

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
SHELLZ INDIA LIMITED  
(Formerly known as SHELLZ INDIA PRIVATE LIMITED)  
Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying Financial Statements of SHELLZ INDIA LIMITED (Formerly known as SHELLZ INDIA PRIVATE LIMITED) ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, for the year ended on March 31, 2025, & Cash flow statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended ("AS"), and other accounting principles generally accepted in India, of:

- a) the state of affairs of the Company as at March 31, 2025;
- b) its profit & loss Statement for the year ended on that date; and
- c) its cash flow Statement for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

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



We have determined the matters described below to be the key audit matters to be communicated in our report.

S.No.	Key Audit Matter
1.	<p><b>Provisions and Contingent Liabilities:</b> (Refer note 30 of the standalone financial statements)</p> <p>The Company is involved in certain legal proceedings and claims of such cases not acknowledged as debt as at 31 March 2025 is Rs 1265.46 Lakhs (Previous year Rs. 360.83 Lakhs).</p> <p>The assessment of the likelihood of an adverse outcome and the estimation of any potential financial impact requires significant judgment by management, considering the complex nature of such litigations, interpretations of applicable laws, and reliance on legal advisors.</p> <p>Given the inherent uncertainty in the outcome of such matters and the level of judgment involved in determining whether a provision is required or a disclosure as a contingent liability is appropriate, this area has been identified as a key audit matter.</p> <p><b>Auditor Response to key Audit Matter:</b></p> <p>Principal Audit Procedures:</p> <p>Our audit procedures included, among others:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the procedures adopted by the Company for identifying and monitoring pending legal cases.</li> <li>• Evaluating management’s assessment of the likelihood of obligations arising from the legal proceedings.</li> <li>• Reviewing relevant documents, including case records.</li> <li>• Discussing significant matters with management and, where considered necessary, with the Company’s external legal advisors to assess the basis for management’s judgments.</li> <li>• Assessing whether the related disclosures in the financial statements are appropriate and comply with the requirements of AS 29 - <i>Provisions, Contingent Liabilities and Contingent Assets</i>.</li> </ul> <p><b>Conclusion:</b></p> <p>Based on the procedures performed, we found the disclosures relating to legal proceedings to be adequate and the related judgments to be reasonable.</p>
2.	<p><b>Assessment of Trade Receivables: (Outstanding for more than 180 days)</b></p> <p>The company has trade receivables amounting to Rs. 3555.14 Lakhs (i.e. 21.14% of total assets) at the Balance Sheet Date March 31, 2025.</p> <p>Due to level of judgment required relating to its recoverability the same is considered as key audit matter.</p> <p><b>Auditor Response to key Audit Matter:</b></p> <p>Our Audit procedures based on which we arrived at the conclusion regarding reasonableness of trade receivables outstanding for more than 180 days:</p> <ul style="list-style-type: none"> <li>• Obtain the details of parties having outstanding for more than 180 days.</li> <li>• Evaluated the facts, terms and conditions, relevant correspondence, status of legal proceedings wherever initiated and management's rationale for the recoverability of the outstanding dues.</li> <li>• Meeting with the management.</li> </ul>



**Information other than the financial statements and auditor's report thereon.**

The company's board is responsible for the preparation of the other information. The other information comprises the information included Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the Financial Statements and our Auditor's report thereon.

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

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

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

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

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

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 responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered



material if, individually or in the aggregate, they could reasonably be expected to influence the economic decision of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatements 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 controls 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 management.
- Conclude on the appropriateness of management's use of 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 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 account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of internal financial control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in Annexure "A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to the financials' statements.
  - 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 other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanation given to us:



- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- (ii) The Company has made provision, as at March 31, 2025 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- (iii) The Company is not liable to transfer any amounts, to the Investor Education and Protection Fund during the year ended March 31, 2025.
- (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) No dividend has been declared or paid during the year by the company.
- (vi) Based on information and explanation the company has not yet started the feature of recording audit trail (edit log) in its accounting software used for maintaining its books of accounts.



2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For RSAV & COMPANY  
Chartered Accountants  
ERN: 022058N



Abhinaya Verma  
Partner  
M.NO.: 511290  
UDIN: 25511290BMKOTN5514  
Place: Delhi  
Date: 07/09/2025

ANNEXURE "A" TO THE AUDITOR'S REPORT

Report on the Internal Financial Control under clause (i) of sub section 3 of Section 143 of companies Act, 2013 ('The Act')

We have audited the internal financial control over financial reporting of Shellz India Limited ('the company') as of 31st March, 2025 in conjunction with our audit of the financial statement of the company for the year ended on that date.

Management 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 Control over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

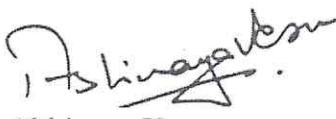

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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 Control Over Financial Reporting, issued by the Institute of Chartered Accountants of India.

For RSAV & COMPANY  
Chartered Accountants  
FRN: 022058N

Abhinaya Verma  
Partner  
M.NO.: 511290  
UDIN: 25511290BMKOTN5514  
Place: Delhi  
Date : 07/09/2025

ANNEXURE "B" TO THE AUDITOR'S REPORT

Referred to in Paragraph 2 Under "Report on Other Legal and Regulatory Requirements" of Our Report to the member of Shellz India Limited of Even Date

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

- 1) In respect of the Company's Property, Plant and Equipment, right of use assets and Intangible Assets:
  - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;  
  
(B) The Company does not have intangible assets. Accordingly, Clause 3(i)(a)(B) of the order is not applicable to the company.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - (c) The company does not own any immovable properties, except the immovable properties taken on operating lease in respect of which lease/rent agreements are in the name of the company.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Accordingly, the reporting under Clause 3(i)(d) of the Order is not applicable to the Company.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceeding has been initiated or are pending against the company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 2) (a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory were noticed on physical verification of stocks by the management as compared to book records.  
  
b) The Company has been sanctioned working capital limits in excess of Five crore, in aggregate, during the year, from banks or financial institutions on the basis of security of current assets and the book debt statement filed by the company with the bank are in agreements with the books of accounts except for the statements filed for following quarters during the year ended March 31, 2025, which are described in Annexure-1 of our report.



- 3) In our opinion the investments made by the company are prima facie, not prejudicial to the interest of the company. Further the company has not, provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, LLP or other parties covered in register maintained under section 189 of the companies act 2013. Hence the question of reporting such loans are not prejudicial to the company's interest or whether the receipt of the principal amount and interest are regular and whether reasonable steps for recovery of overdues of such loan are taken, does not arise.
- 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, investments, guarantees, and security.
- 5) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods & Service Tax, Duty of Customs, Cess and any other statutory dues with the appropriate authorities and no statutory dues were outstanding as at 31<sup>st</sup> March, 2025 for a period of more than six months from the date they became payable except as followings:
  - b) According to the information and explanation given to us, there are no dues of income tax, Goods & service tax & duty of customs outstanding on account of any dispute.
- 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.
- 9) According to the information and explanations given to us and on the basis of our examination of the records of the company:
  - a) The Company has not defaulted in repayment of any loans or other borrowings from any lender.
  - b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
  - c) The Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
  - d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.



- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, clause 3(ix)(f) is not applicable.
- 10) a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- 11) a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub section (12) of section 143 of the companies act has been filed in Form ADT-4 as prescribed under rule 13 of companies (Audit and Auditors) Rules, 2014 with the central Government during the year and upto the date of this report.
- c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company.
- 12) The Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.
- 14) a) In our opinion and based on our examination, the company does not require to have internal audit system. Accordingly, clause 3(xiv)(a), of the Order is not applicable.
- 15) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16) (a) In our opinion, the Company is not required to be registered under section 45-1A 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 not incurred cash losses in the financial year and in the immediately preceding financial year.
- 18) During the year under review, there has been resignation of statutory auditors during the year.
- 19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination 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) Based on our examination, the provision of section 135 are not applicable on the company Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- 21) The reporting under Clause 3(xxi) of the Order is not applicable in respect of audit of financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For RSAV & COMPANY  
Chartered Accountants  
FRN: 022058N



Abhinaya Verma  
Partner

M.NO.: 511290

UDIN: 25511290BMKOTN5514

Place: Delhi

Date: 07/09/2025



ANNEXURE-1 TO THE AUDITOR'S REPORT

Particulars	Periodical Statement Quarter ended 30/06/2024		
	Statement filed with the Bank	Statement as per Books of Accounts	Difference
(I) Stock	581,881,366	583,692,992	(1,811,626)
(II) Debtors	523,235,161	523,330,598	(95,437)
(a) Less than 90 days	270,629,711	272,038,135	(1,408,424)
(b) Above 90 days	252,605,449	251,292,465	1,312,984
Total (a+b)	523,235,160	523,330,600	(95,440)
Total (I+II)	1,105,116,527	1,107,023,590	(1,907,063)
(III) Sale	441,043,175	441,109,930	(66,755)
(IV) Purchase	370,931,399	371,197,984	(266,585)
(V) Creditors	348,216,303	348,462,197	(245,894)

Particulars	Periodical Statement Quarter ended 30/09/2024		
	Statement filed with the Bank	Statement as per Books of Accounts	Difference
(I) Stock	640,299,633	640,429,374	(129,741)
(II) Debtors	533,854,927	534,090,306	(235,379)
(a) Less than 90 days	216,682,971	214,235,468	2,447,503
(b) Above 90 days	317,171,955	319,854,839	(2,682,884)
Total (a+b)	533,854,926	534,090,307	(235,381)
Total (I+II)	1,174,154,560	1,174,519,680	(365,120)
(III) Sale	851,174,360	851,534,402	(360,042)
(IV) Purchase	681,844,360	682,086,500	(242,140)
(V) Creditors	334,127,977	334,411,172	(283,195)



Particulars	Periodical Statement Quarter ended 31/12/2024		
	Statement filed with the Bank	Statement as per Books of Accounts	Difference
(I) Stock	722,088,323	722,324,656	(236,333)
(II) Debtors	491,953,610	491,742,270	211,340
(a) Less than 90 days	260,189,058	260,551,686	(362,628)
(b) Above 90 days	231,764,552	231,190,585	573,967
Total (a+b)	491,953,610	491,742,271	211,339
Total (I+II)	1,214,041,933	1,214,066,926	(24,993)
(III) Sale	1,325,605,281	1,326,587,843	(982,562)
(IV) Purchase	1,106,762,857	1,106,851,963	(89,106)
(V) Creditors	325,942,326	326,094,602	(152,276)

Particulars	Periodical Statement Quarter ended 31/03/2025		
	Statement filed with the Bank	Statement as per Books of Accounts	Difference
(I) Stock	656,682,431	656,588,363	94,068
(II) Debtors	355,414,749	355,514,431	(99,682)
(a) Less than 90 days	244,703,925	244,730,723	(26,798)
(b) Above 90 days	110,710,823	110,783,707	(72,884)
Total (a+b)	355,414,748	355,514,430	(99,682)
Total (I+II)	1,012,097,180	1,012,102,794	(5,614)
(III) Sale	1,869,758,462	1,869,731,762	26,700
(IV) Purchase	1,469,739,377	1,470,348,496	(609,119)
(V) Creditors	333,081,828	333,128,194	(46,366)



**SHELLZ INDIA LIMITED**  
formerly known as SHELLZ INDIA PRIVATE LIMITED.  
(CIN-U15490DL2012PLC235397)  
Balance Sheet as at 31st March, 2025

(₹ in lakhs)

Particulars		Refer- Note No.	As on 31st March 2025	As on 31st March, 2024
<b>I. Equity and Liabilities</b>				
<b>1 Shareholders' Funds</b>				
(a) Share Capital		1	69.28	64.00
(b) Reserves & Surplus		2	4,130.81	2,615.29
			4,200.09	2,679.29
<b>2 Non-Current Liabilities</b>				
(a) Long-Term Borrowings		3	2,117.04	2,635.05
(b) Deferred Tax Liabilities (Net)		4	-	-
(c) Long-Term Provisions		5	27.19	17.59
			2,144.23	2,652.64
<b>3 Current Liabilities</b>				
(a) Short-Term Borrowings		6	3,970.51	4,618.66
(b) Other Current Borrowings		7	1,730.92	
(c) Trade Payables				
(i) Total outstanding dues of micro enterprises and small enterprises			139.34	85.74
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises			3,191.94	3,867.13
(c) Other Current Liabilities		8	938.49	415.50
(d) Short-Term Provisions		5	437.75	386.38
			10,408.95	9,373.41
<b>TOTAL</b>			<b>16,753.28</b>	<b>14,705.34</b>
<b>II. Assets</b>				
<b>1 Non-Current Assets</b>				
<b>(a) Property Plant &amp; Equipment</b>				
(i) Tangible Assets		9	1,811.27	1,949.42
(ii) Intangible Assets			-	-
(iii) Capital Work-in-Progress			393.58	6.95
(b) Long-Term Loans and Advances		10	2,487.09	50.00
(c) Other Non-Current Asset		11	562.03	238.47
			35.27	1.72
<b>2 Deferred Tax Assets (Net)</b>			<b>5,289.24</b>	<b>2,246.57</b>
<b>3 Current Assets</b>				
(a) Inventories		12	6,565.88	5,480.65
(b) Trade Receivables		13	3,555.14	5,571.50
(c) Cash and Cash Equivalents		14	47.19	171.08
(d) Other Current Assets		15	1,295.82	1,235.55
			11,464.04	12,458.77
<b>TOTAL</b>			<b>16,753.28</b>	<b>14,705.34</b>

Notes forming part of the Accounts

Standard Accounting Policies

Additional Notes forming part of accounts

As per our Report attached on even date.

For RSAV AND COMPANY

Chartered Accountants

FRN. 022058N

Abhinaya Verma

Partner

M.No. 511290

UDIN: 25511290BMKOTN5514

Place : New Delhi

Date : 07/09/2025



1 to 15

1

2(i to viii)

For and on behalf of Board of Directors

Shalini Garg

Director

DIN: 00006159

Sunil Kumar

Company Secretary

Kapil Garg

Managing Director

DIN: 00006050

Sangeeta Thakur

Chief Financial Officer



**SHELLZ INDIA LIMITED**  
formerly known as SHELLZ INDIA PRIVATE LIMITED.  
(CIN-U15490DL2012PLC235397)  
**Statement of Profit and Loss For the period ended 31st March, 2025**

(₹ in lakhs)

Particulars		Refer Note No.	As on 31st March, 2025	As on 31st March, 2024
I.	Revenue From Operations	16	18,697.32	16,241.26
II	Other Income	17	41.93	35.73
III.	<b>Total Revenue (I + II)</b>		<b>18,739.24</b>	<b>16,277.00</b>
IV.	Expenses:			
	Cost Of Material Consumed	18	14,514.80	13,119.61
	Changes In Inventories	19	(896.55)	(632.83)
	Employee Benefits Expenses	20	637.67	310.22
	Finance Costs	21	842.82	827.41
	Depreciation and Amortisation	22	383.78	411.33
	Other Expenses	23	2,005.71	1,466.90
	<b>Total Expenses</b>		<b>17,488.23</b>	<b>15,502.63</b>
V.	<b>Profit Before Exceptional And Extraordinary Items And Tax (Iii-iv)</b>		<b>1,251.01</b>	<b>774.37</b>
VI.	Exceptional Items		2.22	-
VII.	<b>Profit Before Extraordinary Items And Tax (V - VI)</b>		<b>1,248.79</b>	<b>774.37</b>
VIII.	Extraordinary Items		-	-
IX.	<b>Profit Before Tax (VII- VIII)</b>		<b>1,248.79</b>	<b>774.37</b>
X	Tax Expenses:			
	(1) Current Tax	24	394.62	260.00
	(2) Deferred Tax	25	(33.54)	(25.86)
	Excess/Short Provision Relating Earlier Tax Year	26	-	43.14
XI	<b>Profit (Loss) For The Period From Continuing Operations (IX-X)</b>		<b>887.71</b>	<b>497.10</b>
XII	Profit/(Loss) From Discontinuing Operations		-	-
XIII	Tax Expenses Of Discontinuing Operations		-	-
XIV	<b>Profit/(Loss) From Discontinuing Operations (After Tax) (XII-XIII)</b>		<b>-</b>	<b>-</b>
XV	<b>Profit (Loss) For The Period (XI + XIV)</b>		<b>887.71</b>	<b>497.10</b>
XVI	Earnings per equity share:			
	(1) Basic		132.82	77.67
	(2) Diluted		132.82	77.67


Notes forming part of the Accounts 1 to 16  
Standard Accounting Policies 1  
Additional Notes forming part of accounts 2(i to viii)  
As per our report attached on even date.


For RSAV AND COMPANY  
Chartered Accountants  
FRN. 022058N

  
Abhinaya Verma  
Partner  
M.No. 511290  
UDIN: 25511290BMKOTN5514  
Place : New Delhi  
Date : 07/09/2025




For and on behalf of Board of Directors

  
Shalini Garg  
Director  
DIN: 00006159

  
Sumit Kumar  
Company Secretary



  
Kapil Garg  
Managing Director  
DIN: 00006050

  
Sangeeta Thakur  
Chief Financial Officer

SHELLZ INDIA LIMITED formerly known as SHELLZ INDIA PRIVATE LIMITED.

Notes to Financial Statement for the period ended 31st March 2025

**NOTE 1**

(₹ in lakhs)

Share Capital	As at 31st March 2025		As at 31 March 2024	
	Number	Rs	Number	Rs
<b>Authorised</b>				
Equity Shares of 10 each	130.00	1,300	7.00	70.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of 10 each	6.93	69.28	6.40	64.00
<b>Total</b>	<b>6.93</b>	<b>69.28</b>	<b>6.40</b>	<b>64.00</b>

Disclosure pursuant to Note as per requirements of the Companies Act,2013

(₹ in lakhs)

Particulars	Equity Shares		Equity Shares	
	Number	Rs	Number	Rs
Shares outstanding at the beginning of the year	6.40	64.00	6.40	64.00
Shares Issued during the year	0.53	5.28	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>6.93</b>	<b>69.28</b>	<b>6.40</b>	<b>64.00</b>

The Company has issued paid up capital consisting total number of equity shares 47,435 (face value Rs 10 Per share) at a premium of Rs 1155 on 31<sup>st</sup> August 2024. Moreover, Company has issued paid up capital consisting total number of equity shares 5,400 (face value Rs 10 Per share) at a premium of Rs 1,480 on 10th February 2025.

During the Year, Company has increased its authorised share capital by Rs. 12,30,00,000 divided into 1,23,00,000 equity shares of Rs 10/- on 7th November 2024.

**Right, Preferences and Restriction attached to shares**

**Equity shares**

The company has only one class of Equity having a par value Rs. 10.00 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the Equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

Disclosure pursuant to Note as per requirements of the Companies Act,2013

(if more than 5% holding at the any point of time during the year)

(₹ in lakhs)

SR NO	Name of Shareholder	As at 31 March 2025		As at 31 March 2024	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Kapil Garg	5.20	75.05%	5.20	81.25%
2	Shellz Overseas Pvt Ltd	-	0.00%	1.20	18.75%
2	Shalini Garg	1.20	17.32%	-	0.00%
		<b>6.40</b>	<b>92.37%</b>	<b>6.40</b>	<b>100%</b>

**Shareholding of Promoters**

(₹ in lakhs)

SR NO	Name of Shareholder	As at 31 March 2025			As at 31 March 2024		
		No. of Shares held	% of Holding	% Change in Shareholding	No. of Shares held	% of Holding	% Change in Shareholding
1	Kapil Garg	5.20	75.05%	-6.20%	5.20	81.25%	-
2	Prem Lata Garg	-	-	-	0.00	0.00%	-
3	Varun Garg	-	-	-	0.00	0.00%	-
4	Shellz Overseas Pvt Ltd	-	-	-18.75%	1.20	18.75%	-
5	Shalini Garg	1.20	17.32%	17.32%	-	0.00%	-
		<b>6.40</b>	<b>92.37%</b>	<b>-7.63%</b>	<b>6.40</b>	<b>100%</b>	<b>-</b>



*Comptroller*

*Aces*



*Shalini*

SHELLZ INDIA LIMITED, formerly known as SHELLZ INDIA PRIVATE LIMITED,  
Notes to Financial Statement for the period ended 31st March 2025

Note 2 Reserves & Surplus

Particulars	(₹ in lakhs)	
	As at 31st March 2025	As at 31st March 2024
	Rs	Rs
<b>Surplus</b>		
Opening Balance		
(+) Net Profit/(Net Loss) For the current year	1,963.11	1,466.02
Closing Balance	2,850.83	1,963.11
<b>Securities Premium</b>		
Opening Balance	652.18	652.18
(+) Addition during the year	627.50	-
(-) Deletion during the year	-	-
Closing Balance	1,279.68	652.18
<b>Total</b>	<b>4,130.51</b>	<b>2,615.29</b>

Note 3 Long-Term Borrowings

Particulars	As at 31st March 2025			As at 31st March 2024		
	Non-Current	Current-Maturities	Total	Non-Current	Current-Maturities	Total
<b>Term Loan - From banks</b>						
GECL Loans	51.42	38.57	89.99	80.99	58.54	149.53
Vehicle Loan(Axis Bank Limited)	7.30	1.23	8.53	8.53	1.12	9.65
	58.72	39.80	98.52	89.52	59.66	149.18
<b>Term Loan - From Others</b>						
Business Loans	29.82	262.90	292.71	292.71	237.75	530.46
Machinery Loans (Mahindra)	105.91	32.87	138.77	-	-	-
Business Loans (Mahindra & Bajaj)	768.36	317.98	1,086.33	1,066.33	317.57	1,401.90
Machinery Loan(Protium Finance Ltd, New)	27.34	5.19	32.53	-	-	-
	904.05	618.93	1,522.98	1,379.04	551.12	1,930.16
<b>Loans and Advances from Related Parties</b>						
Loans and advances from Director and Relatives	662.08	-	662.08	763.67	-	763.67
	662.08	-	662.08	763.67	-	763.67
<b>Finance Lease Obligation</b>						
Finance Lease Obligations	228.82	85.03	313.85	223.00	62.02	285.02
	228.82	85.03	313.86	223.00	62.02	285.02
<b>Other Loans and Advances</b>						
Loan from Corporate	235.49	-	235.49	170.82	-	170.82
	235.49	-	235.49	170.82	-	170.82
<b>The Above Amount Includes</b>						
Secured Borrowings	960.63	308.82	1,269.45	1,184.85	275.23	1,460.08
Unsecured Borrowings	1,156.21	347.83	1,504.14	1,450.20	267.57	1,717.77
Amount Disclosed Under the Head "Short Term Borrowings"	-	(742.76)	-	-	(672.83)	(672.83)
<b>Net Amount</b>	<b>2,117.04</b>	<b>-</b>	<b>2,117.04</b>	<b>2,635.05</b>	<b>-</b>	<b>2,635.05</b>

- Business Loans (Secured) from Other than banks are taken from Non Banking Financial Institutions. These loans are secured against hypothecation of Plant & Machinery of the Company and personal guarantee of the directors.
  - Term Loan ECLGS from bank is secured against the second charge on assets already mortgage with Axis/Yes Bank as stated in note 06 of Financial Statement. It is Further Guaranteed by NCOTC (National credit Guarantee Trustee Company Ltd (Ministry of Finance, Government of India).
  - ECLGS Term Loan has a repayment schedule that includes a 12-month principal moratorium, followed by 36 monthly installments for principal repayment. Interest is to be serviced on a monthly basis, starting from 22.09.2022.
  - The Company has obtained a secured term loan from Protium Finance Limited, a Non-Banking Financial Company, on 24th January 2025 for the purpose of acquiring new equipment. The loan is secured by way of hypothecation of the machinery purchased out of the loan proceeds. The loan carries interest at 15.00% per annum and is repayable in 60 equal monthly installments.
  - The Company has obtained a Working Capital term loan from Mahindra Finance ₹1,50,00,000/- (Rupee One Crore And Fifty Lakh Only), on 30th November 2024. The loan is secured by way of hypothecation of Machinery. The Loan carries interest at 11.00% per annum and is repayable in 48 equal monthly installments.
- a. Term of Repayment of Loan**
- i. Vehicle Loan(Axis Bank Limited) was taken during 2023 year and carries interest @ 9.50 % to p.a.The loan is repayable in 94 instalment of Rs. 16420 each along with interest from the date of loan. The loan is secured by hypothecation of respective vehicle of the company.



*Committee*

*Shelvi*

*[Signature]*

*[Signature]*

SHELLZ INDIA LIMITED formerly known as SHELLZ INDIA PRIVATE LIMITED.  
Notes to Financial Statement for the period ended 31st March 2025

NOTE 4 <span style="float: right;">Deferred Tax</span>		(₹ in lakhs)	
Particulars	As at 31 March 2025	As at 31 March 2024	
	Rs	Rs	Rs
Deferred Tax Liability			
Deferred Tax	-	-	-
Gross Deferred Tax Liability	-	-	-
Deferred Tax Assets			
Deferred Tax	35.27	-	1.72
Gross Deferred Tax Asset	35.27	-	1.72
Net Deferred Tax Assets	35.27	-	1.72
Net Deferred Tax Liability	-	-	-
<b>Total</b>	<b>35.27</b>	<b>-</b>	<b>1.72</b>

Note 5 <span style="float: right;">Provisions</span>		(₹ in lakhs)					
Particulars	As at 31st March 2025			As at 31st March 2024			
	Long-Term	Short-Term	Total	Long-Term	Short-Term	Total	
Provision for Employee Benefit							
Gratuity Liability	27.19	3.22	30.52	17.59	1.35	18.95	
	27.19	3.33	30.52	17.59	1.35	18.95	
Other Provisions							
Current Tax Provision	-	434.42	434.42	-	385.03	385.03	
	-	434.42	434.42	-	385.03	385.03	
<b>Total</b>	<b>27.19</b>	<b>437.75</b>	<b>464.94</b>	<b>17.59</b>	<b>386.38</b>	<b>403.98</b>	

Note 6 <span style="float: right;">Short-Term Borrowings</span>		(₹ in lakhs)	
Particulars	As at 31 March 2025	As at 31 March 2024	
	Rs	Rs	Rs
Loans Repayable on Demands - From Banks			
Yes Bank Working Capital Demand Loan	-	-	1,300.00
Axis Bank CC-5274	1,621.39	-	2,029.15
Bajaj Finance Ltd - New Loan	1,000.00	-	-
Yes Bank - 0068	348.09	-	-
Yes Bank - 0025 -Current A/c	341.41	-	-
	3,311.78	-	3,329.15
Current-Maturities of Long-Term Debt	658.72	-	610.78
<b>Total</b>	<b>3,970.51</b>	<b>-</b>	<b>3,939.94</b>
Other Current Borrowing			
Bills Discounting	1,730.92	-	678.72
	1,730.92	-	678.72
<b>Total</b>	<b>1,730.92</b>	<b>-</b>	<b>678.72</b>

Note- Cash Credit Facility from Yes Bank and/or Axis Bank and/or Bajaj Finance is secured against the following-

**1. Primary Security**

- First Pari Passu Charge by way of Hypothecation on Current Assets (Current Assets excluding cash) and All movable Fixed Assets excluding vehicles/assets (Specifically not financed by other banks/financial institutions) of the company both present and future.

**2. Collateral Security**

- Residential Property Located at A4, Block-A, Heritage Floresta Chhata No. 92/5 of Pl Sheet No. 10 Conchelin, Mapusa, Bardez, Mapusa, Goa-403115
- Three Commercial Property Located at D-3/1, Rana Pratap Bagh, Delhi, India Shop No.6 and Two Shops on ground Floor,
- Rear Basement, One Hall at Mezzanine and RHS Portion at 2<sup>nd</sup> Floor and 3 Floor with roof right and Basement of D-3/1 Rana Pratap Bagh, Delhi-110007
- Front Basement D-3/1, Rana Pratap Bagh, Delhi-110007
- Plot No 20, 2<sup>nd</sup> Floor, North Avenue Road, Punjabi Bagh, New Delhi-110026

**3. Personal Guarantee**

- Kapil Garg (Director)
- Shalini Garg (Director)
- Prem Lata Garg (Relative of Director)

**4. Corporate Guarantee**

- Shellz Overseas Pvt. Ltd.



*Comptroller*

*[Signature]*



*[Signature]*

*[Signature]*

SHELLZ INDIA LIMITED formerly known as SHELLZ INDIA PRIVATE LIMITED.  
Notes to Financial Statement for the period ended 31st March 2025

NOTE 7 <u>Trade Payables</u>		(₹ in lakhs)	
Particulars	As at 31 March 2025	As at 31 March 2024	
	Re	Re	
(A) Micro Enterprises and Small Enterprises Trade Payable	139.34	85.74	
(B) Others Trade Payable	139.34	85.74	
<b>Total</b>	<b>3,191.24</b>	<b>3,407.13</b>	

NOTE 7.1 Ageing Analysis of Trade Payables:  
As on 31.03.2025

Particulars	Outstanding for following periods from due date of payment/Invoice Date					
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	
	- MSME	5.89	14.85	10.36	-	31.10
- Others	1,892.77	212.60	140.72	26.68	2,272.78	
- Disputed dues - MSME	-	4.70	100.05	3.20	107.94	
- Disputed dues - Others	48.18	179.47	545.33	146.18	919.17	
<b>Total</b>	<b>1,946.84</b>	<b>411.31</b>	<b>797.07</b>	<b>176.06</b>	<b>3,331.28</b>	

As on 31.03.2024

Particulars	Outstanding for following periods from due date of payment/Invoice Date					
	Less Than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total	
	- MSME	6.82	2.94	-	-	9.76
- Others	2,372.76	251.47	60.10	42.51	2,726.84	
- Disputed dues - MSME	-	72.78	3.20	-	75.98	
- Disputed dues - Others	165.72	81.91	138.79	15.84	1,158.26	
<b>Total</b>	<b>2,545.32</b>	<b>1,149.11</b>	<b>202.09</b>	<b>58.35</b>	<b>3,952.87</b>	

(a) Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31 March 2025	As at 31 March 2024
(A) (i) Principal amount remaining unpaid	139.34	85.74
(ii) Interest amount remaining unpaid	57.47	28.33
(B) 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		
(C) 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 Act, 2006		
(D) Interest accrued and remaining unpaid	57.47	28.33
(E) 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	57.47	28.33

NOTE 8 Other Current Liabilities

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Re	Re
Current Maturities Of Finance Lease Obligation	85.03	62.02
Interest on MSME	57.47	28.33
Others payables	57.47	28.33
Statutory Dues	13.27	22.12
Audit Fee Payable	2.15	-
Equipment Payable	622.11	111.55
Advance from Customer	158.46	161.47
<b>Total</b>	<b>795.99</b>	<b>325.15</b>
	<b>938.49</b>	<b>415.50</b>



Umit K...  
A...  
SHELLZ INDIA LIMITED  
DELHI  
K...

Note No. 9 Property, Plant and Equipment and Intangible Assets as at 31st March 2025

Assets Category	Useful Life (In Years)	Gross Block			Accumulated Depreciation/Amortisation			Net Block	
		(Balance as at 1st April 2024)	(Addition during the year)	Addition on Account of business acquisition	(Balance as at 1st April 2024)	(Provided during the year)	(Deletion/adjustments during the year)	(Balance as at 31st March 2025)	(Balance as at 31st March 2024)
<b>A. Tangible Assets</b>									
Own Assets:									
Furniture & Fixture	10	2.26	0	-	1.82	0.11	-	1.93	0.33
Plant & Machinery	15	4,581.07	129.92	-	3,059.99	287.18	-	3,347.17	1,363.82
Office Equipments	5	28.66	2.46	-	26.8	0.53	-	27.33	3.79
Electrical Installation & Equipments	10	78.91	0	-	72.23	1.44	-	73.67	5.24
Computer	3	10.36	1.05	-	8.51	1.01	-	9.95	1.46
Motor Vehicles	10	10.16	0	-	1.36	2.28	-	3.64	6.52
<b>Sub Total</b>		<b>4,711.42</b>	<b>133.43</b>	<b>0.00</b>	<b>3,171.14</b>	<b>292.55</b>	<b>0.00</b>	<b>3,463.69</b>	<b>1,381.16</b>
Leased Assets:									
Plant and Machinery	15	445.38	112.22	-	55.99	78.77	-	134.76	422.84
Temporary Building Structure	3	92.42	0	-	72.69	12.46	-	85.15	7.27
<b>Sub Total</b>		<b>537.8</b>	<b>112.22</b>	<b>0</b>	<b>128.68</b>	<b>91.23</b>	<b>0</b>	<b>219.91</b>	<b>430.10895</b>
<b>Total (A)</b>		<b>5,249.22</b>	<b>245.65</b>	<b>0.00</b>	<b>3,299.82</b>	<b>383.78</b>	<b>0.00</b>	<b>3,683.60</b>	<b>1,811.27</b>
<b>P.Y Total</b>		<b>4,821.10</b>	<b>428.13</b>	<b>0</b>	<b>2,888.48</b>	<b>411.33</b>	<b>0</b>	<b>3,299.81</b>	<b>1,949.42</b>
<b>B. Capital work in progress</b>									
Plant and Machinery		6.85	386.63	0	0	0	0	0.00	393.58
<b>Total (B)</b>		<b>6.85</b>	<b>386.63</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>393.58</b>
<b>P.Y Total</b>		<b>33.7</b>	<b>18.06</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>0</b>	<b>6.95</b>	<b>33.7</b>
<b>Current Year Total (A + B)</b>		<b>5,275.17</b>	<b>632.23</b>	<b>0.00</b>	<b>3,299.82</b>	<b>383.78</b>	<b>0.00</b>	<b>3,683.60</b>	<b>2,204.85</b>
<b>Previous Year Total</b>		<b>4,854.80</b>	<b>446.19</b>	<b>0.00</b>	<b>2,888.48</b>	<b>411.33</b>	<b>0.00</b>	<b>3,299.81</b>	<b>1,956.37</b>

General Notes:

- No depreciation if remaining useful life is negative or zero.
- If asset is used less than 365 days during current financial year then depreciation is equals to w.d.v as on 31-03-2024 less residual value.
- Depreciation is calculated on pro-rata basis in case asset is purchased/sold during current F.Y.
- If above assets is used for any time during the year for double shift, the depreciation will increase by 50% for that period and in case of the triple shift the depreciation shall be calculated on the basis of 100% for that period.

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NOTE 10 Loans and Advances (₹ in lakhs)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Long-Term	Short-Term	Long-Term	Short-Term
Other Loans and Advances				
Unsecured, Considered Good (Head)	50.00	-	50.00	-
Advance Against Share	2,437.09	-	-	-
<b>Total</b>	<b>2,487.09</b>	<b>-</b>	<b>50.00</b>	<b>-</b>

NOTE 11 Other Non-Current Assets (₹ in lakhs)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Rs	Rs	Rs	Rs
Non Current Bank Balance FDR			254.79	100.67
Security Deposit			307.24	137.80
<b>Total</b>	<b>562.03</b>	<b>-</b>	<b>562.03</b>	<b>238.47</b>

NOTE 12 Inventories (₹ in lakhs)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Rs	Rs	Rs	Rs
(Valued at cost or NRV unless otherwise stated)				
Raw Material		3,054.29		2,845.80
Finished Goods		3,119.16		2,511.80
WIP		292.24		93.44
<b>Total</b>	<b>6,465.69</b>	<b>5,450.04</b>	<b>6,465.69</b>	<b>5,450.04</b>

NOTE 13 Trade Receivables (₹ in lakhs)

Particulars	As at 31 March 2025		As at 31 March 2024	
	Rs	Rs	Rs	Rs
Secured, Considered Good		-		-
Unsecured, Considered Good		3,555.14		5,071.50
Doubtful		-		-
Allowance for Doubtful Receivables		-		-
<b>Total</b>	<b>3,555.14</b>	<b>5,071.50</b>	<b>3,555.14</b>	<b>5,071.50</b>

Ageing Analysis of Trade Receivables  
As on 31.03.2025

Particulars	Outstanding for following periods from due date of Payment						Total
	Less than 6 months	6 Months-1Year	1-2 years	2-3 years	More than 3 Years		
- Undisputed Trade Receivable - Considered Good	2,981.17	105.87	80.02	39.00	7.32		3,213.37
- Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Good	30.85	40.80	32.51	31.82	207.79		343.77
- Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>3,012.01</b>	<b>146.67</b>	<b>112.53</b>	<b>70.82</b>	<b>215.11</b>	<b>3,555.14</b>	<b>3,555.14</b>

As on 31.03.2024

Particulars	Outstanding for following periods from due date of Payment						Total
	Less than 6 months	6 Months-1Year	1-2 years	2-3 years	More than 3 Years		
- Undisputed Trade Receivable - Considered Good	4,029.66	993.47	195.89	47.75	41.76		5,308.35
- Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-	-
- Disputed Trade Receivable - Considered Good	-	15.76	36.11	27.72	184.05		263.15
- Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>4,029.66</b>	<b>1,009.23</b>	<b>231.79</b>	<b>75.50</b>	<b>225.81</b>	<b>5,571.90</b>	<b>5,571.90</b>



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SHELLZ INDIA LIMITED formerly known as SHELLZ INDIA PRIVATE LIMITED.  
Notes to Financial Statement for the period ended 31st March 2025

**NOTE 14** Cash and Cash Equivalents

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
<b>(a) Balance with Banks</b>		
Yes Bank 0068	-	71.61
HDFC\ Bank O/D A/C (Cc Colony) 3407	1.28	1.28
Yes Bank	-	0.52
Axis Bank - Escrow A/C - 36649	0.11	-
HDFC Bank (Rajender Nagar) 3011	0.09	0.09
ICICI Bank Od A/C 0005	0.01	0.01
FDR (Aditya Birla)	45.00	75.00
	<b>46.49</b>	<b>148.51</b>
<b>b. Cash in hand</b>		
Cash on hand (as certified by the management)	0.70	22.57
	<b>0.70</b>	<b>22.57</b>
<b>Total</b>	<b>47.19</b>	<b>171.08</b>

Note: All the FDR's with HDFC Bank Limited are held as margin money with respective Bank for issuing various guarantees which are exceeding 12 months. The same are considered non current by the management.

**NOTE 15** Other Current Assets

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
<b>Other Current Assets</b>		
Claims receivables	66.38	15.00
Advance to Suppliers	919.49	512.87
GST Input	275.50	683.20
Prepaid Expenses	4.01	3.39
Salary Advance	12.50	12.50
Interest Accrued on FDR	17.94	8.59
<b>Total</b>	<b>1,295.82</b>	<b>1,235.55</b>



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SHELLZ INDIA LIMITED formerly known as SHELLZ INDIA PRIVATE LIMITED.  
Notes to Financial Statement for the period ended 31st March 2025

NOTE 16

Revenue From Operations

Particular	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
Sale of Products		
Chocolate Confectionery and Related Items	18,697.32	16,241.26
<b>Net Revenue From Operations</b>	<b>18,697.32</b>	<b>16,241.26</b>

NOTE 17

Other Income

Particular	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
Interest Income		
Interest received on FDR	16.55	8.18
Other non-operating income	16.55	8.18
Foreign Exchange Fluctuation	3.41	5.02
Other Income	21.96	22.54
	25.37	27.56
<b>Total</b>	<b>41.93</b>	<b>35.73</b>

NOTE 18

Cost of Material Consumed

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
Inventory at the beginning		
Raw Material		
Add: Purchase	2,845.60	1,851.56
Raw Material	14,703.48	14,113.66
Less: Inventory at the end		
Raw Material	3,034.29	2,845.60
<b>Total</b>	<b>14,514.80</b>	<b>13,119.61</b>




SHELLZ INDIA LIMITED formerly known as SHELLZ INDIA PRIVATE LIMITED.  
Notes to Financial Statement for the period ended 31st March 2025

**NOTE 19** Changes in Inventories

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
<b>Inventory at the end of the year</b>		
Finished Goods	3,139.36	2,541.60
Work-in-Progress	392.24	93.44
	3,531.60	2,635.04
<b>Inventory at the beginning of the year</b>		
Finished Goods	2,541.60	1,767.14
Work-in-Progress	93.44	238.08
	2,635.04	2,002.21
<b>(Increase)/decrease in inventories</b>		
Finished Goods	-597.76	-774.46
Work-in-Progress	-298.79	141.63
	-896.55	-632.83

**NOTE 20** Employee Benefit Expenses

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
<b>Salaries and Wages</b>		
Salary and Wages	507.15	260.66
Leave encashment	15.59	14.31
Staff Incentive	68.43	-
Directors Remuneration	3.00	3.00
	594.17	277.97
<b>Contribution to Provident and Other Fund</b>		
Contribution to ESI	1.03	0.99
Contribution to Provident Fund	1.63	1.06
	2.66	2.04
<b>Staff Welfare Expenses</b>		
Staff Welfare	31.49	11.07
Gratuity	9.35	18.95
Others	-	0.18
<b>Total</b>	637.67	310.22

**NOTE 21** Finance Costs

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
<b>Interest</b>		
Interest on Loan	331.18	307.92
Interest on OD/CC	314.37	394.76
	645.55	702.68
<b>Other Borrowing costs</b>		
Bank and Financial Institution Charges	168.13	102.62
Interest Provisions for MSME	29.14	22.11
	197.27	124.74
<b>Total</b>	842.82	827.41

**NOTE 22** Depreciation and Amortization Expenses

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
<b>Depreciation on Tangible Assets</b>	383.78	411.33
<b>Total</b>	383.78	411.33



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SHELLZ INDIA LIMITED formerly known as SHELLZ INDIA PRIVATE LIMITED.  
Notes to Financial Statement for the period ended 31st March 2025

NOTE 23

Other Expenses

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
Audit Fees	2.15	1.25
Advertisement & Publicity Expenses	0.18	2.13
Bank Charges	7.44	-
Clearing Charges	17.68	18.10
Consumables Expenses	45.37	1.80
Client Entertainment	33.95	-
Director's Sitting Fees	0.50	-
Exhibition Charges	17.68	4.84
Factory Rent	184.50	198.00
Listing Expenses	16.87	-
Freight and Cartage inward	3.71	4.74
Freight and Cartage outward	47.96	22.53
Interest, TDS and Late fees of TDS	2.49	12.81
Insurance Expenses	10.00	2.81
Insurance Keyman	-	23.43
Job Work	-	0.14
Legal and Professional Expenses	39.31	33.33
Lease Expenses(Siemens)	2.62	-
Miscellaneous Expenses	2.74	-
Metro and Walmart Expenses	50.03	67.67
Office Expenses	47.08	3.05
Power and Fuel Electricity Expenses	506.80	484.13
Power and Fuel Gas Expenses	325.47	278.96
Penal Charges	5.64	-
Processing Fee	26.57	-
Processing Fees For Lease Machine	1.26	-
Parties Balance Write off	-	2.45
Printing and Stationery	8.86	1.27
Factory and Warehouse Rent	61.06	53.16
Rebate and Discount	213.74	8.75
Repair and Maintenance	61.23	0.79
Security Expenses	35.17	31.01
Staff Conveyance & Travelling	37.64	-
Staff Placement Exp	0.23	-
Tour & Traveling Expenses	27.86	-
Tour & Traveling Expenses (Foreign)	4.37	12.55
TDS Refund Written Off	8.52	-
Business Promotion Expenses	2.61	10.11
Online Sale Charges (E-commerce)	139.33	160.58
GST/VAT and Interest Expenses	-	25.46
Interest on GST Expenses	0.03	-
Vehicle Petrol Expenses	7.07	1.06
<b>Total</b>	<b>2,005.71</b>	<b>1,466.90</b>

NOTE 24

Current Tax

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
Current Year Tax pertaining to current year	394.62	260.00
<b>Total</b>	<b>394.62</b>	<b>260.00</b>

\* The provision for Tax has been made without considering interest u/s 234 of the Income tax act.

NOTE 25

Deferred Tax

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
Deferred Tax	-33.54	-25.86
<b>Total</b>	<b>-33.54</b>	<b>-25.86</b>

NOTE 26

Excess/Short provision relating earlier year

Particulars	(₹ in lakhs)	
	As at 31 March 2025	As at 31 March 2024
	Rs	Rs
Earlier Year Taxes Paid	-	43.14
<b>Total</b>	<b>-</b>	<b>43.14</b>



Note No. 27 Earning Per Share		(₹ in lakhs)			
Particulars	Before Extraordinary Items		After Extraordinary Items		
	31st March 2025	31st March 2024	31st March 2025	31st March 2024	
<b>Basic</b>					
Profit after tax (A)	887.71	497.10	887.71	497.10	
Weighted average number of shares outstanding (B)	6.68	6.40	6.68	6.40	
Basic EPS (A/B)	132.82	77.67	132.82	77.67	
<b>Diluted</b>					
Profit after tax (A)	887.7135962	497.10	887.71	497.10	
Weighted average number of shares outstanding (B)	6.68	6.40	6.68	6.40	
Diluted EPS (A/B)	132.82	77.67	132.82	77.67	
Face value per share	10	10	10	10	



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SHELLZ INDIA LIMITED  
 formerly known as SHELLZ INDIA PRIVATE LIMITED  
 (CIN-U15490DL2012PTC235397)

Note: 28 Additional Regulatory Information

(1) Details of Benami Property held

- Not Applicable

(2) Borrowings from banks or financial institutions on the basis of security of current assets

Whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts, Yes

(3) Willful Defaulter

- Not Applicable

(4) Relationship with Struck off Companies

Current Year FY 24-25

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding	Relationship with the Struck off company
Hazrel Dairy Products Pvt Ltd	Sale of Goods	0.13	Trade Receivables

Previous Year FY 23-24

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding	Relationship with the Struck off company
SIS India Ltd.	Security Service Provider	6.06	Trade Payables
Hazrel Dairy Products Pvt Ltd	Sale of Goods	0.13	Trade Receivables

(5) Registration of Charges or Satisfaction with Registrar of Companies

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof

Current Year

The charge in favor of Bajaj Finance Ltd. on the Company's assets has not yet been registered with the Registrar of Companies due to the pending approval for creation of a pari passu charge from the lead banker. The Company is in the process of completing the charge registration with the ROC

Previous Year

NA



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(6) Compliance With Number Of Layers Of Companies

Not Applicable

(7) Ratios:

Ratio	Numerator	Denominator	C.Y.	P.Y.	% Change	Reason for variance
(a) Current Ratio	Current Assets	Current Liabilities	1.10	1.33	22.86%	Due to decrease in current assets
(b) Debt-Equity Ratio	Long Term Debt + Short Term Debt	Shareholder equity	1.45	2.71	126.06%	Due to increase in earning after interest tax and depreciation
(c) Debt Service Coverage Ratio	Earning Before Interest, Tax, Depreciation & Amortization	Total principal + Interest on Borrowings	0.39	1.23	84.43%	Due to increase in earning after interest tax and depreciation
(d) Return on Equity Ratio	Earning After Interest, tax, Depreciation & Amortization	Average Shareholder's Equity	0.26	0.20	-5.81%	Due to increase in earning after interest tax and depreciation
(e) Inventory turnover ratio	Turnover	Average Inventory	3.10	3.48	37.58%	Due to increase Inventory
(f) Trade Receivables turnover ratio	Net Credit Sales	Average Trade Receivable	4.10	2.99	-110.73%	Due to Decrease Trade Receivable
(g) Trade payables turnover ratio	Net Credit Purchase	Average Trade Payable	4.04	3.90	-13.71%	Due to increase in purchases
(h) Net capital turnover ratio	Total Sales	Average Working Capital	9.03	5.26	-377.15%	Due to increase in sales
(i) Net profit ratio	Net Profit	Net Sales	0.05	0.03	-1.75%	Due to increase in net profit
(j) Return on Capital employed	Earning Before Interest & Tax	Total Assets - Current Liability	0.39	0.16	-23.02%	Due to increase in earning
(k) Return on Investment	Earning Before Interest & Tax	Total Assets	0.15	0	-14.78%	Due to increase in earning

(8) Compliance with approved Scheme(s) of Arrangements Effect of such Scheme of Arrangements have been accounted for in the books of account of the Company

Not Applicable

(9) Undisclosed Income

Not Applicable

(10) Corporate Social Responsibility (CSR)

Not Applicable

(11) Details of Crypto Currency or Virtual Currency

Not Applicable



**Disclosures under Accounting Standards**

**Note 29:**

**(I) Details of related parties:**

Description of relationship	Nature of Relationship	Names of related parties
Key Management Personnel (KMP)	Director	Kapil Garg
Key Management Personnel (KMP)	Director	Shalini Garg
Relative of Key Management Personnel	Relative of Director	Prem Lata Garg
Enterprises owned or significantly influenced by Key Management personnel or their relatives	Director or Relative are Directors	Shellz Overseas Private Limited
Enterprises owned or significantly influenced by Key Management personnel or their relatives	Director or Relative are Directors	Skyway Polymers Private Limited
Enterprises owned or significantly influenced by Key Management personnel or their relatives	Director or Relative are Directors	Winola India Private Limited
Enterprises owned or significantly influenced by Key Management personnel or their relatives	Director or Relative are Directors	Euroville Private Limited
Enterprises owned or significantly influenced by Key Management personnel or their relatives	Director or Relative are Directors	Dolphin Product Private Limited

**(II) Details of related party transactions and balances outstanding:**

(₹ in lakhs)

Particulars	Nature of Relationship	31.03.2025	31.03.2024
<b>Transactions during the year</b>			
<b>Remuneration Paid</b>			
Kapil Garg	Director	3.00	3.00
<b>Purchase</b>			
Winola India Private Limited	Director or Relative are Directors	126.89	4.64
Shellz Overseas Private Limited	Director or Relative are Directors	-	18.11
Skyway Polymers Private Limited	Director or Relative are Directors	464.68	616.80
Euroville Private Limited	Director or Relative are Directors	-	-
<b>Sale</b>			
Winola India Private Limited	Director or Relative are Directors	64.95	100.44
Shellz Overseas Private Limited	Director or Relative are Directors	411.15	678.21
Skyway Polymers Private Limited	Director or Relative are Directors	501.84	465.99
Euroville Private Limited	Director or Relative are Directors	0.05	-
<b>Interest Paid</b>			
Shellz Overseas Private Limited	Director or Relative are Directors	12.42	11.49
Skyway Polymers Private Limited	Director or Relative are Directors	1.48	2.74
Kapil Garg	Director	-	42.68
<b>Balances outstanding at the end of the year</b>			
<b>Loan</b>			
Kapil Garg	Director	473.50	763.67
Shalini Garg	Director	235.50	-
Skyway Polymers Private Limited	Director or Relative are Directors	9.11 (DR)	70.03 (DR)
Winola India Private Limited	Director or Relative are Directors	39.03 (CR)	0.05 (CR)
Shellz Overseas Private Limited	Director or Relative are Directors	34.03 (CR)	89.25 (CR)
Euroville Private Limited	Director or Relative are Directors	16.43 (CR)	-

**Note No. 30 Contingent Liabilities and Assets**

(₹ in lakhs)

Particulars	As at 31st March 2025	As at 31st March 2024
Claims against the company not acknowledged as debts		
Guarantee	1,125.82	152.93
Disputed Statutory Demand	106.53	100.67
	33.11	107.23
<b>Total</b>	<b>1,265.46</b>	<b>360.83</b>



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**M/S SHELLZ INDIA LIMITED**  
**(Formerly known as SHELLZ INDIA PRIVATE LIMITED)**

**SIGNIFICANT ACCOUNTING POLICIES & NOTES ON FINANCIAL STATEMENTS**

Note No.: 31

**A. Significant Accounting Policies**

**1. Basis of Accounting: -**

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) including the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

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

**2. Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**3. Revenue Recognition: -**

Revenue in the case of sale of goods has been recognized when property in goods has been transferred for a price or all the significant risk and reward of the ownership of goods has been transferred to the buyer and seller effectively has no control over the goods to a degree usually associated with the ownership and there is a reasonable certainty with regard to its ultimate collection.

Revenue from the interest has been recognized on time basis unless there is a significant uncertainty regarding its ultimate collection. In the case of interest on tax, duty or other sum revenue has been recognized in the year of receipt.

**4. Property, Plant & Equipment: -**

Property, Plant & Equipment including Intangible assets are stated at their original cost of acquisition including taxes, freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date. Company has adopted cost model for all class of items of Property Plant and Equipment. Capital Work in Progress comprises Cost of Property Plant and Equipment and related expenses that are not yet ready for their intended use at the reporting date. Shellz India Limited (formerly known as Shellz India Private Limited).



**5. Impairment of Tangible and Intangible Assets: -**

At each Balance Sheet date, the Company reviews the carrying amount of assets to determine whether there is an indication that those assets have suffered impairment loss based on external/internal factors. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of Impairment loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

**6. Investments: -**

The Company has paid share application money amounting to Rs 2,497.87 lakhs to Shellz Overseas Private Limited during the financial year for the proposed allotment of equity shares. As on 31 March 2025, the equity shares have not yet been allotted by Shellz Overseas Private Limited.

The Company expects the allotment to be completed in due course. Pending allotment, the amount continues to be classified as Share Application Money Paid Under Investments.

**7. Depreciation: -**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

**8. Inventories: -**

Inventories are valued as under-

- |                |   |  |
|----------------|---|--|
| a. Inventories | : | Lower of cost (FIFO) or net realizable value |
| b. Scrap       | : | At net realizable value.                     |

**9. Borrowing cost: -**

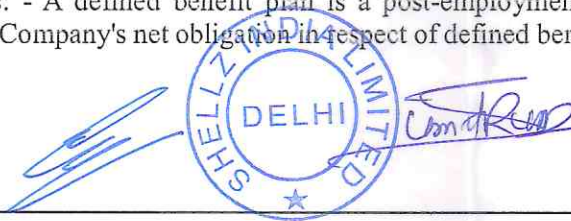
Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended uses or sale. All other borrowing costs are charged to revenue in the year of incurrence.

**10. Retirement Benefits**

- a) **Defined Contribution Plans:** - A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the statement of profit and loss in the periods during which the related services are rendered by employees.

Provident fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss for the year when the contributions to the provident fund are due. There are no other obligations other than the contribution payable to the government administered provident fund.

- b) **Defined Benefit Plans:** - A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for



each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date, together with adjustments for unrecognized actuarial gains or losses and past service costs.

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity.

The defined benefit/obligation is calculated at or near the balance sheet date by an independent actuary. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to market yields on government bonds that have terms to maturity approximating the terms of the related liability.

Compensated absences can be availed within the year and un-availed balances are encashed, hence treated as short-term compensated absences. The undiscounted value of un-availed balances at the end of the year is charged to the statement of Profit & Loss.

Expense in respect of other short-term benefits is recognized on the basis of the amount paid or payable for the period for which the services are rendered by the employee.

#### 11. Taxes on Income-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed to reassure realization.

#### 12. Earnings Per Share: -

In determining the Earning per share, the company considers the net profit after taxes and includes the past tax effect of any extra-ordinary item. The number of shares used in computing basic E.P.S. is the weighted average number of shares outstanding during the period.

#### 13. Leases: -

- a) Finance lease: - Assets acquired under Finance Lease are capitalized and the corresponding lease liability is recorded at an amount equal to the fair value of the leased asset at the inception of the lease. Initial costs directly attributable to lease are recognized with the asset under lease.
- b) Operating lease: - Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements.



**14. Foreign currency Transactions: -**

Transactions arising in foreign currencies during the year are converted at the rates closely approximating the rates ruling on the transaction dates. Liabilities and receivables in foreign currency are restated at the year-end exchange rates. All exchange rate differences arising from conversion in terms of the above are included in the statement of profit and loss.

**15. Provisions, Contingent Liabilities and Contingent Assets: - (AS-29)**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent Liabilities is disclosed in Notes to the account for: - (I) Possible obligations which will be confirmed only by future events not wholly within the control of the company or (ii) Present Obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognized in the financial statement since this may result in the recognition of the Income that may never be realized.

**(B) Notes on Financial Statements**

1. Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.
2. Some of the balances of Trade Receivables, Trade Payable, Customer Advances, Loans and Advance (stated as good for recovery), are subject to reconciliation pending confirmation from respective parties. These balances are taken as shown by the books of accounts. No provision for any loss that may result out of such reconciliation/confirmation has been made in the financial statements as the ultimate financial impact after the reconciliation and/or confirmation cannot presently be determined.

3. Payments to Auditors:

Auditors Remuneration	2024-2025	2023-2024
Tax Audit Fees	0.75	0.50
Statutory Audit Fees	1.40	0.75
Other Services	0.00	0.80
<b>Total</b>	<b>2.15</b>	<b>2.05</b>

4. Loans and Advances are considered good in respect of which company does not hold any security other than the personal assurance of directors.
5. The Company provides for gratuity for its employees as per the Payment of Gratuity Act, 1972 based on the actuarial report from an independent actuary. Employees who have rendered at least five years of continuous service gets entitled to gratuity at the rate of fifteen days' wages for every completed year (i.e., 15/26) of service or part thereof in excess of six months, based on the rate of wages last drawn by the employee concerned. The present value of the obligation is determined on the basis of year end actuarial valuation based on the projected unit credit method. The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the respective plans.



a) Expenses recognised for defined contribution plan

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Company's contribution to Provident Fund	1.63	1.05
Company's contribution to ESI	1.03	0.98
<b>Total</b>	<b>2.66</b>	<b>2.04</b>

b) Gratuity Bifurcation of Net Liability/(Asset)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Current (Short term) Liability	3.33	1.35
Non-Current (Long Term) Liability	27.19	17.59
<b>Net Defined Benefit Liability/(Assets)</b>	<b>30.52</b>	<b>18.94</b>

c) The principal actuarial assumption used for estimating the company's defined benefit obligation (Gratuity) are set out as per actuarial Valuation Reports dated 12<sup>th</sup> Apr, 2025 as per AS 15 (Revised 2005) by M/s Kapadia Global Actuaries.

6. Effect of Pending Litigation -

Some of the suppliers have filed legal suits against the company for recovery of their dues. The management is hopeful that the total liability to be paid to them would not be materially excess as booked in books of accounts. However, the excess liability is included in contingent liabilities. Moreover, the landlord of the company has also filed a claim against the company amounting Rs. 715.59 Lacs on account of some disputes of rented property. This matter has been decided in the favour of the company by lower authority, however the claimant has filed the appeal before higher authority. The management is hopeful that the claim is not tenable and company will not liable to pay the amount. As no claim exist at the year-end therefore the same has not been included in the contingent liabilities of current year. Further the company has provided security to landlord amounting Rs 50 Lacs, which has been shown under long term loans and advances. The same is considered good for recovery.

Further a demand from Custom Authority amounting Rs.107.23 Lacs has also been disputed by the company at appropriate forum. In the opinion of the management there is good chance for success in the matter therefore no provision has been made for the same. The amount has been included in the contingent liability. Further the company has started legal recovery proceedings against some of the defaulting trade receivables. As the



management is hopeful that the recovery to the extent of book value of these trade receivable will be made, therefore these are classified as disputed but considered good and accordingly no provision has been made.

7. % of imported & indigenous raw material & consumables

Particulars	2025		2024	
	%	Amount	%	Amount
Imported	0.04	5.60	0.00	0.00
Indigenous	99.96	14371.4	100.00	13120

8. Value of imports

Raw Material	5.60	Nil
Capital Goods	54.48	3.65

9. Expenditure in Foreign Currency 4.36 Nil

10. Earning in Foreign Exchange 79.08 212.80

11. a) Operating leases-

The Company has taken office premises, factory land and building etc. under cancellable lease agreements, that are renewable on a periodic basis at the option of both the Lessor and Lessee. The Initial tenure of the lease period is generally 11 to 60 months

Particulars	2024-2025	2023-2024
Lease rental charges for the year	245.56	251.16
Future lease rental obligation payable (under non-cancellable lease)	NA	NA



*[Handwritten signature]*



*[Handwritten signature]*



**b) Finance Lease**

The company has taken machinery on finance lease which has been separately disclosed under Property, Plant and Machinery from owned assets. The term of lease is 05 years at the end of which the legal title is to be passed on to the lease at salvage value. There is no sub lease in respect of such machinery.

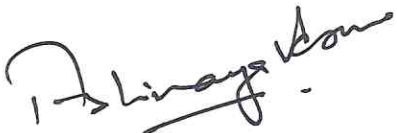
Particulars	2024-2025	2023-2024
Total minimum lease payment at the year end.	313.86	364.27
Present value of minimum Lease Payment	269.19	228.25
Minimum lease payment not later than one year	85.03	90.30
Present value of minimum Lease Payment	78.73	62.02
Minimum lease payment later than one year but not later than five years	237.73	273.96
Present value of minimum Lease Payment	190.45	166.23
Minimum Lease payment later than five years	Nil	NIL
Present value of minimum Lease Payment	Nil	NIL

12. Previous year figures have been regrouped/rearranged wherever necessary.

For RSAV AND COMPANY


Chartered Accountants


FRN. 022058N

  
Abhinaya Verma  
Partner  
M.No. 511290  
UDIN: 25511290BMKOTN5514  
Place: New Delhi  
Date: 07/09/2025




For and on behalf of Board of Directors

  
Shalini Garg  
Director

  
Sumit Kumar  
Company Secretary



  
Kapil Garg  
Managing Director

  
Sangeeta Thakur  
Chief Financial Officer