



**VELNIK
INDIA
LIMITED**

2024-25 ANNUAL REPORT



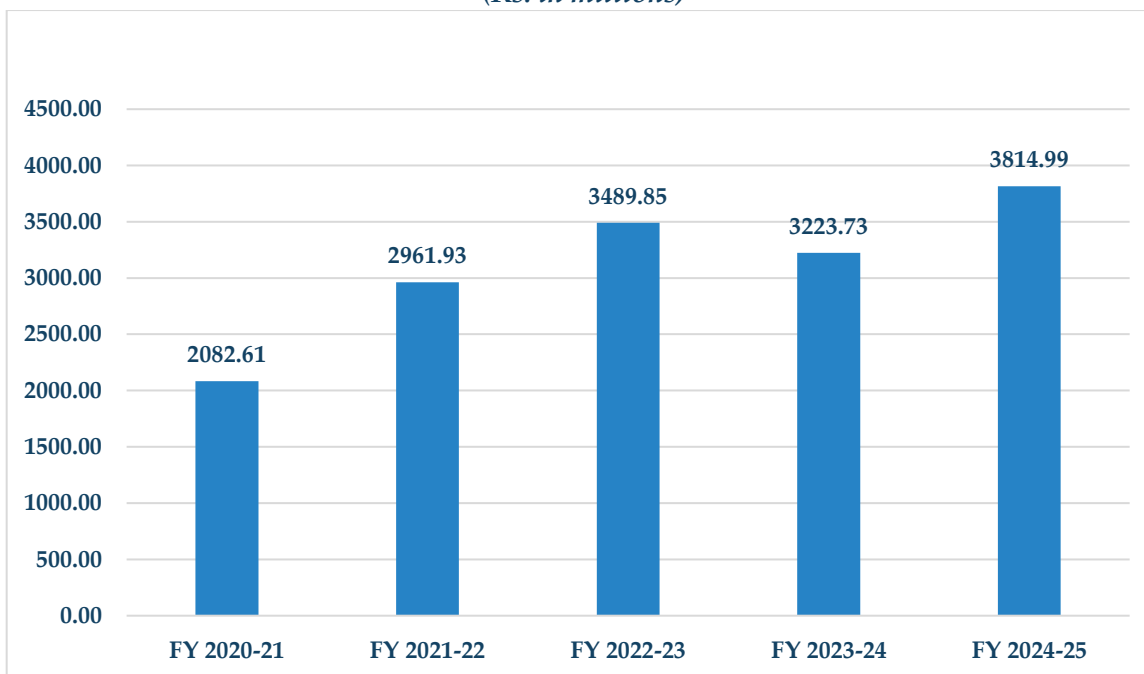
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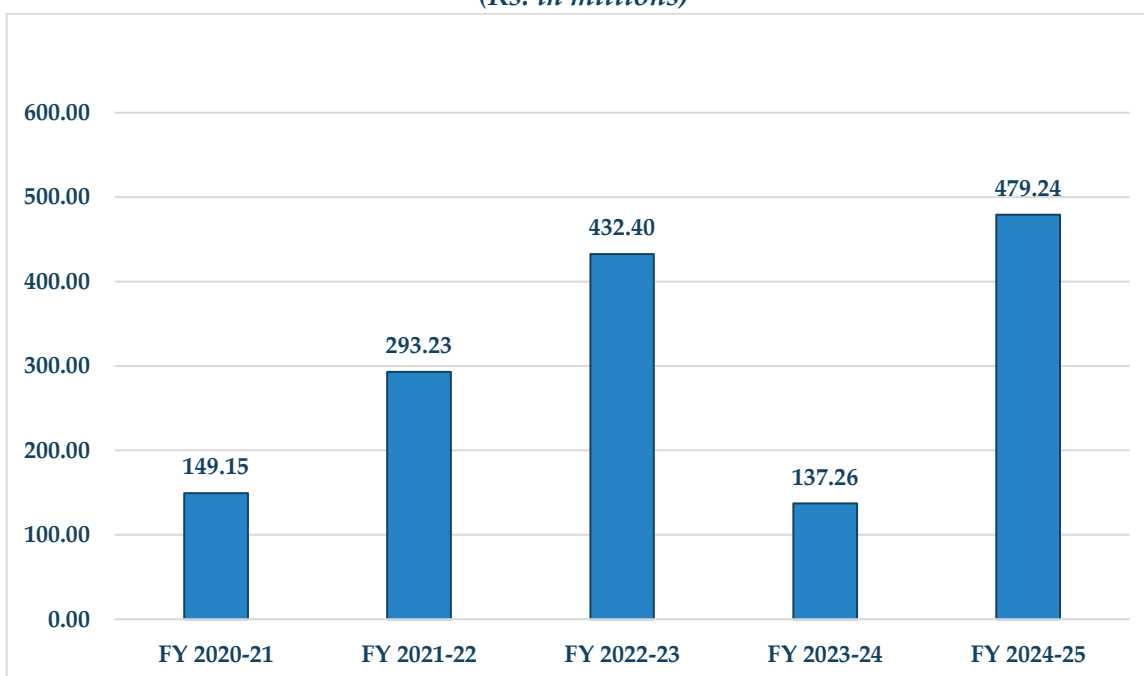
cs@velnik.com

FINANCIAL HIGHLIGHTS

Revenue from operations (Rs. in millions)



EBIDTA (Rs. in millions)



NOTICE TO MEMBERS

Notice is hereby given that the **Eighth (08th) ANNUAL GENERAL MEETING** of the Members of **VELNIK INDIA LIMITED** will be held on Tuesday, 16th September, 2025 at 03:00 PM at the Marketing and communication office of the Company situated at **Khasra No. 516-517, Near Dutt Cold Storage, Nihalpur Mundi Road, Bijalpur, Indore-452012 (M.P.)** to discuss the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2025 together with the report of board of Director's and Auditor's thereon;**
- 2. To appoint a director in place of Mrs. Manju Devi Gehlot (DIN: 07811873), who retires by rotation and being eligible, offers herself for re-appointment;**

SPECIAL BUSINESS:

- 3. To Consider and Approve the Re-Designation of appointment of Mrs. Manju Devi Gehlot (DIN: 07811873) as the Whole Time Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 2(94), 188, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendment(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to necessary approval(s), if any, the consent of the members be and is hereby accorded to the Board of Directors for re-designation of appointment of Mrs. Manju Devi Gehlot (DIN: 07811873) as the Whole-Time Director of the Company to hold office for a period of five (5) consecutive years with effect from 06th June, 2025 to 05th June, 2030, who shall be liable to retire by rotation .

RESOLVED FURTHER THAT in supersession of earlier resolutions passed, the remuneration of Rs. 7,00,000/- (Rupees Seven Lakhs only) per month (inclusive of salary, perquisites, benefits and allowances) be and is hereby approved for a period of three years with effect from 06th June, 2025 on such terms and conditions as set out in the Explanatory

Statement attached to this Notice convening the meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mrs. Manju Devi Gehlot, notwithstanding to the limits of managerial remuneration as specified under Section 197 (1) and limits of inadequate profits as specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the said remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all the acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including signing and executing all necessary forms, agreement, documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

4. To Consider and Approve the Re-Designation of appointment of Mr. Sukhdev Gehlot (DIN: 06456150) as the Executive Director of the Company and remuneration thereof.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, in accordance with the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to necessary approval(s), if any, the consent of the members be and is hereby accorded to the Board of Directors for re-designation of appointment of Mr. Sukhdev Gehlot (DIN: 06456150) as the Executive Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT in supersession of earlier resolutions passed, the remuneration of Rs. 18,00,000/- (Rupees Eighteen Lakhs only) per month (inclusive of salary, perquisites, benefits and allowances) be and is hereby approved for a period of three years with effect from 06th June, 2025 on such terms and conditions as set out in the Explanatory Statement attached to this Notice convening the meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Sukhdev Gehlot, notwithstanding to the limits of managerial remuneration as specified under Section 197

(1) and limits of inadequate profits as specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the said remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all the acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including signing and executing all necessary forms, agreement, documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

5. To consider and approve the payment of remuneration to Ms. Kusum Gehlot (DIN: 10326369), Non-Executive Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 188, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications, amendment(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to necessary approval(s), if any, the consent of the members be and is hereby accorded to the Board of Directors for payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per month (inclusive of salary, perquisites, benefits and allowances) to Ms. Kusum Gehlot (DIN: 10326369), Non-Executive Director of the Company for a period of three years with effect from 01st September, 2025 on such terms and conditions as set out in the Explanatory Statement attached to this Notice convening the meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be accepted to Ms. Kusum Gehlot, notwithstanding to the limits of managerial remuneration as specified under Section 197 (1) and limits of inadequate profits as specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the said remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and

manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all the acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including signing and executing all necessary forms, agreement, documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

6. To consider and approve the payment of remuneration to Mr. Devendra Gehlot (DIN: 10764120), Non-Executive Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 188, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications, amendment(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company and subject to necessary approval(s), if any, the consent of the members be and is hereby accorded to the Board of Directors for payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per month (inclusive of salary, perquisites, benefits and allowances) to Mr. Devendra Gehlot (DIN: 10764120), Non-Executive Director of the Company for a period of three years with effect from 01st September, 2025 on such terms and conditions as set out in the Explanatory Statement attached to this Notice convening the meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be accepted to Mr. Devendra Gehlot, notwithstanding to the limits of managerial remuneration as specified under Section 197 (1) and limits of inadequate profits as specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the said remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby jointly or severally authorised to do all the acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable including signing and executing all necessary forms, agreement, documents, applications,

returns and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

7. To consider and approve the material related party transaction.

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

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and Rules framed thereunder, based on the recommendations of the Audit Committee and board of directors of the company, the approval of the members be and is hereby accorded to enter into related party transaction with Mr. Sukhdev Gehlot, Director, CFO and Shareholder of the Company including his sole proprietary firm M/s Ethica Herbals, for the below tabled transactions for an overall consideration of Rs. 150 Crores for a period of three financial years on such terms and conditions as set out in the explanatory statement.

Name of Related Party	Relation	Nature of Transaction
Mr. Sukhdev Gehlot	Executive Director & CFO	Availing of Services – i. Payment of Royalty ii. Payment of Rent iii. Availing of Loan iv. Payment of Remuneration
M/s Ethica Herbals	Proprietorship Concern of Mr. Sukhdev Gehlot	Purchase of Product /services

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.”

*By Order of the Board of Directors
For Velnik India Limited*

Date: 07th August, 2025
Place: Indore

*Chirag Desla
Company Secretary
(Membership No. A68513)*

NOTES:

1. Explanatory statement in respect of Special Businesses as set out in the notice, is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the marketing and communications office of the Company at least forty-eight (48) hours before the commencement of the Meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. During the business hours of the Company, proxies are open for inspection at the marketing and communications office of the Company for the period beginning before 24 (twenty-four) hours from the commencement of the Meeting and ending with the conclusion of the Meeting provided that an advance notice of not less than 3 (three) days is given to the Company. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
3. Proxy in prescribed Form No. MGT-11 is enclosed. Proxy shall not have a right to speak at the Meeting and shall not be entitled to vote except on a poll. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting. Proxy Form(s) and certified copy of Board resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the Marketing and Communications office of the Company.
5. Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and rules made thereunder and Article of Association of the Company, Mrs. Manju Devi Gehlot (DIN:07811873) retiring by rotation and being eligible offers herself for re-appointment. She is not related to any other Director of the Company except Mr. Sukhdev Gehlot (DIN:06456150), Ms. Kusum Gehlot (DIN: 10326369) and Mr. Devendra Gehlot (DIN: 10764120).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
7. The route map showing directions to reach the venue of the Eighth (8th) Annual General Meeting is annexed.

8. Attendance slip, proxy form MGT-11, and route map of the venue of the Meeting are annexed hereto.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered and Marketing and Communication Office of the Company on all working days during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. Members/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of the annual general meeting at the meeting.
12. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, 09th September 2025. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to vote at the meeting.
13. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date, will be entitled to vote at the meeting.

*By Order of the Board of Directors
For Velnik India Limited*

*Date: 07th August, 2025
Place: Indore*

*Chirag Desla
Company Secretary
(Membership No. A68513)*

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

The following sets out all material facts relating to items under Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the Company:

Item No. 3: To Consider and Approve the Re-Designation of Mrs. Manju Devi Gehlot (DIN: 07811873) as the Whole Time Director of the Company.

Mrs. Manju Devi Gehlot was appointed as the executive director of the company since its inception. The Members at the Annual General Meeting held on 30th September, 2022, increased the remuneration payable to Mrs. Gehlot as the Executive Director of the Company for the FY 2022-23, which was further revised and approved at the Extra Ordinary General Meeting held on 25th March, 2023 for a term of three years with effect from 01st April, 2023.

The Board of Directors at its meeting held on 06th June, 2025 subject to necessary approvals, has approved the re-designation of Mrs. Manju Devi Gehlot as the Whole-Time Director of the Company to hold office for a period of Five (5) consecutive years commencing from 06th June, 2025 to 05th June, 2030 at a remuneration of Rs. 7,00,000/- per annum (inclusive of Salary, perquisites, benefits and allowances) for a period of 3 years on the below mentioned terms and conditions:

Term of Remuneration	3 years with effect from 06 th June, 2025
Salary exclusive of all allowances	Rs. 2,80,000/- per month. The appointee shall be entitled to such increment from time to time as the Audit Committee, NRC and Board of Directors may by its discretion determine.
Perquisites and allowances in addition to salary	A. House Rent Allowance: The Company will pay House Rent Allowance of Rs. 1,40,000/- per month. B. Children Education Allowance: The Company will pay Children Education Allowance of Rs. 200/- per month. C. Other Allowance: The Company will pay other Allowance of Rs. 2,79,800/- Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules. B. Earned Leave on full pay and allowances as per the rules of the Company.
Other benefits	A. The appointee shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, travelling expenses actually and properly incurred during the course of doing legitimate business of the company. B. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the

	rules of the company and in compliance with the provisions of the Companies Act, 2013.
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In view of the contributions made by Mrs. Manju Devi Gehlot, in the functioning of the Company, based on recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors recommends to the Members of the Company remuneration payable to Mrs. Manju Devi Gehlot on such terms and condition as stated above.

Further, Section 197 read with Section II, Part II of Schedule V requires disclosure of certain information to be made in the explanatory statement of the Notice calling the general meeting seeking approval of the Members for payment of remuneration by companies having no or inadequate profits. The said disclosures form part of this Notice as “**Annexure B**”

Necessary disclosures required under Secretarial Standard on General Meetings with respect to Director’s Appointment form part of this Notice as “**Annexure C**”.

Except Mr. Sukhdev Gehlot, Mr. Devendra Gehlot, Ms. Kusum Gehlot and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 3 of the Notice for the approval of the Members.

Item No. 4: To Consider and Approve the Re-Designation of appointment of Mr. Sukhdev Gehlot (DIN: 06456150) as the Executive Director of the Company and remuneration thereof.

At the 05th Annual General Meeting held on 30th September, 2022, Mr. Sukhdev Gehlot was appointed as the Managing Director of the Company to hold office for a period of five (5) years w.e.f. 03rd September, 2022.

Mr. Sukhdev Gehlot vide letter dated 27th May, 2025, has resigned from the office of Managing Director of the Company, however Mr. Gehlot offered himself for appointment at any other office in the company.

The Board of directors at its meeting held on 06th June, 2025, accepted the resignation of Mr. Sukhdev Gehlot from the office of Managing Director w.e.f. 06th June, 2025 and considering his expertise in the industry and growth trajectory he has achieved for the company, proposed his re-designation as the Executive Director of the Company on payment of remuneration of Rs. 18,00,000/- per annum (inclusive of Salary, perquisites, benefits and allowances) for a period of 3 years on the below mentioned terms and conditions:

Term	of	3 years with effect from April 01, 2023
Remuneration		

Salary exclusive of all allowances	Rs. 7,20,000/- per month. The appointee shall be entitled to such increment from time to time as the Audit Committee, NRC and Board of Directors may by its discretion determine.
Perquisites and allowances in addition to salary	<p>A. House Rent Allowance: The Company will pay House Rent Allowance of Rs. 3,60,000/- per month.</p> <p>B. Children Education Allowance: The Company will pay Children Education Allowance of Rs. 200/- per month.</p> <p>C. Other Allowance: The Company will pay other Allowance of Rs. 7,19,800/-</p> <p>D. Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes.</p>
Retirement Benefits	<p>A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>B. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.</p>
Other benefits	<p>A. The appointee shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, travelling expenses actually and properly incurred during the course of doing legitimate business of the company.</p> <p>B. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.</p>

The Members are further informed that in the aforesaid board meeting, the board has also appointed Mr. Gehlot as the Chief Financial Officer of the Company on a combined remuneration as aforesaid.

In view of the contributions made by Mr. Sukhdev Gehlot, in the functioning of the Company, based on recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors recommends to the Members of the Company approval of re-designation of appointment of Mr. Gehlot as the Executive Director of the Company and payment of remuneration.

Further, Section 197 read with Section II, Part II of Schedule V of the Act requires disclosure of certain information to be made in the explanatory statement of the Notice calling the general meeting seeking approval of the Members for payment of remuneration by companies having no or inadequate profits. The said disclosures form part of this Notice as **“Annexure B”**

Necessary disclosures required under Secretarial Standard on General Meetings with respect to Director’s Appointment form part of this Notice as **“Annexure C”**.

Except Mrs. Manju Devi Gehlot, Mr. Devendra Gehlot, Ms. Kusum Gehlot and their relatives, none

of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

Item No. 5: To consider and approve the payment of remuneration to Ms. Kusum Gehlot (DIN: 10326369), Non-Executive Director of the Company.

Ms. Kusum Gehlot was appointed as the Additional Director of the company w.e.f. 20th September, 2023, whose appointment was regularized at the 07th AGM of the Company as the Non-Executive Director of the Company.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, in case of no profits or inadequacy of profits calculated under Section 198 of the Act, the Company may pay remuneration to directors other than managerial personnel's up to Rs. 24 Lakhs in case effective capital ranges between 100 Crore to 250 Crore, accordingly the board of directors at its meeting held on 07th August, 2025 approved and recommended payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) Per Month to Ms. Kusum Gehlot based on the recommendation of Nomination and Remuneration Committee and Audit Committee subject to approval of Member's by way of a Special Resolution. Accordingly, the approval of the members is sought for the same.

Further, Section 197 read with Section II, Part II of Schedule V and Section 200 of the Act requires disclosure of certain information to be made in the explanatory statement of the Notice calling the general meeting seeking approval of the Members for payment of remuneration by companies having no or inadequate profits. The said disclosures form part of this Notice as "Annexure B".

Necessary disclosures required under Secretarial Standard on General Meetings with respect to Director's Appointment form part of this Notice as "Annexure C".

Except Mr. Sukhdev Gehlot, Mrs. Manju Devi Gehlot, Mr. Devendra Gehlot and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the said resolution.

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

Item No. 6: To consider and approve the payment of remuneration to Mr. Devendra Gehlot (DIN: 10764120), Non-Executive Director of the Company.

Mr. Devendra Gehlot was appointed as the Additional Director of the company w.e.f. 04th September, 2024, whose appointment was regularized at the 07th AGM of the Company as the

Non-Executive Director of the Company.

Pursuant to the provisions of Section 197 read with Schedule V of the Act, in case of no profits or inadequacy of profits calculated under Section 198 of the Act, the Company may pay remuneration to directors other than managerial personnel's up to Rs. 24 Lakhs in case effective capital ranges between 100 Crore to 250 Crore, accordingly the board of directors at its meeting held on 07th August, 2025 approved and recommended payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) Per Month to Mr. Devendra Gehlot based on the recommendation of Nomination and Remuneration Committee and Audit Committee subject to approval of Member's by way of a Special Resolution. Accordingly, the approval of the members is sought for the same.

Further, Section 197 read with Section II, Part II of Schedule V and Section 200 of the Act requires disclosure of certain information to be made in the explanatory statement of the Notice calling the general meeting seeking approval of the Members for payment of remuneration by companies having no or inadequate profits. The said disclosures form part of this Notice as "**Annexure B**".

Necessary disclosures required under Secretarial Standard on General Meetings with respect to Director's Appointment form part of this Notice as "**Annexure C**".

Except Mr. Sukhdev Gehlot, Mrs. Manju Devi Gehlot, Ms. Kusum Gehlot and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the said resolution.

The Board of Directors recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

Item No. 7 To consider and approve the Material Related Party Transaction.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read along with Rule 15 of Companies (Meetings of Board and its Powers) Rules 2014, all the material related party transactions require approval of members by way of Ordinary Resolution.

The members are further informed that company enters into below tabled transactions with Mr. Sukhdev Gehlot and M/s Ethica Herbals, a sole proprietorship concern of Mr. Sukhdev Gehlot on recurring basis on the below terms and conditions as:

Name of Related Party	Nature of Relationship	Nature of Transaction	Nature and material terms/ Particulars of the contract or arrangement	Maximum Value of Transactions
Mr. Sukhdev Gehlot	Director & CFO	A. Availing of Services – i. Payment of Royalty	i. The Royalty is payable at the rate of 2% of the Gross Annual Turnover (inclusive of GST) for Gross	Rs. 150 Crores

		<p>ii. Payment of Rent iii. Availing of Loan iv. Payment of Remuneration</p>	<p>Annual Turnover upto 400 Crores in accordance with the trademark user agreement dated 20/12/2018 and further amendments thereof.</p> <p>ii. The Premises mentioned under "Annexure A" are taken on lease/rent from the related party for overall annual lease rent of Rs. 16.88 million.</p> <p>iii. The unsecured loans availed from the directors on need-to-need basis and they do not carry any rate of interest and are repayable on demand.</p> <p>iv. Payment of Remuneration at Rs. 1.8 million Per Month in accordance with the approval of members at the EGM held on 25th March, 2023, the approval for payment of remuneration w.e.f. 06th June, 2025 is included at Item No. 4 of this Notice.</p>	
<p>M/s Ethica Herbals</p>	<p>Proprietorship Concern of Mr. Sukhdev Gehlot</p>	<p>Purchase of Product /services</p>	<p>The purchase of Henna Leaves from the related party will be on the average market price prevailing at the time of the purchase of the product which is on recurring basis and which will include the cost of Transport, Handling, Drying, and Storage of Henna Leaves.</p>	

The business relation of the company with Ethica Herbals ensures adequate availability of quality raw materials i.e. Heena Leaves, for the core-products of the company. Since the company is targeting substantial growth in the Revenue, the consumption of raw material for its core products is expected to increase substantially over the coming years.

In order to have sustained availability of quality raw materials and in the best interest of the Company and its members/shareholders, the Company proposes revision of transaction limit from 100 Crores to 150 Crores for entering into material related party transactions with Mr. Sukhdev Gehlot including his Sole Proprietary Firm Ethica Herbals, a related party of the Company for a period of three financial years i.e. till FY 2027-28, as the aforesaid transactions are material in nature, therefore requires the approval of the unrelated shareholders of the Company by ordinary resolution.

The aforesaid revision was approved by the Audit Committee and the Board at its meeting held on 16th April, 2025 and the same was recommended by the Board to the unrelated shareholders of the Company for their approval.

All entities/ persons that are directly/ indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material related party transactions is sought from the shareholders.

Accordingly, all related parties of the Company will not vote on this resolution.

Except Mr. Sukhdev Gehlot and his relatives, None of the Directors, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution

The Board recommends the Ordinary Resolution set out in Item No. 7 of the Notice for approval of unrelated shareholders.

*By Order of the Board of Directors
For Velnik India Limited*

Date: 07th August, 2025

Place: Indore

*Chirag Desla
Company Secretary
(Membership No. A68513)*

" ANNEXURE- A "

Sr. No.	Particulars of the Premises	Nature of Usage	Terms and Conditions and Monetary Value
1	Khasra No. 270, 272, 273, 275, 276/1 Gram Kalakot, Patwar Halka Sabalपुरa, Kalab Kalan Road, Dholi Magri Choraha, Tehsil Raipur, District Pali - 306304	Manufacturing Plant	The lease of said premises is valid till 30/08/2034 for monthly payment of Rs. 0.77 million plus applicable taxes.
2	Khasra No. 516/1 mean-2, 516/2, 517, 518, Nihalpur Mundi Road, Near Dutt Cold Storage, Bijalpur, Indore-452012, (MP).	Marketing Office	The lease of said premises is valid till 30/10/2025 for monthly payment of Rs. 0.575 million plus applicable taxes.
3	ASH-1 Takshila Parisar, Near Rajendra Nagar, Indore, Madhya Pradesh-452012.	Guest House	The lease of said premises is valid till 31/12/2025 for monthly payment of Rs. 0.05 million plus applicable taxes.
4	S-1 & S-2, Takshila Parisar, Near Rajendra Nagar, Indore, Madhya Pradesh-452012.	Corporate Office	The lease of said premises is valid till 31/12/2025 for monthly payment of Rs. 0.012 million plus applicable taxes.

" ANNEXURE- B"

STATEMENT OF DISCLOSURES AS PER SECTION II, PART II OF
SCHEDULE V OF THE ACT

I. GENERAL INFORMATION:

- a. **Nature of Industry:** FMCG (Non-Food Industry)
- b. **Date of expected date of commencement of commercial production:** Existing Company: The Company was incorporated on 11th August, 2017, under the Companies Act, 2013 as a Private Limited Company.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- d. **Foreign investments or collaborations, if any:** None

II. INFORMATION ABOUT THE APPOINTEE:

<p>Name of Director and Background details</p>	<p>Mrs. Manju Devi Gehlot:- Being born in Sojat, a region renowned for its henna cultivation, Mrs. Manju Devi Gehlot has developed deep-rooted knowledge of the henna industry and labor management, with a special focus on women workers. Drawing from her upbringing in women labor-intensive region, she has played a vital role in leading and empowering the female workforce. At Velnik, where 68% of the total labor force involved in the production of its core product—henna mehendi cones—comprises women, Mrs. Gehlot has been instrumental in overseeing their management. Her efforts have been dedicated to promoting social upliftment and economic independence for these women, while also ensuring fair, safe, and inclusive working conditions across the production units.</p> <p>Mr. Sukhdev Gehlot: - Mr. Sukhdev Gehlot was born in the precincts of Sojat, Rajasthan—an internationally renowned region known for producing some of the finest quality henna (mehendi) in the world. While growing up in this culturally rich and heena significant area, he developed in-depth understanding of every aspect of henna cultivation, sorting, grading, processing and expertise in quality assessment, sourcing, production, international trade, and premium packaging, which plays a vital a role in his professional journey.</p> <p>Mr. Devendra Gehlot and Ms. Kusum Gehlot- They were both born and raised in a reputed business family with a strong legacy in the Henna (Mehendi) Industry. As new-generation professionals pursuing Bachelor’s degrees in Business Administration (BBA), they bring a modern outlook, fresh perspectives, and youthful enthusiasm to the organization. Their combined focus on innovation, strategic growth, operational excellence, and market-driven approaches positions them as key contributors to the company’s evolving vision to the modern trade.</p>
<p>Job profile and suitability</p>	<p>Mrs. Manju Devi Gehlot serves as a Director at Velnik India Limited since its inception and has gained nearly eight years of experience in leading workforce management within the organization. Under her leadership, the company’s production operations—centered around the manufacturing of high-quality</p>

henna (mehendi) products and have also seen notable efficiency, particularly within its labour-intensive framework.

In a sector where manual skill and workforce stability are critical to maintaining quality and output, Mrs. Gehlot's role has been instrumental. She oversees and empowers a predominantly women-driven workforce, with women comprising approximately 68% of the total labour force engaged in production. Her inclusive leadership style has not only optimized productivity but also fostered a safe, respectful, and growth-oriented work environment.

Over the years, she has translated the vision to create inclusive employment opportunities for women into action by fostering a work environment that not only emphasizes quality and productivity but also uplifts the socio-economic status of women through stable employment and skill development. Mrs. Gehlot's strategic focus on women's empowerment, workforce development, and operational discipline continues to strengthen Velnik India Limited position in the FMCG industry.

Mr. Sukhdev Gehlot serves as a Director at Velnik India Limited since its inception and has gained an expertise of 25 plus years in strategic planning, production oversight, and business expansion. With an in-depth understanding of the henna (mehendi) industry, he has been instrumental in shaping the company's growth trajectory and establishing its strong presence in both domestic and international markets.

In a sector where product quality, operational efficiency, and global competitiveness are critical, Mr. Gehlot's role has been instrumental. The Company has seen a growth shift of around 5X under his leadership since its incorporation. He oversees and drives all aspects of the business—from sourcing premium raw materials to production processes, quality assurance, and international trade. His visionary leadership has ensured that Velnik India Limited not only thrives but also consistently innovates, delivering superior products to its customers worldwide.

Over the years, he has turned his vision into action by improving operations, building a strong culture of excellence, and supporting sustainable business practices. Mr. Gehlot's focus on innovation, quality, and ethical management continues to strengthen Velnik India Limited's position in the industry and grow its presence in international markets.

Mr. Devendra Gehlot and Ms. Kusum Gehlot were appointed as Additional Non-Executive Directors of Velnik India Limited. While new to corporate responsibilities, both bring with them a strong family foundation and backgrounds in Business Administration. They contribute a modern outlook, fresh perspectives, and youthful enthusiasm to the organization, with a strong understanding of evolving business landscapes such as e-commerce, modern trade, fast commerce (quick commerce) and International Trade. Their insights into these emerging market channels can position them to add significant value to Velnik's growth strategy, supporting innovation, inclusivity, operational efficiency, and long-term sustainable expansion in a rapidly changing consumer environment.

<p>Past and Proposed Remuneration</p>	<p>The members at the EGM held on 25/03/2023 approved remuneration of Rs. 7,00,000/- Per Month to Mrs. Manju Devi Gehlot and Rs. 18,00,000/- Per Month to Mr. Sukhdev Gehlot, both inclusive of Salary, perquisites, benefits and allowances for a period of 3 years w.e.f. 01st April, 2023. The remuneration for Mrs. Manju Devi Gehlot as the Wholetime Director and Mr. Sukhdev Gehlot as the Executive Director & CFO is proposed to remain same w.e.f. 06th June, 2025.</p> <p>Remuneration of Rs. 50,000/- each Per Month inclusive of Salary, perquisites, benefits and allowances has been proposed to be paid to Mr. Devendra Gehlot and Ms. Kusum Gehlot.</p>
<p>Recognition or awards</p>	<p>NIL</p>
<p>Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>Considering the significant expertise of the Directors in their respective areas and acknowledging the responsibilities shouldered by them, the remuneration proposed is commensurate with industry standards.</p> <p>A nominal remuneration is proposed to be paid to Mr. Devendra Gehlot and Ms. Kusum Gehlot, considering their roles as new-age entrepreneurs and their ongoing contribution to the company's youthful and modern business philosophy.</p>
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.</p>	<p>Mrs. Manju Devi Gehlot and Mr. Sukhdev Gehlot has pecuniary relationship with the Company as they lend unsecured funds in the form of loan to the company, receives remuneration, Lease Rentals and Royalty from the company and also holds substantial share capital in the company. Further, they not related to any other managerial personnel or director except Mr. Devendra Gehlot and Ms. Kusum Gehlot.</p> <p>Mr. Devendra Gehlot and Ms. Kusum Gehlot does not have any pecuniary relationship with the company apart from their directorship. Further, they are not related to any other managerial personnel or director except Mr. Sukhdev Gehlot, Mrs. Manju Devi Gehlot.</p>

III. OTHER INFORMATION:

- a. **Reasons for Loss or Inadequate Profits-** In the upcoming years, the company aims to achieve substantial revenue growth by expanding its existing business operations and launching new products to serve a broader consumer base. To support this strategy, the company is investing significantly in capacity building, which includes increasing production capabilities and enhancing its geographical reach. These investments are being funded in part through borrowed capital, resulting in higher finance costs. As a consequence, the increased expenditure on infrastructure and interest obligations may lead to temporary losses or reduced profitability during the growth phase.
- b. **Steps taken or proposed to be taken for improvement –** The company anticipates that profits will improve in the future in line with the projected growth in revenue, thereby addressing the current inadequacy of profits for managerial remuneration. To support

this, the company is actively working on optimizing its cost structure and enhancing production efficiencies, which will contribute to improved profit margins.

Additionally, efforts are being made to reduce and rationalize corporate and other overhead expenses. These strategic initiatives are expected to result in higher profitability in the coming years, ensuring a stronger financial position and sustainable growth.

- c. **Expected increase in productivity and profits in measurable terms** - The Company is focused extensively on business and operational improvements through various initiatives like operational excellence, cost cutting and quality initiatives. The Company remains committed to pursue the long-term interest of all stakeholders, including the Company's shareholders and employees. This involves ensuring that the Company's leadership and talent base is appropriately remunerated, notwithstanding cyclical phases.

" ANNEXURE- C "

INFORMATION REQUIRED UNDER SECRETARIAL STANDARD- 2 ON GENERAL MEETINGS WITH RESPECT TO DIRECTOR'S APPOINTMENT AND RE-APPOINTMENT.

Name of Director	Mrs. Manju Devi Gehlot	Mr. Sukhdev Gehlot	Mr. Devendra Gehlot	Ms. Kusum Gehlot
Designation	Wholetime Director	Director and CFO	Non-Executive Director	Non-Executive Director
Director Identification Number	07811873	06456150	10764120	10326369
Age (in years)	43 Years	45 Years	19 Years	20 Years
Date of first appointment on the Board	11/08/2017	11/08/2017	04/09/2024	20/09/2023
Qualification	Intermediate	Intermediate	BBA (Pursuing)	BBA (Pursuing)
Experience	More than 8 Years	More than 25 Years	New Age Entrepreneur	New Age Entrepreneur
Terms & Conditions of Appointment or re-appointment	Whole Time Director of the Company, liable to retire by rotation	Executive Director of the Company, liable to retire by rotation	Non-Executive Director, liable to retire by rotation	Non-Executive Director, liable to retire by rotation
The Remuneration Last Drawn by Such Person	Rs. 8.40 million during the FY 2024-25	Rs. 21.6 million during the FY 2024-25	NIL	NIL
Details of remuneration Sought to be paid	Same as paid during the preceding financial year	Same as paid during the preceding financial year	Rs. 0.06 million	Rs. 0.06 million
Shareholding in the Company as on the date of this Notice	1,52,97,389 Equity Shares of Rs. 10 Each	1,54,49,159 Equity Shares of Rs. 10 Each	NIL	NIL
Relationship with other Directors & Key Managerial Personnel	Mr. Sukdev Gehlot – Director & CFO - Husband Ms. Kusum Gehlot- Non-Executive Director- Daughter Mr. Devendra Gehlot- Non-Executive Director- Son	Mrs. Manju Devi Gehlot – Wholetime Director - Wife Ms. Kusum Gehlot- Non-Executive Director- Daughter Mr. Devendra Gehlot- Non-Executive Director- Son	Mr. Sukdev Gehlot – Director & CFO - Father Mrs. Manju Devi Gehlot – Wholetime Director - Mother Ms. Kusum Gehlot- Sister	Mr. Sukdev Gehlot – Director & CFO - Father Mrs. Manju Devi Gehlot – Wholetime Director - Mother Ms. Devendra Gehlot - Brother

The number of Meetings of the Board attended during the year	7 of 7	7 of 7	4 of 4	7 of 7
Directorships in other companies	<ul style="list-style-type: none"> • SMKDR Trading Private Limited • SMKDR Hotels and Resorts Private Limited • SMKDR Infra Private Limited • Velnik India Welfare Foundation • Sukhdev Bhakti Foundation • Wellmass Pharma Private Limited 	<ul style="list-style-type: none"> • SMKDR Trading Private Limited • SMKDR Hotels and Resorts Private Limited • SMKDR Infra Private Limited • Velnik India Welfare Foundation • Sukhdev Bhakti Foundation • Wellmass Pharma Private Limited 	NIL	NIL
Name of the entity in which the Director holds committee memberships & chairpersonship	<p>Velnik India Limited –</p> <ul style="list-style-type: none"> • Member of CSR Committee • Chairman of POSH Committee. 	<p>Velnik India Limited –</p> <ul style="list-style-type: none"> • Member of Audit and CSR Committee 	NIL	<p>Velnik India Limited –</p> <ul style="list-style-type: none"> • Member of NRC Committee

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 COMPANY	VELNIK INDIA LIMITED
REGISTERED OFFICE	KHASRA NO. 456/262, 269 TO 275, 276/1, 282/3, 290, 291/2, 291/4, 294/1, KALAB KALAN ROAD, DHOLI MAGRI CHORAHA, VILLAGE KALAKOT, TEHSIL- RAIPUR, DISTRICT-BEAWAR, RAJASTHAN- 306304.
Name of the Member(s)	
Registered Adress	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

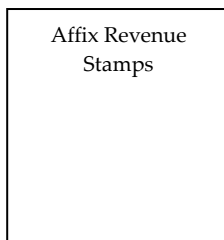
Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting of the company, to be held on the ___ day of ___ at ___ a.m. / p.m. at _____(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. _____
2. _____
3. _____

Signed this ___ day of ___ 2024



Signature of Shareholder

ATTENDANCE SLIP

08TH ANNUAL GENERAL MEETING HELD ON TUESDAY, 16TH, SEPTEMBER 2025 AT 03:00 P.M.

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____ No. of shares held _____

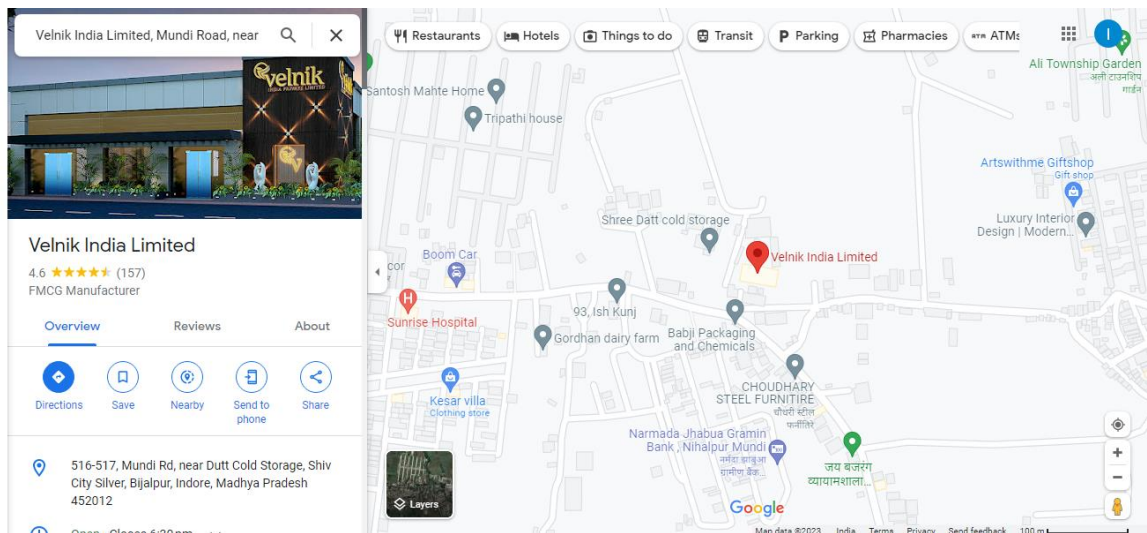
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 08th Annual General Meeting of the Company on Tuesday, 16th, September 2025 at 03:00 P.M. at the Marketing and Communication Office of the Company situated at Khasra No. 516-517, Near Dutt Cold Storage, Nihalpur Mundi Road, Bijalpur, Indore-452012 (M.P.).

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill out this attendance slip and hand it over at the entrance of the hall

ROUTE MAP



The Goggle Maps location of the aforesaid location can be access via below link or by scanning QR code:

Link
<https://maps.app.goo.gl/19hpyo5Dqxp19fNz9>

- QR
Code -



DIRECTORS' REPORT

Dear Members,

Your director's have pleasure in presenting the 08th Annual Report on business and operations of your Company along with the Audited Statement of Accounts for the year ended 31st March, 2025.

1. FINANCIAL STATEMENTS & RESULTS:

a. FINANCIAL RESULTS:

The Company's performance during the year ended 31st March, 2025 as compared to the previous financial year, is summarized below:

Particulars	For the financial year ended 31 st March, 2025	For the financial year ended 31 st March, 2024
<i>(Figures in Million)</i>		
Total Income	3,821.83	3,239.16
Less: Expenses	3,646.73	3,409.89
Profit/ (Loss) before tax	175.10	(170.73)
Less: Current Tax/Deferred Tax/Provision for tax	50.95	(38.73)
Exception Income	0	0
Exception expenditure	0	0
Profit after Tax	124.15	(132.00)

APPROPRIATION

Interim Dividend	-	-
Final Dividend	-	-
Tax on the distribution of dividend	-	-
Transfer to General Reserve	-	-
Balance carried to Balance sheet	124.15	(132.00)

b. COMPANY'S PERFORMANCE:

The Company is one of the leading manufacturers and suppliers of Hair care, Cosmetics and Personal care products, which operates with dominance in the Indian market with its key consumer products offered in different categories.

The Company continues to be engaged in the activities pertaining to manufacturing of various Cosmetic, Ayurvedic, Hygiene, Personal Care and Nutritional Products

such as Mehendi Cone, Mehendi Powder, Heena Hair Care, Crème Hair Color, Hair Colour Shampoo, Hair Removing Cream, Sanitary pads, Baby diapers, Pain relief Balms, Body Wash Gel, Face Scrubs, Shaving Foam and Gel etc.

During the year under review, your Company posted a Sales turnover of Rs. 3,814.99 million as compared to the total Sales turnover of Rs. 3,223.73 million in the previous year showing a growth of around 18.34% over the previous year.

During the year under review, the Company has earned a profit after tax of Rs. 124.15 million against the loss after tax of Rs. 132 million in the previous year.

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

c. DIVIDEND:

In view of the planned business growth, Board of Directors deem it proper to preserve the resources of the Company for its activities and therefore, Board of Directors does not recommend any dividend for the financial year ended 31st March, 2025.

d. UNPAID DIVIDEND & IEPF:

The Company has not transferred any amount to the Investor Education & Protection Fund (IEPF) and no amount is lying in Unpaid Dividend a/c of the Company.

e. TRANSFER TO RESERVES:

The Company has transferred an amount of Rs. 124.15 million being the Profit earned during the financial year 2024-25 to General Reserve Account.

f. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, your Company did not have any subsidiary, associate and joint venture company.

g. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

h. LOANS FROM DIRECTORS

During the financial year under review, the Company has borrowed the following

amount(s) from Directors and the respective director has given a declaration in writing to the Company to the effect that the amount is not being given out of funds acquired by him by borrowing or accepting loans or deposits from others. Accordingly, the following amount(s) are excluded from the definition of Deposit as per Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014: -

<i>Name of Director giving loan</i>	<i>Amount borrowed during the FY 2024-25 (Rs. in Millions)</i>
Mr. Sukhdev Gehlot	96.10
Mrs. Manju Devi Gehlot	3.00

i. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

The details of transactions/contracts/arrangements referred to in Section 188(1) of Companies Act, 2013 entered by the Company with related party(ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in Form AOC-2 and is attached as “*Annexure I*” and forms part of this Report.

For detailed related party transactions, refer Note No. 33 to the notes of Accounts which forms part of the financials of the Company.

j. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in “*Annexure II*” which forms part of this Report.

k. ANNUAL RETURN:

Pursuant to the provisions of Section 92(3) read with Section 134(3)(a) of Companies Act, 2013, the Annual Return as on 31st March, 2025 is available on Company’s website on <https://velnik.com/Investor/AnnualReturn>.

l. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES:

The Company has not made any loans, guarantees and investments covered under Section 186 of the Act during the financial year under review.

m. DISCLOSURES UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company’s financial position, have occurred between the end of the financial year of the Company and date of this report.

n. **DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:**

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

2. **MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL.**

a) **BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNELS (KMP's)**

i. **Appointment:**

Mr. Devendra Gehlot (DIN: 10764120) was appointed as the Additional Non-Executive Director of the Company w.e.f 04th September, 2024.

Mr. Avijeet Garg (DIN: 09499260) was appointed as the Additional Non-Executive Independent Director of the Company w.e.f 03rd March, 2025.

ii. **Regularization:**

The appointment of Ms. Kusum Gehlot (DIN: 10326369) and Mr. Devendra Gehlot was ratified by the members of the company at the 07th Annual General Meeting held on 30th September, 2024 and were regularized as the Non-Executive Directors of the Company.

iii. **Resignation:**

Mr. Chetan Gehlot (PAN: ATEPG8982C) has resigned from the office of Chief Financial Officer of the company w.e.f. 10th December, 2024.

Mr. Dinesh Chand Jain (DIN: 07576030) has resigned from the office of Independent Director of the Company w.e.f. 27th February, 2025.

iv. **Retirement by rotation**

In accordance with the provisions of the Act, none of the Independent Directors are liable to retire by rotation.

As per the provisions of Section 152 of the Companies Act, 2013, Mrs. Manju Devi Gehlot, Director (DIN: 07811873) shall retire by rotation at the ensuing Annual

General Meeting and being eligible, offers herself for re-appointment, your directors recommend her approval.

b) DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

The Independent Directors of the Company are Mr. Rohit Khandelwal (DIN: 07038360), and Mr. Avijeet Garg (DIN: 09499260), and in the opinion of the Board, the Independent Directors possess the requisite integrity, expertise, experience and proficiency.

c) REMUNERATION/COMMISSION DRAWN FROM HOLDING/ SUBSIDIARY COMPANY:

The Company does not have any holding Company or subsidiary Companies during the year under review.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES.

a. BOARD OF DIRECTORS:

The Composition of Board of Directors is in conformity with the applicable provisions of the Companies Act, 2013, which is as tabled below:

Name of director	Designation	DIN
Mr. Sukhdev Gehlot	Director & CFO	06456150
Mrs. Manju Devi Gehlot	Wholetime Director	07811873
Mr. Rohit Khandelwal	Non-Executive Independent Director	07038360
Mr. Avijeet Garg	Non-Executive Independent Director	09499260
Ms. Kusum Gehlot	Non-Executive Director	10326369
Mr. Devendra Gehlot	Non-Executive Director	10764120

During the year under review, the board of directors met 7 times in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, details of which are as follows:

Name of Director	Date of Meeting						
	23 rd April, 2024	15 th August, 2024	04 th September, 2024	13 th September, 2024	12 th December, 2024	24 th December, 2024	03 rd March, 2025
Mr. Sukhdev Gehlot	✓	✓	✓	✓	✓	✓	✓

Mrs. Manju Devi Gehlot	✓	✓	✓	✓	✓	✓	✓
Mr. Rohit Khandelwal	✓	✓	✓	✓	✓	✓	✓
*Mr. Dinesh Chand Jain	✓	✓	✓	✓	✓	✓	NA
Ms. Kusum Gehlot	✓	✓	✓	✓	✓	✓	✓
Mr. Devendra Gehlot	NA	NA	NA	✓	✓	✓	✓

*Ms. Devendra Gehlot was appointed as the Additional Director w.e.f. 04th September, 2024.

* Mr. Dinesh Chand Jain resigned from the office of Independent Director w.e.f 27th February, 2025.

The Company has complied with the applicable Secretarial Standards in respect of all the above board meetings.

b. KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 203 of the Act, the Key Managerial Personnels of the Company are Mrs. Manju Devi Gehlot – Wholetime Director, Mr. Sukhdev Gehlot- Chief Financial officer and Mr. Chirag Desla– Company Secretary.

c. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The current composition of Audit Committee is as below:

1. Mr. Avijeet Garg, Independent Director, Chairman
2. Mr. Rohit Khandelwal, Independent Director, Member, and
3. Mr. Sukhdev Gehlot, Director & CFO, Member

Note: Mr. Dinesh Chand Jain ceased to be the member of the committee w.e.f. 27th February, 2025 and Mr. Avijeet Garg was appointed as the Chairman of the committee w.e.f 03rd March, 2025.

The Audit Committee met 2 times during the financial year ended 31st March 2025, details of which are as follows:

Name of Director	Date of Meeting	
	23 rd April, 2024	04 th September, 2024
Mr. Rohit Khandelwal	✓	✓
Mr. Dinesh Chand Jain	✓	✓
Mr. Sukhdev Gehlot	✓	✓

During the year under review, the Board of Directors of the Company has accepted all the recommendations of the Committee.

d. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act. The current composition of Audit Committee is as below:

1. Mr. Avijeet Garg, Independent Director, Chairman
2. Mr. Rohit Khandelwal, Independent Director, Member, and
3. Ms. Kusum Gehlot, Non- Executive Director, Member.

Note: Mr. Dinesh Chand Jain ceased to be the member of the committee w.e.f. 27th February, 2025 and Mr. Avijeet Garg was appointed as the chairman of the committee w.e.f 03rd March, 2025.

The Nomination & Remuneration Committee met 4 times during the financial year ended 31st March 2025, details of which are as follows:

Name of Director	Date of Meeting			
	15 th August, 2024	04 th September, 2024	13 th September, 2024	03 rd March, 2025
Mr. Dinesh Chand Jain	✓	✓	✓	✓
Mr. Rohit Khandelwal	✓	✓	✓	✓
Ms. Kusum Gehlot	✓	✓	✓	✓

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Your Company has adopted the policy which, inter alia, includes criteria for determining qualifications, positive attributes, and Independence of a director. The said policy is annexed herewith and marked as “*Annexure III*” and the said Policy is also available on the Company’s website and can be accessed at <https://velnik.com/Investor/Policies>.

e. FINANCE COMMITTEE:

The Finance Committee as constituted by the Board of Directors of the Company comprised of

1. Mr. Sukhdev Gehlot, Managing Director, Chairman
2. Mrs. Manju Devi Gehlot, Director, Member, and

3. Mr. Rohit Khandelwal, Independent Director, Member.

The Finance Committee met 1 time during the financial year ended 31st March 2025, details of which are as follows:

Name of Director	Date of Meeting
	15 th July, 2024
Mr. Sukhdev Gehlot	✓
Mrs. Manju Devi Gehlot	✓
Mr. Rohit Khandelwal	✓

The Finance Committee acted in accordance with the Charter and the terms of reference approved by the board. The Finance Committee was dissolved w.e.f. 15th August, 2024.

f. **VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:**

The Board of Directors of the Company has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed “Vigil Mechanism Policy” for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on the raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concerns/grievances to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

The Whistle Blower Policy is available on Company’s website and can be accessed at <https://velnik.com/Investor/Policies>.

g. **RISK MANAGEMENT POLICY:**

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

h. CORPORATE SOCIAL RESPONSIBILITY POLICY:

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors has constituted a Corporate Social Responsibility (CSR) Committee as under:

1. Mr. Sukhdev Gehlot, Managing Director, Chairman;
2. Mrs. Manju Devi Gehlot, Executive Director, Member and
3. Mr. Rohit Khandelwal, Independent Director, Member,

The Board of Directors of the Company has approved CSR Policy based on the recommendation of the CSR Committee and the said policy is available on the Company's web-site and which can be accessed at <https://velnik.com/Investor/Policies>.

The CSR Committee met 1 time during the financial year ended 31st March 2025, details of which are as follows:

Name of Director	Date of Meeting
	13 th September, 2024
Mr. Sukhdev Gehlot	✓
Mrs. Manju Devi Gehlot	✓
Mr. Rohit Khandelwal	✓

During the financial year 2024-25, the company does not falls under any of the criteria mentioned under Section 135 (1) and (5) during the immediately preceding financial year, therefore, the company has not spent any amount on CSR Activities during the period under review.

i. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

The Board has carried out an annual performance evaluation of its own performance and of the directors individually, as well as the evaluation of all the committees i.e. Audit, Nomination and Remuneration, CSR and Finance Committee.

The Board adopted a formal evaluation mechanism for evaluating its performance and as well as that of its committees and individual directors, including the Chairman of the Board the exercise was carried out by feedback survey from each directors covering Board functioning such as composition of Board and its Committees, experience and competencies, governance issues etc. Separate Exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board who were evaluated on parameters such as attendance, contribution at the meeting etc.

4. AUDITORS AND REPORTS.

The matters related to Auditors and their Reports are as under:

a. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. S.L. Chhajer & Co. LLP, Chartered Accountants have been appointed as the Statutory Auditors of the Company for a term of 5 Years to hold office till the conclusion of 10th Annual General Meeting of the Company and they continue to be the Statutory Auditors of the Company.

The observations/qualifications/disclaimers made by the Statutory Auditors in their report for the financial year ended 31st March 2025 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. SECRETARIAL AUDITOR:

Pursuant to the Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, M/s Yati Mittal and Associates, Company Secretaries having COP No: 25176 has been appointed to carry out Secretarial Audit and issue report thereon for the Financial Year 2024-25.

Secretarial Audit Report issued by M/s Yati Mittal and Associates, Practicing Company Secretaries in Form MR-3 for the Financial Year 2024-25 forms part of this report marked as "*Annexure IV*".

The said report does not contain any observation, qualification, reservation or adverse remark, however the Secretarial auditor has specified self- explanatory notes in their report.

c. MAINTENANCE OF COST RECORDS:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

d. REPORTING OF FRAUDS BY STATUTORY AUDITORS UNDER SECTION 143(12) OF THE COMPANIES ACT, 2013:

There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014.

5. OTHER DISCLOSURES.

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. **DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

No orders have been passed by any Regulator or Court or Tribunal that can have impact on the going concern status and the Company's operations in future.

b. **DIRECTOR'S RESPONSIBILITY STATEMENT:**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2025, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. **DISCLOSURE REGARDING INTERNAL COMPLAINTS COMMITTEE:**

The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the current constitution of the Committee is as under:

1. Mrs. Manju Devi Gehlot, Director - Presiding Officer
2. Ms. Manju Rathore, Senior Executive R&D – Member
3. Mr. Ankit Tiwari, Assistant Manager (HR) - Member
4. Mr. Dharendra Gautam, Head (Legal) - Member
5. Mr. Raj Kumar Bajiya, Senior Manager (HR) - Member
5. Mrs. Rekha Ramje - External Independent Member of the Committee

During the financial year under review, the Company did not receive any complaint of sexual harassment and no cases were filed under the POSH Act.

d. **DISCLOSURE UNDER SECTION 43(a)(ii) OF THE COMPANIES ACT, 2013:**

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the

Companies (Share Capital and Debenture) Rules, 2014 is furnished.

e. DISCLOSURE UNDER SECTION 54(1)(d) OF THE COMPANIES ACT, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

f. DISCLOSURE UNDER SECTION 62(1)(b) OF THE COMPANIES ACT, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

g. DISCLOSURE UNDER SECTION 67(3) OF THE COMPANIES ACT, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

h. DISCLOSURE OF PROCEEDINGS PENDING OR APPLICATION MADE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, no application was filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

i. DISCLOSURE OF REASON FOR DIFFERENCE BETWEEN VALUATION DONE AT THE TIME OF TAKING LOAN FROM BANK AND AT THE TIME OF ONE TIME SETTLEMENT:

There was no instance of a onetime settlement with any Bank or Financial Institution.

6. ACKNOWLEDGEMENTS AND APPRECIATION:

Your directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

**FOR AND ON BEHALF OF THE BOARD
VELNIK INDIA LIMITED**

Date: 07th August, 2025

Place: Indore

Mr. Sukhdev Gehlot

Director & CFO

DIN: 06456150

Mrs. Manju Devi Gehlot

Whole time Director

DIN: 07811873

ANNEXURE I

FORM NO. AOC.2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: **Not Applicable**
2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party	Nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any
Ethica Herbals (Prop. Sukhdev Gehlot)	Proprietorship Concern of Director	Purchase of goods or materials	Recurring	As may be agreed between the parties; Rs. 614.40 million	23/04/2024	NIL

FOR AND ON BEHALF OF THE BOARD
VELNIK INDIA LIMITED

Date: 07th August, 2025
Place: Indore

Mr. Sukhdev Gehlot
Director & CFO
DIN: 06456150

Mrs. Manju Devi Gehlot
Whole time Director
DIN: 07811873

ANNEXURE II

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

A. Conservation of energy-

- (i) *the steps taken or impact on conservation of energy-* The business operations of the company are energy intensive and as a responsible corporate entity company has consistently ensured to undertake steps which could result in conservation of energy such as installation of Solar Power Plant having capacity of Producing 1.5 Megawatt etc. During the financial year 2024-25 no such material step has been taken but company is continuously exploring the measures to conserve energy, however as a continuous commitment towards conservation of energy the company during the financial year 2025-26 is undertaking to install Solar Power Plant to the tune of 2000 Megawatt.
- (ii) *the steps taken by the company for utilising alternate sources of energy;* - The Company has implemented Solar systems for using renewable / natural resources and your Company will continue to explore alternative sources of energy in the future.
- (iii) *the capital investment on energy conservation equipment's;* - NIL

B. Technology absorption-

- (i) the efforts made towards technology absorption; - NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution; - NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
- (a) the details of technology imported - NA
- (b) the year of import- NA
- (c) whether the technology been fully absorbed - NA
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and - NA
- (iv) the expenditure incurred on Research and Development

(Rs. In Millions)			
Sr. No.	Particulars	2024-25	2023-24
1.	(a) Capital Expenditure	No Material expenditure was undertaken during the year	0.216
2.	(b) Recurring Expenditure	1.090	1.503
3.	(c) Total	1.090	1.719
4.	(d) Total R&D	0.029%	0.053%

	expenditure as % of Total Turnover		
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C. Foreign exchange earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

Particulars	FY 2024-25 (Rs. In Millions)	FY 2023-24 (Rs. In Millions)
Foreign exchange earnings:	18.60	3.48
Foreign exchange outgo:	116.15	98.06

**FOR AND ON BEHALF OF THE BOARD
VELNIK INDIA LIMITED**

Date: 07th August, 2025
Place: Indore

Mr. Sukhdev Gehlot
Director & CFO
DIN: 06456150

Mrs. Manju Devi Gehlot
Whole time Director
DIN: 07811873

Annexure III
NOMINATION AND REMUNERATION POLICY

INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of every Company covered under the aforesaid section shall constitute the Nomination and Remuneration Committee.

The Board of Directors of the Company (the Board) therefore, constituted the committee to be known as the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

In terms of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee shall inter alia recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

Accordingly, this Nomination and Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term valuecreation for shareholders.

DEFINITIONS

- a) **"Board"** means Board of Directors of the Company.
- b) **"Company"** means **"Velnik India Limited"**
- c) **"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- d) **"Key Managerial Personnel" (KMP)** means (i) Chief Executive Officer or the Managing Director or the Manager, (ii) Company Secretary, (iii) Whole-time Director, (iv) Chief Financial Officer and (v) Such other officer as may be prescribed.
- e) **"Committee or Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013.
- f) **"Policy or This Policy"** means, "Nomination and Remuneration Policy."
- g) **"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- h) **"Senior Management"** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

SCOPE

The Remuneration Policy applies to the Company's senior management, including its Key Managerial Person and Board of Directors.

OBJECTIVES

The Key Objectives of the policy and the Committee would be:

1. Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy;
2. To formulate criteria for determining qualifications, positive attributes and independence of a director;
3. To guide and recommend the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management
4. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
5. To Formulate criteria for evaluation of performance of Independent Directors, the Board as a whole and of each Director on Individual Basis.

GUIDING PRINCIPLES

The Policy ensures that:

1. The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person;
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets.

ROLE AND POWERS OF THE COMMITTEE

1. **Recommend to the Board of Directors, appointment and removal of Directors, KMP and Senior Management:**
 - Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal
 - Ensure that the person(s) identified as aforesaid possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
 - The Committee shall not recommend appointment of and recommend retirement of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
 - At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves shall be restricted to such numbers as prescribed under the Act.

- Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

2. Review of term/tenure of Directors, KMP and Senior Management, with special reference to:

a. Managing Director/Whole-time Director:

The Committee shall ensure that the Company appoints or re-appoints any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time and no re-appointment is being made earlier than one year before the expiry of term.

b. Independent Director:

- ❖ An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- ❖ No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of a cooling off period of three years after ceasing to become an Independent Director consequent to expiry of 2nd term of his/her appointment. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

3. Facilitate retirement:

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

4. Recommend to the Board of Directors, the remuneration of Directors, KMP and Senior Management:

a. General:

- ❖ The remuneration / compensation / commission etc. to the Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required;
- ❖ The remuneration and commission to be paid to the Directors shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act;
- ❖ Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs

approved by the Shareholders in the case of Managing Director/Whole-time Director;

- ❖ Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

b. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management:

❖ ***Fixed pay:***

The Whole-time / Executive / Managing Director, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

❖ ***Minimum Remuneration:***

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time / Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

❖ ***Provisions for excess remuneration:***

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

c. Remuneration to Non- Executive / Independent Director:

❖ ***Remuneration / Commission:***

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

❖ ***Sitting Fees:***

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

❖ ***Commission:***

Commission may be paid within the monetary limit approved by shareholders,

subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

❖ *Stock Options:*

An Independent Director shall not be entitled to any stock option of the Company.

MEMBERSHIP OF THE COMMITTEE

1. The Committee shall consist of a minimum 3 non-executive directors, out of which not less than one-half will be independent directors;
2. Minimum two (2) members shall constitute a quorum for the Committee meeting.
3. Membership of the Committee shall be disclosed in the Annual Report.
4. Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN OF THE COMMITTEE

1. Chairman of the Committee shall be an Independent Director;
2. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee;
3. In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman;
4. Chairman of the Nomination and Remuneration Committee meeting should be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

COMMITTEE MEMBERS' INTERESTS

A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

COMPANY SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

VOTING

1. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
2. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be entered in minutes and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

IMPLEMENTATION

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

The Committee May Delegate any of its powers to one or more of its members.

AMENDMENTS TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

AMENDMENTS IN THE LAW

Any subsequent amendment/modification in the listing agreement and/or other applicable laws in this regard shall automatically apply to this Policy.

“Annexure IV”

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025

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

To,
The Members,
Velnik India Limited,
CIN: U24100RJ201PLC058778
456/262, 269- 275, 276/1, 282/3, 290,
291/2, 291/4, 294/1, Kalab Kalan Road,
Dholi Magri Choraha, Village kalakot, Tehsil-Raipur,
District-Beawar, Rajasthan - 306304.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Velnik India Limited** (hereinafter called "The Company") having CIN: U24100RJ201PLC058778. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 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 have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the applicable provisions of:

- I. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Not Applicable during the audit period**
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; - **Not Applicable during the audit period**
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable during the audit period**
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - **Not Applicable during the audit period**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the audit period**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable during the audit period** and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable during the audit period**
- VI. I have relied on the representation made by the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis and its officers for system and mechanism framed by the Company for the compliances under the following applicable Act (if applicable), Law & Regulations to the Company:

- a. Workmen's compensation Act, 1923 and all other allied labour laws, as informed /confirmed to us.
- b. Applicable Direct and Indirect Tax Laws.
- c. Prevention of Money Laundering Act, 2002.
- d. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- e. Drugs and Cosmetics Act, 1940 and the Rules made thereunder.
- f. Food Safety and Standards Act, 2006 and the Rules and Regulations made thereunder.
- g. Legal Metrology Act, 2009 and the Rules made thereunder.
- h. The Bureau of Indian Standards (BIS) Act, 2016 and the Rules made thereunder, as applicable.

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

- i. Secretarial Standard with respect to the Meeting of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

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

- a) Certain e-forms were filed with additional fees with Registrar of Companies.
- b) The re-designation of the Nomination and Remuneration committee within the Company is in accordance with the required standards.

As per the information provided by the company, Nomination and Remuneration committee is re-designated via Board Meeting 23rd April, 2024, as per requirements and comprises of below persons:

S. No	Name	Designation	Position in Committee
1.	Mrs. Dinesh Chand Jain	Independent Director	Chairman
2.	Mr. Rohit Khandelwal	Independent Director	Member
3.	Ms. Kusum Gehlot	Additional Non-Executive Director	Member

Further, pursuant to the resignation of Mr. Dinesh Chand Jain, Independent Director of the Company, the board of directors of the company at its meeting held on 03rd March, 2025, reconstituted the Audit and Nomination and Remuneration Committee which comprises of the below persons:

<i>Audit Committee</i>			
<i>S. No</i>	<i>Name</i>	<i>Designation</i>	<i>Position in Committee</i>
1.	<i>Mrs. Avijeet Garg</i>	<i>Independent Director</i>	<i>Chairman</i>
2.	<i>Mr. Rohit Khandelwal</i>	<i>Independent Director</i>	<i>Member</i>
3.	<i>Mr. Sukhdev Gehlot</i>	<i>Director & CFO</i>	<i>Member</i>

<i>Nomination and Remuneration Committee</i>			
<i>S. No</i>	<i>Name</i>	<i>Designation</i>	<i>Position in Committee</i>
1.	<i>Mrs. Avijeet Garg</i>	<i>Independent Director</i>	<i>Chairman</i>
2.	<i>Mr. Rohit Khandelwal</i>	<i>Independent Director</i>	<i>Member</i>
3.	<i>Ms. Kusum Gehlot</i>	<i>Additional Non-Executive Director</i>	<i>Member</i>

- c) The company has **satisfied 10 charges** during the audit period. The details are given as below:

Sr. No	SRN	Charge Id	Charge Holder Name	Date of Creation	Date of Satisfaction	Amount
1	AB1896681	100678858	HDFC Bank Limited	22-12-2022	09-11-2024	7,87,000
2	AB1872661	100650872	HDFC Bank Limited	31-10-2022	09-11-2024	7,87,000
3	AB1872574	100643120	HDFC Bank Limited	31-10-2022	09-11-2024	7,87,000
4	AB1872803	100621365	HDFC Bank Limited	14-09-2022	13-11-2024	7,87,000
5	AB1872870	100621358	HDFC Bank Limited	14-09-2022	13-11-2024	7,87,000
6	AB1872964	100621379	HDFC Bank Limited	20-08-2022	13-11-2024	7,87,000
7	AB2258241	100621376	HDFC Bank Limited	20-08-2022	05-12-2024	7,87,000
8	AB2775000	100621364	HDFC Bank Limited	20-08-2022	12-02-2025	7,87,000
9	AB1872743	100621381	HDFC Bank Limited	21-07-2022	09-11-2024	7,87,000
10	AB3083569	100650875	HDFC Bank Limited	31-10-2022	11-03-2025	7,87,000

I further report that:

The Management of the company is constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Key Managerial Personnels. The below mentioned changes in the composition of the Management of the company that took place during the period under review were carried out in compliance with the provisions of the Act.

- **Mr. Devendra Gehlot (DIN: 10764120)** was appointed as Additional Director of the company as per Section 161(1) of Companies Act, 2013 w.e.f. September 04, 2024 and regularized as the Non-Executive Director of the Company w.e.f 30th September, 2024.
- **Ms. Kusum Gehlot (DIN: 10326369)** was regularized as the Non-Executive Directors of the Company w.e.f 30th September, 2024.
- **Mr. Dinesh Chand Jain (DIN: 07576030)** tendered his resignation from the post of independent director w.e.f. 27th February, 2025
- **Mr. Avijeet Garg (DIN: 09499260)** has been appointed as the Additional Independent Director of the company w.e.f. 03rd March, 2025.

As per declaration given by the company, adequate notices were generally given to all directors to schedule the Board Meetings and Committee Meetings. Agenda and detailed notes on agenda were generally sent at least seven days in advance except in respect of Board Meetings which were held on shorter notice, in compliance with Section 173(3) of the Companies Act, 2013 detailed notes on agenda were sent for meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions at Board Meetings and Board Committee Meetings are carried out unanimously or by majority as recorded in the Minutes of the Board of Directors of the Company or committee of the Board, as the case may be. The dissenting members' views, if any, are captured and recorded as part of the minutes of the respective meetings.

Based on the information, representation, clarifications and reports provided by the Company, its Board of Directors, its designated officers, and authorized representatives during the conduct of audit, I 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.

As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that during the audit period, there were:

- a) During the period under review the company has shifted its registered office, outside the local limit of city, town or village from E-10, Krishi Mandi, Sojat City, Pali, Rajasthan, India – 306104 to 456/262, 269, 270, 271, 272, 273, 274, 275, 276/1, 282/3, 290, 291/2, 291/4, 294/1, Kalab Kalan Road, Dholi Magri Choraha, Village kalakot, Tehsil-Raipur, District-Beawar, Rajasthan, Kalab-kalan, Pali, Raipur, Rajasthan, India, 306304.
- b) Redemption / buy-back of securities; - **No instance during audit period**
- c) Merger / amalgamation / reconstruction, etc.; - **No instance during audit period**
- d) Foreign technical collaborations; - **No instance during audit period**

This information stands unmodified, unless otherwise indicated above.

For Yati Mittal & Associates
Company Secretaries

Yati Mittal
Proprietor

M. No. A60378

CP. No. 25176

Peer Review Certificate No. 4033/2023

UDIN: A060378G000960772

Date: 07th August, 2025

Place: New Delhi

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

ANNEXURE-A
TO SECRETARIAL AUDIT REPORT

To,
The Members,
Velnik India Limited,
456/262, 269- 275, 276/1, 282/3, 290,
291/2, 291/4, 294/1, Kalab Kalan Road,
Dholi Magri Choraha, Village kalakot, Tehsil-Raipur,
District-Beawar, Rajasthan - 306304.

Subject: Secretarial Audit Report 2024-25

Management's Responsibility:

It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility:

Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer:

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

We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

I have not verified the correctness and appropriateness of financial records and books of

account of the Company.

The relevant records have been examined through or received by electronic mode and physical records were not inspected. However, necessary confirmation for the authenticity of the records received has been provided by the Company.

For Yati Mittal & Associates
Company Secretaries

Yati Mittal

Proprietor

M. No. A60378

CP. No. 25176

Peer Review Certificate No. 4033/2023

UDIN: A060378G000960772

Date: 07th August, 2025

Place: New Delhi

Independent Auditors Report

To,
The Members of
Velnik India Limited,
(Formerly Known as Velnik India Private Limited)

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of **Velnik India Limited (Formerly known as Velnik India Private Limited)** which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flow for the year ended on that date, and a summary of Material Accounting Policies and other explanatory information (hereinafter referred to as “Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the companies (Indian accounting standards) Rules 2015 as amended (“Ind As”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and **Profit**, and total comprehensive income, the changes in equity and its 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. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on financial statements.

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

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards

(Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

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

Auditor's Responsibilities on Audit of the Financial Statements

Our objectives are to obtain reasonable assurance 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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the relevant internal financial controls relevant to audit in order to design adequate 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 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 Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the *Annexure-A*, a statement on the matters specified in the paragraph 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 account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015 as amended;
- e) On the basis of the written representations received from the directors as on 31st March 2025, 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 adequacy of Internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer our Report in "*Annexure-B*";
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) 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 and
- 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:
- a) The Company does not have any pending litigations which would have impact on its financial position except as disclosed **under Note 32** of the Notes to accounts;
- b) The Company did not have any long-term contracts including derivative contracts for which there are any material foreseeable losses;
- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
- d) (i) Based on the representation received from the Management, other than those disclosed in the notes to the financial statements, no funds have been advanced/received or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("*Intermediaries*") with the understanding that the intermediary shall lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company/ funding party ("*Ultimate Beneficiaries*") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (ii) Based on the representation received from the Management, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no

funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, 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;

(iii) Based on audit procedures we have 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) contain any material mis-statement.

- e) The Company has not declared/paid any dividend during the year hence reporting under clause Rule 11(f) of the Companies (Audit and Auditors) Rules, 2014, is not applicable
- f) Based on our examination which includes test checks the company has used accounting software for monitoring its books of accounts for the financial year ended March 31st 2025, which has a feature of recording audit trail (edit log) facility and same has operated throughout the year for all relevant transaction recorded in software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2025.

For S.L. CHHAJED & CO. LLP
Chartered Accountants

(Ruchita Baidmutha)
Partner
M.No. 406149
UDIN: 25406149BMOYGY1974

Place: **Bhopal**
Date: 24th July, 2025

Annexure- A to the Independent Auditors' Report:

The Annexure referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report of even date

- i. a) A. The Company have maintained proper records showing full particulars including quantitative details and situation of its Property, Plant & Equipment.

B. The Company has maintained proper records showing full particulars of Intangible assets.
- b) According to the information and explanations given to us, physical verification of Property, Plant & Equipment is being conducted in a phased manner by the management under a program designed to cover all the property, plant and equipment including intangible assets over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its business and no material discrepancies were noticed on such verification to the extent verification was made during the year.
- c) According to the information and explanation given to us, the records examined by us, the title deeds of immovable properties as are held in the name of the Company.
- d) The Company has not revalued its Property, Plant & Equipment (including Right of Use assets) or intangible assets during the year.
- e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- ii. a) The Physical Verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification by the management is appropriate, no material discrepancies in aggregate for each class of inventory were noticed.
- b) The company has been sanctioned working capital limit in excess of five crore rupees during the reporting period, in aggregate, from the bank or financial institutions on the basis of security of current assets. The Quarterly returns or statements filed by the company with banks and financial institutions are not in agreements with books. The details of variance are as below:

(in millions)

Quarter End	Name of the Bank	Particulars	Amount reported in the stock statement	Amount as per books of accounts	Amount of difference	Reason for material variances
30-06-2024	Axis Bank	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
	HDFC Bank	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
	PNB Bank	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
	UBI	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
30-09-	Axis Bank	Inventory				

2024			858.13	858.13	-	
		Trade Receivables	613.82	610.45	3.37	There is no material variance
		Trade Payables	241.68	243.40	-1.72	There is no material variance
	HDFC Bank	Inventory	858.13	858.13	-	
		Trade Receivables	613.82	610.45	3.37	There is no material variance
		Trade Payables	241.68	243.40	-1.72	There is no material variance
	PNB Bank	Inventory	858.13	858.13	-	
		Trade Receivables	613.82	610.45	3.37	There is no material variance
		Trade Payables	241.68	243.40	-1.72	There is no material variance
	UBI	Inventory	858.13	858.13	-	
		Trade Receivables	613.82	610.45	3.37	There is no material variance
		Trade Payables	241.68	243.40	-1.72	There is no material variance
31-12-2024	Axis Bank	Inventory	997.71	997.71	-	There is no material variance
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables			-	There is

			286.02	288.22	2.20	no material variance
	HDFC Bank	Inventory	997.71	997.71	-	There is no material variance
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables	286.02	288.22	- 2.20	There is no material variance
	PNB Bank	Inventory	997.71	997.71	-	There is no material variance
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables	286.02	288.22	- 2.20	There is no material variance
	UBI	Inventory	997.71	997.71	-	There is no material variance
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables	286.02	288.22	- 2.20	There is no material variance
31-03-2025	Axis Bank	Inventory	1,212.90	1,212.90	-	There is no material variance
		Trade Receivables	571.36	571.55	- 0.19	There is no material variance
		Trade Payables			-	There is

			445.87	446.23	0.36	no material variance
	HDFC Bank	Inventory	1,212.90	1,212.90	-	There is no material variance
		Trade Receivables	571.36	571.55	0.19	There is no material variance
		Trade Payables	445.87	446.23	0.36	There is no material variance
	PNB Bank	Inventory	1,212.90	1,212.90	-	There is no material variance
		Trade Receivables	571.36	571.55	0.19	There is no material variance
		Trade Payables	445.87	446.23	0.36	There is no material variance
	UBI	Inventory	1,212.90	1,212.90	-	There is no material variance
		Trade Receivables	571.36	571.55	0.19	There is no material variance
		Trade Payables	445.87	446.23	0.36	There is no material variance

iii. According to the documents and records produced before us the company has not made any investment or has not provided any loans or advances in the nature of loans, secured or unsecured, to the companies, firms, Limited Liability Partnerships or any other parties during the reporting period. Therefore, the reporting requirements under the paragraph (iii) (a-A, B), (iii) (b), (iii) (c), (iii) (d), (iii) (e) and (iii) (f) of Paragraph 3 of the Order are not applicable.

- iv. According to the documents and records produced before us company has not made any investment or has provided any loans or advances in the nature of loans, secured or unsecured, to the companies, firms, Limited Liability Partnerships or any other parties during the reporting period. Provisions of clause 3(iv) is not applicable.
- v. Based on our examination of the Company's records and according to the information and explanations given to us, the company has not accepted any deposits from public (including deemed deposits) during the year within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014. Further, no order has been passed by Company Law Board or National Company Law Tribunal, or Reserve Bank of India or any court or any other tribunal. Hence reporting requirements of paragraph 3(v) of the Order are not applicable.
- vi. The provisions of section 148(1) read with Companies (Cost Records and Audit) Rules 2014 prescribed by the Central Government of the Companies Act, 2013 are not applicable to the company. Hence, reporting requirements of paragraph 3(vi) of the Order are not applicable.
- vii. (a) According to information and explanations given to us and our examination of records the company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax and any other statutory dues to the appropriate authorities and no undisputed amount is payables in respect of provident fund, income tax, goods and service tax, cess and other material statutory dues which were arrear as on 31st March, 2025 for more than six months from the date it became payable except :

Name of the Statue	Nature of Dues	Period to which amount relates	Amount not deposited as at 31/03/2025
Income tax Act 1961	Advance tax	April-September 2024	36,22,644

(b)According to the information and explanations given to us, the particulars of Goods and Service Tax, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, which have not been deposited on account of dispute are as under:

Name of the Statue	Nature of Dues	Forum where dispute is pending	Period to which amount relates	Amount not deposited as at 31/03/2025
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Income Tax Act 1961	Income Tax	Assistant Commissioner of Income Tax DC CEN CIR2, JDH	of	AY 2022	20,04,34,051.00 (including Interest)
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- viii. According to the records examined by us and the information and explanations given to us, there were no transactions found unrecorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. a) According to the information and explanations and as verified from books of accounts, the company has not defaulted in repayment of loans or interest thereon to any lender.
- b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us, the company has applied terms loans for the purpose for which loans were obtained.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we are unable to conclude that no funds raised on short-term basis have been used for long-term purposes by the company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- x. a. There is no money raised by ways of initial public offer or further public offer (including debt instruments) during the year. The provision of clause 3(x) (a) are not applicable.
- b. According to the information and explanations given to us and based on our examination of the records of the Company, no private placement during the year. Hence, clause 3(x)(b) are not applicable.
- xi. a) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud or by the company, noticed or reported during the year, nor we have been informed of such case by the management.

- b) To the best of our knowledge and information with us there is no instance of fraud reportable under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As per information and explanation given by management there were no whistle blower complaints received by the company during the year.
- xii. In our opinion and according to the information and explanations given to us the company is not a Nidhi Company. Accordingly, reporting under paragraph 3(xii) (a-c) of the order is not applicable.
- xiii. In our opinion and explanations given to us section 177 and 188 of Companies Act, 2013 with regard to transactions with related party have been complied with and all details as per Indian Accounting Standard have been disclosed in the Financial Statements.
- xiv. a) In our opinion and based on our examination, the company have an internal audit system commensurate with the size and nature of its business.
- b) The reports of the internal auditor for the period under audit was considered.
- xv. According to information and explanations given to us the company has not entered into any non-cash transaction with the directors or person connected with him. Hence, the reporting requirement under paragraph 3(xv) of the order is not applicable to the company
- xvi. a) In our opinion and information provided to us the company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.
- b) Company is not a NBFC, hence the reporting in this clause is not required.
- c) Company is not a CIC, hence the reporting in this clause is not required.
- d) This clause is not applicable to the company as it is not NBFC.
- xvii. Based on overall review of standalone financial statements, Company has incurred Nil cash losses in the current financial year and Rs. 64.57 Million in the immediately preceding financial year.
- xviii. There has no resignation of the statutory auditors during the year of audit, hence reporting under clause (xviii) of Para 3 of the order is not applicable.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. According to the information and explanations given to us, As the company has incurred losses in the immediately preceding financial year, the provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the company during the year.
- xxi. According to the information and explanations given to us, the Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, reporting under clause 3(xxi) of the Order is not applicable.

For S.L. Chhajed & Co. LLP
Chartered Accountants
Firm Registration No.: 000709C/ C400277

Ruchita Baidmutha
Partner
Membership No.: 406149
UDIN: 25406149BMOYGY1974

Place: Bhopal
Date: 24th July, 2025

Annexure- B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Control over Financial Reporting Under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial control over financial reporting of **Velnik India Limited** (formerly known as Velnik India Private limited) as of 31 March, 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 issued by the Institute of Chartered Accounts 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 control 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 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 auditors' 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 period are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For S.L. Chhajer & Co. LLP

Chartered Accountants

Firm Registration No.: 000709C/ C400277

Ruchita Baidmutha

Partner

Membership No.: 406149

UDIN: 25406149BMOYGY1974

Place: Bhopal

Date: 24th July, 2025

VELNIK INDIA LIMITED
(FORMERLY KNOWN AS VELNIK INDIA PRIVATE LIMITED)
CIN :U24100RJ2017PLC058778
Balance Sheet As At March 31, 2025

(Amount in INR Million)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	4	1,176.23	1,133.06
(b) Capital work-in-progress	4	1.63	37.79
(c) Intangible assets	5	3.81	6.79
(d) Financial Assets			
i. Other Financial Assets	6	32.03	33.16
(e) Other non-current assets	11	15.29	13.63
Total Non Current Assets		1,228.99	1,224.42
Current Assets			
(a) Inventories	7	1,212.90	919.47
(b) Financial Assets			
i. Trade Receivable	8	597.74	533.75
ii. Cash and Bank Balance	9	5.57	2.89
iii. Bank Balances Other than (ii) above	10	-	-
iv. Other Financial Assets	6	-	11.10
(c) Other current assets	11	156.09	196.57
Total Current Assets		1,972.30	1,663.78
Total Assets		3,201.30	2,888.20
EQUITY & LIABILITIES			
Equity			
(a) Equity Share Capital	13	333.51	333.51
(b) Other Equity	14	411.65	291.04
Total Equity		745.16	624.56
Liabilities			
Non Current Liabilities			
(a) Financial Liability			
i. Borrowings	15	402.27	476.63
ii. Lease Liabilities	16	122.58	137.60
iii. Other financial liabilities	17	278.31	300.42
(b) Provision	20	10.93	5.82
(c) Deferred Tax Liability	12	42.33	3.84
Total Non Current Liabilities		856.42	924.31
Current Liabilities			
(a) Financial Liability			
i. Borrowings	15	924.13	833.82
ii. Lease Liabilities	16	31.00	46.44
iii. Trade Payable	18		
Total outstanding dues of micro enterprises and small enterprises		53.64	45.66
Total outstanding dues of creditors other than micro enterprises and small enterprise		470.03	333.11
iv. Other financial liabilities	17	66.11	56.47
(b) Other current liabilities	19	40.98	20.86
(c) Provision	20	5.77	2.98
(d) Current tax liabilities (net)	21	8.05	-
Total Current Liabilities		1,599.71	1,339.34
Total Liabilities		2,456.13	2,263.65
Total Equity and Liabilities		3,201.30	2,888.20

Material Accounting Policies and Notes forming integral part of the Financial Statements

As per our report of even date attached
For S.L. Chhajed & Co. LLP
Chartered Accountants
Firm Registration Number: 000709C/C400277

CA Ruchita Baidmutha
Partner
Membership No. 406149



Date: July 24th, 2025
Place: Bhopal

For and on behalf of the Board of Director

Sukhdev Gehlot
Director & CFO
(DIN: 06456150)

Manju Devi Gehlot
Whole Time Director
(DIN: 07811873)

Chirag Desai
Company Secretary
MN No. A68513



Date: July 24th, 2025
Place: Indore

VELNIK INDIA LIMITED
(FORMERLY KNOWN AS VELNIK INDIA PRIVATE LIMITED)
CIN :U24100RJ2017PLC058778
Statement of Profit and Loss for the period ended on March 31, 2025

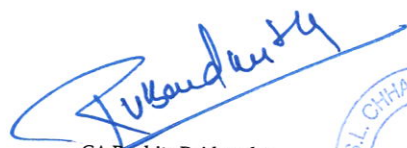
(Amount in INR Million)

Particulars	Notes	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Income			
Revenue from Operation (net)	22	3,814.99	3,223.73
Other Income	23	6.84	15.44
Total Income (I)		3,821.83	3,239.16
Expenses			
Cost of materials consumed	24	1,715.67	1,601.46
Purchase of Traded Goods		196.85	109.18
Changes in inventories of finished goods and Stock-in-Trade	25	(16.59)	(103.43)
Employee benefits expense	26	578.31	493.53
Finance costs	27	198.27	216.72
Depreciation and amortization expense	28	112.85	106.16
Other expenses	29	861.36	986.26
Total Expenses (II)		3,646.73	3,409.89
Profit before exceptional items and tax (I-II)		175.10	(170.73)
Exceptional Items			-
Profit before tax		175.10	(170.73)
Tax expense:			
Current tax	21	11.26	-
Deferred tax		39.69	(38.73)
Total Tax expense		50.95	(38.73)
Profit for the Year from continuing operations		124.15	(132.00)
Profit from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit for the period		124.15	(132.00)
OTHER COMPREHENSIVE INCOME			
loss			
Remeasurement of gains (losses) on defined benefit plans	32	(4.74)	3.21
Income tax relating to items that will not be reclassified to profit & loss		1.19	(0.73)
B. items that will be reclassified to Profit & Loss		-	-
Income tax relating to items that will be reclassified to profit&loss		-	-
Total Other Comprehensive Income for the Period		(3.55)	2.49
Total Comprehensive Income for the Period comprising profit and Other Comprehensive income		120.61	(129.51)
Earnings per equity share (for continuing operation)			
Basic & Diluted	30	3.72	(3.96)
Earnings per equity share (for discontinuing operation)			
Basic & Diluted		3.72	(3.96)
Earnings per equity share (for continuing operation and discontinuing operations)			
Basic & Diluted		3.72	(3.96)

Material Accounting Policies and Notes forming integral part of the Financial Statements of the Financial Statements

As per our report of even date attached
For S.L. Chhajed & Co. LLP
Chartered Accountants
Firm Registration Number: 000709C/C400277

For and on behalf of the Board of Directors

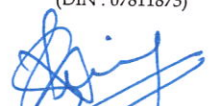

CA Ruchita Baidmutha
Partner
Membership No. 406149



Date: July 24th, 2025
Place: Bhopal


Sukhdev Gehlot
Director & CFO
(DIN: 06456150)


Manju Devi Gehlot
Whole Time Director
(DIN : 07811873)


Chirag Desla
Company Secretary
MN No. A68513



Date: July 24th, 2025
Place: Indore

VELNIK INDIA LIMITED
(FORMERLY KNOWN AS VELNIK INDIA PRIVATE LIMITED)
CIN :U24100RJ2017PLC058778

Statement of Cash Flow As At March 31, 2025

(Amount in INK Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Profit/(Loss) before income tax from:		
Continuing operations	175.10	(170.73)
Profit/ (Loss) before income tax	175.10	(170.73)
Adjustments for:		
Depreciation expense	112.85	106.16
Interest income	(1.21)	(1.18)
Fixed Assets - Written off	0.66	-
Loss on Sale of Fixed Assets	1.11	-
Finance costs	198.27	216.72
Provision against Expected Credit Loss	0.28	0.58
Foreign Exchange Fluctuation (Gain)/ Loss	(0.72)	(0.42)
Credit balance write back	(1.07)	(12.81)
Debit balance write off	11.93	5.48
Operating profit before working capital changes	322.11	314.52
Change in operating assets and liabilities:		
(Increase)/ Decrease in trade receivables	(63.55)	408.62
(Increase)/ Decrease in inventories	(293.43)	(75.79)
(Increase)/ Decrease in Other Bank Balance	-	20.38
Increase/ (decrease) in trade payables	145.98	(11.48)
(Increase)/ Decrease in other current assets	25.33	193.70
(Increase)/ Decrease in other non current financial assets	1.13	(0.09)
(Increase)/ Decrease in other current financial assets	11.10	(11.10)
Increase/ (Decrease) in other non current assets	(1.66)	3.89
Increase/ (Decrease) in Current other financial liabilities	9.64	(5.21)
Increase/ (Decrease) in Non Current other financial liabilities	(22.11)	23.70
Increase/ (Decrease) in other current liabilities	12.07	(51.63)
Increase/ (Decrease) in provisions	3.16	0.47
Cash generated from operations	(172.35)	495.46
Less : Income tax paid (net of refund)	8.05	(11.10)
Net cash inflow from operating activities	332.91	628.16
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for property, plant and equipment	(159.91)	(231.86)
Proceeds from sale of fixed assets	4.95	-
Payments for Capital work in progress	36.16	10.52
Interest received	1.21	1.18
Net cash (Used in)/generated from investing activities	(117.60)	(220.16)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Equity Share	-	-
Proceeds from Share Premium	-	-
Proceeds from borrowings	(113.47)	(66.25)
Net change in current borrowings	90.31	(130.40)
Interest and finance charges paid	(143.19)	(167.63)
Payment Towards Lease Obligation	(46.29)	(46.70)
Net cash inflow (outflow) from financing activities	(212.63)	(410.98)
Net increase (decrease) in cash and cash equivalents	2.68	(2.99)
Cash and Cash Equivalents at the beginning of the financial year	2.89	5.88
Cash and Cash Equivalents at end of the year	5.57	2.89
Reconciliation of cash and cash equivalents as per the cash flow statement:		
Cash and cash equivalents as per above comprise of the following:		
Balances with banks	2.37	1.64
- Deposits with original maturity of less than three months	-	-
Cash on hand	3.20	1.25
Balances per statement of cash flows	5.57	2.89

Notes :

- (1) Statement of cash flow has been prepared under the indirect method as set out in the Ind AS 7 - Statement of Cash flow.
- (2) Previous year's figures have been regrouped/reclassified wherever applicable.
- (3) Closing balance of Cash & Cash Equivalents includes exchange variation Profit of ` 0.72 Millions on March 31, 2025 (Previous year Profit ` 0.42).

Change in Liability arising from financing Activity, Please refer Note No. 15

As per our report of even date attached
For S.L. Chhajed & Co. LLP
Chartered Accountants
Firm Registration Number: 000709C/C400277

CA Barchita Baidmutha
Partner
Membership No. 406149

Date: July 24th, 2025
Place: Bhopal



For and on behalf of the Board of Directors

Sukhdev Gehlot
Director & CFO
(DIN: 06456150)

Manju Devi Gehlot
Whole Time Director
(DIN : 07811873)

Chirag Desla
Company Secretary
MN No. A68513

Date: July 24th, 2025
Place: Indore



VELNIK INDIA LIMITED
(FORMERLY KNOWN AS VELNIK INDIA PRIVATE LIMITED)
CIN :U24100RJ2017PLC058778

Statement of Changes in Equity As At March 31, 2025

A. Share Capital

(Amount in INR Million)

Particulars	Balance at the Beginning of the period	Changes in share capital due to prior period errors	Changes in share capital during the year	Balance at the end of the period
March 31, 2025				
(a) Equity Share Capital				
Numbers	3,33,51,402	-	-	3,33,51,402
Amount (in Million)	333.51	-	-	333.51
(b) Preference Share Capital				
Numbers	4,40,000	-	-	4,40,000
Amount (in Million)	84.00	-	-	84.00
March 31, 2024				
(a) Equity Share Capital				
Numbers	3,33,51,402	-	-	3,33,51,402
Amount (in Million)	333.51	-	-	333.51
(b) Preference Share Capital				
Numbers	4,40,000	-	-	4,40,000
Amount (in Million)	84.00	-	-	84.00

Note: Company has Non Convertible Redeemable Preference Shares and hence, these shares are disclosed under Borrowings as per IND AS 32.

B. Other Equity

(1) Current reporting period

(Amount in INR Million)

Particulars	Security Premium	Retained Earnings	Other components of Other Comprehensive Income	Total
Balance at the beginning of the current reporting period	141.03	146.26	3.75	291.04
Changes in accounting policy or prior period errors	-	-	-	-
Restated balances as at April 1, 2024	-	-	-	-
Additional during the period	-	-	-	-
Profit for the period	-	124.15	-	124.15
Other comprehensive income	-	-	(3.55)	(3.55)
Other adjustments	-	-	-	-
Total comprehensive income for the year	-	124.15	(3.55)	120.61
Balance at the end of the current reporting period	141.03	270.41	0.20	411.65

(2) Previous reporting period

(Amount in INR Million)

Particulars	Security Premium	Retained Earnings	Other components of Other Comprehensive Income	Total
Balance at the beginning of the previous reporting period	141.03	278.26	2.37	421.66
Changes in accounting policy or prior period errors	-	-	-	-
Restated balances as at April 1, 2023	-	-	-	-
Additional during the period	-	-	-	-
Profit for the period	-	(132.00)	-	(132.00)
Other comprehensive income	-	-	2.49	2.49
Other adjustments	-	-	(1.11)	(1.11)
Total comprehensive income for the year	-	(132.00)	1.38	(130.62)
Balance at the end of the previous reporting period	141.03	146.26	3.75	291.04

As per our report of even date attached

For S.L. Chhajed & Co. LLP

Chartered Accountants

Firm Registration Number: 000709C/C400277

CA Ruchita Baidmutha
Partner

Membership No. 406149



For and on behalf of the Board of Directors

Sukhdev Gehlot
Director & CFO
(DIN: 06456150)

Date: July 24th, 2025
Place: Indore

Manju Devi Gehlot
Whole Time Director
(DIN: 07811873)

Chirag Desla
Company Secretary
MN No. A68513



Velnik India Limited (formerly known as Velnik India Private Limited)

CIN :U24100RJ2017PLC058778

Notes to Financial Statements As At March 31, 2025

1 Corporate Information

Velnik India Limited (Formerly Known as Velnik India Pvt Ltd) (the "Company") is a company domiciled in India. The Company has been incorporated on August 11, 2017 under the provisions of the Companies Act, 2013. The Company's registered office is Khasara No. 456/462, 269 to 275, 276/1, 282/3, 290, 291/2, 291/4, 294/1, Kalab Kalan Road, Dholi Magri Choraha, Village - Kalakot, District - Beawer, Rajasthan - 306304 and its Administrative and Marketing Office is situated at 516-517, Mundi Road, near Dutt Cold Storage, Shiv City Silver, Bijalpur, Indore, Madhya Pradesh - 452012.

The Company is engaged in the business of manufacturing and supplies of Ready to use Mehendi Cone, Hair care, Cosmetics and Personal care products, Ayurvedic which operates with dominance in the Indian and International market with its key consumer products offered in different categories.

BASIS OF PREPARATION, MEASUREMENT, AND MATERIAL ACCOUNTING POLICIES

2 Material Accounting Policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 under the provision of the Companies Act, 2013 (the 'Act') and subsequent amendments thereof as well as with the additional requirements applicable to financial statements as set forth in Companies Act, 2013 and amended thereof.

The Financial Statements are have been prepared on accrual and going concern basis. The accounting policies are applied using the date of transition to Ind AS. All the Assets and Liabilities have been classified as current and non current as per the Company's normal operating cycle and other criteria as set out in Division II of Schedule III to the Companies Act 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company had ascertained its operating cycle as 12 months for the purpose of current or non current classification of assets and liabilities.

2.1

a Basis of measurement

The Financial Statements are have been prepared under the historical cost convention unless otherwise indicated.

2.2 Summary of Material accounting policies

2.2.1 Property, plant and equipment:

All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The Company follows cost model for subsequent measurement for all classes and items of property, plant and equipment.

Subsequent costs are included in the carrying amount of asset or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of assets are recognized in the Profit or Loss.

Spare parts, stand-by equipment and servicing equipment are recognized as property, plant and equipment if they meet the definition of property, plant and equipment.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital work-in-progress'.

Depreciation on Tangible Fixed Assets is provided on Straight Line Method on the basis of useful life of assets specified in Part C of Schedule II of the Companies Act, 2013.

Property, plant and equipment which are added / disposed off during the year, depreciation is provided on pro-rata basis with reference to the day of addition / deletion.

Gains and losses on disposals are determined by comparing the proceeds with the carrying method.

The residual values are not more than 5% of the original cost of the asset, wherever applicable.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and any changes there-in are considered as change in estimate and accounted prospectively.



Velnik India Limited (formerly known as Velnik India Private Limited)

CIN :U24100RJ2017PLC058778

Notes to Financial Statements As At March 31, 2025

Depreciation and useful life

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Useful life is the period for which assets is intended to be used and the useful lifer for each class of depreciable assets are as under -

Assets	Years
Building	30
Plant and Machinery	15
Furniture & Fixtures and Electrical Installations	10
Vehicle	8 to 10
Computer	3
Office equipment's	5 to 10
Right of User Assets	As per terms of lease
Intangible Assets	5

Derecognition

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

Upon First time adoption of Ind As, the company has elected to measure all its property, plant and equipment at previous GAAP carrying amount as its deemed cost on the date of transition to Ind As, i.e. 1st April, 2020.

2.2.2 Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Upon first time adoption of Ind As, the Company has elected to measure its intangible assets at Previous GAAP carrying amount as its deemed cost on the date of transition to Ind As, i.e. 1st April, 2020.

Useful life and amortization

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and impairment losses. Amortization is recognized on a straight-line basis over the useful lives of the asset from the date of capitalization:

Derecognition

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount.

Impairment of Property, Plant and Equipment

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount 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. When 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 a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses are recognized in statement of profit and loss.

2.2.3 Inventories:

Inventories are carried in the balance sheet as follows:

(i) Raw materials, components, stores and spares :

Raw materials, components, stores and spares are valued at lower of cost or net realisable value. Cost is determined on a FIFO basis and includes all applicable duties and taxes.



(ii) **Work-in-progress and Finished goods:**

Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to the individual items in a group of inventories on the basis of First in first out basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.2.4 Statement of Cash Flows:

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

(i) **Cash and cash equivalents:**

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

2.2.5 Foreign currency transactions:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in statement of profit and loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

2.2.5 Revenue recognition:

(i) **Sale of goods**

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when title and risk and rewards of ownership pass to the customer. Export incentives are recognized as income as per the terms of the scheme in respect of the exports made and included as part of export turnover.

Revenue from sales is recognized when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell / consume the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract or the acceptance provisions have lapsed.

Accounting for Claims

(ii)

Claims are accounted as income in the period of receipt of arbitration award or acceptance by client or evidence of acceptance received.

(iii) **Interest income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding using the effective interest rate method.

(iv) **Dividend income**

Revenue is recognized when the company's right to receive the payment is established.

2.2.6 Leases

(i) **Company as a lessee:**

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(ii) **Short-term leases and leases of low-value assets Company as a lessee:**

The company has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of less than 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(iii) **Company as a lessor:**

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the company to the lessee. Amounts due from lessees under finance leases are recorded as receivables. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

2.2.7 Employee Benefits

(i) **Short term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

(ii) **Post-Employment Benefits**

The company operates the following post-employment

- (i) defined benefit plans and
- (ii) defined contribution plans

Defined benefit plans - Gratuity obligations

The liability or asset recognized in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

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

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.



Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Defined contribution plans - Provident fund

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

2.2.8 Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of qualifying assets. Borrowing costs are capitalized as part of the cost of such asset up to the date when the asset is ready for its intended use. All other borrowing costs are expensed as incurred. Borrowing costs consist of interest and other cost that an entity incurs in connection with the borrowing of funds. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.2.9 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. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue; bonus element in a rights issue, share split; and reverse share split (consolidation of shares).

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

2.2.10 Taxes on Income:

Income tax expense comprises current and deferred tax. It is recognized in the statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in OCI.

(i) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI (Other Comprehensive Income) or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

2.2.11 Provisions, Contingent liabilities, Contingent assets and Commitments:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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 recognized as a finance cost.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation

- a present obligation arising from past events, when no reliable estimate is possible
- a possible obligation arising from past events, unless the probability of outflow of resources is remote. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.2.12 Current and Non-current Classification:

The Company's presents assets and liabilities in the balance sheet are based on current/non-current classification.

An asset as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, Or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, Or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets / liabilities are classified as non-current.

All other liabilities are classified as non-current.

2.2.13 Fair Value Measurement:

The Company measures financial instruments of certain investments at fair value, at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.



The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.2.14 Financial instruments

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

(i) Financial assets:

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

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

Initial recognition and measurement

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets (other than investments in subsidiaries and joint ventures) are measured either at:

- i) fair value (either through other comprehensive income or through profit or loss) or,
- ii) amortized cost

Measured at amortized cost:

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortized cost using the effective interest rate ('EIR') method less impairment, if any, the amortization of EIR and loss arising from impairment, if any are recognized in the Statement of Profit and Loss.

Measured at fair value through other comprehensive income (FVOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI) net of taxes.

Interest income measured using the EIR method and impairment losses, if any are recognized in Profit and Loss.



Gains or Losses on De-recognition

In case of investment in equity instruments classified as the FVOCI, the gains or losses on de-recognition are re-classified to retained earnings.

In case of Investments in debt instruments classified as the FVOCI, the gains or losses on de-recognition are reclassified to statement of Profit and Loss.

Measured at fair value through profit or loss (FVTPL):

A financial asset not classified as either amortized cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as 'other income' in the Statement of Profit and Loss.

The Company measures all its investments in equity (other than investments in subsidiaries and joint ventures) and mutual funds at FVTPL.

Changes in the fair value of financial assets measured at fair value through profit or loss are recognized in Profit and Loss.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVTPL are recognized in Profit and Loss.

Impairment of financial assets:

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortized cost, FVTPL and FVOCI and debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivable only, the Company applies the simplified approach permitted by Ind AS - 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of such receivables.

De-recognition:

A financial asset is de-recognized only when

- i) The Company has transferred the rights to receive cash flows from the financial asset or
- ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Company has not retained control of the financial asset.

Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

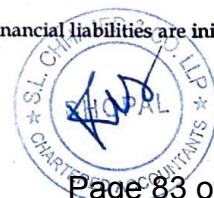
2.2.15 Financial liabilities

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially



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4. PROPERTY, PLANT AND EQUIPMENT

Refer point 2.2.1 of Corporate and Accounting Info for accounting policy on property, plant and equipment (PPE)

(Amount in INR Million)

Particular	As at March 31, 2025	As at March 31, 2024
Gross block	1,563.78	1,412.83
Less: Accumulated depreciation	387.55	279.78
Net block	1,176.23	1,133.06

The Net block includes Rs. 140.84 Million (Previous Year 180.45) in respect of ROU Assets.

The company had opted for exemption under IndAS 101, and accordingly carrying value as on 31/03/2020 was considered as deemed cost on the IndAS transition date.

Capital work in progress

(Amount in INR Million)

Particular	As at March 31, 2025	As at March 31, 2024
Plant & machinery and other equipment's:	-	-
Construction work-in-progress -Civil	1.63	37.79
Construction stores (including in transit)	-	-
Total	1.63	37.79

(Amount in INR Million)

Particulars	Land	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Computer	Office Equipment's	Electric Installations	Solar Power Plant	Capital Work in Progress	Total
GROSS CARRYING VALUE											
As at March 31, 2024	27.57	546.26	279.19	29.94	151.02	6.67	44.93	24.03	47.41	37.79	1,194.81
Additions	18.69	109.20	9.41	4.99	1.57	0.92	5.35	9.35	0.44	73.04	232.95
Disposals\ Adjustments during the year	-	-	-	-	(8.82)	-	-	-	-	(109.20)	(118.02)
As at March 31, 2025	46.26	655.46	288.60	34.93	143.76	7.59	50.28	33.38	47.85	1.63	1,309.74
ACCUMULATED DEPRECIATION/IMPAIRMENT											
As at March 31, 2024	-	41.67	60.07	7.93	57.07	4.57	19.19	6.41	7.51	-	204.42
Depreciation for the year	-	17.36	17.87	3.09	17.66	1.07	7.56	2.78	3.02	-	70.41
Deductions\ Adjustments during the year	-	-	-	-	(2.10)	-	-	-	-	-	(2.10)
As at March 31, 2025	-	59.02	77.94	11.02	72.63	5.64	26.75	9.19	10.53	-	272.72
Net Carrying value as at March 31, 2025	46.26	596.43	210.66	23.91	71.13	1.95	23.53	24.20	37.32	1.63	1,037.02
Net Carrying value as at March 31, 2024	27.57	504.59	219.12	22.01	93.94	2.10	25.74	17.63	39.90	37.79	990.39

Notes:

Gross Block as at 31.03.2025 includes assets condemned and retired from active use Rs. Nil (Previous year Rs. Nil).

Net Block as at 31.03.2025 includes assets condemned and retired from active use Rs. Nil (Previous year Rs. Nil).

Refer to Note 38 for information on property, plant and equipment pledge as security by the company.

There is no asset for which provision for impairment is required to be made as per Ind AS - 36 Impairment of Assets.

Refer to Note 32 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

There are no projects that are temporarily suspended during the financial year.

The company has not revalued its fixed assets during the financial year 2024-25.



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Ageing of CWIP

Amount in CWIP for a period ended 31st March 2025	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	1.63	-	-	-	1.63
Projects Temporarily Suspended	-	-	-	-	-
Total	1.63	-	-	-	1.63
Amount in CWIP for a period ended 31st March 2024	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Projects in Progress	32.54	5.25	-	-	37.79
Projects Temporarily Suspended	-	-	-	-	-
Total	32.54	5.25	-	-	37.79

Capital work in progress mainly comprises factory building

RIGHT OF USE ASSETS

(Amount in INR Million)

Particulars	Building	Leasehold Land	Vehicle	Plant and Machinery	Total
GROSS CARRYING VALUE					
As at March 31, 2024	111.24	0.94	1.99	141.64	255.81
Additions	-	-	-	-	-
Disposals\ Adjustments during the year	(0.15)	-	-	-	(0.15)
As at March 31, 2025	111.09	0.94	1.99	141.64	255.66
ACCUMULATED DEPRECIATION/IMPAIRMENT					
As at March 31, 2024	32.52	0.75	1.99	40.10	75.36
Depreciation for the year	10.97	0.19	-	28.31	39.47
Deductions\ Adjustments during the year	-	-	-	-	-
As at March 31, 2025	43.48	0.94	1.99	68.42	114.83
Net Carrying value as at March 31, 2025	67.61	(0.00)	(0.00)	73.23	140.84
Net Carrying value as at March 31, 2024	78.72	0.19	(0.00)	101.54	180.45

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application.

Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the ROU asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application.

5. INTANGIBLE ASSETS

(Amount in INR Million)

Particular	As at March 31, 2025	As at March 31, 2024
Gross block	25.27	25.27
Less: Accumulated depreciation	21.46	18.49
Net block (details refer to note below)	3.81	6.79

The company had opted for exemption under IndAS 101, and accordingly carrying value as on 31/03/2020 was considered as deemed cost on the IndAS transition date.

There has no impairment loss during the year.



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Notes to Financial Statements As At March 31, 2025

Intangible assets under development (Amount in INR Million)		
Particulars	As at March 31, 2025	As at March 31, 2024
Intangible assets under development	-	-

(Amount in INR Million)			
Particulars	Software	Brands or Trade Marks	Total
GROSS CARRYING VALUE			
As at March 31, 2024	1.77	23.50	25.27
Additions	-	-	-
Disposals\ Adjustments during the year	-	-	-
As at March 31, 2025	1.77	23.50	25.27
ACCUMULATED DEPRECIATION/IMPAIRMENT			
As at March 31, 2024	1.50	16.99	18.49
Depreciation for the year	0.12	2.85	2.97
Deductions\ Adjustments during the year	-	-	-
As at March 31, 2025	1.62	19.84	21.46
Net Carrying value as at March 31, 2025	0.15	3.66	3.81
Net Carrying value as at March 31, 2024	0.27	6.51	6.79



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6. FINANCIAL ASSETS

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
OTHER FINANCIAL ASSETS		
Non Current		
Financial assets carried at amortised cost		
Bank Deposits with more than 12 months maturity	0.01	0.01
Other deposits with banks*	7.69	7.42
Security Deposits		
Unsecured, considered good		
Deposits with SEB's, port trust & Others	24.33	25.72
Total	32.03	33.16
Current		
Advance Tax Paid	-	7.50
TDS/ TCS Receivable	-	3.60
Total	-	11.10

Includes:

Due from Directors	-	-
Due from Officers	-	-

*Includes FDR Marked as lien with the banks/authorities as mentioned below:

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024	Tenure of lien	Rate of interest
Axis Bank (against Letter of credit)	0.89	0.84	Subject to renewal	6.70%
Axis Bank (against Letter of credit)	0.68	0.65	Subject to renewal	5.75%
Axis Bank (against Letter of credit)	0.91	0.86	Subject to renewal	5.75%
Axis Bank (against Letter of credit)	1.93	1.84	Subject to renewal	5.75%
Axis Bank (against Letter of credit)	0.29	0.27	Subject to renewal	7.10%
Axis Bank (against Letter of credit)	0.39	0.37	Subject to renewal	7.10%
HDFC Bank (As Margin money against CC Limit)	1.91	1.84	Subject to renewal	4.50%
BG to Pollution Control Board	0.05	0.05	Subject to renewal	6.50%
Axis Bank (against Letter of credit)	0.08	0.08	Subject to renewal	6.70%
Deposit to Mandi	0.54	0.51	Subject to renewal	6.75%
Total	7.69	7.31		



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7. INVENTORIES

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Raw materials and components (Valued at lower of Cost and Net Realisable value)	1,048.73	771.89
Material in Transit	-	-
Work in Process (including items with sub- contractors)	-	-
Finished goods	163.54	147.49
Stores & spare parts	-	-
Production	-	-
Any other Major Class of Goods	-	-
Miscellaneous goods	-	-
Trading Goods	0.63	0.09
Total	1,212.90	919.47

Inventories:

Inventories are carried in the balance sheet as follows:

(i) Raw materials, components, stores and spares :

Raw materials, components, stores and spares are valued at lower of cost or net realisable value. Cost is determined on a FIFO basis and includes all applicable duties and taxes.

(ii) Work-in-progress and Finished goods:

Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure. Fixed overheads are allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to the individual items in a group of inventories on the basis of First in first out basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

8. TRADE RECEIVABLES

Refer point 14 of Note [2] for accounting policy on impairment of financial assets

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Receivables considered good - Secured	278.31	300.42
Trade Receivables considered good - Unsecured	319.43	233.34
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	2.73	2.44
	600.46	536.20
Impairment Allowance (allowance for bad and doubtful debts)		
Doubtful	(2.73)	(2.44)
	(2.73)	(2.44)
Total	597.74	533.75

Debts due by Directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member as at 31st March 2025 is Nil (31st March 2024: Nil).



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8.1 Trade Receivables Ageing Schedule :

(Amount in INR Million)

As at March 31, 2025	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables						
(a) considered good (Others)	586.61	4.46	3.15	0.16	3.36	597.74
(b) considered good (Related Party)	-	-	-	-	-	-
(c) Which have significant increase in credit risk	-	-	-	-	-	-
(d) credit impaired	0.28	-	0.58	0.97	0.90	2.73
(ii) Disputed Trade receivables						
(a) considered good (Others)	-	-	-	-	-	-
(b) considered good (Related Party)	-	-	-	-	-	-
(c) Which have significant increase in credit risk	-	-	-	-	-	-
(d) credit impaired	-	-	-	-	-	-
Sub Total	586.89	4.46	3.73	1.13	4.25	600.46
Less: Allowance for credit impaired/Expected credit loss	(0.28)	-	(0.58)	(0.97)	(0.90)	(2.73)
Total	586.61	4.46	3.15	0.16	3.36	597.74

(Amount in INR Million)

As at March 31, 2024	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables						
(a) considered good (Others)	504.96	4.83	20.66	0.20	3.11	533.75
(b) considered good (Related Party)	-	-	-	-	-	-
(c) Which have significant increase in credit risk	-	-	-	-	-	-
(d) credit impaired	0.74	0.07	0.69	0.02	0.92	2.44
(ii) Disputed Trade receivables						
(a) considered good (Others)	-	-	-	-	-	-
(b) considered good (Related Party)	-	-	-	-	-	-
(c) Which have significant increase in credit risk	-	-	-	-	-	-
(d) credit impaired	-	-	-	-	-	-
Sub Total	505.71	4.89	21.35	0.22	4.03	536.20
Less: Allowance for credit impaired/Expected credit loss	(0.74)	(0.07)	(0.69)	(0.02)	(0.92)	(2.44)
Total	504.96	4.83	20.66	0.20	3.11	533.75



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9. CASH AND CASH EQUIVALENTS

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks on current accounts	2.37	1.64
- Deposits with original maturity of less than three months	-	-
Cash on hand	3.20	1.25
Total	5.57	2.89

There are no repatriation restriction with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

10. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
<i>Fixed deposits having maturity more than 3 months but not more than 12 months</i>		
Other deposits	-	-
	-	-



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11. OTHER ASSETS

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Non Current		
Capital Advances	6.07	12.89
Others		
Deposit with Income Tax	8.58	-
Prepaid Expenses	0.65	0.74
Total	15.29	13.63
Current		
Unsecured, considered good		
Advances other than Capital advances		
- Advances to Staff	1.81	1.50
- Advances to Supplier	13.37	31.62
- Advance to Suppliers - Related Party	-	1.63
Others		
- Prepaid expenses	10.41	8.84
- Balances with Statutory and Government Authorities	130.50	152.98
Total	156.09	196.57

12. INCOME TAX

Deferred Tax

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax relates to the following:		
Timing differences in the carrying amount of property, plant and equipment	50.15	43.50
Carry Forward	-	(38.34)
Losses	-	-
Provision for Doubtful Debt	(0.69)	(0.61)
Lease Obligation	-	-
Net	(3.21)	(0.90)
Gratuity	(3.14)	(1.31)
Leave Encashment	(1.07)	(0.91)
Deferred Borrowing Cost	0.28	0.40
Prepaid Expenses	-	2.01
Net Deferred Tax (Assets)/ Liabilities	42.33	3.84



Movement in deferred tax liabilities

(Amount in INR Million)

Particulars	Net balance as at 1 April	Recognized in Profit & Loss	Recognized in OCI	Recognized in Equity	Balance as at March 31, 2025		
					Net	Deferred Tax Assets	Deferred Tax Liabilities
Property Plant and equipment	43.50	(6.65)	-	-	50.15	-	50.15
Carryforward Losses	(38.34)	(38.34)	-	-	-	-	-
Provision for Doubtful Debt	(0.61)	0.07	-	-	(0.69)	(0.69)	-
Lease Obligation Net	(0.90)	2.30	-	-	(3.21)	(3.21)	-
Gratuity	(1.31)	0.63	1.19	-	(3.14)	(3.14)	-
Leave Encashment	(0.91)	0.16	-	-	(1.07)	(1.07)	-
Deferred Borrowing Cost	0.40	0.13	-	-	0.28	-	0.28
Prepaid Expenses	2.01	2.01	-	-	-	-	-
	3.84	(39.69)	1.19	-	42.33	(8.10)	50.43

Unrecognised deferred tax assets

(Amount in INR Million)

	As at March 31, 2025	As at March 31, 2024
Unrecognised tax losses	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Major Components of income tax expense for the year ended March 31, 2025 and March 31, 2024 are as follows:

i. Income tax recognised in profit or loss

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Current income tax charge	11.26	-
Deferred tax		
Relating to origination and reversal of temporary differences	39.69	(38.73)
Income tax expense recognised in profit or loss	50.95	(38.73)

ii. Income tax recognised in OCI

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Net loss/(gain) on premeasurements of defined benefit plans	1.19	(0.73)
Income tax expense recognised in OCI	1.19	(0.73)

iii. Income tax recognised in Equity

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Net loss/(gain) on premeasurements of defined benefit plans	-	(1.11)
Income tax expense recognised in OCI	-	(1.11)



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13. SHARE CAPITAL

Authorised Share Capital

(Amount in INR Million)

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Authorised:				
Equity shares of INR 10 each (March 31, 2024 INR 10 each)	4,15,00,000	415.00	4,15,00,000	415.00
3,50,000 Preference Shares of INR 100 each & 1,00,000 Preference Shares of INR 500 each (March 31, 2024, 3,50,000 Preference Shares of INR 100 each & 1,00,000 Preference Shares of INR 500 each)	4,50,000.00	85.00	4,50,000.00	85.00
Issued:				
Equity shares of INR 10 each (March 31, 2024 INR 10 each)	3,33,51,402	333.51	3,33,51,402	333.51
Non Convertible Redeemable Preference	4,40,000	84.00	4,40,000	84.00
Subscribed and Fully paid-up:				
Equity shares of INR 10 each (March 31, 2024 INR 10 each)	3,33,51,402	333.51	3,33,51,402	333.51
Non Convertible Redeemable Preference	4,40,000	84.00	4,40,000	84.00
	3,33,51,402	333.51	3,33,51,402	333.51

Terms/rights attached to equity shares

(a) The company has only one class of shares referred to as Equity shares having a face value of INR 10 each (March 31, 2024: INR 10 each). Each holder of equity shares is entitled to one vote per share. The company pays dividends in Indian rupees if declared by the board subject to the approval of the shareholders in the Annual General Meeting.

Terms/rights attached to preference shares

(b) the company has preference shares with a face value of INR 100 each (as of March 31, 2024: INR 100 each). The Redemption Premium for these shares is designed to yield an internal rate of return (IRR) of 18.92% per annum on the outstanding balance, payable at redemption. These preference shares have a tenure of four years and are scheduled for redemption in the financial year 2025-26. Out of the aforesaid shares the period of redemption for 200,000 Preference Shares has been amended with the consent of the Preference Shareholders w.e.f. 19/04/2025. The said shares are redeemable at expiry of 51 months from the date of their issue.

Additionally, the company has issued another class of preference shares with a face value of INR 500 each. The Redemption Premium for these shares will also ensure an IRR of 18.92% per annum on the outstanding amount, to be paid at redemption. These preference shares have a tenure of four years and will be redeemed in the financial year 2027-28.

(c) Reconciliation of the number of the Equity shares outstanding at the beginning and at the end of the year: (Amount in INR Million)

Authorised Equity share capital	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	4,15,00,000	415.00	4,15,00,000	415.00
Add/(Less) : changes during the year	-	-	-	-
Balance at the end of the year	4,15,00,000	415.00	4,15,00,000	415.00

(Amount in INR Million)

Authorised Preference share capital	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	4,50,000	85	4,50,000	85
Add/(Less) : changes during the year	-	-	-	-
Balance at the end of the year	4,50,000	85.00	4,50,000	85.00

(Amount in INR Million)

Issued, Subscribed and Paid up Equity share capital	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	3,33,51,402	333.51	3,33,51,402	333.51
Add : Shares issued during the year	-	-	-	-
Less: shares bought back	-	-	-	-
Balance at the end of the year	3,33,51,402	333.51	3,33,51,402	333.51



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(Amount in INR Million)

Issued, Subscribed and Paid up Preference share capital	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	4,40,000	84.00	4,40,000	84.00
Add : Shares issued during the year	-	-	-	-
Less: shares bought back	-	-	-	-
Balance at the end of the year	4,40,000	84.00	4,40,000	84.00

This note covers the number of preference shares issued by the Company excluding premium amount received on it. Since the preference shares are non convertible redeemable shares, it is reflected in financial liabilities.

(d) Issue of share -

Bonus Share - The Company allotted bonus share 3,32,40,600 total numbers on June 30th 2022 in the ratio of 300 : 1 i.e. Three hundred equity shares for one existing fully paid-up equity shares.

Consequently, the paid-up capital was increased from 1.02 Millions in FY 2021-22 to 333.51 Millions in FY 2022-23 by issue of equity shares and capitalization of reserves.

(e) Aggregate number of equity shares issued as bonus NIL during the FY 2024-25 (FY 2023-24 : NIL), shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

(f) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(g) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number	% holding	Number	% holding
Equity shares of INR 10 each fully paid				
Sukhdev Gehlot	1,54,28,959	46.26%	1,53,20,599	45.94%
Manju Devi Gehlot	1,52,97,389	45.87%	1,51,07,190	45.30%

(h) Promoters Shareholding in the Company is set out below:

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number	% holding	Number	% holding
Equity shares of INR 10 each fully paid				
Sukhdev Gehlot	1,54,28,959	46.26%	1,53,20,599	45.94%
Manju Devi Gehlot	1,52,97,389	45.87%	1,51,07,190	45.30%

(i) Percentage change in Promoters Shareholding in the Company:

Shares held by promoters as on 31st March, 2025	Number of Shares	% of total Shares	% Change during the year
Promoter Name			
Sukhdev Gehlot	1,54,28,959	46.26%	0.32%
Manju Devi Gehlot	1,52,97,389	45.87%	0.57%



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14. OTHER EQUITY

i. Reserves and Surplus

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Securities Premium Reserve	141.03	141.03
Retained Earnings	270.62	150.01
	411.65	291.04

Retained earnings: Retained earnings are profits that Company has earned till date, less transfer to general reserve, dividends (incl. dividend distribution tax) or other distributions to shareholders.

(a) Securities Premium Reserve

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	141.03	141.03
Add/(Less): changes during the year	-	-
Closing balance	141.03	141.03

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve. This is not available for distribution of dividend but can be utilised for issuing bonus shares.

(b) Retained Earnings

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	150.01	280.63
Net Profit for the year	124.15	(132.00)
Items of Other Comprehensive Income directly recognised in Retained Earnings		
* Remeasurement of gains (losses) on defined benefit plans	(4.74)	3.21
Income tax effect on remeasurements	1.19	(0.73)
Items of Equity directly recognised in Retained Earnings		
Other adjustments	-	(1.11)
Closing balance	270.62	150.01

* Re-measurement of net defined benefit plans: Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumption or experience adjustments within the plans, are recognised in 'Other comprehensive income' and these are subsequently not to be reclassified to the Statement of Profit and Loss.



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15. BORROWINGS

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current Borrowings		
Secured		
Term Loan from Bank	127.75	245.15
Unsecured		
Non Convertible Redeemable Preference Shares	245.82	206.71
From Related Parties (Please refer Note no. 33)	28.70	24.77
Total	402.27	476.63
Current Borrowings		
Secured		
(a) Cash Credit Facility with bank (secured by hypothecation of raw materials, components, work-in-progress, finished goods & stores)	812.84	705.78
Current Maturity of Non Current Borrowings		
(a) Term Loans	111.29	128.04
Total	924.13	833.82

The Company has availed loan under multiple banking arrangement which includes Four banks i.e. Punjab National Bank, Axis Bank, HDFC Bank & Union Bank of India. The credit facilities availed from PNB is Rs.268.10 million, Axis Bank Rs.280.20 million, from HDFC Bank Rs.260.0 million and from UBI Rs.458.30 million . The description of Security is disclosed in Notes 15.1.

Details of sanctioned limits

(Amount in INR Million)

Particulars	Sanctioned Limit	Utilization			
		As at March 31, 2025		As at March 31, 2024	
		Amount	%	Amount	%
Non Fund based limits					
Bank Guarantee	-	-	-	-	-
Letter of Credit	30.00	30.00	100%	30.00	100%
Fund based limits					
CC	955.00	812.84	85%	705.78	74%

Change in borrowing arising from financing activities

(Amount in INR Million)

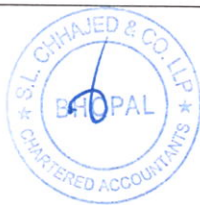
Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Opening Balance	833.82	964.22
Cash Flow during the year	90.31	(130.40)
Unrealised Foreign Exchange Loss/ (Gain)	-	-
Closing Balance	924.13	833.82

(Amount in INR Million)

Loan Taken from Directors	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Sukhdev Gehlot	96.10	65.14
Manju Devi Gehlot	3.00	5.29
Total	99.10	70.43

(Amount in INR Million)

Loan Repaid to Directors	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Name of Director	Amount	Amount
Sukhdev Gehlot	74.97	78.80
Manju Devi Gehlot	2.20	24.34
Total	77.17	103.14



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15. Details of security and terms of repayment of secured term loan and working capital loan from banks
As at 31st March 2025

	Type of Loan	Sanaction Amount	Outstanding	Number of Installments	Amount per Installments	Rate of Interest	Security
Other than Working Capital Loans and Term Loans	Vehicle Loan	0.92	0.21	60	60 instalments @ 18459 each	7.65%	Hypothecation Charge on Vehicle
		0.92	0.21	60	60 instalments @ 18459 each	7.65%	
		3.56	1.21	48	48 instalments @ 94140 each	7.20%	
		0.79	0.42	60	60 instalments @ 16033 each	8.20%	
		0.79	0.42	60	60 instalments @ 16033 each	8.20%	
		0.79	0.42	60	60 instalments @ 16033 each	8.20%	
		0.79	0.42	60	60 instalments @ 16031 each	8.25%	
		0.79	0.42	60	60 instalments @ 16052 each	8.25%	
		0.79	0.42	60	60 instalments @ 16052 each	8.25%	
		0.79	0.42	60	60 instalments @ 16052 each	8.25%	
		2.25	1.31	60	60 instalments @ 45535 each	7.90%	
		1.80	1.05	60	60 instalments @ 36627 each	8.15%	
		0.79	0.49	60	60 instalments @ 16299 each	8.99%	
		0.79	0.49	60	60 instalments @ 16299 each	8.99%	
		0.79	0.49	60	60 instalments @ 16299 each	8.99%	
		0.61	0.38	60	60 instalments @ 12112 each	8.90%	
		0.79	0.49	60	60 instalments @ 16299 each	8.99%	
		1.28	0.41	60	60 instalments @ 30835 each	7.51%	
		0.98	0.34	48	48 instalments @ 23600 each	7.50%	
		0.98	0.34	48	48 instalments @ 23600 each	7.50%	
		1.40	0.48	48	48 instalments @ 33735 each	7.51%	
		5.27	1.82	48	48 instalments @ 127542 each	7.50%	
		0.99	0.34	48	48 instalments @ 23940 each	7.51%	
		1.54	0.60	48	48 instalments @ 37785 each	8.26%	
		1.54	0.60	48	48 instalments @ 37785 each	8.26%	
		1.75	1.38	60	60 instalments @ 36412 each	9.10%	
		3.15	2.16	60	60 instalments @ 65405 each	9.01%	
		3.15	2.16	60	60 instalments @ 65405 each	9.01%	
		1.86	1.53	84	83 instalments @ 30161 each and last Installment of Rs 30156	9.35%	
		2.30	2.00	84	84 instalments @ 36772 each	8.80%	
2.82	1.24	35	1 instalments @ 95639 each and 34 Installment of Rs 95625	11.80%			
9.50	6.68	60	59 instalments @ 199312 each and last Installment of Rs 199273	9.40%			
HDFC	Cash Credit	210.00	152.50			9.01%	Primary Security :- First Pari Passu Charge on the entire current assets of the Company both present & future. Secondary Security :- Personal Guarantee of Mr. Sukhdev Gehlot & Mrs. Manjudevi Gehlot, Second Pari Passu Charge on the plant & machinery of the company. Pari Passu Charge on the Collateral / Commercial Property.
PNB		150.00	115.80			9.72%	
UBI		350.00	328.60			9.66%	
Axis		245.00	214.40			9.40%	
HDFC	Term Loan	50.00	18.33	60	Repayable in equal monthly installment of Rs.8,33,333/-	9.01%	Primary Security :- First Pari Passu Charge by way of hypothecation on the plant & machinery of the Company both present & future. Secondary Security :- Personal Gaurantee of Mr.Sukhdev Gehlot & Mrs Manjudevi Gehlot, Second Pari Passu Charge on the entire current assets of the company. Pari Passu Charge on the Collateral / Commercial Property.
PNB		12.10	5.78	43	Repayable in 42 monthly installment of Rs.266667/- and 1 installment 239925/-	9.72%	
PNB		56.60	23.18	38	Repayable in 37 monthly installment of Rs.1398333/- and 1 installment 1080015/-	9.72%	
PNB		75.00	50.39	88	Repayable in 22 Quarterly installments of Rs 3409090/-	9.72%	
Axis		42.80	15.90	59	Repayable in 59 installments 1-17 instalment of RS 6,00,000/-, 18-49 Instalment of Rs 7,00,000/-, 50-58 Instalment of Rs 8,00,000/- and last 59th instalment is Rs 30,00,000/-	9.40%	
Axis		41.60	15.10	57	Repayable in 57 installments 1-15 instalment of RS 6,00,000/-, 16-47 Instalment of Rs 7,00,000/-, 47-56 Instalment of Rs 7,20,000/- and last 57th instalment is Rs 30,00,000/-	9.40%	
UBI	108.30	67.18	49	Repayable in equal 49 monthly installment of Rs.2166647/-	9.66%		



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(Amount in INR Million)

15.2. Reconciliation of stock statement submitted to bank and books of accounts where borrowings have been availed based on security of current assets.

Quarter End	Name of the Bank	Particulars	Amount reported in the stock statement	Amount as per books of accounts	Amount of difference	Reason for material variances
30-06-2024	Axis Bank	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
	HDFC Bank	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
	PNB Bank	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
	UBI	Inventory	986.82	986.82	-	
		Trade Receivables	647.05	646.21	0.84	There is no material variance
		Trade Payables	484.30	483.53	0.77	There is no material variance
30-09-2024	Axis Bank	Inventory	484.30	483.53	0.77	There is no material variance
		Trade Receivables	858.13	858.13	-	
		Trade Payables	613.82	610.45	3.37	There is no material variance
	HDFC Bank	Inventory	241.68	243.40	-1.72	There is no material variance
		Trade Receivables	858.13	858.13	-	
		Trade Payables	613.82	610.45	3.37	There is no material variance
	PNB Bank	Inventory	241.68	243.40	-1.72	There is no material variance
		Trade Receivables	858.13	858.13	-	
		Trade Payables	613.82	610.45	3.37	There is no material variance
	UBI	Inventory	241.68	243.40	-1.72	There is no material variance
		Trade Receivables	858.13	858.13	-	
		Trade Payables	613.82	610.45	3.37	There is no material variance
31-12-2024	Axis Bank	Inventory	997.71	997.71	-	
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables	286.02	288.22	-2.20	There is no material variance
	HDFC Bank	Inventory	997.71	997.71	-	
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables	286.02	288.22	-2.20	There is no material variance
	PNB Bank	Inventory	997.71	997.71	-	
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables	286.02	288.22	-2.20	There is no material variance
	UBI	Inventory	997.71	997.71	-	
		Trade Receivables	528.72	516.09	12.62	There is no material variance
		Trade Payables	286.02	288.22	-2.20	There is no material variance
31-03-2025	Axis Bank	Inventory	1,212.90	1,212.90	-	
		Trade Receivables	571.36	571.55	-0.19	There is no material variance
		Trade Payables	445.87	446.23	-0.36	There is no material variance
	HDFC Bank	Inventory	1,212.90	1,212.90	-	
		Trade Receivables	571.36	571.55	-0.19	There is no material variance
		Trade Payables	445.87	446.23	-0.36	There is no material variance
	PNB Bank	Inventory	1,212.90	1,212.90	-	
		Trade Receivables	571.36	571.55	-0.19	There is no material variance
		Trade Payables	445.87	446.23	-0.36	There is no material variance
	UBI	Inventory	1,212.90	1,212.90	-	
		Trade Receivables	571.36	571.55	-0.19	There is no material variance
		Trade Payables	445.87	446.23	-0.36	There is no material variance



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15.3. Net debt reconciliation

An analysis of net debt of the Company and the movement in net debt for the year ended 31 March 2025 and 31 March 2024 is as follows:

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Cash and cash equivalents	5.57	2.89
(B) Non-current borrowings	402.27	476.63
(C) Current borrowings	924.13	833.82
(D) Interest payable	-	-
Net debt (E)=(A-B-C-D)	1,320.83	1,307.56

(Amount in INR Million)

Particulars	Other Assets	Liabilities from financial activities		Total
	Cash and cash equivalents	Current and Non Current borrowings	Interest payable	
Net debt as at 31 March 2023	5.88	1,476.86	-	1,470.98
Net increase in cash and cash equivalents	(2.99)			2.99
Proceeds from long-term borrowings		116.25		116.25
Repayment of long-term borrowings		(282.66)		(282.66)
Proceeds from short-term borrowings				-
Interest expense			156.76	156.76
Interest paid			(156.76)	(156.76)
Net debt as at 31 March 2024	2.89	1,310.45	-	1,307.56
Net increase in cash and cash equivalents	2.68			(2.68)
Proceeds from long-term borrowings		245.44		245.44
Repayment of long-term borrowings		(229.48)		(229.48)
Proceeds from short-term borrowings				-
Interest expense			136.79	136.79
Interest paid			(136.79)	(136.79)
Net debt as at 31 March 2025	5.57	1,326.41	-	1,320.83



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16. Leases

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current		
Lease Liabilities	122.58	137.60
Current		
Lease Liabilities	31.00	46.44
Total	153.58	184.04

The company's significant leasing agreements are in respect of Rental Buildings and Plant & Machinery. Assets taken on lease are capitalised and disclosed separately as Right-of-use assets in the property, plant and equipment. The lease rentals are allocated between interest and principal value. The interest and maintenance charges are charged to Statement of Profit and Loss and principal amount is adjusted to lease obligations.

The company has applied the following available practical expedients :

(i) The short-term leases exemptions to leases with lease term less than 12 months

Lessor Name	Property Address	Property Identification	Start Date	End Date	Period Months
Sukhdev Gehlot	ASH-1, Takshila Parisar, Rajendra Nagar, Indore	Premises	01-02-2025	31-12-2025	11
Sukhdev Gehlot	Khasra No 516/1/Mean-2, 516/2, 517, 518, Bijalpur, Mumdi Road, Indore.	Land	01-12-2024	31-10-2025	11
Jyoti Tak w/o Mahendra Tak	Khasra No 6246/1, Sojat	Factory	22-12-2023	21-11-2024	11
Rupa Ram Mali	Khasra No 1996, Chak no. 2, Tehsil Sojat	Land and Premises	19-10-2022	18-09-2023	11
Sukhdev Gehlot	S-1, Takshila Parisar, Indore	Premises	01-03-2024	31-01-2025	11
Manju Devi Gehlot	SH-5, Takshila Parisar, Indore	Premises	01-12-2024	01-11-2025	11
Rukmani w/o Hanuman Ram Gundi	House no. 1 & 2, Gram Thikrana, Sendra Road, Moti Nagar, Distt. - Beawar, Rajasthan	Premises	01-09-2024	31-07-2025	11
Suman Lata Bidawat	H.No. 38, Mangal Vihar Colony, Kalyanipur, Gali no. 3, Ajmer - 305001, Rajasthan	Premises	01-07-2024	31-05-2025	11
Sukhdev Gehlot	E-10, Krishi Mandi, Sojat City, Pali, Rajasthan -	Premises	01-03-2024	31-01-2025	11
Asha Rajan	BDA MIG Flats, Block U, First Floor Apartment no. MF 21/8, Nandani Layout PO, Bangalore - 560096	Guest house	01-07-2024	31-05-2025	11



As a Lessee

A Carrying value of right of use assets at each of the period end by class (Amount in INR Million)

Particulars	Leasehold Land	Plant and Machinery	Building	Vehicle	Total
Balance at 31 March 2023	-	129.93	90.48	0.17	220.58
Addition	-	-	-	-	-
Deletion	-	-	-	-	-
Depreciation charge for the year	-	28.39	11.57	0.17	40.13
Balance at 31 March 2024	-	101.54	78.91	(0.00)	180.45
Addition	-	-	-	-	-
Deletion	-	-	0.15	-	0.15
Depreciation charge for the year	-	28.31	11.15	-	39.47
Balance at 31 March 2025	-	73.23	67.61	(0.00)	140.84

B Maturity analysis of lease liabilities (Amount in INR Million)

Maturity analysis – contractual undiscounted cash flows	As at March 31, 2025	As at March 31, 2024
Less than one year	43.96	46.44
One to five years	111.19	142.09
More than five years	49.71	62.78
Total undiscounted lease liabilities	204.87	251.31
Lease liabilities included in the statement of financial position		
Current	31.00	46.44
Non Current	122.58	137.60

C Amounts recognised in profit or loss (Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Interest on lease liabilities	15.98	18.85
Depreciation on ROU	39.47	40.13
Expenses relating to leases of low-value assets, excluding short-term leases of low value assets	-	-

D Amounts recognised in the statement of cash flows (Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Total cash outflow for leases	46.29	46.70



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17. OTHER FINANCIAL LIABILITIES

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Non Current		
Financial Liabilities at amortized cost		
Security Deposit from Dealers	278.31	300.42
Total	278.31	300.42
Current		
Financial Liabilities at amortized cost		
Outstanding Expenses Payable	8.25	7.20
Others		
Employee Dues	57.86	49.27
Total	66.11	56.47

18. TRADE PAYABLES

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Total outstanding dues of Micro Enterprises and Small Enterprises (Refer note 37)	53.64	45.66
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	470.03	333.11
Total	523.68	378.77

18.1 Trade Payables Ageing Schedule :

(Amount in INR Million)

As at March 31, 2025	Outstanding for following periods Particulars from due date of payment						Total
Particulars	Unbilled Dues	Not Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	53.64	-	-	-	53.64
(ii) Others	-	-	463.38	2.06	0.62	3.97	470.03
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	-	-	517.03	2.06	0.62	3.97	523.68

(Amount in INR Million)

As at March 31, 2024	Outstanding for following periods Particulars from due date of payment						Total
Particulars	Unbilled Dues	Not Dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	45.66	-	-	-	45.66
(ii) Others	-	-	314.82	13.58	0.40	4.32	333.11
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	-	-	360.48	13.58	0.40	4.32	378.77

The disclosure in respect of the amount payable to enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 has been made in the financial statements as at 31st March 2025 based on the information available with the Company.

During the year, there was no interest payable under the provisions of the MSMED Act, 2006. However, an amount of Rs. 7,91,323 pertaining to interest accrued in earlier years (FY 2022-23 and FY 2023-24) continues to remain unpaid as at 31st March 2025.

The auditors have relied upon the information provided by the management in this regard.

The details are provided in Note No. 37.



19. OTHER LIABILITIES

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Advances from customers	28.88	11.12
Statutory Liabilities	12.09	9.74
Total	40.98	20.86

20. PROVISIONS

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Contractual obligation		
Non Current		
Provision for employee benefits - Gratuity	8.45	3.70
Provision for employee benefits - Leave Encashment	2.48	2.12
Total	10.93	5.82
Current		
Provision for employee benefits - Gratuity	4.01	1.50
Provision for employee benefits - Leave Encashment	1.76	1.48
Total	5.77	2.98

21. CURRENT TAX LIABILITY(NET)

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Current tax liability	-	-
Add: Current tax payable for the year	11.26	-
Less: Taxes paid	(3.21)	-
Closing Balance	8.05	-

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22. REVENUE FROM OPERATION

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Sale of Products		
Manufactured goods	3,589.68	3,076.52
Traded goods	225.31	147.20
Total	3,814.99	3,223.73



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23. OTHER INCOME

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest income on		
Bank fixed deposits	0.39	1.04
Deposit with Others	0.16	0.15
Other Non Operating Income		
Other Income	3.57	1.02
Drawback Received	0.43	0.00
Interest Received on Income Tax Refund	0.50	-
Foreign Exchange Gain	0.72	0.42
Creditors write back	1.07	4.48
Misc. Balance write back	0.01	8.32
	6.84	15.44

24. COST OF MATERIALS CONSUMED

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Stock as at beginning of the year	771.89	799.52
Add: Purchases	1,992.52	1,573.83
Less : Stock as at end of the year	(1,048.73)	(771.89)
Total	1,715.67	1,601.46

25. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN TRADE & WORK-IN-PROGRESS

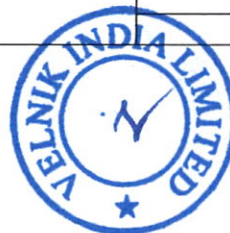
(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Inventories as at the beginning of the year		
Stock in Trade	0.09	16.34
Work in Process	-	-
Finished Goods	147.49	27.81
Less : Inventories as at the end of the year		
Stock in Trade	(0.63)	(0.09)
Work in Process	-	-
Finished Goods	(163.54)	(147.49)
Net decrease/(increase) in inventories	(16.59)	(103.43)

26. EMPLOYEE BENEFITS EXPENSE

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Salaries and Incentives	464.27	393.60
Contribution to PF, ESIC & others	33.97	25.49
Gratuity	3.09	2.14
Leave Encashment	2.62	0.83
Staff Welfare Expenses	44.37	41.47
Director Remuneration	30.00	30.00
	578.31	493.53



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27. FINANCE COST

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Interest cost:		
Banks / Financial Institutions	136.79	156.76
Interest on preference shares	39.11	30.25
On Lease obligation	15.98	18.85
Finance and Other Charges	6.38	10.60
Interest expense on Statutory Dues	0.02	0.27
	198.27	216.72

28. DEPRECIATION EXPENSE

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Depreciation on tangible assets	70.41	62.22
Depreciation on Intangible assets	2.97	3.81
Depreciation on ROU	39.47	40.13
	112.85	106.16



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29. OTHER EXPENSES

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Production/ Factory Expenses -		
Commission Expenses	3.57	9.25
Custom Duty	23.49	5.55
Factory Expenses	12.77	11.54
Freight Expenses - Inward	16.10	12.66
Import Shipment Expenses	9.93	3.51
Labour & Job Work Expenses	121.77	135.31
Loading & Unloading Expenses	0.13	0.17
Mehandi Expenses (Misc.)	1.19	1.32
Power & Electricity Charges	28.41	19.10
Repair & Maintenance - Machinery	15.65	18.41
Selling and Distribution Expenses -		
Business Promotion Expenses	142.77	307.93
Freight Expenses - Outward	140.44	131.45
Royalty Expenses	67.22	56.99
Sales and Distribution Expenses	131.93	134.74
Administrative Expenses -		
Factory Security Charges	6.21	8.80
Insurance Expenses	7.53	7.14
Legal & Professional Expenses	16.13	14.87
Office Expenses	9.03	11.10
Postage & Courier	2.50	0.51
Printing & Stationary Expenses	1.92	0.91
Rates & Taxes	8.13	3.73
Rent Expenses	11.71	15.08
Repair & Maintenance - Building	6.18	4.07
Repair & Maintenance - Vehicle	10.84	10.67
Repair & Maintenance - Other	5.83	2.05
Software Expenses	4.70	4.61
Telephone and Internet Expenses	3.61	4.22
Vehicle Expenses	37.20	41.84
Other Expenses -		
Audit Fees	0.50	0.50
Balance write off	11.93	5.48
Impairment of trade receivables	0.28	0.58
Corporate social responsibility expenditure	-	2.20
Fixed Assets - Written off	0.66	-
Loss on Sales of Assets	1.11	-
Total	861.36	986.26



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(a) Details of Payments to auditors (Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
As auditor		
Audit Fee	0.44	0.44
Tax audit fee	0.06	0.06
Limited review fee	-	-

(b) Corporate social responsibility expenditure

As per section 135 of the Companies Act, 2013 read with guidelines issued by DPE, the Company is required to spend, in every financial year, at least two percent of the average net profits of the Company made during the three immediately preceding financial years in accordance with its CSR policy. The details of CSR expense for the year are as

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
A. Amount required to be spent during the year	-	2.37
B. Amount available from previous year	(0.06)	(0.23)
C. Total (A+B)	(0.06)	2.14
D. Amount spent during the year on -		
(i) Construction/ acquisition of any asset	-	-
(ii) On purposes other than (i) above	-	2.20
Total	0.00	2.20
Amount carried forward:		
Current	0.06	0.06
Non-current	-	-

As the company incurred loss in FY 2023-24 hence no expense incurred during the FY 2024-25 (Donation given for promotion of education, healthcare and welfare of animals of Rs. 2.20 million in FY 2023-24) for CSR activities.

(c) Value of imports calculated on CIF Basis

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Raw materials and components	115.99	97.85
Stores and spares	-	-
Capital goods	-	-
Total	115.99	97.85

(d) Expenditure in foreign currency

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Travelling Expenses	0.17	0.21
Total	0.17	0.21



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(e) Earnings in foreign currency (Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
F.O.B value of exports	18.60	3.48
Total	18.60	3.48

30. EARNINGS PER SHARE

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
(a) Basic and Diluted earnings per share (In INR)		
Profit attributable to the equity holders of the company (A) (Amount in Million)	124.15	(132.00)
Basic and Diluted earnings per share attributable to the equity holders of the company (A/B) (In INR)	3.72	(3.96)
(b) Weighted average number of shares used as the denominator		
Weighted average number of equity shares [Equity shares of INR 10 each (March 31, 2024 INR 10 each)] used as the denominator in calculating basic and diluted earnings per share (B)	3,33,51,402	3,33,51,402

Basic earnings per equity share is computed by dividing the net profit attributable to the equity shareholders of the Company by the weightage average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders of the Company by the weightage average number of equity shares considered for deriving basic earnings per equity share and also the weightage average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.



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31. EMPLOYEE BENEFIT OBLIGATIONS

(Amount in INR Million)

Particulars	March 31, 2025		March 31, 2024	
	Current	Non Current	Current	Non Current
Provisions				
Gratuity	4.01	8.45	1.50	3.70
Leave Encashment	1.76	2.48	1.48	2.12
Employee Benefit Obligation	5.77	10.93	2.98	5.82
Plan Assets				
Gratuity	-	-	-	-
Leave Encashment	-	-	-	-
Employee Benefit Plan Assets	-	-	-	-

Post Employment obligations

The amount recognised in the balance sheet and the movement in the net defined benefit obligation over the period are as follows

(Amount in INR Million)

Particulars	Present value of obligation	Fair value of plan assets	Net Obligation/ (Asset)
As at March 31, 2023	11.54	-	11.54
Current service cost	3.94	-	3.94
Past service cost	-	-	-
Interest expense/ (income)	0.70	-	0.70
Adjustment to opening Fair Value of Plan Assets	(1.67)	-	(1.67)
Total amount recognised in profit or loss	2.97	-	2.97
<i>Remeasurements</i>			
(Gain)/Loss from change in financial assumptions	(3.21)	-	(3.21)
Total amount recognised in other comprehensive income	(3.21)	-	(3.21)
Employer contributions	-	-	-
Benefit payments	(2.50)	-	(2.50)
As at March 31, 2024	8.80	-	8.80
Current service cost	4.62	-	4.62
Past service cost	-	-	-
Interest expense/ (income)	0.52	-	0.52
Net value of remeasurements on the obligation and plan assets	0.57	-	0.57
Total amount recognised in profit or loss	5.71	-	5.71
<i>Remeasurements</i>			
(Gain)/Loss from change in financial assumptions	4.74	-	4.74
Total amount recognised in other comprehensive income	4.74	-	4.74
Employer contributions	-	-	-
Benefit payments	-	-	-
Benefit payments	(2.55)	-	(2.55)
As at March 31, 2025	16.69	-	16.69

Defined contribution plans - Provident fund

The company also has defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.



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A. The Company has following Schemes in the nature of Defined Benefits plans:

- i) Gratuity Scheme
- ii) Leave Encashment Scheme

Gratuity

As on 31st Mar 2025

Particulars	Opening	Current Service Cost	Interest Cost	Benefit Paid	Actuarial losses (gains)	Closing Balance	Current	Non Current
Gratuity Liability	51,98,788	27,72,992	3,17,982	(5,69,318)	47,38,613	1,24,59,057	40,09,880	84,49,177
Plan Asset	-	-	-	-	-	-	-	-
Net Liability	51,98,788	27,72,992	3,17,982	(5,69,318)	47,38,613	1,24,59,057	40,09,880	84,49,177

Profit and Loss	30,90,974
OCI	47,38,613
Gratuity Liability	(78,29,587)

Risk Exposures Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such, company is exposed to various risks such as increase in salary, investment risk, discount rate, mortality, disability and withdrawals

Characteristics of Benefit :

The Key features are as under :

Plan Features	Refer Para 139(a) of Ind AS 19
Type of Plan	Post Employment Benefit
Employee's Contribution	0%
Employer's Contribution	100%
Salary definition	Last Drawn Basic Salary including Dearness Allowance (if any)
Benefit ceiling	Benefit ceiling of Rs. 20,00,000/- was applied
Vesting conditions	5 years of continuous service (Not applicable in case of death/ disability)
Benefit on Retirement	15/26 x Salary x Duration of Service
Benefit of Resignation/ Withdrawal	Same as Retirement Benefit based on service up to exit
Benefit on Death	Same as Retirement Benefit but no vesting condition applies
Retirement age*	60 Year

*In case of employees with age above the retirement age mentioned in Plan features, the retirement is assumed to happen immediately and valuation is done accordingly.

Explanation of amounts in the Financial Statements

Funded status of the plan

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of unfunded obligations	1,24,59,057	51,98,788
Present value of funded obligations	-	-
Fair value of plan assets	-	-
Net Defined Benefit Liability/ (Assets)	1,24,59,057	51,98,788

Funded status of the plan

Particulars	As at March 31, 2025	As at March 31, 2024
Service cost :		
Current service cost	27,72,992	17,03,023
Past service cost	-	-
Loss / (Gain) on curtailments and settlement	-	-
Net interest cost	3,17,982	4,32,007
Net Defined Benefit Liability/ (Assets)	30,90,974	21,35,030



Other Comprehensive Income for the period

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Components of actuarial gain/ losses on obligations:</u>		
Due to change in financial assumptions	1,68,212	6,481
Due to change in demographic assumptions	-	-
Due to change in experience adjustments	45,70,401	(32,19,658)
Return on plan assets excluding amounts included in interest income	-	-
Net interest cost	-	-
Amount recognized in Other Comprehensive (Income)/ Expense	47,38,613	(32,13,177)

Reconciliation of defined benefit obligation

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Defined Benefit Obligation	51,98,788	69,48,861
Transfer in/ (out) obligation	-	-
Current service cost	27,72,992	17,03,023
Interest cost	3,17,982	4,32,007
<u>Component of actuarial gain/ losses on obligations:</u>		
Due to change in financial assumptions	1,68,212	6,481
Due to change in demographic assumptions	-	-
Due to change in experience adjustments	45,70,401	(32,19,658)
Past service cost	-	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange difference on foreign plans	-	-
Benefit paid from fund	-	-
Benefit paid by company	(5,69,318)	(6,71,926)
Closing Defined Benefit Obligation	1,24,59,057	51,98,788

Principle actuarial assumptions

Particulars	Age	Period	As at March 31, 2025	As at March 31, 2024
Discount Rate		p.a.	6.55%	7.15%
Salary Growth Rate		p.a.	8.00%	8.00%
Withdrawals	Age 25 & Below :	p.a.	40.00%	40.00%
	25 to 35 :	p.a.	40.00%	40.00%
	35 to 45 :	p.a.	40.00%	40.00%
	45 to 55 :	p.a.	40.00%	40.00%
	55 & above :	p.a.	40.00%	40.00%

A description of methods used for sensitivity analysis and its Limitations :

Projected Unit Credit (PUC) method to value the Defined benefit obligation. Under the PUC method a "projected accrued benefit" is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the Plan.

The "Projected Unit Credit Method" is based on the Plan's accrual formula and upon service as of the beginning or end of the year, but using a member's final compensation, projected to the age at which the employee is assumed to leave active service. The Plan liability is the actuarial present value of the "projected accrued benefits" as of the beginning of the year for active members.

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are

The Method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.



Sensitivity to key assumptions

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate Sensitivity		
Increase by 0.5% (% change)	1,23,18,557 -1.13%	51,34,828 -1.23%
Decrease by 0.5% (% change)	1,26,02,955 1.15%	52,64,418 1.26%
Salary growth rate Sensitivity		
Increase by 0.5% (% change)	1,25,91,411 1.06%	52,63,574 1.25%
Decrease by 0.5% (% change)	1,23,37,706 -0.97%	51,35,061 -1.23%
Withdrawal rate (W. R.) Sensitivity		
W.R. x 110% (% change)	1,20,72,435 -3.10%	49,62,349 -4.55%
W.R. x 90% (% change)	1,28,88,116 3.44%	54,64,601 5.11%

The following payments are expected contributions to the defined benefit plan in future years:

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
First Year	4.01	1.50
Second Year	3.07	1.15
Third Year	2.31	1.04
Fourth Year	1.76	0.82
Fifth Year	1.26	0.64
Sixth to Tenth Year	2.05	1.07
Total expected payments	14.46	6.21



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Leave Encashment

As on 31st Mar 2025

Particulars	Opening	Current Service Cost	Interest Cost	Benefit Paid	Actuarial losses (gains)	Closing Balance	Current	Non Current
Leave Encashment Liability	35,97,219	18,46,856	2,04,428	(19,79,310)	5,65,529	42,34,722	17,57,318	24,77,404
Plan Asset	-	-	-	-	-	-	-	-
Net Liability	35,97,219	18,46,856	2,04,428	(19,79,310)	5,65,529	42,34,722	17,57,318	24,77,404

#REF!

Profit and Loss	26,16,813
OCI	-
Leave Encashment Liability	(26,16,813)

The Key features are as under :

Plan Features	Refer Para 139(a) of Ind AS 19
Type of Plan	Post Employment Benefit
Employee's Contribution	0%
Employer's Contribution	100%
Salary definition for Encashment	Last Drawn Basic Salary
Salary definition for Availment	Last Drawn CTC Salary
Vesting conditions	Not Applicable
Leave Credited Annually	Staff - 24 Days Field Staff - 18 Days
Leave Denominator	30 days
Maximum Accumulation	30 days
Encashment during the service	Allowed
Benefit on Retirement	Leave Days x Encashment Salary / Leave Denominator
Benefit on Resignation/ Withdrawals	Same as Retirement Benefit
Benefit on Death	Same as Retirement Benefit
Benefit on Availment	Leave Days x Availment Salary / Leave Denominator
Retirement age*	60 Year

*Increase of employees with age above the retirement age mentioned in plan features, the retirement is assumed to happen immediately and valuation is done accordingly.

Explanation of amounts in the Financial Statements

Funded status of the plan

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of unfunded obligations	42,34,722	35,97,219
Present value of funded obligations	-	-
Fair value of plan assets	-	-
Net Liability/ (Assets)	42,34,722	35,97,219

Profit and Loss account for current period

Particulars	As at March 31, 2025	As at March 31, 2024
Service cost :		
Current service cost	18,46,856	22,33,614
Past service cost	-	-
Loss /(Gain) on curtailments and settlement	-	-
Net interest cost	2,04,428	2,68,307
Net value of remeasurements on the obligation and plan assets	5,65,529	(16,70,831)
Total included in 'Employees Benefit Expense'	26,16,813	8,31,090



Remeasurements on the Obligation and Plan Assets

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Components of actuarial gain/ losses on obligations:</u>		
Due to change in financial assumptions	47,376	3,360
Due to change in demographic assumptions	-	-
Due to change in experience adjustments	5,18,153	(16,74,191)
Return on plan assets excluding amounts included in interest income	-	-
Net actuarial Loss/ (Gain)	5,65,529	(16,70,831)

Reconciliation of defined benefit obligation

Particulars	As at March 31, 2025	As at March 31, 2024
Opening Defined Benefit Obligation	35,97,219	45,89,648
Transfer in/ (out) obligation	-	-
Current service cost	18,46,856	22,33,614
Interest cost	2,04,428	2,68,307
<u>Component of actuarial gain/ losses on obligations:</u>		
Due to change in financial assumptions	47,376	3,360
Due to change in demographic assumptions	-	-
Due to change in experience adjustments	5,18,153	(16,74,191)
Past service cost	-	-
Loss (gain) on curtailments	-	-
Liabilities extinguished on settlements	-	-
Liabilities assumed in an amalgamation in the nature of purchase	-	-
Exchange difference on foreign plans	-	-
Benefit paid from fund	-	-
Benefit paid by company	(19,79,310)	(18,23,519)
Closing Defined Benefit Obligation*	42,34,722	35,97,219

*Leave Encashment benefits payable to resigned employees have been included in Defined Benefit Obligation.

Reconciliation of net defined benefit liability

Particulars	As at March 31, 2025	As at March 31, 2024
Net opening provision in books of accounts	35,97,219	45,89,648
Transfer in/(out) obligation	-	-
Transfer in/(out) plan assets	-	-
Employees benefit expense	26,16,813	8,31,090
	62,14,032	54,20,738
Benefit paid by the entity	(19,79,310)	(18,23,519)
Contributions to plan assets	-	-
Closing provision in books of accounts	42,34,722	35,97,219

Principle actuarial assumptions

Particulars	Age	Period	As at March 31, 2025	As at March 31, 2024
Discount Rate		p.a.	6.55%	7.15%
Salary Growth Rate		p.a.	8.00%	8.00%
Withdrawals	Age 25 & Below	p.a.	40.00%	40.00%
	25 to 35 :	p.a.	40.00%	40.00%
	35 to 45 :	p.a.	40.00%	40.00%
	45 to 55 :	p.a.	40.00%	40.00%
	55 & above :	p.a.	40.00%	40.00%
Availment Rate		p.a.	0.00%	0.00%
In Service Encashment Rate		p.a.	0.00%	0.00%



A description of methods used for sensitivity analysis and its Limitations :

Projected Unit Credit (PUC) method to value the Defined benefit obligation. Under the PUC method a "projected accrued benefit" is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the Plan.

The "Projected Unit Credit Method" is based on the Plan's accrual formula and upon service as of the beginning or end of the year, but using a member's final compensation, projected to the age at which the employee is assumed to leave active service. The Plan liability is the actuarial present value of the "projected accrued benefits" as of the beginning of the year for active members.

Sensitivity analysis is performed by varying a single parameter while keeping all the other parameters unchanged.

Sensitivity analysis fails to focus on the interrelationship between underlying parameters. Hence, the results may vary if two or more variables are changed simultaneously.

The Method used does not indicate anything about the likelihood of change in any parameter and the extent of the change if any.

Amount, timing and uncertainty of future cash flows

Sensitivity to key assumptions

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate Sensitivity		
Increase by 0.5%	41,95,162	35,63,856
(% change)	-0.93%	-0.93%
Decrease by 0.5%	42,75,254	36,31,383
(% change)	0.96%	0.95%
Salary growth rate Sensitivity		
Increase by 0.5%	42,74,550	36,30,980
(% change)	0.94%	0.94%
Decrease by 0.5%	41,95,492	35,63,964
(% change)	-0.93%	-0.92%
Withdrawal rate (W. R.) Sensitivity		
W.R. x 110%	42,21,187	35,89,956
(% change)	-0.32%	-0.20%
W.R. x 90%	42,51,505	36,06,032
(% change)	0.40%	0.24%

The following payments are expected contributions to the defined benefit plan in future years:

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
First Year	1.76	1.48
Second Year	1.10	0.97
Third Year	0.71	0.61
Fourth Year	0.46	0.41
Fifth Year	0.30	0.26
Sixth to Tenth Year	0.48	0.41
Total expected payments	4.80	4.12



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32. COMMITMENTS AND CONTINGENCIES

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
a) Capital Commitments Towards		
(i) Property, plant and equipment contracts remaining to be executed on capital account not provided for (net of advances)	31.86	23.04
a) Contingent liabilities		
(i) Claims against the Company not acknowledged as debts	1.74	1.79
(ii) Income Tax disputes	200.43	188.73
(iii) Indirect Tax disputes	-	-
(iv) Letter of credit	30.00	30.00

In view of various court cases, litigations and claims disputed by the Company, the outflow of resources is not ascertainable at this stage. Generally, contingent Liability in respect of court & arbitration cases are shown on award/court judgement and also reviewed on a case to case basis for its reporting in contingent liability

Liability as shown under the head Income Tax disputes related to income tax demand (includes actual outstanding demand-Rs.16,29,89,294 & Interest - Rs. 3,74,44,757) against the assessment year 2022-23 which is pending in appeal before CIT (Appeal).

It is not practicable for the Company to estimate the timing of actual cash outflows in respect of items (i) to (iv), if any, due to pending resolution of the respective proceedings. However, the chances of cash outflow are contingent.

Movement in Contingent Liabilities

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	243.56	31.79
Less : Reduction out of opening balance	18.92	-
Add : Additions (net) during the year	39.39	211.77
Balance at the end of the year	264.03	243.56



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33. RELATED PARTY TRANSACTIONS

(i) List of related parties as per the requirements of Ind-AS 24 - Related Party Disclosures

Name of Related Party	Nature of Relationship
Personal having control over reporting entity - Mr. Sukhdev Gehlot Mrs. Manju Devi Gehlot	Director Director
Key Managerial Personnel: Ms. Kusum Gehlot Mr. Devendra Gehlot Mr. Rohit Khandelwal Mr. Avijeet Garg Mr. Chirag Desla	Non Executive Director Non Executive Director Independent Director Independent Director CS
The entity is controlled or jointly controlled by a person : SMKDR Trading Private Limited (Formerly Velnik India Marketing Pvt. Ltd.) SMKDR Hotels & Resorts Private Limited (Formerly Velnik colors Pvt. Ltd.) SMKDR Infra Private Limited (Formerly Velnik Infraheights Pvt. Ltd.) Velnik India Welfare Foundation Sukhdev Bhakti Foundation Wellmass Pharma Private Limited Ethica Herbals	Controlling Interest with Director Controlling Interest with Director Controlling Interest with Director Controlling Interest with Director Controlling Interest with Director Controlling Interest with Director Proprietorship Firm of Mr. Sukhdev Gehlot

(ii) Transactions with related parties

The following transactions occurred with related parties

(Amount in INR Million)

Nature of Relationship	Nature of Transaction	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Key Managerial Personnel			
Sukhdev Gehlot	Royalty Paid	67.22	56.99
	Rent Paid	15.32	15.32
	Director remuneration	21.60	21.60
	Loan Taken	96.10	65.14
	Loan Repaid	74.97	78.80
	Manju Devi Gehlot	Rent Paid	3.00
Director remuneration		8.40	8.40
Loan Taken		3.00	5.29
Loan Repaid		2.20	24.34
Chirag Desla	Remuneration	0.53	0.38
Rohit Khandelwal	Sitting fees	0.07	-
Dinest chandra jain	Sitting fees	0.05	-
The entity is controlled or jointly controlled by a person :			
Ethica Herbals (Prop. Sukhdev Gehlot) Velnik India Marketing Private Limited Velnik India Marketing Private Limited Sukhdev Bhakti Foundation	Purchases	614.40	315.96
	Availing of services	1.73	5.65
	Interest paid	2.14	6.79
	Purchases	1.83	0.83
Velnik India Marketing Private Limited	Loan Repaid	18.00	40.00

Note: Mr. Dinesh Chand jain ceased to be an Independent Director with effect from February 27th, 2025. The sitting fees disclosed relate to the period during which he was a director.



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(iii) Amount due to related parties (Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Loan Taken		
The entity is controlled or jointly controlled by a person :		
Velnik India Marketing Private Limited		18.00
Key Managerial Personnel		
Sukhdev Gehlot	27.90	6.77
Manju Devi Gehlot	0.80	-
Expense Payable		
The entity is controlled or jointly controlled by a person :		
Velnik India Marketing Private Limited	-	22.84
Ethica Herbals (Prop. Sukhdev Gehlot)	5.02	11.73
Sukhdev Bhakti Foundation	0.21	-
Key Managerial Personnel		
Sukhdev Gehlot	0.83	7.23
Manju Devi Gehlot	1.56	(0.02)
Salary/Remuneration Payable		
Key Managerial Personnel		
Sukhdev Gehlot	-	-
Manju Devi Gehlot	-	-
Chirag Desla	0.04	0.04

(iv) Amount due from related parties

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance to Suppliers		
The entity is controlled or jointly controlled by a person :		
Sukhdev Bhakti Foundation	-	1.61

(v) Key management personnel compensation

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Short term Employee Benefits		
Director Remuneration	30.00	30.00
	30.00	30.00

(vi) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs by cash flows. There have been no guarantees provided or received for any related party receivables and payables. This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.



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34. FAIR VALUE MEASUREMENTS

The Fair value of cash and cash equivalents, bank balances, loans, trade receivables, trade payables and others reasonably approximates their carrying amount. Trade receivables are evaluated after taking into consideration for Expected Credit Losses. Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique.

i. Financial Instruments by Category (Amount in INR Million)

Particulars	Carrying Amount		Fair Value	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
FINANCIAL ASSETS				
Amortised cost				
Trade Receivables	597.74	533.75	597.74	533.75
Cash and Cash Equivalents	5.57	2.89	5.57	2.89
Other Bank Balances	-	-	-	-
Other Financial Assets	32.03	33.16	32.03	33.16
FVTPL				
Investment in Equity Instruments	-	-	-	-
Total	635.34	569.80	635.34	569.80

FINANCIAL LIABILITIES				
Amortised cost				
Borrowings	1,326.41	1,310.45	1,326.41	1,310.45
Trade Payables	523.68	378.77	523.68	378.77
Lease Liability	153.58	184.04	153.58	184.04
Other financial liabilities	344.42	356.88	344.42	356.88
Total	2,348.08	2,230.15	2,348.08	2,230.15

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.



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35. FINANCIAL RISK MANAGEMENT

The company's activity expose it to market risk, liquidity risk and credit risk. The company's focus is to foresee the unpredictability of financial risk and to address the issue to minimize the potential adverse effects of its financial performance. In order to minimise any adverse effects on the financial performance of the company, derivative financial instruments, such as interest rate swaps to hedge variable interest rate exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the company's management.

(A) Credit risk

Credit risk refers to the risk for a counter party default on its contractual obligation resulting a financial loss to the company. The maximum exposure of the financial assets represents trade receivables, work in progress and receivables.

- i The carrying amount of Financial Assets represents maximum credit exposure. The Maximum exposure to credit risk at the reporting date was

(Amount in INR Million)

Particulars	As at March	As at March
	31, 2025	31, 2024
Financial Assets for which allowance is measured using 12 months Expected Credit Loss(ECL)		
Cash and Cash Equivalents	5.57	2.89
Other Bank Balance	-	-
Other Financial Assets	32.03	33.16
Financial Assets for which allowance is measured using 12 months Expected Credit Loss(ECL)		
Trade Receivables	597.74	533.75

Concentration of Credit Risk- Geographical	Percentage of Total Receivables	
	As at March 31, 2025	As at March 31, 2024
Within India	99.07%	98.86%
Outside India	0.93%	1.14%
Total	100.00%	100.00%

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.



ii Impairment Loss

Financial Assets for which allowance is measured using 12 months Expected Credit Loss(ECL)

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Other Financial Assets comprises Deposit with Government agencies. The ECL on Financial Assets for which allowance is measured using 12 months Expected Credit Loss is assessed as Nil.

Reconciliation of Impairment loss Provisions

The Movement in the allowance of impairment in respect of Trade receivable during the year was as follows

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as on 1st April	2.44	1.87
Impairment Loss recognised	0.28	0.58
Amount Written Off /withdrawal	-	-
	2.73	2.44

(B) Liquidity risk

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long-term. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.



Notes to Financial Statements As At March 31, 2025

Maturities of financial liabilities

The tables below provides details regarding the contractual maturities of significant financial liabilities :

(Amount in INR Million)

Particulars	Carrying Amount	Contractual cash flows			
		Total	Less than 1 year	1 to 5 years	> 5 Years
March 31, 2025					
Financial Assets					
Non Current Investments	-	-	-	-	-
Trade Receivables	597.74	597.74	591.07	6.67	-
Other Financial Assets	32.03	32.03	-	32.03	-
Cash and Cash Equivalents	5.57	5.57	5.57	-	-
Bank Balances Other than (ii) above	-	-	-	-	-
Total Financial Assets	635.34	635.34	596.64	38.70	-
Financial Liabilities					
Borrowings	1,326.41	1,326.41	924.13	402.27	-
Lease Liabilities	153.58	153.58	31.00	122.58	-
Trade payables	523.68	523.68	523.68	-	-
Other financial liabilities	344.42	344.42	66.11	278.31	-
Financial Guarantee Contact	-	-	-	-	-
Total liabilities	2,348.08	2,348.08	1,544.92	803.16	-
March 31, 2024					
Financial Assets					
Non Current Investments	-	-	-	-	-
Trade Receivables	533.75	533.75	509.79	23.96	-
Other Financial Assets	33.16	33.16	-	33.16	-
Cash and Cash Equivalents	2.89	2.89	2.89	-	-
Bank Balances Other than (ii) above	-	-	-	-	-
Total Financial Assets	569.80	569.80	512.68	57.12	-
Financial Liabilities					
Borrowings	1,310.45	1,310.45	833.82	476.63	-
Lease Liabilities	184.04	184.04	46.44	137.60	-
Trade payables	378.77	378.77	378.77	-	-
Other financial liabilities	356.88	356.88	56.47	300.42	-
Financial Guarantee Contact	-	-	-	-	-
Total liabilities	2,230.15	2,230.15	1,315.50	914.65	-

(C) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of change in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk such as equity price risk and commodity risk.

(i) Foreign currency risk

The company cater to domestic market and in case of any export, the company accept advance payment against the sale. The company do not have any other foreign currency exposure.

(ii) 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 is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.



Notes to Financial Statements As At March 31, 2025

(a) Interest rate risk exposure

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

(Amount in INR Million)

Particulars	March 31, 2025	March 31, 2024
Variable rate borrowings		
Working capital loan	812.84	705.78
Term Loan	239.04	373.18
Others	28.70	24.77
Fixed rate borrowings	245.82	206.71
Total borrowings	1,326.41	1,310.45
% of borrowings at variable rate	81%	84%

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Impact on profit before tax	
	March 31, 2025	March 31, 2024
Interest rates - increase by 25 basis points*	2.63	2.70
Interest rates - decrease by 25 basis points*	(2.63)	(2.70)
Interest rates - increase by 70 basis points*	7.36	7.55
Interest rates - decrease by 70 basis points *	(7.36)	(7.55)

* holding all other variables constant

(iii) Price risk

Commodity price risk - The company is no affected by the price volatility of commodities.



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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio between 70% and 90%. The Company includes within net debt, interest bearing loans and borrowings, preference shares classified as liability, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

For the purpose of capital management, capital includes issued equity capital, securities premium and all other revenue reserves. Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents and other bank balances.

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings	1,326.41	1,310.45
Trade payables	523.68	378.77
Other financial liabilities	344.42	356.88
Less:		
Cash and cash equivalents	(5.57)	(2.89)
Other bank balances	-	-
Net Debt	2,188.93	2,043.21
Equity share capital	333.51	333.51
Other equity	411.65	291.04
Total Capital	745.16	624.56
Capital and net debt	2,934.09	2,667.76
Gearing ratio	74.60%	76.59%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

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



37. DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
Principal amount remaining unpaid to any supplier as at the end of the year.	53.64	45.66
Amount of interest due remaining unpaid to any supplier as at the end of the year.	-	-
Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	-	-
Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid).	-	-
Amount of interest accrued and remaining unpaid at the end of year.	0.79	0.79
Amount of further interest remaining due and payable even in the succeeding year	-	-



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38. ASSETS PLEDGED AS SECURITY

The carrying amount of assets pledged as security for current and non current borrowings are:

(Amount in INR Million)

Particulars	As at March 31, 2025	As at March 31, 2024
CURRENT ASSETS		
i. Financial Assets		
Floating Charge		
Cash and cash equivalents & Bank balances	5.57	2.89
Receivables	597.74	533.75
ii. Non Financial Assets		
First Charge		
Inventories	1,212.90	919.47
Total current assets pledge as security	1,816.21	1,456.11
NON CURRENT ASSETS		
First Charge		
Freehold land	46.26	27.57
Freehold building	596.43	504.59
Plants and equipment's	297.65	304.49
Furniture, fittings and equipment acquired under finance lease	23.91	22.01
Vehicles	71.13	93.94
Bank balances	7.69	7.42
Work in Progress	1.63	37.79
Total non current assets pledge as security	1,044.71	997.82



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39. Revenue from Operation

A Disaggregated revenue information

The table below presents disaggregated revenue from contact with customers for the year ended March 2025 and March 2024. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

(Amount in INR Million)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024
Revenue from contracts with customers disaggregated based on geography		
a. Domestic	3,752.99	3,178.35
b. Exports	61.99	45.37
Total Revenue from Operation	3,814.99	3,223.73
B Reconciliation of Gross Revenue from Contracts With Customers		
Gross Revenue	3,961.22	3,361.86
Less: Discount	(146.23)	(138.14)
Net Revenue recognised from Contracts with Customers	3,814.99	3,223.73

Notes:

- B1 The amounts receivable from customers become due after expiry of credit period which on an average is less than 60 to 90 days. There is no significant financing component in any transaction with the customers.
- B2 The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.



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40. Financial Ratios

							(Amount in INR Million)
Sr No.	Ratio	Numerator	Denominator	FY 2024-25	FY 2023-24	% Variance	Reason for variance
1	Current ratio	Current Assets	Current Liabilities	1.23	1.24	-1%	Refer note below
2	Debt Equity ratio	Total Debt	Shareholders Equity	1.78	2.10	15%	Refer note below
3	Debt Service Coverage Ratio	EBITDAE	Finance costs + Principal repayment of long term borrowings within one year	1.39	0.38	262%	Owing to loss during the previous year
4	Return on Equity	Net Profit after Tax	Shareholders Equity	0.17	(0.21)	-179%	Owing to loss during the previous year
5	Inventory Turnover ratio	Cost of Goods Sold	Average Inventory	1.78	1.82	-2%	Refer note below
6	Trade receivables turnover ratio	Revenue from Operation	Average Debtors	6.74	4.37	54%	Owing to increase in Revenue from Operation during the current year
7	Trade payables turnover ratio	Purchases	Average Trade Payables	4.85	4.31	-13%	Refer note below
8	Net capital turnover ratio	Revenue from Operation	Working Capital	10.24	9.94	3%	Refer note below
9	Net profit ratio	Profit After Tax	Revenue from Operation	3.25%	-4.09%	-179%	Owing to loss during the previous year
10	Return on capital employed	EBIT	Capital Employed (Equity + Long term Borrowings)	32.54%	4.18%	679%	Owing to loss during the previous year
11	Return on investment	EBIT	Average Total Assets	12.26%	1.48%	728%	Owing to loss during the previous year

Note: Since the change in ratio is less than 25%, no explanation is required to be disclosed.



Statutory additional Disclosure

1 Title Deeds of Immovable Property not held in the name of the Company

Description of Item of the Property	Gross Carrying amount	Title Deed in the name of	Whether title deed holder is Promoter, director, or relative of promoter/director/employee of promoter/director	Property held since which date	Reason for not being held in the name of the Company
N.A	N.A	N.A	N.A	N.A	N.A

2 There is no investment property. Disclosure of the Fair Value of investment property is not applicable to company.

3 The Company has not granted any Loans or advances in nature of Loan to Promoters, directors, KMP and the related parties as defined under Companies Act, 2013 either severally or jointly with any that are repayable on demand without specifying any terms or period of repayment.

4 Capital work in Progress ageing

(Amount in INR Million)

Amount in CWIP for a period of	Projects in Progress	
	As at March 31, 2025	As at March 31, 2024
Less than 1 Year	1.63	32.54
1-2 Years	-	5.25
2-3 Years	-	-
More than 3 Years	-	-
Total	1.63	37.79

5 The Company has no Intangible assets under developments, so the provision of clause of Schedule III of Division II additional disclosure is not applicable

6 No proceeding have been initiated or pending against the Company for holding any benami property under the Benami Transaction (prohibitions) Act, 1988 (45 of 1988) and rules made there under, the Company shall disclose the following,

7 The Company has not been declared as a willful defaulter by any lender who has powers to declare a Company as a willful defaulter at any time during the financial year or after the end of reporting

8 The Company does not have any charge or satisfaction of charge pending for registration with the Registrar of Companies beyond the statutory period, except for a charge created in favour of Punjab National Bank (PNB) under the Multiple Banking with Charge ID 100538954 against a term loan (sanctioned amount: Rs. 3.93 Cr.), which has been fully repaid during the reporting period, however the charge has been duly modified with effect from 11/06/2025 to reflect the closure of aforesaid term loan.

9 The Company has no subsidiary or holding company as at 31st March 2025. The Provision of Compliance with number of Layer of Companies is not applicable

10 There is no scheme of arrangements in terms of Section 230 to Section 237 of Companies Act 2013 during the year.

11 The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.



12 There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act 1961, that
Details of income surrendered or disclosed during the year, in the tax assessments under the Income Tax Act, 1961

Name of the Group entity that has surrendered or disclosed income, and relationship with the parent company	Financial year in which income is disclosed	Section of the Income Tax Act, 1961	Amount disclosed in tax return	Amount of surrendered or disclosed income in the tax assessment	Assessment status and Whether transaction recorded in books of accounts?	If yes, financial year in which transaction is recorded

13 The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources of kind of fund to any other person or entity including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall directly or indirectly lender invest on other person or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or provide any guarantee, security or the like to or in behalf of Ultimate Beneficiaries.

14 Company has not misutilized the funds borrowed during the year.

15 The company has not entered into any transaction with the comapanies which has been struck off under section 248 of the Companies Act 2013 during the financial year 2024-25.

16 The Company has followed the practice of obtaining year- end balance confirmation certificates for trade balances but are not responded adequately by the concerned parties. And in light of transactions under taken with them the balance appearing in the books are representing the value of Securities / Payable. Hence, the Debtors & Loans & Advances have realizable value in the ordinary course of business not less than the amount at which they are stated in the Balance Sheet.

17 Previous year's figures have been regrouped/reclassified wherever applicable.

IND AS 1 -Presentation of Financial Statements.

The amendments requires the companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policies information together with other information is material when it comes to reasonably be expected to influence the decision of primary users of general-purpose financial statements. the company has valuated the amendment and the impact of the amendment is insignificant in the financial statements.

IND AS 12 Income Tax

The amendment clarify how companies account for deferred tax on transaction such as lease and decommissioning obligation. The amendment narrowed the scope of the recognition exemption in paragraph 15 and 24 of Ind as 12 (Recognition exemption) so that it is no longer applies to transaction that, on initial recognition, give rise to equal taxable and deductible temporary difference. The company has evaluated the impact and there is no impact on its financial statements.

IND AS 8 -Accounting Policies, changes in accounting estimates and errors.

The amendments will help the entity to distinguish between accounting policies and estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates, under the new definition the accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty ". Entities develop accounting estimates if accounting policies requires items in financial statements to be measured in a way that involves measurement uncertainty. The company has evaluated the amendment and the amendment has insignificant impact on the financial statements.

