

September 06, 2025

To,
BSE Limited
P.J Towers, Dalal Street,
Fort Mumbai- 400001

Scrip Code: 533006
Scrip Name: BIRLACOT

Dear Sir/Madam

Sub: Annual Report of the Company for the Financial Year 2024-25

Pursuant to Regulation 30 and Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Annual Report of the Company for the financial year 2024-25 including the Notice of the 83rd Annual General Meeting of the Members of the Company.

The Annual Report, is also being made available on the Company's Website www.birlacotsyn.com

You are requested to take the same on your record.

Thanking You

Yours faithfully

For, Birla Cotsyn (India) Limited

Gaurav Anand
Company Secretary & Compliance officer

Place: Mumbai

Encl. as above



ANNUAL REPORT

2024-25



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MANAGING DIRECTOR'S MESSAGE

From the Desk of the Managing Director

Dear Shareholders,

It gives me great pleasure to present to you the Annual Report of Birla Cotsyn (India) Limited for the financial year 2024-25. This year has been a period of transformation, resilience, and renewed optimism for our Company.

In recent years, the textile industry has faced multiple challenges—ranging from market volatility and regulatory changes to global economic uncertainties. Despite these headwinds, our commitment to revival, growth, and long-term sustainability has remained unwavering. Guided by the vision of creating value for all stakeholders, the Company has undertaken significant steps under the framework of the approved Scheme of Compromise and Arrangement, which has laid the foundation for a stronger future.

We are focused on streamlining operations, optimizing resources, and exploring opportunities in value-added segments of the textile value chain. Our strategy remains anchored in three pillars: operational efficiency, financial discipline, and customer-centric innovation. The support and trust of our stakeholders, including regulators, creditors, employees, and shareholders, have been instrumental in this journey of revival.

The year ahead holds immense opportunities. With renewed governance, strategic business realignments, and fresh leadership perspectives, Birla Cotsyn is positioned to rebuild its market presence and enhance stakeholder value. We remain committed to transparency, accountability, and sustainable business practices as we embark on this next phase of growth.

On behalf of the Board and the management team, I extend my heartfelt gratitude to our shareholders, employees, customers, lenders, and business partners for their continued faith and support. Together, we look forward to shaping a stronger and brighter future for Birla Cotsyn.

Akhil Jain
Managing Director
Birla Cotsyn (India) Limited



CORPORATE INFORMATION

After Scheme of Compromise and Arrangement Order

BOARD OF DIRECTORS	
Name of Director	Nature of Directorship
Akhil Jain	Managing Director
Sheela Jain	Non-Executive Non- Independent Director
Pradip Kumar Das	Independent Director
Subhash Chandra Varshney	Independent Director
Umang Pinakin Mehta	Independent Director

KEY MANAGERIAL PERSONNEL	
Company Secretary & Compliance Officer	Chief Financial Officer
Mr. Gaurav Anand (Appointed w.e.f 19 th April, 2025) Address: 1105, 11 th Floor, Regent Chambers, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400021, Maharashtra. Contact No.: +91 8097554702 Email Id: complianceofficer@birlacotsyn.com Website: https://birlacotsyn.com/	Mr. Harish Kumar Pareek (Appointed w.e.f 19 th April, 2025) Address: 1105, 11 th Floor, Regent Chambers, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400021, Maharashtra. Contact No.: +91 8788568024 Email Id: harish@birlacotsyn.com Website: https://birlacotsyn.com/

Statutory Auditor	Secretarial Auditor
PSV Jain & Associates Chartered Accountants Address: Office No. 105, Shri Yashwant Shopping Centre, Kasturba Road No.7, Borivali (E), Mumbai- 400006 Maharashtra Contact No.: +91 8976358144 Email id: dularesh.itax@gmail.com	Vijay S. Tiwari & Associates Practicing Company Secretaries Address: 601, A-Wing, Gayatri CHS Ltd, Opp. Rajda School, Behind Pantaloons Shopping Center, Near Platform No.1 Borivali (West), Mumbai- 400092 Contact No.: +91 9702999723 Email Id: csvijaytiwari@gmail.com

Register & Transfer Agent	Listing Details
Adroit Corporate Services Private Limited Address: 19/20, 1 st Floor, Jaferbhoy, Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059 Contact No.: +91-22-2859 6060/ 2859 4060 Email Id: info@adroitcorporate.com	BSE Limited Address: PJ Towers, Dalal Street, Mumbai-400001 Maharashtra, India Scrip Code: 533006 ISIN: INE655I01024

Investor Relations
Mr. Gaurav Anand Company Secretary & Compliance Officer Contact No.: +91 8097554702 Email Id: complianceofficer@birlacotsyn.com

Registered Office Address	Factory Address
1105, 11 th Floor, Regent Chambers, Jamnalal Bajaj Road, Nariman Point, Mumbai-400021 Maharashtra, India.	C-6/1, MIDC Industrial Area, Malkapur, Dist. Buldhana, Maharashtra- 443101, India. Plot No. A-82 and A-82 Part, and W-1, W-2, MIDC Khamgaon, Village- Sutala (BK) Tal. Khamgaon, Dist- Buldhana- 444312 Landing Bearing Survey No. 54/2, Village- Ghatanji Tal. Ghatanji, Dist- Yavatmal- 445301

Committee of Board Audit Committee	
Name of the Members	Status
Mr. Pradip Kumar Das	Chairman
Mr. Akhil Jain	Member
Mr. Subhash Chandra Varshney	Member

Committee of Board Nomination & Remuneration Committee	
Name of the Members	Status
Mr. Subhash Chandra Varshney	Chairman
Mr. Pradip Kumar Das	Member
Mrs. Sheela Jain	Member

Committee of Board Stakeholder Relationship Committee	
Name of the Members	Status
Mrs. Sheela Jain	Chairman
Mr. Pradip Kumar Das	Member
Mr. Subhash Chandra Varshney	Member

CORPORATE INFORMATION

Before Scheme of Compromise and Arrangement Order

BOARD OF DIRECTORS	
Name of Director	Nature of Directorship
Satya Kishore Mathur (Resigned w.e.f 29 th January, 2025)	Manager
Rakesh Kumar Dixit (Resigned w.e.f 29 th January, 2025)	Non-Executive Non- Independent Director
Satyanarayan Ganeshlal Baheti (Resigned w.e.f 29 th January, 2025)	Independent Director
Ritesh Ramesh Joshi (Resigned w.e.f 29 th January, 2025)	Independent Director
Deepti Jain (Resigned w.e.f 29 th January, 2025)	Independent Director

KEY MANAGERIAL PERSONNEL	
Company Secretary & Compliance Officer	Chief Financial Officer
Ms. Vineeta Nandan Agarwal (Resigned w.e.f 29 th January, 2025) Address: Dalamal House, First Floor, Nariman Point, Mumbai- 400021, Maharashtra.	Mr. Vipin Dilip Kumar Varkhawat (Resigned w.e.f 29 th January, 2025) Address: Dalamal House, First Floor, Nariman Point, Mumbai- 400021, Maharashtra.

Register & Transfer Agent	Listing Details
Adroit Corporate Services Private Limited Address: 19/20, 1 st Floor, Jaferbhoy, Industrial Estate, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059 Contact No.: +91-22-2859 6060/ 2859 4060 Email Id: info@adroitcorporate.com	BSE Limited Address: PJ Towers, Dalal Street, Mumbai-400001 Maharashtra, India Scrip Code: 533006 ISIN: INE655I01024

Investor Relations
Ms. Vineeta Nandan Agarwal Company Secretary & Compliance Officer Email Id: complianceofficer@birlacotsyn.com



NOTICE

Notice is hereby given that the 83rd (Eighty Third) Annual General Meeting (“AGM”) of the members of **Birla Cotsyn (India) Limited (“the Company”)** will be held on **Monday, 29th September, 2025 at 11.30 A.M (IST)** at Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churugate, Mumbai-400020 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt (a) the Audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Auditors thereon and in this regard.

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

- (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

Item No. 2: To appoint M/s. Jain Kothari & Co. Chartered Accountants as the statutory Auditors of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee and approval of the Board of Directors, M/s Jain Kothari & Co. Chartered Accountants, (Firm Registration No. 022340C) be and are hereby appointed as the Statutory Auditors of the Company, to hold the office for the term of five consecutive years, commencing from the conclusion of 83rd Annual General Meeting till the conclusion of the 88th Annual General Meeting at such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with the audit, if any, as may be mutually agreed between the Board the Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT, any Director or Company Secretary of the Company be are hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper, expedient to carry on the purpose of this resolution.”

SPECIAL BUSINESS:

Item No. 3: To appoint Mr. Vijay S. Tiwari Practicing Company Secretary as the Secretarial Auditors of the Company:

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

“RESOLVED THAT pursuant to the provisions Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any Statutory modification(s) or re-enactment thereof for the time being in force and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, Mr. Vijay S. Tiwari, Practicing Company Secretary, Mumbai (Membership No. 33084, CP No. 12220) (Peer Review Certificate No. 1679/2022), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such remuneration plus applicable taxes and reimbursement out of pocket expenses incurred in connection with the audit, if any, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT, any Director or Company Secretary of the Company be are hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper, expedient to carry on the purpose of this resolution.”

Item No. 4: To approve for Material Related Party Transaction:

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

“RESOLVED THAT pursuant to Regulations 2(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 (the Act), read with relevant Rules, if any, as amended from time to time and the Company’s Policy on Related Party Transactions and based on the consideration of the Audit Committee, approval of the Members, be and is hereby accorded to confirm and ratify any existing transaction(s), and/ or to enter into fresh material related party transaction(s) for giving or availing Loans, by way of contract(s)/arrangement(s) entered into or proposed to be entered into between the Related Parties as mentioned in the below appended table, whether as an individual transaction or series of transactions, during the period commencing from ensuing 83rd Annual General Meeting upto the 84th Annual General Meeting to be held in the calendar year 2026, on such terms and conditions as are/ may be agreed between the parties as per details set out in the explanatory statement, provided that such transactions, contracts or arrangements are carried out at arm’s length basis and in the ordinary course of business:

Sr. No	Name of the Parties	Relationship	Max Amount (in Crore)	Nature of the proposed Transaction	Nature of Business
1.	Careone Wellness And Retail Private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
2.	Wendt Finance Private Limited	Entity with Common KMP	50	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
3.	Wendt Corporate Services Private Limited	Entity with Common KMP	50	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
4.	Wendt Infosolutions Private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
5.	Rohstoffe International Private Limited	Entity with Common KMP	50	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
6.	Wendt Holdings Private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
7.	Threadlite (India) private Limited	Entity with Common KMP	30	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business
8	Mr. Akhil Jain	KMP	01	Giving or availing Loans, by way of contract(s)/arrangements	Ordinary Course of Business

RESOLVED FURTHER THAT, any of the Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 5: To approve increase in borrowings limit under section 180(1)(c) of the Companies Act, 2013 (“Act”):

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the articles of association (“AOA”) of the Company and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board (which term shall be deemed to include any committee(s) thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred pursuant to this Resolution’) to borrow any sum or sums of money on such terms and conditions and with or without security, as the board of directors may think fit, from time to time, by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ non-convertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company and the monies to be borrowed (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred crores only) or equivalent amount in any other foreign currency.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution”.

**Item No. 6: To approve investments, give loans, guarantees/ Letter of Comfort/ Letter of Support under section 186 of the Companies Act, 2013 (“Act”):**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Act and relevant rules thereto including any statutory amendment or modifications thereto and in compliance with memorandum and articles of association and other applicable provisions, if any, and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security or letter of comfort or letter of support in connection with a loan to any person or other body corporate; and (iii) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, from time to time, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, on such terms and conditions and with or without security, for an amount not exceeding INR 500 crores (Rupees five hundred crores only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and security or letter of comfort or letter of security provided are in excess of the limits prescribed under Section 186 (2) of the Act. The Board of Directors is authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for guarantees to be given or letter of comfort or letter of security and/or securities to be provided to any person and / or any body corporate, to do all such acts deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to a Director or any other person.

RESOLVED FURTHER THAT the Board be and is/are hereby authorized to do such acts, deeds, things, and execute all such documents, undertaking, as may be necessary, expedient or incidental for giving effect to the above resolution.”

Item No. 7: To approve the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (The ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Akhil Jain (DIN: 03296467) Managing Director of the Company at the Annual General Meeting of the Company, in excess of prescribed limit of 5% of the Net Profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT, the overall managerial remuneration payable to Mr. Akhil Jain shall be and is hereby of such amount as may be fixed by the Board from time to time on recommendation of Nomination and Remuneration Committee but not exceeding Rs. 3.50 Lakhs per annum at any point of time and that the terms & conditions of the aforesaid remuneration payable to the said Managing Director be varied/altered/revised within said overall limit, in such manner as may be required during aforesaid period.

RESOLVED FURTHER THAT, where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

Item No. 8: Approval for sale of Undertakings under section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company and Regulation 37A(1) and other applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents and permissions obtained/to be obtained from the appropriate third parties including concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board”) for effecting the sale, bifurcation, assignment, transfer and conveyance Jointly or Severally of the Property comprising located at (a) Plot No. A-82 and A-82 Part, and W-1, W-2, MIDC Khamgaon, Village- Sutala (BK) Tal. Khamgaon, Dist- Buldhana- 444312, (b) Landing Bearing Survey No. 54/2, Village- Ghatanji Tal. Ghatanji, Dist- Yavatmal- 445301, and Residential Plot Situated 5C, Plot No. 2,3 & 4 Patel Nagar, Bhilwara-311001 Rajasthan.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such further acts, deeds and things as may be necessary including modifying, finalizing the terms and conditions and executing all such agreements, undertakings, contracts, deeds and other documents on behalf of the Company, file applications and make representation in respect thereof and seek approval from statutory/administrative authorities, financial institutions/banks etc., in this regard as may be applicable and deal with any matters, take necessary steps in this matter as the Board may in its absolute discretion deem necessary, desirable and expedient to give effect to this resolution and to settle any question/difficulty that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

Item No. 9: Approval for Closure of Wholly Owned Subsidiary – Birla Cotsyn (India) Limited FZE, Hamriyah Free Zone, Sharjah, United Arab Emirates.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 2(87), 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions, as may be required from the statutory/regulatory authorities, consent of the Members of the Company be and is hereby accorded for the closure/winding up of the Wholly Owned Subsidiary of the Company, namely **Birla Cotsyn (India) Limited FZE**, incorporated in Hamriyah Free Zone, Sharjah, United Arab Emirates, under Trade Licence No. 7203, in accordance with the applicable laws of United Arab Emirates and such other statutory/regulatory provisions as may be applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly constituted Committee thereof) be and is hereby authorized to take all necessary steps, including filing of necessary documents, appointment of professionals/consultants, execution of deeds, documents, writings and papers, and to do all such acts, deeds, matters and things as may be required for giving effect to this resolution and for matters connected therewith or incidental thereto, including settling any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors

Birla Cotsyn (India) Limited

Sd/-

Gaurav Anand

Company Secretary & Compliance Officer

ACS: 73886

Date: September 01, 2025

Place: Mumbai

Registered Office:

1105, 11th Floor, Regent Chambers,
Jamnalal Bajaj Road, Nariman Point,
Mumbai- 400021

CIN: L17110MH1941PLC003429

Website: www.birlacotsyn.com

Email: complianceofficer@birlacotsyn.com

Tel: +91 22 22831287

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting (on or before 27th September, 2025, 12:00 p.m. IST). A Proxy form MGT-11 is sent herewith.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Adroit Corporate Services Private Limited.
5. Queries, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
6. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) on or before Monday, 22nd September, 2025.
7. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will be entitled to vote.
8. Members are requested to advise immediately about any change of address:
 - a) To their Depository Participants (DPs) in respect of their electronic share accounts.
 - b) To the Company’s Registrar & Share Transfer Agents Adroit Corporate Services Private Limited in respect of their physical share folios if, any
9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name are advised to make nomination in respect of their shareholding. Members holding shares in dematerialised form can lodge their nomination with their Depository Participant (“DP”) and Member holding shares in physical form are required to fill and submit Form No. SH-13 (available on request) with the Company’s Registrar and Share Transfer Agent M/s. Adroit Corporate Services Private Limited (“RTA”).
10. As a measure of economy, Members are requested to bring their copy of Notice of Annual General Meeting (AGM) to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting. Members holding equity shares in electronic form, and proxies thereof, are requested to bring their DP Id and Client Id for Identification.
11. The Notice of Annual General Meeting (AGM) of the Company circulated to the members of the Company will be made available on the Company’s website at www.birlacotsyn.com
12. The Company or its Registrars and Transfer Agents, Adroit Corporate Services Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
13. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same.

14. SEBI has notified that requests for effecting transfer of securities shall not be processed by listed entities unless the securities are held in the dematerialized form with a depository. In view of the above and to avail various other benefits of dematerialization like easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries, members are advised to dematerialize shares held by them in physical form
15. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:
 - a) In respect of electronic holdings with the Depository through their concerned Depository Participants.
 - b) Members who hold shares in physical form are requested to register their e-mail ID with info@birlacotsyn.com quoting your name and folio number.
16. M/s. Vijay S. Tiwari & Associates, Practicing Company Secretary (COP No.: 12220), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
18. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.yogiltd.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
19. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, 22nd September, 2025 to Sunday, 28th September, 2025 (both days inclusive) for annual closing for the financial year 2024-25.
20. The remote e-voting period begins on Friday September 26th, 2025, at 9:00 a.m. and ends on Sunday, September 28th, 2025, at 5:00 p.m. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 22nd, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
21. The Instructions for Members for Remote e-voting:

[How do I vote electronically using CDSL e-voting System?](#)

The way to vote electronically on CDSL e-voting system consists of "Two steps" which are mentioned below:

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

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

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



Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsiindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- 9) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 10) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 11) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 12) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 13) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 14) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 15) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 16) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

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

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

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

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia. com or call toll free no. 1800 21 09911.

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

Item No.: 2

To appoint M/s. Jain Kothari & Co. Chartered Accountants as the Statutory Auditors of the Company.

The Member of the Company are informed that M/s. PSV Jain & Associates will complete the term as the Statutory Auditors of the Company, at the conclusion of 83rd Annual General Meeting (“AGM”) of the Company.

In view of the above, based on the recommendation of the Audit Committee, the Board of Directors of the Company (the “Board”), at its meeting held on August 07, 2025, approved the appointment of M/s. Jain Kothari & Co., Chartered Accountants (Firm Registration No. 022340C) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years, i.e., from the conclusion of the 83rd AGM till the conclusion of the 88th AGM of the Company, subject to approval of the Members at the ensuing 83rd AGM, on payment of such remuneration as may be mutually agreed upon between the Board and the Statutory Auditors, from time to time.

Pursuant to Section 139 of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, the Company has received written consent from M/s. Jain Kothari & Co. and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Jain Kothari & Co., has confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

M/s. Jain Kothari & Co, Chartered Accountants (Firm Registration No. 022340C) is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI). The Firm provides a wide range of services which include Audit & Assurance, Taxation and Accounting Advisory. The Firm’s Audit and Assurance team has significant experience in audit of various industries. After evaluating the proposals and considering various factors such as independence, industry experience, technical skills, audit team, audit quality reports, etc., M/s. Jain Kothari & Co., have been recommended to be appointed as the Statutory Auditors of the Company.

The proposed remuneration to be paid to the Auditors for the FY 2025-26 is Rs. 2,25,000/- for Audit Report (Rupees Two Lakh Twenty-Five Thousand Only) & Rs. 75,000/- (Rupees Seventy-Five Thousand Only) for Limited Review Report. The said remuneration excludes applicable taxes and out of pocket expenses.

Considering the increase in the volume of transactions and business activities, there is an increase in the remuneration proposed to be paid to M/s. Jain Kothari & Co, for the statutory audit to be conducted for the financial year ending March 31, 2026 vis-à-vis the remuneration paid to M/s. PSV Jain & Co, the retiring Statutory Auditors, for the statutory audit conducted for the financial year ended March 31, 2025.

The Audit Committee and the Board is confident and satisfied about the recommendations of appointment of M/s. Jain Kothari & Co. and upholding of the highest standards of audit quality and compliance. The Board of Directors recommends the resolution for approval of the Members of the Company as an Ordinary Resolution, as set out at Item No. 2 of the Notice of the AGM.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 2 as set out in this Notice.

Item No.: 3

To appoint Mr. Vijay s. Tiwari, Practicing Company secretary as the Secretarial Auditors of the Company.

In compliance to the provision of Section 204 of the Companies Act 2013, read with the rules framed thereunder read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years.



Accordingly, based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint Mr. Vijay S. Tiwari, Practising Company Secretary, Mumbai (Membership No. A33084, CP No. 12220) (Peer Review Certificate No.: 1679/2022), to hold office as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from financial year 2025-26 to financial year 2029-30, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report pursuant to provisions of Section 204 of the Companies Act read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 24(A) of the Listing Regulations, on payment of such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor, from time to time.

Mr. Vijay S. Tiwari, Practising Company Secretary, have experience of more than 10 years in the field of Corporate Laws & compliances and holds the 'Peer Review' certificate as issued by Institute of the Company Secretaries of India ('ICSI'). After evaluating the proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit quality reports, etc., Mr. Vijay S. Tiwari, have been recommended to be appointed as the Secretarial Auditors of the Company.

The proposed remuneration to be paid to the Mr. Vijay S. Tiwari, Practising Company Secretary for the FY 2025-26 is Rs. 2,00,000/- (Rupees Two Lakh Only). The said remuneration excludes applicable taxes and out of pocket expenses.

The Audit Committee and the Board is confident and satisfied about the recommendations of appointment of Mr. Vijay S. Tiwari, Practising Company Secretary and upholding of the highest standards of audit quality and compliance. The Board of Directors recommends the resolution for approval of the Members of the Company as an

Ordinary Resolution, as set out at Item No. 3 of the Notice of the AGM.

There is no material change in the remuneration payable to Mr. Vijay Tiwari, Practising Company Secretary.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 3 as set out in this Notice.

Item No.: 4

To approve for Material Related Party Transaction.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the SEBI Listing Regulation, effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower, and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into agreement within the thresholds and conditions mentioned in the resolution.

The transaction amount involved in the Related Party Transaction as mention in the resolution exceeds the threshold of 10% of the annual turnover, as per the last audited financial statements of the listed entity. Accordingly, the matter is placed before the shareholders of the Company for approval through Resolution No. 04.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 01st September, 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 04.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 4 as set out in this Notice.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further In accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 04 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

Information required to be disclosed in the Explanatory Statement for Item Nos. 04 pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024

Material Related Party Transaction by the Company

Sr. No	Description	Particulars
1	Name of the related party	a. Careone Wellness And Retail Private Limited b. Wendt Finance Private Limited c. Wendt Corporate Services Private Limited d. Wendt Infosolutions Private Limited e. Rohstoffe International Private Limited f. Wendt Holdings Private Limited g. Threadlite (India) private Limited h. Mr. Akhil Jain
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	The above related parties are enterprises controlled by common Key Management Personnel and hence related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.
3	Type of the proposed transaction	Giving or availing Loans, by way of contract(s) / arrangement(s)/ Ordinary Business



4	Nature, duration/tenure, material terms, monetary value and particulars of contract/ arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the company is operating in. Monetary value of transactions subject to a maximum as below through contracts/arrangements for a period commencing from ensuing 83rd Annual General Meeting upto the 84th Annual General Meeting to be held in the calendar year 2026. a. Careone Wellness And Retail Private Limited- 30 Cr. b. Wendt Finance Private Limited- 50 Cr. c. Wendt Corporate Services Private Limited- 50 Cr. d. Wendt Infosolutions Private Limited- 30 Cr. e. Rohstoffe International Private Limited- 50 Cr. f. Wendt Holdings Private Limited- 30 cr. g. Threadlite (India) private Limited- 30 cr. h. Mr. Akhil Jain- 1 Cr.
5	Particulars of the proposed transaction	Giving or availing Loans, by way of contract(s) / arrangement(s)
6	Tenure of the transaction	Period commencing from ensuing 83rd Annual General Meeting upto the 84th Annual General Meeting to be held in the calendar year 2026.
7	Value of the proposed transaction	a. Careone Wellness And Retail Private Limited- 30 Cr. b. Wendt Finance Private Limited- 50 Cr. c. Wendt Corporate Services Private Limited- 50 Cr. d. Wendt Infosolutions Private Limited- 30 Cr. e. Rohstoffe International Private Limited- 50 Cr. f. Wendt Holdings Private Limited- 30 cr. g. Threadlite (India) private Limited- 30 Crore h. Akhil Jain- 01 Crore
8	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	N.A
9	Justification of the proposed transaction	During the course of rendering such services, the Company also leverages niche skills, capabilities and resources of entities within the group. These transactions aim at providing enhanced level of user experience to the end-consumers of the group companied and provide the entities within the group cutting edge technologies to sustain and grow their business.
10	Details of the valuation report or external party report (if any) enclosed with the Notice	All contracts with related party defined as per Section 2(76) of the Act are reviewed for arm's length testing internally and by Statutory Auditors.
11	Name of the Director or Key Managerial Personnel, who is related	Mr. Akhil Jain and Mrs. Sheela Jain

Item No. 5**To approve increase in borrowings limit under section 180(1)(c) of the Companies Act, 2013 (“Act”).**

Section 180(1) (c) of the Companies Act, 2013 (“the Act”), requires that the Board shall only exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company exceeds aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, only with the consent of the Members by passing a special resolution.

In view of the aforesaid Proposed Transactions and given the Company’s existing and future financial requirements, the Company shall require additional funds and for this purpose, the Company is desirous of raising finance from banks/ financial institutions/investors or any other lender or through issuance of convertible/non-convertible debentures or any other persons as may be considered fit, which, together with the moneys already borrowed by the Company and the monies to be borrowed (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Accordingly, the Board of Directors in its Meeting held on 01, September 2025 have by way of their Resolution dated 01st September, 2025, approved to borrow from time to time a sum not exceeding INR 500 crores (Rupees five hundred crores only), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Act.

It is, therefore, proposed to seek the approval of the Members to increase the borrowing limits to INR 500 crores (Rupees Five Hundred crores), by way of a special resolution.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set forth in Item No. 5 of the Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 5 as set out in this Notice.

Item No. 6**To approve investments, give loans, guarantees/ Letter of Comfort/ Letter of Support under section 186 of the Companies Act, 2013 (“Act”)**

As per the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans, investments and issue guarantees / securities to persons or bodies corporate from time to time, the Board of Directors proposes to seek approval of the Members to authorize the Company to give loans, make investments, provide guarantees and securities for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) outstanding at any point of time, notwithstanding the limits prescribed under Section 186(2) of the Act.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set forth in Item No. 6 of the Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 6 as set out in this Notice.

**Item No. 7****To approve the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company.**

The Company has appointed Mr. Akhil Jain (DIN: 03296467) as Managing Director of the Company for period of five years from February 10, 2025.

Reference to the provision of Section 197, 198, 203 of the Companies act, 2013, read with schedule V to the Companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, the total managerial remuneration payable to the executive Director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all Directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the Company at vide their Meeting held on September 01, 2025, has approved payment of remuneration to Mr. Akhil Jain, in excess of prescribed limit under Section 197 and other applicable provisions of the act, subject to the approval of the members at this 83rd AGM.

Members approval is required for payment of managerial remuneration to the managerial person in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Managing Director of the Company; by way of special resolution.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set forth in Item No. 7 of the Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 7 as set out in this Notice.

Item No. 8**Approval for sale of Undertakings under section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The members are informed that the Company owns certain immovable properties situated at:

- a) Plot No. A-82 and A-82 (Part), and W-1, W-2, MIDC Khamgaon, Village Sutala (BK), Taluka Khamgaon, District Buldhana – 444312, Maharashtra;
- b) Land bearing Survey No. 54/2, Village Ghatanji, Taluka Ghatanji, District Yavatmal – 445301, Maharashtra; and
- c) Residential Plot situated at 5C, Plot Nos. 2, 3 & 4, Patel Nagar, Bhilwara – 311001, Rajasthan.

The Board of Directors of the Company, after due consideration, has proposed to sell, bifurcate, assign, transfer or otherwise dispose of the aforesaid properties jointly or severally in the best interest of the Company, in order to meet the business requirements, reduce liabilities, improve liquidity position, and/or utilize the sale proceeds for other corporate purposes, including but not limited to repayment of borrowings, upgradation of machinery, or meeting working capital needs of the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with applicable rules, the consent of the members of the Company is required by way of a Special Resolution to enable the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company.

Further, as the Company is listed, Regulation 37A (1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also require the approval of shareholders for effecting such sale or disposal of properties.

The Board of Directors recommends the resolution set out in the Notice for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 8 as set out in this Notice.

Item No. 9**Approval for Closure of Wholly Owned Subsidiary – Birla Cotsyn (India) Limited FZE, Hamriyah Free Zone, Sharjah, United Arab Emirates.**

The Company had incorporated a Wholly Owned Subsidiary, Birla Cotsyn (India) Limited FZE, on December 08, 2010 in the Hamriyah Free Zone, Sharjah, United Arab Emirates, under Trade Licence No. 7203 issued by the Hamriyah Free Zone Authority, Government of Sharjah.

During the period when the holding Company was undergoing Corporate Insolvency Resolution Process (CIRP) and subsequent liquidation proceedings pursuant to the provisions of the Insolvency and Bankruptcy Code, 2016, the said Wholly Owned Subsidiary did not acquire any assets and there were no business operations undertaken.

Pursuant to the handover of the Company in accordance with the approved Scheme of Compromise and Arrangements sanctioned by the Hon'ble NCLT, Mumbai Bench, we wish to inform you that no records or related documents pertaining to the subsidiary, M/s. Birla Cotsyn (India) Limited FZE, were neither available with the Liquidator nor handed over to the acquirer. In view of the above and in order to rationalize the corporate structure, the new management of the Company has decided that it would be in the best interest of the Company to close/wind up the said Wholly Owned Subsidiary in accordance with the applicable laws of the United Arab Emirates.

The above proposal is in the interest of the Company and the Board recommends the Special Resolution as set forth in Item No. 9 of the Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the Item No. 9 as set out in this Notice.

By Order of the Board of Directors

Birla Cotsyn (India) Limited

Sd/-

Gaurav Anand

Company Secretary & Compliance Officer

ACS: 73886

Date: September 01, 2025

Place: Mumbai

Form No. MGT -11 PROXY FORM

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

Name of the Member(s)	
Registered Address	
Email Id	
Client Id	
DP Id	

I/ we bring the member(s) of **BIRLA COTSYN (INDIA) LIMITED** holding _____ Equity Shares of the Company, hereby appoint:

- Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him/her; _____
- Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him/her; _____
- Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him/her; _____

as my / our proxy and to attend and vote (on a poll) for me / us on my / our behalf at the 83rd Annual General Meeting of the Company scheduled to be held on Monday, September 29, 2025 at 11:30 A.M. at Babubhai Chinai Committee Room, 2nd Floor IMC Building, IMC Marg, Churchgate, Mumbai-400020 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject of the Resolution	Voting	
		For	Against
1	To receive, consider and adopt (a) the Audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Auditors thereon and in this regard.		
2	To appoint M/s. Jain Kothari & Co. Chartered Accountants as the statutory Auditors of the Company.		
3	To appoint Mr. Vijay S. Tiwari Practicing Company Secretary as the Secretarial Auditors of the Company.		
4	To approve for Material Related Party Transaction.		
5	To approve increase in borrowings limit under section 180(1)(c) of the Companies Act, 2013 ("Act").		

6	To approve investments, give loans, guarantees/ Letter of Comfort/ Letter of Support under section 186 of the Companies Act, 2013 ("Act").		
7	To approve the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company.		
8	Approval for sale of Undertakings under section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.		
9	Approval for Closure of Wholly Owned Subsidiary – Birla Cotsyn (India) Limited FZE, Hamriyah Free Zone, Sharjah, United Arab Emirates		

Signed this _____ day of _____ 2025

Signature of Shareholder: _____



_____ Signature of First Proxy Holder	_____ Signature of Second Proxy Holder	_____ Signature of Third Proxy Holder
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ATTENDANCE SLIP****(To be presented at the entrance)****CIN: L17110MH1941PLC003429****Name of the Company: Birla Cotsyn (India) Limited****Registered Office: 1105, 11th Floor, Regent Chambers, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400021 Maharashtra****Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.****I hereby record my presence at the 83rd Annual General Meeting of the at Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churchgate, Mumbai-400020 on Monday, 29th September, 2025.**.....
Full Name of the members (in block letters)

Signature.....

Folio No.:..... DP ID No.:..... Client ID No.:.....

*Applicable for member holding shares in electronic form

.....
Full Name of the proxy (in block letters).....
Signature

Form No. MGT-12
Polling Paper

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

Name of the Company: Birla Cotsyn (India) Limited

Registered Office : 1105, 11th Floor, Regent Chambers, Jamnalal Bajaj Road, Nariman
Point, Mumbai-400021 Maharashtra

CIN : L17110MH1941PLC003429

BALLOT PAPER		
S. No	Particulars	Details
1	Name of the First Named Shareholder (in Block Letter)	
2	Postal Address	
3	Registered Folio No./ *Client ID No. (*Applicable to investors holding share in dematerialized form)	
4	Class of share	

I/we hereby exercise my/our vote(s) in respect of the Resolutions enumerated below to be passed through ballot form for the businesses stated in the notice of the Company dated by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Resolutions	Type of Resolution	No. of Shares held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
1	To receive, consider and adopt (a) the Audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Auditors thereon and in this regard.	Ordinary			
2	To appoint M/s. Jain Kothari & Co. Chartered Accountants as the statutory Auditors of the Company.	Ordinary			
3	To appoint Mr. Vijay S. Tiwari Practicing Company Secretary as the Secretarial Auditors of the Company.	Ordinary			
4	To approve for Material Related Party Transaction.	Ordinary			
5	To approve increase in borrowings limit under section 180(1)(c) of the Companies Act, 2013 ("Act").	Special			
6	To approve investments, give loans, guarantees/ Letter of Comfort/ Letter of Support under section 186 of the Companies Act, 2013 ("Act").	Special			
7	To approve the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company.	Special			
8	Approval for sale of Undertakings under section 180(1)(a) of the Companies Act, 2013 and Regulation 37A (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Special			
9	Approval for Closure of Wholly Owned Subsidiary – Birla Cotsyn (India) Limited FZE, Hamriyah Free Zone, Sharjah, United Arab Emirates	Special			

Place: _____

Date: _____

(Signature of Shareholder)



ROUTE MAP OF THE VENUE OF THE AGM



DIRECTOR'S REPORT

To,
The Members,
Birla Cotsyn (India) Limited

Your directors have pleasure in presenting their **83rd Annual Report** on the business and operations of the Company and the audited financial statements for the financial year ended March 31, 2025.

Financial Summary/ Performance of the Company

The financial performance of the Company for the Financial Year ended March 31, 2025 is summarized below:

(Rs. In Lakh)

Particulars	Standalone		Consolidated	
	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024	For the Year ended 31 st March, 2025	For the Year ended 31 st March, 2024
Total Income	0.09	1.73	0.9	1.73
Profit Before Tax				
Less: Depreciation	562.97	647.75	562.97	647.75
Net Profit Before Tax	-21,477.19	-703.72	-1,461.48	-703.72
Less: Provision for Current Tax	-	-	-	-
Net Profit before Deferred Tax	-	-	-	-
Less/Add: Deferred Tax	-	-	-	-
Net profit after Tax	-21,477.19	-703.72	-1,461.48	-703.72
Add: Balance b/fd from Previous Year	-	-	-	-
Total profit available for Appropriation	-	-		
Appropriation	-	-		
Balance carried to Balance Sheet	-	-		
Earning Per Share	-	-		
-Basic	-149.76	-0.03	-10.19	-10.19
-Diluted	-149.76	-0.03	-0.03	-0.03

STATE OF THE COMPANY'S AFFAIRS:

Your Company is primarily engaged in the business of Textile Products & Other Textile Products.

The Standalone Total Income of the Company stood at INR. 0.09 Lakhs for the year ended 31st March, 2025 as against INR. 1.73 Lakhs in the previous year.

The Standalone Company made a Net Profit/ (Loss) after Tax of INR. (21,477.19) Lakhs for the year ended March 31, 2025 as compared to INR. (703.72) Lakhs in the previous year.

The Consolidated Total Income is INR. 0.09 Lakhs for the financial year ended March 31, 2025 as against INR. 1.73 Lakhs during the previous year.

The Consolidated Net Profit/(Loss) after Tax INR. (1461.48) Lakhs for the year ended March 31, 2025 as compared to the Net Profit of INR. (703.72) Lakhs in the previous year.



The management is of the opinion that in the coming future as the overall situation seems to be improving and Directors are optimistic about Company's business and hopeful of better performance with increased revenue in next year.

There has been no change in the business of the Company during the financial year ended March 31, 2025.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) and Section 134(3)(a) of the Act, read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return has been uploaded on the Company's website under the web link of www.birlacotsyn.com.

DISCLOSURE OF CHANGE IN NATURE OF BUSINESS:

The Company is engaged in the business of Textile Production. There has been no change in the business of the Company during the financial year ended 31st March, 2025.

DISCLOSURE RELATING TO AMOUNTS IF ANY, WHICH IS PROPOSED TO CARRY TO ANY RESERVES:

In view of current year loss, your directors regret their inability to carry any amount as reserves for the financial year under review.

DISCLOSURES RELATING TO AMOUNT TO BE RECOMMENDED TO BE PAID AS DIVIDEND:

The Board of Directors of your Company, after considering holistically the relevant circumstances has decided that it would be prudent, not to recommend any Dividend for the year under review.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Since there was no unpaid/unclaimed Dividend in the books or any Unpaid Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply to your Company.

MATERIAL CHANGES AND COMMITMENTS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

The following material changes occurred subsequent to the close of the financial year of the company to which the financial statements relate and the date of the report.

- a. The Company was admitted into Corporate Insolvency Resolution Process ('CIRP') under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Mumbai Bench of Hon'ble National Company Law Tribunal ("Hon'ble NCLT") vide order dated November 20, 2018. Thereafter, the Hon'ble NCLT passed an order dated September 24, 2019 commencing liquidation of the Company wherein Mr. Anil Goel (IBBI Registration No. IBBI/ IPA – 001/ IP – P00118/ 2017-2018/ 10253) was appointed as the Liquidator of the Company to oversee the same in accordance with the provisions of IBC, 2016 and the relevant regulations thereunder.
- b. Thereafter, pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between ("Approved Scheme"/ "Scheme") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") and the Company and its creditors and shareholders was presented before the Hon'ble NCLT and the same was approved by the Hon'ble NCLT vide its order dated January 09, 2025 ("Order"). The order was uploaded on the Hon'ble NCLT Website dated January 14, 2025.

Further, the Company had duly filed the Order of the Hon'ble NCLT and the Approved Scheme with the Registrar of Companies, Mumbai (being the jurisdictional RoC) via e-form INC-28 dated January 23, 2025 vide SRN: AB2477230 and the Approved Scheme was effective from January 29, 2025 (being the Scheme Effective Date).

Pursuant to sanction of the Composite Scheme of Compromise and Arrangement under Section 230 of the Companies Act, 2013 read with the Insolvency and Bankruptcy Code, 2016, the Corporate Debtor shall stand revived on a 'clean slate' basis, whereby all claims, liabilities, demands and proceedings against the Corporate Debtor, not forming part of the sanctioned Scheme, shall stand extinguished and no person shall be entitled to initiate or continue any action in respect thereof. The said protection is in consonance with the doctrine of *clean slate* as propounded by the Hon'ble Supreme Court in *Arun Kumar Jagatramka v. Jindal Steel and Power Ltd.* [(2021) 7 SCC 474] and *Ghanshyam Mishra & Sons Pvt. Ltd. v. Edelweiss Asset Reconstruction Co. Ltd.* [(2021) 9 SCC 657], ensuring that the Acquirers step in as new promoters free from past encumbrances, while all pending investigations, prosecutions and proceedings against the erstwhile promoters and management shall continue unaffected in terms of Section 32A of the IBC, 2016."

- c. It is pertinent to note that, Hon'ble NCLAT vide its judgement dated August 20, 2024 in the Company's case concluded that the Approved Scheme is in similar continuum as a restructuring proposal by way of a resolution plan under Section 31 of the IBC.
- d. Further, upon the Scheme coming into Effect, the Board has been reconstituted pursuant to the Approved Scheme and the new management is in the process to ensure the compliance to the extent possible required for the Company to continue its active status with the MCA.
- e. In view of the above, and the relaxation provided vide Circular referred above read with the judgement in the Company's case held by NCLAT, the Company deems to avail the benefit of the Circular during its restructuring period.
- f. Pursuant to Clause 5.1 of Part II (Details of the Business Plan for Revival of the Company) of the Scheme, a Monitoring Committee has been constituted comprising of 1 representative of the Acquirer; 1 representative of the Secured Financial Creditors, and the current Liquidator appointed for the Company, as below, which are responsible for supervision and implementation of the Scheme.

Sr. No.	Name of member	Position in the Committee
1.	Mr. Anil Goel (Erstwhile Liquidator of the Company)	Chairperson
2.	Mr. Nikhil Jain (Representative of Acquirer)	Member
3.	Edelweiss Asset Reconstruction Company Limited (Representative of Secured Financial Creditors)	Member

Following summary has been extracted from the order approved by the Hon'ble NCLT Mumbai Bench:

i) **Reconstitution of the Board of Directors:**

As per the Hon'ble NCLT order dated 09th January, 2025 Monitoring Committee has been constituted for the implementation of the approved scheme/resolution plan. In the Monitoring Committee meeting of the company held on 10th February, 2025 Board of Directors of the Company has been reconstituted as follows:

Sr. No	Name of Directors	DIN	Category
1	Akhil Jain	03296467	Managing Director
2	Sheela Jain	02553215	Non-Executive- Non-Independent Director
3	Pradip Kumar Das	06593113	Non-Executive- Independent Director
4	Subhash Chandra Varshney	08657452	Non-Executive- Independent Director
5	Umang Pinakin Mehta	10920337	Non-Executive- Independent Director

ii) **Designation of the Successful Acquirers as the new promoters pursuant to the Composite Scheme of Compromise and Arrangement:**

As per Hon'ble NCLT had approved the Composite Scheme of Compromise and Arrangement between ("Approved Scheme"/ "Scheme") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") vide order dated 09th January, 2025 and pursuant to which they have appointed as the new promoters of the company. The list of the new promoters as per the approved Composite Scheme of Compromise and Arrangement.

Sr. No	Name	Category
1	Nikhil Jain	Promoter
2	Rohstoffee International Private Limited	Promoter
3	Wendt Finance Private Limited	Promoter
4	Akhil Jain	Promoter
5	Sheela Jain	Promoter
6	Priyanka Jain	Promoter
7	Sonal Jain	Promoter



iii) **Reduction of Paid-up share capital of the Company:**

As per Hon'ble NCLT had approved the Composite Scheme of Compromise and Arrangement between ("Approved Scheme"/ "Scheme") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") vide order dated 09th January, 2025, for Reduction in the following manner of equity shares held as on March 07, 2025 (being the "Record Date"):

- a) Entire shareholding of Promoter & Promoter Group (being the erstwhile Promoters) in the Company consisting of 48,60,83,760 (Forty Eight Crores Sixty Lakhs Eighty Three Thousand Seven Hundred Sixty) equity shares of INR 1 (Indian Rupee One only) each aggregating to INR 48,60,83,760 (Indian Rupees Forty Eight Crores Sixty Lakhs Eighty Three Thousand Seven Hundred Sixty only) issued; subscribed and paid up share capital as on Record Date shall be reduced, cancelled and extinguished without any payment; and
- b) Shareholding of persons other than Promoter & Promoter Group ("Public Shareholders") shall be cancelled and extinguished without any payment in the manner provided hereinbelow:
 - Public Shareholders would continue to own 1 equity share in the Company for every 153 existing equity shares held by the respective Public Shareholder as on the Record Date and any fractional share shall be ignored ("Continuing Public Shareholding"); and
 - Balance equity shares (i.e., equity shares over and above Continuing Public Shareholding) held by Public Shareholders shall be annulled, cancelled and extinguished.

i.e Cancellation and extinguishment of 2,20,04,86,690 (Two Hundred and Twenty Crores Four Lakhs Eighty Six Thousand Six Hundred Ninety) equity shares having face value of INR 1 (Indian Rupees One only) each aggregating to INR 2,20,04,86,690 (Indian Rupees Two Hundred and Twenty Crores Four Lakhs Eighty Six Thousand Six Hundred Ninety only) issued; subscribed and paid up share capital as on Record Date held by Public Shareholders. Public Shareholders would continue to hold 1,43,39,940 (One Crore Forty Three Lakhs Thirty Nine Thousand Nine Hundred Forty) equity shares having face value of INR 1 (Indian Rupee One only) each constituting INR 1,43,39,940 (Indian Rupees One Crore Forty Three Lakhs Thirty Nine Thousand Nine Hundred Forty only) of the issued; subscribed and paid up share capital of the Company.

iv) **Infusion of Fresh Funds of Rs. 25,00,00,000/- by New Promoters against issue of 25,00,00,000 equity shares of Rs.1/- each at par to the New Promoters:**

- a. Issuance and allotment of 19,00,00,000 (Nineteen Crores) equity shares having face value of INR 1 (Indian Rupee One only) each of the Company at par on preferential basis by way of a private placement to the Acquirers and others;
- b. Issuance and allotment of 6,00,00,000 (Six Crores) equity shares having face value of INR 1 (Indian Rupee One only) each pursuant to conversion of convertible loan (received towards Earnest Money Deposit and Performance Security) to Wendt Finance Private Limited pursuant to the Approved Scheme.

v) **Payment to Creditors:**

As per the scheme of compromise and arrangement approved by the Hon'ble NCLT, the new promoters have settled all debts in accordance with the terms of the scheme, and all creditors have been duly paid and settled.

vi) **Payment to Public Deposit Holders:**

The amount being admitted during the period of CIRP for the Public Deposit Holders is being paid as per the approved scheme on the Proportional basis.

vii) **Cessation of the erstwhile Directors of the Company:**

As per the approved scheme of compromise and arrangement by the NCLT, the successful acquirer applicant inducted as the new promoters of the Company and the erstwhile promoters and Directors vacated the office.

Pursuant to the order of the Hon'ble NCLT dated January 09, 2025 the Directors & Key Managerial Personnel (KMP) of the Company were deemed to have resigned/Vacation of the office w.e.f January 29, 2025 as noted in the Meeting of Monitoring Committee held on February 10, 2025.

The List of outgoing Directors & Key Managerial Personnel (KMP) is stated below.

Sr. No	Name of outgoing Directors & KMP	Designation	DIN/PAN
1	Satya Kishore Mathur	Manager	ACKPM7620C
2	Rakesh Kumar Dixit	Non-Executive Non-Independent Director	06655663
3	Satyanarayan Ganeshlal Baheti	Independent Director	06933453
4	Ritesh Ramesh Joshi	Independent Director	07545241
5	Deepti Jain	Independent Director	08076387
6	Vipin Dilip Kumar Varkhawat	Chief Financial Officer	AHEPV5267H
7	Vineeta Nandan Agarwal	Company Secretary & Compliance Officer	DTUPS4020N

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

1. BSE has raised a fine for the Non- Compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period of CIRP & Liquidation.
2. The Company was admitted into Corporate Insolvency Resolution Process ('CIRP') under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Mumbai Bench of Hon'ble National Company Law Tribunal ("Hon'ble NCLT") vide order dated November 20, 2018. Thereafter, the Hon'ble NCLT passed an order dated September 24, 2019 commencing liquidation of the Company wherein Mr. Anil Goel (IBBI Registration No. IBBI/ IPA – 001/ IP – P00118/ 2017-2018/ 10253) was appointed as the Liquidator of the Company to oversee the same in accordance with the provisions of IBC, 2016 and the relevant regulations thereunder.

Thereafter, pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between ("Approved Scheme"/ "Scheme") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") and the Company and its creditors and shareholders was presented before the Hon'ble NCLT and the same was approved by the Hon'ble NCLT vide its order dated January 09, 2025 ("Order"). The order was uploaded on the Hon'ble NCLT Website dated January 14, 2025.

Pursuant to sanction of the Composite Scheme of Compromise and Arrangement under Section 230 of the Companies Act, 2013 read with the Insolvency and Bankruptcy Code, 2016, the Corporate Debtor shall stand revived on a 'clean slate' basis, whereby all claims, liabilities, demands and proceedings against the Corporate Debtor, not forming part of the sanctioned Scheme, shall stand extinguished and no person shall be entitled to initiate or continue any action in respect thereof. The said protection is in consonance with the doctrine of *clean slate* as propounded by the Hon'ble Supreme Court in *Arun Kumar Jagatramka v. Jindal Steel and Power Ltd.* [(2021) 7 SCC 474] and *Ghanshyam Mishra & Sons Pvt. Ltd. v. Edelweiss Asset Reconstruction Co. Ltd.* [(2021) 9 SCC 657], ensuring that the Acquirers step in as new promoters free from past encumbrances, while all pending investigations, prosecutions and proceedings against the erstwhile promoters and management shall continue unaffected in terms of Section 32A of the IBC, 2016."

3. Pursuant to the Scheme of Compromise and Arrangement approved by the Hon'ble NCLT, Mumbai Bench vide order dated January 09, 2025, the Company became liable to pay the listing fees to BSE for the period from January 09, 2025 to March 31, 2025. However, as no invoice for listing fees pertaining to FY 2024-25 was received from the Stock Exchange, no payment was made towards the same. A detailed explanation in this regard has already been provided in the Corporate Governance Report.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company does not have any Joint Ventures or Associate Company and hence doesn't require any reporting for the same, However the Company has a foreign wholly owned subsidiary and details of which is given in "Annexure I".

FIXED DEPOSITS:

The details relating to deposits covered under Chapter V of the Act are stated below.

- (a) During the financial year under review the Company has not accepted any fresh deposits.
- (b) During the year under review, the default in the payment pf principal amount and interest on deposits received from the public has been repaid as per the approved scheme of compromise & arrangement as per the order dated 09th January, 2025 by Hon'ble NCLT Mumbai Bench.

STATUTORY AUDITORS:

The tenure of M/s. PSV Jain & Co. Chartered Accountant (Firm Registration No. 131505W) Statutory Auditors of the Company expires at the ensuing Annual General Meeting (AGM), the Board of Directors upon the recommendation of the Audit Committee recommends the appointments of M/s. Jain Kothari & Co. (Firm Registration No. 022340C) as the Statutory Auditors of the Company to hold the office from the conclusion of 83rd Annual General Meeting (AGM) until the Conclusion 88th Annual General Meeting (AGM) subject to the approval of Shareholders at ensuing AGM.

AUDITOR'S REPORT:

The Auditors have audited the standalone and consolidated financial statements of the Company for the financial year ended 31st march 2025 and no fraud has been reported by the Auditors under Section 143 (12) of the Companies Act, 2013 requiring disclosure in the Board's Report.

SECRETARIAL AUDITOR AND ITS REPORT:

Pursuant to the provisions of section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed M/s. Vijay S. Tiwari & Associates, Practicing Company Secretary Firm to undertake the Secretarial Audit of the Company for the FY 2024-25. The Report of the Secretarial Audit Report is annexed herewith as "Annexure III"

COMPLIANCE WITH THE PROVISION OF SECRETARIAL STANDARDS:

The company has deployed proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by the Institute of Company secretaries of India.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Social Welfare Activities has been an integral part of the Company since inception. The Company is committed to fulfil its social responsibility as a good corporate citizen. The Companies Act, 2013, pursuant to the provision of Section 135, has laid down the requirement for constitution of Corporate Social Responsibility Committee, which shall be responsible for laying down the CSR Policy, to a certain class or classes of Companies. However, our Company does not fall under the requisite criteria and thus the compliance with the relevant provision of the Companies Act, 2013 is not applicable.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNELS WHO WERE APPOINTED OR RESIGNED DURING THE YEAR AND AFTER THE CLOSING OF FINANCIAL YEAR:

Appointment & Resignation During the Financial Year 2024-25

Name of Directors/KMP	Designation	Appointment/Resignation	Date
Mr. Akhil Jain	Managing Director	Appointment	10.02.2025
Mrs. Sheela Jain	Non-Executive Director	Appointment	10.02.2025
Mr. Pradip Kumar Das	Independent Director	Appointment	10.02.2025
Mr. Subhash Chandra Varshney	Independent Director	Appointment	10.02.2025
Mr. Umang Pinakin Mehta	Independent Director	Appointment	10.02.2025

Mr. Satya Kishore Mathur	Manager	Deemed Resignation/ Vacation of office	29.01.2025
Mr. Rakesh Kumar Dixit	Non-Executive Director	Deemed Resignation/ Vacation of office	29.01.2025
Mr. Satyanarayan Ganeshlal Baheti	Independent Director	Deemed Resignation/ Vacation of office	29.01.2025
Mr. Ritesh Ramesh Joshi	Independent Director	Deemed Resignation/ Vacation of office	29.01.2025
Ms. Deepti Jain	Independent Director	Deemed Resignation/ Vacation of office	29.01.2025
Mr. Vipin Dilip Kumar Varkhawat	Chief Financial Officer	Deemed Resignation/ Vacation of office	29.01.2025
Ms. Vineeta Nandan Agarwal	Company Secretary & Compliance Officer	Deemed Resignation/ Vacation of office	29.01.2025

*The appointment and resignation were subsequently ratified by the Monitoring Committee at their meeting held on February 10, 2025. Pursuant to the implementation of the approved scheme of Compromise & Arrangement (“**Approved Scheme**”/ “**Scheme**”) the existing Board of Directors (Comprising of Shri Satya Kishore Mathur) are deemed to have vacated.

The reconstituted Board of Directors at their meeting held on February 10, 2025 appointment of Shri Akhil Jain as the Managing Director of the Company (Key Managerial Personnel under the Companies Act, 2013)

Appointment & Resignation after the Closure of Financial Year 2024-25

Name of Directors/KMP	Designation	Appointment/Resignation	Date
Mr. Harish Kumar Pareek	Chief Financial Officer	Appointment	19.04.2025
Mr. Gaurav Anand	Company Secretary & Compliance Officer	Appointment	19.04.2025

NAME OF THE DIRECTORS RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING AND WHETHER OR NOT THEY OFFER THEMSELVES FOR RE-APPOINTMENT:

The Board has been reconstituted pursuant to the implementation of the approved scheme of compromise and arrangement with effect from February 05, 2025 with constitution of Monitoring committee for implementation of the scheme of compromise and arrangement and accordingly the captioned details are not applicable.

BOARD /LIQUIDATOR MEETINGS HELD DURING THE YEAR

As after the approval of Composite Scheme of Compromise and Arrangement between (“Approved Scheme”/ “Scheme”) Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as “Acquirer”) by the Hon’ble NCLT Mumbai Bench viz order dated 09th January, 2025. Pursuant to Clause 5.1 of Part II (Details of the Business Plan for Revival of the Company) of the Scheme, a Monitoring Committee has been constituted comprising of 1 representative of the Acquirer; 1 representative of the Secured Financial Creditors, and the current Liquidator appointed for the Company, as below, which are responsible for supervision and implementation of the Scheme.

The Monitoring Committee (MC) of BCIL reconstituted the Board on February 10, 2025 and a meeting of the reconstituted Board of Directors was held on March 03, 2025 to take charge of the affairs of the Company. The powers of the Board of Directors of BCIL vested back to the reconstituted Board from the Monitoring Committee. The details of the Monitoring Committee meeting held during the FY 2024-25 are furnished in the Corporate Governance Report (**Annexure- IV**) forming part of this report.

ANNUAL EVALUTION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

During the Fiscal, CIRP & Liquidation was at the helm of affairs of your Company and powers of the Board vested with him. Also, the strength of the Board was Five throughout the year till the end of CIRP & Liquidation period.

Pursuant to the reconstitution of the Board on February 10, 2025 by Monitoring Committee (MC) of your Company, the powers of the Board of Directors stood vested back on this day. Accordingly, the Annual evaluation of Board, its committees and individual directors s required under Section 134 (p) does not arise and may be construed as not applicable.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Members may kindly note that during the period of CIRP and Liquidation i.e

- (1) The Company was admitted into Corporate Insolvency Resolution Process ('CIRP') under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Mumbai Bench of Hon'ble National Company Law Tribunal ("Hon'ble NCLT") vide order dated November 20, 2018. Thereafter, the Hon'ble NCLT passed an order dated September 24, 2019 commencing liquidation of the Company wherein Mr. Anil Goel (IBBI Registration No. IBBI/ IPA – 001/ IP – P00118/ 2017-2018/ 10253) was appointed as the Liquidator of the Company to oversee the same in accordance with the provisions of IBC, 2016 and the relevant regulations thereunder.
- (2) Thereafter, pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between ("Approved Scheme"/ "Scheme") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") and the Company and its creditors and shareholders was presented before the Hon'ble NCLT and the same was approved by the Hon'ble NCLT vide its order dated January 09, 2025 ("Order").

Further, the Company had duly filed the Order of the Hon'ble NCLT and the Approved Scheme with the Registrar of Companies, Mumbai (being the jurisdictional RoC) via e-form INC-28 dated January 23, 2025 vide SRN: AB2477230 and the Approved Scheme was effective from January 29, 2025 (being the Scheme Effective Date).

The Resolution Professional/ Committee of Creditors/ Liquidator/ Monitoring Committee were entrusted with the management of the affairs of the Company.

The reconstituted Board is submitting this report and is not to be considered responsible to discharge fiduciary duties with respect to the oversight on financial and operational health of the Company and performance of the management for the period prior and till the time and date of reconstitution (February 10, 2025) of the Board.

Accordingly, pursuant to Section 134(5) of the Companies Act 2013, the Board (based on the knowledge/ information gained by them about the affairs of the Company in a limited period of time and based on the understanding of the then existing processes of the Company) and to the best of their knowledge state:

- a) that in the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) that Board has continued with such accounting policies as were adopted, made judgments and estimates that are reasonable and prudent so as to give a reasonably true and fair view of the state of affairs of the Company at the end of the financial year ended March 31, 2020 and of the profit or loss of the Company for that period;
- c) that the annual accounts for the financial year ended March 31, 2025 have been prepared on a going concern basis as explained herein above in the preamble;
- d) that proper systems which have been devised to ensure compliance with the provisions of applicable laws are adequate and operating;
- e) that Internal financial controls which were laid down and followed by the company on the date of reconstitution of the Board, along with the necessary steps and changes in the Management Structure that have been taken to improve the internal financial controls during CIRP & Liquidation period are operating effectively; and
- f) that proper and sufficient care has been taken care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.

PARTICULARS OF EMPLOYEES AND REMUNERATION:

The information as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in "Annexure II" to this report.

RELATED PARTY TRANSACTION

In accordance with the provisions of Section 188 of the Companies Act, 2013 and rules made there under, all related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business, the details of which are included in the notes forming part of the financial statements. There were no materially significant related party transactions which may have a potential conflict with the interests of the Company at large. Accordingly, information in Form AOC-2 is not required.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the year under review, the Company has not given loans, guarantees, or investment under Section 186 of the Companies Act, 2013. The details of the investments made by the Company are provided in the accompanying financial statements.

COMMITTEE OF THE BOARD:

The Company has three Board Committee as on March 31, 2025 which were reconstituted under the new management by the Board at the Board Meeting held on 03rd March, 2025 as during the CIRP & Liquidation previous board was suspended.

- a) Audit Committee.
- b) Nomination & Remuneration Committee.
- c) Stakeholders Relationship Committee.

During the year, all recommendations made by the committees were approved by the Board.

Details of all the committees along with their main terms, composition and meetings held during the year under review are provided in the Report on Corporate Governance, a part of this Annual Report.

NOMINATION AND REMUNERATION POLICY:

The Board of Directors under the new management after the implementation of approved scheme of compromise and arrangement has framed a policy which lays down a framework in relation to appointment and remuneration of Directors, Key Managerial Personnel, Senior Management, and other employees of the Company ("Policy"). The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non- executive Directors (by way of sitting fees and commission), Key Managerial Personnel, Senior Management and other employees. The Policy also provides the criteria for determining qualifications, positive attributes and independence of Director and criteria for appointment of Key Managerial Personnel/Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors whilst taking a decision on the potential candidates.

The salient features of the Nomination and Remuneration Policy of the Company are outlined in the Corporate Governance Report which forms part of this Annual Report. The Policy is also available on the website of the Company at www.birlacotsyn.com

WHISTLE BLOWER POLICY:

As per the provisions of Section 177(9) and (10) of the Act and Regulation 22 of the Listing Regulations, the Company under the new management after the implementation of approved scheme of compromise and arrangement has adopted a Whistle Blower Policy for establishing a vigil mechanism for Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and provide adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in appropriate or exceptional cases. The said policy has been hosted on the Company's website at www.birlacotsyn.com

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

Details regarding Energy Conservation: Since the Company was under the process of the CIRP & Liquidation, which should furnish this information, the question of furnishing the same does not arise.

Details regarding Technology Absorption: Company is not involved into any kind of manufacturing activities. Therefore, no technology absorption is required.

Details regarding Foreign Exchange Earnings and Outgo: There have been neither any earnings nor outgoing of foreign exchange during the year under review.



SIGNICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:

There have been no significant nor material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations except for the Orders passed by the **Hon'ble NCLT, Mumbai Bench, & NCLAT Delhi Bench** of India as follows.

1. The Company was admitted into Corporate Insolvency Resolution Process ('CIRP') under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Mumbai Bench of Hon'ble National Company Law Tribunal ("Hon'ble NCLT") vide order dated November 20, 2018. Thereafter, the Hon'ble NCLT passed an order dated September 24, 2019 commencing liquidation of the Company wherein Mr. Anil Goel (IBBI Registration No. IBBI/ IPA – 001/ IP – P00118/ 2017-2018/ 10253) was appointed as the Liquidator of the Company to oversee the same in accordance with the provisions of IBC, 2016 and the relevant regulations thereunder.

Thereafter, pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between ("**Approved Scheme**")/ ("**Scheme**") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") and the Company and its creditors and shareholders was presented before the Hon'ble NCLT and the same was approved by the Hon'ble NCLT vide its order dated January 09, 2025 ("Order"). The order was uploaded on the Hon'ble NCLT Website dated January 14, 2025.

2. It is pertinent to note that, Hon'ble NCLAT vide its judgement dated August 20, 2024 in the Company's case concluded that the Approved Scheme is in similar continuum as a restructuring proposal by way of a resolution plan under Section 31 of the IBC.
3. Pursuant to sanction of the Composite Scheme of Compromise and Arrangement under Section 230 of the Companies Act, 2013 read with the Insolvency and Bankruptcy Code, 2016, the Corporate Debtor shall stand revived on a 'clean slate' basis, whereby all claims, liabilities, demands and proceedings against the Corporate Debtor, not forming part of the sanctioned Scheme, shall stand extinguished and no person shall be entitled to initiate or continue any action in respect thereof. The said protection is in consonance with the doctrine of *clean slate* as propounded by the Hon'ble Supreme Court in *Arun Kumar Jagatramka v. Jindal Steel and Power Ltd.* [(2021) 7 SCC 474] and *Ghanshyam Mishra & Sons Pvt. Ltd. v. Edelweiss Asset Reconstruction Co. Ltd.* [(2021) 9 SCC 657], ensuring that the Acquirers step in as new promoters free from past encumbrances, while all pending investigations, prosecutions and proceedings against the erstwhile promoters and management shall continue unaffected in terms of Section 32A of the IBC, 2016."

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

The company was admitted into Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Mumbai Bench of Hon'ble National Company Law Tribunal ("Hon'ble NCLT") vide order dated November 20, 2018. Thereafter, the Hon'ble NCLT passed an order dated September 24, 2019 commencing liquidation of the Company. Thereafter pursuant to Section 230, Section 66 and other applicable provisions under Companies Act, 2013 read with IBC 2016 and its related regulations, a composite Scheme of Compromise and Arrangement approved by the Hon'ble NCLT vide its order dated January 9, 2025 ("Order").

During the year under review, the Company did not have a policy on the Prevention of Sexual Harassment (POSH) as the Board of Directors stood suspended and the Company remained non-operational. Accordingly, no complaints pertaining to sexual harassment were reported during the financial year 2024-25.

COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:

The company was admitted into Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") before the Mumbai Bench of Hon'ble National Company Law Tribunal ("Hon'ble NCLT") vide order dated November 20, 2018. Thereafter, the Hon'ble NCLT passed an order dated September 24, 2019 commencing liquidation of the Company. Thereafter pursuant to Section 230, Section 66 and other applicable provisions under Companies Act, 2013 read with IBC 2016 and its related regulations, a composite Scheme of Compromise and Arrangement approved by the Hon'ble NCLT vide its order dated January 9, 2025 ("Order").

During the year under review, the Company remained non-operational and did not have any women employees on its rolls. Accordingly, the provisions of the Maternity Benefit Act, 1961 were not applicable to the Company during the financial year 2024-25.

SUSPENSION OF TRADING:

The details pertaining to suspension of trading in shares of the Company during the reporting period are disclosed in the Corporate Governance report annexed to this report.

MANAGEMENT DISCUSSION AND ANALYSIS:

As per the requirements of Regulation 34(2)(e) read with schedule V of the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015, the Management Discussion and Analysis of the events, which have taken place and the conditions prevailed, during the period under review, are enclosed in **"Annexure-V"** to this report.

ACKNOWLEDGEMENTS:

The Board is grateful and thankful to all the Banks, Financial Institutions both in public sector and in private sector who have fully supported your Company's initiatives during the CIRP & Liquidation period and for their wholehearted mandate for approving a Composite Scheme of Compromise and Arrangement (**"Approved Scheme"** / **"Scheme"**) and for the revival of your Company's businesses.

The Board and the Management acknowledge and are thankful to the employees who stayed with the Company during the CIRP & Liquidation period and for their contributions.

**By order of the Board of Directors
For, Birla Cotsyn (India) Limited**

Sd/-

Akhil Jain
Managing Director
DIN: 03296467

Sd/-

Sheela Jain
Director
DIN: 02553215

Date: 01.09.2025
Place: Mumbai

ANNEXURE-I

Form AOC-1

(Pursuant to first proviso to Section 129(3) read with rule 5 of Companies (Accounts) Rule, 2014)

Statement containing Salient Features of the Financial Statement of subsidiaries/associate companies/ joint ventures.

Part A Subsidiaries

(Information in respect of subsidiary to be presented with amount in Rs.)

Sl. No	Details	Subsidiary
1	Name of Subsidiary	Birla Cotsyn (India) FZE
2	The date since when subsidiary was acquired	December 08, 2010
3	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period:	-
4	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries:	-
5	Total Obligation of Contribution/ Paid up Capital	8,14,065
6	Reserve & Surplus	-
7	Total Assets	2,35,75,00,561
8	Total Liabilities	2,35,75,00,561
9	Investments	-
10	Turnover/ Other Income	-
11	Profit Before Taxation	-
12	Provision for Taxation	-
13	Profit After Taxation	-
14	Proposed Dividend	-
15	Extent of Shareholding (in percentage)	100%

NOTE:

The Holding Company was admitted into the Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC"), pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") dated November 20, 2018. Subsequently, the Hon'ble NCLT, vide its order dated September 24, 2019, directed the commencement of liquidation proceedings against the Company. Thereafter, in terms of Section 230, Section 66, and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and the allied regulations, a Composite Scheme of Compromise and Arrangement was approved by the Hon'ble NCLT vide its order dated January 9, 2025 ("Order").

During the period of CIRP and liquidation, the Company's Wholly Owned Subsidiary, Birla Cotsyn (India) Limited FZE, incorporated on December 08, 2010 in Hamriyah Free Zone, Sharjah, United Arab Emirates, under Trade Licence No. 7203 issued by the Hamriyah Free Zone Authority, did not acquire any assets and had no business operations, as the holding company was under CIRP and liquidation. Accordingly, the new management has taken a collective decision to close the said Wholly Owned Subsidiary.

ANNEXURE-II

Details of ratio of remuneration of Directors under Section 197(12) of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rule 2014.

a) The ratio of the remuneration of each director to the median remuneration of employees of the company for the financial year;

Name of the Directors	Ratio to Median Remuneration
* Mr. Satya Kishore Mathur, Manager; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Mr. Rakesh Kumar Dixit, Non- Executive Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Mr. Satyanarayan Ganeshlal Baheti, Independent Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Mr. Ritesh Ramesh Joshi, Independent Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Ms. Deepti Jain, Independent Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
Mr. Akhil Jain, Managing Director; Appointed w.e.f 10 th February, 2025	100%
Mrs. Sheela Jain, Non- Executive Director; Appointed w.e.f 10 th February, 2025	NIL
Mr. Pradip Kumar Das, Independent Director; Appointed w.e.f 10 th February, 2025	NIL
Mr. Subhash Chandra Varshaney, Independent Director; Appointed w.e.f 10 th February, 2025	NIL
Mr. Umang Pinakin Mehta, Independent Director; Appointed w.e.f 10 th February, 2025	NIL

b) The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Director, Company Secretary or Manager, if any, in the financial year;

Name of the Directors	Ratio to Median Remuneration
* Mr. Satya Kishore Mathur, Manager; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Mr. Rakesh Kumar Dixit, Non- Executive Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Mr. Satyanarayan Ganeshlal Baheti, Independent Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Mr. Ritesh Ramesh Joshi, Independent Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Ms. Deepti Jain, Independent Director; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Mr. Vipin Dilip Kumar Varkhawat, Chief Financial officer; (Resigned w.e.f 29 th January, 2025)	Not Applicable
* Ms. Vineeta Nandan Agarwal, Company secretary & Compliance Officer; (Resigned w.e.f 29 th January, 2025)	Not Applicable
Mr. Akhil Jain, Managing Director; Appointed w.e.f 10 th February, 2025	100%
Mrs. Sheela Jain, Non- Executive Director; Appointed w.e.f 10 th February, 2025	NIL
Mr. Pradip Kumar Das, Independent Director; Appointed w.e.f 10 th February, 2025	NIL
Mr. Subhash Chandra Varshaney, Independent Director; Appointed w.e.f 10 th February, 2025	NIL
Mr. Umang Pinakin Mehta, Independent Director; Appointed w.e.f 10 th February, 2025	NIL



- a. **NOTE: The Company was admitted into Corporate Insolvency Resolution Process (“CIRP”) under the provisions of the Insolvency and Bankruptcy Code, 2016 (“IBC”) before the Mumbai Bench of Hon’ble National Company Law Tribunal (“Hon’ble NCLT”) vide order dated November 20, 2018. Thereafter, the Hon’ble NCLT passed an order dated September 24, 2019 commencing liquidation of the Company. Thereafter pursuant to Section 230, Section 66 and other applicable provisions under Companies Act, 2013 read with IBC 2016 and its related regulations, a composite Scheme of Compromise and Arrangement approved by the Hon’ble NCLT vide its order dated January 9, 2025 (“Order”). The order was uploaded on the Hon’ble NCLT Website dated January 14, 2025.**

In accordance with the Hon’ble NCLT Order dated January 09, 2025, approving the Composite Scheme of Compromise and Arrangement Clause 3.1 of part II (Details of the Business plan for Revival of the Company) states- *Immediately on and from the Scheme Effective Date, the Acquirer proposes a reconstitution of the Board of the Company (“Reconstituted Board”)* accordingly all the existing directors along with the KMP of the Company is considered to have resigned as of the Scheme Effective Date, i.e., January 29, 2025. Further a reconstitution of the Board of the Company (“Reconstituted Board”) the new board was reconstituted dated 10th February, 2025.

- c) The percentage increase in the median remuneration of employees in the financial year: **NIL**
- d) The number of permanent employees on the rolls of the Company as on 31st March, 2025: **five (05)**
- e) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and Justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration: **NIL**
- f) The key parameters for any variable component of remuneration availed by the directors;
There are no variable components of salary paid in 2024-25 linked with the performance of the Company for the said managerial personnel as the previous board of directors of the company during the period of CIRP & Liquidation were suspended.

ANNEXURE-III
FORM NO. MR-3
Annexure A to Board's Report
Secretarial Audit Report
For the period April 1, 2024 to March 31, 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Board of Directors
Birla Cotsyn (India) Limited
1105, Regent Chamber, J B Marg, Nariman Point,
Mumbai-400021

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **Birla Cotsyn (India) 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 our opinion thereon.

Based on our verification of the books, papers, minutes 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 ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- i. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Birla Cotsyn (India) Limited** ("The Company") for the period ended on March 31, 2025 according to the provisions of:
 - I. The Companies Act, 2013 (the Act) and the Rules made there under;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye laws framed there under;
 - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during Audit Period).
 - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not Applicable to the Company during Audit Period)
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not Applicable to the Company during Audit Period) and
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during Audit Period);
 - g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
 - h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the financial year under review

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchanges.

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



- i. *Company has not maintaining SDD Compliance.*
- ii. *The Company is required to submit Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 within 7 working days from the end of each financial year. However, the Company has not submitted Regulation 30(1) and 30(2) to the stock exchange.*
- iii. *The Company has not filled Quarterly Compliances for financial year 2024-2025 as per SEBI (LODR) Regulation.*
- iv. *Company has not maintaining the Website of the company.*
- v. *The Company was admitted into Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), by the Hon'ble National Company Law Tribunal, Mumbai Bench (Hon'ble NCLT), vide order dated November 20, 2018. Subsequently, the Hon'ble NCLT passed an order dated September 24, 2019, initiating the Liquidation of the Company.*

Thereafter, in accordance with Section 230, Section 66, and other applicable provisions of the Companies Act, 2013, read with the relevant provisions of the IBC and related regulations, a Composite Scheme of Compromise and Arrangement was proposed and duly approved by the Hon'ble NCLT vide its order dated January 9, 2025 ("Order").

During the period of CIRP and Liquidation, the powers of the Board of Directors remained suspended in accordance with the IBC, and as a result, the Company was unable to convene the Annual General Meeting (AGM) for the financial year 2023-24.

In view of the Company's ongoing efforts to regularize its operations and ensure compliance with applicable statutory and regulatory provisions, especially in relation to the proposed revocation of suspension from the BSE Listing Portal, it is imperative to undertake and complete all pending statutory compliances. These steps are essential to ensure the reinstatement of good corporate standing and full regulatory conformity going forward.

We further report that during the audit period, there were no instances of:

- Public/Right/Preferential Issue of Shares/Debentures/Sweat Equity, etc
- Redemption/Buy Back of Securities.
- Merger/Amalgamation/Reconstruction. etc
- Foreign technical Collaborations

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.

This report is to be read with our letter of even date which is annexed as 'Annexure-A-1' and form an integral part of this report.

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.

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.

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.

Vijay S. Tiwari & Associates
Practicing Company Secretary

Vijaykumar S. Tiwari
M No. 33084
CP No. 12220
UDIN: A033084G001097279
Peer Review Certificate: 1679/2022

Date: 28.08.2025

Place: Mumbai

Annexure A

To,
The Board of Directors
Birla Cotsyn (India) Limited
1105, Regent Chamber, J B Marg, Nariman Point,
Mumbai-400021

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

Managerial Responsibility

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our Responsibility is to express an opinion on this Secretarial based on our audit.

Auditors Responsibility

1. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
2. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The Compliances of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Vijay S. Tiwari & Associates
Practicing Company Secretary

Vijaykumar S. Tiwari
M No. 33084
CP No. 12220
UDIN: A033084G001097279
Peer Review Certificate: 1679/2022

Date: 28.08.2025
Place: Mumbai



ANNEXURE-IV

CORPORATE GOVERNANCE REPORT

CORPORATE INSOLVENCY RESOLUTION PROCESS & LIQUIDATION:

The Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, had admitted a petition filed by M/s. Edelweiss Asset Reconstruction Company Limited in its capacity as Secured Creditors under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) ("Code") for initiation of Corporate Insolvency Resolution Process ("CIRP") for Birla Cotsyn (India) Limited ("the Company") Smt. Sujata Chattopadhyay (IP Registration No. IBBI/PA-003/IP-N00044/2017-18/10353) was appointed as the Interim Resolution Professional ("IRP") to carry out the functions under the IBC, 2016. Pursuant to the constitution of Committee of Creditors ("CoC") deliberations ensued in furtherance of a Resolution Plan, but to no avail. The CoC, in its Fifteenth Meeting dated 16.08.2019, passed a resolution seeking initiation of the Liquidation Process of the Corporate Debtor, with a voting share of 91.24%. Accordingly, an application for initiation of Liquidation Process came to be filed before this Tribunal, which was admitted vide Order dated 24.09.2019. Shri. Anil Goel (i.e. *Petitioner in the captioned Company Scheme Petition*) was thereafter appointed as the Liquidator of the Corporate Debtor to oversee the same in accordance with the provisions of IBC, 2016 and the relevant Regulations.

Thereafter, pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between ("**Approved Scheme**" / "**Scheme**") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") and the Company and its creditors and shareholders was presented before the Hon'ble NCLT and the same was approved by the Hon'ble NCLT vide its order dated January 09, 2025 ("Order"). The order was uploaded on the Hon'ble NCLT Website dated January 14, 2025.

Further, the Company had duly filed the Order of the Hon'ble NCLT and the Approved Scheme with the Registrar of Companies, Mumbai (being the jurisdictional RoC) via e-form INC-28 dated January 23, 2025 vide SRN: AB2477230 and the Approved Scheme was effective from January 29, 2025 (being the Scheme Effective Date).

Pursuant to sanction of the Composite Scheme of Compromise and Arrangement under Section 230 of the Companies Act, 2013 read with the Insolvency and Bankruptcy Code, 2016, the Corporate Debtor shall stand revived on a 'clean slate' basis, whereby all claims, liabilities, demands and proceedings against the Corporate Debtor, not forming part of the sanctioned Scheme, shall stand extinguished and no person shall be entitled to initiate or continue any action in respect thereof. The said protection is in consonance with the doctrine of *clean slate* as propounded by the Hon'ble Supreme Court in *Arun Kumar Jagatramka v. Jindal Steel and Power Ltd.* [(2021) 7 SCC 474] and *Ghanshyam Mishra & Sons Pvt. Ltd. v. Edelweiss Asset Reconstruction Co. Ltd.* [(2021) 9 SCC 657], ensuring that the Acquirers step in as new promoters free from past encumbrances, while all pending investigations, prosecutions and proceedings against the erstwhile promoters and management shall continue unaffected in terms of Section 32A of the IBC, 2016."

It is pertinent to note that, Hon'ble NCLAT vide its judgement dated August 20, 2024 in the Company's case concluded that the Approved Scheme is in similar continuum as a restructuring proposal by way of a resolution plan under Section 31 of the IBC.

Further, upon the Scheme coming into Effect, the Board has been reconstituted pursuant to the Approved Scheme and the new management is in the process to ensure the compliance to the extent possible required for the Company to continue its active status with the MCA.

In view of the above, and the relaxation provided vide Circular referred above read with the judgement in the Company's case held by NCLAT, the Company deems to avail the benefit of the Circular during its restructuring period.

Pursuant to Clause 5.1 of Part II (Details of the Business Plan for Revival of the Company) of the Scheme, a Monitoring Committee has been constituted comprising of 1 representative of the Acquirer; 1 representative of the Secured Financial Creditors, and the current Liquidator appointed for the Company, as below, which are responsible for supervision and implementation of the Scheme.

Sr. No.	Name of member	Position in the Committee
1.	Mr. Anil Goel Erstwhile Liquidator of the Company	Chairperson
2.	Mr. Nikhil Jain Representative of Acquirer	Member
3.	Edelweiss Asset Reconstruction Company Limited Representative of Secured Financial Creditors	Member

Pursuant to and in accordance with the implementation of the approved Scheme of Compromise and Arrangement ("**Approved Scheme**" / "**Scheme**"), the existing Board of Directors of the Company (Directors prior to the approval of Scheme of compromise and Arrangement) were deemed to have resigned and the Board has been reconstituted and entrusted with the management of the Company. Accordingly, your company is now a Subsidiary of M/s. Wendt Finance Private limited.

A. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

At Birla Cotsyn, we are committed to practicing good corporate governance norms. Birla Cotsyn believes in adhering to Corporate Governance code to ensure protection of its investor's interest as well as healthy growth of the Company. The philosophy of your Company in relation to Corporate Governance is to achieve and maintain the highest standard of Corporate Governance by providing adequate and timely information to all the shareholders and recognizing the rights of its shareholders and encouraging co-operation between the Company and the stakeholders.

B. BOARD OF DIRECTORS

Composition of Board

During the pendency of CIRP/Liquidation, the power of the Board of Directors of the Company were suspended and all the powers of the Board were instead exercised by the Resolution Professional/ Liquidator Monitoring Committee constituted for the Company. Pursuant to the implementation of the approved Scheme of Compromise and Arrangement, the Board was reconstituted on February 10, 2025.

Pursuant to SEBI Notification no. SEBI/LAD-NRO/GN/2018/21 dated May 31, 2018, the provisions as specified in Regulations 17, 18, 19, 20 and 21 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related to Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee respectively, shall not be applicable in respect of a listed entity which is undergoing CIRP under the Insolvency Code. However, the role and responsibilities of the Board of Directors as specified under Regulation 17 and the role and responsibilities of the Committees as specified under Regulations 18, 19 and 20 shall be fulfilled by the IRP/ RP / Liquidator as authorised by Monitoring Committee in accordance with the provisions of the Insolvency Code.

Pursuant to Hon'ble NCLT Mumbai Bench order dated 09th January, 2025 as per Composite Scheme of Compromise and Arrangement, the Monitoring Committee constituted for the implementation of the Scheme and the Monitoring Committee on February 10, 2025 re-constituted the Board in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 & Companies Act, 2013 appointed Mr. Akhil Jain as Managing Director, Mrs. Sheela Jain as Non-Executive Director, Mr. Pradip Kumar Das as Independent Director, Mr. Subhash Chandra Varshney as Independent Director, & Mr. Umang Pinakin Mehta as Independent Director of the Company. Further with Board Meeting held on 03th March, 2025 the Board of Directors of the Company as per the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Companies Act, 2013 had constituted Audit Committee, Nomination & Remuneration Committee, & Stakeholder Relationship Committee.

The composition of Board and the details of directorship in other Companies and committee positions during the year ended March 31, 2025 are as follows:

S. No	Name(s) of the Director(s)	Category	Number of Directorship held in other ~ Public (listed and unlisted) companies as on March 31, 2025	Number of Board committee positions held in other companies as on March 31, 2025	
				Member	Chairman
1	Mr. Akhil Jain (DIN: 03296467)	Promoter Managing Director	Nil	Nil	Nil
2	Mrs. Sheela Jain (DIN: 02553215)	Promoter Non-Executive Director	Nil	Nil	Nil
3	Mr. Pradip Kumar Das (DIN: 06593113)	Independent Director	4	5	1
4	Mr. Subhash Chandra Varshney (DIN: 08657452)	Independent Director	1	1	1
5	Mr. Umang Pinakin Mehta (DIN: 10920337)	Independent Director	Nil	Nil	Nil

- Directorship does not include Directorship of Private Limited Companies, LLP and Companies incorporated under Section 8 of the Companies Act, 2013.
- As required by Regulation 26 of the SEBI (LODR) Regulations, the disclosure includes Membership/Chairmanship of the Audit committee and Stakeholder relationship Committee across all other Public Limited companies (excluding Birla Cotsyn (India) Limited.



2. BOARD MEETINGS & ATTENDANCE RECORD OF THE DIRECTORS

CIRP and Liquidation process was initiated in respect of the Company under the provisions of the Insolvency and Bankruptcy Code, 2016 by an order of the Hon'ble National Company law Tribunal (NCLT) with effect from November 20, 2018 & September 24, 2019. During the CIRP & Liquidation Period, the powers of the Board of Directors stood suspended and no meeting of the Board of Directors of the Company were held until the Completion of CIRP & Liquidation Process. However, the meetings of the Interim Resolution Professional & liquidator along with the Committee of Creditors were being held in lieu of the Board Meeting.

Pursuant to the implementation of the Scheme of Compromise & Arrangement ("**Approved Scheme**" / "**Scheme**"), the board was reconstituted subject to the approval of the Monitoring Committee on February 10, 2025 and only one Board Meeting was held during the Financial Year 2024-25.

Name(s) of the Director(s)	Number of Board Meetings held during the Financial Year 2024-25 March 31, 2025	Number of the Meetings attended
Mr. Akhil Jain <i>Managing Director</i>	1	1
Mrs. Sheela Jain <i>Non-Executive Director</i>	1	1
Mr. Pradip Kumar Das <i>Independent Director</i>	1	1
Mr. Subhash Chandra Varshney <i>Independent Director</i>	1	1
Mr. Umang Pinakin Mehta <i>Independent Director</i>	1	1

- No leave of absence was granted to any of Directors
- The New Board was constituted on February 10, 2025 pursuant to the implementation of the Scheme of compromise & arrangement.

MEETINGS HELD BY THE LIQUIDATOR:

During the year ended March 31, 2025, pursuant to the commencement of the implementation of the scheme of compromise & arrangement 4 (Four) meetings were convened by the Monitoring Committee.

Sl. No	Date of Meeting	Total Number of members as on the date of the meeting
1	10-02-2025	3
2	12-03-2025	3
3	13-03-2025	3
4	22-03-2025	3

3. BOARD COMMITTEES

The provisions as specified in Regulations 18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable during the CIRP & Liquidation in respect of a listed entity which is undergoing Corporate Insolvency Resolution Process & Liquidation under the Insolvency Code provided that the roles and responsibilities of the committees specified in the respective regulations shall be fulfilled by the Interim Resolution Professional or Resolution Professional / Liquidator.

Pursuant to the approved scheme of compromise & arrangement, the Board was reconstituted by the Monitoring Committee on February 10, 2025. No Committee were constituted with reconstituted Board.

4. AUDIT COMMITTEE

Prior to commencement of the CIRP & Liquidation subject to approval of the scheme of compromise & arrangement, Audit Committee was constituted by the Board of Directors in accordance with the requirement of Section 177 of the companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The provisions as specified in Regulation 18, 19,20, and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable during the CIRP & Liquidation process period.

Pursuant to the implementation of the approved scheme of compromise & arrangement (**“Approved Scheme/Scheme”**) the Audit committee was constituted by the Board of Directors of the Company on March 03, 2025. The Audit Committee constituted by Board of Directors was as follows.

COMPOSITION OF THE AUDIT COMMITTEE

Name of the Committee Members	Category	Committee position	Date of Appointment
Mr. Pradip Kumar Das	Independent Director	Chairperson	10-02-2025
Mr. Akhil Jain	Managing Director	Member	10-02-2025
Mr. Subhash Chandra Varshney	Independent Director	Member	10-02-2025

MEETING AND ATTENDANCE AUDIT COMMITTEE DURING THE YEAR

Pursuant to the implementation of the approved scheme of compromise & arrangement (**“Approved Scheme/Scheme”**) the constitution of the Audit Committee in accordance of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, by the Board of Directors of the company in the board meeting March 03, 2025.

No meeting of the Audit Committee was held during the Financial Year 2024-25.

Brief Description of terms of reference:

The Terms of reference specified by the Board as described:

- The recommendation for appointment, remuneration, and term of appointment of auditors of the Company;
- Reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;
- Examination of financial statements and Auditor’s report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter- corporate loans and investments;
- Evaluation of internal financial controls and risk management systems;

In addition, the committee shall discharge such other role/function as envisaged under Regulation 18 of the Listing Regulations and the Provisions of Section 177 of the Companies Act, 2013.

The Company Secretary is the Secretary of the Audit Committee.

5. NOMINATION AND REMUNERATION COMMITTEE

The provisions as specified in Regulations 18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable during the Insolvency/Liquidation Resolution process period. Pursuant to the implementation of the approved scheme of compromise & arrangement (**“Approved Scheme/Scheme”**) the constitution of the Nomination and Remuneration Committee in accordance of the Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended from time to time by the Board of Directors of the company in the board meeting March 03, 2025. The Nomination & Remuneration Committee Constituted by Board of Directors is as on March 31, 2025 is as follows:

COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE

Name of the Committee Members	Category	Committee position	Date of Appointment
Mr. Subhash Chandra Varshney	Independent Director	Chairperson	10-02-2025
Mrs. Sheela Jain	Non-Executive Director	Member	10-02-2025
Mr. Pradip Kumar Das	Independent Director	Member	10-02-2025

**The brief terms of reference of the Nomination and Remuneration Committee were as follows:**

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees;
- (ii) Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- (iii) Devising a policy on diversity of Board of Directors;
- (iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommended to the Board of Directors for their appointment and removal;
- (v) Whether to extend or continue the terms of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Director.
- (vi) Recommend to the Board of Directors, all remuneration in whatever form payable to senior management.

MEETINGS AND ATTENDANCE OF THE NOMINATION AND REMUNERATION COMMITTEE DURING THE YEAR:

Pursuant to the implementation of the approved scheme of compromise & arrangement (“**Approved Scheme/Scheme**”) the constitution of the Nomination and Remuneration Committee in accordance of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, by the Board of Directors of the company in the board meeting March 03, 2025.

No meeting of the Nomination and Remuneration Committee was held during the Financial Year 2024-25.

6. STAKEHOLDER RELATIONSHIP COMMITTEE (SRC)

The Stakeholder Relationship Committee of Directors looks into the redressal of complaints of investors such as share transfers or credit of shares, non-receipt of dividend/notices/annual reports, etc.

The provisions as specified in Regulations 18, 19, 20 and 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were not applicable during the Insolvency/Liquidation Resolution process period. Pursuant to the implementation of the approved scheme of compromise & arrangement (“**Approved Scheme/Scheme**”) the constitution of the Stakeholder Relationship Committee in accordance of the Section 178 (5) of Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended from time to time by the Board of Directors of the company in the board meeting March 03, 2025. The Nomination & Remuneration Committee Constituted by Board of Directors is as on March 31, 2025 is as follows:

COMPOSITION OF THE STAKEHOLDER REALTIONSHIP COMMITTEE

Name of the Committee Members	Category	Committee position	Date of Appointment
Mrs. Sheela Jain	Non-Executive Director	Chairperson	10-02-2025
Mr. Subhash Chandra Varshney	Independent Director	Member	10-02-2025
Mr. Pradip Kumar Das	Independent Director	Member	10-02-2025

MEETING AND ATTENDANCE:

No meeting of Stakeholder Relationship Committee was held during the financial year 2024-25.

DETAILS OF COMPLAINTS RECEIVED DURING THE YEAR:

During the Financial Year the company do not any received complaints from the Stakeholders.

7. GENERAL BODY MEETINGS:**Details of the Annual/Extraordinary General Meetings and Location and Time of the general Meetings held in the Past Six (6) years.**

As the Company was admitted into Corporate Insolvency Resolution Process (CIRP) under the provisions of the Insolvency and Bankruptcy Code, 2016 (IBC), by the Hon’ble National Company Law Tribunal, Mumbai Bench (Hon’ble NCLT), vide order dated November 20, 2018. Subsequently, the Hon’ble NCLT passed an order dated September 24, 2019, initiating the Liquidation of the Company.

Thereafter, in accordance with Section 230, Section 66, and other applicable provisions of the Companies Act, 2013, read with the relevant provisions of the IBC and related regulations, a Composite Scheme of Compromise and Arrangement was proposed and duly approved by the Hon’ble NCLT vide its order dated January 9, 2025 (“Order”).

During the period of CIRP and Liquidation, the powers of the Board of Directors remained suspended in accordance with the IBC, all the powers of the Board were instead exercised by the Resolution Professional/ Liquidator further No Annual General Meeting/ Extra Ordinary General Meeting were conducted since the company admitted into CIRP.

Pursuant to sanction of the Composite Scheme of Compromise and Arrangement under Section 230 of the Companies Act, 2013 read with the Insolvency and Bankruptcy Code, 2016, the Corporate Debtor shall stand revived on a 'clean slate' basis, whereby all claims, liabilities, demands and proceedings against the Corporate Debtor, not forming part of the sanctioned Scheme, shall stand extinguished and no person shall be entitled to initiate or continue any action in respect thereof. The said protection is in consonance with the doctrine of *clean slate* as propounded by the Hon'ble Supreme Court in *Arun Kumar Jagatramka v. Jindal Steel and Power Ltd.* [(2021) 7 SCC 474] and *Ghanshyam Mishra & Sons Pvt. Ltd. v. Edelweiss Asset Reconstruction Co. Ltd.* [(2021) 9 SCC 657], ensuring that the Acquirers step in as new promoters free from past encumbrances, while all pending investigations, prosecutions and proceedings against the erstwhile promoters and management shall continue unaffected in terms of Section 32A of the IBC, 2016."

GENERAL SHAREHOLDER INFORMATION

1	Registered Office	CIN: L17110MH1941PLC003429 1105, 11 th Floor, Regent Chambers, Jamnalal Bajaj Road, Nariman Point, Mumbai-400021 Maharashtra
2	Date, Time and Venue of 83 rd Annual General Meeting (AGM)	29th September, 2025 at Babubhai Chinai Committee Room, 2nd Floor, IMC Building, IMC Marg, Churugate, Mumbai-400020 at 11.30 A.M
3	Date of Book Closure	22.09.2025 to 28.09.2025 (Both the days Inclusive)
4	Financial Year	April 1, 2025 to March 31, 2026
5	Financial Reporting for	Tentative date
	1 st Quarter ending June, 2025	Last week of July, 2025 or first week of August, 2025
	2 nd Quarter ending September, 2025	Last week of October, 2025 or First week of November, 2025
	3 rd Quarter ending December, 2025	Last week of January, 2026 or First week of February, 2026
	4 th Quarter ending March, 2025	April/May 2026
	AGM for year ending 31 st March, 2026	August/September 2026
6	Dividend Payment Date	No Dividend was declared during the year 2024-25 and accordingly not applicable.
7	The Equity Shares of Rs.1/- each are listed at	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001, Maharashtra, India Tel: 91-22-22721233, Fax: 91-22-22721919

DEMATERIALIZATION OF SHARES:

*As per the Approved scheme of "Compromise and Arrangement" ("**Approved Scheme/Scheme**") by the Hon'ble National Company Law Tribunal, Mumbai Bench vide its order dated January 09, 2025, the Corporate actions enumerated below as "**pursuant to the Composite Scheme of Compromise and Arrangement between Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as 'Acquirer');** the Company and its creditors and shareholders, as approved by the Hon'ble Mumbai Bench of National Company Law Tribunal vide its order dated January 09, 2025 ("**Order**") (**hereinafter collectively known as "Approved Scheme"/ "Scheme" and certificate of registration order confirming reduction of capital dated February 27, 2025**". The Company has made necessary applications for these corporate actions and the approval for these Corporate actions from Stock exchanges, where the shares are listed are awaited. The Paid-up capital of the Company after implementation of all the Corporate Actions as per approved scheme of compromise and arrangement for the Company is Rs. 26,43,39,940/- (Comprising of 26,43,39,940 Equity shares of Rs.1/-each). However, the new paid-up capital is not reflected as the approval from the Stock exchanges for the corporate actions as per the approved scheme of comprise and arrangement was pending on March 31, 2025. The listing & trading approvals for Reduction & Consolidation is still pending before BSE Ltd for the in principal approval.

**SUSPENSION OF TRADING OF SHARES:**

The Equity shares of the company are traded in BSE Ltd. The Equity shares of the company has been suspended from trading. The Equity Shares were not traded on stock exchange as a result of the Company announcing the record date (March 07, 2025) for implementing the capital reduction programme fixed as per the a Composite Scheme of Compromise and Arrangement between (“**Approved Scheme**”/ “**Scheme**”) Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as “Acquirer”) and the Company and its creditors and shareholders was presented before the Hon’ble NCLT and the same was approved by the Hon’ble NCLT vide its order dated January 09, 2025 (“Order”).

Pursuant to sanction of the Composite Scheme of Compromise and Arrangement under Section 230 of the Companies Act, 2013 read with the Insolvency and Bankruptcy Code, 2016, the Corporate Debtor shall stand revived on a ‘clean slate’ basis, whereby all claims, liabilities, demands and proceedings against the Corporate Debtor, not forming part of the sanctioned Scheme, shall stand extinguished and no person shall be entitled to initiate or continue any action in respect thereof. The said protection is in consonance with the doctrine of *clean slate* as propounded by the Hon’ble Supreme Court in *Arun Kumar Jagatramka v. Jindal Steel and Power Ltd.* [(2021) 7 SCC 474] and *Ghanshyam Mishra & Sons Pvt. Ltd. v. Edelweiss Asset Reconstruction Co. Ltd.* [(2021) 9 SCC 657], ensuring that the Acquirers step in as new promoters free from past encumbrances, while all pending investigations, prosecutions and proceedings against the erstwhile promoters and management shall continue unaffected in terms of Section 32A of the IBC, 2016.” The Company has also filed an application with BSE Ltd. seeking in-principle approval for the revocation of suspension of trading of its equity shares.

DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS OF CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2024-25:

The provisions as specified in Regulations 18, 19, 20 and 21 were not applicable during the CIRP and Liquidation period in respect of a listed entity which is undergoing CIRP under the Insolvency Code provided that the roles and responsibilities of the committees specified in the respective regulations shall be fulfilled by the Interim Resolution Professional or Resolution Professional/ Liquidator agent as authorised by monitoring committee.

Pursuant to the Order of the Hon’ble NCLT dated January 09, 2025, the directors were appointed by the Monitoring Committee on February 10, 2025. Further, the Board of Directors at their meeting held on March 03, 2025 formed the necessary committees as per accordance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) was adhered to.

CERTIFICATE FROM A COMPANY SECRETARY:

Pursuant to Regulation 34(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being the appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority is annexed to this report.

CERTIFICATE ON CORPORATE GOVERNANCE:

As required by Regulation 34(3) Schedule V (E) of the SEBI Listing Regulations, the certificate from Practicing Company Secretary regarding compliance of conditions of Corporate Governance is annexed to this report.

CEO/CFO CERTIFICATION:

The Board has received a compliance certificate from the Managing Director of the Company and the Chief Financial Officer of the Company pursuant to Regulation 17 (8) read with Schedule II Part B of SEBI Listing Regulations.

**For and on behalf of the board of Directors of
Birla Cotsyn (India) Limited**

**Sd/-
Akhil Jain
Managing Director
DIN: 02553215**

**Sd/-
Sheela Jain
Director
DIN: 03296467**

**Place: Mumbai
Date: 01.09.2025**

CFO/MD Certification

To
The Board of Directors
Birla Cotsyn (India) Limited
1105, 11th Floor, Regent Chambers,
Jamnalal Bajaj Road, Nariman Point,
Mumbai- 400021

We the undersigned, certify that,

- (a) We have reviewed the financial statements and the cash flow statement of Birla Cotsyn (India) Limited for the year ended March 31, 2025 and to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Harish Kumar Pareek
Chief Financial Officer
Place: Mumbai
Date: 01.09.2025

Akhil Jain
Managing Director

The management of the affairs of the Company was vested with the Liquidator Shri Anil Goel till the approval of the scheme of compromise and arrangement of the Company by the Hon'ble NCLT Mumbai Bench, vide its order dated January 09, 2025. Further, the Monitoring Committee was entrusted with the management of the affairs of the Company till a new Board constituted on February 10, 2025.

CODE OF CONDUCT CERTIFICATION

In accordance with Regulation 26(3) of Listing Regulation, I hereby confirm that, all the Senior Management personnel of the Company have armed compliance to their respective Codes of Conduct, as applicable to them for year ended March 31, 2025.

Date: 01.09.2025
Place: Mumbai

Akhil Jain
Managing Director

**CERTIFICATE ON CORPORATE GOVERNANCE**

**(In terms of regulation 34(3) and Schedule V(E) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To
The Members Of
Birla Cotsyn (India) Limited
1105, 11th Floor, Regent Chambers,
Jamnalal Bajaj Road, Nariman Point,
Mumbai-400021 Maharashtra

We have examined the compliance of conditions of Corporate Governance by M/s. Birla Cotsyn (India) Limited (“the Company”) for the year ended 31st March, 2025 as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as referred in its Regulation 15(2) for the period 1st April 2024 to 31st March, 2025.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the Compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st April, 2024 to 31st March, 2025 to the extent applicable to the Company as the Company was under the Corporate Insolvency Resolution Process w.e.f 20.11.2018 vide order of the NCLT, Mumbai Bench. Pursuant to the constitution of Committee of Creditors (“CoC”) deliberations ensued in furtherance of a Resolution Plan, but to no avail. The CoC, in its Fifteenth Meeting dated 16.08.2019, passed a resolution seeking initiation of the Liquidation Process of the Corporate Debtor, with a voting share of 91.24%. Accordingly, an application for initiation of Liquidation Process came to be filed before this Tribunal, which was admitted vide Order dated 24.09.2019. Shri. Anil Goel (*i.e. Petitioner in the captioned Company Scheme Petition*) was thereafter appointed as the Liquidator of the Corporate Debtor to oversee the same in accordance with the provisions of IBC, 2016 and the relevant Regulations. Subsequent to the commencement of the Corporate Insolvency Resolution Process, the powers of the board of directors stood suspended and the management of affairs of the

company vested with the Resolution Professional Ms. Sujata Chattopadhyay. As with passing the order of Liquidation the management of affairs of the company vested with the Mr. Anil Goel Liquidator. During the year under review, pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between (“**Approved Scheme**”/ “**Scheme**”) Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as “Acquirer”) and the Company and its creditors and shareholders was presented before the Hon’ble NCLT and the same was approved by the Hon’ble NCLT vide its order dated January 09, 2025 (“Order”). The Board of Directors has been reconstituted by the Monitoring committee with Implementation of scheme of Compromise and arrangement powers of the Board have been reinstated in the Company with effect from February 10, 2025.

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

Vijay S. Tiwari & Associates
Practicing Company Secretary

Vijay Kumar Tiwari
Proprietor
ACS No. 33084
CP No. 12220
Peer Review Certificate No.: 1679/2022
UDIN: A033084G001097323

Date: 28.08.2025
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

In pursuance to sub clause (i) of Clause 10 of Part C of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of M/s. Birla Cotsyn (India) Limited (CIN: L17110MH1941PLC003429) (hereinafter referred to as “the Company”) we hereby that:

On the basis of the written representation/declaration received from Directors of the Company and taken on record by the Board of Directors of the Company as on March 31, 2025 none of the Directors on the Board of the above said Company as on March 31, 2025 has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI / Ministry of Corporate Affairs or any such Statutory Authority.

Vijay S. Tiwari & Associates
Practicing Company Secretary

Vijay Kumar Tiwari
Proprietor
ACS No. 33084
CP No. 12220
Peer Review Certificate No.: 1679/2022
UDIN: A033084G001097378

Date: 28.08.2025
Place: Mumbai



ANNEXURE V

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY:

The global economy in FY 2024-25 continues to navigate a complex environment marked by moderate growth, persistent inflationary pressures, and geopolitical uncertainties. In response to these headwinds, governments worldwide prioritised policy reforms and aimed at prioritising innovation, enhancing supply chain resilience and promoting economic diversification to secure long-term stability. After experiencing strong post-pandemic recovery in 2021–22, momentum slowed in subsequent years due to tighter monetary policies, supply chain disruptions, and geopolitical conflicts.

According to multilateral agencies, global GDP growth for FY 2024-25 is projected to remain modest, led by diverging performances across advanced and emerging economies. Advanced economies, particularly the United States and the Eurozone, are witnessing softer growth on account of high interest rates, reduced fiscal support, and subdued investment demand. In contrast, emerging economies, especially India and select Asian markets, are projected to outperform owing to resilient domestic demand, structural reforms, and robust services and manufacturing sectors.

OUTLOOK:

The outlook for the global economy in FY 2024-25 remains cautious yet stable. Growth is projected to stay moderate at around 3.0%, reflecting a delicate balance between resilience in some economies and persistent headwinds in others. Advanced economies are expected to witness subdued expansion due to the lagged impact of tight monetary policies, fiscal consolidation, and weaker consumer demand. Emerging and developing economies, however, are likely to remain the primary growth engines, supported by domestic consumption, infrastructure investments, and favourable demographics.

Inflationary pressures are expected to gradually ease but will likely stay above pre-pandemic levels, prompting central banks to maintain a vigilant stance. Global trade may continue to face challenges from supply chain realignments, energy price volatility, and rising protectionist tendencies. Geopolitical risks, including conflicts and economic fragmentation, remain significant downside risks to stability.

In the positive side, technological innovation, digital transformation, and green energy transitions are expected to provide new avenues of growth and investment. The global economy's medium-term trajectory will depend largely on policy coordination, geopolitical developments, and the pace of recovery in key economies such as the United States, China, and India.

Overall, while uncertainties persist, the global economy is expected to demonstrate resilience, with emerging markets playing a pivotal role in driving growth momentum.

INDIAN ECONOMY:

India has continued to consolidate its position as one of the fastest growing major economies in the world during FY 2024-25. Despite global headwinds, the Indian economy has demonstrated resilience, supported by strong domestic demand, policy reforms, and robust macroeconomic fundamentals. According to various estimates, India's GDP growth for FY 2024-25 is projected in the range of 6.5% – 7.0%, significantly higher than most advanced and emerging economies.

Key Drivers of Growth:

1. Consumption and Demand:

Household consumption has remained a major driver of economic activity, supported by rising disposable incomes, urbanisation, and growth in rural demand. The services sector, particularly digital services, financial services, and tourism, has witnessed strong momentum.

2. Investment and Infrastructure:

The Government of India's continued emphasis on infrastructure development through higher capital expenditure, along with initiatives such as the **National Infrastructure Pipeline** and **PM Gati Shakti**, has catalysed private sector investment. Increased FDI inflows in sectors such as electronics, renewable energy, and manufacturing have further strengthened growth prospects.

3. Industrial and Manufacturing Sector:

The **Make in India** initiative, coupled with the **Production-Linked Incentive (PLI) Schemes**, has supported growth in manufacturing, especially in electronics, textiles, and automobiles. The shift in global supply chains is also creating opportunities for India as an alternative manufacturing hub.

4. **Agriculture and Rural Economy:**

The agriculture sector continued to provide stability, though it remains susceptible to monsoon variability and climate challenges. The government's focus on rural development and agri-infrastructure is expected to boost rural incomes and demand.

5. **External Sector:**

India's external sector has shown resilience, with robust services exports offsetting the pressures on merchandise trade due to global slowdown. Remittances have remained strong, further supporting the current account balance.

6. **Inflation and Monetary Policy:**

Inflation has moderated from previous highs but continues to require careful monitoring. The Reserve Bank of India (RBI) has maintained a balanced approach to ensure price stability while supporting growth. The Indian rupee has remained relatively stable despite global currency volatility, aided by strong forex reserves.

OUTLOOK ON THE INDIAN ECONOMY:

The outlook for the Indian economy in FY 2024-25 remains strong, with India expected to continue as one of the fastest-growing major economies globally. GDP growth is projected to remain in the range of 6.5% – 7.0%, underpinned by resilient domestic demand, government-led infrastructure spending, and private sector investment momentum.

The services sector is anticipated to maintain robust growth, particularly in IT, financial services, tourism, and digital solutions, while manufacturing and industry are expected to benefit from the government's Production-Linked Incentive (PLI) schemes, expanding global supply chain realignments, and increasing FDI inflows. The infrastructure and construction sectors will continue to receive significant impetus through higher public capital expenditure and programs such as PM Gati Shakti and the National Infrastructure Pipeline.

Inflationary pressures are expected to ease gradually but will remain contingent on global commodity price movements and the performance of the monsoon. The Reserve Bank of India (RBI) is likely to pursue a balanced monetary stance, ensuring price stability while supporting growth. On the external front, resilient services exports, strong remittances, and stable foreign exchange reserves are expected to cushion pressures from a volatile global trade environment.

Structural reforms in taxation, financial inclusion, digitalisation, and green energy transition will continue to strengthen India's long-term growth potential. Risks, however, remain in the form of global economic slowdown, geopolitical tensions, climate-related vulnerabilities, and the challenge of sustaining employment creation at pace with population growth.

Overall, India is well-positioned to sustain a high-growth trajectory in FY 2024-25, supported by strong fundamentals, policy-driven reforms, and increasing investor confidence. The country is expected to play a pivotal role in driving global economic growth in the medium term.

INDUSTRY OVERVIEW:

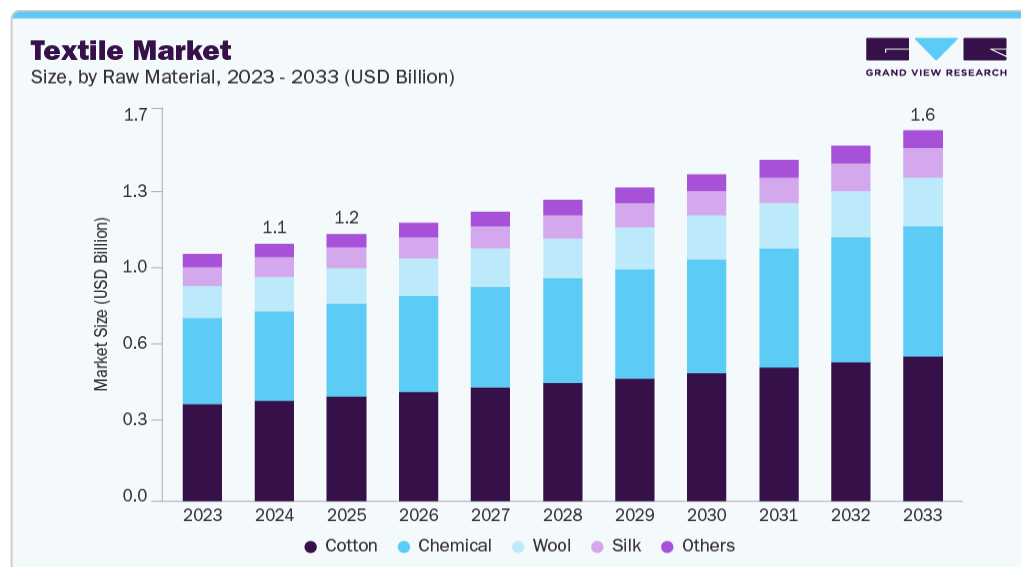
Global Textile and Apparel Industry

The global textile market size was estimated at USD 1.11 billion in 2024 and is projected to reach USD 1.61 billion by 2033, growing at a CAGR of 4.2% from 2025 to 2033. The demand for textiles is rising due to fast fashion, growing urbanization, and increasing disposable incomes in emerging economies. Consumer preferences are shifting toward trendy, comfortable, and affordable clothing, fueling retail apparel demand.

Key Market Trends & Insights

- Asia Pacific dominated the textile market with the largest revenue share of 49.5% in 2024.
- The U.S. textile industry is shifting toward domestic innovation, sustainability, and technical textiles.
- By raw material, the silk segment is expected to grow at the fastest CAGR of 4.5% over the forecast period.
- By product, the nylon segment is expected to grow at the fastest CAGR of 4.9% over the forecast period.
- By application, the household segment is expected to grow at the fastest CAGR of 4.8% over the forecast period.
- **Market Size & Forecast**
- 2024 Market Size: USD 1.11 Billion
- 2033 Projected Market Size: USD 1.61 Billion
- CAGR (2025-2033): 4.2%
- Asia Pacific: Largest market in 2024

In addition, the rise of e-commerce platforms has made textile products more accessible globally. There is also increasing use of technical textiles in industries such as automotive, construction, and healthcare. Population growth and higher per capita clothing consumption are accelerating textile production. Seasonal fashion cycles and influencer-led marketing have further escalated demand. Moreover, post-pandemic recovery is reviving both consumer and industrial textile usage.



Source: <https://www.grandviewresearch.com/industry-analysis/textile-market>

Key drivers include a booming apparel industry, technological advancements in textile manufacturing, and the expansion of organized retail. Sustainability is a growing driver as eco-friendly and organic fibers attract environmentally conscious consumers. Industrial uses of textiles—such as geotextiles, medical textiles, and automotive interiors—are growing rapidly. Government policies supporting textile parks and export incentives also play a major role. Increased demand for home décor and furnishing textiles further contributes to the market growth. In addition, demand for anti-bacterial, fire-resistant, and water-repellent fabrics is increasing across sectors, especially in defense and healthcare.

There is a strong trend toward smart textiles, such as fabrics integrated with sensors and conductive fibers for health and fitness monitoring. Bio-based and recycled fibers are gaining momentum, with brands adopting closed-loop systems. Digital textile printing is revolutionizing custom apparel and reducing water waste. Blockchain is being tested for textile traceability and transparency. Fashion brands are launching biodegradable and zero-waste collections. Growth in 3D knitting technology enables faster, on-demand production with reduced material wastage. In addition, collaborations between fashion and tech companies are creating innovative wearable technologies.

INDIAN TEXTILE AND APPAREL INDUSTRY:

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

According to Crisil Ratings, the organised retail apparel sector is projected to achieve revenue growth of 8-10% in FY25, driven by rising demand from a normal monsoon, easing inflation, and the festive and wedding seasons.

The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$100 billion.

The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030.

India's home textile industry is expected to expand at a CAGR of 8.9% during 2023-32 and reached US\$ 23.32 billion in 2032 from US\$ 10.78 billion in 2023.

The Prime Minister Mega Integrated Textile Region and Apparel (PM MITRA) Parks Scheme aims to establish 7 world-class mega textile parks with state-of-the-art infrastructure, plug-and-play facilities, and a fully integrated textile value chain with a total investment of US\$ 541.82 million (Rs. 4,445 crore) for the years up to 2027-28 was approved by the government. These parks are expected to attract investments worth Rs. 85,370 crore (US\$ 10 billion).

INDIAN COTTON TEXTILE INDUSTRY:

India is the largest producer of cotton globally, accounting for 23% of total global cotton production. It is a crop that holds significant importance for the Indian economy and the livelihood of Indian cotton farmers. Cotton grows over 13.06 million hectares in India compared to 33.1 million hectares globally. The Indian cotton industry provides livelihood to about 60 million people in the country.

India's total production of cotton in the 2024-25 season have been estimated at 302.25 lakh bales of 170 kgs. Total production of cotton in the year 2023-24 (provisional) is 32.5 million bales (bales of 170 kg each). Total production of cotton in the year 2022-23 was 33.6 million bales and in 2021-22, it stood at 31.1 million bales. The total cotton supply till end of the cotton season 2024-25 (i.e. upto 30th September 2025) is estimated at 357.44 lakh bales of 170 kgs. The cotton exports for 2024-25 crop year are estimated to be at 18 lakh bales of 170 kgs. The Central Zone (which comprises states like Gujarat, Maharashtra, and Madhya Pradesh) was the biggest producer of cotton in India in 2022-23, with Gujarat being the highest producer of the Central Zone, contributing 9.49 million bales (bales of 170 kg each). Saurashtra constitutes about 70% of Gujarat's cotton production, with farmers in Amreli - the state's largest cotton district – playing a key role. Yavatamal, Buldhana, Akola, Amravati, Nagpur, Washim, and Wardha are the districts of Vidarbha which are Maharashtra's major cotton-producing areas.

Export Trend

In 2022, India stood as the third-highest exporter of raw cotton globally, accounting for about 11% of the total global exports.

The value of cotton exports reached US\$ 6.78 billion in FY24, and Rs. 73,233 crore (US\$ 8.48 billion) in FY25 (until December 2024).

As per the Cotton Corporation of India, India's total cotton exports were 2.8 million bales in 2023-24*, 3.0 million bales in FY23, value to US\$ 5.66 billion in FY23 compared to US\$ 10.78 billion in 2021-22, and US\$ 6.3 billion in 2020-21. It accounted to 1.25% and 2.55% of India's total exports in 2022-23 and 2021-22, respectively.

The Government of India along with the Export Promotion Council has set a long-term target of US\$ 100 billion for textiles industry exports by 2025-26 and growing productivity from the current level of around 450 Kg lint per hectare to at least 800-900 Kg lint per hectare. The focus continues to adopt the latest innovative technologies and global best farming practices to enhance productivity and achieve sustainable quality cotton output. To achieve these goals, the emphasis remains to motivate cotton farmers through awareness meetings, timely advisories and transfer of technology from the lab to the field in the most effective manner by using natural methods and adopting modern scientific farm practices.



**Government Initiatives:**

1. The government has been implementing various policy initiatives and schemes to encourage cotton spinning millers in the country, including the announcement of key reforms under a Special Package that includes additional incentives under the Amended Technology Upgradation Fund Scheme (ATUFS), relaxation of Section 80JJAA of the Income Tax Act, and the introduction of fixed-term employment for the apparel sector. Under the Market Access Initiative (MAI) Scheme, the government offers rebates on state and central taxes and levies that are integrated into production, as well as aid to exporters. Schemes like SAMARTH (Scheme for Capacity Building in the Textile Sector) aim to address the shortage of skilled workers in the textile sector with a target of training 10 lakh people. The Cott-Ally mobile app was created to help farmers by providing information on minimum support prices (MSP), locating nearby procurement centers, tracking payments, and sharing best farming practices.
2. The Union Budget 2025-26 has announced a five-year Cotton Mission to increase cotton productivity especially extra-long staple varieties. Science & Technology support will be provided to farmers under this Mission. The Mission is in keeping with the 5 F principle and will increase income of the farmers and augment a steady supply of quality cotton. By boosting domestic productivity, this initiative will stabilise raw material availability, reduce import dependence and enhance the global competitiveness of India's textile sector, where 80% of capacity is driven by MSMEs.
3. The Government of India launched Mega Investment Textiles Parks (MITRA) during the Union Budget for 2021-22 under which seven textile parks will be established over a period of three years. This will enable the textile industry to become globally competitive, boost employment generation and attract large investments. Additionally, the Confederation of Indian Textile Industry (CITI), one of the leading industry chambers of the textile sector in India has been working across 1,700 villages of Rajasthan, Madhya Pradesh, and Maharashtra in association with about 90,000 farmers to improve yield and production of cotton in a sustainable way.

COMPANY OVERVIEW:

Birla Cotsyn was established in 1941. The Sprawling unit is located at Malkapur & Khamgaon (Maharashtra) in the industrial belt of Central India. Birla Cotsyn (India) Limited is having Cotton Ring Spun Yarn, Open End Yarn and Synthetic Blended Yarn manufacturing facility with state of Art machineries. The company has excellent sales network in India and abroad for 100% Grey Cotton Yarn, Grey and Dyed Solid Griddles, Fancy, Knitting and Weaving Yarns in various blends and counts.

Malkapur has facilities of about 42, 000 spindles to manufacture cotton yarn both combed and compact spreading over 100 acres of land at MIDC Malkapur. This setup has also 114 airjetlooms.

CORPORATE INSOLVENCY RESOLUTION PROCESS/ LIQUIDATION

The Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, had admitted a petition filed by M/s. Edelweiss Asset Reconstruction Company Limited in its capacity as Secured Creditors under Section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) ("Code") for initiation of Corporate Insolvency Resolution Process ("CIRP") for Birla Cotsyn (India) Limited ("the Company") Smt. Sujata Chattopadhyay (IP Registration No. IBBI/IPA-003/IP-N00044/2017-18/10353) was appointed as the Interim Resolution Professional ("IRP") to carry out the functions under the IBC, 2016. Pursuant to the constitution of Committee of Creditors ("CoC") deliberations ensued in furtherance of a Resolution Plan, but to no avail. The CoC, in its Fifteenth Meeting dated 16.08.2019, passed a resolution seeking initiation of the Liquidation Process of the Corporate Debtor, with a voting share of 91.24%. Accordingly, an application for initiation of Liquidation Process came to be filed before this Tribunal, which was admitted vide Order dated 24.09.2019. Shri. Anil Goel (i.e. *Petitioner in the captioned Company Scheme Petition*) was thereafter appointed as the Liquidator of the Corporate Debtor to oversee the same in accordance with the provisions of IBC, 2016 and the relevant Regulations.

Thereafter, pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between ("**Approved Scheme**"/ "**Scheme**") Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as "Acquirer") and the Company and its creditors and shareholders was presented before the Hon'ble NCLT and the same was approved by the Hon'ble NCLT vide its order dated January 09, 2025 ("Order"). The order was uploaded on the Hon'ble NCLT Website dated January 14, 2025.

Pursuant to sanction of the Composite Scheme of Compromise and Arrangement under Section 230 of the Companies Act, 2013 read with the Insolvency and Bankruptcy Code, 2016, the Corporate Debtor shall stand revived on a 'clean slate' basis, whereby all claims, liabilities, demands and proceedings against the Corporate Debtor, not forming part of the sanctioned Scheme, shall stand extinguished and no person shall be entitled to initiate or continue any action in respect thereof. The said protection is in consonance with the doctrine of *clean slate* as propounded by the Hon'ble Supreme Court in *Arun Kumar Jagatramka v. Jindal Steel and Power Ltd.* [(2021) 7 SCC 474] and *Ghanshyam Mishra & Sons Pvt. Ltd. v. Edelweiss Asset Reconstruction Co. Ltd.* [(2021) 9 SCC 657], ensuring that the Acquirers step

in as new promoters free from past encumbrances, while all pending investigations, prosecutions and proceedings against the erstwhile promoters and management shall continue unaffected in terms of Section 32A of the IBC, 2016.”

Pursuant to Clause 5.1 of Part II (Details of the Business Plan for Revival of the Company) of the Scheme, a Monitoring Committee has been constituted comprising of 1 representative of the Acquirer; 1 representative of the Secured Financial Creditors, and the current Liquidator appointed for the Company, as below, which are responsible for supervision and implementation of the Scheme.

Sr. No.	Name of member	Position in the Committee
1.	Mr. Anil Goel Erstwhile Liquidator of the Company	Chairperson
2.	Mr. Nikhil Jain Representative of Acquirer	Member
3.	Edelweiss Asset Reconstruction Company Limited Representative of Secured Financial Creditors	Member

ROAD AHEAD:

The company is revived pursuant to Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with IBC, 2016 and its related regulations, a Composite Scheme of Compromise and Arrangement between (“**Approved Scheme**”/ “**Scheme**”) Nikhil Jain, Rohstoffe International Private Limited and Wendt Finance Private Limited (together referred to as “Acquirer”) and the Company and its creditors and shareholders was presented before the Hon’ble NCLT and the same was approved by the Hon’ble NCLT vide its order dated January 09, 2025 (“Order”). Following this, the reconstituted Board, effective from February 10, 2025, commenced maintenance and repair of the factory machinery, and trial production began in August 2025. The Company is now working towards restarting and stabilizing its operations by January 2026.

HUMAN RESOURCES:

The Company HR function is aligned with the Company’s overall growth vision and continuously works on areas such as recruitment and selection policies, disciplinary procedures, reward/recognition policies, learning and development programmes as well as all-round employee development.

The Company provides a safe and rewarding environment that attracts and retains a talented team and where employees are engaged in delivering exceptional results to the customers and investors.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has external teams carrying out various types of audit to strengthen the internal audit and risk management functions. The Internal Financial Control over Financial Reporting System are existing and operative, however based on the observations of the auditors, the Company is further strengthening the Internal Financial Control systems over financial reporting.

CAUTIONARY STATEMENT:

The statements made in this Management Discussion and Analysis regarding the Company’s objectives, projections, estimates, and expectations may constitute “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed or implied due to various factors, including but not limited to, changes in economic conditions affecting demand, supply, and pricing in domestic and international markets, alterations in government policies, regulatory requirements, taxation laws, and other incidental or unforeseen factors.

**For and on behalf of the board of Directors of
Birla Cotsyn (India) Limited**

Sd/-
Akhil Jain
Managing Director
DIN: 03296467

Sd/-
Sheela Jain
Director
DIN: 02553215

Place: Mumbai
Date: 01.09.2025



INDEPENDENT AUDITOR'S REPORT

To

The Members

Birla Cotsyn (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of Birla Cotsyn (India) Limited ("the Company") which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2025
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Financial Results 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 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 obtained by us in is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated on 20th November 2018 ("Insolvency Commencement Date") has initiated Corporate Insolvency Resolution Process ("CIRP") u/s 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code") based on application filed by financial creditors of the Company. Further, Hon'ble NCLT, Mumbai Bench vide order dated 24th September 2019 ordered liquidation as the Resolution could not be reached under CIRP process. Liquidator received the expression of interest from potential investor in 3rd Stakeholders Consultation Committee dated 15th February 2022 wherein the proposal was placed before the Stakeholders Consultation Committee for deliberations. Stakeholders Consultation Committee approved the proposal by casting 78.22% votes in favor out of 93.82% and accordingly the resolution was passed with clear majority. It is to be noted that Hon'ble NCLT has orally pronounced an order on 09.01.2025 ('Hon'ble NCLT Order') uploaded on 14.01.2025 approving the Composite Scheme of Compromise and Arrangement between Acquirer and Birla Cotsyn (India) Limited (in liquidation) and its creditors and shareholders under Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with Insolvency and Bankruptcy Code, 2016 and its related regulations, therefore the financial statements have been prepared on the assumption of going concern basis.

Description of Key Audit Matters

The Key Audit Matters	How our audit addressed the matter
Accounting treatment for the effects of the Resolution Plan	Principal Audit Procedures
Refer Note 26 to the standalone Financial Statements for the details regarding the resolution plan implemented in the Company pursuant to a corporate insolvency resolution process concluded during the year ended 31st March 2025 under Insolvency and Bankruptcy Code, 2016. Owing to the size of the over-due credit facilities, multiplicity of contractual arrangements and large number of operational and financial creditors, determination of the carrying amount of related liabilities at the date of approval of Resolution Plan was a complex exercise. In respect of de-recognition of financial creditors, difference amounting to Rs. 61907.56 Lakh between the carrying amount of financial creditors, liabilities extinguished and consideration paid is recognised as capital reserve. In respect of de-recognition All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees dues, Statutory Dues, Operational Creditors, difference amounting to Rs. 20529.62 Lakh between the carrying amount of All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees, Statutory, Operational, liabilities and assets, extinguished and consideration paid, is recognised in statement of profit or loss account in accordance with “Ind AS - 109” on “Financial Instruments” prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an “Exceptional items”. Accounting for the effects of the resolution plan is considered by us to be a matter of most significance due to its importance to intended users understanding of the Financial Statements as a whole and materiality thereof.	Our audit procedures included the following substantive procedures to determine whether the effect of Resolution Plan has been appropriately recognised in the Financial Statements: - Reviewed management’s process for review and implementation of the Resolution Plan. - Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact of the same on the financial statements. - Verified the balances of liabilities as on the date of approval of Resolution Plan from supporting documents and computations on a test check basis. - Verified the payment of funds on test check basis as per the Resolution Plan. - Tested the implementation of provisions of the Resolution Plan in computation of balances of liabilities owed to financial and operational creditors. - Evaluated whether the accounting principles applied by the management fairly present the effects of the Resolution Plan in financial statements in accordance with the principles of Ind AS. - Tested the related disclosures made in notes to the financial statements in respect of the implementation of the resolution plan.
Litigations Matters & Contingent liabilities	Principal Audit Procedures
Refer Note 27 to the standalone financial statements. Prior to the approval of the Resolution Plan, the Company was a party to certain litigations. Pursuant to the approval of the Resolution Plan, it was determined that no amounts are payable in respect of those litigations as they stand extinguished. As Per NCLT Scheme approval order, the claims of creditors shall stand frozen and will be binding on the Corporate Debtor and its employees, members, creditors including the Central Government, any State Government or any local authority, guarantors and other stakeholders. On the date of approval of the Scheme, all claims which are not a part of the Scheme shall stand extinguished and no person will be entitled to initiate or continue any proceedings in respect to a claim which is not a part of the Scheme.	We have performed the following procedures to test the recoverability of payments made by the Company in relation to litigations instituted against it prior to the approval of the Resolution Plan: - Verified the underlying documents related to litigations and other correspondences with the statutory authorities. - Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact. - Evaluated whether the accounting principles applied by the management fairly present the amounts recoverable from relevant authorities in financial statements in accordance with the principles of Ind AS. - Discussion with the management on the development in these litigations during the year ended 31st March, 2025.

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 Management Discussion and Analysis, Board’s report including the Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

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



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

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

Management's Responsibility 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 the Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of The Companies (Accounts) Rules, 2014. 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 the 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, 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 are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as issued by Central Government of India in terms of Sub Section (11) of Section 143 of the Act, we hereby 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, based on our audit 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 accounts 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in Section 133 of the Act read with Rule 7 of The Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the Directors and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2025, from being appointed as a Director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of The Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There were no amounts 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, 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 (a) and (b) above, contain any material misstatement.
- v. The Company has not declared any dividend during the year.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares maintaining its books of account for the financial year ended March 31, 2025 from the date of order of NCLT 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 softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with during its operation post NCLT order. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For PSV Jain & Associates
Chartered Accountants
FRN: 131505W

Dularesh Jain
Partner
Membership No. 137264
Place: Mumbai
Date: 29.05.2025

UDIN: 25137264BMICBU1770

Annexure A to the Independent Auditors' Report

(Referred to in para 1 under "Report on other Legal and Regulatory Requirement" of our report of even date)

1. According to the information and explanations given to us, in respect of the fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (b) As explained to us, there is a phased program for verification of fixed assets, which in our opinion is reasonable having regard to the size of the company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) As per the information and explanations provided to us, and on behalf of the examination of the records of the company, title deeds of immovable properties (other than properties where the company is the lessee and the lease agreement are duly executed in favor of the lessee) are in the name of the company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
2. According to the information and explanations given to us, in respect of the Inventories:
 - (a) As explained to us, the policy of inventories mention physical verification of inventory will be conducted at reasonable intervals by the management. There is no inventory as on March 31, 2025.
 - (b) The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets.
3. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not made any investments and has granted loans and advances in the nature of loans, unsecured, to its subsidiaries, related parties and associate companies during the year.
 - (a) During the year the Company has not made any investments and granted Unsecured Loans to its Wholly owned Subsidiaries and its Associate companies and other related parties and the terms and conditions of such investments and loans are not prejudicial to the Company's interest. The Company has not given advances in the nature of loans to companies or any other parties during the year.
 - (b) The Company has not granted loans during the year to companies or any other parties where the schedule of repayment of principal and payment of interest has been stipulated. The Company has not given advances in the nature of loans to companies or any other parties during the year.
 - (c) There are no amounts of loans granted to companies or any other parties which are overdue for more than ninety days.
 - (d) The Company had not granted loans to companies which had not fallen due during the year. The Company had not extended loans during the year to the respective parties to settle the dues which had fallen due for the existing loans.
 - (e) 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 to companies or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, guarantee, investments and security provided by the company for its related parties.
5. As per the Ministry of Corporate Affairs notification dated March 31, 2014 the provisions of Sections 73 to 76 or any other relevant provisions of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014, as amended, with regard to the deposits accepted are not applicable to the Company. According to information and explanations given to us, the Company has not accepted any deposits during the year.
6. We have broadly reviewed the books of accounts maintained by the company and are of the opinion that, prima facie, the cost records and accounts prescribed by the Central Government under Sub-Section (1) of Section 148 of the Companies Act, 2013 have



been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. According to the information and explanations given to us:
 - a) The Company is regular in depositing undisputed statutory dues including Employees State Insurance, Income Tax, Cess, Goods and Service Tax and any other material statutory dues as applicable with the appropriate authorities.
 - b) There are no undisputed statutory dues payable in respect of Employees' State Insurance, Income-tax, Cess, Goods and Service Tax and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
 - c) According to the information and explanation given to us and on basis of our examination of the records of the company, there are no dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax (GST), Duty of Customs, Duty of Excise and Value added Tax which have not been deposited as on 31st March 2025.
8. 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).
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to Financial Institutions and Banks. The Company has not taken loans or borrowings from Government or by way of Debentures.
 - a) The Company has not raised funds by way of Term loans during the year.
 - b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c) 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.
 - d) 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 subsidiaries.
 - e) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries companies
10. According to the information and explanations given to us, the Company has not raised moneys by way of Initial Public Offer or Further Public Offer during the year. The shareholding of the company has been restructures as per the Order of the honorable NCLT dated 14.01.2025.
11. (a) According to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees 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.
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year.
12. The Company is not a Nidhi Company; hence reporting under clause (xii) of paragraph 3 of the Order is not applicable to the Company.
13. According to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of The Companies Act, 2013, wherever applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the notes on Financial Statements as required by the applicable accounting standards.
14. (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.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him under provisions of Section 192 of The Companies Act, 2013.

16. (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.
17. The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. 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.
20. (a) There are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub Section 5 of Section 135 of the Act.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For PSV Jain & Associates
Chartered Accountants
FRN: 131505W

Dularesh Jain
Partner
Membership No. 137264
Place: Mumbai
Date: 29.05.2025
UDIN: 25137264BMICBU1770

**Annexure-B to the Independent Auditor's Report****(Referred to in para 2(f) under "Report on other Legal and Regulatory Requirement" of our report of even date)****Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Birla Cotsyn India Limited ("the Company") as of March 31, 2025 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 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by The Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For PSV Jain & Associates
Chartered Accountants
FRN: 131505W

Dularesh Jain
Partner
Membership No. 137264
Place: Mumbai
Date: 29.05.2025
UDIN: 25137264BMICBU1770

STATEMENT OF STANDALONE ASSETS AND LIABILITIES AS AT 31ST MARCH, 2025

(₹ In Lacs)

SN	Particulars	Note No.	As At	As At
			31st March, 2025	31st March, 2024
			Audited	Audited
1	ASSETS			
1	Non-Current Assets			
	(a) Property, Plant & Equipment	2	5,990.15	6,579.32
	(b) Financial Assets			
	(i) Investments	3	6.75	11.06
	(ii) Loans	4	-	23,805.45
	(c) Other Non-Current Assets	5	-	601.77
2	Current Assets			
	(a) Inventories	6	-	227.86
	(b) Financial Assets			
	(i) Trade Receivables	7	-	25.74
	(ii) Cash and Cash Equivalents	8	735.73	42.83
	(iii) Loans	9	-	4.25
	(iv) Others	10	159.51	2,622.08
	Total Assets		6,892.14	33,920.36
1	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity Share Capital	11	2,643.40	26,865.70
	(b) Other Equity	12	923.76	(65,781.10)
2	LIABILITIES			
	Non - Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	15	2,073.09	65,677.56
	(i) Other Financial Liabilities	13	-	26.40
	(b) Provisions	14	-	158.70
	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowing	15	148.34	3,477.95
	(ii) Trade Payables	16	22.00	1,094.40
	(b) Other Current Liabilities	17	1,081.53	2,118.14
	(c) Provisions	18	-	282.60
	Total Equity and Liabilities		6,892.14	33,920.36

For PSV Jain & Associates
Firm Reg. No. 131505W
Chartered Accountants

For and on behalf of Board Of Directors of
Birla Cotsyn (India) Limited

Dularesh Jain
Partner
Membership Number: 137264

Akhil Jain
Managing Director
DIN: 03296467

Sheela Jain
Director
DIN:02553215

Place: Mumbai
Dated: 29.05.2025

Gaurav Anand
Company Secretary

Harish Kumar Pareek
Chief Financial Officer

Statement of Standalone Profit and Loss for the period ended 31st March, 2025

(₹ In Lacs)

Particulars	Note	For the Year Ended	For the Year Ended
		31st March, 2025	31st March, 2024
		Audited	Audited
Revenue from operations	19	-	-
Other income	20	0.09	1.73
Total Income		0.09	1.73
Expenses:			
Cost of materials and components consumed	21	-	-
Purchases of Stock in-Trade		-	-
Change in Inventories	22	-	-
Employee Benefit Expenses	23	-	-
Finance Costs	24	-	0.02
Depreciation and Amortization Expense	2	562.97	647.75
Other Expenses	25	384.69	57.68
Total Expenses		947.66	705.45
Profit / (Loss) before exceptional items and tax		(947.57)	(703.72)
Exceptional items	26 (i)	20,529.62	-
Profit / (Loss) before tax		(21,477.19)	(703.72)
Tax expense:			
Less : Current tax		-	-
Add : MAT Credit Entitlement		-	-
Less : Deferred Tax		-	-
Less : Tax paid of earlier year		-	-
Profit / (Loss) after tax for the year		(21,477.19)	(703.72)
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		(21,477.19)	(703.72)
Earning per Equity share (Face value of share Rs.1)			
Basic & Diluted		(149.76)	(0.03)
Significant accounting policies	1		

The accompanying notes are an integral parts of the financial statements.

For PSV Jain & Associates
Firm Reg. No. 131505W
Chartered Accountants

**For and on behalf of Board Of Directors of
Birla Cotsyn (India) Limited**

Dularesh Jain
Partner
Membership Number: 137264

Akhil Jain
Managing Director
DIN: 03296467

Sheela Jain
Director
DIN:02553215

Place: Mumbai
Dated: 29.05.2025

Gaurav Anand
Company Secretary

Harish Kumar Pareek
Chief Financial Officer

**Standalone Cash Flow Statement for the year ended 31st March 2025**

(₹ In Lacs)

Particulars		For the Year Ended 31st March , 2025		For the Year Ended 31st March , 2024	
A.	Cash Flow from operating Activities				
	Net Profit before Taxation		(21,477.19)		(703.72)
	Adjustments for :				
	Depreciation	562.97		647.75	
	Interest Income	(0.09)		(1.73)	
	Write Off	-	562.88	-	646.02
	Operating profit before working capital changes		(20,914.31)		(57.70)
	Trade Debtors	25.74		-	
	Inventories	227.86		-	
	Loans and Advances	215.53		-	
	Other Current Assets	2,462.57		(9.56)	
	Trade Payables and Provisions	(1,513.70)		-	
	Movement in Other Current Liabilities	(1,036.61)	381.38	(34.81)	(44.37)
	Cash generated from operations		(20,532.93)		(102.07)
	Less: Taxes Paid		-		-
	Net Cash from Operating Activities		(20,532.93)		(102.07)
B.	Cash flow from Investing Activities:				
	Purchase of Fixed Assets	26.19		-	
	Capital advances	23.15		-	
	Investments	4.31		-	
	Interest received	0.09		1.73	
	Other Non Current Asset	601.77		(0.01)	
	Movement in Long Term Loans & Advances	23,566.77		-	
	Movement in Short Term Loans & Advances	4.25		-	
	Proceeds from Disposal of Fixed Assets	-		-	
	Net Cash from Investing Activities		24,226.54		1.71
C.	Cash flow from Financing Activities				
	Interest Paid	-		-	
	Movement in Current Maturities of Long Term Debt	-		-	
	Movement in long Term Borrowings	(66,934.08)		-	
	Movement in Capital / Revaluation Reserve	88,182.06		-	
	Movement in Share Capital / Reduction in Capital	(24,222.30)		-	
	Repayment of Customer deposits	(26.40)		-	
	Net Cash from Financing Activities		(3,000.72)		-
	Net Increase in cash and cash equivalents (A+B+C)		692.90		(100.36)
	Opening Cash and Cash Equivalents		42.83		143.19
	Closing Cash and Cash Equivalents		735.73		42.83
	Net Increase in Cash and Cash Equivalents(A+B+C)		692.90		(100.36)

For PSV Jain & AssociatesFirm Reg. No. 131505W
Chartered Accountants**Dularesh Jain****Partner****Membership Number: 137264****Place: Mumbai****Dated: 29.05.2025****For and on behalf of Board Of Directors of****Birla Cotsyn (India) Limited****Akhil Jain****Managing Director****DIN: 03296467****Gaurav Anand****Company Secretary****Sheela Jain****Director****DIN:02553215****Harish Kumar Pareek****Chief Financial Officer**

STATEMENT OF CHANGES IN EQUITY

A EQUITY SHARE CAPITAL

(i) FOR THE YEAR ENDED 31ST MARCH 2025 (₹ In Lacs)

Balance at the beginning of current reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
26,865.70	-	26,865.70	24,222.31	2,643.40

(ii) FOR THE YEAR ENDED 31ST MARCH 2024 (₹ In Lacs)

Balance at the beginning of previous reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
26,865.70	-	26,865.70	-	26,865.70

B OTHER EQUITY

(i) FOR THE YEAR ENDED 31ST MARCH 2025 (₹ In Lacs)

Particulars	Capital Reserve	Securities Premium	Revaluation Reserve	Foreign Currency Translation Reserve	Retained Earnings	Total Other Equity
Balance as on 01.04.2024	2.26	500.58	876.06	9,053.69	(76,213.70)	(65,781.10)
Change in Accounting policy or prior period errors						-
Restated balance as on 01.04.2024						-
Profit For The Year			-		(21,477.19)	(21,477.19)
Total Comprehensive Income for the current year				-		-
Transferred to Retained Earnings						-
Any other Change (to be specified)	97,861.81		(626.06)	(9,053.69)		88,182.06
Balance as on 31.03.2025	97,864.07	500.58	250.00	-	(97,690.89)	923.76

(ii) FOR THE YEAR ENDED 31ST MARCH 2024 (₹ In Lacs)

Particulars	Capital Reserve	Securities Premium	Revaluation Reserve	Foreign Currency Translation Reserve	Retained Earnings	Total Other Equity
Balance as on 01.04.2023	2.26	500.58	876.06	8,767.84	(75,509.98)	(65,363.23)
Change in Accounting policy or prior period errors						-
Restated balance as on 01.04.2023						-
Profit For The Year			-		(703.72)	(703.72)
Total Comprehensive Income for the current year				-		-
Transferred to Retained Earnings						-
Any other Change (to be specified)			-	285.85		285.85
Balance as on 31.03.2024	2.26	500.58	876.06	9,053.69	(76,213.70)	(65,781.10)

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025****NOTE – 1: SIGNIFICANT ACCOUNTING POLICIES****1. CORPORATE INFORMATION**

Birla Cotsyn (India) Limited (“the Company”) is a public limited Company domiciled in India and incorporated under the provisions of the Companies Act, 2013 having its registered office at 1105, 11th Floor, Regent Chambers, Jamnalal Bajaj Road, Mumbai 400 021.

The principal business of the Company is Cotton and Synthetic Yarn Manufacturing, Weaving of Grey Fabrics, Ginning & Pressing of Cotton Bales and Fabric Trading.

The National Company Law Tribunal (“NCLT”), Mumbai Bench, vide order dated on 20th November 2018 (“Insolvency Commencement Date”) has initiated Corporate Insolvency Resolution Process (“CIRP”) u/s 7 of the Insolvency and Bankruptcy Code, 2016 (“the Code”) based on application filed by financial creditors of the Company. Ms. Sujata Chattopadhyay IP Registration No. IBBI/IPA-003/IP-N00044/2017-18/10353 was appointed as Interim Resolution Professional (“IRP”) to manage affairs of the Company in accordance with the provisions of Code. In the first meeting of Committee of Creditors (“CoC”) held on 20th December 2018, Ms. Sujata Chattopadhyay had been confirmed as Resolution Professional (“RP”) for the Company.

Further, Hon’ble NCLT, Mumbai Bench vide order dated 24th September 2019 ordered liquidation as the Resolution could not be reached under CIRP process. Hon’ble NCLT, Mumbai Bench appointed Mr. Anil Goel as Liquidator vide order dated 24th September 2019 to Liquidate the Company. Liquidator received the expression of interest from potential investor in 3rd Stakeholders Consultation Committee dated 15th February 2022 wherein the proposal was placed before the Stakeholders Consultation Committee for deliberations. Stakeholders Consultation Committee approved the proposal by casting 78.22.22% votes in favour out of 93.82% and accordingly the resolution was passed with clear majority. It is to be noted that Hon’ble NCLT has orally pronounced an order on 09.01.2025 and uploaded on website on 14.01.2025 (‘Hon’ble NCLT Order’) approving the Composite Scheme of Compromise and Arrangement between Acquirer and Birla Cotsyn (India) Limited (in liquidation) and its creditors and shareholders under Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with Insolvency and Bankruptcy Code, 2016 and its related regulations., we have prepared financial statements on the assumption of going concern basis.

As per section 134 of the Companies Act, 2013, the financial statements of the Company are required to be authenticated by the Chairperson of the Board of Directors, where authorised by the Board or at least two directors, of which one shall be managing director or the CEO (being a director), the CFO and Company Secretary where they are appointed.

2. SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial statements for the Year ended 31st March 2025).

A. BASIS OF ACCOUNTING

These financial statements have been prepared to comply with the Indian Accounting Standard (“IND AS”) prescribed under section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 are set out in Note 2 to annual financial statements

The Financial statements have been prepared under the historical cost convention except where specifically mentioned and in accordance with significant accounting policies as set out below. These policies have been consistently applied to both years presented. Certain Plant and Machinery, Buildings are stated at revalued amounts, in accordance with the generally accepted accounting principles in India and the provisions of The Companies Act, 2013, as adopted and consistently followed by the Company. The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis, except those associated with significant uncertainties.

Company’s financial statements are presented in Indian Rupees which is also its functional currency.

B. GOING CONCERN ASSUMPTION

As mentioned in Note No.1, the honourable NCLT has admitted a petition to initiate insolvency proceeding against the Company under the Code. As per the Code, it is required that the Company be managed as a going concern during the CIRP. Further, under the CIRP, a resolution plan needs to be presented to and approved by the CoC, post which it will need to be approved by the NCLT to keep the Company as a going concern. Post CIRP proceeding, Mr. Anil Goel was appointed as Liquidator vide order dated 24th September

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025

2019. Liquidator received the expression of interest from potential investor in 3rd Stakeholders Consultation Committee dated 15th February 2022 wherein the proposal was placed before the Stakeholders Consultation Committee for deliberations. Stakeholders Consultation Committee approved the proposal by casting 78.22% votes in favour out of 93.82% and accordingly the resolution was passed with clear majority. It is to be noted that Hon'ble NCLT has orally pronounced an order on 09.01.2025 and uploaded on website on 14.01.2025 ('Hon'ble NCLT Order') approving the Composite Scheme of Compromise and Arrangement between Acquirer and Birla Cotsyn (India) Limited (in liquidation) and its creditors and shareholders under Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with Insolvency and Bankruptcy Code, 2016 and its related regulations., we have prepared financial statements on the assumption of going concern basis.

- a) The Company has incurred a loss of Rs. 2,14,77.19 Lakh during the year ended 31st March, 2025 and as of that date the Company's accumulated losses amount to Rs. 9,76,90.89 Lakh and it has a positive net worth of Rs. 35,67.16, Lakh. Further as of that date, Company's current liabilities exceeded its current assets by Rs. 3,56.63 Lakh.

C. USE OF ESTIMATES

The preparation of the financial statements, in conformity with the Ind AS, requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

D. PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment are stated at cost of acquisition, which comprises of purchase price, freight, duties, taxes, borrowing cost and other attributable cost of bringing the asset to working condition for its intended use, except certain fixed assets, which are stated at revalued amount, net of impairment loss (If any) less accumulated depreciation/ amortization.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on property, plant and equipment has been provided on Straight Line Method (SLM) as per the useful life prescribed in Schedule II to the Companies Act, 2013, except that:

- a) In case of Plant and Machinery, Management estimates the useful life to be 15 years and the Company has considered depreciation on fulfilling the condition of continuous process plant.
- b) Leasehold land is amortised over the period of lease.
- c) Assets having individual value below Rs.5,000 are depreciated @ 100% and mobile phones are charged to revenue considering their useful life to be less than one year.
- d) Depreciation on addition to assets which become an integral part of an existing asset has been provided on the adjusted value prospectively over the remaining useful life of the assets.
- e) 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 derecognised.

As explained in note no.1 above the Company is under compromise arrangement during Liquidation proceedings. Further, the Company has also not made full assessment of impairment as required by Ind AS 36 on Impairment of Assets, if any, as at 14th January 2025 in the value of tangible and intangible assets.

E. INTANGIBLE ASSETS AND AMORTISATION

Intangible assets acquired separately are measured on initial recognition cost. Intangible assets are amortised on a straight-line basis over the estimated useful economic life. Expenditure on major computer software is amortised over the period of expected benefit not exceeding five years.

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025****F. FINANCIAL INSTRUMENTS****(i) Financial Assets****A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement**a) Financial assets carried at amortised cost (AC)**

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

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

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

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

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries at cost less impairment.

(ii) Financial liabilities**A. Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are 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.

(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.

G. INVENTORIES

Inventories are valued as under:

- i) Stores & Spare parts and packing materials are valued at lower of weighted average cost and net realizable value.
- ii) Raw materials at Synthetic unit is valued at weighted average cost and at Open End/ Spinning unit is valued at cost, on specific identification method on lot wise basis or net realizable Value, whichever is lower.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025

- iii) Work in Process is valued at weighted average cost. However, materials held for use in the production of inventories are not written down below cost, if the finished products in which they are used and expected to be sold at or above cost.
- iv) Finished Goods are valued at lower of weighted average cost or net realizable Value. Cost for this purpose includes direct cost and attributable overheads.
- v) Waste goods are valued at lower of weighted average cost or net realizable Value.

H. REVENUE RECOGNITION

- i) Revenue from sale of products is recognised on transfer of all significant risks and rewards of ownership of the product on to the customers, which is generally on despatch of goods.
- ii) Export sales are accounted on the basis of the dates of bill of lading.
- iii) Export incentives are recognized in the year of export.
- iv) Revenue from Services rendered is recognized as per the terms of agreement/arrangement with the concerned parties.
- v) Dividend income on investments is accounted for when the right to receive the payment is established. Interest income is recognised on accrual basis.
- vi) Revenue from training income is recognized when the training is completed and assessment certificate is received.

I. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are accounted at the exchange rate prevailing on the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss. In case of forward contracts (non-speculative), the exchange differences are dealt with in the statement of profit and loss account over the period of contracts. Exchange difference arising on monetary items in substance form part of enterprises net investment in non-integral foreign operation is accumulated in a foreign currency translation reserve till the disposal of the net Investment.

J. BORROWING COST

Borrowing cost that is attributable to acquisition of qualifying asset is capitalised as part of total cost of such assets. All other borrowing costs are recognised as expense in the period in which they are incurred.

K. GOVERNMENT GRANTS

Grants including MEGA PROJECT subsidy from Government of Maharashtra under IPS Scheme 2007, are accounted for when it is reasonably certain that ultimate collection will be made. Government grants not specifically related to Fixed Assets are recognized in the statement of Profit and Loss in the year of accrual.

Government grant-in-aid received for meeting recurring expenditure under Integrated Skill Development Scheme is shown as Other Current Liability and is recognised as income to the extent training is completed and assessment certificate is received. In case where training is completed and assessment certificate is received but grant is not received, the amount is shown as grant receivable under other Current Assets. Expenses related to training under the scheme are disclosed separately in the statement of Profit and Loss.

L. TAX EXPENSES

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity, in accordance to Ind AS 12.

Current tax

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

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025****Deferred tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities 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 are recognised and carried forward only if there is reasonable certainty of its realisation. However, in case of carried forward losses and unabsorbed depreciation under the Income Tax Act, 1961, the Deferred Tax Asset is recognised only if there is virtual certainty backed by convincing evidence of its realisation.

M. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognises a provision when there is a present obligation (Legal & Constructive) as a result of past event on which it is probable that there will be outflow of resources to settle the obligation in respect of which reliable estimates can be made.

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.

Contingent liabilities are disclosed by way of note to the financial statements after careful evaluation by management of the facts and legal aspects of the matter involved.

Contingent assets are neither recognized nor disclosed.

N. IMPAIRMENT OF ASSETS

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (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 transactions are considered, if no such transactions can be identified, an appropriate valuation model is used.

O. APPLICATION OF SECURITIES PREMIUM ACCOUNT

Share Issue expenses are charged, first against available balance in Securities Premium Account.

P. EXPENDITURE DURING CONSTRUCTION AND EXPENDITURE ON NEW PROJECTS

In case of new projects and in case of substantial modernisation / expansion at existing units of the Company, expenditure incurred prior to commencement of commercial production is capitalised.

Q. ACCOUNTING OF CLAIMS

Claims receivable are accounted for at the time when reasonable certainty of receipt is established. Claims payable are accounted for at the time of acceptance.

Claims raised by Government Authorities regarding taxes and duties are accounted for based on the merits of each claim. If same is disputed by the Company, these are shown as 'Contingent Liabilities'.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025

R. FINANCE LEASE

The leases where the lessee effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as finance leases.

In Case of no reasonable certainty that the lessee will obtain ownership by the end of the lease term, the leasehold land is depreciated fully over the shorter of the lease term or its useful life.

S. EARNINGS PER SHARE

Basic earnings per share are 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

T. SEGMENT REPORTING POLICIES

Operating segment as a component of an entity is a segment:

- That engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity, i.e., vertical segment),
- Whose operating results are regularly reviewed by the entity's Chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and
- For which discrete financial information is available.

U. CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short-term investment with an original maturity of three months or less.

Cash flows are reported using indirect method as set out in Ind AS 7 "Statement of Cash Flows," whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accrual of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company is segregated based on the available information.

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

NOTE 2 : PROPERTY, PLANT & EQUIPMENT

(₹ In Lacs)

Sr. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1st April, 2024	Total Additions	Adjustment/ Deductions/ Sales	Balance as at 31st March, 2025	Depreciation as at 31st March, 2024	Depreciation for the year	Depreciation on Sales/ Adjustments	Depreciation as at 31st March, 2025	Balance as at 31st March, 2025	Balance as at 31st March, 2024
a	Tangible Assets										
	Freehold Land	253.28	-	-	253.28	-	-	-	-	253.28	253.28
	Leasehold Land	92.75	-	-	92.75	14.93	0.87	-	15.80	76.95	77.82
	Buildings	5,957.25	-	27.78	5,929.47	2,621.30	145.43	19.64	2,747.09	3,182.38	3,335.95
	Plant & Machinery	15,366.54	-	134.75	15,231.79	12,471.92	411.60	119.44	12,764.08	2,467.72	2,894.62
	Furniture & Fixtures	59.53	-	5.49	54.04	58.80	0.24	4.66	54.38	(0.34)	0.72
	Computers	68.71	-	6.19	62.51	68.04	0.19	5.99	62.24	0.27	0.66
	Other Assets	40.20	-	3.64	36.56	35.90	0.63	2.67	33.86	2.70	4.30
	Electrical Installation	860.49	-	0.04	860.45	850.24	4.01	0.04	854.21	6.24	10.25
	Vehicles	43.83	-	18.62	25.20	42.12	-	17.87	24.24	0.96	1.71
	Total	22,742.57	-	196.50	22,546.06	16,163.25	562.97	170.31	16,555.91	5,990.15	6,579.32
b	Intangible Assets										
	Computer software	6.22	-	-	6.22	6.22	-	-	6.22	-	-
	Total	6.22	-	-	6.22	6.22	-	-	6.22	-	-
	Grand Total	22,748.79	-	196.50	22,552.29	16,169.47	562.97	170.31	16,562.13	5,990.15	6,579.32

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

NOTE 3 : INVESTMENTS

(₹ In Lacs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
Non Current Investments		
<u>Investment in Equity Shares of Subsidiaries</u>		
<u>Unquoted</u>		
1 Fully Paid up Shares (Previous Year 1 Shares) of Birla Cotsyn (India) Ltd. FZE @ AED 35000	4.31	4.31
Less:- Provision for Dimunition in Value of (Refer Note 3A)	4.31	-
Net Investment in subsidiary	-	4.31
<u>Investment in Equity Shares of Other Entities</u>		
<u>Unquoted</u>		
2,000 Fully Paid up Shares (Previous Year 2,000 Shares) of Shamrao Vithal Co-op.Bank Ltd.@ Rs.25/- Per Share	0.50	0.50
62500 Fully Paid up Shares (Previous Year 62,500 Shares) of Jankalyan Sahakari Bank Ltd. @ Rs.10/- Per Share	6.25	6.25
Grand Total	6.75	11.06

Note 3 A

Investment in Equity share of Sbusidiary done by the Company to it's wholly owned subsidiary Birla Cotsyn (India) Ltd FZE, Dubai during the Financial Years 2010-11 . Birla Cotsyn (India) Limited, FZE does not have any business activities at current date and any recovery of these amount looks doubtful.

NOTE 4 : LOANS - NON CURRENT

(₹ In Lacs)		
Particulars	As at 31st March, 2025	As at 31st March, 2024
a. Capital Advances		
Unsecured, considered Good	-	23.15
Unsecured, considered doubtful	-	9,432.24
Less: Provision for Unrecoverable Advances	-	9,432.24
Total A	-	23.15
b. Security Deposits		
Unsecured, considered good	-	215.53
Total B	-	215.53
c. Loans and advances (Unsecured, considered good)		
i. Due from Subsidiaries (Refer Note 4A)	20,011	19,906.18
Less: Provision for Unrecoverable loan	20,011	-
Total C (i)	-	19,906.18
ii. Loans & Advances to Related Parties (Refer Note 4B & Note 32)	-	3,660.59
Less: Provision for Unrecoverable Loans & Advances	-	-
Total C (ii)	-	3,660.59
Grand Total A + B + C	-	23,805.45

**Notes to Financial Statements for the year ended 31st March, 2025****Note 4 A**

Dues from Subsidiary represents the loan given by the Company to it's wholly owned subsidiary Birla Cotsyn (India) Ltd FZE, Dubai during the Financial Years 2010-11 & 2011-12 . The amount outstanding includes principal amount of Rs.108,52,48,814/- (AED 8,76,84,689) and Rs.91,58,91,157/- on account of restatement of the loan amount at the exchange rate prevailing on the date of each subsequent Balance Sheets. Birla Cotsyn (India) Limited, FZE does not have any business activities at current date and any recovery of these amount looks doubtful.

Note 4 B

Loans and Advances to related parties include Rs.36,19,08,831/- given to four parties, i.e. Birla Global Corporate Ltd. (Rs.3,18,19,231/-), Godavari Corporation Pvt. Ltd. (Rs.21,82,27,495/-), Birla Integrated Textile Park Ltd. (Rs.3,90,63,701/-) and Shearson Investment & Trading Pvt. Ltd. (Rs.7,27,98,404/-). All the four parties have negligible/negative net worth as per the latest (FY 2023-24) audited accounts provided by the Management, in comparison to the company's' loans and advances. The Liquidator has filed a petition U/s 7 of IBC in NCLT for recovery aforesaid amount on 11.05.2021. Same has been rejected by hon'ble NCLT during the year. Further with pursuant to the scheme to compromise and arrangement to these parties seized to be related parties of the Company.

NOTE 5 : OTHER NON-CURRENT ASSETS**(₹ In Lacs)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Long term receivables		
a) Mega Subsidy Receivable	-	252.11
b) Due With government authorities	-	130.45
c) CENVAT Credit receivable	-	15.42
d) VAT Credit receivable	-	203.79
	-	601.77

NOTE 6 : INVENTORIES

(As taken, valued and certified by the Management)

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a. Raw Materials and components	-	31.22
b. Work-in-progress	-	58.20
c. Finished goods	-	59.88
d. Stores and spares	-	26.01
e. Packing Materials	-	20.08
f. Waste/scrap	-	32.47
Total	-	227.86

Note 6A

The Inventory have been inspected and found unsuitable for sale and internal use in manufacturing process. As such, they have hold no realizable value so same has been written off.

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

NOTE 7 : TRADE RECEIVABLES

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
A. Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered doubtful	-	8,504.70
Less: Provision for doubtful debts	-	8,478.96
	-	25.74
B. Outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	-	-
Less: Provision for doubtful debts	-	-
	-	-
Total (A+B)	-	25.74

Note 7.1. Trade Receivables

Ageing of Trade Receivable as on March 31, 2025

(₹ In Lacs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
Undisputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-	-	-	-
Total Trade Receivables							-
Trade Receivables unbilled	-	-	-	-	-	-	-

Ageing of Trade Receivable as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
Undisputed Trade Receivables - Considered good	-	-	-	-	-	25.74	-
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	8,478.96	8,478.96
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	-	-	-	-	-	8,504.70	8,504.70
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-	-	(8,478.96)	(8,478.96)
Total Trade Receivables							25.74
Trade Receivables unbilled	-	-	-	-	-	-	-

Note: 7.2.Ageing Done From The Date of Transactions.

**Notes to Financial Statements for the year ended 31st March, 2025****NOTE 8 : CASH AND CASH EQUIVALENTS****(₹ In Lacs)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Cash & Cash Equivalents		-
a. Balances with banks		
In Current accounts	235.65	22.72
In Escrow account		153.31
In Specified Training Bank account	-	(153.31)
DD in hand	-	-
b. Cash on hand	-	0.44
c. Fixed Deposit with Bank	500.00	11.03
(Original Maturity Less than 3 Months)		
d. Interest Accrued on FDR	0.08	8.60
	735.73	42.79
(B) Other Bank Balance	-	-
For Unpaid Dividend Accounts	-	-
Share Application Money	-	-
	-	-
(C) Balances with Bank held as Margin Money		
a) Bank Of India (Margin Money)	-	-
b) State Bank of India (Margin Money)	-	0.04
	-	0.04
Total (A + B+C)	735.73	42.83

NOTE 9 : LOANS - CURRENT**(₹ In Lacs)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
a. Others : Advance recoverable		
Unsecured, considered good	-	4.25
Less: Provision for staff adv.	-	-
	-	4.25
b. Other Loan & Advances (Unsecured)		
Balance with statutory/ government authorities	-	-
Advance given to suppliers for Purchases		
	-	-
Total (A + B)	-	4.25

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

NOTE 10 : OTHER CURRENT ASSETS

(₹ In Lacs)

Particulars+A7:G12	As at 31st March, 2025	As at 31st March, 2024
Short term receivable (unsecured, considered good)		
a) Interest Receivable From Related Parties (unsecured, considered good) (Refer Note 10A)	-	2,369.78
b) Interest Receivable From Others (Consider Doubtful)		59.09
Less: Provision For Doubtful Debt	-	59.09
	-	2,369.78
d) Government Grant Receivable	-	85.78
e) Prepaid expenses	12.76	22.93
f) GST Receivables	146.74	143.58
	159.51	2,622.08

Note: 10A

Dues from Related Parties represents interest receivable on loans given to related parties. Amount includes Rs.23,69,78,312/- (Previous Year Rs.23,69,78,312/-) due from three related parties which have negative/ negligible net worth as on 31st March, 2024, in comparison to company's loans and advances. Further with pursuant to the scheme to compromise and arrangement to these parties seized to be related parties of the Company.

NOTE 11 : EQUITY SHARE CAPITAL

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Authorised Shares Capital		
550,00,00,000 (Previous Year 550,00,00,000) Equity Shares of ` .1/- each	55,000.00	55,000.00
Issued, Subscribed & fully paid -up Capital		
1,43,39,940 (Previous Year : 268,65,70,450 and as at 1st April 2024 : 268,65,70,450) Equity Shares of Rs.1/- each	143.40	26,865.70
Share Application Money	2,500.00	
Total Issued, Subscribed & fully paid -up Capital	2,643.40	26,865.70

Note 11A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31st March, 2025	31st March, 2024
	Amt in Rs.	Amt in Rs.
Shares outstanding at the beginning of the year	26,865.70	26,865.70
Shares Issued during the year	-	-
Shares bought back during the year/Capital Reduction	26,722.30	-
Shares outstanding at the end of the year	143.40	26,865.70

Note 11B : Capital Reduction

- The erstwhile promoter group Equity Share Capital of INR 48,60,83,760 comprising of 48,60,83,760 Equity Shares of INR 1 each, fully paid up, held by the existing Promoters and Promoters group in the Company has been reduced, cancelled and extinguished without any payment on record date 07th March 2025.
- Public Shareholders would continue to own 1 Equity Share in the Company for every 153 existing Equity Shares held by the respective Public Shareholder. Any fractional share has been ignored. Balance Equity Shares (i.e., Equity Shares over and above Continuing Public Shareholding) held by Public Shareholders has been annulled, cancelled and extinguished without any payment. Proportionate shareholding of Public Shareholders post extinguishment/cancellation is at ~5.48% stake in the proposed shareholding pattern of the Company From Record date 07th March 2025.

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

- c) As per the order and As an integral part of the scheme, the acquirer/Promotor and Promotor Group (Along with any of the Acquirer nominees) shall be issued 25,00,00,000/- Equity share of INR 1 Each of the company on 12th March 2025 in the following manner:

Sr. No.	Name	No. of Equity Shares
1	Mr. Nikhil Jain	1,00,00,000.00
2	Rohstoffe International Private Limited	2,00,00,000.00
3	Wendt Finance Private Limited	21,00,00,000.00
4	Sheela Jain	25,00,000.00
5	Akhil Jain	25,00,000.00
6	Sonal Jain	25,00,000.00
7	Priyanka Nikhil Jain	25,00,000.00
Total		25,00,00,000.00

“The Acquirer shall have the right to alter the shareholding mix at its own will as per its requirements.”

Note 11C : Terms/ rights attached to the equity shares

The company has only one class of equity shares having a par value of ₹.1/- per shares. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends (if any) in Indian rupees. The dividends (if any) proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Note 11D : Details of shareholders holding more than 5% shares in the company.

Equity shares of ₹. 1 each fully paid

Name of Shareholders	31st March, 2025		31st March, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Polytex Limited	-	-	2,381	8.86%
Shearson Investment & Trading Co.Pvt.Ltd.	-	-	1,433	5.34%

- a) The erstwhile promoter group Equity Share Capital of INR 48,60,83,760 comprising of 48,60,83,760 Equity Shares of INR 1 each, fully paid up, held by the existing Promoters and Promoters group in the Company shall be reduced, cancelled and extinguished without any payment on record date 07th March 2025.

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

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

NOTE 12 : OTHER EQUITY

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a. Capital Reserves (Refer Note No. 12 a)	97,864.07	2.26
b. Securities Premium		
Opening Balance	500.58	500.58
Less : During the Year	-	-
Add : During the Year	-	-
Closing Balance	500.58	500.58
c. Revaluation Reserve		
Opening Balance	876.06	876.06
Less : During the Year	626.06	-
Add : During the Year	-	-
Closing Balance	250.00	876.06
d. Foreign Currency Translation Reserve		
Opening Balance	9,053.69	8,767.84
Add: Additions during the year	105.22	285.85
Less : During the Year	9,158.91	-
Closing Balance	-	9,053.69
e. Surplus/(deficit) in the statement of Profit & Loss		
Opening balance	(76,213.70)	(75,509.98)
(+) Net Profit/(Net Loss) for the current period	(21,477.19)	(703.72)
Closing Balance	(97,690.89)	(76,213.70)
Total Reserves & Surplus (A)	923.76	(65,781.10)

Note 12.a Change in capital reserve amount of Rs. 978,61.82 Lakh due to transfer of following Amount:

Particulars	Amount In Lakh
Foreign Currency Translation Reserve	9,158.91
Equity Share Capital Reduction	26,722.30
Non Current Liability	61,907.56
Current Liability	37.46
Earlier Year Depreciation	35.59
Total	97,861.83

As Per Scheme of Compromise and Arrangement difference amount between carrying and consideration paid is being transferred to Capital Reserve.

NOTE 13 : OTHER LONG TERM FINANCIAL LIABILITIES

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Deposit from Customers	-	26.40
Total	-	26.40

**Notes to Financial Statements for the year ended 31st March, 2025****NOTE 14 : PROVISIONS - NON CURRENT**

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for employee benefits		
(a) Leave Encashment (Unfunded)	-	21.71
(b) Gratuity (Unfunded)	-	137.00
Total	-	158.70

NOTE 15 : BORROWINGS

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
NON CURRENT		
A. Secured		
(a) Loans repayable on demand		
Term Loan / Cash Credit from Banks		65,677.56
Amount Payable to Banks as per NCLT order of Scheme of Compromise and Arrangement Dated 14th January, 2025	2,073.09	
Total Non Current	2,073.09	65,677.56

NOTE NON CURRENT

B. Unsecured		
(a) Inter Corporate Loans	79.00	2,888.58
(b) Due to Related Parties (Refer Note No. 32)	49.34	86.62
(c) Deposits	-	-
(d) Others	20.00	502.75
Total Current	148.34	3,477.95
Total Borrowing	2,221.44	69,155.52

NOTE 16 : TRADE PAYABLE

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Trade Payable (Refer note 28 for details of dues to micro and small enterprises)	22.00	1,094.40
TOTAL	22.00	1,094.40

Note 16.1. Trade Payables**Ageing of Trade Payables as on March 31, 2025**

(₹ In Lacs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	22.00	22.00
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
	-	-	-	-	22.00	22.00

Ageing of Trade Payables as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	1,094.40	1,094.40
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
	0.00	0.00	0.00	0.00	1094.40	1094.40

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

Note 16.1

Trade payables are non interest bearing and are normally settled on 30 days to 365 days credit term.

Note 16.2

Ageing Done From the Date of Transactions.

Note 16.3

Disclosure under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (as amended)

	As at 31 March, 2025	As at 31 March, 2024
(i) Principal amount remaining unpaid	-	-
(ii) Interest amount remaining unpaid	-	-
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) Interest accrued and remaining unpaid	-	-
(vi) 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 enterprises	-	-

Note: Identification of micro and small enterprises is basis intimation received from vendors

NOTE 17 : OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Current maturities of long-term debt		
(b) Bid Security/ Interim Finance	-	131.83
(C) Current maturities of Fixed Deposits (Refer Note 17 A)	1.00	61.13
(d) Interest accrued and due on FDR	-	19.10
(e) Interest accrued and due on borrowings		319.37
(f) Payables against advance from customers	0.14	20.95
(g) Statutory Liabilities	205.43	51.91
(h) Payables against employees deductions	-	2.51
(i) Advance from supplier/contractors	-	7.85
(j) Interest Payable on Dividend Distribution Tax (Dividend Related For The FY 2008-09)		110.24
(k) Advance Received towards Sale of Fixed Assets	-	160.00
(l) Unpaid Dividends	-	-
(m) Other Payables (Liquidation Cost Payable)	433.84	940.69
(n) Govt Grant received	-	-
(o) Payable To Employee & CIRP Cost	441.12	292.56
TOTAL (B)	1,081.53	2,118.14
Total (A+B)	1,103.53	3,212.54

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

Note: 17 A

(₹ In Lacs)

Period of Maturity	Amount Outstanding	Interest payable	Payment Terms including rate of interest	Default Amount As on 31st March, 2025
Fixed Deposit (More than one year)	-	0	On Maturity 11.50% to 12.50%	-
Fixed Deposit (Less than one year)	1.00			1.00

The claim submitted by the Fixed Deposit Holder amounting to approximately ₹5.13 lakh was received by the RP/Liquidator. As per the Scheme of Compromise and Arrangement approved by the Hon'ble NCLT, Mumbai Bench vide Order dated January 09, 2025, the proposed amount payable to the Fixed Deposit Holder has been fixed at ₹1.00 lakh

NOTE 18 : PROVISIONS - CURRENT

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for employee benefits		
(a) Gratuity (Unfunded)	-	140.52
(b) Leave Encashment (Unfunded)	-	21.79
Others		
Provision for Dividend Distribution Tax (Dividend Related For The FY 2008-09)	-	120.28
Total	-	282.60

NOTE 19 : REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Revenue from operations		
Sale of products	-	-
Finished Goods	-	-
Traded Goods	-	-
Other operating revenues	-	-
Scrap & Waste Sales	-	-
Mega Project Incentive	-	-
Revenue from operations (gross)	-	-

NOTE 20 : OTHER INCOME

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Interest Income on		
Bank Deposits	0.09	1.73
Others	-	-
Other Income (Liabilities W/Back)	-	-
Other non-operating income (net of expenses directly attributable to such income)	-	-
Training Income	-	-
Gain on Foreign Exchange	-	-
Profit on sale of Fixed Assets	-	-
Prior Period Interest	-	-
Total	0.09	1.73

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

NOTE 21 : COST OF RAW MATERIAL & COMPONENTS CONSUMED

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Inventory at the beginning of the year	-	40.22
Add : Purchases	-	-
Add : Inter Unit transfer	-	-
Total ==>	-	40.22
Less : inventory at the end of the year	-	40.22
Cost of raw material and components consumed	-	-
Details of Inventories		
Opening Stock		
Cotton	-	0.00
Synthetics Fibre		4.57
Colour, Chemicals & Mixing		9.00
Raw Cotton	-	-
	-	13.57
Purchase		
Cotton	-	-
Synthetics Fibre	-	-
Colour, Chemicals & Mixing	-	-
Raw Cotton	-	-
	-	-
Closing Stock		
Cotton	-	0.00
Synthetics Fibre		4.57
Colour, Chemicals & Mixing		9.00
	-	13.57
Raw Material Consumption		
Cotton	-	-
Synthetics Fibre	-	-
Colour, Chemicals & Mixing	-	-
Raw Cotton	-	-
Raw Material Consumption	-	-

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

NOTE 22 : CHANGE IN INVENTORIES

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
A. Opening Stocks :		
Semi Finished Goods	-	58.20
Finished Goods	-	59.88
Waste/Scrap	-	32.47
Total (A)	-	150.55
B. Closing Stocks :		
Semi Finished Goods	-	58.20
Finished Goods	-	59.88
Waste/Scrap	-	32.47
Total (B)	-	150.55
Total (A - B)	-	-

NOTE 23 : EMPLOYEES BENEFIT EXPENSES

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Salaries, Wages and bonus	-	-
Contribution to Provident & Other Funds	-	-
Gratuity Expenses	-	-
Remuneration to Directors	-	-
Staff Welfare Expenses	-	-
Total	-	-

NOTE 24 : FINANCE COST

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Interest	-	-
Bank Charges	-	0.02
Total	-	0.02

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

NOTE 25 : OTHER EXPENSES

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025		For the Year Ended 31st March, 2024	
Consumption of Stores & Spares		-		-
Consumption of Packing Material		-		-
Conversion Charges Paid		-		-
(increase)/decrease of excise duty on inventory		-		-
Power & Fuel		-		-
Water Charges		-		-
Freight & forwarding charges		0.21		-
Service Tax		-		-
Rent		-		-
Rates & Taxes		-		-
Custom Duty / Excise Duty		-		-
Security Services Charges		6.77		-
Insurance		0.11		-
Repair & Maintenance		-		-
Plant & Machinery	-	-	-	-
Building	-	-	-	-
Others		-		-
Advertisement and Sales & Promotion Expenses		-		-
Sales Commission		-		-
Traveling & Conveyance Expenses		0.39		-
Vehicle Repair & Maintenance Expenses		-		-
Communication Expenses		-		-
Printing & Stationery		0.02		-
Legal & Professional Charges		11.63		-
Directors Sitting Fees		-		-
Payments to Auditors		0.75		-
Amount receivable written off		-		-
Provision for Doubtful Debts		-		-
Training Expenses (Under ISDS)		-		-
Research and development Expenses		-		-
Miscellaneous Expenditure		364.80		57.68
Total		384.69		57.68

Payment to Auditor	For the Year Ended 31st March, 2025		For the Year Ended 31st March, 2024	
As Auditor :				
Audit Fees		0.75		-
Limited Review Fees		-		-
Out of Pocket Expenses				
In other Capacity				
Other services (Income Tax Matters)		-		-
Reimbursement of expenses				
GST/Service tax on Audit fee and other services		-		-
Total==>		-		-



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

Note No.26

Pursuant to the Scheme of compromise and arrangement (Equivalent to Resolution Plan under IBC 2016) submitted by the Mr. Nikhil Jain , Rohstoffe International Private Limited and Wendt Finance Private Limited (Together Referred as The Acquire) and its approval by the Hon'able National Company Law Tribunal, Mumbai bench, vide their orders dated January 9, 2025 and uploaded on website on January 14, 2025, which is implemented from January 14, 2025 (i.e. closing date as defined under Scheme of compromise and arrangement (Equivalent to Resolution Plan under IBC 2016) otherwise as stated in below notes, the following consequential impacts have been given in accordance with approved resolution plan / Accounting Standards :-

- a) The Company is currently in the process of implementation of Scheme submitted by the Acquirer and pursuant to clause 5.1 of Part II (Details of the Business Plan for Revival of the Company) of the Scheme, a Monitoring Committee, responsible for supervision and implementation of the Scheme, has been constituted comprising of 1 representative of the Acquirer and 1 representative of the Secured Financial Creditors, and the current Liquidator appointed for the Company.

The composition of the Monitoring Committee is as follows:

Sr. No.	Name of member	Position in the Committee
1.	Mr. Anil Goel Erstwhile Liquidator of the Company	Chairperson
2.	Mr. Nikhil Jain Representative of Acquirer	Member
3.	Edelweiss Asset Reconstruction Company Limited Representative of Secured Financial Creditors	Member

- b) The existing directors of the Company as on the date of order have stand replaced by the new Board of Directors from their office with effect from February 10, 2025. As on date Board consist of Mr. Akhil Jain (Managing Director), Mrs. Sheela Jain (Non-Executive Director Non-Independent), Mr. Pradip Kumar Das (Independent Director), Mr. Subhash Chandra Varshney (Independent Director), Mr. Umang Mehta (Independent Director).
- c) The erstwhile promoter group Equity Share Capital of INR 48,60,83,760 comprising of 48,60,83,760 Equity Shares of INR 1 each, fully paid up, held by the existing Promoters and Promoters group in the Company has been reduced, cancelled and extinguished without any payment on record date 07th March 2025.
- d) Public Shareholders would continue to own 1 Equity Share in the Company for every 153 existing Equity Shares held by the respective Public Shareholder. Any fractional share has been ignored from record date 07th March 2025.
- e) Balance Equity Shares (i.e., Equity Shares over and above Continuing Public Shareholding) held by Public Shareholders has been be annulled, cancelled and extinguished without any payment.
- f) Proportionate shareholding of Public Shareholders post extinguishment/cancellation is at ~5.48% stake in the proposed shareholding pattern of the Company.
- g) With effect from Record date 07th March, 2025, the existing issued, subscribed and paid-up equity share capital of the Company has been reduce from Rs. 268,65.70 Lakh divided into 268,65,70450 equity shares of Rs. each to Rs.1,43.40 Lakh divided into 1,43,,39,940 equity share of Rs.1 each thereby reducing the value of issued, subscribed and paid-up equity share capital of the Company by Rs. 267,22.30 Lakh. As prescribed in the Resolution Plan, the reduction in the share capital of the Company amounting to Rs. 267,22.30 Lakh has been transferred to the capital reserve account of the company.

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

- h) As per the order and as an integral part of the scheme, the acquirer (Along with any of the Acquirer nominees) shall be issued 25,00,00,000/- Equity share of INR 1 Each of the company 12th March 2025 and they will be considered as promoter and promotor group of company, in the following manner:

Sr. No.	Name	No. of Equity Shares
1.	Mr. Nikhil Jain	1,00,00,000
2.	Rohstoffe International Private Limited	2,00,00,000
3.	Wendt Finance Private Limited	21,00,00,000
4.	Sheela Jain	25,00,000
5.	Akhil Jain	25,00,000
6.	Sonal Jain	25,00,000
7.	Priyanka Nikhil Jain	25,00,000
Total		25,00,00,000

“The Acquirer shall have the right to alter the shareholding mix at its own will as per its requirements.”

- i) In respect of de-recognition of financial creditors, difference amounting to Rs. 61907.56 Lakh between the carrying amount of financial creditors, liabilities extinguished and consideration paid is recognised as capital reserve. In respect of de-recognition All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees dues, Statutory Dues, Operational Creditors, difference amounting to Rs. 20529.62 Lakh between the carrying amount of All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees, Statutory, Operational, liabilities and assets, extinguished and consideration paid, is recognised in statement of profit or loss account in accordance with “Ind AS - 109” on “Financial Instruments” prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an “Exceptional items”.
- j) Out of funds proposed is amounting to Rs. 52,43.26 Lakh, Rs. 4943.25 Lakh was to be utilised towards settlement of claims of creditors and Rs. 300 Lakh for improving the operations of the Company.

NOTE NO 27

CONTINGENT LIABILITIES NOT PROVIDED FOR AND NOT ACKNOWLEDGED AS DEBT:

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Labour matter pending with the court (Refer Note27.1)	-	14,64.34
b) Claims against cases filed by Unsecured Lenders	-	20,64.57
c) Exports Promotion Capital Goods Scheme (Refer Note 27.1)	-	2,82.66
d) Income Tax Liability (FY 2008-09 to 2012-13) (Refer Note 27.1)	-	19,26.07
e) Income Tax Liability U/s 271D	-	10.00

- 27.1 As Per NCLT Scheme approval order the claims of creditors shall stand frozen and will be binding on the Corporate Debtor and its employees, members, creditors including the Central Government, any State Government or any local authority, guarantors and other stakeholders. On the date of approval of the Scheme, all claims which are not a part of the Scheme shall stand extinguished and no person will be entitled to initiate or continue any proceedings in respect to a claim which is not a part of the Scheme.

Note No.28

In the absence of necessary information relating to the suppliers registered as Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006, the Company has not been able to identify such suppliers and disclose the information required under the said Act relating to them.

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

Note No.29

DEPRECIATION / AMORTIZATION

(₹ In Lacs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Depreciation/ Amortization charged on Fixed Assets	5,62.97	6,47.75
TOTAL	5,62.97	6,47.75

Note No.30 EARNINGS PER SHARE

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Net Profit / (Loss) as per Profit and Loss Account (In Rs)	(2,14,77.19)	(7,03.72)
Weighted Average Number of Equity Shares (In Nos)	143,39,940	2,68,65,70,450
Basic and Diluted Loss Per share (In Rs)	(149.76)	(0.03)
Net Profit / (Loss) before Exceptional Items as per Profit and Loss Account (In Rs)	(9,47.57)	(7,03.72)
Weighted Average Number of Equity Shares (In Nos)	143,39,940	2,68,65,70,450
Basic and Diluted Loss Per share before Exceptional Items (In Rs)	(6.61)	(0.03)

Note No.31

(₹ In Lacs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
1. Net Amount remitted during the year in foreign currency on account of Dividend	Nil	Nil
2. Number of non-resident shareholders	369	369
3. Number of shares held by non-resident on which dividend is remitted	Nil	Nil
4. Year for which dividend was due	N.A.	N.A.

Note No.32

Related Party Disclosure

(A) Name of related parties and nature of relationships:

As per Ind AS 24, the disclosures of transactions with the related parties are given below.

Name of The Party	Relationship
Birla Cotsyn (India) Limited FZE	Wholly Owned Subsidiary
Wendt Finance Pvt Ltd	Holding Company
Rohstoffe International Pvt Ltd	Promotor Company
Mr Nikhil Jain	Promotor
Mrs Priyanka Jain	Promotor
Mrs Sonal Jain	Promotor
Mrs Sheela Jain	Promotor & KMP- Non - Executive Non -Independent Director
Mr Akhil Jain	Promotor & KMP- Managing Director
Mr. Pradip Kumar Das	KMP- Non - Executive Independent Director
Mr. Subhash Chandra Varshney	KMP- Non - Executive Independent Director
Mr. Umang Pinakin Mehta	KMP- Non - Executive Independent Director

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

(₹ In Lacs)

Net Balance of Receivable, Payable, Deposits, Loan etc. where Transaction have Taken Place		Balance Carried to Balance Sheet (Net)	Balance Carried to Balance Sheet (Net)
	As At 31.03.2025	As At 31.03.2025	
	Receivable	Payable	Receivable
			Payable
Key Management Personnel	Mr Akhil Jain	-	3.50
Enterprises Owned or significantly influenced by key management personnel or their relatives.	Wendt Finance Pvt Ltd	49.34	

(B) Transactions during the year ended 31st March, 2025 with related parties:

(₹ In Lacs)

Particulars	Key Management Personnel		Enterprise owned and significantly influenced by Key Management personnel or their relatives	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Loan & Advances Received	-	-	49.34	-
Remuneration	3.50	-	-	-

Note: 33 Fair values of financial assets and financial liabilities:

- (i) Valuation All financial instruments are initially recognized and subsequently re-measured at fair value as described below: The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale. The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV. The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. The carrying values of the financial instruments by categories were as follows:

The following is the hierarchy 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 assets or liabilities that are not based on observable market data (unobservable inputs).

No financial assets/liabilities have been valued using level 1 fair value measurements.

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

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

(₹ In Lacs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
Financial Assets				
At Amortized Cost				
Trade receivables	-		25.74	-
Cash and cash equivalents	735.73		42.83	-
Loans and advances	-		4.25	-
Other financial assets	159.51		2622.08	-
At FVTPL	-	-	-	-

The carrying amounts of trade receivables, cash and cash equivalents and other bank balances, loans and advances, other financial assets and other current assets are considered to approximate their fair values due to their short term nature.

(₹ In Lacs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
Financial Liabilities				
At Amortized Cost				
Borrowings	2221.43		69155.52	-
Trade Payables	22.00		1094.40	-
Other financial liabilities	-		26.40	-
Other current liabilities	1081.53		2118.14	-
At FVTPL	-	-	-	-

The carrying amounts of borrowings, trade payables, other financial liabilities and other current liabilities are considered to approximate their fair values due to their short-term nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

Note 34 Financial risk management objectives and policies:

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short-term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

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

(i) Interest rate risk:

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

(ii) Foreign currency risk:

The Company is exposed to foreign currency risk arising mainly on borrowing, export of finished goods and import of raw material. Foreign currency exposures are managed within approved policy parameters utilising forward contracts.

(B) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does not foresee any credit risks on deposits with regulatory authorities.

(C) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Note 35 Capital management:

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt mainly comprises of borrowings from banks, financial institutions and Unsecured Loans. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

(₹ In Lacs)

Particulars	31st March, 2025	31st March, 2024
(i) Total equity	3567.16	(38915.40)
(ii) Total debt	2221.43	69155.51
(iii) Overall financing (i+ii)	5788.59	30240.11
(iv) Gearing ratio (ii/iii)	0.38	2.29

**Notes to Financial Statements for the year ended 31st March, 2025****Note 36 Ratio Analysis:**

Sr No	Ratios	Numerator	Denominator	31-Mar-25
1	Current Ratio (In Times)	Current Assets	Current Liabilities	0.72
2	Debt Equity Ratio (In Times)	Debt	Equity	0.84
4	Return on Equity Ratio (In %)	Net Profit & Loss After Tax	Average Shareholder Equity	-145.56%
5	Return On Capital Employed (In %)	Earning Before Interest and Tax	Capital Employed = Net Worth +Long Term Borrowings-Deferred Tax	-381%

Note No.37

Comparative figures for the previous year have been regrouped and / or rearranged wherever necessary.

As per our attached report of even date

For PSV Jain & Associates

Firm Reg. No. 131505W

Chartered Accountants

Dularesh Jain

Partner

Membership Number: 137264

Place: Mumbai

Dated: 29.05.2025

For and on behalf of Board Of Directors of

Birla Cotsyn (India) Limited

Akhil Jain

Managing Director

DIN: 03296467

Gaurav Anand

Company Secretary

Sheela Jain

Director

DIN:02553215

Harish Kumar Pareek

Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To
The Members
Birla Cotsyn (India) Limited
Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated financial statements of **Birla Cotsyn (India) Limited**

("the Company") and its subsidiaries ("the Group") which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31st March, 2025
- b) In the case of the Consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Consolidated Cash Flow Statement, cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Financial Results section of our report. We are independent of the Company and the Group, 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 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The National Company Law Tribunal ("NCLT"), Mumbai Bench, vide order dated on 20th November 2018 ("Insolvency Commencement Date") has initiated Corporate Insolvency Resolution Process ("CIRP") u/s 7 of the Insolvency and Bankruptcy Code, 2016 ("the Code") based on application filed by financial creditors of the Company. Further, Hon'ble NCLT, Mumbai Bench vide order dated 24th September 2019 ordered liquidation as the Resolution could not be reached under CIRP process. Liquidator received the expression of interest from potential investor in 3rd Stakeholders Consultation Committee dated 15th February 2022 wherein the proposal was placed before the Stakeholders Consultation Committee for deliberations. Stakeholders Consultation Committee approved the proposal by casting 78.22% votes in favor out of 93.82% and accordingly the resolution was passed with clear majority. It is to be noted that Hon'ble NCLT has orally pronounced an order on 09.01.2025 ('Hon'ble NCLT Order') uploaded on 14.01.2025 approving the Composite Scheme of Compromise and Arrangement between Acquirer and Birla Cotsyn (India) Limited (in liquidation) and its creditors and shareholders under Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with Insolvency and Bankruptcy Code, 2016 and its related regulations, therefore the financial statements have been prepared on the assumption of going concern basis.



Description of Key Audit Matters

Accounting treatment for the effects of the Resolution Plan	Principal Audit Procedures
Refer Note 26 to the standalone Financial Statements for the details regarding the resolution plan implemented in the Company pursuant to a corporate insolvency resolution process concluded during the year ended 31st March 2025 under Insolvency and Bankruptcy Code, 2016. Owing to the size of the over-due credit facilities, multiplicity of contractual arrangements and large number of operational and financial creditors, determination of the carrying amount of related liabilities at the date of approval of Resolution Plan was a complex exercise. In respect of de-recognition of financial creditors, difference amounting to Rs. 61907.56 Lakh between the carrying amount of financial creditors, liabilities extinguished and consideration paid is recognised as capital reserve. In respect of de-recognition All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees dues, Statutory Dues, Operational Creditors, difference amounting to Rs. 513.91 Lakh between the carrying amount of All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees, Statutory, Operational, liabilities and assets, extinguished and consideration paid, is recognised in statement of profit or loss account in accordance with “Ind AS - 109” on “Financial Instruments” prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an “Exceptional items”. Accounting for the effects of the resolution plan is considered by us to be a matter of most significance due to its importance to intended users understanding of the Financial Statements as a whole and materiality thereof.	Our audit procedures included the following substantive procedures to determine whether the effect of Resolution Plan has been appropriately recognised in the Financial Statements: - Reviewed management’s process for review and implementation of the Resolution Plan. - Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact of the same on the financial statements. - Verified the balances of liabilities as on the date of approval of Resolution Plan from supporting documents and computations on a test check basis. - Verified the payment of funds on test check basis as per the Resolution Plan. - Tested the implementation of provisions of the Resolution Plan in computation of balances of liabilities owed to financial and operational creditors. - Evaluated whether the accounting principles applied by the management fairly present the effects of the Resolution Plan in financial statements in accordance with the principles of Ind AS. - Tested the related disclosures made in notes to the financial statements in respect of the implementation of the resolution plan.
Litigations Matters & Contingent liabilities	Principal Audit Procedures
Refer Note 27 to the standalone financial statements. Prior to the approval of the Resolution Plan, the Company was a party to certain litigations. Pursuant to the approval of the Resolution Plan, it was determined that no amounts are payable in respect of those litigations as they stand extinguished. As Per NCLT Scheme approval order, the claims of creditors shall stand frozen and will be binding on the Corporate Debtor and its employees, members, creditors including the Central Government, any State Government or any local authority, guarantors and other stakeholders. On the date of approval of the Scheme, all claims which are not a part of the Scheme shall stand extinguished and no person will be entitled to initiate or continue any proceedings in respect to a claim which is not a part of the Scheme.	We have performed the following procedures to test the recoverability of payments made by the Company in relation to litigations instituted against it prior to the approval of the Resolution Plan: - Verified the underlying documents related to litigations and other correspondences with the statutory authorities. - Reviewed the provisions of the Resolution Plan to understand the requirements of the said Plan and evaluated the possible impact. - Evaluated whether the accounting principles applied by the management fairly present the amounts recoverable from relevant authorities in financial statements in accordance with the principles of Ind AS. - Discussion with the management on the development in these litigations during the year ended 31st March, 2025.

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 Management Discussion and Analysis, Board’s report including the Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

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

The Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid. In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity 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 entity or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity

Auditor's Responsibility for the Audit of the Consolidated Financial Statement

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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 and the Group 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 appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities.



We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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

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

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

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

Other Matters

- (a) The accompanying Statement includes the audited financial results and other financial information, in respect of its foreign subsidiary. These financial statements / financial results have been certified by the respective Management and furnished to us by Holding Company's Management. Our conclusion, in so far as it relates to the amounts included in respect of aforesaid subsidiary, is based solely on such financial statements/ financial results. In our view and according to the information and explanations given to us by the Holding Company's Management, these financial statements/financial results are not material to the Group.
- (b) Our opinion on the consolidated financial results is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and reliance on these unaudited financial statements/ financial results of aforesaid subsidiary, as certified by the respective Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), as issued by Central Government of India in terms of Sub Section (11) of Section 143 of the Act, we hereby 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, based on our audit 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 accounts 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 and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards referred to in Section 133 of the Act read with Rule 7 of The Companies (Accounts) Rules, 2014;
 - e. On the basis of written representations received from the Directors and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2025, from being appointed as a Director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of The Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
- ii. The Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company or the Group.
- iv.
 - a. The respective Management of the Company and the Group 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 respective Management of the Company and the Group 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 (a) and (b) above, contain any material misstatement.
- v. The Company has not declared any dividend during the year.
- vi. Based on our examination, which included test checks, the Company has used accounting softwares maintaining its books of account for the financial year ended March 31, 2025 from the date of order of NCLT 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 softwares. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with during its operation post NCLT order. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For PSV Jain & Associates
Chartered Accountants
FRN: 131505W

Dularesh Jain
Partner
Membership No. 137264
Place: Mumbai
Date: 29.05.2025
UDIN: 25137264BMICBV3311

**Annexure A to the Independent Auditors' Report****(Referred to in para 1 under “Report on other Legal and Regulatory Requirement” of our report of even date)**

Re: Birla Cotsyn India Limited(‘the Company’)

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

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated Ind AS financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For PSV Jain & Associates
Chartered Accountants
FRN: 131505W

Dularesh Jain
Partner
Membership No. 137264
Place: Mumbai
Date: 29.05.2025

UDIN: 25137264BMICBV3311

Annexure-B to the Independent Auditor's Report

(Referred to in para 2(f) under "Report on other Legal and Regulatory Requirement" of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2025, we have audited the internal financial controls over financial reporting of Birla Cotsyn India Limited ("the Company") and its subsidiaries ("the Group") which are incorporated in India as on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 the respective 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 internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an internal financial controls with reference to financial statements as at 31st March, 2025, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For PSV Jain & Associates
Chartered Accountants
FRN: 131505W

Dularesh Jain
Partner
Membership No. 137264
Place: Mumbai
Date: 29.05.2025

UDIN: 25137264BMICBV3311

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES AS AT 31ST MARCH, 2025

(₹ In Lacs)

SN	Particulars	Note No.	As At 31st March, 2025	As At 31st March, 2024
			Audited	Audited
1	ASSETS			
	Non-Current Assets			
	(a) Property, Plant & Equipment	2	5,992.32	6,581.43
	(b) Financial Assets			
	(i) Investments	3	6.75	6.75
	(ii) Loans	4	-	3,899.27
	(c) Other Non-Current Assets	5	-	601.77
2	Current Assets			
	(a) Inventories	6	-	227.86
	(b) Financial Assets			
	(i) Trade Receivables	7	23,570.48	23,031.76
	(ii) Cash and Cash Equivalents	8	738.09	45.14
	(iii) Loans	9	-	4.25
	(iv) Others	10	159.51	2,622.08
	Total Assets		30,467.14	37,020.30
1	EQUITY AND LIABILITIES			
	Equity			
	(a) Equity Share Capital	11	2,643.40	26,865.70
	(b) Other Equity	12	23,480.86	(63,674.69)
2	LIABILITIES			
	Non - Current liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	15	2,073.09	65,677.56
	(i) Other Financial Liabilities	13	-	26.40
	(b) Provisions	14	-	158.70
	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowing	15	148.34	3,477.95
	(ii) Trade Payables	16	1,039.91	2,087.93
	(b) Other Current Liabilities	17	1,081.53	2,118.14
	(c) Provisions	18	-	282.60
	Total Equity and Liabilities		30,467.14	37,020.30

For PSV Jain & Associates
Firm Reg. No. 131505W
Chartered Accountants

**For and on behalf of Board Of Directors of
Birla Cotsyn (India) Limited**

Dularesh Jain
Partner
Membership Number: 137264

Akhil Jain
Managing Director
DIN: 03296467

Sheela Jain
Director
DIN:02553215

Place: Mumbai
Dated: 29.05.2025

Gaurav Anand
Company Secretary

Harish Kumar Pareek
Chief Financial Officer

**Statement of Consolidated Profit and Loss for the period ended 31st March, 2025**

(₹ In Lacs)

Particulars	Note	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
		Audited	Audited
Revenue from operations	19	-	-
Other income	20	0.09	1.73
Total Income		0.09	1.73
Expenses:			
Cost of materials and components consumed	21	-	-
Purchases of Stock in-Trade		-	-
Change in Inventories	22	-	-
Employee Benefit Expenses	23	-	-
Finance Costs	24	-	0.02
Depreciation and Amortization Expense	2	562.97	647.75
Other Expenses	25	384.69	57.68
Total Expenses		947.66	705.45
Profit / (Loss) before exceptional items and tax		(947.57)	(703.72)
Exceptional items	26 (i)	513.91	-
Profit / (Loss) before tax		(1,461.48)	(703.72)
Tax expense:			
Less : Current tax		-	-
Add : MAT Credit Entitlement		-	-
Less : Deferred Tax		-	-
Less : Tax paid of earlier year		-	-
Profit / (Loss) after tax for the year		(1,461.48)	(703.72)
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		(1,461.48)	(703.72)
Earning per Equity share (Face value of share Rs.1)			
Basic & Diluted		(10.19)	(0.03)
Significant accounting policies	1		

The accompanying notes are an integral parts of the financial statements.

For PSV Jain & Associates
Firm Reg. No. 131505W
Chartered Accountants

**For and on behalf of Board Of Directors of
Birla Cotsyn (India) Limited**

Dularesh Jain
Partner
Membership Number: 137264

Akhil Jain
Managing Director
DIN: 03296467

Sheela Jain
Director
DIN:02553215

Place: Mumbai
Dated: 29.05.2025

Gaurav Anand
Company Secretary

Harish Kumar Pareek
Chief Financial Officer

Consolidated Cash Flow Statement for the year ended 31st March 2025

(₹ In Lacs)

Particulars		For the Year Ended 31st March , 2025		For the Year Ended 31st March , 2024	
A.	Cash Flow from operating Activities				
	Net Profit before Taxation		(1,461.48)		(703.72)
	Adjustments for :				
	Depreciation	562.97		647.75	
	Interest Income	(0.09)		(1.73)	
	Write Off	-	562.88	-	646.02
	Operating profit before working capital changes		(898.60)		(57.70)
	Trade Debtors	(538.72)		(330.37)	
	Inventories	227.86		-	
	Loans and Advances	215.53		-	
	Other Current Assets	2,462.57		(9.56)	
	Trade Payables and Provisions	(1,489.32)		14.27	
	Movement in Other Current Liabilities	(1,036.61)	(158.70)	(34.81)	(360.47)
	Cash generated from operations		(1,057.29)		(418.17)
	Less: Taxes Paid		-		-
	Net Cash from Operating Activities		(1,057.29)		(418.17)
B.	Cash flow from Investing Activities:				
	Purchase of Fixed Assets	26.14		-	
	Capital advances	23.15		-	
	Investments	-		-	
	Interest received	0.09		1.73	
	Other Non Current Asset	601.77		(0.01)	
	Movement in Long Term Loans & Advances	3,660.59		-	
	Movement in Short Term Loans & Advances	4.25		-	
	Proceeds from Disposal of Fixed Assets	-		-	
	Net Cash from Investing Activities		4,316.00		1.71
C.	Cash flow from Financing Activities				
	Interest Paid	-		-	
	Movement in Current Maturities of Long Term Debt	-		-	
	Movement in long Term Borrowings	(66,934.08)		-	
	Movement in Capital / Revaluation Reserve	88,617.03		316.13	
	Movement in Share Capital / Reduction in Capital	(24,222.30)		-	
	Repayment of Customer deposits	(26.40)		-	
	Net Cash from Financing Activities		(2,565.75)		316.13
	Net Increase in cash and cash equivalents (A+B+C)		692.96		(100.33)
	Opening Cash and Cash Equivalents		45.14		145.46
	Closing Cash and Cash Equivalents		738.09		45.14
	Net Increase in Cash and Cash Equivalents(A+B+C)		692.96		(100.33)

As per our Report even date

For PSV Jain & Associates
Firm Reg. No. 131505W
Chartered Accountants

Dularesh Jain
Partner
Membership Number: 137264

Place: Mumbai
Dated: 29.05.2025

**For and on behalf of Board Of Directors of
Birla Cotsyn (India) Limited**

Akhil Jain
Managing Director
DIN: 03296467

Gaurav Anand
Company Secretary

Sheela Jain
Director
DIN:02553215

Harish Kumar Pareek
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

A EQUITY SHARE CAPITAL

(i) FOR THE YEAR ENDED 31ST MARCH 2025 (₹ In Lacs)

Balance at the beginning of current reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year	Balance at the end of the current reporting period
26,865.70	-	26,865.70	24,222.31	2,643.40

(ii) FOR THE YEAR ENDED 31ST MARCH 2024 (₹ In Lacs)

Balance at the beginning of previous reporting period	Changes in Equity Share Capital due to prior period changes	Restated balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
26,865.70	-	26,865.70	-	26,865.70

B OTHER EQUITY

(i) FOR THE YEAR ENDED 31ST MARCH 2025 (₹ In Lacs)

Particulars	Capital Reserve	Securities Premium	Revaluation Reserve	Foreign Currency Translation Reserve	Retained Earnings	Total Other Equity
Balance as on 01.04.2024	2.26	500.58	876.06	10,059.53	(75,113.12)	(63,674.69)
Change in Accounting policy or prior period errors						-
Restated balance as on 01.04.2024						-
Profit For The Year			-		(1,461.48)	(1,461.48)
Total Comprehensive Income for the current year				-		-
Transferred to Retained Earnings						-
Any other Change (to be specified)	99,302.62		(626.06)	(10,059.53)		88,617.03
Balance as on 31.03.2025	99,304.88	500.58	250.00	-	(76,574.61)	23,480.86

(ii) FOR THE YEAR ENDED 31ST MARCH 2024 (₹ In Lacs)

Particulars	Capital Reserve	Securities Premium	Revaluation Reserve	Foreign Currency Translation Reserve	Retained Earnings	Total Other Equity
Balance as on 01.04.2023	2.26	500.58	876.06	9,743.37	(74,409.40)	(63,287.13)
Change in Accounting policy or prior period errors						-
Restated balance as on 01.04.2023						-
Profit For The Year			-		(703.72)	(703.72)
Total Comprehensive Income for the current year				-		-
Transferred to Retained Earnings						-
Any other Change (to be specified)			-	316.16		316.16
Balance as on 31.03.2024	2.26	500.58	876.06	10,059.53	(75,113.12)	(63,674.69)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025

NOTE – 1: SIGNIFICANT ACCOUNTING POLICIES

1. CORPORATE INFORMATION

Birla Cotsyn (India) Limited (“the Company”) is a public limited Company domiciled in India and incorporated under the provisions of the Companies Act, 2013 having its registered office at 1105, 11th Floor Regent Chambers Jamnalal Bajaj Road, Nariman Point, Mumbai-400021 Maharashtra.

The principal business of the Company is Cotton and Synthetic Yarn Manufacturing, Weaving of Grey Fabrics, Ginning & Pressing of Cotton Bales and Fabric Trading.

Birla Cotsyn (Inida) Limited FZE, Subsidiary of the company Hamriyah Free Zone-Sharjah-United Arab Emirates was established in Sharjah on 08th December, 2010 and operates in the United Arab Emirates under a Trade Licence No. 7203 issued by the Hamriyah Free Zone Authority, The Government of Sharjah. At present there is no business activity in the subsidiary company.

The National Company Law Tribunal (“NCLT”), Mumbai Bench, vide order dated on 20th November 2018 (“Insolvency Commencement Date”) has initiated Corporate Insolvency Resolution Process (“CIRP”) u/s 7 of the Insolvency and Bankruptcy Code, 2016 (“the Code”) based on application filed by financial creditors of the Company. Ms. Sujata Chattopadhyay IP Registration No. IBBI/IPA-003/IP-N00044/2017-18/10353 was appointed as Interim Resolution Professional (“IRP”) to manage affairs of the Company in accordance with the provisions of Code. In the first meeting of Committee of Creditors (“CoC”) held on 20th December 2018, Ms. Sujata Chattopadhyay had been confirmed as Resolution Professional (“RP”) for the Company.

Further, Hon’ble NCLT, Mumbai Bench vide order dated 24th September 2019 ordered liquidation as the Resolution could not be reached under CIRP process. Hon’ble NCLT, Mumbai Bench appointed Mr. Anil Goel as Liquidator vide order dated 24th September 2019 to Liquidate the Company. Liquidator received the expression of interest from potential investor in 3rd Stakeholders Consultation Committee dated 15th February 2022 wherein the proposal was placed before the Stakeholders Consultation Committee for deliberations. Stakeholders Consultation Committee approved the proposal by casting 78.22.22% votes in favour out of 93.82% and accordingly the resolution was passed with clear majority. It is to be noted that Hon’ble NCLT has orally pronounced an order on 09.01.2025 and uploaded on website on 14.01.2025 (‘Hon’ble NCLT Order’) approving the Composite Scheme of Compromise and Arrangement between Acquirer and Birla Cotsyn (India) Limited (in liquidation) and its creditors and shareholders under Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with Insolvency and Bankruptcy Code, 2016 and its related regulations., we have prepared financial statements on the assumption of going concern basis.

As per section 134 of the Companies Act, 2013, the financial statements of the Company are required to be authenticated by the Chairperson of the Board of Directors, where authorised by the Board or at least two directors, of which one shall be managing director or the CEO (being a director), the CFO and Company Secretary where they are appointed.

2. SIGNIFICANT ACCOUNTING POLICIES

(Annexed to and forming part of the financial statements for the Year ended 31st March 2025)

A. BASIS OF ACCOUNTING

These financial statements have been prepared to comply with the Indian Accounting Standard (“IND AS”) prescribed under section 133 of the Act read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016 are set out in Note 2 to annual financial statements

The Financial statements have been prepared under the historical cost convention except where specifically mentioned and in accordance with significant accounting policies as set out below. These policies have been consistently applied to both years presented. Certain Plant and Machinery, Buildings are stated at revalued amounts, in accordance with the generally accepted accounting principles in India and the provisions of The Companies Act, 2013, as adopted and consistently followed by the Company. The Company follows the mercantile system of accounting and recognises income and expenditure on an accrual basis, except those associated with significant uncertainties.

Company’s financial statements are presented in Indian Rupees which is also its functional currency.

B. GOING CONCERN ASSUMPTION

As mentioned in Note No.1, the honourable NCLT has admitted a petition to initiate insolvency proceeding against the Company under the Code. As per the Code, it is required that the Company be managed as a going concern during the CIRP. Further, under the CIRP, a resolution plan needs to be presented to and approved by the CoC, post which it will need to be approved by the NCLT to keep the Company as a going concern. Post CIRP proceeding, Mr. Anil Goel was appointed as Liquidator vide order dated 24th September 2019. Liquidator received the expression of interest from potential investor in 3rd Stakeholders

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025**

Consultation Committee dated 15th February 2022 wherein the proposal was placed before the Stakeholders Consultation Committee for deliberations. Stakeholders Consultation Committee approved the proposal by casting 78.22% votes in favour out of 93.82% and accordingly the resolution was passed with clear majority. It is to be noted that Hon'ble NCLT has orally pronounced an order on 09.01.2025 and uploaded on website on 14.01.2025 ('Hon'ble NCLT Order') approving the Composite Scheme of Compromise and Arrangement between Acquirer and Birla Cotsyn (India) Limited (in liquidation) and its creditors and shareholders under Section 230, Section 66 and other applicable provisions of the Companies Act, 2013 read with Insolvency and Bankruptcy Code, 2016 and its related regulations., we have prepared financial statements on the assumption of going concern basis.

- a) The Company has incurred a loss of Rs. 1461.48 Lakh during the year ended 31st March, 2025 and as of that date the Company's accumulated losses amount to Rs. 76574.61 Lakh and it has a positive net worth of Rs. 26124.26 Lakh Further as of that date, Company's current assets exceeded its current liabilities by Rs. 22198.30 Lakh.

C. USE OF ESTIMATES

The preparation of the financial statements, in conformity with the Ind AS, requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

D. PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment are stated at cost of acquisition, which comprises of purchase price, freight, duties, taxes, borrowing cost and other attributable cost of bringing the asset to working condition for its intended use, except certain fixed assets, which are stated at revalued amount, net of impairment loss (If any) less accumulated depreciation/ amortization.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Depreciation on property, plant and equipment has been provided on Straight Line Method (SLM) as per the useful life prescribed in Schedule II to the Companies Act, 2013, except that:

- a) In case of Plant and Machinery, Management estimates the useful life to be 15 years and the Company has considered depreciation on fulfilling the condition of continuous process plant.
- b) Leasehold land is amortised over the period of lease.
- c) Assets having individual value below Rs.5,000 are depreciated @ 100% and mobile phones are charged to revenue considering their useful life to be less than one year.
- d) Depreciation on addition to assets which become an integral part of an existing asset has been provided on the adjusted value prospectively over the remaining useful life of the assets.
- e) 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 derecognised.

As explained in note no.1 above the Company is under compromise arrangement during Liquidation proceedings. Further, the Company has also not made full assessment of impairment as required by Ind AS 36 on Impairment of Assets, if any, as at 14th January 2025 in the value of tangible and intangible assets.

E. INTANGIBLE ASSETS AND AMORTISATION

Intangible assets acquired separately are measured on initial recognition cost. Intangible assets are amortised on a straight-line basis over the estimated useful economic life. Expenditure on major computer software is amortised over the period of expected benefit not exceeding five years.

F. FINANCIAL INSTRUMENTS**(i) Financial Assets****A. Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial assets or financial liability. Purchase and sale of financial assets are recognised using trade date accounting.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

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

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

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

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

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries at cost less impairment.

(ii) Financial liabilities

A. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement

Financial liabilities are 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.

(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.

G. INVENTORIES

Inventories are valued as under:

- i) Stores & Spare parts and packing materials are valued at lower of weighted average cost and net realizable value.
- ii) Raw materials at Synthetic unit is valued at weighted average cost and at Open End/ Spinning unit is valued at cost, on specific identification method on lot wise basis or net realizable Value, whichever is lower.
- iii) Work in Process is valued at weighted average cost. However, materials held for use in the production of inventories are not written down below cost, if the finished products in which they are used and expected to be sold at or above cost.
- iv) Finished Goods are valued at lower of weighted average cost or net realizable Value. Cost for this purpose includes direct cost and attributable overheads.
- v) Waste goods are valued at lower of weighted average cost or net realizable Value.

H. REVENUE RECOGNITION

- i) Revenue from sale of products is recognised on transfer of all significant risks and rewards of ownership of the product on to the customers, which is generally on despatch of goods.
- ii) Export sales are accounted on the basis of the dates of bill of lading.
- iii) Export incentives are recognized in the year of export.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025**

- iv) Revenue from Services rendered is recognized as per the terms of agreement/arrangement with the concerned parties.
- v) Dividend income on investments is accounted for when the right to receive the payment is established. Interest income is recognised on accrual basis.
- vi) Revenue from training income is recognized when the training is completed and assessment certificate is received.

I. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are accounted at the exchange rate prevailing on the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of profit and loss. In case of forward contracts (non-speculative), the exchange differences are dealt with in the statement of profit and loss account over the period of contracts. Exchange difference arising on monetary items in substance form part of enterprises net investment in non-integral foreign operation is accumulated in a foreign currency translation reserve till the disposal of the net Investment.

J. BORROWING COST

Borrowing cost that is attributable to acquisition of qualifying asset is capitalised as part of total cost of such assets. All other borrowing costs are recognised as expense in the period in which they are incurred.

K. GOVERNMENT GRANTS

Grants including MEGA PROJECT subsidy from Government of Maharashtra under IPS Scheme 2007, are accounted for when it is reasonably certain that ultimate collection will be made. Government grants not specifically related to Fixed Assets are recognized in the statement of Profit and Loss in the year of accrual.

Government grant-in-aid received for meeting recurring expenditure under Integrated Skill Development Scheme is shown as Other Current Liability and is recognised as income to the extent training is completed and assessment certificate is received. In case where training is completed and assessment certificate is received but grant is not received, the amount is shown as grant receivable under other Current Assets. Expenses related to training under the scheme are disclosed separately in the statement of Profit and Loss.

L. TAX EXPENSES

The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity, in accordance to Ind AS 12.

Current tax

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

Deferred tax

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 Assets are recognised and carried forward only if there is reasonable certainty of its realisation. However in case of carried forward losses and unabsorbed depreciation under the Income Tax Act, 1961, the Deferred Tax Asset is recognised only if there is virtual certainty backed by convincing evidence of its realisation.

M. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognises a provision when there is a present obligation (Legal & Constructive) as a result of past event on which it is probable that there will be outflow of resources to settle the obligation in respect of which reliable estimates can be made.

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.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025

Contingent liabilities are disclosed by way of note to the financial statements after careful evaluation by management of the facts and legal aspects of the matter involved.

Contingent assets are neither recognized nor disclosed.

N. IMPAIRMENT OF ASSETS

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (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 transactions are considered, if no such transactions can be identified, an appropriate valuation model is used.

O. APPLICATION OF SECURITIES PREMIUM ACCOUNT

Share Issue expenses are charged, first against available balance in Securities Premium Account.

P. EXPENDITURE DURING CONSTRUCTION AND EXPENDITURE ON NEW PROJECTS

In case of new projects and in case of substantial modernisation / expansion at existing units of the Company, expenditure incurred prior to commencement of commercial production is capitalised.

Q. ACCOUNTING OF CLAIMS

Claims receivable are accounted for at the time when reasonable certainty of receipt is established. Claims payable are accounted for at the time of acceptance.

Claims raised by Government Authorities regarding taxes and duties are accounted for based on the merits of each claim. If same is disputed by the Company, these are shown as 'Contingent Liabilities'.

R. FINANCE LEASE

The leases where the lessee effectively retains substantially all the risks and benefits of ownership of the leased items, are classified as finance leases.

In Case of no reasonable certainty that the lessee will obtain ownership by the end of the lease term, the leasehold land is depreciated fully over the shorter of the lease term or its useful life.

S. EARNINGS PER SHARE

Basic earnings per share are 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. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

T. SEGMENT REPORTING POLICIES

Operating segment as a component of an entity is a segment:

- That engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity, i.e., vertical segment),
- Whose operating results are regularly reviewed by the entity's Chief operating decision maker (CODM) to make decisions about resources to be allocated to the segment and assess its performance, and
- For which discrete financial information is available.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2025****U. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash at bank, in hand (including cheques in hand) and short-term investment with an original maturity of three months or less.

Cash flows are reported using indirect method as set out in Ind AS 7 “Statement of Cash Flows,” whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accrual of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company is segregated based on the available information.

V. BASIS FOR PREPERATION OF CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements include the financials of Birla Cotsyn (India) Ltd and its 100% subsidiary Birla Cotsyn (India) Limited FZE. The financial statements of the subsidiary company used in the consolidation are drawn up to the same reporting date as that of the Company. The consolidated financial statements have been prepared on the following basis:

The Financial statements of the Company and its subsidiary companies are consolidated on a line-by-line item basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with accounting Standard (AS) 21- “Consolidated Financial Statement”.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as holding Company’s separate financial statement, as far as possible.

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

NOTE 2 : PROPERTY, PLANT & EQUIPMENT (₹ In Lacs)

Sr. No.	Particulars	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1st April, 2024	Total Additions	Adjustment/ Deductions/ Sales	Balance as at 31st March, 2025	Depreciation as at 31st March, 2024	Depreciation for the year	Depreciation on Sales/ Adjustments	Depreciation as at 31st March, 2025	Balance as at 31st March, 2025	Balance as at 31st March, 2024
a	Tangible Assets										
	Freehold Land	253.28	-	-	253.28	-	-	-	-	253.28	253.28
	Leasehold Land	92.75	-	-	92.75	14.93	0.87	-	15.80	76.95	77.82
	Buildings	5,957.25	-	27.78	5,929.47	2,621.30	145.43	19.64	2,747.09	3,182.38	3,335.95
	Plant & Machinery	15,366.54	-	134.75	15,231.79	12,471.92	411.60	119.44	12,764.08	2,467.72	2,894.62
	Furniture & Fixtures	59.53	-	5.49	54.04	58.80	0.24	4.66	54.38	(0.34)	0.72
	Computers	70.88	-	6.19	64.68	68.04	0.19	5.99	62.24	2.44	2.77
	Other Assets	40.20	-	3.64	36.56	35.90	0.63	2.67	33.86	2.70	4.30
	Electrical Installation	860.49	-	0.04	860.45	850.24	4.01	0.04	854.21	6.24	10.25
	Vehicles	43.83	-	18.62	25.20	42.12	-	17.87	24.24	0.96	1.71
	Total	22,744.74	-	196.50	22,548.23	16,163.25	562.97	170.31	16,555.91	5,992.32	6,581.43

b	Intangible Assets										
	Computer software	6.22	-	-	6.22	6.22	-	-	6.22	-	-
	Total	6.22	-	-	6.22	6.22	-	-	6.22	-	-
	Grand Total	22,750.96	-	196.50	22,554.46	16,169.47	562.97	170.31	16,562.13	5,992.32	6,581.43

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

NOTE 3 : INVESTMENTS

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Investment in Equity Shares of Other Entities		
Unquoted		
2,000 Fully Paid up Shares (Previous Year 2,000 Shares) of Shamrao Vithal Co-op.Bank Ltd.@ Rs.25/- Per Share	0.50	0.50
62500 Fully Paid up Shares (Previous Year 62,500 Shares) of Jankalyan Sahakari Bank Ltd. @ Rs.10/- Per Share	6.25	6.25
Grand Total	6.75	6.75

NOTE 4 : LOANS - NON CURRENT

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a. Capital Advances		
Unsecured, considered Good	-	23.15
Unsecured, considered doubtful	-	9,432.24
Less: Provision for Unrecoverable Advances	-	9,432.24
Total A	-	23.15
b. Security Deposits		
Unsecured, considered good	-	215.53
Total B	-	215.53
c. Loans and advances (Unsecured, considered good)		
i. Due from Subsidiaries	-	-
Less: Provision for Unrecoverable loan	-	-
Total C (i)	-	-
ii. Loans & Advances to Related Parties (Refer Note 4A & Note 32)	-	3,660.59
Less: Provision for Unrecoverable Loans & Advances	-	-
Total C (ii)	-	3,660.59
Grand Total A + B + C	-	3,899.27

Note 4 A

Loans and Advances to related parties include Rs.36,19,08,831/- given to four parties, i.e. Birla Global Corporate Ltd. (Rs.3,18,19,231/-), Godavari Corporation Pvt. Ltd. (Rs.21,82,27,495/-), Birla Integrated Textile Park Ltd. (Rs.3,90,63,701/-) and Shearson Investment & Trading Pvt. Ltd. (Rs.7,27,98,404/-). All the four parties have negligible/negative net worth as per the latest (FY 2023-24) audited accounts provided by the Management, in comparison to the company's loans and advances. The Liquidator has filed a petition U/s 7 of IBC in NCLT for recovery aforesaid amount on 11.05.2021. Same has been rejected by hon'ble NCLT during the year. Further with pursuant to the scheme to compromise and arrangement to these parties seized to be related parties of the Company.

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

NOTE 5 : OTHER NON-CURRENT ASSETS

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Long term receivables		
a) Mega Subsidy Receivable	-	252.11
b) Due With government authorities	-	130.45
c) CENVAT Credit receivable	-	15.42
d) VAT Credit receivable	-	203.79
	-	601.77

NOTE 6 : INVENTORIES

(As taken, valued and certified by the Management)

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a. Raw Materials and components	-	31.22
b. Work-in-progress	-	58.20
c. Finished goods	-	59.88
d. Stores and spares	-	26.01
e. Packing Materials	-	20.08
f. Waste/scrap	-	32.47
Total	-	227.86

Note 6A

The Inventory have been inspected and found unsuitable for sale and internal use in manufacturing process. As such, they have hold no realizable value so same has been written off.

NOTE 7 : TRADE RECEIVABLES

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
A. Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered doubtful	23,570.48	31,510.72
Less: Provision for doubtful debts	-	8,478.96
	23,570.48	23,031.76
B. Outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	-	-
Less: Provision for doubtful debts	-	-
	-	-
Total (A+B)	23,570.48	23,031.76

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

Note 7.1. Trade Receivables

Ageing of Trade Receivable as on March 31, 2025

(₹ In Lacs)

Particulars	Outstanding for following periods from due date of payment						
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
Undisputed Trade Receivables - Considered good	-	-	-	-	-	23,570.48	23,570.48
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	-	-	-	-	-	23,570.48	23,570.48
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-	-	-	-
Total Trade Receivables							23,570.48
Trade Receivables unbilled	-	-	-	-	-	-	-

Ageing of Trade Receivable as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not Due	< 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
Undisputed Trade Receivables - Considered good	-	-	-	-	-	23,031.76	-
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	8,478.96	8,478.96
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
Disputed Trade Receivables - Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
	-	-	-	-	-	31,510.72	31,510.72
Less : Allowance for doubtful trade receivable - Billed	-	-	-	-	-	(8,478.96)	(8,478.96)
Total Trade Receivables							23,031.76
Trade Receivables unbilled	-	-	-	-	-	-	-

Note: 7.2.Ageing Done From The Date of Transactions.

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

NOTE 8 : CASH AND CASH EQUIVALENTS

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Cash & Cash Equivalents		-
a. Balances with banks		
In Current accounts	238.01	25.03
In Escrow account		153.31
In Specified Training Bank account	-	(153.31)
DD in hand	-	-
b. Cash on hand	-	0.44
c. Fixed Deposit with Bank	500.00	11.03
(Original Maturity Less than 3 Months)		
d. Interest Accrued on FDR	0.08	8.60
	738.09	45.10
(B) Other Bank Balance	-	-
For Unpaid Dividend Accounts	-	-
Share Application Money	-	-
	-	-
(C) Balances with Bank held as Margin Money		
a) Bank Of India (Margin Money)	-	-
b) State Bank of India (Margin Money)	-	0.04
	-	0.04
Total (A + B+C)	738.09	45.14

NOTE 9 : LOANS - CURRENT

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a. Others : Advance recoverable		
Unsecured, considered good	-	4.25
Less: Provision for staff adv.	-	-
	-	4.25
b. Other Loan & Advances (Unsecured)		
Balance with statutory/ government authorities	-	-
Advance given to suppliers for Purchases	-	-
Total (A + B)	-	4.25

**Notes to Consolidated Financial Statements for the year ended 31st March, 2025****NOTE 10 : OTHER CURRENT ASSETS**

(₹ In Lacs)

Particulars+A7:G12	As at 31st March, 2025	As at 31st March, 2024
Short term receivable (unsecured, considered good)		
a) Interest Receivable From Related Parties (unsecured, considered good) (Refer Note 10A)	-	2,369.78
b) Interest Receivable From Others (Consider Doubtful)		59.09
Less: Provision For Doubtful Debt	-	59.09
	-	2,369.78
d) Government Grant Receivable	-	85.78
e) Prepaid expenses	12.76	22.93
f) GST Receivables	146.74	143.58
	159.51	2,622.08

Note: 10A

Dues from Related Parties represents interest receivable on loans given to related parties. Amount includes Rs.23,69,78,312/- (Previous Year Rs.23,69,78,312/-) due from three related parties which have negative/ negligible net worth as on 31st March, 2024, in comparison to company's loans and advances. Further with pursuant to the scheme to compromise and arrangement to these parties seized to be related parties of the Company.

NOTE 11 : EQUITY SHARE CAPITAL

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Authorised Shares Capital		
550,00,00,000 (Previous Year 550,00,00,000) Equity Shares of ₹.1/- each	55,000.00	55,000.00
Issued, Subscribed & fully paid -up Capital		
1,43,39,940 (Previous Year : 268,65,70,450 and as at 1st April 2024 : 268,65,70,450) Equity Shares of Rs.1/- each	143.40	26,865.70
Share Application Money	2,500.00	
Total Issued, Subscribed & fully paid -up Capital	2,643.40	26,865.70

Note 11A : Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31st March, 2025	31st March, 2024
	Amt in Rs.	Amt in Rs.
Shares outstanding at the beginning of the year	26,865.70	26,865.70
Shares Issued during the year	-	-
Shares bought back during the year/Capital Reduction	26,722.30	-
Shares outstanding at the end of the year	143.40	26,865.70

Note 11B : Capital Reduction

- The erstwhile promoter group Equity Share Capital of INR 48,60,83,760 comprising of 48,60,83,760 Equity Shares of INR 1 each, fully paid up, held by the existing Promoters and Promoters group in the Company has been reduced, cancelled and extinguished without any payment on record date 07th March 2025.
- Public Shareholders would continue to own 1 Equity Share in the Company for every 153 existing Equity Shares held by the respective Public Shareholder. Any fractional share has been ignored. Balance Equity Shares (i.e., Equity Shares over and above Continuing Public Shareholding) held by Public Shareholders has been annulled, cancelled and extinguished without any payment. Proportionate shareholding of Public Shareholders post extinguishment/cancellation is at ~5.48% stake in the proposed shareholding pattern of the Company From Record date 07th March 2025.

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

- c) As per the order and As an integral part of the scheme, the acquirer/Promotor and Promotor Group (Along with any of the Acquirer nominees) shall be issued 25,00,00,000/- Equity share of INR 1 Each of the company on 12th March 2025 in the following manner:

Sr. No.	Name	No. of Equity Shares
1	Mr. Nikhil Jain	1,00,00,000.00
2	Rohstoffe International Private Limited	2,00,00,000.00
3	Wendt Finance Private Limited	21,00,00,000.00
4	Sheela Jain	25,00,000.00
5	Akhil Jain	25,00,000.00
6	Sonal Jain	25,00,000.00
7	Priyanka Nikhil Jain	25,00,000.00
Total		25,00,00,000.00

“The Acquirer shall have the right to alter the shareholding mix at its own will as per its requirements.”

Note 11C : Terms/ rights attached to the equity shares

The company has only one class of equity shares having a par value of ₹.1/- per shares. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends (if any) in Indian rupees. The dividends (if any) proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

Note 11D : Details of shareholders holding more than 5% shares in the company.

Equity shares of ₹. 1 each fully paid

Name of Shareholders	31st March, 2025		31st March, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Polytex Limited	-	-	2,381	8.86%
Shearson Investment & Trading Co.Pvt.Ltd.	-	-	1,433	5.34%

- a) The erstwhile promoter group Equity Share Capital of INR 48,60,83,760 comprising of 48,60,83,760 Equity Shares of INR 1 each, fully paid up, held by the existing Promoters and Promoters group in the Company shall be reduced, cancelled and extinguished without any payment on record date 07th March 2025.

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

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

NOTE 12 : OTHER EQUITY

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at
a. Capital Reserves (Refer Note 12a)	99,304.88	2.26
b. Securities Premium		
Opening Balance	500.58	500.58
Less : During the Year	-	-
Add : During the Year	-	-
Closing Balance	500.58	500.58
c. Revaluation Reserve		
Opening Balance	876.06	876.06
Less : During the Year	626.06	-
Add : During the Year	-	-
Closing Balance	250.00	876.06
d. Foreign Currency Translation Reserve		
Opening Balance	10,059.53	9,743.37
Add: Additions during the year	1,017.91	316.16
Less : During the Year	11,077.44	-
Closing Balance	-	10,059.53
e. Surplus/(deficit) in the statement of Profit & Loss		
Opening balance	(75,113.12)	(74,409.40)
(+) Net Profit/(Net Loss) for the current period	(1,461.48)	(703.72)
Closing Balance	(76,574.61)	(75,113.12)
Total Reserves & Surplus (A)	23,480.86	(63,674.69)

Note 12.a Change in capital reserve amount of Rs. 99302.62 Lakh due to transfer of following Amount:

Particulars	Amount In Lakh
Foreign Currency Translation Reserve	10,599.72
Equity Share Capital Reduction	26,722.30
Non Current Liability	61,907.56
Current Liability	37.46
Earlier Year Depreciation	35.59
Total	99,302.63

As Per Scheme of Compromise and Arrangement difference amount between carrying and consideration paid is being transferred to Capital Reserve.

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

NOTE 13 : OTHER LONG TERM FINANCIAL LIABILITIES

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Deposit from Customers	-	26.40
Total		26.40

NOTE 14 : PROVISIONS - NON CURRENT

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for employee benefits		
(a) Leave Encashment (Unfunded)	-	21.71
(b) Gratuity (Unfunded)	-	137.00
Total	-	158.70

NOTE 15 : BORROWINGS

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
NON CURRENT		
A. Secured		
(a) Loans repayable on demand		
Term Loan / Cash Credit from Banks		65,677.56
Amount Payable to Banks as per NCLT order of Scheme of Compromise and Arrangement Dated 14th January, 2025	2,073.09	
Total Non Current	2,073.09	65,677.56

NOTE NON CURRENT

B. Unsecured		
(a) Inter Corporate Loans	79.00	2,888.58
(b) Due to Related Parties (Refer Note No. 32)	49.34	86.62
(c) Deposits	-	-
(d) Others	20.00	502.75
Total Current	148.34	3,477.95
Total Borrowing	2,221.44	69,155.52

NOTE 16 : TRADE PAYABLE

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Trade Payable (Refer note 28 for details of dues to micro and small enterprises)	1,039.91	2,087.93
TOTAL	1,039.91	2,087.93

Note 16.1. Trade Payables

Ageing of Trade Payables as on March 31, 2025

(₹ In Lacs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	1,039.91	1,039.91
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
	-	-	-	-	1,039.91	1,039.91

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

Ageing of Trade Payables as on March 31, 2024

Particulars	Outstanding for following periods from due date of payment					
	Not Due	< 1 Year	1 to 2 Years	2 to 3 Years	> 3 Years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	2,087.93	2,087.93
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iii) Disputed Dues - Others	-	-	-	-	-	-
	0.00	0.00	0.00	0.00	2087.93	2087.93

Note 16.1

Trade payables are non interest bearing and are normally settled on 30 days to 365 days credit term.

Note 16.2

Ageing Done From the Date of Transactions.

Note 16.3

Disclosure under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (as amended)

	As at 31 March, 2025	As at 31 March, 2024
(i) Principal amount remaining unpaid	-	-
(ii) Interest amount remaining unpaid	-	-
(iii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
(iv) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(v) Interest accrued and remaining unpaid	-	-
(vi) 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 enterprises	-	-

Note: Identification of micro and small enterprises is basis intimation received from vendors

NOTE 17 : OTHER CURRENT LIABILITIES

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Current maturities of long-term debt		
(b) Bid Security/ Interim Finance	-	131.83
(C) Current maturities of Fixed Deposits (Refer Note 17 A)	1.00	61.13
(d) Interest accrued and due on FDR	-	19.10
(e) Interest accrued and due on borrowings		319.37
(f) Payables against advance from customers	0.14	20.95
(g) Statutory Liabilities	205.43	51.91
(h) Payables against employees deductions	-	2.51
(i) Advance from supplier/contractors	-	7.85
(f) Interest Payable on Dividend Distribution Tax (Dividend Related For The FY 2008-09)		110.24
(g) Advance Received towards Sale of Fixed Assets	-	160.00
(h) Unpaid Dividends	-	-
(i) Other Payables (Liquidation Cost Payable)	433.84	940.69
(j) Govt Grant received	-	-
(k) Payable To Employee & CIRP Cost	441.12	292.56
TOTAL (B)	1,081.53	2,118.14
Total (A+B)	2,121.44	4,206.07

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

Note: 17 A

(₹ In Lacs)

Period of Maturity	Amount Outstanding	Interest payable	Payment Terms including rate of interest	Default Amount As on 31st March, 2025
Fixed Deposit (More than one year)	-	0	On Maturity	-
Fixed Deposit (Less than one year)	1.00		11.50% to 12.50%	1.00

The claim submitted by the Fixed Deposit Holder amounting to approximately ₹5.13 lakh was received by the RP/Liquidator. As per the Scheme of Compromise and Arrangement approved by the Hon'ble NCLT, Mumbai Bench vide Order dated January 09, 2025, the proposed amount payable to the Fixed Deposit Holder has been fixed at ₹1.00 lakh

NOTE 18 : PROVISIONS - CURRENT

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Provision for employee benefits		
(a) Gratuity (Unfunded)	-	140.52
(b) Leave Encashment (Unfunded)	-	21.79
Others		
Provision for Dividend Distribution Tax (Dividend Related For The FY 2008-09)	-	120.28
Total	-	282.60

NOTE 19 : REVENUE FROM OPERATIONS

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Revenue from operations		
Sale of products	-	-
Finished Goods	-	-
Traded Goods	-	-
Other operating revenues	-	-
Scrap & Waste Sales	-	-
Mega Project Incentive	-	-
Revenue from operations (gross)	-	-

NOTE 20 : OTHER INCOME

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Interest Income on		
Bank Deposits	0.09	1.73
Others	-	-
Other Income (Liabilities W/Back)	-	-
Other non-operating income (net of expenses directly attributable to such income)	-	-
Training Income	-	-
Gain on Foreign Exchange	-	-
Profit on sale of Fixed Assets	-	-
Prior Period Interest	-	-
Total	0.09	1.73

**Notes to Consolidated Financial Statements for the year ended 31st March, 2025****NOTE 21 : COST OF RAW MATERIAL & COMPONENTS CONSUMED****(₹ In Lacs)**

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Inventory at the beginning of the year	-	40.22
Add : Purchases	-	-
Add : Inter Unit transfer	-	-
Total ==>	-	40.22
Less : inventory at the end of the year	-	40.22
Cost of raw material and components consumed	-	-
<u>Details of Inventories</u>		
Opening Stock		
Cotton	-	0.00
Synthetics Fibre	-	4.57
Colour, Chemicals & Mixing	-	9.00
Raw Cotton	-	-
	-	13.57
Purchase		
Cotton	-	-
Synthetics Fibre	-	-
Colour, Chemicals & Mixing	-	-
Raw Cotton	-	-
	-	-
Closing Stock		
Cotton	-	0.00
Synthetics Fibre	-	4.57
Colour, Chemicals & Mixing	-	9.00
	-	13.57
Raw Material Consumption		
Cotton	-	-
Synthetics Fibre	-	-
Colour, Chemicals & Mixing	-	-
Raw Cotton	-	-
Raw Material Consumption	-	-

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

NOTE 22 : CHANGE IN INVENTORIES

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
A. Opening Stocks :		
Semi Finished Goods	-	58.20
Finished Goods	-	59.88
Waste/Scrap	-	32.47
Total (A)	-	150.55
B. Closing Stocks :		
Semi Finished Goods	-	58.20
Finished Goods	-	59.88
Waste/Scrap	-	32.47
Total (B)	-	150.55
Total (A - B)	-	-

NOTE 23 : EMPLOYEES BENEFIT EXPENSES

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Salaries, Wages and bonus	-	-
Contribution to Provident & Other Funds	-	-
Gratuity Expenses	-	-
Remuneration to Directors	-	-
Staff Welfare Expenses	-	-
Total	-	-

NOTE 24 : FINANCE COST

(₹ In Lacs)

Particulars	For the Year Ended 31st March, 2025	For the Year Ended 31st March, 2024
Interest	-	-
Bank Charges	-	0.02
Total	-	0.02

**Notes to Consolidated Financial Statements for the year ended 31st March, 2025****NOTE 25 : OTHER EXPENSES****(₹ In Lacs)**

Particulars	For the Year Ended 31st March, 2025		For the Year Ended 31st March, 2024	
Consumption of Stores & Spares		-		-
Consumption of Packing Material		-		-
Conversion Charges Paid		-		-
(increase)/decrease of excise duty on inventory		-		-
Power & Fuel		-		-
Water Charges		-		-
Freight & forwarding charges		0.21		-
Service Tax		-		-
Rent		-		-
Rates & Taxes		-		-
Custom Duty / Excise Duty		-		-
Security Services Charges		6.77		-
Insurance		0.11		-
Repair & Maintenance		-		-
Plant & Machinery	-	-	-	-
Building	-	-	-	-
Others		-		-
Advertisement and Sales & Promotion Expenses		-		-
Sales Commission		-		-
Traveling & Conveyance Expenses		0.39		-
Vehicle Repair & Maintenance Expenses		-		-
Communication Expenses		-		-
Printing & Stationery		0.02		-
Legal & Professional Charges		11.63		-
Directors Sitting Fees		-		-
Payments to Auditors		0.75		-
Amount receivable written off		-		-
Provision for Doubtful Debts		-		-
Training Expenses (Under ISDS)		-		-
Research and development Expenses		-		-
Miscellaneous Expenditure		364.80		57.68
Total		384.69		57.68

Payment to Auditor	For the Year Ended 31st March, 2025		For the Year Ended 31st March, 2024	
As Auditor :				
Audit Fees		0.75		-
Limited Review Fees		-		-
Out of Pocket Expenses				
In other Capacity				
Other services (Income Tax Matters)		-		-
Reimbursement of expenses				
GST/Service tax on Audit fee and other services		-		-
Total==>		-		-

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

Note No.26

Pursuant to the Scheme of compromise and arrangement (Equivalent to Resolution Plan under IBC 2016) submitted by the Mr. Nikhil Jain , Rohstoffe International Private Limited and Wendt Finance Private Limited (Together Referred as The Acquire) and its approval by the Hon'able National Company Law Tribunal, Mumbai bench, vide their orders dated January 9, 2025 and uploaded on website on January 14, 2025, which is implemented from January 14, 2025 (i.e. closing date as defined under Scheme of compromise and arrangement (Equivalent to Resolution Plan under IBC 2016) otherwise as stated in below notes, the following consequential impacts have been given in accordance with approved resolution plan / Accounting Standards :-

- a) The Company is currently in the process of implementation of Scheme submitted by the Acquirer and pursuant to clause 5.1 of Part II (Details of the Business Plan for Revival of the Company) of the Scheme, a Monitoring Committee, responsible for supervision and implementation of the Scheme, has been constituted comprising of 1 representative of the Acquirer and 1 representative of the Secured Financial Creditors, and the current Liquidator appointed for the Company.

The composition of the Monitoring Committee is as follows:

Sr. No.	Name of member	Position in the Committee
1.	Mr. Anil Goel Erstwhile Liquidator of the Company	Chairperson
2.	Mr. Nikhil Jain Representative of Acquirer	Member
3.	Edelweiss Asset Reconstruction Company Limited Representative of Secured Financial Creditors	Member

- b) The existing directors of the Company as on the date of order have stand replaced by the new Board of Directors from their office with effect from February 10, 2025. As on date Board consist of Mr. Akhil Jain (Managing Director), Mrs. Sheela Jain (Non-Executive Director Non-Independent), Mr. Pradip Kumar Das (Independent Director), Mr. Subhash Chandra Varshney (Independent Director), Mr. Umang Mehta (Independent Director).
- c) The erstwhile promoter group Equity Share Capital of INR 48,60,83,760 comprising of 48,60,83,760 Equity Shares of INR 1 each, fully paid up, held by the existing Promoters and Promoters group in the Company has been reduced, cancelled and extinguished without any payment on record date 07th March 2025.
- d) Public Shareholders would continue to own 1 Equity Share in the Company for every 153 existing Equity Shares held by the respective Public Shareholder. Any fractional share has been ignored From record date 07th March 2025.
- e) Balance Equity Shares (i.e., Equity Shares over and above Continuing Public Shareholding) held by Public Shareholders has been be annulled, cancelled and extinguished without any payment.
- f) Proportionate shareholding of Public Shareholders post extinguishment/cancellation is at ~5.48% stake in the proposed shareholding pattern of the Company.
- g) With effect from Record date 07th March, 2025, the existing issued, subscribed and paid-up equity share capital of the Company has been reduce from Rs. 268,65.70 Lakh divided into 268,65,70450 equity shares of Rs. each to Rs.1,43.40 Lakh divided into 1,43,39,940 equity share of Rs.1 each thereby reducing the value of issued, subscribed and paid-up equity share capital of the Company by Rs. 267,22.30 Lakh. As prescribed in the Resolution Plan, the reduction in the share capital of the Company amounting to Rs. 267,22.30 Lakh has been transferred to the capital reserve account of the company.

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

- h) As per the order and as an integral part of the scheme, the acquirer (Along with any of the Acquirer nominees) shall be issued 25,00,00,000/- Equity share of INR 1 Each of the company 12th March 2025 and they will be considered as promoter and promotor group of company, in the following manner:

Sr. No.	Name	No. of Equity Shares
1.	Mr. Nikhil Jain	1,00,00,000
2.	Rohstoffe International Private Limited	2,00,00,000
3.	Wendt Finance Private Limited	21,00,00,000
4.	Sheela Jain	25,00,000
5.	Akhil Jain	25,00,000
6.	Sonal Jain	25,00,000
7.	Priyanka Nikhil Jain	25,00,000
Total		25,00,00,000

“The Acquirer shall have the right to alter the shareholding mix at its own will as per its requirements.”

- i) In respect of de-recognition of financial creditors, difference amounting to Rs. 61907.56 Lakh between the carrying amount of financial creditors, liabilities extinguished and consideration paid is recognised as capital reserve. In respect of de-recognition All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees dues, Statutory Dues, Operational Creditors, difference amounting to Rs. 513.91 Lakh between the carrying amount of All Assets of the company except Fixed assets investment and GST Receivable and liability Workmen and Employees, Statutory, Operational, liabilities and assets, extinguished and consideration paid, is recognised in statement of profit or loss account in accordance with “Ind AS - 109” on “Financial Instruments” prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an “Exceptional items”.
- j) Out of funds proposed is amounting to Rs. 52,43.26 Lakh, Rs. 4943.25 Lakh was to be utilised towards settlement of claims of creditors and Rs. 300 Lakh for improving the operations of the Company.

NOTE NO 27**CONTINGENT LIABILITIES NOT PROVIDED FOR AND NOT ACKNOWLEDGED AS DEBT:**

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Labour matter pending with the court (Refer Note27.1)	-	14,64.34
b) Claims against cases filed by Unsecured Lenders	-	20,64.57
c) Exports Promotion Capital Goods Scheme (Refer Note 27.1)	-	2,82.66
d) Income Tax Liability (FY 2008-09 to 2012-13) (Refer Note 27.1)	-	19,26.07
e) Income Tax Liability U/s 271D	-	10.00

- 27.1 As Per NCLT Scheme approval order the claims of creditors shall stand frozen and will be binding on the Corporate Debtor and its employees, members, creditors including the Central Government, any State Government or any local authority, guarantors and other stakeholders. On the date of approval of the Scheme, all claims which are not a part of the Scheme shall stand extinguished and no person will be entitled to initiate or continue any proceedings in respect to a claim which is not a part of the Scheme.

Note No.28

In the absence of necessary information relating to the suppliers registered as Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006, the Company has not been able to identify such suppliers and disclose the information required under the said Act relating to them.

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

Note No.29

DEPRECIATION / AMORTIZATION

(₹ In Lacs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Depreciation/ Amortization charged on Fixed Assets	5,62.97	6,47.75
TOTAL	5,62.97	6,47.75

Note No.30 EARNINGS PER SHARE

(₹ In Lacs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Net Profit / (Loss) as per Profit and Loss Account (Rs. In Lakh)	(14,61.48)	(7,03.72)
Weighted Average Number of Equity Shares (In Nos)	143,39,940	2,68,65,70,450
Basic and Diluted Loss Per share (In Rs)	(10.19)	(0.03)
Net Profit / (Loss) before Exceptional Items as per Profit and Loss Account (Rs. In Lakh)	(9,47.57)	(7,03.72)
Weighted Average Number of Equity Shares (In Nos)	143,39,940	2,68,65,70,450
Basic and Diluted Loss Per share before Exceptional Items (In Rs)	(6.61)	(0.03)

Note No.31

(₹ In Lacs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
1. Net Amount remitted during the year in foreign currency on account of Dividend	Nil	Nil
2. Number of non-resident shareholders	369	369
3. Number of shares held by non-resident on which dividend is remitted	Nil	Nil
4. Year for which dividend was due	N.A.	N.A.

Note No.32

Related Party Disclosure

(A) Name of related parties and nature of relationships:

As per Ind AS 24, the disclosures of transactions with the related parties are given below.

Name of The Party	Relationship
Wendt Finance Pvt Ltd	Holding Company
Rohstoffe International Pvt Ltd	Promotor Company
Mr Nikhil Jain	Promotor
Mrs Priyanka Jain	Promotor
Mrs Sonal Jain	Promotor
Mrs Sheela Jain	Promotor & KMP- Non - Executive Non -Independent Director
Mr Akhil Jain	Promotor & KMP- Managing Director
Mr. Pradip Kumar Das	KMP- Non - Executive Independent Director
Mr. Subhash Chandra Varshney	KMP- Non - Executive Independent Director
Mr. Umang Pinakin Mehta	KMP- Non - Executive Independent Director

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

(₹ In Lacs)

Net Balance of Receivable, Payable, Deposits, Loan etc. where Transaction have Taken Place		Balance Carried to Balance Sheet (Net)		Balance Carried to Balance Sheet (Net)	
Key Management Personnel	Mr Akhil Jain	As At 31.03.2025		As At 31.03.2025	
		Receivable	Payable	Receivable	Payable
		-	3.50	-	-
Enterprises Owned or significantly influenced by key management personnel or their relatives.	Wendt Finance Pvt Ltd		49.34		

(B) Transactions during the year ended 31st March, 2025 with related parties:

(₹ In Lacs)

Particulars	Key Management Personnel		Enterprise owned and significantly influenced by Key Management personnel or their relatives	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Loan & Advances Received	-	-	49.34	-
Remuneration	3.50	-	-	-

Note : 33 Fair values of financial assets and financial liabilities:

- (i) Valuation All financial instruments are initially recognized and subsequently re-measured at fair value as described below: The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale. The fair value of investment in quoted Equity Shares, Bonds, Government Securities, Treasury Bills and Mutual Funds is measured at quoted price or NAV. The fair value of the remaining financial instruments is determined using discounted cash flow analysis. The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities; and Level 2: Inputs other than the quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. The carrying values of the financial instruments by categories were as follows:

The following is the hierarchy 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 assets or liabilities that are not based on observable market data (unobservable inputs).

No financial assets/liabilities have been valued using level 1 fair value measurements.

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

(₹ In Lacs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
Financial Assets				
At Amortized Cost				
Trade receivables	23,570.48		23,031.76	-
Cash and cash equivalents	738.09		45.14	-
Loans and advances	-		4.25	-
Other financial assets	159.51		2622.08	-
At FVTPL	-	-	-	-

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

The carrying amounts of trade receivables, cash and cash equivalents and other bank balances, loans and advances, other financial assets and other current assets are considered to approximate their fair values due to their short term nature.

(₹ In Lacs)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Carrying Amount	Level of input used in Level 1,2,3	Carrying Amount	Level of input used in Level 1,2,3
Financial Liabilities				
At Amortized Cost				
Borrowings	2221.43		69155.51	-
Trade Payables	1039.91		2087.93	-
Other financial liabilities	-		26.40	-
Other current liabilities	1081.53		2118.14	-
At FVTPL	-	-	-	-

The carrying amounts of borrowings, trade payables, other financial liabilities and other current liabilities are considered to approximate their fair values due to their short term nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

Note 34 Financial risk management objectives and policies:

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk:

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

(ii) Foreign currency risk:

The Company is exposed to foreign currency risk arising mainly on borrowing, export of finished goods and import of raw material. Foreign currency exposures are managed within approved policy parameters utilising forward contracts.

(B) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company limits its exposure to credit risk of cash held with banks by dealing with highly rated banks and institutions and retaining sufficient balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does not foresee any credit risks on deposits with regulatory authorities.

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

(C) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

Note 35 Capital management:

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt mainly comprises of borrowings from banks, financial institutions and Unsecured Loans. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

Rs. In Lakh

Particulars	31st March, 2025	31st March, 2024
(i) Total equity	26,124.26	(36,808.99)
(ii) Total debt	2221.43	69,155.51
(iii) Overall financing (i+ii)	28,345.69	32,346.52
(iv) Gearing ratio (ii/iii)	0.08	2.14

Note No.36

Comparative figures for the previous year have been regrouped and / or rearranged wherever necessary.

As per our attached report of even date

For PSV Jain & Associates
Firm Reg. No. 131505W
Chartered Accountants

For and on behalf of Board Of Directors of
Birla Cotsyn (India) Limited

Dularesh Jain
Partner
Membership Number: 137264

Akhil Jain
Managing Director
DIN: 03296467

Sheela Jain
Director
DIN:02553215

Place: Mumbai
Dated: 29.05.2025

Gaurav Anand
Company Secretary

Harish Kumar Pareek
Chief Financial Officer

NOTES



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If undelivered, please return to:
BIRLA COTSYN (INDIA) LIMITED

CIN - L17110MH1941PLC003429

Registered Office:

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Website: www.birlacotsyn.com