requirement to ratify the appointment of Statutory Auditors of the Company in every annual general meeting.

The Notes on financial statement referred in the Auditors' Report for the F.Y. 2025-26 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

The observations and comments given in the report of the Auditors read together with notes to accounts are self-explanatory and hence do not call for any further information and explanation or comments under Section 134(3)(f) of the Companies Act, 2013. The report does not contain any qualification, reservation or adverse remark or disclaimer.

Managerial Remuneration

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2025-26 (in Rs.)	% increase in Remuneration in the financial year 2025-26	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Pradeep Kumar Srivastava, Whole Time Director	10,71,078	7.92	2.87	NA
2.	Mr. Abrar Ahad, Non-Executive Independent Director	-	-	-	-
3.	Mrs. Shalu Laxmanraj Bhandari, Non-Executive Independent Women Director	-	-	-	-
4.	Mrs. Shivangi Pandey, Non-Executive Non-Independent Women Director	-	-	-	-
5.	Mr. Vinod Kumar Singh, Non-Executive Independent Director	-	-	-	-
6.	Mr. Ambrish Singh Non-Executive Independent Director	-	-	-	-
7.	Mr. Pratap Kumar Srivastava Non-Executive Independent Director	-	-	-	-
8.	Mr. Siddha Narayan Shukla, Chief Financial Officer	20,61,724	8.20	5.52	-
9.	*Mrs. Pranjali Gupta, Company Secretary	5,37,271	-	1.44	-

*Mrs. Pranjali Gupta resigned as Company Secretary w.e.f. 10.08.2025.

HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. From time to time some training program(s) that provide focused people attention are/would be called up. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

POLICIES

Policy for determining material subsidiary

As the Company is a public unlisted Company and it is not governed by the provisions of the Listing Agreement, so the policy for determining material subsidiary is not applicable and/or relevant for the Company.

Policy on Appointment and Remuneration and other aspects of Directors and KMP

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes independence of director and appointment of Directors, Key Managerial Personnel and Senior

Management and their remuneration. The Shareholders may inspect the same at the registered office of the Company during business hours on any working day.

The detailed Nomination and Remuneration Policy of the Company is attached with this Board's Report as "Annexure-3".

Related Party Transaction Policy

Policy on dealing with Related Party Transactions as approved by the Board and as a public unlisted Company it is not mandatorily required to upload the same on the Company's website.

Risk Management Policy

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business.

Vigil Mechanism/ Whistle Blower Policy

The Company has a Vigil mechanism/ Whistle Blower policy in accordance with Section 177(9) of the Companies Act, 2013. However the Company is a public unlisted Company, and it is not governed by the provisions of the Listing Agreement so it not mandatory for the Company to upload on the website of the Company.

Corporate Social Responsibility (CSR) Policy

The Provisions related to Corporate Social Responsibility are not applicable on the Company.

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

In view of the nature of activities which are being carried on by the Company, Disclosure of particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, respectively are not applicable to the Company.

During the year under review, there was no foreign exchange earnings and outgo.

ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti-Sexual Harassment Policy in line with requirements of Sexual Harassment of workmen at workplace (Prevention, Prohibition and Redressal) Act, 2013. An internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

During the year under review, the following is the disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The number of sexual harassment complaints received during the year : NIL

The number of such complaints disposed of during the year : N.A.

The number of cases pending for a period exceeding ninety days : N.A.

MATERNITY BENEFITS

During the year under review, no such maternity benefits was availed by the female employee of the Company.

BOARD EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013, that the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

PHENIL SUGARS LIMITED

COST AUDITORS

The provisions regarding maintenance of cost accounting records and cost audit are not applicable to the Company, therefore a disclosure, as to whether maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly such accounts and records are not made and maintained.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditors has reported to the audit committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

PARTICULARS OF EMPLOYEES

As required under the provision of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 in respect of employees of the Company is not given, as there were no employees drawing remuneration beyond the prescribed limit under the above referred provisions.

TRANSFER OF UNCLAIMED/UNPAID AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('Rules'), the dividend which remains unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company and shares on which dividend are unclaimed or unpaid for a consecutive period of seven years or more are liable to be transferred to IEPF. No such instance is recorded during the year under review.

DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application is made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

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

During the year under review, there has been no one-time settlement of loans taken from banks and financial institutions.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation of the assistance and support extended by customers, financial institutions, banks, vendors, Government and other associated (as the case may be) with the activities of the Company. Your Directors acknowledge with gratitude the encouragement and support by our valued shareholders.

For and on behalf of the Board of Directors of
Phenil Sugars Limited

Pradeep Kumar Srivastava Tarun Kumar Agarwal
(Whole Time Director) (Director)
DIN: 06537188 DIN: 09674904

Place: Delhi

Dated: July 20th, 2026

Annexure-1 FORM AOC 2

This form pertains to the disclosure of particulars of contracts/ arrangements entered into by the Company with the related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under the third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis: NIL

S. No	Particulars	Description
1.	Name(s) of the related party and nature of relationship	
2.	Nature of contracts/arrangements/transactions	
3.	Duration of the contracts / arrangements/transactions	
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	
5.	Justification for entering into such contracts or arrangements or transactions	
6.	date(s) of approval by the Board	
7.	Amount paid as advances, if any	
8.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

Details of material contracts or arrangement or transactions at arm's length basis: NIL

S. No	Particulars	Description
1.	Name(s) of the related party and nature of relationship	
2.	Nature of contracts/arrangements/transactions	
3.	Duration of the contracts / arrangements/transactions	
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	
5.	Date(s) of approval by the Board, if any	
6.	Amount paid as advances, if any	

For and on behalf of the Board of Directors of
Phenil Sugars Limited

Pradeep Kumar Srivastava Tarun Kumar Agarwal
(Whole Time Director) (Director)
DIN: 06537188 DIN: 09674904

Place: Delhi

Dated: July 20th, 2026

PHENIL SUGARS LIMITED

Annexure-2 FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

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

To,
The Members,

M/s PHENIL SUGARS LIMITED
33 2nd Floor, (Above Indian Bank),
Pratap Nagar, Mayur Vihar Phase-1,
Delhi-110091

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s Phenil Sugars 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 M/s Phenil Sugars Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2026, 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 M/s Phenil Sugars Limited ("the Company") for the financial year ended on March 31, 2026, 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; **(Not applicable as the company is an unlisted company)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not applicable as the company is an unlisted company)
- (iv) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable as the company is an unlisted company.
- (v) And other applicable laws in Sugar Industry are:
 - a. Sugar Cess Act, 1982,
 - b. Levy Sugar Price Equalisation Fund Act, 1976,
 - c. Food Safety and Standards Act, 2006,
 - d. Essential Commodities Act, 1955,
 - e. Sugar Development Fund Act, 1982,
 - f. Export (Quality Control and Inspection) Act, 1963,
 - g. Agricultural and Processed Food Products Export Act, 1986.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
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 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. ***(During the year under review there was no instance recorded in the minutes where any director has dissented to any particular resolution)***

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 year under review, the Company has following Specific Event/Actions:

- (i) The Company has allotted ZCOCD's amounting to Rs. 2.31cr. (Approx) to different parties. The above mentioned ZCOCDs would be redeemed by the Company as per the terms & conditions of the allotment of the ZCOCD's from time to time.

Place : Noida

Date : July 20th, 2026

Signature: **SD/-**

Name of Company Secretary in Practice:

CS AMIT KANSAL

Mem No.: F8914

C P No.: 10283

Peer Review No.: 2137/2022

UDIN: F008914H000887242

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

ANNEXURE-'I'

To,

The Members,

M/s PHENIL SUGARS LIMITED
33 2nd Floor, (Above Indian Bank),
Pratap Nagar, Mayur Vihar Phase-1,
Delhi-110091

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

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where-ever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and occurring of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Noida

Date : July 20th, 2026

Signature: **SD/-**

Name of Company Secretary in Practice:

CS AMIT KANSAL

Mem No.: F8914

C P No.: 10283

Peer Review No.: 2137/2022

UDIN: F008914H000887242

Annexure-3

NOMINATION AND REMUNERATION POLICY

PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of such other class or classes of Companies shall constitute the Nomination and Remuneration Committee. In order to align with the provisions of the Companies Act, 2013, the Board on May 23rd, 2014 constitute the "Nomination and Remuneration Committee" with three non-executive directors. This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

OBJECTIVE

The Key Objectives of the Committee would be:

- To formulate criteria for determining qualifications, positive attributes and independence for appointment of a Director (Executive /Non-Executive).
- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 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.

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; and
- iv) such other officer as may be prescribed.

"Senior Managerial Personnel" mean 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.

"Company" means "Phenil Sugars Limited."

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her

performance is being evaluated.

- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

GENERAL

This policy is divided into 2 (Two) parts:-

1. Criteria for Determining Qualifications, positive attributes and Independence of a Director.
2. Remuneration Policy for Directors, KMP & other Employees.

PART-A

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

(Pursuant to Section 178 (3) of the Companies Act 2013)

INTRODUCTION

The Board shall comprise of individuals who have demonstrated significant achievements in business, education, professions, financial sector and public service. They must have the requisite intelligence, education and experience to make a significant contribution to the deliberations of the Board of Directors.

I. QUALIFICATION CRITERIA

The Nomination and Remuneration Committee of the Board (the "Committee") is responsible for evaluating the qualifications of each director candidate and of those directors who are to be nominated for election by shareholders at each annual general meeting, and for recommending duly qualified director nominees to the full Board for election.

The overall ability and experience of individual candidates should determine their suitability. The qualification criteria set forth herein to describe the qualities and characteristics are desired for the Board as a whole and for Board members individually.

A. Director Qualification Review Procedure

The Board shall determine the director's qualifications to serve on the Board, upon the recommendation of the Committee, prior to nominating said director for election at the Company's next annual general meeting.

In addition, with respect to each director candidate considered for election to the Board between annual meetings, prior to such election, the Committee shall evaluate each director candidate and recommend to the Board any duly qualified director candidates for recommendation by the Board. The Director candidate shall be evaluated by the Committee as per the criteria set forth herein.

B. General Director Qualification Criteria

The Board has not established specific minimum age, education, years of business experience or specific types of skills for Board members, but, in general, expects a candidate to have extensive experience and proven record of professional success, leadership and the highest level of personal and professional ethics, integrity and values. In its evaluation, the Committee shall consider the Board size and composition of the Board according to the following guidelines: –

With respect to Board composition as a whole and the Board Committees, the required number of directors who qualify as "independent" pursuant to applicable rules and the Independence Standards as per the provisions of Companies Act, 2013 (as may be amended from time to time) shall be maintained.

C. Additional Review Criteria

The Committee shall also consider the personal qualities of each director candidate to be able to make a substantial active contribution to Board deliberations. The director candidate must be willing to commit, as well as have, sufficient time available to discharge the duties of Board membership.

The director candidate should be able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company. The Committee shall also consider its policies with respect to retirement age, change in employment status, as well as all other relevant facts and circumstances in making its recommendations to the Board.

II. CRITERIA FOR BOARD MEMBERSHIP

Directors

The Company shall take into account the following points:

- Director must have relevant experience in Finance/ Law/ Management/ Sales/Marketing/ Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.
- Director should possess the highest personal and professional ethics, integrity and values.
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.
- Any person to be appointed as Director shall not possess the disqualifications contained in Section 164 (1) of the Companies Act, 2013 viz.:-
 - ❖ He/she shall not be less than 21 years of age.
 - ❖ He/she shall not be of unsound mind nor stand so declared by a competent court.
 - ❖ He/she shall not be an undischarged insolvent.
 - ❖ He/she has not applied to be adjudicated as an insolvent and his/her application is pending.
 - ❖ He/she has not been convicted of an offense, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence.

Independent Director

An Independent Director shall also meet all criteria specified in Section 149(7) of the Companies Act, 2013 and rules made thereunder. Further, the Independent Director shall adhere to the Code of Ethics for Independent Directors adopted by the Company.

III. INDEPENDENCE STANDARDS

The following would be the independence review procedure and criteria to assist the Committee evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management.

"Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company. Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon.

IV. INDEPENDENCE REVIEW PROCEDURES

1. Annual Review

The director's independence for the independent director will be determined by the Board on an annual basis upon the declarations made by such Directors as per the provisions of the Companies Act, 2013 read with Rules thereon.

2. Individual Director Independence Determination

If a director nominee is considered for appointment to the Board between annual general meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment. All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon.

3. Notice of Change of Independent Status

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

PART-B

REMUNERATION POLICY FOR DIRECTORS, KMP & OTHER EMPLOYEES

(Pursuant to Section 178 (4) of the Companies Act 2013)

NON-EXECUTIVE DIRECTORS (NEDs)

The Non-Executive / Independent Director may receive sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. But currently no sitting fee is being paid to any of Non-Executive Directors for attending the meetings of the Board and / or committee thereof by them. However, the same may be paid in pursuance to the provisions of the Articles of Association and/or the Companies Act, 2013.

MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL & OTHER EMPLOYEES

The objective of the policy is directed towards having a compensation structure that will reward and retain talents.

- The Remuneration to Managing Director shall take into account the Company's overall performance, MD's contribution for the same & trends in the industry in general, in a manner which will ensure and support a high performance culture.
- Pursuant to the provisions of the Companies Act 2013, Managerial Personnel, KMP, Senior Management and an employee may be entitled to any Employee Stock Options (ESOPs) of the Company as and when decided by the Board and Shareholders.
- The Remuneration to others will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Remuneration to Directors, Key Managerial Personnel and Senior Management will involve a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- The above criteria and policy are subject to review by the Nomination & Remuneration committee & the Board of Directors of the Company.

REMUNERATION POLICY

The Nomination & Remuneration Committee is fully empowered to determine/ approve and revise, subject to necessary approvals, the remuneration of managerial personnel including Whole-time Director and Managing Directors after taking into account the financial position of the Company, trend in the industry, qualifications, experience, past performance and past remuneration, etc.

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors. Such commission will be approved by the Board and shareholders in accordance with the provisions of the Act. Prior approval of shareholders will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to Managing/Whole-time/Executive Directors. Salary is paid within the range approved by the Shareholders of the Company. Annual increments effective April 1 onwards each year, as recommended by the Nomination and Remuneration Committee, and is approved by the Board. Within the prescribed ceiling, the perquisites package is approved by the Nomination and Remuneration Committee.

The remuneration paid to Managing/Whole-time/Executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits are paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as Independent professionals. No sitting fee is being paid to any of Non-Executive Directors for attending the meetings of the Board and / or committee thereof by them.

AMENDMENT TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

DISCLOSURE

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PHENIL SUGARS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **PHENIL SUGARS LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2026, 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 ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Material Uncertainty related to Going Concern

We draw attention to Note No. 44 to the financial statements, which describes that both sugar plants of the Company have remained non-operational for nearly 8–13 years (Basti Unit since 2013 and Govind Nagar Unit since 2018) due to persistently high raw material costs and declining sugar prices resulted in continuous operational and cash losses, erosion of net worth, mounting cane dues, and stressed loan accounts. Although the Company has since repaid its entire bank borrowings, substantially settled cane dues and other liabilities, and is evaluating resumption of operations at the Govind Nagar Unit in light of improved industry conditions including government policy permitting diversion of sugar to ethanol production, stabilisation of sugar prices, availability of nearby buyers for B/C grade molasses, and appreciation in land values, these mitigating factors are forward-looking and contingent upon successful asset monetisation and revival of operations after a prolonged period of inactivity. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. The financial statements have, however, been prepared on a going concern basis.

Our opinion is not modified in respect of the above matter.

Information Other than the Financial Statements and Auditor's 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 Board's Report including Annexures to Board's Report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation 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 Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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.

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.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
The matter described under the "Material Uncertainty related to Going Concern" paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 35 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- iii. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the Company.
- iv.
 - (a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the Financial Statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (b) above, contain any material misstatement.
- v. The Company has not declared or paid dividend during the year hence reporting of compliances of section 123 is not applicable.
- vi. Based on our examination, which included test checks, the Company has used SAP accounting software with Oracle database as its accounting software for maintaining its books of account for the financial year ended March 31, 2026. The said software has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

For R.S. Dani & Co.

Chartered Accountants

Firm registration number: 000243C

C.P. Kothari

Partner

Membership No.: 072229

UDIN:26072229QEKNWK9363

Place: Delhi

Date: 27th May, 2026

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Phenil Sugars Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
 - (B) The Company does not have any intangible assets.
 - (b) The Company has a program of physical verification of property, plant and equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment and right-of-use assets were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the registered title deed / sale deed / transfer deed provided to us, we report that, the title in respect of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) Based on our examination, the Company has not revalued any of its Property, Plant and Equipment during the financial year ended March 31, 2026.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) As explained to us by the Management, the inventory has been physically verified by the Management at reasonable intervals during the year. According to the information and explanations given to us, the frequency of verification, coverage and procedure of physical verification adopted by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business. We have relied upon the representations made by the Management in this regard. Based on the examination of records and the explanations given to us, no material discrepancies were noticed on such physical verification.
- (b) The Company has not been sanctioned any working capital limits in excess of Rs. 5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under Clause 3(ii)(b) of the Order is not applicable.
- iii. The Company had not made any investments or provided any guarantee or securities or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership during the year, therefore Clause 3(iii)(a) to 3(iii)(f) is not applicable.
- iv. The Company has complied with the applicable provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided during the year.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Rules framed thereunder. Accordingly, the provisions of Clause 3(v) of the Order are not applicable to the Company.
- vi. According to the information and explanations given to us, the Company was not in operation during the year and did not carry out any activity requiring maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(vi) of the Order are not applicable to the Company.
- vii. In respect of statutory dues:
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, goods and services tax, duty of customs and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and services tax, duty of customs and other material statutory dues were in arrears as at March 31, 2026 for a period of more than six months from the date they became payable, except for interest on Provident Fund dues aggregating to Rs. 2,20,67,228 which has not been deposited by the Company as on the date of this report.

- (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2026 on account of disputes are given below:

Sr. No.	Name of Statute	Period to which amount relates (FY)	Original Demand Amount (Rs.)	Disputed Dues after Deposit of Demand (Rs.)	Forum where Dispute is Pending
1	Central Excise Act, 1944	2006-07	1,64,268	82,134	CESTAT (Tribunal), New Delhi
2	Central Excise Act, 1944	2008-09	17,63,265	17,63,265	Joint Commissioner, Central Excise, Allahabad
3	Central Excise Act, 1944	2006-07	4,35,073	4,35,073	Assistant Commissioner of Central Excise, Division: Faizabad
4	Central Excise Act, 1944	2012-13	62,262	62,262	Superintendent, Central Excise, Basti
5	Finance Act, 1994 (Service Tax)	2006-07	47,23,018	45,45,904	Additional Commissioner, Central Excise & Service Tax, Lucknow
6	Income Tax Act, 1961	2000-01 to 2004-05	9,96,90,459	1,20,03,086	Commissioner of Income Tax (Appeals), New Delhi
7	Income Tax Act, 1961	2005-06, 2007-08 & 2009-10	2,35,85,863	1,09,23,676	Assessing Officer

The Company has not made any provision for the above disputed statutory dues, as the management, based on legal advice and the present status of the matters, is of the view that the Company has a good chance of success in most of the cases.

- viii. (a) According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. Accordingly, reporting under Clause 3(ix)(a) of the Order is not applicable.

- (b) According to the information and explanations given to us, the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us, the Company has not taken any term loan during the year. There were no outstanding term loans at the beginning of the year. Accordingly, reporting under Clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its holding company and its associated companies.
- (f) The Company has not raised any loans during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the order is not applicable.
- ix. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanation given to us, the company has utilized the money raised by way of any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) during the year for the purposes for which they were raised.
- x. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As per the records of the Company and information and explanation given to us by the management, the Company has not received any whistle blower complaints during the year.
- xi. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiii. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xiv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xv. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the order is not applicable.
- xvi. The Company has incurred a cash loss of Rs. 427.41 Lakh during the financial year covered by our audit, and a cash loss of Rs. 400.63 Lakh in the immediately preceding financial year.
- xvii. There has been resignation of the statutory auditors of the Company during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditors
- xviii. 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 and 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xix. An evaluation of the financial parameters, management plans, and probability of financial support by holding company and stakeholders in adverse scenario reveals no material uncertainty indicating the Company's inability to meet its liabilities falling due within one year of the balance sheet date. This assessment addresses only short-term liquidity and is strictly distinct from the material uncertainty regarding going concern detailed in our main report. This statement is neither a guarantee of the Company's future viability nor an absolute assurance that all short-term liabilities will be discharged as they fall due.

For R.S. Dani & Co.
Chartered Accountants
Firm registration number: 000243C

C.P. Kothari
Partner
Membership No.: 072229
UDIN:26072229QEKNWK9363

Place: Delhi
Date: 27th May, 2026

Annexure B to the Independent Auditor's 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 with reference to financial statements of PHENIL SUGARS LIMITED (the "Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls with reference to financial statements 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 (the "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 Act.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with reference to financial statements

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

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the criteria for internal financial control with reference to financial statements 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 ICAI.

For R.S. Dani & Co.

Chartered Accountants
Firm registration number: 000243C

C.P. Kothari

Partner
Membership No.: 072229
UDIN:26072229QEKNNW9363

Place: Delhi

Date: 27th May, 2026

PHENIL SUGARS LIMITED

BALANCE SHEET AS AT MARCH 31, 2026

(In ₹ Lakh)			
Particulars	Note No.	As at March 31, 2026	As at March 31, 2026
ASSETS :			
Non-current assets			
Property, plant and equipment	5	113,041.43	113,519.45
Financial assets			
Other financial assets	6	32.23	30.31
Other non-current assets	7	1,347.97	1,370.94
Total non-current assets		114,421.63	114,920.70
Current assets			
Inventories	8	236.16	237.94
Financial assets			
Trade receivables	9	-	-
Cash and cash equivalents	10	183.42	259.62
Current tax assets (net)	11	0.37	0.36
Other current assets	12	165.00	175.02
Total current assets		584.95	672.94
Assets classified as held for sale	13	108.82	1,084.54
Total assets		115,115.40	116,678.18
EQUITY AND LIABILITIES :			
Equity			
Equity share capital	14	35,714.27	35,714.27
Other equity	15	7,713.47	11,606.30
Total equity		43,427.74	47,320.57
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	16	54,544.44	50,182.93
Provisions	17	17.75	145.72
Deferred tax liabilities (net)	18	14,651.67	15,637.08
Total non-current liabilities		69,213.86	65,965.73
Current liabilities			
Financial liabilities			
Borrowings	19	-	-
Trade payables :-			
total outstanding dues of micro and small enterprises	20	-	-
total outstanding dues of other than micro and small enterprises	20	1,457.89	2,506.92
Other current liabilities	21	997.14	820.47
Provisions	22	13.51	18.57
Total current liabilities		2,468.54	3,345.96
Liability associated with assets held for sale	23	5.26	45.92
Total equity and liabilities		115,115.40	116,678.18

The accompanying notes "1" to "50" form an integral part of the standalone financial statements.

As per our Report of even date

For **For R S Dani & Co.** **Shivangi Pandey** **Pradeep Kumar Srivastava**
Firm Registration No.FR.N 000243C Director Whole Time Director
Chartered Accountants DIN 09433735 DIN 06537188

C P Kothari **Siddha Narayan Shukla** **Neeraj Khari**
Proprietor Chief Financial Officer Company Secretary
Membership No.072229 PAN : AOAPS7925N M. No. A63204

Place : Delhi
Date : May 27, 2026

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2026

(In ₹ Lakh)			
Particulars	Note No.	Year ended March 31, 2026	Year ended March 31, 2025
INCOME :			
Revenue from operations	24	-	-
Other income	25	32.03	286.06
Total Income		32.03	286.06
EXPENSES :			
Cost of materials consumed	26	-	-
Changes in Inventories of finished goods, stock-in-trade and work-in-progress	27	-	-
Employee benefits expense	28	356.54	253.83
Finance costs	29	5,488.46	5,005.18
Depreciation and amortisation expense	30	478.02	481.90
Other expenses	31	56.17	246.07
Total Expenses		6,379.19	5,986.98
Profit/(Loss) before tax		(6,347.16)	(5,700.92)
Tax expenses			
Current tax		-	-
Deferred tax	18	(1,326.29)	(633.36)
Total tax		(1,326.29)	(633.36)
Profit/(loss) for the year after tax from continuing operations		(5,020.87)	(5,067.56)
Discontinued operations			
Profit (loss) from discontinued operation before tax	32	(15.20)	(933.58)
Tax expense of discontinued operations		-	-
Profit (loss) from discontinued operation		(15.20)	(933.58)
Profit/(loss) for the year after tax		(5,036.07)	(6,001.14)
Other comprehensive income			
- Items that will not be reclassified to profit or loss	33	129.71	2.08
Total comprehensive income		129.71	2.08
Earnings per equity share of face value of Rs.10/- each			
Basic and Diluted - continuing operations	35 (a)	(1.41)	(1.42)
Basic and Diluted - discontinued operations	35 (b)	(0.01)	(0.26)
Basic and Diluted - continuing & discontinued operations	35 (c)	(1.41)	(1.68)

The accompanying notes "1" to "50" form an integral part of the standalone financial statements.

As per our Report of even date

For **For R S Dani & Co.** **Shivangi Pandey** **Pradeep Kumar Srivastava**
Firm Registration No.FR.N 000243C Director Whole Time Director
Chartered Accountants DIN 09433735 DIN 06537188

C P Kothari **Siddha Narayan Shukla** **Neeraj Khari**
Proprietor Chief Financial Officer Company Secretary
Membership No.072229 PAN : AOAPS7925N M. No. A63204

Place : Delhi
Date : May 27, 2026

PHENIL SUGARS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2026

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
A. Cash flow from operating activities:		
Net profit/ (loss) before tax from continuing operations	(6,347.16)	(5,700.92)
Net profit/ (loss) before tax from discontinuing operations	(15.20)	(933.58)
Net profit/ (loss) before tax	(6,362.36)	(6,634.50)
Adjustment for:		
Depreciation and amortisation	478.02	481.90
Provision for doubtful Debts/ Bad Debts Written off	-	50.15
Debit Balances Written Off	0.51	122.02
Provision for expenses written back	(6.86)	(175.95)
Loss on assets held for sale	-	824.90
Loss/ (surplus) on sale of property, plant and equipment (net)	0.00	-
Finance costs	5,488.46	5,005.18
Interest income	(25.18)	(74.33)
	5,934.95	6,233.87
Operating profit/ (loss) before working capital changes	(427.41)	(400.63)
Adjustment for:		
Trade and other receivables	30.56	(1.69)
Inventories	1.78	259.43
Inventory trf to assets held for sale	241.76	(258.25)
Trade and other payables - Liability associated with disposal group	(40.66)	45.92
Trade and other payables	(868.82)	(2,645.62)
Cash generated from operations	(1,062.79)	(3,000.84)
Direct taxes	(0.01)	72.73
Net cash from/ (used in) operating activities	(1,062.80)	(2,928.11)
B. Cash flow from investing activities:		
Purchase of property, plant and equipment	-	(1.19)
Sale of property, plant and equipment	733.96	3,066.46
Interest received	25.18	74.33
Net cash from/ (used in) investing activities	759.14	3,139.60
C. Cash flow from financing activities:		
Repayment of long term borrowings	(1,438.50)	(145.00)
Proceeds from short term borrowings	1,669.50	100.29
Interest paid	(3.54)	(22.73)
Net cash from/ (used in) financing activities	227.46	(67.44)
Net increase/(decrease) in cash and cash equivalents	(76.20)	144.05
Cash and cash equivalents (opening balance)	259.62	115.57
Cash and cash equivalents (closing balance) - refer note 10	183.42	259.62

Notes:-

- The above cash flow statement has been prepared under the "Indirect Method" as per Indian Accounting Standard (Ind AS) 7.
- Figures in brackets indicate cash outflow and without brackets indicate cash inflow.
- Disclosure of change in liabilities arising from financing, including both change from cash flow and non cash changes are given below:

(In ₹ Lakh)

Particulars	As at March 31, 2025	Cash flows*	Non-cash flows	As at March 31, 2026
Borrowings	50,182.93	231.00	4,130.51	54,544.44
Interest on borrowings	-	(3.54)	3.54	-

Particulars	As at March 31, 2024	Cash flows*	Non-cash flows	As at March 31, 2025
Borrowings	45,274.96	(44.71)	4,952.68	50,182.93
Interest on borrowings	-	(22.73)	22.73	-

The accompanying notes "1" to "50" form an integral part of the standalone financial statements.

As per our Report of even date

For and on behalf of the Board

For **For R S Dani & Co.**
Firm Registration No.FRN 000243C
Chartered Accountants

Shivangi Pandey
Director
DIN 09433735

Pradeep Kumar Srivastava
Whole Time Director
DIN 06537188

C P Kothari
Proprietor
Membership No.072229

Siddha Narayan Shukla
Chief Financial Officer
PAN : AOAPS7925N

Neeraj Khari
Company Secretary
M. No. A63204

Place : Delhi
Date: May 27, 2026

STATEMENT OF CHANGE IN EQUITY

A. Equity share capital (In ₹ Lakh)

Particulars	Amount
Equity share capital as at April 1, 2024	35,714.27
Change during the year	-
Equity share capital as at March 31, 2025	35,714.27

Particulars	Amount
Equity share capital as at April 1, 2025	35,714.27
Change during the year	-
Equity share capital as at March 31, 2026	35,714.27

B. Other equity (In ₹ Lakh)

Particulars	Equity comp- onent of compound financial instrument	Reserve and surplus					Item of other	Total
		Retained earnings	Securities premium	General reserve	Reserve for molasses storage tanks	Share ap- plication money pending al- lotment		
As at April 01, 2024	16,511.99	(17,163.62)	900.00	14,271.14	45.40	-	398.64	14,963.55
Profit for the period	-	(6,001.15)	-	-	-	-	(6,001.15)	-
Other comprehensive income for the year	-	-	-	-	-	-	2.08	2.08
Equity component of compound financial instrument	22.28	-	-	-	-	-	-	22.28
Deferred tax liability of Land	-	2,619.54	-	-	-	-	-	2,619.54
Transferred from statement of profit & loss	-	(20.31)	-	20.31	-	-	-	-
As at March 31, 2025	16,534.27	(20,565.54)	900.00	14,291.45	45.40	-	400.72	11,606.30

PHENIL SUGARS LIMITED

Profit for the period	-	(5,036.07)	-	-	-	-	-	(5,036.07)
Other comprehensive income for the year	-	-	-	-	-	129.71	-	129.71
Equity component of compound financial instrument	1,013.53	-	-	-	-	-	-	1,013.53
Addition during the year in share application money pending allotment	-	-	-	-	-	-	-	-
Deferred tax liability of Land Transferred from statement of profit & loss	-	-	-	-	-	-	-	-
As at March 31, 2026	17,547.80	(25,601.61)	900.00	14,291.45	45.40	-	530.43	7,713.47

Note:-

Equity component of compound financial instrument:- This represent equity component of Zero Coupon Optionally Convertible Secured Debentures Rs. 100/- each, Zero Coupon Optionally Convertible Unsecured Debentures Rs. 100/- each and 6% Redeemable non cumulative convertible Preference shares of Rs. 100/- each. The liability component for the same is reflected as borrowing under non current financial liabilities refer note no.16.

The accompanying notes "1" to "50" form an integral part of the financial statements.

As per our Report of even date

For and on behalf of the Board

For **For R S Dani & Co.**
Firm Registration No.FRN 000243C
Chartered Accountants

Shivangi Pandey
Director
DIN 09433735

Pradeep Kumar Srivastava
Whole Time Director
DIN 06537188

C P Kothari
Proprietor
Membership No.072229

Siddha Narayan Shukla
Chief Financial Officer
PAN : AOAPS7925N

Neeraj Khari
Company Secretary
M. No. A63204

Place : Delhi

Date: May 27, 2026

Notes forming part of financial statements

1 Corporate information

Phenil Sugar Limited ('the Company') is a public limited company incorporated in India under the provisions of the Companies Act. The registered office of the Company is situated at 33, 2nd floor, (Above Indian Bank), Pratap Nagar, Mayur Vihar Phase-1, Delhi-110091, and it's principal place of business is at Govind Nagar Sugar, Sangrampur, Walterganj, Basti, Uttar Pradesh - 272182. The company is engaged in manufacturing and selling of sugar, molasses and other by products. The financial statements of the Company are for the year ended 31st March, 2026 and are prepared in Indian Rupees being the functional currency. The values in Indian Rupees are rounded to Lacs, except otherwise indicated.

2 Material accounting policies

(i) Basis of preparation and presentation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for

- Certain financial assets and liabilities measured at fair value,
- Defined benefit plans - plan assets measured at fair value.

The financial statements of the Company have been prepared to comply with the Indian Accounting Standards ('Ind AS') notified under Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) read with section 133 of the Companies Act, 2013 ("the Act").

(ii) Current and non-current classification

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

An asset is treated as current when it is:

- expected to be realised or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting period,

- cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period, or
- carrying current portion of non current financial assets.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading ;
- it is due to be settled within twelve months after the reporting period,
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period, or
- it includes current portion of non current financial liabilities.

All other liabilities are classified as non-current.

(iii) Operating cycle

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out above which are in accordance with the schedule III to the Act. Based on the nature of services and time between the acquisition of assets for providing of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities.

(iv) Property, plant and equipment (if any):

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes purchase price, taxes and duties if any, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use. In case of land, the Company has opted to state fair value as deemed cost on the date of transition to Ind AS, when significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major refurbishment is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit and loss as incurred. Expenditure during construction period incurred on the projects under implementation are treated as pre-operative expenses pending allocation to the assets, and are included under "Capital Work in Progress". These expenses are apportioned to property, plant and equipment on commencement of commercial production. Capital Work in Progress is stated at the amount incurred up to the date of Balance Sheet. Depreciation on property, plant and equipment is provided on straight line method and based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except, leasehold and improvements which are amortized over the lower of estimated useful life or lease period; on assets acquired under finance lease depreciation is provided over the lease term. Depreciation on assets added, sold or discarded during the year is provided on pro rata basis. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is de-recognised.

(v) Leases

Assets taken on lease are accounted as right-of-use (ROU) assets and the corresponding lease liability is accounted at the lease commencement date. Initially the ROU asset is measured at cost which comprises the initial amount of the lease liability adjusted for any lease payments

made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying assets or the site on which it is located, less any lease incentives received. The lease liability is initially measured at the present value of the lease payments, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, or a change in the estimate of the guaranteed residual value, or a change in the assessment of purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the Statement of Profit and Loss if the carrying amount of the ROU asset has been reduced to zero. The ROU asset is measured by applying cost model i.e. ROU asset at cost less accumulated depreciation and cumulative impairment, if any. The ROU asset is depreciated using the straight-line method from the commencement date to the end of the lease term or useful life of the underlying asset whichever is earlier. Carrying amount of lease liability is increased by interest on lease liability and reduced by lease payments made. Lease payments associated with following leases are recognised as expense on straight-line basis:

- (i) Low value leases; and
- (ii) Leases which are short-term.

Assets given on lease are classified either as operating lease or as finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Initially asset held under finance lease is recognised in balance sheet and presented as a receivable at an amount equal to the net investment in the lease. Finance income is recognised over the lease term, based on a pattern reflecting a constant periodic rate of return on the Company's net investment in the lease. A lease which is not classified as a finance lease is an operating lease. The Company recognises lease payments in case of assets given on operating leases as income on a straight-line basis. The Company presents underlying assets subject to operating lease in its balance sheet under the respective class of asset."

(vi) Intangible assets:

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use. Gains or losses arising from de-recognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss when the asset is derecognised. Computer softwares are amortised over a period of 5 years. The amortisation period and the amortisation method for intangible assets with a finite useful life are reviewed at each reporting date.

(vii) Research & Development Expenditure:

Revenue expenditure on Research is expensed out in the statement of profit and loss for the year. Development costs of products are charged to the statement of profit and loss unless a product's technological and commercial feasibility has been established, in which case such expenditure is capitalised. Capital expenditure on research and development is shown as an addition to property, plant and equipment.

(viii) Borrowing Cost:

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is

deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are charged to the profit and loss statement in the period in which they are incurred.

(ix) Inventories:

- i) Stock of raw materials is valued at cost or net realisable value whichever is lower. Cost is arrived at on FIFO Basis.
- ii) Stock of materials-in-process and finished goods are valued at cost or net realisable value whichever is lower.
- iii) Stores, spares and packing materials are valued at cost. Cost is arrived at on weighted average basis.
- iv) Obsolete stores and spares when identified and technically determined, are valued at estimated realisable value.
- v) By-products have been valued at estimated realisable value.
- vi) Trial run inventories are valued at cost or estimated realisable value whichever is lower.

(x) Earnings per share (EPS):

Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year.

(xi) Impairment of non-financial Assets:

The carrying amount of any property, plant and equipment and intangible assets with finite lives are reviewed at each balance sheet date, if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's (CGU) net selling price and its value in use. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

(xii) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(xiii) Employee benefits:

i) Short term employee benefits:

Short term employee benefits are recognised as expenditure at the undiscounted value in the statement of profit and loss of the year in which the related service is rendered.

ii) Post-employment benefits:

Defined contribution plans: Company's contribution to the superannuation scheme, provident fund scheme and pension under employees' pension scheme etc. are recognised during the year in which the related service is rendered. Monthly contributions are made to a trust administered by the trustees. The interest rate payable by the trust to the beneficiaries is notified by the Government. The Company has an obligation to make good the shortfall, if any, between the return on the investments of the trust and the notified interest rate. Defined benefit plans - gratuity: The present value of the obligation is determined based on an actuarial valuation, using the projected unit credit method. Actuarial gains and losses in respect of post-employment benefits are charged to the Other Comprehensive Income (OCI). The amount funded

by the Company administered by the trust under the aforesaid Policy, is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on a net basis.

- iii) The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.
- iv) Compensation to employees under Voluntary Retirement Scheme (VRS) is charged to statement of profit and loss in the year of accrual.
- v) The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. The Code would impact the contributions by the Company towards Provident Fund and Gratuity. However, the date on which the Code will come into effect has not been notified. The Company will evaluate the impact and will give appropriate impact in the financial statements in the period in which, the Code becomes effective.

(xiv) Taxation

- i) Provision for current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates and laws that are enacted or substantively enacted at the Balance sheet date. The tax is recognised in statement of profit and loss, except to the extent that it related to items recognised in the other comprehensive income (OCI) or in other equity. In this case, the tax is also recognised in other comprehensive income and other equity.
- ii) 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 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 carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period. Deferred tax asset on unabsorbed depreciation and carried forward losses is recognised only to the extent of deferred tax liability.

(xv) Cash and cash equivalents

Cash and cash equivalents includes cash in hand and deposits with any qualifying financial institution repayable on demand or maturing within three months from the date of acquisition and which are subject to an insignificant risk of change in value.

(xvi) Foreign Currencies

- i) Foreign currency transactions are recorded at the rates of exchange prevailing on the date of transaction. Monetary foreign currency assets and liabilities outstanding at the close of the financial year are revalued at the exchange rates prevailing on the balance sheet date. Exchange differences arising on account of fluctuation in the rate of exchange is recognised in the statement of profit and loss. The exchange difference relating to acquisition of capital assets, has been adjusted to the capital assets.
- ii) Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair

value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or statement of profit and loss are also recognised in OCI or statement of profit and loss, respectively).

(xvii) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment, including excise duty and excluding taxes or duties collected on behalf of the government.

Revenue is recognised only if following condition are satisfied:

- The Company has transferred risks and rewards incidental to ownership to the customer;
- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- It is probable that the economic benefit associated with the transaction will flow to the Company; and
- it can be reliably measured and it is reasonable to expect ultimate collection

Export incentives accrued under foreign trade policy are accounted for in the year of export.

Interest income from a financial asset 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, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

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

(xviii) Government grants

The Government grants such as capital subsidies under Sugar Promotion Policy, 2004, interest free or concessional interest rate loans and subsidies related to sugar cane purchased are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to statement of profit and loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to the financial liabilities.

(xix) Financial Instruments

i) Financial assets

A Initial recognition

The Company classifies financial instruments, or their

component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement. Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial instruments are recognised initially at fair value plus transactions costs that are directly attributable to the acquisition or issue of the financial instrument, except for financial assets at fair value through statement of profit and loss, which are initially measured at fair value, excluding transaction costs (which is recognised in statement of profit and loss).

B Subsequent measurement

a) Financial assets carried at amortised cost (AC)

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.

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

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

c) Financial assets at fair value through statement of profit and loss (FVTPL)

Equity instruments

All equity investments in scope of Ind-AS 109 are measured at fair value either as at FVTOCI or FVTPL. The Company makes such election on instrument-by-instrument basis.

For equity instruments measured as at FVTOCI, all fair value changes on the instrument, excluding dividends, are recognized in the OCI. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss (P&L).

Investment in subsidiaries and associates

Investment in subsidiaries and associates are carried at cost as per Ind AS 27.

d) Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

1. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance"
2. Financial assets that are debt instruments and are measured as at FVTOCI
3. Lease receivables
4. Trade receivables or any contractual right to receive cash or another financial asset.
5. Loan commitments which are not measured as at FVTPL
6. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables; and all lease receivables

The application of simplified approach does not require the Company to track changes in credit risk rather; it recognises impairment loss allowance based on 12 months ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly,

12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ii) Financial liabilities

A Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings and payables, net of directly attributable cost. Fees of recurring nature are directly recognised in statement of profit and loss as finance cost.

B Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

a) Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in statement of profit and loss when liabilities are derecognized. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance cost in the statement of profit and loss.

b) Compound Financial Instruments

At the issue date the fair value of the liability component of a compound instrument is estimated using the market interest rate for a similar non-convertible instrument. This amount is recorded as a liability at amortised cost using the effective interest method until extinguished upon conversion or at the instrument's redemption date. The equity component is determined as the difference of the amount of the liability component from the fair value of the instrument. This is recognised in equity, net of income tax effects, and is not subsequently re-measured.

iii) De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

iv) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may vary from actual realization on future date.

v) Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income

and later to statement of profit or loss when the hedge item effects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

(xx) Non-current assets held for sale/ distribution to owners and discontinued operations:

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the assets (or disposal group) to fair value less cost to sell. A gain is recognised for any subsequent increases in fair value less cost to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition. Non-current assets (including that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised. Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

3 Critical estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

i) Depreciation and useful lives of property plant and equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation for future periods is adjusted if there are significant changes from previous estimates.

ii) Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

iii) Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly

and adjusted to take account of changing facts and circumstances.

iv) Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transaction are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

v) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on history, existing market conditions as well as forward looking estimates at the end of each reporting period.

vi) Fair value measurement of financial instruments:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

vii) Material uncertainty about going concern:

In preparing financial statements, management has made an assessment of Company's ability to continue as a going concern. Financial statements are prepared on a going concern basis. The Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. Further details on going concern are disclosed in note no.43.

4 Recent accounting pronouncements

In May 2025, MCA notified amendments to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates, applicable with effect from April 1, 2025. The Company has evaluated the amendment and concluded that the same does not have any impact on its standalone financial statements. In August 2025, MCA notified amendments to Ind AS 7 – Statement of Cash Flows and Ind AS 107 – Financial Instruments: Disclosures, applicable with effect from April 1, 2025. The amendments require disclosure of supplier finance arrangements, including their nature, carrying amount of related liabilities and range of payment due dates. Further, Ind AS 107 includes supplier finance arrangements as a factor that may give rise to concentration of liquidity risk. The Company has evaluated the amendments and determined that they do not have any material impact on its standalone financial statements. MCA also notified amendments to Ind AS 12 – International Tax Reform – Pillar Two Model Rules, effective immediately. The amendments provide a temporary mandatory exception from accounting for deferred taxes arising from implementation of the Pillar Two model rules and require specified related disclosures. The Company does not have any impact of the said amendment on its standalone financial statements.

PHENIL SUGARS LIMITED

5 Property plant and equipment

(In ₹ Lakh)

	Land Freehold	Land Leasehold	Buildings	Plant & machinery	Furniture, fixtures & Office equipment	Vehicles	Total	Capital Work in Progress	Grand Total
Gross Block									
Balance as at 1st April, 2024	106,636.30	3.95	2,857.19	13,054.33	170.74	44.17	122,766.68	-	122,766.68
Additions	-	-	-	-	1.19	-	1.19	-	1.19
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Disposals & Adjustments - Discontinued operations	-	-	-	6,247.91	-	30.69	6,278.60	-	6,278.60
Balance as at 31st March, 2025	106,636.30	3.95	2,857.19	6,806.42	171.93	13.48	116,489.27	-	116,489.27
Additions	-	-	-	-	-	-	-	-	-
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Disposals & Adjustments - Discontinued operations	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2026	106,636.30	3.95	2,857.19	6,806.42	171.93	13.48	116,489.27	-	116,489.27
Accumulated Depreciation									
Balance as at 1st April, 2024	-	-	898.93	2,692.54	159.52	41.89	3,792.88	-	3,792.88
Additions	-	-	19.65	461.93	0.26	0.07	481.91	-	481.91
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Disposals & Adjustments - Discontinued operations	-	-	-	1,275.81	-	29.16	1,304.97	-	1,304.97
Balance as at 31st March, 2025	-	-	918.58	1,878.66	159.78	12.80	2,969.82	-	2,969.82
Additions	-	-	19.20	458.44	0.38	-	478.02	-	478.02
Disposals & Adjustments	-	-	-	-	-	-	-	-	-
Disposals & Adjustments - Discontinued operations	-	-	-	-	-	-	-	-	-
Balance as at 31st March, 2026	-	-	937.78	2,337.10	160.16	12.80	3,447.84	-	3,447.84
Net Block									
Balance as at 31st March, 2025	106,636.30	3.95	1,938.61	4,927.76	12.15	0.68	113,519.45	-	113,519.45
Balance as at 31st March, 2026	106,636.30	3.95	1,919.41	4,469.32	11.77	0.68	113,041.43	-	113,041.43

Note:

- (i) Assets pledged as security refer note no. 16.1A(c) " & 34(b).
(ii) The Company has clear title of all the immovable properties, except for the leasehold land, as presented in the note 5 above.

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
6 Other non-current financial assets (Unsecured considered good)		
Fixed deposits*	32.23	30.31
	<u>32.23</u>	<u>30.31</u>
* Earmarked Rs.31.80 Lakh (Rs. 29.91 Lakh) for specific purposes.		
7 Other non-current assets (Unsecured considered good unless otherwise stated)		
Taxes paid under protest	1,343.97	1,366.94
Security deposits	4.00	4.00
	<u>1,347.97</u>	<u>1,370.94</u>
8 Inventories (At cost or net realisable value whichever is lower, unless otherwise stated)		
Stores, spares & packing materials (at cost)	142.98	144.76
Finished goods	55.34	55.34
By-products (at estimated realizable value)	37.84	37.84
	<u>236.16</u>	<u>237.94</u>
9 Trade receivables (Unsecured considered good unless otherwise stated)		
Considered good*	-	-
Less: Allowance for expected credit loss	-	-
Total Trade receivables Considered good	<u>-</u>	<u>-</u>
Considered doubtful	48.82	48.82
Less: Allowance for credit impairment	<u>(48.82)</u>	<u>(48.82)</u>
	<u>-</u>	<u>-</u>
* Debtors are subject to confirmation of balances.		

PHENIL SUGARS LIMITED

9.01 Trade Receivables ageing schedule As at March 31, 2026

(In ₹ Lakh)

Particulars	Outstanding for following periods from due date of payment					
	< 6 months	6 months - 1 years	1 - 2 years	2 - 3 years	> 3 years	Total
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	48.82	48.82
Total	-	-	-	-	48.82	48.82
Less: Allowance for credit loss/ credit impaired	-	-	-	-	(48.82)	(48.82)
Total	-	-	-	-	-	-

As at March 31, 2025

(In ₹ Lakh)

Particulars	Outstanding for following periods from due date of payment					
	< 6 months	6 months - 1 years	1 - 2 years	2 - 3 years	> 3 years	Total
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	48.82	48.82
Total	-	-	-	-	48.82	48.82
Less: Allowance for credit loss/ credit impaired	-	-	-	-	(48.82)	(48.82)
Total	-	-	-	-	-	-

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
10 Cash and cash equivalents		
Balance with banks :		
Current account	183.24	259.28
Cash on hand	0.18	0.34
	183.42	259.62
11 Current tax assets (net)		
Advance income tax (net of provisions)		
At the start of year	0.36	102.84
Addition during the year	0.20	0.19
Refund received during the year	(0.19)	(72.92)
Others	-	(29.75)
At the end of year	0.37	0.36
12 Other current assets		
(Unsecured considered good)		
Claims/ refund recoverable in cash or in kind or for value to be received - Good	146.81	156.84
- Doubtful	1.12	1.12
Other advances* - Good	18.18	18.17
- Doubtful	61.85	61.85
	227.96	237.98
Less: Provision for doubtful advances	(62.96)	(62.96)
	165.00	175.02
* Includes advances given to suppliers, vendors and employees and other advances recoverable in cash or in kind.		
13 Disposal group -Assets Classify as Held for Sale		
Non Current Assets Held for Sale	92.33	826.29
Inventories - Stores, spares & packing materials (at cost)	16.49	258.25
	108.82	1,084.54

PHENIL SUGARS LIMITED

		As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)																
14	Share capital																		
	Authorised:																		
	36,30,50,000 (36,30,50,000) Equity Shares of Rs. 10/- each	36,305.00	36,305.00																
	16,00,000 (16,00,000) Preference Shares of Rs. 100/- each	1,600.00	1,600.00																
		37,905.00	37,905.00																
	Issued																		
	35,71,42,656 (35,71,42,656) Equity Shares of Rs. 10/- each, fully paid-up	35,714.27	35,714.27																
	Nil (14,38,500) 6% Redeemable non cumulative convertible Preference shares of Rs. 100/- each fully paid up	-	1,438.50																
	14,38,500 (Nil) 0.1% Redeemable non cumulative convertible Preference shares of Rs. 100/- each fully paid up	1,438.50	-																
		37,152.77	37,152.77																
	Subscribed and Paid up:																		
	35,71,42,656 (35,71,42,656) Equity Shares of Rs. 10/- each, fully paid-up	35,714.27	35,714.27																
	Nil (14,38,500) 6% Redeemable non cumulative convertible Preference shares of Rs. 100/- each fully paid up	-	1,438.50																
	14,38,500 (Nil) 0.1% Redeemable non cumulative convertible Preference shares of Rs. 100/- each fully paid up (Refer Note - 16D)	1,438.50	-																
	Less: - Nil (14,38,500) 6% Redeemable non cumulative convertible Preference shares of Rs. 100/- each fully paid up shown as Compound Financial Instruments as per Ind AS - 32 (Refer Note - 16C)	-	(1,438.50)																
	Less: - 14,38,500 (Nil) 0.1% Redeemable non cumulative convertible Preference shares of Rs. 100/- each fully paid up shown as Compound Financial Instruments as per Ind AS - 32 (Refer Note - 16D)	(1,438.50)	-																
		35,714.27	35,714.27																
(i)	Details of shares allotted without payment being received in cash during five years immediately preceding the Balance Sheet date are given below: 3,64,42,427 6% Redeemable non cumulative non convertible Preference shares of Rs. 100/- each have been converted into 6% Redeemable non cumulative convertible Preference shares of Rs. 100/- each dated 13.02.2023. 35,00,39,270 Equity shares of Rs. 10/- each have been issued for consideration other than cash to Bajaj Hindusthan Sugar Limited on conversion of 3,50,03,927 6% Redeemable non cumulative convertible Preference shares of Rs. 100/- each dated 24.03.2023.																		
(ii)	The reconciliation of the number of Equity shares outstanding at the beginning and at the end of the reporting year:-																		
	<table><tr><th>Particulars</th><th>As at March 31, 2026 No. of Shares</th><th>As at March 31, 2025 No. of Shares</th></tr><tr><td>Equity Shares (with voting rights) at the beginning of the year</td><td>357,142,656</td><td>357,142,656</td></tr><tr><td>Issued during the year</td><td>-</td><td>-</td></tr><tr><td>Equity Shares at the end of the year</td><td>357,142,656</td><td>357,142,656</td></tr></table>	Particulars	As at March 31, 2026 No. of Shares	As at March 31, 2025 No. of Shares	Equity Shares (with voting rights) at the beginning of the year	357,142,656	357,142,656	Issued during the year	-	-	Equity Shares at the end of the year	357,142,656	357,142,656						
Particulars	As at March 31, 2026 No. of Shares	As at March 31, 2025 No. of Shares																	
Equity Shares (with voting rights) at the beginning of the year	357,142,656	357,142,656																	
Issued during the year	-	-																	
Equity Shares at the end of the year	357,142,656	357,142,656																	
(iii)	The reconciliation of the number of 6% Redeemable non cumulative convertible Preference shares outstanding at the beginning and at the end of the reporting year:-																		
	<table><tr><th>Particulars</th><th>As at March 31, 2026 No. of Shares</th><th>As at March 31, 2025 No. of Shares</th></tr><tr><td>Preference Shares at the beginning of the year</td><td>1,438,500</td><td>1,438,500</td></tr><tr><td>Issued during the year</td><td>-</td><td>-</td></tr><tr><td>Redemption during the year</td><td>1,438,500</td><td>-</td></tr><tr><td>Preference Shares at the end of the year</td><td>-</td><td>1,438,500</td></tr></table>	Particulars	As at March 31, 2026 No. of Shares	As at March 31, 2025 No. of Shares	Preference Shares at the beginning of the year	1,438,500	1,438,500	Issued during the year	-	-	Redemption during the year	1,438,500	-	Preference Shares at the end of the year	-	1,438,500			
Particulars	As at March 31, 2026 No. of Shares	As at March 31, 2025 No. of Shares																	
Preference Shares at the beginning of the year	1,438,500	1,438,500																	
Issued during the year	-	-																	
Redemption during the year	1,438,500	-																	
Preference Shares at the end of the year	-	1,438,500																	
(iv)	The reconciliation of the number of 0.1% Redeemable non cumulative convertible Preference shares outstanding at the beginning and at the end of the reporting year:- (Refer Note - 16D)																		
	<table><tr><th>Particulars</th><th>As at March 31, 2026 No. of Shares</th><th>As at March 31, 2025 No. of Shares</th></tr><tr><td>Preference Shares at the beginning of the year</td><td>-</td><td>-</td></tr><tr><td>Issued during the year</td><td>1,438,500</td><td>-</td></tr><tr><td>Redemption during the year</td><td>-</td><td>-</td></tr><tr><td>Preference Shares at the end of the year</td><td>1,438,500</td><td>-</td></tr></table>	Particulars	As at March 31, 2026 No. of Shares	As at March 31, 2025 No. of Shares	Preference Shares at the beginning of the year	-	-	Issued during the year	1,438,500	-	Redemption during the year	-	-	Preference Shares at the end of the year	1,438,500	-			
Particulars	As at March 31, 2026 No. of Shares	As at March 31, 2025 No. of Shares																	
Preference Shares at the beginning of the year	-	-																	
Issued during the year	1,438,500	-																	
Redemption during the year	-	-																	
Preference Shares at the end of the year	1,438,500	-																	
(v)	The details of Equity Shareholders holding more than 5% shares:-																		
	<table><tr><th rowspan="2">S. No.</th><th rowspan="2">Name of Shareholders</th><th colspan="2">As at March 31, 2026</th><th colspan="2">As at March 31, 2025</th></tr><tr><th>No. of Shares</th><th>% held</th><th>No. of Shares</th><th>% held</th></tr><tr><td>1.</td><td>Bajaj Hindusthan Sugar Limited (Holding Company)</td><td>350,039,270</td><td>98.01%</td><td>350,039,270</td><td>98.01%</td></tr></table>	S. No.	Name of Shareholders	As at March 31, 2026		As at March 31, 2025		No. of Shares	% held	No. of Shares	% held	1.	Bajaj Hindusthan Sugar Limited (Holding Company)	350,039,270	98.01%	350,039,270	98.01%		
S. No.	Name of Shareholders			As at March 31, 2026		As at March 31, 2025													
		No. of Shares	% held	No. of Shares	% held														
1.	Bajaj Hindusthan Sugar Limited (Holding Company)	350,039,270	98.01%	350,039,270	98.01%														

PHENIL SUGARS LIMITED

(vi) The details of 6% Redeemable non cumulative convertible Preference shareholders holding more than 5% shares:-

S. No.	Name of Shareholders	As at March 31, 2026		As at March 31, 2025	
		No. of Shares	% held	No. of Shares	% held
1.	Lambodar Stocks Private Limited	1,438,500	100.00%	1,438,500	100.00%

(vii) The details of 6% Redeemable non cumulative convertible Preference shareholders holding more than 5% shares:-

S. No.	Name of Shareholders	As at March 31, 2026		As at March 31, 2025	
		No. of Shares	% held	No. of Shares	% held
1.	Ojas Industries Private Limited	1,438,500	100.00%	-	-

(viii) Changes in promoters holding during the year ended on March 31, 2025 and March 31, 2026

Sl. No.	Promoter Name	As at March 31, 2026		As at March 31, 2025		%age of Change	As at March 31, 2024		%age of Change
		No of Shares	% of total shares	No of Shares	% of total shares		No of Shares	% of total shares	
1	Bajaj Hindusthan Sugars Limited	35,00,39,270	98.01%	35,00,39,270	98.01%	0.00%	35,00,39,270	98.01%	0.00%

1 Terms/ rights of equity shares:-

- The company has only one class of equity shares having a par value of Rs. 10/- . Each. All equity shares are ranking pari passu in all respect including dividend.
- The Company declares and pay dividends in Indian rupees. The dividend (if any) proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the company, the holders of Equity shares will be entitled to received all the remaining assets of the company, after settlement of liabilities and distribution of all Preferential amounts. The distribution will be in proportion to the number of Equity shares held by the share holders. All the Equity Shares rank pari passu.

2 Terms/ rights of preference shares:-

S. No.	Nature of Terms & Condition	Description
1	Instrument	6% Redeemable non cumulative convertible Preference shares
2	Tenure	20 Year (from the date of original allotment)
3	Face Value	Rs. 100/- each
4	Premium	Nil
5	Voting Rights	Nil
6	Conversion Option	Subject to the permissible law(s), the said Preference shares would be converted including the following parameters:- The Preference shares are convertible into such number of "Equity Shares" or "Debentures" at any time after allotment at the option of the Preference holder, at book value or upon such valuation as derived in accordance with the applicable laws including the Companies Act and other applicable laws/ regulations/ guidelines, if any as arrived at on the time of conversion, in one or more tranches, subject to a maximum period of 20 years
7	Dividend	Payable in cash there is adequate profit in the Company
8	In case of Loss	Dividend payable - Nil and will not be accumulate
9	Put and Call Option	At any time but within the stipulated period. Provided that in case no option is exercised by the preference shareholders(s) within the stipulated period thereof, the same shall be compulsorily convertible above referred clause no. (8). The preference shareholder(s) has the right to transfer/sell of the said preference shares either to the promoter(s) of the issuing Company and/or to any other party upon such terms & conditions as may be agreed between the preference shareholder and said parties subject to the terms & conditions of the said preference share at any point of time.
10	Redemption	At any time in one or more tranches but before the expiry of the stipulated period thereof. No Premium shall be payable on Redemption of preference share and the preference share shall be redeemed at par. The holders of preference share who opt for redemption shall made a request along with requisite documents to the company against payment of the amount due on redemption.
11	Variation of Right	Permitted either with the prior written consent(s) of the preference shareholder(s) or requisite approval in their class meeting(s), in compliance of the applicable law(s).

PHENIL SUGARS LIMITED

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
15 Other equity		
Securities premium		
Opening Balance	900.00	900.00
Closing balance	900.00	900.00
Equity Component of Compound Financial Instrument		
Opening balance	16,534.27	16,511.99
Change during the year	1,354.41	29.78
Deferred Tax on the above	(340.88)	(7.50)
Closing balance	17,547.80	16,534.27
General reserve		
Opening balance	14,291.45	14,271.14
Transferred from statement of profit & loss	-	20.31
Closing balance	14,291.45	14,291.45
Reserve for molasses storage tanks		
Opening balance	45.40	45.40
Closing balance	45.40	45.40
Actuarial gain / (loss) on employee benefit plans through OCI		
Opening balance	400.71	398.64
Change during the year	129.71	2.08
Closing balance	530.42	400.72
Statement of profit and loss (retained earnings)		
Adjustment:-	(20,565.53)	(17,163.62)
Opening balance		
Impact on change in tax rate of PPE (refer note no. (i) below)	-	2,619.54
Restated Opening Balance	(20,565.53)	(14,544.08)
Add:- Profit/(loss) for the year	(5,036.07)	(6,001.15)
Transferred to General reserve	-	(20.31)
Closing balance	(25,601.60)	(20,565.54)
	7,713.47	11,606.30

Nature and description of reserve:

- Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium.
- General Reserve: General Reserve was created by transferring a portion of the net profit of the Company as per the requirements of the Companies Act, 2013.
- Molasses Storage Reserve Fund is created as per provisions under Molasses Control (Regulation of Fund and Erection of Storage Facilities) Order, 1976.
- Remeasurements of defined benefit liability (asset) comprises actuarial gains & losses and return on plan assets (excluding interest income)
- Retained Earnings: Remaining portion of profits earned or accumulated losses by the Company till date after appropriations.

Note:-

- (i) On Ind AS transition, the Company had fair valued certain PPE as deemed cost under Ind AS 101, with the resulting fair valuation gain and the related deferred tax liability adjusted through opening retained earnings. During the current year, due to a change in the tax rate, the deferred tax liability has reduced, and the corresponding adjustment has been made to opening retained earnings in accordance with Ind AS 12.

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
16 Non-current borrowings (At FVTPL)		
From others - Liability Component of Financial Instrument		
i) 3,70,48,321 (3,70,48,321) Zero Coupon Optionally Convertible Secured Debentures of Rs. 100/- each (refer note no. 16.1 (A))	36,711.24	33,070.21

PHENIL SUGARS LIMITED

ii) 153,62,895 (153,62,895) Zero Coupon Optionally Convertible Unsecured Debentures of Rs. 100/- each (refer note no. 16.1 (B))	12,682.56	11,424.70
iii) 48,35,795 (48,35,795) Zero Coupon Optionally Convertible Unsecured Debentures of Rs. 100/- each (refer note no. 16.1 (B))	4,011.01	3,613.20
iv) 12,81,000 (10,50,000) Zero Coupon Optionally Convertible Unsecured Debentures of Rs. 100/- each (refer note no. 16.1 (B))	950.98	731.90
Unsecured Preference shares		
vi) 14,38,500 (Nil) 0.1% Redeemable Non Cumulative Convertible Preference Shares of Rs. 100/- each (refer note no. 16.1 (D))	188.65	-
vii) Nil (14,38,500) 6% Redeemable Non Cumulative Convertible Preference Shares of Rs. 100/- each (refer note no. 16.1 (C))	-	1,342.92
	54,544.44	50,182.93

16.1 Details of debt securities

A) Zero Coupon Optionally Convertible Secured Debentures

- The Company has issued Zero Coupon Optionally Convertible Secured Debentures of Rs. 100/- each. As per Ind AS 32 these are classified as compound financial instrument which is bifurcated into Rs. 24,174.12 Lakh as borrowing and Rs.12,874.20 Lakh as Equity by discounting the original amount of Rs. 37,048.32 lakh @ 11.01% P.A. for a tenure of 5 year. The unwinding of discount in subsequent period on loan component is recognised in the statement of Profit & Loss and added to liability component of financial instrument.
- Zero Coupon Optionally Convertible Secured Debentures are secured on first charge basis, by way of mortgage / hypothecation over all immovable and movable property plant and equipment (both present and future) of Govind Nagar Sugar unit of the Company, and first charge by way of hypothecation over all current assets (both present & future) of Govind Nagar Sugar unit of the Company. There is no charge(s), pending for creation, modification, and/or satisfaction with Registrar of companies beyond the statutory period under the Companies Act, 2013.
- Term & Condition of Debentures**
 - The debenture shall rank pari passu inter se without any preference of priority of any one over other or others of them.
 - No interest is payable on debenture application moneys or debentures.
 - Put and Call option :**
This option shall be exercisable after six months and before one hundred eighty months in one or more trenches.
 - Redemption :**
The repayment of Zero coupon optionally convertible secured debentures (ZCOCD's) issued by the company had been rolled over to 24th March 2027.
 - Redemption Value :**
It shall be at premium of 10% of the face value
 - In case of put option no interest/premium shall be payable
 - In case of call option, premium shall be payable in proportion of time period of tenure expired upto the date of call option.
 - The premium, if any, payable on redemption must have been provided out of the profits of the Company's Securities premium amount before the Debentures are redeemed.
 - The holders of debentures who opt for redemption shall surrender their respective Debentures Certificate(s) to the company against payment of the amount due on redemption.
 - Conversion option**
Any time with debenture holder(s)

B) Zero Coupon Optionally Convertible Unsecured Debentures

- The Company has issued Zero Coupon Optionally Convertible Unsecured Debentures of Rs. 100/- each. As per Ind AS 32 these are classified as compound financial instrument which is bifurcated into Rs. 8,743.27 Lakh as borrowing and Rs.12,736.42 Lakh as Equity by discounting the original amount of Rs. 21,479.69 Lakh @ 11.01% P.A. for a tenure of 5 year. The unwinding of discount in subsequent period on loan component is recognised in the statement of Profit & Loss and added to liability component of financial instrument.

Note:-

S. No.	Nature of Terms & Condition	Description
1	Instrument	Zero Coupon Optionally Convertible Unsecured Debentures (ZCOCDs)
2	Tenure	11 months with an option of renewal/roll-over in compliance of point no. 10 of the said terms & conditions maximum upto 06.10.2032.
3	Face Value	Rs. 100/- each
4	Issue Premium / Discount	Nil
5	Interest	No interest is payable on debenture application money or debenture.
6	Conversion Option	Subject to the permissible law(s), the said ZCOCDs would be converted including the following parameters:- The ZCOCDs are convertible into the Zero Coupon Optionally Convertible Preference Shares of Rs. 100/- each at any time after allotment at the option of the Debenture holder, at book value or valuation which is to be derived as per the applicable laws including the Companies Act and other applicable laws/ regulations/ guidelines, if any as arrived at on the time of conversion, in one or more tranches, subject to a maximum period of 10 years (including the renewal option if availed in compliance of point no. 10 of the said terms & conditions).

7	Ranking	The ZCOCDs shall rank pari-passu, inter se, without any preference of priority of any one over the other or others of them.
8	Put and Call Option	At any time after the allotment, but within the stipulated period including renewal/roll over as the case may be. Provided that in case no option is exercised by the debentures holders(s) within the stipulated period including renewal / roll over period (if any) thereof, the same shall be compulsorily convertible into Zero Coupon Optionally Convertible Preference Shares of Rs. 100/- each upon the expiry of the stipulated period including renewal/roll over (if any) thereof. The debenture holder(s) has the right to transfer/sell of the said debentures either to the promoter(s) of the issuing Company and/or to any other party upon such terms & conditions as may be agreed between the said parties subject to the terms & conditions of the said debentures at any point of time.
9	Redemption	At any time after the allotment in one or more trenches but before the expiry of the stipulated period including renewal / roll over (if any) thereof. No Premium shall be payable on Redemption of ZCOCDs and the ZCOCDs shall be redeemed at par. The holders of debentures who opt for redemption shall surrender their respective Debenture Certificate(s) to the company against payment of the amount due on redemption.
10	Renewal/ Roll Over	Permitted with the prior approval of the Debenture-holder(s). However such stipulated period including roll over/renewal shall not exceeds 06.10.2032.
11	Variation of Right	Permitted either with the prior written consent(s) of the debenture holder(s) or requisite approval in their class meeting(s), in compliance of the applicable law(s).
12	In case of winding up	The debenture holders of the said debentures shall be entitled to a preferential right of return of the amount payable on redemption but shall not have any further right or claim over the surplus assets of the company.

C) 6% Redeemable non cumulative convertible Preference shares

- a) The Company has issued 6% Redeemable non cumulative convertible Preference shares of Rs. 100/- each. As per Ind AS 32 these are classified as compound financial instrument which is bifurcated into Rs. 554.02 Lakh as borrowing and Rs.884.48 Lakh as Equity by discounting the original amount of Rs. 1,438.50 lakh @ 11.01% P.A. for a tenure of 5 year. The unwinding of discount in subsequent period on loan component is recognised in the statement of Profit & Loss and added to liability component of financial instrument.

Note:-

S. No.	Nature of Terms & Condition	Description
1	Instrument	6% Redeemable non cumulative convertible Preference shares
2	Tenure	20 Year (from the date of original allotment)
3	Face Value	Rs. 100/- each
4	Premium	Nil
5	Voting Rights	Nil
6	Conversion Option	Subject to the permissible law(s), the said Preference shares would be converted including the following parameters:- The Preference shares are convertible into such number of "Equity Shares" or "Debentures" at any time after allotment at the option of the Preference holder, at book value or upon such valuation as derived in accordance with the applicable laws including the Companies Act and other applicable laws/ regulations/ guidelines, if any as arrived at on the time of conversion, in one or more tranches, subject to a maximum period of 20 years
7	Dividend	Payable in cash if there is adequate profit in the Company
8	In case of Loss	Dividend payable - Nil and will not be accumulate
9	Put and Call Option	At any time but within the stipulated period. Provided that in case no option is exercised by the preference shareholders(s) within the stipulated period thereof, the same shall be compulsorily convertible above referred clause no. (8). The preference shareholder(s) has the right to transfer/sell of the said preference shares either to the promoter(s) of the issuing Company and/or to any other party upon such terms & conditions as may be agreed between the preference shareholder and said parties subject to the terms & conditions of the said preference share at any point of time.
10	Redemption	At any time in one or more trenches but before the expiry of the stipulated period thereof. No Premium shall be payable on Redemption of preference share and the preference share shall be redeemed at par. The holders of preference share who opt for redemption shall made a request along with requisite documents to the company against payment of the amount due on redemption.
11	Variation of Right	Permitted either with the prior written consent(s) of the preference shareholder(s) or requisite approval in their class meeting(s), in compliance of the applicable law(s).

D) 0.1% Redeemable non cumulative convertible Preference shares

- a) The Company has issued 0.1% Redeemable non cumulative convertible Preference shares of Rs. 100/- each. As per Ind AS 32 these are classified as compound financial instrument which is bifurcated into Rs. 1,260.40 Lakh as borrowing and Rs.178.10 Lakh as Equity by discounting the original amount of Rs. 1,438.50 lakh @ 11.01% P.A. for a tenure of 20 year. The unwinding of discount in subsequent period on loan component is recognised in the statement of Profit & Loss and added to liability component of financial instrument.

Note:-

S. No.	Nature of Terms & Condition	Description
1	Instrument	0.1 % Redeemable non cumulative convertible Preference shares
2	Tenure	20 Year (from the date of original allotment)
3	Face Value	Rs. 100/- each
4	Premium	Nil
5	Voting Rights	Nil
6	Conversion Option	Subject to the permissible law(s), the said Preference shares would be converted including the following parameters:- The Preference shares are convertible into such number of "Equity Shares" or "Debentures" at the option of the Preference holder, at par.
7	Dividend	Payable in cash if there is adequate profit in the Company
8	In case of Loss	Dividend payable - Nil and will not be accumulate
9	Put and Call Option	At any time but within the stipulated period. Provided that in case no option is exercised by the preference shareholders(s) within the stipulated period thereof, the same shall be compulsorily convertible above referred clause no. (8). The preference shareholder(s) has the right to transfer/sell of the said preference shares either to the promoter(s) of the issuing Company and/or to any other party upon such terms & conditions as may be agreed between the preference shareholder and said parties subject to the terms & conditions of the said preference share at any point of time.
10	Redemption	At any time in one or more tranches but before the expiry of the stipulated period thereof. No Premium shall be payable on Redemption of preference share and the preference share shall be redeemed at par. The holders of preference share who opt for redemption shall made a request along with requisite documents to the company against payment of the amount due on redemption.
11	Variation of Right	Permitted either with the prior written consent(s) of the preference shareholder(s) or requisite approval in their class meeting(s), in compliance of the applicable law(s).

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)	
17 Non-current provisions			
Provisions for employee benefits			
Gratuity	17.01	138.36	
Leave encashment	0.74	7.36	
	17.75	145.72	
		(In ₹ Lakh)	
18 Deferred tax statements:	As at March 31, 2025	During the Year	As at March 31, 2026
Deferred tax liabilities			
Fair valuation of Debenture	2,380.14	(1,330.07)	1,050.07
Fair valuation of Preference share	24.06	290.51	314.57
Fair valuation of property, plant and equipment	14,019.04	-	14,019.04
	16,423.24	(1,039.56)	15,383.68
Deferred tax assets:			
Property, plant and equipment	786.16	(54.15)	732.01
	786.16	(54.15)	732.01
Deferred tax liabilities/ (assets) (net)	15,637.08	(985.41)	14,651.67

PHENIL SUGARS LIMITED

18(a) Tax expense recognised in the Statement of Profit and Loss and OCI

(In ₹ Lakh)

	Year ended March 31, 2026	Year ended March 31, 2025
Current tax		
Current year	-	-
Total Current Tax	-	-
Deferred tax		
Origination and reversal of temporary difference through profit and loss	1,326.29	633.36
Origination and reversal of temporary difference through other equity	(340.88)	2,612.04
Total deferred income tax expense/(credit)	985.41	3,245.40
Tax relating to earlier year	-	-
Total income tax expense/(credit)	(985.41)	(3,245.40)

18(b) The movement in deferred tax assets and (liabilities) during the year ended March 31, 2025 and March 31 2026:

(In ₹ Lakh)

Particular	As at 1st April, 2024	Credit/ (charge) in statement of Profit and Loss	Credit / (charge) in Other equity	As at March, 31, 2025	Credit / (charge) in statement of Profit and Loss	Credit / (charge) in Other equity (refer note no. 15)	As at March 31,2026
Deferred tax assets/(liabilities)							
Property, plant and equipment	1,406.78	(620.62)		786.16	(54.15)		732.01
Fair valuation of property, plant and equipment	(16,638.58)		2,619.54	(14,019.04)		-	(14,019.04)
Fair valuation of Debenture	(3,593.12)	1,220.48	(7.50)	(2,380.14)	1,670.95	(340.88)	(1,050.07)
Fair valuation of Preference share	(57.57)	33.51		(24.06)	(290.51)		(314.57)
Provision for employee benefits	-			-			-
Total	(18,882.49)	633.37	2,612.04	(15,637.08)	1,326.29	(340.88)	(14,651.67)

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
19 Current borrowings		
Loan from others		
Unsecured- Inter-Corporate Loans	-	-
	-	-
20 Trade payables		
Micro and small enterprises	-	-
Others	1,457.89	2,506.92
	1,457.89	2,506.92

The details of amount outstanding to Micro and Small Enterprises based on available information with the company are as under :

Particulars

The amounts remaining unpaid to micro and small suppliers as at the end of the year

— Principal	-	-
— Interest	-	-
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

Note : The Information has been given in respect of such vendors to the extent they could be identified as, "Micro and small enterprises" on the basis of confirmation and Udyam certificate provided by the vendors to the Company.

PHENIL SUGARS LIMITED

20.01 Trade Payables ageing schedule

As at March 31, 2026

(In ₹ Lakh)

Particulars	Outstanding for following periods from due date of payment				
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	11.28	0.54	197.40	1,248.67	1,457.89
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	11.28	0.54	197.40	1,248.67	1,457.89

As at March 31, 2026

(In ₹ Lakh)

Particulars	Outstanding for following periods from due date of payment				
	< 1 year	1 - 2 years	2 - 3 years	> 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	71.09	167.35	53.32	2,215.16	2,506.92
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	71.09	167.35	53.32	2,215.16	2,506.92

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
21 Other current liabilities		
Other payables	997.14	820.47
	997.14	820.47
22 Current provisions		
Provisions for employee benefits		
Gratuity	9.50	13.88
Leave encashment	4.01	4.69
	13.51	18.57
23 Liability associated with assets held for sale		
Advance from buyer	5.26	45.92
	5.26	45.92
24 Revenue from operations		
Sale of products	-	-
Other operating revenues	-	-
	-	-
25 Other income		
Other non-operating income	6.85	211.73
Interest income	25.18	74.33
	32.03	286.06
26 Cost of materials consumed		
Opening stock	-	-
Purchases	-	-
	-	-
Less: Closing stock	-	-
Cost of raw material consumed	-	-
	-	-
27 Changes in Inventories of finished goods, by-products and work-in-progress		
Opening stock		
Finished goods	55.34	55.34
By-products	37.84	37.84
Work-in-process	-	-
	93.18	93.18
Less: Closing stock		
Finished goods	55.34	55.34
By-products	37.84	37.84
Work-in-process	-	-
	93.18	93.18

PHENIL SUGARS LIMITED

	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
28 Employee benefits expense		
Salaries & wages	333.27	213.77
Gratuity expenses (refer note 28.1)	3.98	18.59
Contributions to provident and other funds	19.29	21.47
	356.54	253.83

28.1 Defined benefit plan

Liability for employee benefits (Gratuity) has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Ind AS19 the details of which are as hereunder:

(In Rs. Lakh)		
Non funded scheme - gratuity Particulars	Year Ended March 31, 2026	Year Ended March 31, 2025
a) Liability to be recognised in balance sheet		
Present value of funded obligations	26.51	152.24
Fair value of plan assets	-	-
Net liability / (asset)	26.51	152.24
Current (refer note 22)	9.50	13.88
Non-current (refer note 17)	17.01	138.36
b) Change in Plan Assets (reconciliation of opening & closing balances)		
Fair value of plan assets at the beginning	-	-
Expected return on plan assets	-	-
Actuarial gain / (losses)	-	-
Contributions	4.50	29.96
Benefits paid	(4.50)	(29.96)
Fair value of plan assets at the end	-	-
c) Change in obligation (reconciliation of opening and closing balances)		
Defined benefit obligation at the beginning	152.24	165.06
Current service cost	1.46	8.57
Interest cost	10.00	10.66
Actuarial losses / (gain)	(129.71)	(2.08)
Benefits paid	(4.50)	(29.96)
Closing obligation	29.49	152.25
d) Expenditure to be recognised during the year		
Current service cost	1.46	8.57
Interest cost	10.00	10.66
Expected return on plan assets	-	-
Total expenses recognised in the statement of profit and loss	11.46	19.23
e) In Other comprehensive income		
Actuarial (Gain) / Loss - Plan liabilities	(129.71)	(2.08)
Actuarial (Gain) / Loss - Return On Plan Assets	-	-
Net (Income)/ Expense For the period Recognized in OCI	(129.71)	(2.08)
f) Assumptions		
Discount rate (per annum)	6.97%	6.54%
Expected rate of return on assets (per annum)	0.00%	0.00%
Withdrawal Rate	1% to 8%	1% to 8%
Mortality Table	IALM(2012-14) Table Ultimate	IALM(2012-14) Table Ultimate
Salary escalation rate (per annum)	6.00%	6.00%
g) Sensitivity		
Under base scenario	26.51	152.24
Salary escalation (up by 1%)	27.98	168.51
Salary escalation (down by 1%)	25.20	138.87
Withdrawal rates (up by 1%)	26.61	153.30
Withdrawal rates (down by 1%)	26.40	151.99
Discount rates (up by 1%)	25.10	139.01
Discount rates (down by 1%)	28.12	168.62
(i) Maturity Profile of defined Benefit Obligations		
Within 1 Year	9.50	13.88
Between 2 to 5 Years	5.26	36.05
Beyond 5 Years	11.75	102.31

This is a defined benefit plan and statutory liability of the Company. The Company has to pay the Gratuity to the employees as per the provisions of The Payment of Gratuity Act 1972 irrespective of the availability of the funds with the Gratuity Fund.

The Gratuity Liability is computed on actuarial valuation basis done at year end using the Project Unit Credit Method is provided for in the books of account and is based on a detailed working done by a certified Actuary. Past service cost is recognized immediately to the extent that the benefits are already vested.

PHENIL SUGARS LIMITED

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2025-26.

These gratuity plan typically expose the Company to actuarial risks such as: investment risk, interest risk, longevity risk and salary risk.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yield at the end of reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan debt investments.

Longevity risk

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

Salary risk

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

Provident fund

The Company's contribution are made to a Employee Provident Fund Trust. The interest rate payable by the trust to the beneficiaries is notified by the Government. The Company has an obligation to make good the shortfall, if any, between the return on the investments of the trust and the notified interest rate.

28.2 Defined contribution plan

The Company's contribution to defined contribution plan is as below:

Particulars	Year ended March 31, 2026 (In ₹ Lakh)	Year ended March 31, 2025 (In ₹ Lakh)
Pension fund	6.49	8.51
Employees deposit link insurance	0.46	0.02
Total	6.95	8.53

	Year ended March 31, 2026 (In ₹ Lakh)	Year ended March 31, 2025 (In ₹ Lakh)
29 Finance costs		
Interest expense on:		
ICD loans	3.29	0.51
Notional interest on Compound Financial Instrument	5,484.92	4,982.45
Others	0.02	21.13
Other borrowing costs	0.23	1.09
	5,488.46	5,005.18
30 Depreciation and amortisation expense		
Depreciation on property plant and equipment	478.02	481.90
	478.02	481.90
31 Other expenses		
Stores, spares chemicals and consumables	-	1.24
Power and fuel	0.88	2.11
Rates and taxes	7.21	15.01
Repairs :		
Machinery	1.78	-
Others	-	0.60
	1.78	0.60
Payment to auditors (refer note 31.1)	1.10	1.10
Insurance	4.78	5.18
Debit Balances Written Off	0.51	122.02
Provision for doubtful debts	-	50.15

PHENIL SUGARS LIMITED

	Year ended March 31, 2026 (In ₹ Lakh)	Year ended March 31, 2025 (In ₹ Lakh)
Legal And Professional Charges	20.13	11.48
Security Expenses	-	24.78
Miscellaneous expenses	19.78	12.40
	56.17	246.07
31.1 Payment to auditors		
For Statutory audit fees	1.00	1.00
For certification work	0.10	0.10
	1.10	1.10
32 Results of discontinued operation		
Gain/(loss) on sale of discontinued operation		
Income tax on gain/(loss) on sale of discontinued operation	(15.20)	(933.58)
Profit/(loss) from discontinued operation, net of tax	-	-
	(15.20)	(933.58)
33 Other Comprehensive income		
Actuarial gain / (loss) on employee benefit plans	129.71	2.08
	129.71	2.08
34 Contingent liabilities and commitments		
(I) Contingent liabilities		
(a) In respect of disputed demands/claims against the Company not acknowledged as debts:		
(i) Central excise matters	68.89	69.81
(ii) Income Tax matters	229.27	230.17
(iii) Other claims	330.46	277.09
	628.62	577.07
(b) Guarantees		
Phenil Sugars Limited ("PSL" or the "Company") is a subsidiary of Bajaj Hindusthan Sugar Limited ("BHSL" or the "Borrower"). BHSL has undertaken the implementation of a Resolution Plan for the restructuring of its existing credit facilities with its lenders ("Lenders"). Pursuant to the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued vide RBI Circular No. RBI/2018-19/203 DBR.No.BP.BC.45/21.04.048/2018-19 dated June 7, 2019, as subsequently amended and consolidated under the Reserve Bank of India (Commercial Banks – Resolution of Stressed Assets) Directions, 2025 dated November 28, 2025, and in accordance with the terms and conditions set out in the sanction letter dated December 26, 2025 issued by the Lenders of BHSL, a formal Resolution Plan has been implemented for the restructuring of the credit facilities availed by BHSL. In connection with and as a condition precedent to the implementation of the aforesaid RBI-mandated Resolution Plan, and pursuant to the requirements stipulated under the aforesaid sanction letter, the Company, in its capacity as the "Hypothecator", executed an Unattested Deed of Hypothecation dated March 26, 2026 in favour of SBICAP Trustee Company Limited, acting in its capacity as Debenture Trustee for the benefit of the lenders holding Optionally Convertible Debentures ("OCD Lenders"), to secure the guaranteed obligations arising under the Framework Agreement dated March 26, 2026 executed in relation to BHSL. Under the said arrangement, the Company has created a first pari passu charge over its movable fixed assets, both present and future, in favour of the Debenture Trustee, as security for the restructured debt obligations of the Borrower. The Company's obligations and potential financial exposure under the said security arrangement are contingent upon the occurrence of any default or non-compliance by the Borrower under the Framework Agreement dated March 26, 2026 in respect of the overall facilities aggregating up to Rs. 3,215.30 crore. In the event of any default by the Borrower, the recourse available against the Company shall be limited solely to the realizable value of the hypothecated assets charged pursuant to the aforesaid Deed of Hypothecation, without prejudice to the existing corporate guarantee previously provided by PSL in favour of the OCD Lenders of BHSL under the Resolution Plan.		
(II) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances).	-	-
35(a) Earnings per share - continuing operations		
(i) Net profit/ (loss) after tax as per statement of profit and loss	(5,020.87)	(5,067.56)
(ii) Weighted average number of equity shares used as denominator for calculating basic EPS (Lakh)	3,571.43	3,571.43
(iii) Weighted average number of equity shares used as denominator for calculating diluted EPS (Lakh)	3,571.43	3,571.43
(iv) Basic earnings per share	(1.41)	(1.42)
(v) Diluted earnings per share	(1.41)	(1.42)
(vi) Face value per equity share	Re.10/-	Re.10/-

PHENIL SUGARS LIMITED

35(b) Earnings per share - discontinuing operations

(i) Net profit/ (loss) after tax as per statement of profit and loss	(15.20)	(933.58)
(ii) Weighted average number of equity shares used as denominator for calculating basic EPS (Lakh)	3,571.43	3,571.43
(iii) Weighted average number of equity shares used as denominator for calculating diluted EPS (Lakh)	3,571.43	3,571.43
(iv) Basic earnings per share	(0.01)	(0.26)
(v) Diluted earnings per share	(0.01)	(0.26)
(vi) Face value per equity share	Re.10/-	Re.10/-

35(c) Earnings per share - continuing & discontinuing operations

(i) Net profit/ (loss) after tax as per statement of profit and loss	(5,036.07)	(6,001.14)
(ii) Weighted average number of equity shares used as denominator for calculating basic EPS (Lakh)	3,571.43	3,571.43
(iii) Weighted average number of equity shares used as denominator for calculating diluted EPS (Lakh)	3,571.43	3,571.43
(iv) Basic earnings per share	(1.41)	(1.68)
(v) Diluted earnings per share	(1.41)	(1.68)
(vi) Face value per equity share	Re.10/-	Re.10/-

36 The disclosures in respect of Related Parties as required under Ind AS 24 'Related Party Disclosures' is stated herein below.

a) Details of related parties :-

	Name of related parties	Description of relationship
A. Directors and their relatives		
1.	Mr. Pradeep Kumar Srivastava	Whole Time Director
2.	Mr. Vinod Kumar Singh	Independent Director
3.	Mrs. Shivangi Pandey	Director
4.	Mrs. Pranjali Gupta	Company Secretary (upto 10.08.2025)
5.	Mrs. Shalu Laxmanraj Bhandari	Independent Director
6.	Mr. Abrar Ahad	Independent Director (upto 31.03.2026)
7.	Mr. Siddha Narayan Shukla	Chief Financial Officer
8.	Mr. Ambirsh Singh	Independent Director (upto 31.03.2026)
9.	Mr. Pratap Kumar Srivastava	Independent Director (upto 31.03.2026)
10.	Mr. Surendra Kumar Sharma	Independent Director (w.e.f. 31.03.2026)
B. Holding company		
1	Bajaj Hindusthan Sugar Limited	Holding Company w.e.f. 24.03.2023

b) Details of related party transactions:

(In ₹ Lakh)

Transactions	Holding Company	Key Management Personnel	Enterprises described in (C) above	Total
I. Transactions during the year				
Remuneration				
Mr. Pradeep Kumar Srivastava		10.71 (9.93)		
Mrs. Pranjali Gupta		5.37 (13.68)		
Mr. Siddha Narayan Shukla		20.62 (17.79)		

6% Redeemable non cumulative convertible Preference shares at Par

Lambodar Stocks Private Limited	1,438.50
	-

II. Amounts outstanding at Balance Sheet date Payable

Bajaj Hindusthan Sugar Limited	
Zero Coupon Optionally Convertible Secured Debentures at Par	37,048.32 (37,048.32)
Zero Coupon Optionally Convertible Unsecured Debentures at Par	15,362.90 (15,362.90)
Lambodar Stocks Private Limited	
6% Redeemable non cumulative convertible Preference shares at Par	- (1,438.50)

PHENIL SUGARS LIMITED

Notes:

- 1 Related party relationship is as identified by the Company based on the available information.
- 2 No amount has been written off or written back during the year in respect of debts due from or to related parties.
- 3 The Company has given corporate guarantee of Rs. 3215.30 crore to the lenders of holding company against the outstanding of Optionally Convertible Debentures (OCD) issued by BHSL. (refer note no. 34(b)).

37 Ratios

The following are analytical ratios for the year ended March 31, 2026.

Sr. No.	Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.28	0.52	-46.15%	Drop in Current Ratio is due to reduction in current assets
2	Debt-Equity Ratio	Total Debt*	Shareholder's Equity	1.26	1.06	-18.87%	Increase in ratio is due to increase in debt and unwinding of interest on debt instrument
3	Debt-Service Coverage Ratio (DSCR)	Earnings available for debt service**	Debt repayment and interest payment during current year	(4.07)	(30.98)	86.86%	Ratio is not comparable because the EBITDA is negative in the current and previous years.
4	Return on Equity Ratio (ROE)	Net profit / (loss) after taxes	Average shareholder's equity	-11.07%	-10.34%	-7.06%	Increase in ratio is due to reduction net worth.
5	Inventory Turnover Ratio	Sales	Average inventory	-	-	N/A	Ratio is not comparable because the revenue from operations is nil
6	Trade Receivable Turnover Ratio	Sales	Average trade receivables	-	-	N/A	Ratio is not comparable because the revenue from operations is nil
7	Trade Payables Turnover Ratio	Purchase of material, services and other expenses (as per P&L)	Average trade payables	0.03	0.07	57.14%	This variance is on account of a decrease in the purchase of material, services, and other expenses. Consequently, the Trade Payables Turnover Ratio has decreased.
8	Net Capital Turnover Ratio	Sales	Average net working capital	-	-	N/A	Ratio is not comparable because the revenue from operations is nil
9	Net Profit Ratio	Net profit / (loss) before taxes	Sales	-	-	N/A	Ratio is not comparable because the revenue from operations is nil
10	Return on Capital Employed (ROCE)	Earning before interest and taxes (EBIT)	Capital employed***	-0.88%	-0.71%	-23.94%	Ratio is not comparable as the earnings are in negatives
11	Return on Investment			N/A	N/A	N/A	Ratio is not comparable because the revenue from operations is nil

*Total Debt excludes lease liability

**Earnings available for debt service=Net profit before tax+Interest+Depreciation+Non cash adjustments+Loss on sales of assets

***Capital employed=Net Worth + Borrowings

38 Financial Risk Management

The Company's activities expose it to credit risk, liquidity risk and market risk. This note explains the sources of risks which the entity is exposed to and how it mitigates that risk.

A Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. The Company is exposed to credit risk from trade receivables loan given, advances and deposits with banks. To manage this, the Company periodically assesses the financial reliability of customers, taking into account loan given factors such as credit track record in the market and past dealings with the company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. Concentrations of credit risk are limited as a result of the company's large and diverse customer base. The Company has also taken advances and security deposits from its customers / agents, which mitigate the credit risk to an extent. The ageing of trade receivable is given below.

PHENIL SUGARS LIMITED

(In ₹ Lakh)

	Upto 6 months	More than 6 month	Total
As at March 31, 2026	-	48.82	48.82
As at March 31, 2025	-	48.82	48.82

Following table summarises the change in loss allowances measured using life time expected credit loss model. No significant changes in the estimation techniques or assumption were made during the period.

Particulars	(In ₹ Lakh)
As at April 01, 2024	48.82
Provided during the year	-
Amounts written off	-
As at March 31, 2025	48.82
Provided during the year	-
Reversal of provision	-
As at March 31, 2026	48.82

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the comparative banks with which loan/ term deposits are maintained. Generally, term deposits are maintained with banks with which company has also availed borrowings.

B Liquidity risk

Liquidity risk is the risk that a company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled by delivering cash or other financial assets. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs. The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(In ₹ Lakh)

Particulars	As at March 31, 2026				
	Carrying amount	On demand	0-12 months	More than 12 months	Total
Borrowings	54,544.44	-	-	54,544.44	54,544.44
Trade payables	1,457.89	1,457.89	-	-	1,457.89
Other financial liabilities (Includes lease)	-	-	-	-	-
Total	56,002.33	1,457.89	-	54,544.44	56,002.33

Particulars	As at March 31, 2025				
	Carrying amount	On demand	0-12 months	More than 12 months	Total
Borrowings	50,182.93	-	-	50,182.93	50,182.93
Trade payables	2,506.92	2,506.92	-	-	2,506.92
Other financial liabilities (Includes lease)	-	-	-	-	-
Total	52,689.85	2,506.92	-	50,182.93	52,689.85

C Market risk

The Company is exposed to the risk of movements in interest rates, inventory price and foreign currency exchange rates that affects its assets, liabilities and future transactions.

i) Interest rate risk

The Company has borrowed funds at fixed rate of interest. Therefore exposure to interest rate risk is very insignificant.

ii) Inventory Price risk

The Company is exposed to the movement in price of principal finished product i.e. sugar. Prices of the sugar cane is fixed by government. Generally, sugar production is carried out during sugar cane harvesting period from November to April. Sugar is sold throughout the year which exposes the sugar inventory to the movement in the price. The Company monitors the sugar prices on daily basis and formulates the sales strategy to achieve maximum realisation.

iii) Foreign exchange risk

The Company has no outstanding exposure in foreign currency at the end of the reporting period. Therefore exposure to foreign currency risk is very insignificant.

PHENIL SUGARS LIMITED

39 Fair value of financial assets and financial liabilities

Financial instruments measured at fair value can be divided into three levels for determining and disclosing the fair value of financial instruments by valuation technique.

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – 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 – Inputs for the asset or liability that are not based on observable market data.

Following methods and assumptions are used to estimate the fair values:

- Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities and short term borrowings carried at amortised cost is not materially different from its carrying cost largely due to short term maturities of these financial assets and liabilities.
- Financial instruments with fixed and variable interest rate fall within level 2 of the fair value hierarchy and are evaluated by Company based on parameters such as interest rate, credit rating or assessed credit worthiness.
- Non-listed shares and other securities fall within level 3 of the fair value hierarchy. Valuation is based on the net asset method.
- Fair value of the borrowing items fall within level 2 of the fair value hierarchy and is calculated on the basis of discounted future cash flows.
- Ind AS 101 allow Company to fair value Property, Plant and Equipment on transition. Company has fair valued certain land at fair value as deemed cost and the fair valuation is based on replacement cost approach falling within level 2 hierarchy.

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements. (In ₹ Lakh)

Particulars	As at March 31, 2026			
	Carrying amount	Level 1	Level 2	Level 3
Financial Assets at amortised cost				
Cash and cash equivalents	183.42	-	-	-
Other financial assets	32.23	-	-	-
Total	215.65	-	-	-
Financial liabilities				
Borrowings – non current -At FVTPL	54,544.44	-	-	54,544.44
Trade payables- at amortised cost	1,457.89	-	-	-
Total	56,002.33	-	-	54,544.44

(In ₹ Lakh)

Particulars	As at March 31, 2025			
	Carrying amount	Level 1	Level 2	Level 3
Financial Assets at amortised cost				
Cash and cash equivalents	259.62	-	-	-
Other financial assets	30.31	-	-	-
Total	289.93	-	-	-
Financial liabilities				
Borrowings – non current -At FVTPL	50,182.93	-	-	50,182.93
Borrowing – current- at amortised cost	-	-	-	-
Trade payables- at amortised cost	2,506.92	-	-	-
Total	52,689.85	-	-	50,182.93

During the year ended March 31, 2026 & March 31, 2025 there was no transfers between level 2 and level 3 fair value hierarchy.

40 The company has not entered into any transactions with the companies struck off under 248 of the Companies Act 2013 or under section 560 of Companies Act 1956, and does not carry any balance(s) outstanding to or from any such entity, except for balance in following company by way of equity investments which had been already provided in earlier years as the company i.e. M/s Eastern Medikit Ltd is under liquidation :

41 Deferred taxation :

Deferred tax asset not recognized on carried forward losses and unabsorbed depreciation as there is no virtual certainty of profit in near future supported by convincing evidence .

42 **Non-Current Assets held for sale :**

Pursuant to board resolution dated April 30 2024, the Company offered to sell the block of plant & machinery and stores/spares of its Basti unit, for Rs 4151 lakh. The buyer is lifting the material; the transaction is expected to be completed by June 2026. The assets, offered for sale, have been classified in the disposal group as assets held for sale and the liabilities directly associated with the disposal group have been disclosed separately in this financial statement in compliance with IND AS 105 "Non-Current Assets Held for Sale and Discontinued Operations". The income/expenses (losses) relating to the disposal group have been disclosed in the statement of profit & loss as loss from discontinued operations.

PHENIL SUGARS LIMITED

Particulars	As at March 31, 2026 (In ₹ Lakh)	As at March 31, 2025 (In ₹ Lakh)
Assets:		
Plant and Machinery	92.33	826.29
Inventory-store and Spare	16.49	258.25
Assets classified as held for sale	108.82	1,084.54
Liabilities:		
Advance received from buyer	5.26	45.92
Liabilities associated with Disposal Group	5.26	45.92
Discontinued Operations: -		
The financial results for Discontinued Operations for the year are as follows:		
Revenue from Operations	-	-
Other Income	-	-
Total Income	-	-
Loss on assets held for sale	-	824.90
Employee Benefits Expense	15.20	74.92
Security Expenses	-	31.87
Insurance Expenses	-	1.22
Other Expenses	-	0.67
Total Expenses	15.20	933.58
Profit before tax from Discontinued Operations	(15.20)	(933.58)
Tax Expense	-	-
Profit after tax from Discontinued Operations	(15.20)	(933.58)
Cash Flow Statement for Discontinued Operations		
A. Cash flow from operating activities:	(15.20)	(108.68)
B. Cash flow from investing activities:	733.96	3,066.46
C. Cash flow from financing activities:	-	-
Net increase/(decrease) in cash and cash equivalents	718.76	2,957.78

43 Both the sugar plants of the company are not in operation for nearly 8-12 years. Due to ever increasing high raw material cost and the steep decline in sugar prices, the company has been incurring losses year on year, which has resulted in a reduction of net worth of the company. The operational/cash losses, mounting cane dues and stressed loan accounts had led the company to cease the operations in sugar plants, firstly in Basti Unit in 2013 and later in Govind Nagar Unit in 2018. In 2015 the Company got its loan account restructured.

Now the Company has repaid its entire bank debts. The Company has decided to sell plant & machinery and stores items from its Basti Unit to clear the outstanding liabilities towards farmers (cane dues) and employees. Now the company has substantially paid its cane dues and other liabilities, the remaining liabilities will also be cleared.

As the sugar scenario has improved, particularly after the initiation of ethanol production from B-grade molasses, and sugar prices have also stabilised, the company is evaluating the prospects of resuming operations at its Govind Nagar sugar plant. Following the government's new policy to allow the diversion of sugar towards ethanol production, the possibility of an oversupplied sugar market has been mitigated, leading to a sharp increase in sugar prices.

There are several distilleries in the nearby area that can purchase the B or C grade molasses from the Govind Nagar sugar plant at reasonable prices, as the company decides. Additionally, the company will benefit from a firm and comparatively stable sugar market. Over a period, there has been significant appreciation in the value of land of the both units.

Considering the positive sugar industry scenario, the management is of the view that the company may resume operations in its Govind Nagar Plant and the remaining liabilities can be discharged from the proceeds of the sale of plant & machinery from Basti Unit.

The company is of the view, based on the above factors, that the operations in Govind Nagar sugar plant can be restarted at an opportune time. Accordingly, the company continues to present its financial statements for the year, on a going-concern basis, which contemplates the realisation of assets and settlement of liabilities in the ordinary course of business.

Based on the above factors, management believes that the Company is well positioned to achieve self-sustainability and meet its obligations as they fall due. Accordingly, the financial statements have been prepared on a going concern basis, which contemplates the realisation of assets and settlement of liabilities in the normal course of business.

44 Audit Trail

The Company uses SAP accounting software for maintaining books of account, which has a feature of recording audit trail (edit log) facility and that has been operative throughout the financial year for the transactions recorded in the software impacting books of accounts at application level. Also the Company has preserved the audit trail as per the statutory requirement for record retention.

PHENIL SUGARS LIMITED

45 The Company is covered under section 135(1) of the Companies Act 2013. The average net profits of the Company during the three immediately preceding year is negative, accordingly CSR spending as mentioned in Section 135(5) is not applicable to the Company for the year 2025-26.

46 Capital Management

There has not been any change in its objectives, policies and processes for managing capital from previous year. The Company is not subject to any externally imposed capital requirements.

(In ₹ Lakh)

	March 31, 2026	March 31, 2025	Change in %
Total equity attributable to equity shareholders	43,427.74	47,320.57	(8.23)
Borrowings	54,544.44	50,182.93	8.69
Total Capital (equity + debts)	97,972.18	97,503.50	0.48
Total equity attributable to equity shareholders as percentage of Total Capital	44%	49%	
Total Borrowing as percentage of Total Capital	56%	51%	

47 Additional disclosure requirement as per schedule III:

- No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), 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 by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- No funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.
- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year (previous year) in the tax assessments under the Income Tax Act, 1961.

48 Events after reporting date:

There have been no events after the reporting date that requires disclosure in standalone financial statements.

49 The financial statements were approved for issue by the Board of Directors, at its meeting held on May 27, 2026.

50 Previous year figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosures.

Signature to Notes "1" to "50".

As per our Report of even date

For **For R S Dani & Co.**
Firm Registration No.FRN 000243C
Chartered Accountants

Shivangi Pandey
Director
DIN 09433735

For and on behalf of the Board

Pradeep Kumar Srivastava
Whole Time Director
DIN 06537188

C P Kothari
Proprietor
Membership No.072229

Siddha Narayan Shukla
Chief Financial Officer
PAN : AOAP57925N

Neeraj Khari
Company Secretary
M. No. A63204

Place : Delhi
Date: May 27, 2026

