



Soaring High

Pilani Investment and Industries Corporation Limited
77th Annual Report 2023-24

Corporate Profile

DIRECTORS

(as on 12.08.2024)

Smt. Rajashree Birla – Non-Executive Chairperson
Shri D. K. Mantri – Non-Executive Director
Shri A. K. Kothari – Independent Director
Shri A. V. Jalan – Non-Executive Director
Shri Giriraj Maheswari – Independent Director
Shri Yazdi P. Dandiwala – Independent Director
Smt. Vanita Bhargava – Independent Director

CHIEF EXECUTIVE OFFICER

Shri R. P. Pansari

CHIEF FINANCIAL OFFICER

Shri J. K. Singhanian

COMPANY SECRETARY & CHIEF COMPLIANCE OFFICER

Shri R. S. Kashyap

STATUTORY AUDITORS

M/s. Kothari & Company
Chartered Accountants
1E, Neelkanth, 26-B, Camac Street,
Kolkata - 700016

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Niche Technologies Pvt. Ltd.
3A, Auckland Place, 7th Floor,
Room No. 7A & 7B, Kolkata – 700017
Phone: (033) 2280 6616 / 6617
Email : nichetechpl@nichetechpl.com

REGISTERED OFFICE

Birla Building
9/1, R. N. Mukherjee Road
Kolkata - 700001
Phone: (033) 4082 3700 / 2220 0600
CIN: L24131WB1948PLC095302
Website : www.pilaniinvestment.com
Email : pilani@pilaniinvestment.com

CORPORATE OFFICE

Industry House
10, Camac Street
Kolkata - 700017

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Notice of the Annual General Meeting

NOTICE is hereby given that the 77th Annual General Meeting of the Shareholders of **PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED** will be held on **Friday, 27th September, 2024 at 3.00 P.M.** IST through Video Conferencing (“VC”)/ Other Audio -Visual Means (“OAVM”) facility, to transact, with or without modification(s) the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2024.
3. To appoint a Director in place of Shri A. V. Jalan (DIN: 01455782) who retires from office by rotation, but being eligible, offers himself for re-appointment.
4. **Appointment of M/s. Maheshwari & Associates, Chartered Accountants, (ICAI Firm Registration No. 311008E) as a Joint Statutory Auditor and to fix their remuneration**

“RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular No. RBI/2021-22/25-Ref. No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines”), approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Maheshwari & Associates, Chartered Accountants (ICAI Firm Registration No. 311008E), as the Joint Statutory Auditor of the Company with effect from the conclusion of the 77th Annual General Meeting to hold office till conclusion of the 80th Annual General Meeting of the Company, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, on the basis of the recommendation of the Audit Committee.”

“RESOLVED FURTHER that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the aforesaid Resolution, including but not limited to negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

5. **Appointment of M/s. Agrawal Subodh & Co., Chartered Accountants, (ICAI Firm Registration No. 319260E) as a Joint Statutory Auditor and to fix their remuneration**

“RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, and in accordance with the Guidelines for Appointment of Statutory Auditors issued by the Reserve Bank of India vide Circular No. RBI/2021-22/25-Ref. No.DoS.CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 (“RBI Guidelines”), approval of the Members of the Company, be and is hereby accorded for the appointment of M/s. Agrawal Subodh & Co., Chartered Accountants (ICAI Firm Registration No. 319260E), as the Joint Statutory Auditor of the Company with effect from the conclusion of the 77th Annual General Meeting to hold office till conclusion of the 80th Annual General Meeting of the Company, at such remuneration and

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out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, on the basis of the recommendation of the Audit Committee.”

“RESOLVED FURTHER that the Board, including the Audit Committee of the Board or any other person(s) authorised by the Board or Audit Committee in this regard, be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary or desirable for such purpose and with the power to the Board to settle all questions, difficulties or doubts that may arise in the regard to the implementation of the aforesaid Resolution, including but not limited to negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

Registered Office:

Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
12th August, 2024

By Order of the Board

R. S. Kashyap
Company Secretary
FCS- 8588

Notice (Contd.)**NOTES:**

1. In accordance with the circulars issued by the MCA and SEBI, the 77th Annual General Meeting of the Company (hereinafter referred to as "AGM") is being conducted through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the members at a common venue.

Central Depository Services (India) Limited ("CDSL") will be providing facility for remote e-voting, participation in the AGM through VC/ OAVM and e-voting during the AGM.

2. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM and vote on its behalf. The said Resolution/ Authorization shall be sent to the Company at pilani@pilaniinvestment.com and to the Scrutiniser at sdalmiya.associates@gmail.com by email through registered email address with a copy marked to helpdesk. evoting@cdslindia.com latest by 5.00 p.m. on Thursday, 26th September, 2024.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 77th AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.pilaniinvestment.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited at www.evotingindia.com.
6. Register of Members and Transfer Books of the Equity Shares of the Company will remain closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive).
7.
 - a. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the unpaid/ unclaimed dividend for and upto the financial year 2015 – 2016 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company (www.pilaniinvestment.com) and also on the website of the Ministry of Corporate Affairs.
 - b. In terms of the provisions of Section 124(5) of the Companies Act, 2013, dividend which remain unpaid/ unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF.

Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more from the date of declaration are required to be transferred to IEPF Authority.

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Shareholders, who have so far not encashed their dividend relating to the financial year 2016-17 are requested to do so, by writing to the Secretarial Department at the Registered Office of the Company or to the RTA, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Authority respectively.

In compliance with the aforesaid Rules, the Company has already transferred equity shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years, to the Demat Account of the Investor Education and Protection Fund Authority, after providing necessary intimations to the relevant shareholders.

- c. We give below the details of dividends paid by the Company and their respective due dates of transfer to such fund of the Central Government, if they remain unencashed:-

Dividend for the financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
31st March, 2017	24th August, 2017	23rd September, 2024
31st March, 2018	14th September, 2018	13th October, 2025
31st March, 2019	25th September, 2019	24th October, 2026
31st March, 2020	11th September, 2020	10th October, 2027
31st March, 2021	16th September, 2021	15th October, 2028
31st March, 2022	9th September, 2022	8th October, 2029
31st March, 2023	5th September, 2023	4th October, 2030

8. a. Members who are holding Shares in identical order of names in more than one Folio is requested to apply to the Company or its RTA alongwith the relevant Share Certificate for consolidation of such folios in one folio.
- b. Members are also requested to notify change in address, if any, immediately to the company at its Registered Office or its RTA by quoting their Registered Folio Number(s) in respect of their physical shares and to their Depository Participants in respect of their electronic share account.
- c. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents ("RTA"), Niche Technologies Private Limited for assistance in this regard.
9. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The aforesaid communication is also available on the website of the Company.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificates; Endorsement; Sub-division/splitting of securities

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certificates; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

11. Members are requested to submit their PAN, KYC and nomination details immediately.
12. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 77th AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-Voting") from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL).

- (i) The voting period commences on Tuesday, 24th September, 2024 at 9.00 A.M IST and ends on Thursday, 26th September, 2024 at 5.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 20th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cslindia.com or contact at toll free number 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company i.e “PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will

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be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresses viz; sdalmiya.associates@gmail.com and pilani@pilaniinvestment.com latest by 5.00 p.m on Thursday, 26th September, 2024, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders –Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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- (i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting i.e. latest by 5.00 p.m. of Tuesday, 17th September, 2024, mentioning their name, demat account number/folio number, email id, mobile number at pilani@pilaniinvestment.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting i.e. latest by 5.00 p.m. of Tuesday, 17th September, 2024, mentioning their name, demat account number/folio number, email id, mobile number at pilani@pilaniinvestment.com. These queries will be replied to by the company suitably at the AGM.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (ix) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free number 1800 22 55 33.

13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 20th September, 2024. A person who is not a member as on

Notice (Contd.)

cut off date should treat this notice for information purpose only.

14. The notice of the Annual General Meeting along with Annual Report 2023-24 will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on Friday, 23rd August, 2024.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, 20th September, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e Friday, 23rd August, 2024 are requested to send the email communication to the Company at pilani@pilaniinvestment.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
17. Smt. Shweta Dalmiya of M/s S. Dalmiya & Associates, Company Secretaries (Certificate of Practice Number 19603) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, within two working days of conclusion of the AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pilaniinvestment.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. National Stock Exchange of India Limited and BSE Limited and a copy would also be displayed at the Notice Board of the Company.
19. The place of meeting held by VC/OAVM will be deemed to be the Registered Office address of the Company.
20. Brief resume of Director seeking re-appointment at the Meeting alongwith details of his other Directorships and shareholding in the Company pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards:

Shri A. V. Jalan (DIN: 01455782) aged 48 years is a B.Com (Hons.) from St. Xaviers College, Kolkata and has completed Management course on Marketing and Corporate Finance from London School of Economics, U.K. He has been involved in Management of several manufacturing companies since 1998 and is having rich experience in Business Administration. He is the Director of Mangalam Cement Ltd, Vidula Consultancy Services Ltd and various other private limited companies. He is not acting as the Chairman/Member of any Committee of Directors of other public limited Companies except being a member of Audit Committee and Stakeholders Relationship Committee of Pilani Investment and Industries Corporation Limited. Pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered. He is not related to any other Director/ KMP of the Company. He had attended two out of four Board Meetings held during the FY 2023-24. During the FY 2023-24 he was paid Rs. 2.20 Lakhs towards sitting fees. He was initially appointed as the Director of the Company on 30.10.2008. Shri A. V. Jalan does not hold any Equity Share in the Company. Shri A. V. Jalan is not related to any other Director of the Company.

The aforesaid may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Notice *(Contd.)*

21. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Registers of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA/ Company in case the shares are held by them in physical form.

Notice (Contd.)

EXPLANATORY STATEMENT

ITEM NOS. 4 and 5

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, however the same is strictly not required as per Section 102 of the Companies Act, 2013.

M/s Kothari & Co., Chartered Accountants were initially appointed as the Statutory Auditors of the Company with effect from 10th December, 2021 upto the conclusion of the 75th Annual General Meeting of the Company that was held in the year 2022. Further, upon the recommendations of the Board of Directors, the Shareholders of the Company at the 75th Annual General Meeting held on 9th September, 2022 approved the re-appointment of M/s Kothari & Co., Chartered Accountants as the Statutory Auditors of the Company for another period of two years up to the conclusion of the 77th Annual General Meeting of the Company to be held in the year 2024. In view of the aforesaid and as per the RBI Guidelines M/S Kothari & Co., Chartered Accountants would be completing their tenure as the Statutory Auditors of the Company post conclusion of the 77th Annual General Meeting to be held on 27th September, 2024.

The Reserve Bank of India ("RBI") has vide its Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG SEC.01/08.91.001/2021-22 dated April 27, 2021 issued Guidelines for Appointment of Statutory Central Auditors ("SCAs")/Statutory Auditors ("SAs") of Commercial Banks (excluding Regional Rural Banks), Urban Co-operative Banks ("UCBs") and Non-Banking Financial Companies ("NBFCs") (including Housing Finance Companies) ("RBI Circular/Guidelines"). The aforesaid Guidelines specify various requirements relating to appointment/re-appointment of auditors, including in respect of tenure of auditors, mandatory rotation and cool off periods. Further, in order to protect the independence of the auditors/audit firms, the tenure for appointment of said auditors/audit firms is required to be 3(three) years. In terms of the aforementioned RBI Guidelines, for entities having asset size of Rs. 15,000 crore and above as at the end of previous year, the statutory audit should be conducted under the joint audit of a minimum of two audit firms. The asset size of the Company as at 31st March 2024 exceeded Rs. 15,000 crore and hence, the statutory audit of the Company for FY 2024-25 onwards is required to be conducted under the joint audit, by a minimum of two Joint Statutory Auditors.

In order to comply with the requirements of the RBI Guidelines, the Board of Directors, based on the recommendations of the Audit Committee, had on 12th August, 2024 recommended the appointment of M/s. Maheshwari & Associates, Chartered Accountants, (ICAI Firm Registration Number: 311008E) and M/s. Agrawal Subodh & Co., Chartered Accountants, (ICAI Firm Registration Number: 319260E) as the Joint Statutory Auditors of the Company subject to approval of the Members. The Board of Directors recommends for approval of members the appointment of M/s. Maheshwari & Associates, Chartered Accountants, (ICAI Firm Registration Number: 311008E) and M/s. Agrawal Subodh & Co., Chartered Accountants, (ICAI Firm Registration Number: 319260E) as the Joint Statutory Auditors with effect from conclusion of the 77th Annual General Meeting till the conclusion of the 80th Annual General Meeting of the Company to be held in the year 2027.

The newly recommended Joint Statutory Auditors have confirmed that their appointment, if made, will be within the limit specified under the Act and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Section 141 of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 and the RBI Guidelines.

Notice (Contd.)

Pursuant to Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following details are mentioned below for the information of Members:

<p>Proposed audit fee payable to auditors</p>	<p>The fees to be paid to M/s Maheshwari & Associates, Chartered Accountants (ICAI Firm Registration Number : 311008E) and M/s Agrawal Subodh & Co., Chartered Accountants (ICAI Firm Registration Number : 319260E) towards joint statutory audit for the financial year 2024-25 shall be as fixed by the Board of Directors within the aggregate amount of Rs. 12 lakhs with authority to Board to make changes as it may deem fit for the balance term.</p>
<p>Terms of appointment</p>	<p>The terms of appointment of M/s Maheshwari & Associates, Chartered Accountants (ICAI Firm Registration No: 311008E) and M/s Agrawal Subodh & Co., Chartered Accountants (ICAI Firm Registration No: 319260E) will be for a consecutive period of three years with effect from the conclusion of the 77th Annual General Meeting up to the conclusion of the 80th Annual General Meeting to be held in the year 2027.</p>
<p>Material change in fee payable</p>	<p>The fee paid to the outgoing Statutory Auditors was Rs. 4 lakhs only but now there would be Joint Statutory Auditors and as such the fee payable be commensurate to the size of operations of the Company to be shared between the Joint Statutory Auditors.</p>
<p>Basis of recommendation and auditor Credentials</p>	<p>The Audit Committee and the Board, based on the credentials of the firm and partners, asset size of the Company and eligibility criteria prescribed under the Act and RBI Guidelines recommends the appointment of M/s Maheshwari & Associates, Chartered Accountants (ICAI Firm Registration No: 311008E) and M/s Agrawal Subodh & Co., Chartered Accountants (ICAI Firm Registration No: 319260E) as the Joint Statutory Auditors of the Company.</p> <p>The brief profile of the Joint Statutory Auditors are as under:</p> <p><i>M/s Maheshwari & Associates, Chartered Accountants</i></p> <p>M/s Maheshwari & Associates was set up in 1976 and has since experienced exponential growth through its services. The firm's vision is conceptualized by likeminded professionals and managed by an able team of Fifteen partners who, in turn, are supported by dedicated managers and assistants. The firm is headquartered in the cultural capital of India –Kolkata with branches at Bangalore, Chennai and Mumbai. The executive team of the firm provides real world solutions to complex business issues through their expertise, while adhering to committed timelines. Their services extend to areas of Audit & Assurance, Risk & Advisory, Tax & Regulatory, Virtual CFO services, Forensic & Compliance, Due Diligence & Outsourcing and Process & Re engineering Solutions. Over the years, the firm has gained in-depth experience in providing a multitude of services to a number of reputed Banks & Companies, both in the private & public sector. Their vast knowledge domain encompasses various industries, which includes Banking, NBFC, Agro-based, Power, Consumer Durables, Airlines, Infrastructure, Coal, Housing Finance, Textiles and FMCG.</p>

Notice (Contd.)***M/s Agrawal Subodh & Co., Chartered Accountants***

M/s Agrawal Subodh & Co. are a leading firm of Chartered Accountants with more than 34 years of experience. Established in 1990 and headquartered in Kolkata, they have a branch office in Delhi and several associates across various cities in India. They are a full services firm with 9 partners and 50 staff members providing comprehensive professional services in the areas of Accounting, Assurance and Consultancy as their core business lines for domestic and global businesses of medium to large size. They also specialize in providing end to end solutions in the areas of Insolvency, Company Law Matters, IFRS Convergence, IND AS conversion, Transfer Pricing, Risk and Transaction Advisory.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolutions, except to the extent of their shareholding, if any, in the Company. The Board recommends the resolutions set forth in Item No. 4 and 5 of the notice for approval of the members.

Registered Office:

Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
12th August, 2024

By Order of the Board

R. S. Kashyap
Company Secretary
FCS- 8588

Boards' Report

Dear Shareholders,

Your Directors are pleased to present the 77th Annual Report of the Company along with the Audited Financial Statements for the year ended 31st March, 2024. The Financial Results for the year are shown below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Total Income	30,321.13	29,302.21	28,630.95	27,961.45
Less: Total expenses	8,461.13	7,194.64	8,469.71	7,204.12
Less: Exceptional Items	-	-	-	-
Profit before tax	21,860.00	22,107.57	20,161.24	20,757.33
Add/(Less): Tax expense	(5,152.95)	(5,129.62)	(5,188.35)	(5,165.26)
Profit after tax	16,707.05	16,977.95	14,972.89	15,592.07
Add/(Less): Share in profit of associate company	-	-	1,672.87	9,001.00
Net profit after tax and share in profit of associate Company				
Profit for the year	16,707.05	16,977.95	16,645.76	24,593.07
Add/(Less): Other adjustment relating to an associate	-	-	20.48	-
Add / (Less): Actuarial gain on defined benefit plan (gratuity)	1.38	1.24	(44.97)	7.20
Net of Income Tax				
Realised gain on equity share	-	25.83	-	25.83
Less: Current tax on realised gain	-	-	-	-
Add: Balance brought forward from previous year	1,73,060.20	1,61,117.03	2,21,465.37	2,01,901.12
Balance Available	1,89,768.63	1,78,122.05	2,38,086.64	2,26,527.22
Appropriations				
Dividend paid	1,660.84	1,660.84	1,660.84	1,660.84
Transfer to Statutory Reserve u/s. 45-IC of Reserve Bank of India Act, 1934	3,341.69	3,401.01	3,341.69	3,401.01
Closing Balance of retained earnings	1,84,766.10	1,73,060.20	2,33,084.11	2,21,465.37

INDIAN ACCOUNTING STANDARDS (IND AS)

The audited financial statements of the Company drawn up both on standalone and consolidated basis, for the financial year ended 31st March, 2024, are in accordance with the requirements of the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS Rules").

Boards' Report (Contd.)**CHANGE IN THE NATURE OF BUSINESS, IF ANY**

During the year under review, there has been no change in the nature of business of the Company.

SHARE CAPITAL

During the year under review, there has been no change in the Share capital of the Company.

DIVIDEND

The Board of Directors has recommended a dividend of ₹ 15 /- (Rupees Fifteen only) per equity share of ₹ 10/- each equivalent to 150 % (One Hundred Fifty percent) on the paid-up equity share capital of the Company for the year ended 31st March, 2024 as against ₹ 15/- (Rupees Fifteen only) per equity share equivalent to 150% (one hundred fifty percent) paid in the previous year on the equity shares of ₹ 10/- each. The dividend will be paid after approval by the shareholders in accordance with law at the ensuing Annual General Meeting. Pursuant to the provisions of the Finance Act, 2020, dividend income will now be taxable in the hands of the Shareholders w.e.f. 1st April, 2020 and accordingly the Company would be required to deduct tax at source ("TDS") from such dividend at the prescribed rates under the Income Tax Act, 1961. The total outflow will be of ₹ 1,660.84 Lakhs.

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to the General Reserves for the Financial Year ended 31st March, 2024.

DIRECTORS

Shri A. V. Jalan, Director (DIN: 01455782) will be retiring at the ensuing 77th Annual General Meeting of the Company and being eligible, offers himself for being re-elected.

Shri Giriraj Maheswari (DIN: 00796252) and Shri Yazdi Piroj Dandiwala (DIN:01055000) had completed their first term of appointment as an Independent Director of the Company on 16th April, 2024 and they had been re-appointed as the Independent Directors on the recommendations of the Nomination & Remuneration Committee for second term of five consecutive years by the Board of Directors with effect from 17th April, 2024 up to 16th April, 2029. Further, Smt. Vanita Bhargava (DIN: 07156852) completed her first term of appointment as an Independent Director of the Company on 9th July, 2024 and she had also been re-appointed as an Independent Director on the recommendations of the Nomination and Remuneration Committee for another term of five consecutive years by the Board of Directors with effect from 10th July, 2024 up to 9th July, 2029. The approval of the Shareholders for all the aforesaid re-appointments had already been taken by way of Special Resolution through Postal Ballot Notice dated 13th February, 2024. The aforesaid re-appointments are based on the evaluation of their performance carried out by the Nomination and Remuneration Committee and Board.

PERFORMANCE EVALUATION

The Nomination, Remuneration and Compensation Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for evaluating the performance of Individual Directors, Committees of the Board and the Board as a whole.

The Nomination and Remuneration Committee of the Company accordingly evaluated the performance of all the individual Directors on various parameters such as level of participation of the Directors, preparing themselves well in advance to take active participation at the meeting(s), level of knowledge and expertise etc.

Boards' Report (Contd.)

The Independent Directors of the Company also had a separate meeting on 13th February, 2024 to review the performance and evaluation of Non- Independent Directors and the Board as a whole.

The Board after taking into consideration the evaluation as done by the Nomination and Remuneration Committee and by the Independent Directors, carried out an annual evaluation of its own performance and that of its Committees and individual Directors. The overall outcome of such evaluation is that the Board, its Committees and all individual Directors have performed effectively and satisfactorily.

DECLARATION BY INDEPENDENT DIRECTORS

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules issued thereunder, as well as clause (b) of sub-regulation (1) of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

CODE OF CONDUCT

All the Board Members and Key Management Personnel of the Company have affirmed compliance with the Code of Conduct applicable to the Board Members and Employees of the Company for the year 2023-24 and a declaration in this regard has been made by the Chief Executive Officer which forms a part of this Report as an Annexure.

BOARD AND COMMITTEE MEETINGS

During the year under review, four Board Meetings were held. The details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings are provided in the attached Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with the provisions of Section 134 of the Companies Act, 2013 the Directors to the best of their knowledge and belief confirm that –

- (i) in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2024 and of the Profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting and other records in accordance with the provisions of the aforesaid Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

Boards' Report (Contd.)

- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and have been operating effectively; and
- (vi) the Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system is adequate and operating effectively.

MATERIAL CHANGES AND COMMITMENTS AFTER THE BALANCE SHEET DATE

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

There were no significant material orders passed by the Regulators/Courts/Tribunals impacting the going concern status of the Company and its future operations.

INTERNAL FINANCIAL CONTROL

The Company believes that a strong internal control framework is an important pillar of Corporate Governance. The Company has in place adequate internal financial control system which ensures orderly and efficient conduct of its business, safeguarding of its assets and accuracy and completeness of accounting records, timely preparation of reliable financial information and various regulatory and statutory compliances.

The Internal Auditors reviews the efficiency and effectiveness of the aforesaid systems and procedures. The Internal Auditors submit their report periodically which is placed before and reviewed by the Audit Committee of the Company on quarterly basis.

CEO/CFO CERTIFICATION

As required by Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the CEO and CFO certificate for the financial year 2023-24 has been submitted to the Board and a copy thereof is contained in the Annual Report.

LISTING OF EQUITY SHARES

The Equity shares of your Company are listed with the National Stock Exchange of India Limited and BSE Limited. The Commercial Papers of the Company issued during the year under review are listed with BSE Limited.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return as on 31st March, 2024, is available on the Company's website www.pilaniinvestment.com.

KEY MANAGERIAL PERSONNEL

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Shri R. P. Pansari, Chief Executive Officer, Shri J. K. Singhania, Chief Financial Officer and Shri R. S. Kashyap, Company Secretary.

There are no changes in the Key Managerial Personnel of your Company during the year under review.

Boards' Report (Contd.)

Remuneration and other details of the Key Managerial Personnel for the year ended 31st March, 2024 are mentioned in the Annual Return.

TRANSACTIONS WITH RELATED PARTIES

None of the transactions with Related Parties falls under the scope of Section 188 (1) of the Companies Act, 2013 for the year ended 31st March 2024. However, the NIL disclosure in prescribed form AOC-2 as on 31st March, 2024 is attached and the same forms part of this Report.

CORPORATE GOVERNANCE

The Company has in place a system of Corporate Governance. A separate Report on Corporate Governance is attached as a part of this Annual Report of the Company. A certificate from Statutory Auditors of the Company regarding compliance of Corporate Governance is annexed to the Report on Corporate Governance.

AUDIT COMMITTEE

The composition and terms of reference of the Audit Committee have been furnished in the Corporate Governance Report forming part of this Annual Report. The Company Secretary is acting as the Secretary of the Committee. The Chief Executive Officer and the Chief Financial Officer are permanent invitees to the Audit Committee Meetings to give clarifications on accounts and related issues. The Board has accepted all the recommendations as and when forwarded by the Audit Committee. The Company has in place a vigil mechanism viz. Whistle Blower Policy the details of which are available on the Company's website www.pilaniinvestment.com.

Other details relating to number of meetings, dates of such meetings and the attendance of each member etc. have been given separately in the attached Corporate Governance Report.

NOMINATION AND REMUNERATION COMMITTEE

The composition and terms of reference of the Nomination and Remuneration Committee have been furnished in the Corporate Governance Report forming part of the Annual Report. The Company Secretary is acting as the Secretary of this Committee. The Committee had devised a policy named as "Nomination, Remuneration and Compensation Policy" which has been duly approved by the Board and a copy of the same is available on the Company's website www.pilaniinvestment.com and is also attached as **Annexure - A** hereto and forms part of this Report.

Other details relating to number of meetings, dates of such meetings and attendance of each member etc. have been given separately in the attached Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The composition and terms of reference of the Corporate Social Responsibility Committee (CSR Committee) have been given in the Corporate Governance Report forming part of this Annual Report. The said Committee has devised a policy named as "Corporate Social Responsibility Policy" which has been duly approved by the Board and a copy of the same is available on the Company's website www.pilaniinvestment.com and is also attached as **Annexure - B** hereto and forms part of this Report.

Other details relating to number of meetings, dates of such meetings and attendance of each member etc. have been given separately in the attached Corporate Governance Report.

The Company was able to make disbursement for CSR expenditure upto the tune of ₹ 266.66 Lakhs till 31st March, 2024. However, for want of certain requisite documents from the concerned implementing agencies,

Boards' Report (Contd.)

there remained unspent amount to the extent of ₹ 15.54 Lakhs which has subsequently been transferred to the designated bank account i.e Unspent Corporate Social Responsibility Account in accordance with the applicable provisions of law. The unspent CSR expenditure for the financial year 2022-23 amounting ₹ 12.26 Lakhs had been disbursed during the year under review.

The details of CSR expenditure in prescribed form are annexed as **Annexure - C** and forms part of this Report.

DIVIDEND DISTRIBUTION POLICY

In terms of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company has adopted a Dividend Distribution Policy which can be accessed on the website of the Company www.pilaniinvestment.com.

SUBSIDIARIES/ASSOCIATE COMPANIES

The Company has two Subsidiaries and one Associate. Pursuant to the provisions of Section 129 (3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the Company's Subsidiaries/Associate in Form AOC-1 is attached with this Report.

RISK MANAGEMENT

The Company has in place a proper and efficient Risk Management Policy which identifies, evaluates and mitigates the potential business risks.

SECRETARIAL AUDIT

In compliance with the provisions of Section 204 of the Companies Act, 2013, a Secretarial Audit was conducted for the Financial Year 2023-24 by the Secretarial Auditor M/s. K. C. Dhanuka & Company, Practicing Company Secretary. The Secretarial Auditor's Report is attached as **Annexure - D** and forms part of this Report.

AUDITORS

The Reserve Bank of India vide its Circular No. RBI/ 2021- 22/ 25/ Ref. No. DoS.CO.ARG / SEC.01/ 08.91.001/ 2021-22 dated 27th April, 2021 ("RBI Guidelines"), issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks, UCBs and NBFCs (including HFCs). The aforesaid Guidelines specify various requirements relating to appointment/ re-appointment of auditors, including in respect of tenure of auditors, mandatory rotation and cool off periods. Further in order to protect the independence of the auditors/audit firms, the tenure for appointment of auditors/audit firms is required to be only 3 (three) years.

M/s Kothari & Co., Chartered Accountants were initially appointed as the Statutory Auditors of the Company with effect from 10th December, 2021 up to the conclusion of the 75th Annual General Meeting of the Company that was held in the year 2022. Further, upon the recommendations of the Board of Directors, the Shareholders of the Company at the 75th Annual General Meeting held on 9th September, 2022 approved the re-appointment of M/s Kothari & Co., Chartered Accountants as the Statutory Auditors of the Company for another period of two years up to the conclusion of the 77th Annual General Meeting of the Company to be held in the year 2024. In view of the aforesaid and as per the RBI Guidelines M/S Kothari & Co., Chartered Accountants would be completing their tenure as the Statutory Auditors of the Company post conclusion of the 77th Annual General Meeting to be held in 2024.

The Board of Directors places on record its appreciation for the services being rendered by M/s. Kothari & Co., Chartered Accountants as the Statutory Auditors of the Company.

In terms of the aforementioned RBI Guidelines, for entities having asset size of Rs. 15,000 crore and above as

Boards' Report (Contd.)

at the end of previous year, the statutory audit should be conducted under the joint audit of a minimum of two audit firms. The asset size of the Company as at 31st March, 2024 exceeded Rs. 15,000 crore and hence, the statutory audit of the Company for FY 2024-25 onwards is required to be conducted under the joint audit, by a minimum of two Joint Statutory Auditors.

In view of the aforesaid the Board of Directors of the Company upon the recommendations made by the Audit Committee and subject to approval of the Members of the Company recommended the appointment of M/s Maheshwari & Associates, Chartered Accountants, (ICAI Firm Registration No.: 311008E) and M/s Agrawal Subodh & Co., Chartered Accountants, (ICAI Firm Registration No.: 319260E) as the Joint Statutory Auditors of the Company in place of M/s Kothari & Co., Chartered Accountants, (ICAI Firm Registration No.: 301178E), who shall hold office from the conclusion of the 77th Annual General Meeting till conclusion of the 80th Annual General Meeting to be held in the year 2027. Resolution seeking their appointment forms part of the Notice convening the 77th Annual General Meeting.

As per the provisions of Section 139 of the Act, the newly appointed Joint Statutory Auditors have given their consent for their appointment and confirmed that the appointment, if made, would be in accordance with the conditions as prescribed under the Act and applicable Rules and the RBI Guidelines.

During the year, the Statutory Auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and the Code of Ethics issued by the Institute of Chartered Accountants of India.

AUDITORS' REPORT/SECRETARIAL AUDITORS' REPORT

The observations made in the Auditors' Report/Secretarial Auditors' Report are self-explanatory and, therefore, do not call for any further explanation under Section 134 (3)(f)(i) of the Companies Act, 2013.

COST RECORDS AND COST AUDITORS

The provisions of Cost Audit and Records as prescribed under Section 148 of the Act, are not applicable to the Company.

SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India and approved by the Central Government.

EMPLOYEES

Information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, are as per **Annexure - E** attached hereto and forms part of this Report.

DEPOSITS

The Company has not accepted/accessed any public deposit during the year. Hence, no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016.

LOANS, GUARANTEES AND INVESTMENTS

The provisions of Section 186 of the Companies Act, 2013 pertaining to loans, guarantees and investment

Boards' Report (Contd.)

activities are not applicable to the Company since the Company is a Non-Banking Financial Company ("NBFC") whose principal business is acquisitions of securities. However, details of loans granted in the form of Inter Corporate Deposits are covered in the Financial Statements. There are no guarantees issued, or securities provided by your Company.

CONSOLIDATED FINANCIAL STATEMENTS

As stipulated by Regulation 33 of the Listing Regulations, the Consolidated Financial Statements have been prepared by the company in accordance with the applicable Accounting Standards. The audited Consolidated Financial Statements, together with Auditors' Report, form part of this Annual Report.

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

The Company has no manufacturing activity and therefore, the disclosure of particulars as required to be appended under Section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014, in so far as it relates to the Conservation of the Energy and Technology Absorption, is not applicable. During the year the Company has Foreign Exchange Earnings in the form of dividend income amounting ₹ 2.14 Lakhs. The Company has no Foreign Exchange Outgo during the year under review.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

Your Company has constituted Internal Complaints Committee as per the Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at work place and its process ensures complete anonymity and confidentiality of information.

During the year under review, the Company has not received any complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, unpaid/unclaimed dividend for the Financial Year 2015-16 has been transferred to the Investor Education and Protection Fund in compliance with the provisions of Section 124 and 125 of the Companies Act, 2013. In compliance with these provisions read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, your Company also transferred 450 equity shares to the Demat Account of the IEPF Authority, in respect of which dividend had remained unpaid/unclaimed for a consecutive period of 7 years.

FIXED DEPOSITS

The Company has not accepted any public deposits under the provisions of the Companies Act, 2013.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility and Sustainability Report (BRSR) is available as a separate section attached as **Annexure - F**, which forms part of this Report and also hosted on the Company's website www.pilaniinvestment.com.

Boards' Report *(Contd.)*

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report (MDA) for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **Annexure - G**, which forms part of this Report.

APPRECIATION & ACKNOWLEDGEMENTS

The Board of Directors would like to express their sincere appreciation for the assistance and co-operation received from Banks, Government Authorities and members during the year under review. The Board of Directors also wish to place on record their deep appreciation for the valuable services rendered and commitment displayed by the employees of the Company and look forward to their continued support in the future as well.

For and on behalf of the Board of Directors

Place - Mumbai
12th August, 2024

Rajashree Birla
Chairperson
(DIN: 00022995)

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ in lakhs)

Sl.				
1.	Name of the subsidiary	Atlas Iron & Alloys Limited (under process of striking off)	PIC Properties Limited	PIC Realcon Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2024	31.03.2024	31.03.2024
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	N. A.	N. A.	N. A.
4.	Share capital	7.20	5.00	5.00
5.	Reserves & surplus	-	(187.43)	4,855.65
6.	Total assets	-	422.37	5,086.90
7.	Total Liabilities	-	422.37	5,086.90
8.	Investments	-	134.73	4,809.30
9.	Turnover	-	22.42	136.33
10.	Profit before taxation	-	15.12	135.05
11.	Provision for taxation	-	1.41	33.99
12.	Profit after taxation	-	13.70	101.06
13.	Proposed Dividend	-	-	-
14.	% of shareholding	96.83%	100%	100%

Notes : The following information shall be furnished at the end of the statement :

- Names of subsidiaries which are yet to commence operations : NIL
- Names of the subsidiaries which have been liquidated or sold during the year : NIL

Part : "B" : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(All figures in ₹ Lakhs)

Name of Associates/Joint Ventures	Century Textiles and Industries Limited
1. Latest Audited Balance Sheet Date	31.03.2024
2. Shares of Associate/Joint Ventures held by the company on year end	33.11 %
No of Shares	3,69,78,570
Amount of Investment in Associates/Joint Venture	41,589.36
Extend of Holding %	33.11 %
3. Description of how there is significant influence.	No significant influence except investment
4. Reason why the associate/joint venture is not consolidated	NIL
5. Networth attributable to Shareholding as per latest audited Balance Sheet	4,09,470.00
6. Profit/Loss for the year	
i. Considered in Consolidation	1,672.87
ii. Not Considered in Consolidation	N.A.

- Names of associates or joint ventures which are yet to commence operations - NIL
- Names of associates or joint ventures which have been liquidated or sold during the year - NIL

Note : This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

For and on behalf of the Board of Directors

Rajashree Birla

Chairperson

(DIN: 00022995)

Place: Mumbai

D.K. Mantri

Director

(DIN: 00075664)

Place: Kolkata

28th May, 2024

Form No. AOC-2

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

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 arms length transactions under third proviso thereto.

1.	Details of contracts or arrangements or transactions not at arm's length basis	NIL
	(a) Name(s) of the related party and nature of relationship	-
	(b) Nature of contracts/arrangements/transactions	-
	(c) Duration of the contracts/arrangements/transactions	-
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	-
	(e) Justification for entering into such contracts or arrangements or transactions	-
	(f) Date(s) of approval by the Board	-
	(g) Amount paid as advances, if any:	-
	(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-
2.	Details of material contracts or arrangement or transactions at arm's length basis	NIL
	(a) Name(s) of the related party and nature of relationship	-
	(b) Nature of contracts/arrangements/transactions	-
	(c) Duration of the contracts/arrangements/transactions	-
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	-
	(e) Date(s) of approval by the Board, if any :	-
	(f) Amount paid as advances, if any :	-

For and on behalf of the Board of Directors

Rajashree Birla

Chairperson

(DIN: 00022995)

Place: Mumbai

D.K. Mantri

Director

(DIN: 00075664)

Place: Kolkata

28th May, 2024

NOMINATION, REMUNERATION AND COMPENSATION POLICY

M/s. Pilani Investment and Industries Corporation Limited ('the Company') is a registered NBFC-ND-SI carrying on the business of financing and investment activities by way of advancing Inter Corporate Deposits and acquisition of shares and securities of its group companies.

The Board of Directors (the "Board") of Pilani Investment and Industries Corporation Limited (the "Company") for the purpose of adhering and aligning with the '**Compensation Guidelines**' (which required NBFCs to put in place a Board approved compensation policy) as per the RBI circular dated April 29, 2022, has adopted this policy which shall come into effect on and from 10th February, 2023.

1. PREAMBLE:

The Nomination, Remuneration and Compensation Policy ("Policy") of Pilani Investment and Industries Corporation Limited (the "Company") is formulated under the requirements of applicable laws, including the Companies Act, 2013, the RBI Compensation Guidelines and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Policy is intended to set out criteria to pay equitable remuneration to the Directors, Key Managerial Personnels (KMPs) and Senior Management Personnel (SMPs) and other employees of the Company and to harmonise the aspirations of human resources with the goals of the Company.

2. DEFINITIONS:

"Board" means Board of Directors of Pilani Investment and Industries Corporation Limited.

"Company" means Pilani Investment and Industries Corporation Limited.

"Policy" means the Nomination, Remuneration and Compensation Policy.

"Act" means the Companies Act, 2013.

"Guidelines" means Compensation Guidelines as per of the RBI circular dated April 29, 2022.

"RBI" means the Reserve Bank of India.

"SEBI" means the Securities and Exchange Board of India.

"Committee" means the Nomination and Remuneration Committee

"LODR Regulation" means SEBI Listing Obligations & Disclosure Requirements Regulation, 2015.

"KMPs" means the Key Managerial Personnel.

"SMPs" means the Senior Management Personnel.

3. OBJECTIVES:

In line with the requirements of the Act, the Compensation Guidelines and the SEBI LODR Regulations, 2015, the objectives and purpose of the Policy are as follows:

- To guide the Board in appointment and removal of Directors, KMPs and SMPs.
- To address issues arising out of excessive risk taking caused by misaligned compensation packages

Annexure – A to the Boards' Report (Contd.)

- To ensure that there is no conflict of interest and the relationship of remuneration to performance is clear and meets appropriate benchmarks.
- To frame, review and implement of compensation policy of the company which should have the approval of the board.
- To frame principles for determining the ratio of fixed/ variable pay in the total compensation of the KMPs and SMPs which shall be in accordance with the Companies Act, 2013 and the Rules made thereunder, the Compensation Guidelines.
- To ensure interlinkage between this policy and the Succession Plan of the Company.
- To attract, retain and motivate the Board, KMPs and SMPs by providing reasonable incentives to performance, etc. and ensuring that the level and composition of remuneration is reasonable and sufficient to run the Company efficiently and successfully.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- To recommend to the Board on Remuneration payable to the Directors, KMPs and SMPs.

4. APPLICABILITY:

The Policy shall be applicable to the following personnel:

- a. All the Directors of the Company.
- b. Key Managerial Personnel, which means:
 - i. Managing Director/ Whole time Director/ Manager
 - ii. Chief Executive Officer
 - iii. Company Secretary
 - iv. Chief Financial Officer.
- c. Senior Management Personnel means all the members of the management one level below the executive Directors which include the Head of Departments, other chief functional heads/ officers and such other person as may be prescribed.

5. ROLE OF THE NOMINATION AND REMUNERATION COMMITTEE:

- (i) Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- (ii) Recommend to the Board a policy relating to the remuneration of the Director and Key Managerial Personnel or other prescribed employees (Senior Management).
- (iii) To carry out evaluation of every Director's performance. The Company has a separate Board Performance Evaluation Policy.
- (iv) Devising a policy on Board diversity. The Company have separate Policy on Board Diversity.
- (v) Recommend to the Board, appointment and removal of Director, Key Managerial Personnel and other Senior Management personnel.

Annexure – A to the Boards' Report (Contd.)

- (vi) Any other matter as the Board may decide from time to time.

Further the present NRC shall continue to be the NRC for the purpose of Compensation Guidelines.

The Committee should ensure that the proportion of variable pay in total compensation needs to be commensurate with the role and prudent risk-taking profile of KMPs/ SMPs. At higher levels of responsibility, the proportion of variable pay needs to be higher.

6. DUTIES OF THE COMMITTEE:

The duty of the Committee covers the matters relating to nomination, remuneration and compensation of the Directors, Key Managerial Personnel, Senior Management personnel and other prescribed employees of the Company.

(A) Nomination matters include:

- (i) Ensuring that there is an appropriate induction & training programme in place for new Directors, Key Managerial Personnel, Senior Management Personnel and reviewing its effectiveness;
- (ii) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment as per the provisions of the Act;
- (iii) Determining the appropriate size, diversity and composition of the Board as per the provisions of the Act.
- (iv) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- (v) Evaluating the performance of the Board members, Key Managerial Personnel and Senior Management Personnel in the context of the Company's performance from business and compliance perspective;
- (vi) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- (vii) Recommend any necessary changes to the Board.
- (viii) Considering any other matters as may be requested by the Board.

Criteria's for appointment of Directors, Key Managerial Personnel and Senior Management Personnel**❖ Directors**

The Committee shall identify potential candidates with appropriate qualification, knowledge, expertise and experience.

A person, to be appointed as Director should possess impeccable reputation, deep expertise and insights in sectors/areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board Members amongst other attributes.

The Committee shall ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director and recommend to the Board his appointment. The Board after being satisfied with the recommendations of the Committee, may appoint such person as Director in accordance with the procedure prescribed under the provisions of the Act and the Listing Regulations for the time being in force.

Annexure – A to the Boards' Report (Contd.)

Factors like eligibility criteria, independence, term and tenure of a Director shall be in accordance with the provisions under the Act and the Listing Regulations for the time being in force.

The Committee may recommend with reasons, removal of a director subject to and in accordance with the provisions of the Act, the Listing Regulations and applicable RBI Regulations.

❖ Key Management Personnel/Senior Management Personnel

The Committee shall identify suitable candidates for appointment as Managing Director/Executive Director/Whole Time Director/ Chief Executive Officer/Chief Financial Officer/Company Secretary of the Company and designate them as as Key Management Personnel or Senior Management Personnel of the Company on the basis of their academic, professional qualifications, relevant work experience, skill and other capabilities suitable to the position.

Further, of the appointment or removal of the aforesaid persons/Key Management Personnel/Senior Management Personnel shall be made by the Board based on the recommendations of the Committee in accordance with the provisions of the Act, the Listing Regulations and applicable RBI Regulations for the time being in force.

(B) Remuneration matters includes:

- (i) Consideration and determination of the Remuneration based on the principles of (a) pay for responsibilities; (b) pay for performance and potential; and (c) pay for growth to ensure that the remuneration fixed is reasonable and sufficient to attract, retain and motivate the members.
- (ii) Taking into account financial position of the Company, trend in the Industry, appointee's qualification, experience, past performance and past remuneration, etc. while determining/fixing the proposed remuneration package.
- (iii) Bringing about objectivity in determining the remuneration package while striking a balance between the interests of the Company and the Stakeholders.
- (iv) Other factors as the Committee may deem fit and appropriate for consideration of different elements of the remuneration and ensure compliance of provisions of the Act and other applicable laws.
- (v) Consideration any other matters as may be requested by the Board.

Criteria's for remuneration of Directors, Key Managerial Personnel and Senior Management Personnel:**❖ Remuneration to Non - Executive Directors including Independent Directors**

The Non - Executive Directors including Independent Directors of the Company may be paid sitting fees for attending the Meetings of the Board of Directors or its Committees thereof, as may be determined by the Board from time to time, within the limit prescribed under the Act.

Besides the sitting fees, the Non - Executive Directors including Independent Directors shall also be entitled to reimbursement of expenses as may be incurred by the them while performing their role as a Director of the Company.

Annexure – A to the Boards' Report (Contd.)**❖ Remuneration to Executive Directors**

The remuneration to be paid to Executive Directors including the Managing Director and/or the Whole-Time Director shall be governed by the applicable provisions of the Act, the Listing Regulations and applicable RBI Regulations. The remuneration including annual increments shall be recommended by the Nomination and Remuneration Committee and approved by the Board and the Shareholders of the Company, as may be required under the provisions of the Act, the Listing Regulations and applicable RBI Regulations.

The Executive Directors may also be paid commission in accordance with the provisions of the Act and the Listing Regulations and applicable RBI Regulations, if authorised by the Shareholders of the Company. The Commission payable shall be determined by the Board of Directors of the Company from time to time based on the recommendations of the Nomination and Remuneration Committee.

The Executive Directors shall not/ be paid any fees for attending the Meetings of the Board and the Committees thereof.

❖ Remuneration to Key Management Personnel and Senior Management Personnel

The remuneration to be paid to Key Management Personnel and Senior Management Personnel shall be recommended by the Nomination and Remuneration Committee and approved by the Board. Any increments to the remuneration shall also be recommended by the said Committee and approved by the Board.

7. COMPENSATION OF THE KMPs AND SMPs:

The principles for determining the proportion of fixed and variable compensation of the KMPs and the SMPs shall be in accordance with the Compensation Guidelines.

The proportion of variable pay in total compensation needs to be commensurate with the role and prudent risk-taking profile of KMPs/ SMPs. At higher levels of responsibility, the proportion of variable pay needs to be higher. The variable pay should be truly and effectively variable and can be reduced to zero based on performance. In order to do so, performance measures and their relation to remuneration packages should be clearly defined at the beginning of the performance measurement period to ensure that the employees perceive the incentive mechanism. Further, guaranteed bonus which is not linked to performance of the employee may not be paid to KMPs and SMPs and not form part of the compensation package. However, in the context of new hiring joining/sign-on bonus could be considered which will neither be part of fixed pay nor of variable pay

8. MALUS / CLAWBACK CLAUSE:

The deferred compensation may be subject to malus/clawback clause which may be invoked on the occurrence of specific set of situations/ circumstances/ events which are as follows:

- In the event of negative financial performance of the company
- In the event of misconduct of the employee
- The Nomination and Remuneration Committee should identify time periods during which such deferral may be invoked.

Annexure – A to the Boards' Report *(Contd.)***9. MINUTES OF THE COMMITTEE MEETINGS:**

Proceedings of all meetings of the Committee must be entered in the Minutes Book maintained for the purpose and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and the Committee meetings for approval/confirmation and/or record purposes.

10. AMENDMENTS:

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference shall be made to the Nomination and Remuneration Committee. In all such matters, the interpretation and decision of the Committee shall be final. Any or all provisions of the Nomination and Remuneration Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by the Government and/or the Regulatory Authority, from time to time. The Nomination and Remuneration Committee shall have a right to modify, add, or amend any of the provisions of this Policy with the approval of the Board. The Remuneration policy will be incorporated in the Annual Report of the Company.

11. REVIEW OF THE POLICY:

The Nomination & Remuneration Committee shall periodically review the Policy and incorporate appropriate changes, as deemed necessary subject to the approval of Board.

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. Preamble

Corporate responsibility towards the stakeholders is fast emerging as one of the major considerations for businesses in the country. Organisations are gradually shifting their attention towards a wider view of social concerns while conducting their businesses. Corporate Social Responsibility (CSR) aims at connecting business to the society. CSR is traditionally driven by a moral obligation and philanthropic spirit. Over time it has become an integral part of business. The broader objective of CSR is to contribute with a responsibility, towards a better society and a cleaner environment.

2. Objectives

The main objective of the Policy is to establish the basic principles and the general framework of action for the management to undertake and fulfil its corporate social responsibility.

3. Activities and Implementation

a. Areas for Activities

The Company shall identify projects / activities which will fall in any one or more of the following areas /sector for its CSR spending:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
2. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
3. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
4. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
5. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;
6. contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;
7. Rural development projects; and

Annexure – B to the Boards' Report (Contd.)

8. The CSR Committee may include such other activities which are specified in Schedule VII of the Companies Act, 2013 and amendments thereto from time to time.

The CSR projects or programs or activities undertaken by the company as per Company's CSR Policy in India only shall amount to CSR Expenditure in accordance with the provisions of sub-section (5) of section 135 of the Act.

All expenses and contributions for CSR activities will be made after approval from the Board of Directors of the Company upon the recommendations of the CSR Committee, which would then be placed before the forthcoming CSR committee for noting and record. The Chairman of the CSR Committee will ensure that the expenses/contribution and donation will be in full compliance of the CSR Policy.

b. Implementing Agency

The company may decide to undertake its CSR activities directly or through an Implementing Agency/ Registered Trust or a registered society or a company established by the company under section 8 of the Act. Provided that –

If such trust, society or company is not established by the company or its holding or subsidiary or associate company, it shall have an established track record of three years in undertaking similar programs or projects;

The Company shall specify the project or programs to be undertaken through these entities, modalities of utilization of funds on such projects and programmes.

4. Resources

The corpus for the purpose of carrying on the aforesaid activities would include the followings:

- ❖ 2% of the average Net Profit made by the Company during immediately preceding three Financial Years.
- ❖ any income arising there from.
- ❖ surplus arising out of CSR activities carried out by the company and such surplus will not be part of business profit of the company.

5. Annual Action Plan:

The CSR Committee shall formulate and recommend to the Board, an annual action plan which shall include the following, namely:-

- (a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- (b) the manner of execution of such projects or programmes ;
- (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- (d) monitoring and reporting mechanism for the projects or programmes; and
- (e) details of need and impact assessment, if any, for the projects undertaken by the company:

Annexure – B to the Boards' Report *(Contd.)*

However, the Board may alter such plan at any time during the financial year, as per the recommendation of CSR Committee, based on the reasonable justification to that effect.

6. Monitoring

The Corporate Social Responsibility Committee will provide a progress report to the Board of Directors as and when required.

The Board shall seek a short progress report from the CSR Committee on an yearly basis

7. General

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation & decision of the Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

The CSR Committee reserves the right to modify, add, or amend any of provisions of this Policy subject to approval of the Board.

Annexure – C to the Boards' Report

Report on Corporate Social Responsibility as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. Brief outline on CSR Policy of the Company:

- The details of the programs/projects to be undertaken has been given in Corporate Social Responsibility Policy of the Company which is attached in the Annual Report and is also available on the Company's website www.pilaniinvestment.com

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Smt. Rajashree Birla	Chairperson/ Non-Executive Director	2	2
2	Shri D. K. Mantri	Non-Executive Director	2	2
3	Shri A. K. Kothari	Independent Director	2	2
4	Shri A. V. Jalan	Non-Executive Director	2	1
5	Shri Giriraj Maheswari	Independent Director	2	1

- Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company. - www.pilaniinvestment.com
- Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). - NOT APPLICABLE
- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakh)	Amount required to be set-off for the financial year, if any (₹ in Lakh)
NIL			

- Average net profit of the company as per section 135(5):

(₹ in Lakhs)

Particulars	For the Financial year ended 31 st March		
	2023	2022	2021
Net Profit	15,619.79	14,598.32	12,111.50
Average Net profit for the preceding three financial years	14,109.87		

- Two percent of average net profit of the company as per section 135(5) – ₹ 282.20 Lakhs
 - Surplus arising out of the CSR projects or programmes or activities of the previous financial years - NIL
 - Amount required to be set off for the financial year, if any - NIL
 - Total CSR obligation for the financial year (7a+7b-7c) – ₹ 282.20 Lakhs

Annexure – C to the Boards’ Report (Contd.)

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Lakh)	Amount Unspent (₹ in Lakh)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
266.66	15.54	29.04.2024	NA	Nil	NA

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project	Project duration	Amount allocated for the project (₹ in Lakh)	Amount spent in the current financial Year (₹ in Lakh)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (₹ in Lakh)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State.	District					Name	CSR Registration number
Not Applicable											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1	Promoting health care including preventive healthcare	Promoting health care including preventive healthcare	Yes	West Bengal	Kolkata and Ranigunj	14.24	No	Marwari Relief Society	CSR00006109
2	Promoting health care including preventive healthcare	Promoting health care including preventive healthcare	Yes	West Bengal	Kolkata	16.42	No	Institute of Neurosciences Kolkata	CSR00000975
3	Promoting health care including preventive healthcare	Promoting health care including preventive healthcare	Yes	West Bengal	Kolkata	5.00	No	Bharat Relief Society	CSR00028384

Annexure – C to the Boards' Report (Contd.)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project.		Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency		
				State	District			Name	CSR registration number	
4	Promoting Education	Promoting Education	No	Maharashtra	Mumbai	176.00	No	A World of Opportunity Foundation	CSR00000477	
5	Promoting Education and enhancing vocation skills	Promoting Education and enhancing vocation skills	Yes	West Bengal	Kolkata	50.00	No	Help Us Help Them	CSR00002874	
6	Promoting Education and enhancing vocation skills	Promoting Education and enhancing vocation skills	Yes	West Bengal	Kolkata	5.00	No	Umeed Foundation	CSR00052213	

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 266.66 Lakhs

(g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (₹ In lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	282.20
(ii)	Total amount spent for the Financial Year	266.66
(iii)	Excess amount spent for the financial year [(ii)-(i)]	(15.54)
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Lakh)	Amount spent in the reporting Financial Year (₹ in Lakh)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (₹ in Lakh)
				Name of the Fund	Amount (₹ in Lakh)	Date of transfer	
1.	2022-23	12.26	12.26		-		NIL

Annexure – C to the Boards' Report (Contd.)

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project commenced	Project duration	Total amount allocated for the project (₹inLakh)	Amount spent on the project in the reporting Financial Year (₹ in Lakh)	Cumulative amount spent at the end of reporting Financial Year (₹ in Lakh)	Status of the project - Completed /Ongoing

Not Applicable

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

- (a) Date of creation or acquisition of the capital asset(s): Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset: Not Applicable
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: Not Applicable
- (d) Details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) –

The Company was able to make disbursement for CSR expenditure upto the tune of ₹ 266.66 Lakhs till 31st March, 2024. However, for want of certain requisite documents from the concerned implementing agencies, there remained unspent amount to the extent of ₹ 15.54 Lakhs which has subsequently been transferred to the designated bank account i.e Unspent Corporate Social Responsibility Account in accordance with the applicable provisions of law.

28th May, 2024

R.P. Pansari
Chief Executive Officer
Place : Kolkata

Rajashree Birla
Director and Chairperson CSR Committee
(DIN:00022995)
Place : Mumbai

Annexure – D to the Boards' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Pilani Investment and Industries Corporation Limited

Birla Building, 9/1, R. N. Mukherjee Road,

Kolkata – 700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pilani Investment and Industries Corporation Limited** (hereinafter called "**The Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. 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;
 - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Annexure – D to the Boards' Report (Contd.)

- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the period under review:-
 - a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (vi) RBI – Prudential norms/ forms for NBFC – NDSI and the rules made thereunder.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

We further report that, based on the information provided and the representation made by the Company and also on the review of the compliance reports of Company Secretary/ Chief Executive Officer taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes exist in the Company to monitor and ensure compliance with provisions of applicable general laws like Employees' Provident Funds and Miscellaneous Provisions Act, 1952, The West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 and other laws.

We further report that

The compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices is given to all directors for the Board and Committee Meetings. Agenda and Notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

- i. The Company had applied to the Reserve Bank of India ("RBI") for its conversion from Non-Banking Financial Company to Core Investment Company. However, the Company have been advised by RBI to resubmit a new application for its conversion from Non-Banking Financial Company to Core Investment Company and the same is under process.

Annexure – D to the Boards' Report (Contd.)

- ii. The Company is registered with the Credit Information Companies.
- iii. The Board of Directors', on the recommendations of the Nomination and Remuneration Committee of the Company, at its meeting held on 13th February 2024, had approved the:
 - a. Re-appointment of Shri Giriraj Maheswari (DIN: 00796252) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 17th April, 2024 up to 16th April, 2029.
 - b. Re-appointment of Shri Yazdi Piroj Dandiwala (DIN: 01055000) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 17th April, 2024 up to 16th April, 2029.
 - c. Re-appointment of Smt. Vanita Bhargava (DIN: 07156852) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 10th July, 2024 up to 9th July, 2029.

The above resolutions were approved by the members of the Company as Special Resolutions vide Postal Ballot Notice dated 13th February 2024.

- iv. The unspent Corporate Social Responsibility "CSR" amounting ₹ 15,54,017/- for the financial year ended 31st March 2024, has been transferred into a separate Bank account on 29th April 2024 in accordance with the applicable provisions of law

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the company and its Officers for systems and mechanism set-up by the company for compliance under applicable laws. Our examination, on a test-check basis, was limited to procedures followed by the Company for ensuring the compliance with the said provisions. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities / statements of the Company. Moreover, we have not covered any matter related to any other law which may be applicable to the Company except the aforementioned corporate laws of the Union of India.

K. C. DHANUKA & CO.

Company Secretaries

K. C. DHANUKA

Proprietor

FCS-2204, CP-1247

Peer Review Certificate No. 2776/2022

UDIN: F002204F000456042

Place: Kolkata

Date: 28th May, 2024

Annexure – E to the Boards' Report

Particulars of Employees

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

Requirements of Rule 5(1)	Details
(i) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for financial year;	: It is not possible to determine the ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2023-24 as because the Company does not have any Whole Time Director and the Non- Executive Directors of the Company were being paid for only the sitting fees.
(ii) The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;	: Shri R. P. Pansari, Chief Executive Officer- NIL Shri J. K. Singhania, Chief Financial officer- 16% Shri R. S. Kashyap, Company Secretary- 22%
(iii) The percentage increase in the median remuneration of employees in the financial year	: 10.80 %
(iv) The number of permanent employees on the rolls of company	: 8 employees as on 31.03.2024
(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	: N.A.
(vi) Affirmation that the remuneration is as per the remuneration policy of the company.	: Remuneration paid during the Year ended 31st March, 2024 is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Rajashree Birla
Chairperson
(DIN: 00022995)
Place: Mumbai

D.K. Mantri
Director
(DIN: 00075664)
Place: Kolkata

28th May, 2024

Annexure – E to the Boards' Report (Contd.)

Information as per Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the Financial Year ended 31st March, 2024
Details of Top ten employees in terms of remuneration drawn

Sr. No	Name of the employee	Age in Years	Qualification	Date of commencement of employment	Designation	Remuneration	Total experience (No. of years)	Previous Employment (Designation)	Percentage of Equity Shares held by employee in the Company
1	Shri R. P. Pansari	77	FCA	14-02-2017	Chief Executive Officer	86,20,000	57	Senior President- Essel Mining & Industries Limited	NIL
2	Shri J. K. Singhania	48	FCA	02-09-2019	Chief Financial Officer	49,55,483	24	Chief Financial Officer- Hindusthan Engineering & Industries Limited	NIL
3	Shri R. S. Kashyap	41	B. Com (Hons), FCS	01-09-2011	Company Secretary & Chief Compliance Officer	22,05,584	16	Company Secretary- Digboi Carbon Private Limited	NIL
4	Shri Trilochan Sharma (up to 31.01.2024)	54	FCA, FCS, FCMA	01-05-2023	Senior Vice President	49,35,871	29	President (Secretarial & Corporate Affairs) - Shyam Metals and Energy Limited	NIL
5	Shri V. K. Poddar	43	FCA	01-12-2022	Chief Risk Officer	50,52,780	17	Senior Manager (Accounts) Kesoram Industries Limited	NIL
6	Ms. Nidhi Mehta	48	LLB	01-12-2022	AGM- Legal	50,52,780	21	AGM-Legal Kesoram Industries Limited	NIL
7	Shri Ankur Agrawal	44	M.Com.	08-10-2021	Accounts Manager	11,99,610	21	Accountant- The Technological Institute of Textile and Sciences	NIL
8	Shri Umang Banka	25	B.A, LLB (Hons.)	01-04-2023	Legal Asst.	5,88,486	2	Legal Intern- Sandersons and Morgans	NIL
9	Shri Jai Nandan Singh	58	Higher Secondary	03-07-2023	Peon	2,63,852	30	-	NIL

NOTES:

1. Nature of Employment: Permanent
2. Remuneration received includes salary, allowances, Company's contribution to retirement funds etc. The monetary value of perquisites as and where applicable is computed on the basis of the Income Tax Act and Rules made thereunder.
3. None of the aforesaid employees is a relative of any Director or Manager of the Company.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity:	L24131WB1948PLC095302
2	Name of the Listed Entity:	PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED referred to as "the Company"
3	Year of incorporation:	1948
4	Registered office address:	Birla Building, 9/1, R. N. Mukherjee Road, Kolkata-700001
5	Corporate address:	Industry House, 10, Camac Street, Kolkata-700017
6	E-mail:	pilani@pilaniinvestment.com
7	Telephone:	033- 4082 3700/ 2220 0600
8	Website:	www.pilaniinvestment.com
9	Financial year for which reporting is being done	2023-24
10	Name of the Stock Exchange(s) where shares are listed	i. BSE Limited ii. National Stock Exchange of India Limited
11	Paid-up Capital:	₹ 1,107.23 Lakhs
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:	Shri R. S. Kashyap Company Secretary & Chief Compliance Officer Tel.No.: 033- 4082 3700/ 2220 0600 E-mail Id: pilani@pilaniinvestment.com

Annexure – F to the Boards' Report (Contd.)

13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).:	The disclosures under this report are made on a Standalone basis
14	Name of assurance provider	Not applicable
15	Type of assurance obtained	Not applicable

II. Products/services**16. Details of business activities (accounting for 90% of the turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Investment & Financing activities	Investment & Financing activities	99.41

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Investment & Financing Activities	64200 & 64920	99.41

III. Operations**18. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	Number of plants	Number of offices	Total
National	Not Applicable	2	2
International		-	-

19. Markets served by the entity:**a. Number of locations**

Locations	Number
National (No. of States)	1
International (No. of Countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Not Applicable

c. A brief on types of customers

The Company being merely engaged investment and financing activities does not have any direct customers or consumers under the scope of this BRSR.

Annexure – F to the Boards' Report (Contd.)

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sl. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	8	7	87.50	1	12.50
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	8	7	87.50	1	12.50
WORKERS						
4.	Permanent (F)	The Company does not have any worker				
5.	Other than Permanent (G)					
6.	Total workers (F + G)					

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	NIL				
2.	Other than Permanent (E)	NIL				
3.	Total differently abled employees (D + E)	NIL				
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	The Company does not have any worker				
5.	Other than permanent (G)					
6.	Total differently abled workers (F + G)					

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	2	28.57
Key Management Personnel	3*	-	-

* Key Managerial Personnel are as defined under section 203(1) of the Companies Act, 2013

Annexure – F to the Boards' Report (Contd.)**22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)**

	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	11.11%	0	11.11%	16,67%	0	16.67%	0	0	0
Permanent Workers	The Company does not have any worker								

V. Holding, Subsidiary and Associate Companies (including joint ventures)**23. (a) Names of holding / subsidiary / associate companies / joint ventures**

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	PIC Properties Limited	Subsidiary	100	No
2	PIC Realcon Limited	Subsidiary	100	No
3	Atlas Iron & Alloys Limited (under process of striking off)	Subsidiary	96.83	No
4	Century Textiles and Industries Limited	Associate	33.11	No

VI. CSR Details**24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes**(i) **Turnover** (₹): 303,21,12,694(ii) **Net worth** (₹): 136,59,09,86,284

Annexure – F to the Boards' Report (Contd.)

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)*	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities		Not Applicable					
Investors (Other than shareholders)		Not Applicable					
Shareholders	No	0	0	-	1	0	-
Employees and workers	No	0	0	-	0	0	-
Customers	No	0	0	-	0	0	-
Value Chain Partners		Not Applicable					
Other (please specify)		Not Applicable					

26. Overview of the entity's material responsible business conduct issues

Considering the nature of business of the Company, there are no material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity for the Company.

Annexure – F to the Boards' Report (Contd.)

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)*	Yes, the Company has Board approved Business Responsibility and Sustainability Policy which covers each principle upto the extent applicable to the Company.								
b. Has the policy been approved by the Board? (Yes/No)	Yes								
c. Web Link of the Policies, if available	www.pilaniinvestment.com								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes, in the process of being implemented.								
3. Do the enlisted policies extend to your value chain partners? (Yes/ No)	No, considering the nature of business of the Company.								
4. Name of the national and international codes/ certifications/ labels/ adopted by your entity and mapped to each principle.	All relevant policies have been developed based on industry practices and as per applicable regulatory requirements.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	None, considering the nature of business of the Company.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not applicable								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements. Not required due to the limited nature of our business operations.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Key Managerial Personnel								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Shri D. K. Mantri, Director								

Annexure – F to the Boards' Report (Contd.)

10. Details of Review of NGRBCs by the Company:																																							
Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee																																						
	Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)																																						
	<table border="1"> <tr> <td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td><td>P</td> </tr> <tr> <td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td><td>9</td> </tr> </table>	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9	9
P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P																					
1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9	9																					
Performance against above policies and follow up action	As a practice, all the policies of the Company are reviewed periodically or on a need basis by respective Committees/Board of Directors and placed before the Board of Directors as and when required. During this assessment, the efficacy of these policies is also reviewed and necessary changes to policies and procedures are implemented.																																						
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is in compliance with the extant regulations, as applicable.																																						

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
No. Evaluation is a continuous process and is done internally.									

* The policies have been framed considering brief description and core elements mentioned in National Guidelines on Responsible Business Conduct issued by Ministry of Corporate affairs, Government of India.

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Annexure – F to the Boards' Report (Contd.)**SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE**

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

- 1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	On an ongoing basis, the Company carries out familiarisation programs for its directors, as required under the SEBI Listing Regulations and on an ongoing basis keep the Directors and KMPs abreast on matters relating to the industry, business models, risk metrics, mitigation and management, governing regulations, ESG, information technology including cyber security, their roles, rights and responsibilities and major developments and updates on the Company, etc.	A declaration from the Directors and Senior Management's affirmation to the Code of Conduct for Directors and Senior Management communicated to all stakeholders by the Chief Executive Officer, through the Annual Report.	
Key Managerial Personnel			
Employees other than Board and KMPs			
Workers – N.A			
	The Company does not have any worker.		

- 2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure**

Annexure – F to the Boards' Report (Contd.)

Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement			Nil		
Compounding fee					
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment					
Punishment			NIL		

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not Applicable

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has anti-corruption and anti-bribery policy and the same is available at www.pilaniinvestment.com.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

No such action taken during the financial year 2023-24 and 2022-23.

6. **Details of complaints with regard to conflict of interest:**

No such action taken during the financial year 2023-24 and 2022-23.

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption**

Annexure – F to the Boards' Report (Contd.)**and conflicts of interest.**

Not Applicable

8. Number of days of accounts payable ((Accounts payable*365)/Cost of goods/services procured) in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payable	22.65	26.06

9. Open-ness of business

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Not Applicable	Not Applicable
	b. Number of Trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
Concentration of Sales	a. Sales to dealers/ distributors as % of total sales	Not Applicable	Not Applicable
	b. Number of dealers/ distributors to whom sales are made		
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors		
Share of RPTs in	a. Purchases (Purchases with related parties/total purchases)	Not Applicable	Not Applicable
	b. Sales (Sales to related parties/total sales)		
	c. Loans and advances (Loans and advances given to related parties/ total loans and advances)		
	d. Investments (Investments in related parties / total investments)		

Annexure – F to the Boards’ Report (Contd.)

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe

The Company being engaged in investment and financing activities, the Company is not involved in any manufacturing activity or services under the purview of BRSR and hence not applicable.

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2023-24 Current Financial Year	FY 2022-23 (Previous Financial Year)	Details of improvements in environmental and social impacts
R & D	Not Applicable		
Capex			

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Not applicable.

- b. **If yes, what percentage of inputs were sourced sustainably?**

Not applicable.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Not applicable. The Company is engaged only in investment and financing activities and does not have any goods, raw materials and hazardous waste utilisation as a part of its products and services.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not applicable

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains

The capability of the Company’s talent pool is surmised on a work culture that nurtures quality talent and promotes a causative work environment combining the need to focus on performance and results with a caring and compassionate work ethics.

Annexure – F to the Boards' Report (Contd.)**Essential Indicators****1. a. Details of measures for the well-being of employees :**

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (B)	% (B/A)	Number (B)	% (B/A)	Number (B)	% (B/A)	Number (B)	% (B/A)
Permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-
Other than Permanent employees											
Male	The Company does not have any employee other than permanent employees.										
Female											
Total											

b. Details of measures for the well-being of workers: The Company does not have any Worker.

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	N.A	Y	100	N.A	Y
Gratuity	100	N.A	Y	100	N.A	Y
ESI	N.A					
Others-please Specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the office is accessible to differently abled employees.

Annexure – F to the Boards' Report (Contd.)

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Not Applicable, as the Company does not have any person with disability. However, it is committed towards the empowerment of persons with disabilities.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	No such instances reported		Not Applicable	
Female				
Total				

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	The Company does not have any Workers
Other than permanent Workers	
Permanent Employees	Yes. The Company strives to create a culture which is fair, open and transparent and where employees can openly present their views. The Company enables employees to work without fear, gender discrimination and harassment. The Company has Whistle Blower Policy to share grievances on various matters and a Policy on prevention, prohibition and redressal of Sexual Harassment of women at Workplace and has an Internal Complaints Committee in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which serves as grievance redressal mechanisms for its employees confidentially, anonymously and without fear of any retaliation.
Other than permanent employees	The Company does not have employees other than Permanent Employees

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

The Company is currently not part of any employee association(s) or Unions.

Annexure – F to the Boards' Report (Contd.)**8. Details of training given to employees and workers:**

Category	FY 2023-24 (Current Financial Year)					Total (D)	2022-23 (Previous Financial Year)			
	Total (A)	On health and safety measures		On skill upgradation			On health and safety measures		On skill Upgradation	
		Number (B)	% (B/A)	Number (C)	% (C/A)		Number (E)	% (E/D)	Number (F)	% (F/D)
	Employees									
Male	7	7	100	7	100	5	5	100	5	100
Female	1	1	100	1	100	1	1	100	1	100
	Workers									
Male	The Company does not have any worker									
Female										

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
	Employees					
Male	7	7	100	5	5	100
Female	1	1	100	1	1	100
Total	8	8	100	6	6	100
	Workers					
Male	The Company does not have any worker					
Female						
Total						

All employees of the Company undergo an annual performance appraisal process as determined by the Management. Further, the Nomination and Remuneration Committee and the Board evaluates the performance of the members of executive management and the company secretary on an annual basis.

10. Health and safety management system:**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Owing to the nature of business, per-se there are no critical occupational health and safety risks due to the nature of the work.

However, the Company is committed to provide a safe and healthy workplace by minimizing the risk of accidents, injury an exposure to health risks and it complies with applicable laws and regulations with respect to safety at workplace. Various facilities are available at office premises such as medical

Annexure – F to the Boards' Report (Contd.)

consultation with qualified Doctors including supply of medicines prescribed during working hours, facility of diet centre for providing healthy and hygienic food, proper ventilation and centralised air conditioner, hygiene & sanitation, emergency exits, first aid box, fire extinguisher, proper alarm system are installed at the office premises and the same are checked at regular intervals etc. Further, the employees are also given training at regular intervals regarding precautionary measures to be followed during emergency.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Given the nature of business, the same is not applicable.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Not applicable.

d. Do the employees of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	Not Applicable-	
Total recordable work-related injuries	Employees	-	-
	Workers	Not Applicable	
No. of fatalities	Employees	-	-
	Workers	Not Applicable	
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	Not Applicable	

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Please refer 10 (a) above.

Annexure – F to the Boards' Report (Contd.)**13. Number of Complaints on the following made by employees and workers:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	NIL					
Health & Safety						

14. Assessment for the year

	% of your offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No corrective actions pertaining to above mentioned parameters was necessitated during the year under review.

PRINCIPLE 4**Businesses should respect the interests of and be responsive to all its stakeholders****Essential Indicators****1. Describe the processes for identifying key stakeholder groups of the entity.**

The Company provides an equal opportunity and ensures that its practices are based on merit, irrespective of the person's ethnic background or gender. In additions, the Company practices affirmative actions and ensures that there is no discrimination of any type against socially disadvantaged sections or vulnerable and marginalised persons.

Individual or group concerned or interested with or impacted by the activities of the businesses and vice-versa or adds value to the business chain, now or in the future are identified as key stakeholder by the Company. Based on this the key stakeholders identified by the Company are its investors, lenders, government, shareholders, regulators, employees and the society.

The Company understands the impact of its decisions and associated operations on the stakeholders. The Company periodically engages with various stakeholders and strives to resolve differences, if any, with them in a just, fair, equitable and consistent manner and if warranted takes corrective measures.

The Company also engages with relevant stakeholders for enhancing the sustainable and responsible business practices, as and when required.

Annexure – F to the Boards' Report (Contd.)

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as vulnerable & marginalised group (Yes/ No)	Channels of communication (E-mail, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website) Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others- please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagements
Shareholder and Investor	No	Multiple channels – physical and digital including Emails, advertisements, Website, Annual General Meetings, quarterly results and various communications through stock exchanges.	Frequent and need- based	To inform about the performance, major developments and other relevant updates regarding the Company.
Government and Regulators	No	Multiple channels – physical and digital	Frequent and need- based	Discussions with regard to various regulations and amendments, inspections, approvals etc.
Employees	No	Multiple channels – physical and digital	Daily	To create a thriving, safe and inclusive workplace for its employees and providing merit-based opportunities for professional development and growth

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company considered necessary and if permitted by regulations, ensures transparent communication and access to relevant information about its decisions that impact relevant stakeholders, keeping in mind the need to protect confidential competitive plans and information.

Engagement with stakeholders is a continuous process, if so required. Such engagement is generally driven by the responsible business functions, with senior executives also participating based on the need of the engagement. The Board of Directors are updated on various developments (if any) arising out of such engagement and they provide their guidance / inputs on such matters.

Annexure – F to the Boards' Report (Contd.)

- 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Continuous engagement with stakeholders helps in aligning expectations, thereby enabling the Company to better serve its stakeholders.

The Company personnel as and when required or is needed interact with various stakeholders to understand their impact and expectations from the Company. Based on such interactions, the Company has enhanced its reporting on business responsibility.

- 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

Kindly refer to Annual Report on CSR activities as contained in the Annual Report 2023-24.

PRINCIPLE 5**Businesses should respect and promote human rights****Essential Indicators**

- 1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Total (A)	No. employees covered (B)	% (B/A)	Total (C)	No. employees covered (D)	% (D/C)
Employees						
Permanent	8	8	100	6	6	100
Other than permanent	0	0	-	0	0	-
Total Employees	8	8	100	6	6	100
Workers						
Permanent	The Company does not have any worker.					
Other than permanent						
Total Workers						

Annexure – F to the Boards' Report (Contd.)

2. Details of minimum wages paid to employees, in the following format:

Category	FY (Current Financial Year)				FY (Previous Financial Year)					
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent										
Male	7	-	-	7	100	5	-	-	5	100
Female	1	-	-	1	100	1	-	-	1	100
Other than Permanent										
Male	The Company does not have employees other than Permanent Employees									
Female										
Workers										
Permanent	The Company does not have any worker.									
Male										
Female										
Other than Permanent										
Male										
Female										

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	5	Only sitting fees is being paid	2	Only sitting fees is being paid
Key Managerial Personnel	3	49,55,483	-	-
Employees other than BoD and KMP	4	8,94,048	1	50,52,780
Workers	The Company does not have any worker.			

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

Annexure – F to the Boards' Report (Contd.)**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The Company strives to create a culture which is fair, open and transparent and where employees can openly present their views. The Company enables employees to work without fear, gender discrimination and harassment. The Company has Whistle Blower Policy to share grievances on various matters and a Policy on prevention, prohibition and redressal of Sexual Harassment of women at Workplace and has an Internal Complaints Committee in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which serves as grievance redressal mechanisms for its employees confidentially, anonymously and without fear of any retaliation.

The Company aims to not have a situation that leads to any grievance; should such a situation arise, the Chief Executive Officer handles grievance redressal for its employees. There are no instances of any grievance related to human rights issues during the financial year 2023-24.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour / Involuntary Labour						NIL
Wages						
Other human rights related issues						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013 in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	NIL	NIL
Complaints on POSH upheld	NIL	NIL

Annexure – F to the Boards' Report (Contd.)

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Provided in Policy of Sexual Harassment of Women at Workplace

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No, considering the nature of business of the Company.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Not Applicable. However, the Company complies with all applicable laws.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

Not Applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

There have been no human rights grievances / complaints warranting modification / introduction of business processes.

2. Details of the scope and coverage of any Human rights due diligence conducted.

Not Applicable

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes

4. Details of assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Not applicable
Discrimination at workplace	
Child Labour	
Forced Labour/ Involuntary Labour	
Wages	
Others – please specify	

Annexure – F to the Boards' Report (Contd.)

5. **Provide details of any corrective actions taken or underway to address significant risks concerns arising from the assessments at Question 4 above:**

Not applicable

PRINCIPLE 6**Businesses should respect and make efforts to protect and restore the environment**

The Company is committed to manage its business in a manner that preserves the environment. As the Company is engaged in the investment and financing activities, it does not have adverse impact to the environment but it commits to ensure to reduce wastage of electricity, office stationeries, water etc. The Company encourages the use of electronic methods of communication. The Company strives to promote culture of virtual meetings to reduce travel, eventually leading to reduction in its carbon footprint. The Company ensures utilization of natural and manmade resources in an optimal and responsible manner.

Essential Indicators

1. **Details of total energy consumption (in Gigajoules) in the following format:**

Parameters	FY2024	FY2023
Total electricity consumption (A)	Refer Note below	Refer Note below
Total fuel consumption (B)*	Nil	Nil
Energy consumption through other sources (C)	Nil	Nil
Total energy consumption (A+B+C)	Refer Note below	Refer Note below

*Note: Considering that the Company is only a part of office premises in a building, the disclosure pertaining to total electricity consumption is not quantifiable.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N).**

Not Applicable.

3. **Provide details of the following disclosures related to water withdrawal/discharged:**

Considering that the Company is only a part of office premises in a building, the disclosure relating to 'water withdrawal/discharged' is not quantifiable. However, the Company's usage of water is restricted to employees' consumption purposes only.

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

No.

5. **Please provide details of air emissions (other than GHG emissions) by the entity:**

Not Applicable.

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity:**

Considering the nature of business of the Company, the same is not applicable.

Annexure – F to the Boards' Report (Contd.)

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Not applicable considering the nature of business of the Company.

8. Provide details related to waste management by the entity:

Not applicable considering the nature of business of the Company.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Not applicable considering the nature of business of the Company.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details:

Not applicable considering the nature of business of the Company.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable considering the nature of business of the Company.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder.

Not applicable considering the nature of business of the Company.

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

The Company is affiliated with two (2) trade and industry chambers/associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Indian Chamber of Commerce	National
2	Federation of Indian Chambers of Commerce and Industry	National

Annexure – F to the Boards' Report (Contd.)

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
None		

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development #

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes/ No)	Relevant Web link
Not Applicable.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable.						

3. Describe the mechanisms to receive and redress grievances of the community.

Grievances of the community, if any, resolved through one to one meeting.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24 (Current Financial Year)	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs	Not applicable	
Sourced directly from within the district and neighbouring districts		

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non -permanent /on contract basis) in the following locations, as a % of total wage cost:

Annexure – F to the Boards' Report (Contd.)

Location	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	100%	100%

For more information, refer to the Annual Report on CSR Activities as contained in the Annual Report 2023-24.

PRINCIPLE 9

Businesses should engage with and provide value to their consumers in a responsible manner

The Company is engaged in investment and financing activities does not have any direct customers/consumers under the scope of Business Responsibility and Sustainability Report.

Essential Indicators

- Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Not applicable.

- Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	

- Number of consumer complaints in respect of the following:**

	FY 2023-24 (Current Financial Year)		Remarks	FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	-	-	-	-	-	-

Annexure – F to the Boards' Report (Contd.)**4. Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	-	-
Forced recalls	-	-

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. The Company has in force Risk Management Policy and Information Technology Policy which covers framework on cyber security and risks related to data privacy.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not Applicable

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches – None
- b. Percentage of data breaches involving personally identifiable information of customers: Not applicable
- c. Impact, if any, of the data breaches – Not applicable



This Management Discussion and Analysis Report is framed in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

1. Industry Structure and Developments

Non-Banking Financial Companies (NBFCs) bring in diversity and efficiency to the financial sector. In the recent past, NBFCs have played increasingly important role in resource mobilisation and credit intermediation, thereby helping commercial sector to make up for low bank credit growth. The Reserve Bank and the Government have taken several measures to address various challenges by enhancing systemic liquidity and strengthening the governance and risk management framework of NBFCs.

During the financial year 2023-24 the Indian economy showed remarkable resilience and growth, amidst a challenging global landscape. The year witnessed a real GDP growth estimated at 7.6% by the National Statistical Office as compared to growth rate of 7 % during 2022-23.

2. Opportunities and threats

India is emerging as the fastest growing major economy in the world. Despite various geopolitical tensions worldwide, the economic growth of India was ensured by the government through various financial stimulus packages and the focus on infrastructural development.

Your Company holds significant investments in Equity Shares of various diversified companies like Century Textiles and Industries Limited, Grasim Industries Limited, Hindalco Industries Limited, UltraTech Cement Limited, Vodafone Idea Limited, Kesoram Industries Limited etc. Therefore, the business prospects of the Company largely depend on the business prospects and performance of its investee companies. As a long-term strategy, the Company is looking forward for a sustainable growth in its investee companies in the coming years which would enhance the shareholder's value.

3. Segment-wise or product-wise performance

The main business of the Company is investment and financing activity and all these activities are carried out within India. As such there are no separate reportable segments or product wise performance reports applicable to the Company.

Annexure – G to the Boards' Report (Contd.)**4. Outlook**

The Company though is a Non-Banking Finance Company but it has submitted an application for registration as a Core Investment Company ("CIC") in terms of the Core Investment Companies (Reserve Bank) Directions, 2016. As required by RBI, the Company is in the process of submitting a fresh application in this regard.

The Company continues to hold significant strategic investments in various diversified and renowned companies as stated above. The Company will continue to focus on making long-term strategic investments besides consolidating existing investments through further investments in the Group Companies. Besides, the Company is also expanding its horizon by entering into the field of financing activities.

5. Risks and concerns

Being an Investment and Finance Company, the risk of the Company is basically attached to the performance of investee companies which are engaged in diversified fields. The Company has robust risk management and monitoring systems in place to minimise the impact of such risks.

6. Internal Control Systems and their Adequacy

The Company believes that a strong internal control framework is an important pillar of Corporate Governance. The Company has in place adequate internal financial control system which ensure orderly and efficient conduct of its business, safeguarding of its assets and accuracy and completeness of accounting records, timely preparation of reliable financial information and various regulatory and statutory compliances.

7. Discussion on financial performance with respect to operational performance

The following review are intended to convey Management's perspective on the financial and operating performance of the Company during the Financial Year 2023-24. This Report should be read in conjunction with the Company's financial statements and other information included in this Annual Report.

The Company has recorded very satisfactory performance during the Financial Year 2023-24 on Standalone as well as Consolidated basis. Below is a brief quantitative overview of the financial and operational performance of your Company during the reporting period.

A. Standalone Results:

The Company has recorded a satisfactory performance during the year under review. The Company has received during the year, Income by way of Dividend to the tune of ₹ 6,568.00 Lakhs, Interest of ₹ 23,546.80 Lakhs, Profit from sale of Investments of ₹ 28.56 Lakhs, and Rental Income of ₹ 177.50 Lakhs. The total income is ₹ 30,321.13 Lakhs as against total income of ₹ 29,302.21 Lakhs in the previous year. The Profit before depreciation and tax is ₹ 21,881.69 Lakhs. After providing for depreciation of ₹ 21.69 Lakhs and tax of ₹ 5,152.95 Lakhs, the Net Profit is 16,707.05 Lakhs as against ₹ 16,977.95 Lakhs in the previous year, decrease of around 1.60 %.

B. Consolidated Results:

On the consolidated front, the Company has received during the year, Income by way of Dividend to the tune of ₹ 4,843.05 Lakhs, Interest of ₹ 23,560.87 Lakhs, Profit from sale of Investments of ₹ 42.16 Lakhs, and Rental Income of ₹ 184.52 Lakhs. The total income is ₹ 28,630.95 Lakhs as against total income of ₹ 27,961.45 Lakhs in the previous year. The Consolidated Profit before depreciation and tax

Annexure – G to the Boards' Report (Contd.)

is ₹ 20,183.46 Lakhs. After providing for depreciation of ₹ 22.22 Lakhs and tax of ₹ 5,188.35 Lakhs, the Consolidated Net Profit but before Share of profit from Associate is ₹ 14,972.89 Lakhs. Share of Profit from an Associate is ₹ 1,672.87 Lakhs and Consolidated Profit after tax is ₹ 16,645.76 Lakhs as against ₹24,593.07 Lakhs in the previous year, decrease of around 32.32 %.

8. Material developments in Human Resources / Industrial Relations front, including number of people employed.

Employees' relations continued to be harmonious throughout the year with the management. Number of permanent employees on the roll of the Company was 8 as on 31st March, 2024.

Your Company believes that, its employees are its greatest strength and the most valuable asset. The management and staff have a mutual faith and trust. The Company provides equal opportunity to all employees and strives to inculcate high performance culture in the organisation.

9. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year, if any) in key financial ratios, alongwith detailed explanations thereof.

Particulars	2023-24	2022-23	Change (%)
(i) Debtors Turnover Ratio	757.64	803.68	(5.73)
(ii) Inventory Turnover Ratio	<i>The Company does not have any operational inventory as on date</i>		
(iii) Interest Coverage Ratio	3.94	4.40	(10.45)
(iv) Current Ratio	2.56	3.63	(29.48)
(v) Debt Equity Ratio	0.07	0.07	-
(vi) Operating Profit Margin (%)	72.10	75.70	(4.76)
(vii) Net Profit Margin (%)	55.10	58.13	(5.21)
(viii) Return of Net Worth (%)	8.13	8.76	(7.19)

Current Ratio has decreased by 29.48% due to increase in short term borrowings.



Report on Corporate Governance

The Company has been practicing the principles of good Corporate Governance, which comprise all activities that result in the control of the company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of Corporate Governance compliance by the company pursuant to the provisions contained in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as under:

A. Company's philosophy on Corporate Governance

Corporate Governance pertains to systems, by which companies are directed and controlled, keeping in mind long-term interest of Stakeholders. In sum, Corporate Governance is to achieve business excellence and dedicate itself to transparency in all its dealings and places and business efforts. The Company firmly believes in the spirit of Corporate Governance and the same has influenced its decisions and policies long before the guidelines became mandatory.

B. Board of Directors

(i) Composition of the Board:

The Board of Directors comprises of seven members consisting of all Non-Executive Directors who account for hundred percent of the Board strength as against minimum requirement of fifty percent as per the listing agreement. The Non-Executive Directors are eminent professionals/experts drawn from amongst persons with experience in business and industry, finance and law. The composition of the Board and other particulars are as under:-

Directors	Executive/ Non-Executive/ Independent	No. of outside Directorships held		No. of Outside Committees # (excluding**)	
		Domestic Companies		Member	Chairman
		Public	Private		
Smt. Rajashree Birla (DIN:00022995)	Non-Executive	5	7	-	-
Shri. D. K. Mantri (DIN: 00075664)	Non-Executive	3	13	-	-
Shri A. K. Kothari (DIN: 00051900)	Non-Executive*	4	4	4	-
Shri A. V. Jalan (DIN: 01455782)	Non-Executive	2	14	-	-
Shri Giriraj Maheswari(DIN: 00796252)	Non-Executive*	2	4	1	-
Shri Yazdi P. Dandiwala(DIN: 01055000)	Non-Executive*	5	2	7	1
Smt. Vanita Bhargava (DIN: 07156852)	Non-Executive*	4	-	4	-

Directors	No. of Board Meetings Attended	Attendance at the last AGM
Smt. Rajashree Birla	4	Yes
Shri D. K. Mantri	4	Yes
Shri A. K. Kothari	3	Yes
Shri A. V. Jalan	2	Yes
Shri Giriraj Maheswari	3	Yes
Shri Yazdi P. Dandiwala	4	Yes
Smt. Vanita Bhargava	2	Yes

(c) Agenda and Notes on Agenda are circulated to the Directors, in advance. All material information is incorporated in the Agenda and/or the said Notes for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the Notes on Agenda, the same is tabled before the meeting.

(d) Skills/Expertise/Competencies of the Board of Directors

The following is the list of core skills identified by the Board as required in the context of the Company's business and that the said skills are available with the Board Members:

- i. Knowledge – understand the Company's business, policies and culture, major risks/threats and potential opportunities and knowledge of the business in which the Company operates,
- ii. Behavioral Skills- attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
- iii. Strategic thinking and decisions making,
- iv. Financial and Management skills,
- v. Technical skills and specialized knowledge in relation to Company's business.

In the table below, the specific areas of focus & expertise of individual Board members have been highlighted.

Name of Director	Skills/ Expertise/ Competencies of the Board of Directors				
	Understanding Company's overall business model, policies and culture	Attributes and Competencies to use knowledge for effective growth	Strategic thinking and decision making	Financial and Management skills	Technical Skills and expertise knowledge of Company's business
Smt. Rajashree Birla	✓	✓	✓	✓	✓
Shri D. K. Mantri	✓	✓	✓	✓	✓
Shri A. K. Kothari	✓	✓	✓	✓	✓
Shri A. V. Jalan	✓	✓	✓	✓	✓
Shri Giriraj Maheswari	✓	✓	✓	✓	✓
Shri Yazdi P. Dandiwala	✓	✓	✓	✓	✓
Smt. Vanita Bhargava	✓	✓	✓	✓	✓

- (e) A separate meeting of the Independent Directors of the Company was held on 13th February, 2024. All the Independent Directors except Shri Giriraj Maheswari were present at the said meeting. The Board confirms that the Independent Directors fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that they are independent of the management.
- (f) Name of other listed entities where Directors of the Company are Directors and the category of Directorship

Sl. No.	Name of Director	Name of listed entities in which the concerned Director is a Director	Category of Directorship
1.	Smt. Rajashree Birla	Grasim Industries Limited	Non- Executive Non-Independent
		Hindalco Industries Limited	Non- Executive Non-Independent
		Ultratech Cement Limited	Non- Executive Non-Independent
		Century Enka Limited	Non- Executive Non-Independent
		Century Textiles and Industries Limited	Non- Executive Non-Independent
2.	Shri D. K. Mantri	-	-
3.	Shri A. K. Kothari	Albert David Limited	Executive Chairman
		Gillanders Arbuthnot & Co. Limited	Non-Executive Chairman
4.	Shri A. V. Jalan	Mangalam Cement Limited	Executive Co-Chairperson

Sl. No.	Name of Director	Name of listed entities in which the concerned Director is a Director	Category of Directorship
5.	Shri Giriraj Maheswari	Kajal Synthetics and Silk Mills Limited	Independent Director
6.	Shri Yazdi P. Dandiwala	Century Textiles and Industries Limited	Independent Director
		Hindalco Industries Limited	Independent Director
		Grasim Industries Limited	Independent Director
		Rashi Peripherals Limited	Independent Director
7.	Smt. Vanita Bhargava	GFL Limited	Independent Director
		Gujarat Fluorochemicals Limited	Independent Director
		Inox Wind Energy Limited	Independent Director

C. Code of Conduct

The Company has laid down a Code of Conduct for all the members of the Board of Directors including Independent Directors and Senior Management Personnel for avoidance of conflict of interest. It has received from all of them the necessary declarations affirming compliance with Code of Conduct for the year 2023-24. There were no material financial and commercial transactions during the year in which the Senior Management personnel had personal interest, which would lead to potential conflict of interest of the Company. The Code of Conduct is available on Company's website.

D. Audit Committee

(i) The Audit Committee of the Company is comprised of five Non-Executive directors viz.

- (1) Shri A. K. Kothari - Chairman
- (2) Shri A.V. Jalan
- (3) Shri Giriraj Maheswari
- (4) Shri Yazdi P. Dandiwala
- (5) Smt. Vanita Bhargava

Shri A. K. Kothari, Shri Giriraj Maheswari, Shri Yazdi P. Dandiwala and Smt. Vanita Bhargava are all Independent Non- Executive Directors.

(ii) Audit Committee meetings were held on 29-05-2023, 09-08-2023, 07-11-2023 and 13-02-2024. The attendance record of the Audit Committee Members is as under:-

Name of the Audit Committee Members	No. of meetings attended
Shri A. K. Kothari	4
Shri A.V. Jalan	2
Shri Giriraj Maheswari	3
Shri Yazdi P. Dandiwala	4
Smt. Vanita Bhargava	2

- (iii) At the invitation of the Company, Internal Auditors, Statutory Auditors, Chief Executive Officer, Chief Financial Officer and Company Secretary who is acting as Secretary of the Audit Committee also attended the Audit Committee meetings to answer and clarify queries raised at the said meetings.
- (iv) The role and terms of reference of the Audit Committee covers the matters specified for Audit Committees under Regulation 18(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.

E. Nomination and Remuneration Committee

- (i) The Nomination and Remuneration Committee of the Company is comprised of five Non-Executive Directors viz.

- (1) Shri A. K. Kothari - Chairman
- (2) Shri A.V. Jalan
- (3) Shri Giriraj Maheswari
- (4) Shri Yazdi P. Dandiwala
- (5) Smt. Vanita Bhargava

Shri A. K. Kothari, Shri Giriraj Maheswari, Shri Yazdi P. Dandiwala and Smt. Vanita Bhargava are all Independent Non- Executive Directors.

- (ii) Nomination and Remuneration Committee meetings were held on 09-08-2023, 07-11-2023 and 13-02-2024. The attendance record of the Nomination and Remuneration Committee Members is as under:-

Name of the Nomination and Remuneration Committee Members	No. of meetings attended
Shri A. K. Kothari	3
Shri A.V. Jalan	2
Shri Giriraj Maheswari	2
Shri Yazdi P. Dandiwala	3
Smt. Vanita Bhargava	2

- (iii) The terms of reference of the Nomination and Remuneration Committee cover all the areas mentioned under Regulation 19(4) – Part D of Schedule II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The Nomination, Remuneration and Compensation Policy has been approved by the Board of Directors. The Nomination, Remuneration and Compensation Policy is attached as Annexure B to the Boards' Report and is available on the Company website www.pilaniinvestment.com/investor.html.

Pursuant to the provisions of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Performance evaluation was carried out for the financial year 2023-24 by the Board in respect of its own

performance, the Directors individually including Independent Directors as well as the evaluation of the working of all the Committees of the Company. The Directors expressed their satisfaction with the evaluation process.

F. Corporate Social Responsibility Committee (CSR Committee)

- (i) The Corporate Social Responsibility Committee of the Company is comprised of five Non-Executive Directors viz.

- (1) Smt. Rajashree Birla - Chairperson
- (2) Shri D. K. Mantri
- (3) Shri A. K. Kothari
- (4) Shri A. V. Jalan
- (5) Shri Giriraj Maheswari

Shri A. K. Kothari and Shri Giriraj Maheswari are all Independent Non- Executive Directors.

Corporate Social Responsibility Committee meetings were held on 09-08-2023 and 13-02-2024. The attendance record of the Corporate Social Responsibility Committee Members is as under:-

Name of the Corporate Social Responsibility Committee Members	No. of meetings attended
Smt. Rajashree Birla	2
Shri D. K. Mantri	2
Shri A. K. Kothari	2
Shri A.V. Jalan	1
Shri Giriraj Maheswari	1

The aforesaid Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring and implementation of the framework of the CSR policy and recommending the amount to be spent on CSR activities. The Corporate Social Responsibility Policy as recommended by the CSR Committee has been approved by the Board of Directors. The Corporate Social Responsibility Policy is attached as Annexure - B to the Boards' Report and is available on the Company website www.pilaniinvestment.com/investor.html. The details of CSR Expenditure is attached as Annexure - C to the Board's Report.

The terms of reference of this Committee is to comply with the requirements of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014 and all other relevant compliances.

G. Stakeholders Relationship Committee

(i) The Stakeholders Relationship Committee is comprised of six Non-Executive Directors viz.

- (1) Shri D. K. Mantri - Chairman
- (2) Shri A. K. Kothari
- (3) Shri A.V. Jalan
- (4) Shri Giriraj Maheswari
- (5) Shri Yazdi P. Dandiwala
- (6) Smt. Vanita Bhargava

Shri A. K. Kothari, Shri Giriraj Maheswari, Shri Yazdi P. Dandiwala and Smt. Vanita Bhargava are all Independent Non- Executive Directors.

Shri R. S. Kashyap, Company Secretary has been designated as the Compliance Officer.

(ii) During the financial year ended on 31st March, 2024, only one meeting was held on 13-02-2024 and all the Committee members except Shri A. V. Jalan, Shri Giriraj Maheswari and Smt. Vanita Bhargava were present at the aforesaid meeting.

(iii) The Committee deals with the following issues:

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

During the year ended 31st March, 2024, no investor complaint/query was received and as on 31st March, 2024 there was no complaint/query pending for reply.

H. Other Committees

As per the regulations of Reserve Bank of India for NBFC Companies, the Company has constituted four other committees namely Risk Management Committee, Asset Liability Management Committee, Investment and Finance Committee and Information Technology (IT) Strategy Committee. The details regarding the composition and meetings of the aforesaid Committees are as under:

i) The Risk Management Committee is comprised of following Directors/Officials:

- (1) Shri D. K. Mantri - Chairman
- (2) Shri A. K. Kothari

- (3) Shri A.V. Jalan
- (4) Shri Giriraj Maheswari
- (5) Shri R. P. Pansari – Chief Executive Officer
- (6) Shri J. K. Singhania – Chief Financial Officer

Shri A. K. Kothari and Shri Giriraj Maheswari are all Independent Non- Executive Directors.

Risk Management Committee meetings were held on 10-07-2023 and 03-01-2024. The attendance record of the Risk Management Committee Members is as under:-

Name of the Risk Management Committee Members	No. of meeting attended
Shri D. K. Mantri	2
Shri A. K. Kothari	0
Shri A.V. Jalan	2
Shri Giriraj Maheswari	2
Shri R. P. Pansari	1
Shri J. K. Singhania	2

The terms of reference of the Risk Management Committee cover the matters as specified under Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ii) The Asset Liability Management (ALM) Committee is comprised of following Directors/Officials:

- (1) Shri D. K. Mantri - Chairman
- (2) Shri A. K. Kothari
- (3) Shri A.V. Jalan
- (4) Shri Giriraj Maheswari
- (5) Shri R. P. Pansari – Chief Executive Officer
- (6) Shri J. K. Singhania – Chief Financial Officer

Shri A. K. Kothari and Shri Giriraj Maheswari are all Independent Non- Executive Directors.

During the financial year ended on 31st March, 2024, only one meeting was held on 07-11-2023 and all the Committee members were present at the aforesaid meeting.

iii) The Investment and Finance Committee is comprised of the following Directors/Officials:

- (1) Shri D. K. Mantri - Chairman
- (2) Shri A. K. Kothari
- (3) Shri A.V. Jalan
- (4) Shri Giriraj Maheswari
- (5) Shri R. P. Pansari – Chief Executive Officer

(6) Shri J. K. Singhania – Chief Financial Officer

Shri A. K. Kothari and Shri Giriraj Maheswari are all Independent Non- Executive Directors.

During the financial year ended on 31st March, 2024, only one meeting was held on 07-11-2023 and all the Committee members were present at the aforesaid meeting.

iv) The Information Technology (IT) Strategy Committee is comprised of the following Directors/ Officials:

(1) Shri Giriraj Maheswari- Chairman

(2) Shri D. K. Mantri

(3) Shri A. V. Jalan

(4) Shri R. P. Pansari

(5) Shri J. K. Singhania

(6) Shri R. S. Kashyap

Shri Giriraj Maheswari is an Independent Non- Executive Director.

During the financial year ended on 31st March, 2024, two meetings were held on 28-09-2023 and 08-02-2024.

The attendance record of the Information Technology (IT) Strategy Committee Members is as under:-

Name of the Risk Management Committee Members	No. of meeting attended
Shri Giriraj Maheswari	1
Shri D. K. Mantri	N.A
Shri A.V. Jalan	N.A
Shri R. P. Pansari	N.A
Shri J.K. Singhania	2
Shri R. S. Kashyap	2

I. General Body Meetings

(a) Details of Annual General Meetings / Extra Ordinary General Meetings held during the preceding three years are as under:

Year	Date	Type	Location	Time
2020-2021	16-09-2021	AGM	Held through Video Conferencing	3.00 P.M.
2021-2022	09-09-2022	AGM	Held through Video Conferencing	4.00 P. M
2022-2023	05-09-2023	AGM	Held through Video Conferencing	4.00 P. M

(b) Whether any special resolutions passed in the previous three AGMs ? Yes

i) The following special resolution was passed at the 74th Annual General Meeting of the

Company held on 16-09-2021:

Re-appointment of Shri A. K. Kothari as an Independent Director for a second term of five consecutive years.

- ii) The following special resolution was passed at the 75th Annual General Meeting of the Company held on 09-09-2022:

Approval for continuation of Directorship of Smt. Rajashree Birla as a Non-Executive Director on attaining the age of 75 years.

- (c) Whether special resolutions were put through postal ballot last year ? Yes

The Company sought the approval of shareholders by way of special resolutions through notice of postal ballot dated 13-02-2024 for the re-appointment of Shri Giriraj Maheswari, Shri Yazdi Piroj Dandiwala and Smt. Vanita Bhargava as the Independent Directors of the Company for a second term of five consecutive years which were duly passed on 01-04-2024 (i.e the last date specified for remote e-voting) and the results of which were announced on 03-04-2024.

The brief details of Postal Ballot Process (during 2023-24) are given below:

Particulars	Date
Date of Notice of Postal Ballot	13-02-2024
Start of Voting Period	03-03-2024 at 9.00 A.M.
End of Voting Period	01-04-2024 at 5.00 P.M
Scrutinizer for Postal Ballot and E-voting	Smt. Shweta Dalmiya of M/s S. Dalmiya and Associates , Company Secretaries (FCS-12046 CP-19603)
Date of declaration of results	03-04-2024

The details of the voting pattern are given below:

Sl. No.	Resolutions passed through Postal Ballot and E-voting	Votes in favour of the Resolution (%)	Votes against the Resolution (%)
1.	Re-appointment of Shri Giriraj Maheswari (DIN: 00796252) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 17th April, 2024, up to 16th April, 2029	99.99	0.01
2.	Re-appointment of Shri Yazdi Piroj Dandiwala (DIN: 01055000) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 17th April, 2024, up to 16th April, 2029	99.99	0.01

3.	Re-appointment of Smt. Vanita Bhargava (DIN: 07156852) as an Independent Director of the Company for a second term of five consecutive years commencing with effect from 10th July, 2024, up to 9th July, 2029	99.99	0.01
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Procedure for Postal Ballot

The procedure for Postal Ballot is as per the applicable provisions contained in this behalf in the Companies Act, 2013 and Rules made thereunder namely The Companies (Management and Administration) Rules, 2014 including any amendment(s), statutory modification(s) and/ or re-enactment thereof for the time being in force and relevant MCA and SEBI Circulars.

- (d) Whether any Special Resolution is proposed to be conducted through postal ballot this year?

Currently, there is no proposal to pass any Special Resolution through Postal Ballot. Special Resolution(s) by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time.

J. Disclosures

- (i) There are no materially significant transactions with related parties viz. Promoters, Directors or the Management, their subsidiaries or relatives conflicting with Company's interest except as stated in Notes to Financial Statement.
- (ii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets during the last three years except imposing a fine by BSE Limited for non-disclosure of line item as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year 2022-23.
- (iii) The Company has adopted and complied with mandatory requirements relating to Corporate Governance norms as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (iv) The Company has in place Whistle Blower Policy (Vigil Mechanism) which is also available on the Company's website [https://pilaniinvestment.com/images/Pilani-Whistle Blower Policy New.pdf](https://pilaniinvestment.com/images/Pilani-WhistleBlowerPolicyNew.pdf). No personnel have been denied access to the Audit Committee to lodge their grievances, if any.
- (v) Policy on Material Subsidiaries and Policy on Related Party Transactions had been formulated and uploaded on the Company's website [https://pilaniinvestment.com/images/Pilani- Policy on Material Subsidiary New.pdf](https://pilaniinvestment.com/images/Pilani-PolicyonMaterialSubsidiaryNew.pdf) and [https://pilaniinvestment.com/images/Pilani-RPT Policy New.pdf](https://pilaniinvestment.com/images/Pilani-RPTPolicyNew.pdf) respectively.
- (vi) A Board Performance Evaluation Policy has also been formulated and uploaded on the Company's website [https://www.pilaniinvestment.com/images/Pilani- Board Performance Evaluation Policy.pdf](https://www.pilaniinvestment.com/images/Pilani-BoardPerformanceEvaluationPolicy.pdf).
- (vii) The Company has nothing to report as required under The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.
- (viii) Details of Familiarization/ Training program of Independent Director are available on the Company's

website [https://pilaniinvestment.com/images/Familiarisation Programme to Independent Directors3.pdf](https://pilaniinvestment.com/images/Familiarisation_Programme_to_Independent_Directors3.pdf).

- (ix) The Company has nothing to report with respect to commodity price risks and commodity hedging activities.
- (x) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) : Not applicable.
- (xi) A certificate from a Company Secretary in practice have been obtained and annexed with this Report confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of companies by the Board/Ministry of Corporate Affairs or any such Statutory Authority.
- (xii) During the financial year 2023-24, the Board has accepted all the recommendations of all of its committees.
- (xiii) Details with respect to demat suspense account/unclaimed suspense account: Not applicable
- (xiv) The Company has disclosed about the compliance of regulations in respect of Corporate Governance under the Listing Regulations on its website www.pilaniinvestment.com.
- (xv) Credit Ratings:

Name of Credit rating Agency	Rating (Short Term)	Rating (Long Term)
CARE	CARE A1+	-
CRISIL	CRISIL A1+	CRISIL AA/STABLE

- (xvi) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/network entity of which the Statutory Auditor is a part is given below:

₹ In Lakhs

Payment to Statutory Auditors	FY 2023-2024
Audit Fees	4.00
For Quarterly Review	2.40
Other Services	2.45
Total	8.85

- (xvii) The Chief Executive Officer and the Chief Financial Officer of the Company have certified to the Board with regard to the compliances made by them in terms of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and their Certificate forms a part of this Annual Report.

- (xviii) Details of Loans & Advances given by the Company & its subsidiaries in the nature of loans to firms/Companies in which Directors are interested: NIL

- (xix) The Company has also complied with the discretionary requirements as under:

- a) Modified opinion(s) in audit report : The Company confirms that its financial statements are with unmodified audit opinion.
 - b) Separate posts of Chairperson and Chief Executive Officer: The Company has a Non-Executive Chairperson and a Chief Executive Officer. They are not related to each other.
 - c) Reporting of Internal Auditor: Internal Auditors are invited to the meetings of the Audit Committee wherein they report directly to the Committee.
- (xx) The Company has in place a D&O policy. It covers all the Directors (including independent directors) and Key Managerial Personnel of the Company. The Board is of opinion that the quantum and risk presently covered is adequate.

K. Means of Communication

- (i) Quarterly results :
Which newspaper normally published in : The Financial Express, Kolkata and Aajkal, Kolkata
- (ii) Half-yearly report sent to each household of Shareholders : No
- (iii) Any website, where displayed : Yes – www.pilaniinvestment.com.
- (iv) Whether Management Discussion & Analysis is a part of Annual Report : Yes
- (v) Whether it also displays official news releases : Will be complied with whenever applicable/ made
- (vi) The Presentations made to institutional investors or to the analysts : Will be complied with whenever applicable/ made.

L. Management Discussion & Analysis Report

Your Company is an Investment and Finance Company and risk of the company consists principally of investment in shares and securities, loans and trade accounts receivable and investment in Mutual Funds. Internal control and monitoring systems are periodically evaluated to manage and minimize the risk.

The Company is fully committed to ensuring an effective internal control environment and periodically checks the adequacy and effectiveness of the internal control system. However, a detailed Management Discussion and Analysis Report is attached as an **Annexure – G** to the Board's Report.

M. General Shareholder Information

- (i) **Annual General Meeting to be held** :
Day & Date : Friday, 27th September, 2024
Venue : Through Video Conferencing ("VC") or Other Audio -Visual Means ("OAVM")
Time : 3.00 P.M.
- (ii) **Financial Calendar (tentative) for the year 2024-25** :

First Quarterly Results	: On or before 14 th August, 2024
Second Quarterly Results	: On or before 14 th November, 2024
Third Quarterly Results	: On or before 14 th February, 2025
Fourth Quarterly Results /Audited Yearly	
Results for the Year ended 31 st March, 2025	: Before end of May, 2025
(iii) Date of Book Closure	: Saturday, 21 st September, 2024 to Friday, 27 th September, 2024 (Both days inclusive)
(iv) Date of Dividend payment	: On or after 3 rd October, 2024

(v) Information pertaining to the Stock Exchanges:**(a) The Equity Shares of the Company are listed at the following Stock Exchanges :**

- (i) National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex, Bandra (East),
Mumbai - 400051
(Scrip Code: PILANIINVS)
- (ii) BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400001
(Scrip Code: 539883)

The Commercial Papers of the Company are listed on BSE Limited.

Listing fees for the year 2024-25 have been paid to both the Stock Exchanges.

(b) ISIN No. for the Company's ordinary shares in Demat Form: INE 417C01014**(c) Depository Connectivity : NSDL and CDSL****(d) Registrar and Transfer Agent :**

Niche Technologies Private Limited.,
3A, Auckland Place, 7th Floor, Room No. 7A
& 7B, Kolkata - 700017
Phone Nos. (033) 2280 6616/6617
E-mail: nichetechpl@nichetechpl.com

(e) Market Price Data

The details of monthly highest and lowest closing quotations of the equity shares of the Company at the National Stock Exchange of India Limited and BSE Ltd. during the financial year 2023-2024 are as under:

Quotation at National Stock Exchange of India Limited:

Month	High ₹	Low ₹	Volume (In Nos.)
April 2023	1,765	1,630	26,790
May 2023	1,872	1,752	37,616
June 2023	2,000	1,799	59,059
July 2023	2,050	1,851	98,451
Aug. 2023	2,079	1,943	1,51,663
Sept. 2023	2,475	1,990	4,75,273

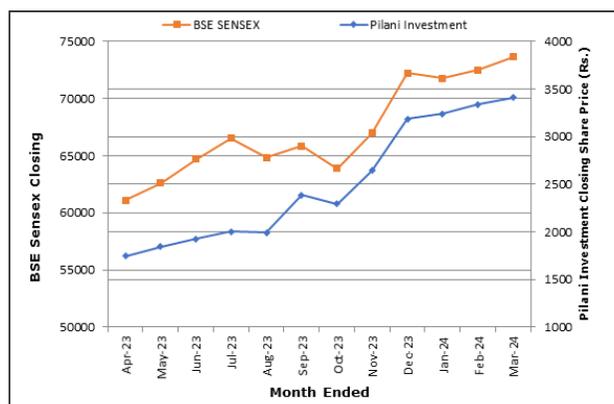
Month	High ₹	Low ₹	Volume (In Nos.)
Oct. 2023	2,545	2,032	2,58,031
Nov. 2023	2,815	2,279	2,26,334
Dec. 2023	3,322	2,660	2,63,000
Jan. 2024	3,397	2,876	1,79,198
Feb. 2024	3,848	2,900	4,18,562
Mar. 2024	3,985	3,113	2,75,604

Quotation at BSE Limited:

Month	High ₹	Low ₹	Volume (In Nos.)
April 2023	1,763	1,635	2,038
May 2023	1,872	1,758	4,791
June 2023	2,175	1,801	7,521
July 2023	2,081	1,865	8,671
Aug. 2023	2,160	1,946	14,099
Sept. 2023	2,469	1,992	34,639
Oct. 2023	2,553	2,223	34,292
Nov. 2023	2,812	2,280	19,400
Dec. 2023	3,330	2,660	23,639
Jan. 2024	3,393	2,894	15,491
Feb. 2024	3,837	2,900	32,748
Mar. 2024	3,983	3,115	34,470

Performance in comparison to broad based indices :

Pilani Investment vs BSE Sensex



(f) Share Transfer System for physical Shares :

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from 1st April, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

Request for transmission of shares and dematerialization of shares will continue to be accepted.

(vi) Distribution of Shareholding:

Distribution of shareholding as on 31st March, 2024

(a) According to Number of Equity Shares

Sl. No	No. of Equity Shares Held	No. of Folios	No. of Shares	% of Share holding
1	Upto 500	12,935	5,70,872	5.15
2	501 to 1,000	246	1,78,763	1.61
3	1,001 to 2,000	120	1,65,398	1.50
4	2,001 to 3,000	36	85,894	0.78
5	3,001 to 4,000	18	63,472	0.58
6	4,001 to 5,000	10	45,625	0.41
7	5,001 to 10,000	22	1,45,875	1.32
8	10,001 to 20,000	8	1,14,373	1.03
9	20,001 to 50,000	6	1,69,117	1.53
10	50,001 to 1,00,000	9	6,47,934	5.85
11	1,00,001 and above	5	88,84,927	80.24
	Total	13,415	1,10,72,250	100.00

(b) Categories of Shareholding :

Sl. No.	Category	No. of Folios	% of Folios	No. of Shares held	% of share holding
1	Promoters	7	0.05	63,71,560	57.55
2	Resident Individuals	12,965	96.65	12,94,187	11.70
3	Private Corporate Bodies	191	1.43	32,25,577	29.13
4	Financial Institutions / Nationalised Banks	3	0.02	27,580	0.25
5	Mutual Funds & Insurance	0	0	0	0
6	FIIS /FPI	4	0.02	51,980	0.47
7	NRI and OCBs	237	1.77	40,900	0.37
8	Others- Trusts/Clearing Members	6	0.05	35,339	0.31
9	IEPF Authority	2	0.01	25,127	0.22
	Total	13,415	100.00	1,10,72,250	100.00

(vii) Dematerialization of shareholding and liquidity:

As per SEBI's guidelines, your company's shares are compulsorily traded in Dematerialized Form for all the investors with effect from 27th November, 2001. As on 31st March, 2024, 1,10,38,469 Company's Equity shares representing 99.70% of the Company's total Equity Shares were held in dematerialized form and balance 33,781 Equity Shares representing 0.38% were held in physical form.

(viii) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity: NIL

(ix) Contact address for Shares and Share related matters:

For any assistance regarding Share transfers and transmission, change of address, duplicate/missing Share Certificates, Demat, redressal of Complaints and Grievances, non-receipt of dividends and other matters, please write to or contact the Share Department of the Company at the address given below :

Shri R. S. Kashyap, Pilani Investment and Industries Corporation Limited, Birla Building, 11th Floor, 9/1 R.N. Mukherjee Road, Kolkata-700001. Phone: - 033- 40823700 /2220 0600 (Extn. 2141). Email Id: pilani@pilaniinvestment.com.

For and on behalf of the Board of Directors

Rajashree Birla
Chairperson
(DIN:00022995)
Place : Mumbai

D.K. Mantri
Director
(DIN: 00075664)
Place : Kolkata

12th August, 2024

To the Members of
Pilani Investment and Industries Corporation Limited

Birla Building, 9/1 R.N. Mukherjee Road
Kolkata – 700001.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and management, we certify that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

Thanking you,

Yours faithfully,

K. C. DHANUKA & CO.

Company Secretaries

K. C. DHANUKA

Proprietor

FCS-2204, CP-1247

Peer Review Certificate No. 2776/2022

UDIN: F002204F000456119

Place : Kolkata

Date : 28th May, 2024

DECLARATION

The Board of Directors and Senior Management personnel have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the year 2023 - 24 in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kolkata
28th May, 2024

R. P. Pansari

Chief Executive Officer

CEO/CFO Certificate under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify to the Board that :-

- a. We have reviewed Financial Statements and the Cash Flow Statement for the financial year 2023-24 and that to the best of our knowledge and belief :-
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii. these statements, together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2023-24 which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept the responsibility of establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee
 - i. there have not been significant changes in internal control over financial reporting during the said financial year;
 - ii. there have not been significant changes in accounting policies during the said financial year and that the same have been disclosed in the notes to the financial statements ; and
 - iii. there has not been instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Kolkata
28th May, 2024

J. K. Singhania
Chief Financial Officer

R. P. Pansari
Chief Executive Officer

Certificate of Compliance with the Corporate Governance

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To

The Members of

Pilani Investment and Industries Corporation Limited

9/1, R. N. Mukherjee Road,

Kolkata – 700001

1. We have examined the compliance of conditions of Corporate Governance by Pilani Investment and Industries Corporation Limited ("the Company"), for the year ended March 31, 2024, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended ("SEBI Listing Regulations").

Management's Responsibility for compliance with the conditions of Listing Regulations

2. The compliance of conditions of corporate governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations

Auditor's Responsibility

3. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended 31st March, 2024.
5. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **KOTHARI & COMPANY**
Chartered Accountants
FR No. 301178E

MANASWY KOTHARI
(PARTNER)
Membership No. 064601
UDIN – 24064601BKDBGD7426

Kolkata
12th August, 2024

Independent Auditor's Report

To The Members

Pilani Investment and Industries Corporation Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Pilani Investment and Industries Corporation Limited ("the Company"), which comprise the standalone Balance Sheet as at 31st March 2024, the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of Cash Flows and the standalone Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards 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 31st March 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>Valuation of Investments</p> <p>As per provisions of Indian Accounting Standards the Company's Investments excluding investments in Subsidiaries and Associates are measured at fair value at each reporting date and this policy of measuring investments at fair value have significant impact on the Company's financial results.</p> <p>The valuation is performed by the Company using a fair value hierarchy as applicable below:</p> <ul style="list-style-type: none"> Level 1: valuations based on quoted prices (unadjusted) in active markets. 	<p>We understood and tested the key controls around the valuation processes including the independent price verification and valuation governance controls. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.</p> <p>Further, we assessed the valuation of all individual investments to determine whether the valuations performed by the Company were within a predefined tolerable differences threshold.</p> <p>As part of these audit procedures, we assessed the accuracy of key inputs used in the valuation including observable and non-observable inputs.</p>

Independent Auditor’s Report (Contd.)

Key Audit Matter	Auditor’s Response
<ul style="list-style-type: none"> Level 2: valuations based on other than quoted prices included within level 1 that are observable either directly or indirectly. Level 3: valuations based on unobservable inputs for the asset <p>The valuation of investments is inherently subjective – most predominantly for the level 2 and level 3 investments since these are valued using inputs other than quoted prices in an active market. Key inputs used in the valuation of individual level 2 investments are market price of quoted investments, illiquidity discount etc. In addition, the Company determines whether objective evidence of impairment exists for individual investments.</p>	<p>We also evaluated the Company’s assessment whether objective evidence of impairment exists for individual Investments.</p> <p>Based on these procedures, we have not noted any material differences outside the predefined tolerable differences threshold.</p>

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, Corporate Overview, Key Highlights, Directors Report, Report on Corporate Governance, Management Discussion and Analysis (MD&A) Report, Business Responsibility Report, etc., but does not include the consolidated financial statements, standalone financial statements and our auditor’s report thereon.

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

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

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

Management’s Responsibility for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone

financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

Independent Auditor's Report (Contd.)**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that

a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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 standalone 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 standalone financial statements.

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

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

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

Independent Auditor's Report (Contd.)

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the relevant 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;
 - e. On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness on the Company's internal financial control over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including

Independent Auditor's Report (Contd.)

- foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The dividend declared or paid during the
- year by the Company is in compliance with Section 123 of the Act
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **KOTHARI & COMPANY**
Chartered Accountants
FR NO. 301178E

MANASWY KOTHARI
(PARTNER)
Membership No. 064601
UDIN – 24064601BKDBEU1819

Date: 28th May, 2024
Place: Kolkata

Annexure – ‘A’ to the Independent Auditor’s Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirement’s section of our Report of even date)

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

We have audited the Internal Financial Controls over Financial Reporting of Piani Investment and Industries Corporation Limited (“the Company”) as of 31st March 2024 in conjunction with our audit of the standalone Ind AS 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 Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial

controls over financial reporting was established and maintained and if such controls operated effectively in all material respects

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

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

Annexure – ‘A’ to the Independent Auditor’s Report (Contd.)

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over

financial reporting were operating effectively as at 31st March 2024, based on the criteria for internal financial control over financial reporting 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 **KOTHARI & COMPANY**Chartered Accountants
FR NO. 301178E**MANASWY KOTHARI**

(PARTNER)

Membership No. 064601

UDIN – 24064601BKDBEU1819

Date: 28th May, 2024

Place: Kolkata

Annexure – 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED as at and for the year ended March 31, 2024.)

- i. In respect of the Company's Property, Plant and Equipment:
 - a. (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
 - (B) The Company does not have Intangible assets and hence reporting under this clause is not applicable.
 - b. As per information and explanation given to us by the management and as certified, fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
 - c. According to the information and explanations given to us and records examined by us the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreement are duly executed in favour of the lessee), are held in the name of the Company.
 - d. According to the information and explanations given to us and records examined by us there has been no revaluation of Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year end.
 - e. According to the information and explanations given to us and records examined by us there are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions(Prohibition) Act, 1988(45 of 1988) and rules made thereunder and hence, reporting under this clause is not applicable to the company.
- ii.
 - (a) The company does not have any inventory, hence reporting under this clause of CARO 2020 is not applicable.
 - (b) As per the information's and explanations given to us by the management there has been no sanctioned of working capital limits in excess of 5 crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; hence reporting under this clause is not applicable to the company.
- iii. During the year the company has made investments in companies and other parties. Further, during the year the company has not provided any guarantee or security to companies, firms Limited liability Partnerships or any other parties, however the company has granted unsecured loan to various body corporates
 - a. The Company is a NBFC company and hence reporting under this clause of CARO, 2020 is not applicable.
 - b. The terms and conditions of investments made and the grant of all loans and advances in the nature of loans provided are not prejudicial to the company's interest;
 - c. As per the information and explanations given to us and books examined by us in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts are regular;
 - d. As per the information and explanation given to us by the management, we found during the audit there is no amount has been overdue for more than ninety days and hence reporting under this clause is not applicable.
 - e. The Company is a NBFC company and hence reporting under this clause of CARO, 2020 is not applicable.
 - f. As per the information and explanation given to us by the management and books examined by us the company has not granted loans or advances repayable

Annexure – 'B' to the Independent Auditor's Report (Contd.)

on demand or without specifying any terms or period of repayment.

- iv. In our opinion, and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, the provisions of Section 185 and 186 of the Companies Act have been complied with.
- v. The company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder to the extent notified. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted from the public prior to the commencement of the Act.
- vi. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company and hence clause 3(vi) of the Order is not applicable.
- vii. (a) The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company on account of disputes, except for the following:

Nature of the statute	Nature of dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income tax on certain disallowances, etc.	295.06	(A.Y.) 2009-10, 2010-11, 2011-12, 2013-14, 2020-21	Deputy Commissioner Income tax , Appellate Tribunal, Kolkata

- viii. According to the information and explanation given to us and the records examined by us, there are no unrecorded transactions that 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 records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of

interest thereon to any lender as at the Balance Sheet date.

- (b) 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 utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.

- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the company we report that no funds raised on short term basis have been used for long term investment 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 funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures formed.
- (f) 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 raised loans during the year on pledged of securities held in its subsidiaries, associates or joint ventures.
- x. (a) According to the information and explanation given to us, no money has been raised by way of Initial Public Offer or Further Public Offer (including debt instrument). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) During the year the company has not made any preferential allotment or private placement for shares or fully or partly convertible debentures and hence reporting under clause [x(b)] of CARO 2020 is not applicable to the company.
- 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 material fraud by the Company or on the Company by its officers or employees, noticed or reported during the period, nor have we been informed of any such case by the management.
- (b) We have not filed any report under sub section (12) of section 143 of the companies Act in Form ADT-4 and hence reporting under clause [xi(b)] of CARO 2020 is not applicable to the company.
- (c) As per the information and explanation given to us by the company there are no whistle blower complaints received during the year
- xii. The Company is not a Nidhi Company and hence reporting under clause [(xii) (a) (b) & (c)] of the Order is not applicable.
- xiii. In our opinion and according to the information and explanation given to us the company is in compliance with section 177 and 188 of Companies Act, 2013, where applicable, for all transaction with the related parties and the details of related party transaction have been disclosed in the financial statement as required by the applicable standards.
- xiv. (a) In our opinion and according to the information and explanation given to us the Company has an internal audit system commensurate with the size and nature of its business
- (b) We have considered the internal audit reports of the company issued till 31st March,2024, for the period under audit.
- xv. The Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of Section 192 of the Companies Act are not applicable.
- xvi. (a) The Company is registered under section 45 – IA of the Reserve Bank of India Act, 1934 and registration certificate has been obtained thereof.
- (b) The company has not conducted any Non-Banking Financial activities without a valid Certificate of Registration as per the Reserve Bank of India Act, 1934.
- (c) According to information and explanation given to us The company is a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Yes, it continues to fulfil the criteria of a CIC. However, the

Annexure – 'B' to the Independent Auditor's Report (Contd.)

- company is in the process of registering it as a CIC with the Reserve Bank of India.
- (d) According to the information and explanations given to us by the management, the Group has one CIC which is registered with the Reserve Bank of India.
- xvii. The company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of Statutory Auditors during the year and accordingly reporting under this clause is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not
- an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. (a) In respect of other than ongoing projects, the company has transferred unspent amounts to a fund specified in Schedule VII of the Companies Act (the Act) within a period of six months of the expiry of the financial year in compliance with second proviso to sub section (5) of section 135 of the said Act.
- (b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

For **KOTHARI & COMPANY**
Chartered Accountants
FR NO. 301178E

MANASWY KOTHARI
(PARTNER)
Membership No. 064601
UDIN – 24064601BKDBEU1819

Date: 28th May, 2024
Place: Kolkata

Balance Sheet as at 31st March, 2024

(₹ In Lakhs)

Sl. No.	Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
ASSETS :				
(1) Financial assets				
(a)	Cash & cash equivalents	2	107.20	130.18
(b)	Bank balances other than cash and cash equivalents	3	4,363.43	631.78
(c)	Trade receivables	4	36.96	43.08
(d)	Loans	5	2,37,700.00	2,12,300.00
(e)	Investments	6	13,06,436.04	9,36,611.56
			15,48,643.63	11,49,716.60
(2) Non-Financial assets				
(a)	Current tax assets (net)	7	512.17	479.58
(b)	Investment property	8	77.58	92.61
(c)	Property, plant and equipment	9	20.26	24.91
(d)	Other non-financial assets	10	24.66	33.54
			634.67	630.64
	TOTAL ASSETS		15,49,278.30	11,50,347.24
LIABILITIES AND EQUITY:				
Liabilities				
(1) Financial liabilities				
(a)	Trade payables	11		
	(i) Total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		11.20	11.70
(b)	Borrowings (Debt securities)	12	94,856.29	41,073.94
(c)	Borrowings (Other than debt securities)	13	-	32,500.00
(d)	Other financial liabilities	14	30.82	174.38
			94,898.31	73,760.02
(2) Non-financial liabilities :				
(a)	Provisions	15	996.19	884.30
(b)	Deferred tax liabilities (net)	16	87,458.00	49,204.53
(c)	Other non financial liabilities	17	15.95	67.40
			88,470.14	50,156.23
(3) Equity				
(a)	Equity share capital	18	1,107.23	1,107.23
(b)	Other equity	19	13,64,802.62	10,25,323.76
			13,65,909.85	10,26,430.99
	TOTAL LIABILITIES AND EQUITY		15,49,278.30	11,50,347.24

Summary of significant accounting policies

See accompanying notes forming part of the financial statements

As per our Report of even date

For Kothari & Company

Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari

Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

1
2 to 53

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla

Chairperson
(DIN: 00022995)
Place: Mumbai

R. P. Pansari

Chief Executive Officer
Place: Kolkata

J. K. Singhania

Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

D. K. Mantri

Director
(DIN: 00075664)
Place: Kolkata

R. S. Kashyap

Company Secretary
Place: Kolkata

Statement of Profit and Loss for the year ended 31st March, 2024

(₹ In Lakhs)

Sl. No.	Particulars	Note No.	For the year ended on 31.03.2024	For the year ended on 31.03.2023
	Revenue from operations			
(i)	Interest income	20	23,546.80	22,510.80
(ii)	Dividend income	21	6,568.00	6,499.45
(iii)	Net gain on fair value changes	22	28.56	16.54
(iv)	Others	23	177.50	178.85
(I)	Total revenue from operations		30,320.86	29,205.64
(II)	Other income	24	0.27	96.57
(III)	Total income		30,321.13	29,302.21
	Expenses			
(i)	Finance costs	25	7,429.51	6,499.91
(ii)	Employee benefit expense	26	339.61	193.69
(iii)	Depreciation and amortization expense	27	21.69	27.18
(iv)	Other expenses	28	670.32	473.86
(IV)	Total expenses		8,461.13	7,194.64
(V)	Profit/(loss) before exceptional items and tax		21,860.00	22,107.57
(VI)	Exceptional items		-	-
(VII)	Profit/(loss) before tax		21,860.00	22,107.57
(VIII)	Tax expenses	29		
	1)Current tax		5,156.15	5,197.40
	2)Deferred tax		(3.20)	(1.58)
	3)Income Tax related to earlier years		-	(66.20)
			5,152.95	5,129.62
(IX)	Profit/(loss) for the year		16,707.05	16,977.95
(X)	Other comprehensive income	30		
(i)	Items that will not be reclassified to profit or loss		3,62,689.32	(16,529.16)
(ii)	Income tax relating to items that will not be reclassified to profit or loss		(38,256.67)	3,119.65
	Other comprehensive income		3,24,432.65	(13,409.51)
(XI)	Total comprehensive income for the year (comprising profit/(loss) and other comprehensive income for the year)		3,41,139.70	3,568.44
(XII)	Earnings per equity share (FV Rs. 10/-)	31		
	1) Basic (Rs)		150.89	153.34
	2) Diluted (Rs)		150.89	153.34

Summary of significant accounting policies

See accompanying notes forming part of the financial statements

As per our Report of even date

For Kothari & CompanyChartered Accountants
Firm Registration No.: 301178E**Manaswy Kothari**Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 20241
2 to 53**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited****Rajashree Birla**Chairperson
(DIN: 00022995)
Place: Mumbai**R. P. Pansari**Chief Executive Officer
Place: Kolkata**J. K. Singhania**Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024**D. K. Mantri**Director
(DIN: 00075664)
Place: Kolkata**R. S. Kashyap**Company Secretary
Place: Kolkata

Cash Flow Statement for the year ended 31st March, 2024

(₹ In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
A. Cash flow from operating activities		
Net Profit before Tax	21,860.00	22,107.57
Adjustments for:		
Depreciation	21.69	27.18
Net gain on fair value changes	(0.14)	(16.54)
Finance cost	7,429.51	6,499.91
Operating profit before working capital changes	29,311.06	28,618.12
Changes in working capital:		
Trade receivables	6.12	(13.48)
Loans and other advances	(25,400.00)	19,550.00
Other non-financial assets	8.89	7.87
Trade and other payables	(82.21)	36.49
Cash generated from operations	3,843.86	48,199.00
Direct tax paid	(5,188.75)	(5,066.52)
Net Cash Flow From/(Used In) in operating activities	(1,344.89)	43,132.48
B. Cash flow from investment activities		
Bank deposits other than cash and cash equivalents	(3,731.65)	(596.92)
Sale/(Purchase) of Investments (Net)	(7,136.43)	(1,628.63)
Purchase of property, plant and equipments	(2.01)	-
Net cash flow from/(used in) in investment activities	(10,870.09)	(2,225.55)
C. Cash flow from financing activities		
Borrowings (net)	21,282.35	(33,055.68)
Payment of dividend	(1,660.84)	(1,660.84)
Finance cost	(7,429.51)	(6,499.91)
Net cash flow from/(used In) in financing activities	12,192.00	(41,216.43)
Net increased/(decreased) in cash and cash equivalents (A+B+C)	(22.98)	(309.50)
Opening cash and cash equivalents	130.18	439.68
Closing cash and cash equivalents	107.20	130.18

Cash Flow Statement for the year ended 31st March, 2024 (Contd.)**Notes:**

1. Components of cash and cash equivalents: (₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
- Cash on hand	0.23	0.22
- In current accounts	106.97	129.96
Total	107.20	130.18

2. The above cash flow statement has been prepared under the "indirect method" as set out in the Ind AS - 7 on statement of cash flows specified under section 133 of the Companies Act, 2013.
3. Since the Company is an investment company, purchase and sale of investments have been considered as part of "Cash flow from investing activities" and interest earned of Rs. 23,546.80 lakhs (Previous year Rs. 22,510.80 lakhs) and dividend earned of Rs. 6,568.00 lakhs (Previous year Rs. 6,499.45 lakhs) have been considered as part of "Cash flow from operating activities".

As per our Report of even date

For Kothari & Company
Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari
Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla
Chairperson
(DIN: 00022995)
Place: Mumbai

R. P. Pansari
Chief Executive Officer
Place: Kolkata

J. K. Singhania
Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

D. K. Mantri
Director
(DIN: 00075664)
Place: Kolkata

R. S. Kashyap
Company Secretary
Place: Kolkata

Statement of Changes in Equity for the year ended 31st March, 2024

A Equity share capital

1. As on 31.03.2024

(₹ In Lakhs)

Particulars	No. of Equity Shares of Rs. 10 each	Balance at the beginning of the current reporting period (Amount)	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance at the end of the reporting year (Amount)
Issued, paid-up and subscribed	1,10,72,250	1,107.23	-	1,107.23	-	1,107.23

2. As on 31.03.2023

Particulars	No. of Equity Shares of Rs. 10 each	Balance at the beginning of the current reporting period (Amount)	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance at the end of the reporting year (Amount)
Issued, paid-up and subscribed	1,10,72,250	1,107.23	-	1,107.23	-	1,107.23

B Other equity

(₹ In Lakhs)

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and surplus			Equity instruments through other comprehensive income	Total
			Statutory reserve	General reserve	Retained earnings		
Balance at the beginning of the reporting year 01.04.2022	-	-	54,231.54	19,713.33	1,61,117.03	7,88,354.27	10,23,416.17
Changes in accounting policy/ prior period expenses	-	-	-	-	-	-	-
Restated Balance at the beginning of the reporting year 01.04.2022			54,231.54	19,713.33	1,61,117.03	7,88,354.27	10,23,416.17
Profit for the year					16,977.95	-	16,977.95
Other Comprehensive Income for the year net of income tax					1.24	(13,410.75)	(13,409.51)
Total comprehensive income for the year	-	-	-	-	16,979.19	(13,410.75)	3,568.44
Add: Realised gain/(loss) on Equity Shares (FVTOCI) transferred from Equity Instruments through Other Comprehensive Income			-	-	25.83	(25.83)	-
Less: Current Tax on Realised gain/(loss) on Equity Shares (FVTOCI) transferred from Equity Instruments through Other Comprehensive Income			-	-	-	-	-
Less: Transfer on account on Bonus Shares					-	-	-
Dividend paid during the Year	-	-	-	-	(1,660.84)	-	(1,660.84)
Transfer to statutory reserve			3,401.01	-	(3,401.01)	-	-
Balance at the end of the reporting year 31.03.2023	-	-	57,632.55	19,713.33	1,73,060.20	7,74,917.69	10,25,323.76
Changes in accounting policy/ prior period expenses	-	-	-	-	-	-	-
Restated Balance at the beginning of the reporting year 01.04.2023	-	-	57,632.55	19,713.33	1,73,060.20	7,74,917.69	10,25,323.76
Profit for the year					16,707.05		16,707.05

Statement of Changes in Equity for the year ended 31st March, 2024 (Contd.)

(₹ In Lakhs)

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserve and surplus			Equity instruments through other comprehensive income	Total
			Statutory reserve	General reserve	Retained earnings		
Other Comprehensive Income for the year net of income tax					1.38	3,24,431.27	3,24,432.65
Total comprehensive Income for the year	-	-	-	-	16,708.43	3,24,431.27	3,41,139.70
Add: Realised gain/(loss) on Equity Shares (FVTOCI) transferred from Equity Instruments through Other Comprehensive Income			-	-	-	-	-
Less: Current Tax on Realised gain/(loss) on Equity Shares (FVTOCI) transferred from Equity Instruments through Other Comprehensive Income			-	-	-	-	-
Dividend paid during the Year	-	-	-	-	(1,660.84)	-	(1,660.84)
Transfer to statutory reserve			3,341.69	-	(3,341.69)	-	-
Balance at the end of the reporting year 31.03.2024	-	-	60,974.24	19,713.33	1,84,766.10	10,99,348.96	13,64,802.62

As per our Report of even date

For Kothari & Company
Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari
Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla
Chairperson
(DIN: 00022995)
Place: Mumbai

D. K. Mantri
Director
(DIN: 00075664)
Place: Kolkata

R. P. Pansari
Chief Executive Officer
Place: Kolkata

J. K. Singhania
Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

R. S. Kashyap
Company Secretary
Place: Kolkata

Notes forming part of the Financial Statements

CORPORATE INFORMATION

Pilani Investment and Industries Corporation Limited is a limited company incorporated and domiciled in India. The registered office of the company is at "Birla Building", 9/1, R. N. Mukherjee Road, 11th floor, Kolkata – 700001, West Bengal, India.

The Company is registered with the Reserve Bank of India ("RBI") as a Systemically Important Non-Deposit Accepting Company ("NBFC"). As an NBFC, the Company is holding investments in its subsidiaries, other group companies, mutual funds and carries out only such activities as are permitted under the guidelines issued by RBI for NBFC.

Its shares are listed on the Bombay Stock Exchange (BSE), India, and the National Stock Exchange (NSE), India.

Significant Accounting Policies:

1. Statement of Compliance

These standalone financial statements are prepared and presented in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under section 133 read with sub-section (1) of section 210A the Companies Act, 2013, the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable. In addition, the applicable regulation of the Reserve Bank of India (RBI) and Guidance Notes/announcement issued by the Institute of Chartered Accountants of India (ICAI) are also applied.

1.1. Basis of Preparation

The standalone financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at reporting date.
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

1.2. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Division III to Schedule III to the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows".

The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amounts in the financial statements are presented in Indian Rupees in Lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupee to two decimal places.

Notes forming part of the Financial Statements (Contd.)

1.3. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowances.

i) Interest and Dividend Income

Interest income is recognised in the Statement of Profit and Loss and for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) is measured using the effective interest method (EIR).

The calculation of the EIR includes all fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL transaction costs are recognised in profit or loss at initial recognition.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses (ECLs).

For financial assets originated or purchased credit-impaired (POCI) the EIR reflects the ECLs in determining the future cash flows expected to be received from the financial asset.

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

ii) Net Gain or Fair Value Changes

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss.

iii) Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in rental income in the statement of profit and loss, unless the increase is in line with expected general inflation, in which case lease income is recognised based on contractual terms.

iv) Other Operational Revenue

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

1.4. Properties, Plant and Equipment (PPE)

PPE is recognised 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. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes all direct cost related to the acquisition of PPE and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy.

Land and buildings held for use are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Notes forming part of the Financial Statements (Contd.)

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work in progress".

Depreciation is recognised using reducing balance method so as to write off the cost of the assets (other than freehold land) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

Depreciation for additions to/deductions from, owned assets is calculated pro rata to the period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Assets held under finance leases are depreciated over the shorter of lease term and their useful life on the same basis as owned assets. However, when there is no reasonable certainty that the Company shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life prescribed under Schedule II to the Companies Act, 2013 or based on the useful life adopted by the Company for similar assets.

An item of property, plant and equipment is derecognised 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 recognised in profit or loss.

1.5. Investment Property

Investment properties are properties (including those under construction) held to earn rentals and / or capital appreciation are classified as investment property and are measured and reported at cost including transaction costs.

Depreciation is recognised using reducing balance method so as to write off the cost of the investment property less their residual values over their useful lives specified in schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.

Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life / residual value is accounted on prospective basis. Freehold land and properties under construction are not depreciated.

As investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal.

Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

1.6. Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Direct expenses and administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Notes forming part of the Financial Statements (Contd.)

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

Intangible assets are amortised on straight line basis over the estimated useful life. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

An intangible asset is 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 recognised in profit or loss when the asset is derecognised.

1.7. Impairment of Tangible and Intangible Assets other than Goodwill

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

i) in the case of an individual asset, at the higher of the net selling price and the value in use;

and

ii) in the case of a cash generating unit (the smallest identifiable Company of assets that generates independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit), except for allocated goodwill, is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss (other than impairment loss allocated to goodwill) is recognised immediately in the Statement of Profit and Loss.

1.8. Employee Benefits

i) Short Term Employee Benefits

Employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Notes forming part of the Financial Statements (Contd.)

ii) Post-employment benefits:

- a) Defined contribution plans: The Company's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.
- b) Defined benefit plans: The obligation in respect of defined benefit plans, which cover Gratuity are provided for on the basis of an actuarial valuation at the end of each financial year using project unit credit method. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of the year. Actuarial losses/gains are recognised in the Other Comprehensive Income in the year in which they arise.

Re-measurement, comprising actuarial gains and losses, is reflected immediately in the Balance Sheet with a charge or credit recognised in the Other Comprehensive Income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings, and will not be reclassified to profit or loss.

Defined benefit costs are categorised as follows:

- i) Service cost (including current service cost, past service cost, as well as gain and losses on curtailments and settlements);
- ii) Net interest expense or income; and
- iii) Re-measurement.

The Company presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'Employee Benefits Expense'.

The present value of the defined benefit plan liability is calculated using a discount rate, which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation, recognized in the Balance Sheet, represents the Company's liability based on actuarial valuation.

iii) Long term employee benefits:

The obligation recognised in respect of long term benefits such as long term compensated absences is measured at present value of estimated future cash flows expected to be made by the Company and is recognised in a similar manner as in the case of defined benefit plans vide (ii) (b) above.

iv) Termination benefits:

Termination benefits such as compensation under employee separation schemes are recognised as expense when the Company's offer of the termination benefit is accepted or when the Company recognises the related restructuring costs whichever is earlier.

1.9. Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the

Notes forming part of the Financial Statements (Contd.)

lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component based on the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

Company as a Lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease

Notes forming part of the Financial Statements (Contd.)

as an operating lease.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

1.10. Financial Instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

1) Financial Assets**a) Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

c) Debt instruments at amortised cost or at FVTOCI

The Company assesses the classification and measurement of a financial asset based on the contractual cash flow characteristics of the asset and the Company's business model for managing the asset.

For an asset to be classified and measured at amortised cost, its contractual terms should give rise to cash flows that are solely payments of principal and interest on the principal outstanding (SPPI).

For an asset to be classified and measured at FVTOCI, the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has more than one business model for managing its financial instruments which reflect how the Company manages its financial assets in order to generate cash flows. The Company's business models determine whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Company considers all relevant information available when making the business model assessment. However, this assessment is not performed on the basis of scenarios that the Company does not reasonably

Notes forming part of the Financial Statements (Contd.)

expect to occur, such as so-called 'worst case' or 'stresscase' scenarios. The Company takes into account all relevant evidence available such as:

- how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and
- how managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

The Company reassess its business models each reporting period to determine whether the business models have changed since the preceding period. For the current and prior reporting period the Company has not identified a change in its business models.

When a debt instrument measured at FVTOCI is derecognised, the cumulative gain/loss previously recognised in OCI is reclassified from equity to profit or loss.

In contrast, for an equity investment designated as measured at FVTOCI, the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to profit or loss but transferred within equity.

Debt instruments that are subsequently measured at amortised cost or at FVTOCI are subject to impairment.

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

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

e) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and
- either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

2) Financial liabilities

- a) Financial liabilities, including derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher.

All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.

Notes forming part of the Financial Statements (*Contd.*)

- b) A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

1.11. Write Off

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

1.12. Impairment

The Company recognises loss allowances for ECLs on the following financial instruments that are not measured at FVTPL:

- Loans and advances to customers;
- Debt investment securities;
- Trade and other receivable;
- Lease receivables;
- Irrevocable loan commitments issued; and
- Financial guarantee contracts issued.

Credit-impaired financial assets

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

It may not be possible to identify a single discrete event—instead, the combined effect of several events may have caused financial assets to become credit-impaired. The Company assesses whether debt instruments that are financial assets measured at amortised cost or FVTOCI are credit-impaired at each reporting date. To assess if corporate debt instruments are credit impaired, the Company considers factors such as bond yields, credit ratings and the ability of the borrower to raise funding.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment.

For financial assets where concessions are contemplated but not granted the asset is deemed credit impaired when there is observable evidence of credit-impairment including meeting the definition of

Notes forming part of the Financial Statements (Contd.)

default. The definition of default (see below) includes unlikelihood to pay indicators and a back-stop if amounts are overdue for 90 days or more.

Significant increase in credit risk

The Company monitors all financial assets and financial guarantee contracts that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Company's historical experience and expert credit assessment.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the Probability of Default will be more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

As a back-stop when loan asset not being a corporate loans becomes 30 days past due, the Company considers that a significant increase in credit risk has occurred and the asset is instage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL in respect of all retail assets. In respect of the corporate loan assets, shifting to Stage 2 has been rebutted using historical evidence from own portfolio to a threshold of 60 days past due, which is reviewed annually.

Purchased or originated credit-impaired (POCI) financial assets

POCI financial assets are treated differently because the asset is credit-impaired at initial recognition. For these assets, the Company recognises all changes in lifetime ECL since initial recognition as a loss allowance with any changes recognised in profit or loss. A favourable change for such assets creates an impairment gain.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Company considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Company; or
- the borrower is unlikely to pay its credit obligations to the Company in full.

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Company takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the admittance of bankruptcy petition by National Company Law Tribunal, which is not relevant for retail lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counter party are key inputs in this analysis. The Company uses a variety of sources of information to assess default which are either

Notes forming part of the Financial Statements (Contd.)

developed internally or obtained from external sources. The definition of default is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition is more appropriate for a particular financial instrument. With the exception of POCI financial assets (which are considered separately below), ECLs are required to be measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition (and consequently to credit impaired financial assets). For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

ECLs are a probability-weighted estimate of the present value of credit losses. These are measured as the present value of the difference between the cash flows due to the Company under the contract and the cash flows that the Company expects to receive arising from the weighting of multiple future economic scenarios, discounted at the asset's EIR.

- for financial guarantee contracts, the ECL is the difference between the expected payments to reimburse the holder of the guaranteed debt instrument less any amounts that the Company expects to receive from the holder, the debtor or any other party.

The Company measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics.

1.13. Modification and derecognition of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cashflows either immediately or at a future date. In addition, the introduction or adjustment of existing covenants of an existing loan may constitute a modification even if these new or adjusted covenants do not yet affect the cash flows immediately but may affect the cash flows depending on whether the covenant is or is not met (e.g. a change to the increase in the interest rate that arises when covenants are breached).

The Company renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness) and amendments to covenants.

When a financial asset is modified the Company assesses whether this modification results in derecognition. In accordance with the Company's policy a modification results in derecognition when it gives rise to substantially different terms. To determine if the modified terms are substantially different from the original contractual terms the Company considers the following:

- Qualitative factors, such as contractual cash flows after modification are no longer SPPI,
- Change in currency or change of counter party,
- The extent of change in interest rates, maturity, covenants.

Notes forming part of the Financial Statements (Contd.)

If these do not clearly indicate a substantial modification, then;

- a) In the case where the financial asset is derecognised the loss allowance for ECL is re-measured at the date of derecognition to determine the net carrying amount of the asset at that date.

The difference between this revised carrying amount and the fair value of the new financial asset with the new terms will lead to a gain or loss on derecognition. The new financial asset will have a loss allowance measured based on 12-month ECL except in the rare occasions where the new loan is considered to be originated-creditimpaired. This applies only in the case where the fair value of the new loan is recognised at a significant discount to its revised paramount because there remains a high risk of default which has not been reduced by the modification. The Company monitors credit risk of modified financial assets by evaluating qualitative and quantitative information, such as if the borrower is in past due status under the new terms.

- b) When the contractual terms of a financial asset are modified and the modification does not result in derecognition, the Company determines if the financial asset's credit risk has increased significantly since initial recognition by comparing:
- the remaining lifetime PD estimated based on data at initial recognition and the original contractual terms; with
 - the remaining lifetime PD at the reporting date based on the modified terms.

For financial assets modified, where modification did not result in derecognition, the estimate of PD reflects the Company's ability to collect the modified cash flows taking into account the Company's previous experience of similar forbearance action, as well as various behavioural indicators, including the borrower's payment performance against the modified contractual terms. If the credit risk remains significantly higher than what was expected at initial recognition the loss allowance will continue to be measured at an amount equal to lifetime ECL. The loss allowance on forborne loans will generally only be measured based on 12-month ECL when there is evidence of the borrower's improved repayment behaviour following modification leading to a reversal of the previous significant increase in credit risk.

Where a modification does not lead to derecognition the Company calculates the modification gain/loss comparing the gross carrying amount before and after the modification (excluding the ECL allowance). Then the Company measures ECL for the modified asset, where the expected cash flows arising from the modified financial asset are included in calculating the expected cash shortfalls from the original asset.

The Company derecognises a financial asset only when the contractual rights to the asset's cash flows expire (including expiry arising from a modification with substantially different terms), or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Company neither transfers nor retain substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/ loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognised in OCI is not subsequently re-classified to profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it

Notes forming part of the Financial Statements (Contd.)

no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain/loss allocated to it that had been recognised in OCI is recognised in profit or loss. A cumulative gain/loss that had been recognised in OCI is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts. This does not apply for equity investments designated as measured at FVTOCI, as the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to profit or loss.

1.14. Presentation of allowance for ECL in the Balance Sheet

Loss allowances for ECL are presented in the statement of financial position as follows:

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

1.15. Cash and bank balances:

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

1.16. Borrowing costs:

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

1.17. Accounting and reporting of information for Operating Segments:

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Company to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Segment accounting policies are in line with the accounting policies of the Company.

1.18. Foreign currencies:

- i) The functional currency and presentation currency of the Company is Indian Rupee. Functional currency of the Company and foreign operations has been determined based on the primary economic environment in which the Company and its foreign operations operate considering the currency in which funds are generated, spent and retained.
- ii) Transactions in currencies other than the Company's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Notes forming part of the Financial Statements (Contd.)

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

- iii) Financial statements of foreign operations whose functional currency is different than Indian Rupees are translated into Indian Rupees as follows:
 - A. assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet;
 - B. income and expenses for each income statement are translated at average exchange rates; and
 - C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

1.19. Taxation:

Current Tax:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years.

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

1.20. Provisions, contingent liabilities and contingent assets:

Provisions are recognised only when:

- i) a Company entity has a present obligation (legal or constructive) as a result of a past event; and
- ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

Notes forming part of the Financial Statements (Contd.)

- iii) a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

1.21. Commitment:

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- a) estimated amount of contracts remaining to be executed on capital account and not provided for;
- b) uncalled liability on shares and other investments partly paid;
- c) funding related commitment to associate companies; and
- d) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

1.22. Statement of cash flows:

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i) changes during the period in operating receivables and payables transactions of a non-cash nature;
- ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

1.23. Earnings per share:

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

Notes forming part of the Financial Statements (Contd.)

1.24. Key source of estimation:

The preparation of financial statements in conformity with Ind AS requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment & intangible assets, expected credit loss on loan books, future obligations in respect of retirement benefit plans, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

1.25. Recent Accounting Developments:

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") has amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of the Schedule III and are applicable from April 1, 2021. Some of the key amendments relating to Division III which relate to NBFC whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- i) Ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible assets under development to be given as per specified format.
- ii) Promoter Shareholding to be disclosed separately as per prescribed format.
- iii) CRAR, Tier I CRAR, Tier II CRAR and Liquidity coverage ratio to be disclosed

Statement of Profit and Loss:

Additional disclosures related to Corporate Social Responsibility (CSR) in the notes forming part of standalone financial statements.

The amendments are extensive and the Company has given effect as required by the law.

1.26. Changes in Accounting Standard and recent accounting pronouncements (New Accounting Standards issued but not effective):

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Notes forming part of the Financial Statements *(Contd.)*

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

Notes forming part of the Financial Statements (Contd.)

Note No. 2 : Cash & cash equivalents		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Cash on hand	0.23	0.22
Balances with banks		
- In current accounts	106.97	129.96
Total	107.20	130.18

Note No. 3 : Bank balances other than cash and cash equivalents		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Earmarked Balances with Bank		
-Unpaid Dividend Account	30.20	30.03
-Bonus Fraction Shares Account	0.62	0.64
Term Deposit of upto Twelve Months Maturity	4,332.61	601.11
Total	4,363.43	631.78

Note No. 4 : Trade Receivables		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Trade Receivables		
Receivables considered good - Unsecured	36.96	43.08
Total	36.96	43.08

Particulars	Outstanding for following periods from due date of payment as on 31st March, 2024					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
	(i) Undisputed Trade receivables – considered good	30.80	6.16	-	-	
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	30.80	6.16	-	-	-	36.96

Notes forming part of the Financial Statements (Contd.)

Trade Receivable ageing schedule

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment as on 31st March 2023					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	30.76	12.32	-	-	-	43.08
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	30.76	12.32	-	-	-	43.08

Note No. 5 : Loans

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(A) At amortised cost		
-to Related parties	-	-
-to Others	2,37,700.00	2,12,300.00
Total (A)	2,37,700.00	2,12,300.00
(B) At amortised cost		
Unsecured	2,37,700.00	2,12,300.00
Total (B)	2,37,700.00	2,12,300.00
(C)		
(I) Loans in India		
At amortised cost		
(i) Public sector	-	-
(ii) Others -Corporate Bodies	2,37,700.00	2,12,300.00
Total (C) (I)	2,37,700.00	2,12,300.00
(II)Loans outside India		
At amortised cost	-	-
Total (C) (II)	-	-
Total C(I) and C(II)	2,37,700.00	2,12,300.00

Notes forming part of the Financial Statements (Contd.)

Particulars	As at 31.03.2024	As at 31.03.2023
Following loans given on repayable on demand		
a) Amount of loan or advance in the nature of loan outstanding		
Type of Borrower		
Promoters	-	-
Directors	-	-
Key Managerial Personnels	-	-
Related Parties	-	-
Total	-	-

Particulars	As at 31.03.2024			As at 31.03.2023	
	Face Value (Rs.)	Nos./Unit	Amount	Nos./Unit	Amount
Note No. 6 : Investments					
(A) At fair value through profit or loss					
Investment in mutual funds					
ABSL Overnight Fund- Growth regular plan	1,000	5,839	75.14	2,65,361	3,200.50
(B) At fair value through other comprehensive income					
Investment in Equity instruments					
Quoted					
Aditya Birla Fashion & Retail Limited	10	39,88,866	8,199.08	39,88,866	8,550.10
Aditya Birla Capital Limited	10	3,36,01,721	58,937.42	3,36,01,721	51,595.44
Grasim Industries Limited	2	2,47,14,527	5,65,295.38	2,47,14,527	4,03,514.08
Hindalco Industries Limited	1	2,98,57,969	1,67,279.27	2,98,57,969	1,21,029.28
Vodafone Idea Limited (Formerly: Idea Cellular Limited)	10	10,90,28,530	14,446.28	10,90,28,530	6,323.65
Jayshree Tea & Industries Limited	5	2,844	2.66	2,844	2.24
Kesoram Industries Limited	10	4,63,48,750	79,325.89	4,63,48,750	27,160.37
Kesoram Textile Mills Limited	2	24,15,750	48.32	24,15,750	48.32
Mangalam Cement Limited	10	15,20,000	11,111.20	15,20,000	4,034.08
Ultra Tech Cement Limited	10	34,89,647	3,40,210.92	34,89,647	2,65,986.13
Quoted (Partly Paid Up)					
Grasim Industries Limited	0.50	17,35,395	17,786.06	-	-
Unquoted					
Birla Buildings Limited	10	15,000	1.52	15,000	1.52
Birla Consultants Limited	10	12,000	1.20	12,000	1.20
Birla Tyres Limited *	10	2,73,38,750	-	2,73,38,750	1,448.95
Essel Mining & Industries Limited	10	1,501	1.00	1,501	1.00

Notes forming part of the Financial Statements (Contd.)

Particulars	As at 31.03.2024			As at 31.03.2023	
	Face Value (Rs.)	Nos./Unit	Amount	Nos./Unit	Amount
Indo Thai Synthetics Co. Limited	Baht10	2,07,900	11.42	2,07,900	11.42
Indo Phil Textile Mills Inc. Manila	Peso10	2,11,248	2.03	2,11,248	2.03
The Industry House Limited	100	2,812	1.89	2,812	1.89
(C) Investments -Others (At cost)					
Subsidiaries (#)					
- PIC Properties Limited	10	50,002	5.00	50,002	5.00
-PIC Realcon Limited	10	50,000	5.00	50,000	5.00
Associates (#)					
- Century Textiles & Industries Limited	10	3,69,78,570	41,589.36	3,69,78,570	41,589.36
(D) Preference Share					
10% Series-B Non Cumulative Compulsorily Redeemable Preference Shares (Series B CRPS) of Jayashree Finvest Private Limited.	100	21,00,000	2,100.00	21,00,000	2,100.00
(E) Total – Gross (A+B+C+D)			13,06,436.04		9,36,611.56
(i) Investments outside India			13.45		13.45
(ii) Investments in India			13,06,422.59		9,36,598.11
Total (F)			13,06,436.04		9,36,611.56
(G) Total (E) to tally with (F)			-		-
Less: Allowance for Impairment loss (H)			-		-
(I) Total- Net = (E)-(H)			13,06,436.04		9,36,611.56

(#)As per para 10 of Ind AS 27, the Company has opted to value the investments in subsidiary entities and associate at cost.

The following shares, although are in physical possession of the company, have not been indicated above since the value thereof has been written off in earlier years :

QUOTED (Fully paid)		
Equity Instruments		
Jiyajeerao Cotton Mills Limited (In liquidation)	10	150
Kalyan Sundram Cement Industries Limited (In liquidation)	10	50,000
Umi Special Steels Limited (In liquidation)	10	1,00,000
UNQUOTED (Fully paid)		
In Subsidiary Companies		
Atlas Iron and Alloys Limited (Under process of striking off)	10	72,000

* The Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench vide its order dated October 19, 2023 has approved the resolution plan for Birla Tyres Limited under the Insolvency and Bankruptcy Code, 2016 (IBC) . As per the Resolution Plan approved by Hon'ble NCLT under IBC, the value of equity shares of Birla Tyres Limited shall be extinguished with Nil value. Accordingly, the value of Equity Shares of Birla Tyre Limited in the hands of the Company has been considered as NIL.

Notes forming part of the Financial Statements (Contd.)

Note No. 7 : Current tax assets (net)		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Advance Payment of Income Tax (net of Provision for Income Tax)	512.17	479.58
Total	512.17	479.58

Note No. 8 : Investment property		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Gross carrying amount		
Opening gross carrying amount	453.30	453.30
Additions	-	-
Disposals	-	-
Closing gross carrying amount	453.30	453.30
Accumulated depreciation		
Opening accumulated depreciation	360.69	342.36
Depreciation charged during the year	15.03	18.33
Deductions	-	-
Closing accumulated depreciation	375.72	360.69
Net carrying amount	77.58	92.61

8.1 The amounts recognized in Statement of Profit and Loss in relation to the investment properties :

Particulars	(₹ In Lakhs)	
	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Rental income derived From investment properties	138.59	139.50
Service charges derived From investment properties	38.91	39.35
Direct operating expenses (including repairs and maintenance)	164.70	171.27
Depreciation	15.03	18.33
Profit arising from investment properties before indirect expenses	(2.23)	(10.75)

Note No. 9 : Property, plant & equipment		(₹ In Lakhs)			
	Furnitures & Fixtures	Office Equipments	Vehicles	TOTAL	
Cost					
As at 1st April 2023	61.12	3.17	7.33	71.62	
Addition/ (Disposal)	-	2.01	-	2.01	
As at 31.03.2024	61.12	5.18	7.33	73.63	
Depreciation					
As at 1st April 2023	38.57	2.79	5.35	46.71	
Charge for the year	5.84	0.20	0.62	6.66	
As at 31.03.2024	44.41	2.99	5.97	53.37	

Notes forming part of the Financial Statements (Contd.)

Note No. 9 : Property, plant & equipment				(₹ In Lakhs)
	Furnitures & Fixtures	Office Equipments	Vehicles	TOTAL
Net Block				
As at 31st March 2023	22.55	0.38	1.98	24.91
As at 31st March, 2024	16.71	2.19	1.36	20.26

Note No. 10 : Other non financial assets		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
(a) Security deposits	17.45	17.45
(b) Other advances		
Others	7.21	16.09
Total	24.66	33.54

Note No. 11 : Trade Payables		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	11.20	11.70
	11.20	11.70
Other payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
Total	11.20	11.70

Trade Payables ageing schedule (₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment as on 31st March, 2024				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-
(ii)Others	11.20	-	-	-	11.20
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-
Total	11.20	-	-	-	11.20

Notes forming part of the Financial Statements (Contd.)

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment as on 31st March, 2023				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-
(ii)Others	11.70	-	-	-	11.70
(iii) Disputed dues –MSME	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-
Total	11.70	-	-	-	11.70

Note No. 12 : Borrowings (Debt securities)

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
At amortised cost		
(a) Unsecured - commercial paper		
From other parties	94,856.29	41,073.94
Total (A)	94,856.29	41,073.94
At amortised cost		
Borrowings in India	94,856.29	41,073.94
Borrowings outside India	-	-
Total (B)	94,856.29	41,073.94
Total (B) to tally with (A)		

Note: Details of terms of redemption/repayment and security provided in respect of debt securities:

(₹ In Lakhs)

Item	31-03-2024	31.03.2023
Commercial Paper	94,856.29	41,073.94

Commercial Paper of ₹1,00,000 lakhs will be repayable by 21st March, 2025.

Note No. 13 : Borrowings (other than debt securities)

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
At amortised cost		
(a) Unsecured - term loans		
From other parties	-	32,500.00
Total (A)	-	32,500.00
At amortised cost		
Borrowings in India	-	32,500.00
Borrowings outside India	-	-
Total (B)	-	32,500.00
Total (B) to tally with (A)		

Notes forming part of the Financial Statements (Contd.)

Note: Details of terms of redemption/repayment and security provided in respect of other than debt securities and borrowings:

Term loan from financial entities	31.03.2024	(₹ In Lakhs)	
		31.03.2023	Terms of redemption/ repayment
Term loan from financial entity 1	-	10,000.00	-
Term loan from financial entity 2	-	7,500.00	-
Term loan from financial entity 3	-	15,000.00	-

Note No. 14 : Other financial liabilities		(₹ In Lakhs)	
Particulars	As at 31.03.2024	As at 31.03.2023	
Interest accrued			
Interest accrued but not due on borrowings	-		141.21
Unclaimed dividends on equity shares	30.20		30.03
Unclaimed bonus fraction shares	0.62		0.64
Others			
Amount Due to employee	-		2.50
Total	30.82		174.38

Note No. 15 : Provisions		(₹ In Lakhs)	
Particulars	As at 31.03.2024	As at 31.03.2023	
Provision for employee benefits (Gratuity)	30.11		24.27
Provision for employee benefits (Leave)	15.28		10.83
Others			
Contingent provision against standard assets	950.80		849.20
Total	996.19		884.30

Note No. 16 : Deferred tax liabilities (net)		(₹ In Lakhs)	
Particulars	As at 31.03.2024	As at 31.03.2023	
The major components of the deferred tax liabilities / assets based on the tax effects of timing differences are as follows:			
Deferred tax liabilities (net)			
Equity Investment measured at Fair Value through OCI	87,474.39		49,217.75
Investment measured at Fair Value through Profit or Loss	0.04		0.17
Total	87,474.43		49,217.92
Deferred tax assets			
Difference between WDV of block of assets as per Income Tax and WDV of Fixed Assets as per books	5.02		4.55
Disallowed items u/s 43 B	11.41		8.84
	16.43		13.39
Total	87,458.00		49,204.53

Notes forming part of the Financial Statements (Contd.)

Note No. 17 : Other non financial liabilities		(₹ In Lakhs)		
Particulars	As at 31.03.2024		As at 31.03.2023	
	Statutory dues payable	15.95		67.40
Total	15.95		67.40	

Note No. 18 : Equity share capital

(i) Share capital authorised, issued, subscribed and paid up

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	(₹ In Lakhs)	No. of Shares	(₹ In Lakhs)
Authorised:				
Equity Shares of ₹10 each	2,50,00,000	2,500.00	2,50,00,000	2,500.00
Issued, subscribed and fully paid up shares:				
Equity Shares of ₹10 each	1,10,72,250	1,107.23	1,10,72,250	1,107.23

i. Reconciliation of number of shares

	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	(₹ In Lakhs)	No. of Shares	(₹ In Lakhs)
Opening number of equity Shares	1,10,72,250	1,107.23	1,10,72,250	1,107.23
Fresh issue/Bonus	-	-	-	-
Closing Number of equity shares	1,10,72,250	1,107.23	1,10,72,250	1,107.23

(ii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees.

During the year ended 31st March, 2024, the amount of per share dividend recognized as distributions to shareholders was ₹ 15/- (₹15/-) per share.

The Board of Directors at its meeting held on 28th May, 2024, have proposed a final dividend of ₹15/- per equity share for the financial year ended 31st March, 2024. The proposal is subject to the approval of the Shareholders at the forthcoming Annual General Meeting. Total cash out flow would be ₹1,660.84 Lakhs (₹1,660.84 Lakhs) and the same will be accounted for in the financial year 2024-25 in terms of Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014.

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.

Notes forming part of the Financial Statements (Contd.)

(iii) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	% holding	No. of Shares	% holding
Umang Commercial Company Private Limited	38,41,871	34.70	38,41,871	34.70
Padmavati Investment Private Limited	19,69,780	17.79	19,69,780	17.79
The Punjab Produce & Trading Co. Pvt. Limited	19,39,312	17.52	19,39,312	17.52
Gwalior Webbing Co. Pvt. Limited	6,35,835	5.74	6,35,835	5.74

(a) As per records of the company, including its register of shareholders, the above shareholding represents legal ownership of shares.

(iv) Details of Shareholding of Promoters as on 31.03.2024

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	No. of Shares	% of total shares	
Umang Commercial Company Private Limited	38,41,871	34.70	-
B. K Birla Foundation	24,529	0.22	-
Birla Educational Institution	23,100	0.21	-
Jay Shree Tea & Industries Limited	9,380	0.08	-
Padmavati Investment Private Limited	19,69,780	17.79	-
Prakash Educational Society	4,98,129	4.50	-
Zenith Distributors & Agents Limited	4,771	0.04	-
Total	63,71,560	57.54	-

Details of Shareholding of Promoters as on 31.03.2023

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	No. of Shares	% of total shares	
Umang Commercial Company Private Limited	38,41,871	34.70	34.70
Aditya Marketing and Manufacturing Private Limited (since merged with Umang Commercial Company Private Limited)	-	-	(34.70)
B. K Birla Foundation	24,529	0.22	-
Birla Educational Institution	23,100	0.21	-
Central India General Agents Limited *	420	0.00	-
Jay Shree Tea & Industries Limited **	9,380	0.08	0.08
Jayantika Investment & Finance Limited **	-	-	(0.08)
Padmavati Investment Private Limited	19,69,780	17.79	-
Prakash Educational Society	4,98,129	4.50	-
Zenith Distributors & Agents Limited	4,771	0.04	-
Total	63,71,980	57.54	

* Reclassified as public shareholder under Regulation 31A of SEBI (LODR), 2015

** Inter-se transfer of shares

Notes forming part of the Financial Statements (Contd.)

Note No. 19 : Other equity		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Other reserves		
(i) Statutory reserves		
Balance as at the beginning of the year	57,632.55	54,231.54
Addition during the year	3,341.69	3,401.01
Less: Transferred during the year	-	-
	60,974.24	57,632.55
(ii) General reserve		
Balance as at the beginning of the year	19,713.33	19,713.33
Addition during the year	-	-
Less: Transferred during the year	-	-
	19,713.33	19,713.33
(iii) Reserves representing unrealised gains/losses		
Equity instruments through other comprehensive income	7,74,917.68	7,88,354.26
Add / (Less) during the year	3,24,431.27	(13,410.75)
Less: Realised gain/(loss) on equity shares at FVTOCI transferred to retained earnings	-	(25.83)
	10,99,348.95	7,74,917.68
(iv) Retained earnings		
Surplus at the beginning of the year	1,73,060.20	1,61,117.03
Profit for the year	16,707.05	16,977.95
Remeasurement of net defined benefit through OCI net of tax	1.38	1.24
Realised gain/(loss) on equity shares at FVTOCI transferred from equity instruments through other comprehensive income	-	25.83
Current tax on realised gain/(loss) on equity shares at FVTOCI transferred from equity instruments through other comprehensive income	-	-
Dividend paid on equity shares	(1,660.84)	(1,660.84)
Transfer to statutory reserve	(3,341.69)	(3,401.01)
	1,84,766.10	1,73,060.20
Total	13,64,802.62	10,25,323.76

Notes: Nature and purpose of reserve

(i) Statutory reserve (Reserve u/s. 45-IA of the Reserve Bank of India Act, 1934 (the "RBI Act, 1934"))

Reserve is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

(ii) General reserve

Amounts set aside from retained profits as a reserve to be utilised for permissible specified purpose as per prevailing law for the time being.

Notes forming part of the Financial Statements (Contd.)

(iii) FVTOCI equity investments

The Company has elected to recognise changes in the fair value of investments in equity securities (other than investment in subsidiaries and associate) in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity.

(iv) Retained earnings

Surplus in the statement of profit and loss is the accumulated available profit of the Company carried forward from earlier years. These reserves are free reserves which can be utilised for any purpose as may be required.

Note No. 20 : Interest income		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Financial assets measured at amortised cost		
Interest on loans	23,540.44	22,509.07
Interest on deposits with banks	6.36	1.73
Total	23,546.80	22,510.80

Note No. 21 : Dividend income		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
- On investments		
Equity share instruments	6,568.00	6,499.45
Total	6,568.00	6,499.45

Note No. 22 : Net gain/(loss) on fair value changes		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Net gain/ (loss) on financial instruments at fair value through profit or loss		
On financial instruments designated at fair value through profit or loss		
On Mutual Fund	28.56	16.54
Others	-	-
Total Net gain/(loss) on fair value changes	28.56	16.54
Fair Value changes:		
Realised	28.42	15.87
Unrealised	0.14	0.67
Total	28.56	16.54

Notes forming part of the Financial Statements (Contd.)

Note No. 23 : Others		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Rent income	138.59	139.50
Service charges	38.91	39.35
Total	177.50	178.85

Note No. 24 : Other income		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Miscellaneous receipts and income	0.27	6.08
Excess Provision against Standard Assets of NBFCs (as per RBI Regulation) written back	-	78.20
Interest on others	-	12.29
Total	0.27	96.57

Note No. 25 : Finance cost		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
On financial liabilities measured at amortised cost		
Interest on borrowings (other than debt securities)	1,629.04	2,643.80
Interest on debt securities	5,800.47	3,856.11
Total	7,429.51	6,499.91

Note No. 26 : Employee benefit expense		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Salaries and wages	298.13	166.01
Contribution to provident and other funds		
-Provident Fund and pension fund	22.45	13.22
-Gratuity	7.25	5.91
Staff welfare expenses	11.78	8.55
Total	339.61	193.69

Note No. 27 : Depreciation and amortization expense		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Depreciation and amortization expense		
On property, plant and equipment	6.66	8.85
On investment property	15.03	18.33
Total	21.69	27.18

Notes forming part of the Financial Statements (Contd.)

Note No. 28 : Other expenses		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Rent, taxes and energy costs	62.48	79.48
Repairs and maintenance	102.22	91.79
Director's fees, allowances and expenses	15.60	14.80
Payments to the auditor		
As auditor	4.00	4.00
For Quarterly Review	2.40	2.46
For Other services	2.45	2.24
For reimbursement of out of pocket expenses	-	-
Corporate social responsibility expenses	278.92	198.45
Provision against Standard Assets of NBFCs (as per RBI Regulation)	101.60	-
Miscellaneous expenses	100.65	80.64
Total	670.32	473.86

Note No. 29 : Tax expenses

The components of income tax expense for the years ended 31st March, 2024 and 31st March, 2023 are:

		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Current tax	5,156.15	5,197.40
Deferred tax	(3.20)	(1.58)
Income Tax related to earlier years	-	(66.20)
Total tax charge	5,152.95	5,129.62
Current tax	5,156.15	5,131.20
Deferred tax	(3.20)	(1.58)

Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India at corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended 31 March 2024 and 2023 is as follows:

		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Accounting profit before tax	21,860.00	22,107.57
Applicable tax rate	25.17%	25.17%
Tax on Accounting Profit	5,502.16	5,564.48
Tax effect of:		
Exempted income	-	-
Tax on expense not tax deductible	74.18	51.67
Adjustment on account of change on tax rate	-	-

Notes forming part of the Financial Statements (Contd.)

Particulars	For the year ended 31st March, 2024	(₹ In Lakhs)
		For the year ended 31st March, 2023
Tax effect on various other items	(420.18)	(484.94)
Tax expenses recognised in the statement of profit and loss	5,156.15	5,131.20
Effective tax rate	23.59	23.21

Deferred tax

Particulars	For the year ended 31st March, 2024	(₹ In Lakhs)
		For the Year ended 31st March, 2023
Deferred tax asset/ liability (net)		
The movement on the deferred tax account is as follows:		
At the start of the year DTA / (DTL) (net)	(49,204.52)	(52,325.75)
Credit / (charge) for equity instruments through OCI	(38,256.64)	3,119.72
Credit / (charge) for remeasurement of the defined benefit	(0.04)	(0.07)
Credit / (charge) to the statement of profit and loss	3.20	1.58
At the end of year DTA / (DTL) (net)	(87,458.00)	(49,204.52)

Note No. 30 : Other comprehensive income

Particulars	For the year ended 31st March, 2024	(₹ In Lakhs)
		For the Year ended 31st March, 2023
Items that will not be reclassified to profit or loss		
Remeasurements of the defined benefit plans	1.41	1.31
Equity instruments through other comprehensive income:	3,62,687.91	(16,530.47)
	3,62,689.32	(16,529.16)

Note No. 31 : Earnings per share

Particulars	Year Ended 31st March, 2024	(₹ In Lakhs)
		Year Ended 31st March, 2023
(A) Basic earnings per share		
Computation of profit		
Net profit for the year attributable to equity shareholders (basic)	16,707.05	16,977.95
Computation of weighted average number of shares	Nos.	Nos.
Weighted average number of equity shares of ₹ 10 each used for calculation of basic earnings per share	1,10,72,250	1,10,72,250
Basic earnings per share of face value of ₹ 10 each (in ₹)	150.89	153.34
(B) Diluted earnings per share		
Profit attributable to equity shareholders (diluted)	16,707.05	16,977.95
Computation of weighted average number of shares	Nos.	Nos.
Weighted average number of equity shares as above	1,10,72,250	1,10,72,250
Diluted earnings per share of face value of ₹ 10 each (in ₹)	150.89	153.34

Notes forming part of the Financial Statements (Contd.)

Note No. 32 : Contingent liabilities and commitments (to the extent not provided for)		(₹ In Lakhs)
Particulars	As at 31st March, 2024	As at 31st March, 2023
(A) Contingent liabilities		
Income Tax	-	-
(i) Assessing officer has demanded income tax of ₹ 295.06 lakhs (Nil after Net of refund of ₹ 598.05 lakhs) (P.Y. ₹ 164.71 lakhs-Nil after Net of refund of ₹ 208.28 lakhs) against the certain disallowances etc. for the A.Y. 2009-2010, A.Y. 2010-2011, 2011-12 and 2020-21. The Company has filed application before the DCIT and appeal before CIT (A), Kolkata. Matter is still under sub-judice.		
(B) Commitments		
(i) Uncalled liability on partly paid shares held as investments	21,183.43	-

Note No. 33 : Corporate social responsibility ("CSR") expenses

As per Section 135 of the Companies Act, 2013 ('Act'), a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are healthcare including preventive healthcare, providing safe drinking water, sanitation facility, promoting education, old age home maintenance, environmental sustainability and promotion and development of traditional art and handicrafts. A CSR committee has been formed by the company as per the Act.

The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

The amounts expended are as follows:

		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a) amount required to be spent by the company during the year	282.20	210.71
(b) amount of expenditure incurred	266.66	198.45
(c) shortfall at the end of the year	15.54	12.26
(d) total of previous year shortfall	-	-
(e) reason for shortfall	The Company was in touch with various prospective implementing agencies/ beneficiaries in consonance with the CSR Policy and Annual Action Plan, but the same could not be materialised by 31st March, 2024 and 31st March, 2023.	
(f) nature of CSR activities		
(i) construction/acquisition of any assets	-	-
(ii) on purpose other than (i) above	266.66	198.45
(g) details of related party transactions,	NA	NA
(h) provision made with respect to a liability incurred by entering into contractual obligations	NA	NA

Notes forming part of the Financial Statements (Contd.)

Note No. 34 : Lease Disclosures

(a) As lessee

During the period ended March 31, 2024 the expense recognized in the statement of profit and loss includes:

- (i) Rental Expenses recorded for Short-term lease ₹ 29.64 Lakhs for the year ended 31 March, 2024 (Previous Year: ₹ 29.64 Lakhs)

(b) Operating lease commitments – as lessor

The Company has let out portions of office premises along with furniture and fixtures and other amenities on operating lease. It has recognised lease rental income amounting to ₹ 138.59 Lakhs and ₹ 139.50 Lakhs for the year ended 31st March 2024 and 2023 respectively in the statement of profit and loss.

Note No. 35 : Segment reporting

Operating segment are components of the Company whose operating results are regularly reviewed by the Chief Operating Decision Maker (“CODM”) to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Company is engaged primarily on the business of “Investments and Financing” activities only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Company are in India. All non-current assets of the Company are located in India. Accordingly, there are no separate reportable segments as per Ind AS 108 – “Operating segments”.

Note No. 36 : Related Party Disclosures

(a) Related party disclosures as required by Ind AS 24 - Related Party Disclosures.

List of related parties and relationships:

Sl. No.	Nature of relationship	
1	Subsidiary Companies	PIC Properties Limited
		PIC Realcon Limited
		Atlas Iron & Alloys Limited (under process of striking off)
2	Non-Executive Directors	Smt. Rajashree Birla
		Shri D. K. Mantri
		Shri A. K. Kothari
		Shri A. V. Jalan
		Shri Giriraj Maheswari
		Shri Yazdi P. Dandiwala
3	Key Management Personnel	Smt Vanita Bhargava
		Shri R. P. Pansari (CEO)
		Shri J. K. Singhania (CFO)
4	Other related parties	Shri R. S. Kashyap (Company Secretary)
		Associate Company

Notes forming part of the Financial Statements (Contd.)

Transactions with related parties are as follows:

(₹ In Lakhs)

Sl. No.	Nature of Transactions	Subsidiaries	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Sale of Shares	-	26.23

(₹ In Lakhs)

Sl. No.	Nature of Transactions	Non-Executive Directors	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Sitting Fees	15.60	14.80

(₹ In Lakhs)

Sl. No.	Nature of Transactions	Key Managerial Personnel	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Remuneration (including bonus and retirement benefits)	154.28	140.61

(₹ In Lakhs)

Sl. No.	Nature of Transactions	Other Related Parties	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Dividend Received	1,848.93	1,479.14

(₹ In Lakhs)

Sl. No.	Nature of Transactions	Outstanding as on	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Loans & Advances	-	-

All transactions with these related parties are priced on an arm's length basis. None of the balances is secured.

The remuneration of key management personnel are determined by the Nomination and Remuneration Committee having regard to the performance of individuals and market trends.

(b) Disclosures as per Regulation 53(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015).

Loans and advances in the nature of loans to companies in which directors are interested as under:

Sl. No.	Name	As at 31st March, 2024	Maximum Balance outstanding during the year ended 31st March, 2024
		-	-

Sl. No.	Name	As at 31st March, 2023	Maximum Balance outstanding during the year ended 31st March, 2023
		-	-

Notes forming part of the Financial Statements (Contd.)**Note No. 37 :**

Under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from October 2, 2006, certain disclosures are required to be made relating to micro, small and medium enterprises. There have been no reported cases of delays in payments to micro and small enterprises or of interest payments due to delays in such payments.

The disclosure as required by section 22 of MSMED Act has been given below:

Particulars	(₹ In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
Principal amount payable to suppliers as at year-end	-	-
Interest due thereon as at year end	-	-
Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which the interest relates	-	-
Amount of delayed payment actually made to suppliers during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

Note No. 38 :

No effect has been given in the accounts in respect of the following equity shares received by way of fully paid bonus shares on shares not belonging to the company and the shares of other companies apportionable to the holding of these shares received pursuant to scheme of arrangement, same are being held in trust by the company.

Sl. No.	Name of the company	No. of equity shares	Face value per share (₹)
(a)	Grasim Industries Ltd.	5755	2/-
(b)	Hindustan Motors Ltd.	440	10/-
(c)	Century Textiles & Industries Ltd	220	10/-
(d)	Tungabhadra Industries Ltd.	4	10/-
(e)	Hindustan Everest Tools Ltd.	60	10/-
(f)	Aditya Birla Capital Ltd.	8057	10/-
(g)	Ultratech Cement Ltd.	657	10-
(h)	Kesoram Textile Mills Limited	600	2/-

Notes forming part of the Financial Statements (Contd.)

Note No. 39 :

The Board of Directors recommended dividend of ₹ 15/- per equity share of face value of ₹ 10/- each, which is subject to approval by shareholders of the Company.

Note No. 40 :

Following table represents the recognised financial assets that are offset, or subject to enforceable master netting arrangements and other similar arrangements but not offset, as at 31st March 2024 and 31st March 2023. The column 'net amount' shows the impact of the Company's balance sheet if all the set-off rights were exercised.

(₹ In Lakhs)

	Effect of offsetting on the balance sheet			Related amount not offset		
	Gross amounts	Gross amounts offset in balance sheet	Net amount presented in balance sheet	Amount subject to master netting arrangement	Financial instrument collateral	Net Amount
31 March, 2024						
Loans and Advances	-	-	-	-	-	-
31 March, 2023						
Loans and Advances	-	-	-	-	-	-

Note No. 41 :

Disclosure pursuant to Ind-AS 7 "Statement of Cash Flows" - Changes in liabilities arising from financing activities:

(₹ In Lakhs)

Particulars	1st April, 2023	Cash flows	Changes in fair values	Others	31st March, 2024
Debt securities	41,073.94	53,782.35	-	-	94,856.29
Borrowings (other than debt securities)	32,500.00	(32,500.00)	-	-	-
Subordinated debt	-	-	-	-	-

(₹ In Lakhs)

Particulars	1st April, 2022	Cash flows	Changes in fair values	Others	31st March, 2023
Debt securities	67,129.62	(26,055.68)	-	-	41,073.94
Borrowings (other than debt securities)	39,500.00	(7,000.00)	-	-	32,500.00
Subordinated debt	-	-	-	-	-

Note No. 42 :

A. The Company had applied to the Reserve Bank of India ("RBI") for its conversion from Non-Banking Financial Company to Core Investment Company. However the Company has been advised by RBI to resubmit a new application as per new guidelines and the same is under process of submission.

Notes forming part of the Financial Statements (Contd.)

- B.** Disclosures in terms of RBI Master Direction for Non-Banking Financial Company-Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 have been given under Annexure-1 to these financial statements.

Note 43. Maturity analysis of assets and liabilities:

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

	As at 31st March, 2024			As at 31st March, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	107.20	-	107.20	130.18	-	130.18
Bank balance other than above	4,363.43	-	4,363.43	631.78	-	631.78
Trade receivable	36.96	-	36.96	43.08	-	43.08
Loans	90,000.00	1,47,700.00	2,37,700.00	2,12,300.00	-	2,12,300.00
Investments	-	13,06,436.04	13,06,436.04	-	9,36,611.56	9,36,611.56
Other financial assets	-	-	-	-	-	-
Non-financial assets						
Current tax assets (net)	512.17	-	512.17	473.88	-	473.88
Investment property	-	77.58	77.58	-	92.61	92.61
Property, plant and equipment	-	20.06	20.06	-	24.91	24.91
Other non-financial assets	7.21	17.45	24.66	16.09	17.45	33.54
Total assets	95,026.97	14,54,251.13	15,49,278.10	2,13,595.01	9,36,746.53	11,50,341.54
Liabilities						
Financial liabilities						
Trade payables						
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	11.20	-	11.20	11.70	-	11.70
Debt securities	94,856.29	-	94,856.29	41,073.94	-	41,073.94
Borrowings (other than debt securities)	-	-	-	17,500.00	15,000.00	32,500.00
Other financial liabilities	30.82	-	30.82	174.38	-	174.38
Non-financial liabilities						
Provisions	21.03	975.16	996.19	17.83	866.47	884.30
Deferred tax liabilities (net)	-	87,458.00	87,458.00	-	49,204.53	49,204.53
Other non-financial liabilities	15.95	-	15.95	67.40	-	67.40
Total liabilities	94,935.29	88,433.16	1,83,368.45	58,845.25	65,071.00	1,23,916.25
Net	91.68	13,65,817.97	13,65,909.65	1,54,749.76	8,71,675.53	10,26,425.29

Note No. 44 : Employee benefit plan

Disclosure in respect of employee benefits under Ind AS 19 - Employee Benefit are as under:

(a) Defined contribution plan

The Company's contribution to provident fund are considered as defined contribution plans. The Company's contribution to provident fund aggregating ₹ 20.50 lakhs (31st March, 2023: ₹ 12.15 lakhs) has been recognised in the statement of profit and loss under the head employee benefits expense.

(b) Defined benefit plan:

Gratuity

Financial assets not measured at fair value

The Company operates a defined benefit plan (the “gratuity plan”) covering eligible employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member’s length of service and salary at retirement age/ resignation date.

The defined benefit plans expose the Company to risks such as actuarial risk, liquidity risk, legislative risk.

These are discussed as follows:

Actuarial risk: It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse salary growth experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Liquidity risk: Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the Company, there can be strain on the cash flows.

Legislative risk: Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

The status of gratuity plan as required under Ind AS-19 is as under

		(₹ In Lakhs)	
Particulars	As at 31st March, 2024	As at 31st March, 2023	
i. Reconciliation of opening and closing balances of defined benefit obligation			
Present value of defined benefit obligations at the beginning of the year	24.27	22.72	
Current service cost	5.51	4.36	
Past service cost	-	-	
Interest cost	1.74	1.54	
Acquisition adjustment			
Benefit paid	-	(3.04)	

Notes forming part of the Financial Statements (Contd.)

		(₹ In Lakhs)	
Particulars	As at 31st March, 2024	As at 31st March, 2023	
	-	-	
Change in demographic assumptions	-	-	
Change in financial assumptions	0.22	(0.32)	
Experience variance (i.e. Actual experience vs assumptions)	(1.63)	(0.99)	
Present value of defined benefit obligations at the end of the year	30.11	24.27	
ii. Reconciliation of opening and closing balances of the fair value of plan assets			
Fair value of plan assets at the beginning of the year			
Transfer in / (out) plan assets	-	-	
Expenses deducted from the fund	-	-	
Interest income	-	-	
Return on plan assets excluding amounts included in interest income	-	-	
Assets distributed on settlements	-	-	
Contributions by the Company	-	-	
Assets acquired in an amalgamation in the nature of purchase	-	-	
Exchange differences on foreign plans	-	-	
Benefits paid	-	-	
Fair value of plan assets at the end of the year	-	-	
iii. Reconciliation of the present value of defined benefit obligation and fair value of plan assets			
Present value of defined benefit obligations at the end of the year	30.11	24.27	
Fair value of plan assets at the end of the year	-	-	
Unrecognised past service cost	-	-	
Net asset / (liability) recognized in the balance sheet as at the end of the year	(30.11)	(24.27)	
iv. Composition of plan assets			
v. Expense recognised during the Year			
Current service cost	5.51	4.36	
Past service cost	-	-	
Interest cost	1.74	1.54	
Expenses recognised in the statement of profit and loss	7.25	5.90	
vi. Other comprehensive income			
Components of actuarial gain/losses on obligations:			
Due to change in financial assumptions	0.22	(0.32)	
Due to experience adjustments	(1.63)	(0.99)	
Return on plan assets excluding amounts included in interest income	-	-	
Components of defined benefit costs recognised in other comprehensive income	(1.41)	(1.31)	
vii. Principal actuarial assumptions			

Notes forming part of the Financial Statements (Contd.)

Particulars	(₹ In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
Discount rate (per annum)	6.97%	7.17%
Rate of return on plan assets (p.a.)	-	-
Annual increase in salary cost	5.00%	5.00%
Mortality Rate (% of IALM 2012-14) (31 03 2022: % of IALM 2012-14)	100%	100%

viii. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and withdrawal rates. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Defined benefit obligation (Base)	(₹ In Lakhs)			
	As at 31st March, 2024	30.11	As at 31st March, 2023	24.27
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)	31.31	29.07	25.18	23.50
(% change compared to base due to sensitivity)	3.99%	-3.46%	3.72%	-3.19%
Salary growth rate (- / + 1%)	29.02	31.35	23.46	25.21
(% change compared to base due to sensitivity)	-3.62%	4.12%	-3.35%	3.84%
Attrition Rate (-/+50%)	29.98	30.22	24.12	24.41
(% change compared to base due to sensitivity)	0.44%	0.39%	-0.64%	0.58%
Mortality Rate (-/+10%)	30.08	30.14	24.25	24.30
(% change compared to base due to sensitivity)	-0.11%	0.10%	-0.11%	0.10%

ix. Asset liability matching strategies

The Company account for the liabilities based on the actuarial valuation report and paid from its own resources whenever liabilities is crystallized. The projected liability statements is obtained from the actuarial valuer.

x. Effect of plan on the Company's future cash flows

a) Maturity profile of defined benefit obligation

The average outstanding term of the obligations (years) as at valuation date is 5 years.

	(₹ In Lakhs)
	Cash Flow
Expected cash flows over the next (valued on undiscounted basis):	
1 Year	20.45
2 to 5 Years	1.22
6 to 10 Years	2.72
More than 10 Years	19.49

Notes forming part of the Financial Statements (Contd.)

Note No. 45 :

Contribution to political parties during the year 2023-24 is Rs. Nil (previous year Rs. Nil)

Note No. 46 :

There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2024

Note No. 47 : Events after the reporting period

There has been no events after the reporting date that require disclosure in financial statements.

Note No. 48 : Financial instrument and fair value measurement

A. Accounting classifications and fair values

The carrying amount and fair value of financial instruments including their levels in the fair value hierarchy presented below:

(₹ In Lakhs)

As at 31st March 2024	Carrying amount				Fair Value			
	Amortised Cost	At fair value through profit or loss	Fair Value Through Other Comprehensive Income	Others (At Cost)	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value								
Investments	-	75.14	12,62,661.54	-	12,62,717.62	-	19.06	12,62,736.68
Financial assets not measured at fair value								
Cash and cash equivalents	107.20	-	-	-	-	-	-	-
Bank balance other than cash and cash equivalents	4,363.43	-	-	-	-	-	-	-
Trade Receivables	36.96	-	-	-	-	-	-	-
Loans	90,000.00	-	-	-	-	-	-	-
Investments in subsidiaries and associates	-	-	-	41,599.36	-	-	-	-
Investment in Preference Share	-	-	-	2,100.00	-	-	-	-
Other Financial Assets	-	-	-	-	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	11.20	-	-	-	-	-	-	-
Debt securities	94,856.29	-	-	-	-	-	-	-
Borrowings (other than debt securities)	-	-	-	-	-	-	-	-
Other financial liabilities	30.82	-	-	-	-	-	-	-

Notes forming part of the Financial Statements (Contd.)

As at 31st March, 2023

(₹ In Lakhs)

	Carrying amount				Fair Value			Total
	Amortised Cost	At fair value through profit or loss	Fair Value Through Other Comprehensive Income	Others (At Cost)	Level 1	Level 2	Level 3	
Financial assets measured at fair value								
Investments	-	3,200.50	8,89,711.70	-	8,92,893.14	-	19.06	8,92,912.20
Financial assets not measured at fair value								
Cash and cash equivalents	130.18	-	-	-	-	-	-	-
Bank balance other than cash and cash equivalents	631.78	-	-	-	-	-	-	-
Trade receivables	43.08	-	-	-	-	-	-	-
Loans	2,12,300.00	-	-	-	-	-	-	-
Investments in subsidiaries and associates	-	-	-	41,599.36	-	-	-	-
Investment in preference share	-	-	-	2,100.00	-	-	-	-
Other Financial Assets	-	-	-	-	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	11.70	-	-	-	-	-	-	-
Debt securities	41,073.94	-	-	-	-	-	-	-
Borrowings (other than debt securities)	32,500.00	-	-	-	-	-	-	-
Other financial liabilities	174.38	-	-	-	-	-	-	-

- 1) The Company has not disclosed the fair values for cash and cash equivalents, bank balances, Trade Receivables, Loans, term deposits, trade payables and other financial liabilities as these are short term in nature and their carrying amounts are a reasonable approximation of fair value.
- 2) The carrying amount of the investments in Subsidiaries and Associates are valued at Cost.

Reconciliation of level 3 fair value measurement is as follows:

	As at 31st March, 2024	As at 31st March, 2023
i) Investments		
Balance at the beginning of the year	19.06	19.46
Gain included in OCI	-	-
Net change in fair value (unrealised)	-	-
Addition during the year	-	(0.40)
Impairment in value of investments	-	-
Amount derecognised / repaid during the year	-	-
Amount written off	-	-
Balance at the end of the year	19.06	19.06

Notes forming part of the Financial Statements (Contd.)

B. Measurement of fair values

i) Valuation techniques and significant unobservable inputs

The carrying amounts of financial assets and liabilities which are at amortised cost are considered to be the same as their fair values as there is no material differences in the carrying values presented.

ii) Financial instruments - fair value

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurement).

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices;

Level 2: The fair value of financial instruments that are not traded in active market is determined using valuation technique which maximizes the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value on instrument are observable, the instrument is included in level 2; and

Level 3: If one or more of significant input is not based on observable market data, the instrument is included in level 3.

iii) Transfers between levels I and II

There has been no transfer in between level I and level II.

iv) Valuation techniques

Investment in equity instruments

The majority equity instruments held by the Company are actively traded on stock exchanges with readily available active prices on a regular basis. Such instruments are classified as level 1.

Investments in mutual Funds are valued as per the NAV prevailing at the end of the financial years and such investments are classified as level 1.

Equity investments in unquoted instruments are fair valued using the valuation technique and accordingly classified as level 3.

C. Capital

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the NBFC's Sector regulator and supervisor, RBI. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The Company has complied in full with all its externally imposed capital requirements over the reported period. Equity share capital and other equity are considered for the purpose of Company's capital management.

C.1 Capital management

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic

Notes forming part of the Financial Statements (Contd.)

conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

C.2 Regulatory capital

Ratio	Numerator	Denominator	As at 31st March, 2024	As at 31st March, 2023
CRAR	(CRAR Tier 1 + CRAR Tier II) x 100	Risk Weighted Assets	49.57	61.46
CRAR- Tier I Capital (%)	Adjusted Net Worth x 100	Total Risk Weighted Assets	49.57	61.46
CRAR- Tier II Capital (%)	Adjusted Net Worth x 100	Total Risk Weighted Assets	-	-
Amount of subordinated debt raised as Tier-II capital			-	-
Amount raised by issue of perpetual debt instruments			-	-

CRAR for 2022-23 & 2023-24 has been calculated on the basis of RBI Circular No. RBI/19-20/170 DOR (NBFC). CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020.

Note No. 49 : Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Investments, Loan, Trade Receivables and Cash and Cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed to reflect changes in market conditions and the Company's activities.

The Company's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

1) Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations and arises principally from the Company's receivables from customers and loans.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

The Company's exposure to credit risk for loans and advances by type of counterparty is as follows:

Notes forming part of the Financial Statements (Contd.)

(₹ In Lakhs)

	Carrying Amount	
	As at 31st March, 2024	As at 31st March, 2023
Trade Receivables	36.96	43.08
Loans	2,37,700.00	2,12,300.00

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the trade receivables are categorised into groups based on days past due.

Investments

The major investments of the Company is in the group companies which includes investment in subsidiaries companies and an associate.

The company has also made investments in the units of mutual funds on the basis of risk and returns of the respective scheme.

Cash and cash equivalent and Bank deposits

Credit risk on cash and cash equivalent and bank deposits is limited as the Company generally invests in term deposits with banks.

2a) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Company is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Company manages its liquidity by term loans, inter-corporate deposit and investment in mutual funds.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities based on contractual undiscounted payments along with its carrying value as at the balance sheet date.

(₹ In Lakhs)

	Upto 12 months	More than 12 months	Total
As at 31st March 2024			
Debt securities	94,856.29	-	94,856.29
Borrowings	-	-	-
Trade payable	11.20	-	11.20
Other Financial Liabilities	30.82	-	30.82
As at 31st March 2023			
Debt securities	41,073.94	-	41,073.94
Borrowings	17,500.00	15,000.00	32,500.00
Trade payable	11.70	-	11.70

Notes forming part of the Financial Statements (Contd.)

Other Financial liabilities	174.38	-	174.38
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2b) Liquidity Coverage Ratio (LCR)

The Liquidity Coverage Ratio (LCR) is one of the key parameters closely monitored by RBI to enable a more resilient financial sector. The objective of the LCR is to promote an environment wherein balance sheet carry a strong liquidity for short term cash flow requirements. To ensure strong liquidity NBFCs are required to maintain adequate pool of unencumbered High-Quality Liquid Assets (HQLA) which can be easily converted into cash to meet their stressed liquidity needs for 30 calendar days. The LCR is expected to improve the ability of financial sector to absorb the shocks arising from financial and/or economic stress, thus reducing the risk of spill over from financial sector to real economy.

For the purpose of HQLA the Company considered: (1) All the contractual debt repayments, (2) committed credit facilities contracted with customers, and (3) other expected cash outflows. Inflows comprises of: (1) expected receipt from all performing ICDs, and (2) liquid investment which are encumbered and have not been considered as part of HQLA.

Quantitative information on Liquidity Coverage Ratio (LCR) for the year ended March 31, 2024 is given below:

Particulars		(₹ in Crore)							
		Quarter - 1		Quarter - 2		Quarter - 3		Quarter - 4	
		Total Un-weighted	Total Weighted						
		Value (average)	Value (average)						
High Quality Liquid Assets									
1	Total High Quality Liquid Assets (HQLA)	8,510.03	4,277.25	9,672.38	4,836.80	11,041.90	5,521.62	10,728.93	5,364.99
Cash Outflows									
2	Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3	Unsecured wholesale funding	72.00	82.80	561.00	645.15	314.00	361.10	44.00	50.60
4	Secured wholesale funding	-	-	-	-	-	-	-	-
5	Additional requirements, of which	-	-	-	-	-	-	-	-
(i)	Outflows related to derivative exposures and other collateral requirements	-	-	-	-	-	-	-	-
(ii)	Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
(iii)	Credit and liquidity facilities	-	-	-	-	-	-	-	-

Notes forming part of the Financial Statements (Contd.)

(₹ in Crore)

Particulars		Quarter - 1		Quarter - 2		Quarter - 3		Quarter - 4	
		Total Un-weighted	Total Weighted						
		Value (average)	Value (average)						
6	Other contractual funding obligations	0.85	0.98	1.92	2.21	0.49	0.56	0.16	0.18
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	TOTAL CASH OUTFLOWS	72.85	83.78	562.92	647.36	314.49	361.66	44.16	50.78
Cash Inflows									
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	-	-	-	-	-	-	-	-
11	Other cash inflows	0.43	0.32	0.43	0.32	0.43	0.32	0.37	0.27
12	TOTAL CASH INFLOWS	0.43	0.32	0.43	0.32	0.43	0.32	0.37	0.27
			Total Adjusted Value						
13	TOTAL HQLA		4,277.25		4,836.80		5,521.62		5,364.99
14	TOTAL NET CASH OUTFLOWS		83.46		647.04		361.34		50.51
15	LIQUIDITY COVERAGE RATIO (%)		5,124.91		747.53		1,528.10		10,621.64

Quantitative information on Liquidity Coverage Ratio (LCR) for the year ended March 31, 2023 is given below:

(₹ in Crore)

Particulars		Quarter - 1		Quarter - 2		Quarter - 3		Quarter - 4	
		Total Un-weighted	Total Weighted						
		Value (average)	Value (average)						
High Quality Liquid Assets									
1	Total High Quality Liquid Assets (HQLA)	6,595.21	3,315.93	7,784.97	3,892.86	8,173.43	4,087.76	7,936.60	3,968.94
Cash Outflows									

Notes forming part of the Financial Statements (Contd.)

(₹ in Crore)

Particulars		Quarter - 1		Quarter - 2		Quarter - 3		Quarter - 4	
		Total Un-weighted	Total Weighted						
		Value (average)	Value (average)						
2	Deposits (for deposit taking companies)	-	-	-	-	-	-	-	-
3	Unsecured wholesale funding	325.00	373.75	295.00	339.25	70.00	80.50	66.00	75.90
4	Secured wholesale funding	-	-	-	-	-	-	-	-
5	Additional requirements, of which	-	-	-	-	-	-	-	-
(i)	Outflows related to derivative exposures and other collateral requirements	-	-	-	-	-	-	-	-
(ii)	Outflows related to loss of funding on debt products	-	-	-	-	-	-	-	-
(iii)	Credit and liquidity facilities	-	-	-	-	-	-	-	-
6	Other contractual funding obligations	0.96	1.11	2.40	2.76	0.47	0.54	0.67	0.78
7	Other contingent funding obligations	-	-	-	-	-	-	-	-
8	TOTAL CASH OUTFLOWS	325.96	374.86	297.40	342.01	70.47	81.04	66.67	76.68
Cash Inflows									
9	Secured lending	-	-	-	-	-	-	-	-
10	Inflows from fully performing exposures	-	-	-	-	-	-	-	-
11	Other cash inflows	0.56	0.42	0.39	0.29	0.43	0.32	0.43	0.32
12	TOTAL CASH INFLOWS	0.56	0.42	0.39	0.29	0.43	0.32	0.43	0.32
			Total Adjusted Value						
13	TOTAL HQLA		3,315.93		3,892.86		4,087.76		3,968.94

Notes forming part of the Financial Statements (Contd.)

(₹ in Crore)

Particulars		Quarter - 1		Quarter - 2		Quarter - 3		Quarter - 4	
		Total Un-weighted	Total Weighted						
		Value (average)	Value (average)						
14	TOTAL NET CASH OUTFLOWS		374.44		341.72		80.72		76.36
15	LIQUIDITY COVERAGE RATIO (%)		885.57		1,139.20		5,064.12		5,198.22

3) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

4) 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. Floating rate instruments exposes the Company to Cash flow interest risk, whereas fixed interest rate instruments expose the Company to fair value interest risk.

5) Expected Credit Loss

Expected Credit loss is a calculation of the present value of the amount expected to be lost on a financial asset, for financial reporting purposes. Credit risk is the potential that the obligor and counterparty will fail to meet its financial obligations to the lender. This requires an effective assessment and management of the credit risk at both individual and portfolio level.

The key components of Credit Risk assessment are:

1. Probability of Default (PD): represents the likelihood of default over a defined time horizon.
2. Exposure at Default (EAD): represents how much the obligor is likely to be borrowing at the time of default.
3. Loss Given Default (LGD): represents the proportion of EAD that is likely to be lost post-default.

The definition of default is taken as 90 days past due for all retail and corporate loans.

Delinquency buckets have been considered as the basis for the staging of all loans in the following manner:

- 0-30 days past due loans classified as stage 1
- Between 31-90 days past due loans classified as stage 2 and
- Above 90 days past due loans classified as stage 3

EAD is the total amount outstanding including accrued interest as on the reporting date.

Credit Quality of Assets

The following disclosure is required pursuant to Paragraph 10 of Chapter IV (Prudential Regulation) of Master Direction-Reserve Bank of India (Non- Banking Financial Company- Scale Based Regulation) Directions, 2023

(₹ In Lakhs)

As at 31st March, 2024

Asset Classification as per norms of the Reserve Bank	Asset classification as per IND AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP Norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets						
Standard	Stage 1	2,37,700.00	-	2,37,700.00	-	2,37,700.00
	Stage 2	-	-	-	-	-
Subtotal		2,37,700.00	-	2,37,700.00	-	2,37,700.00
Non-Performing Assets (NPA)		-	-	-	-	-
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarentees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal						
Total	Stage 1	2,37,700.00	-	2,37,700.00	-	2,37,700.00
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	2,37,700.00	-	2,37,700.00	-	2,37,700.00

Notes forming part of the Financial Statements (Contd.)

Note No. 50 : Revenue from contracts with customers

Set out below is the disaggregation of the Company's revenue from contracts with customers and reconciliation to profit and loss account:

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(₹ In Lakhs)		
Type of income		
Interest on Inter-Corporate Deposit	23,540.44	22,509.07
Rental Income	138.59	139.50
Service Charges	38.91	39.35
Total revenue from contracts with customers	23,717.94	22,687.92
Geographical markets		
India	23,717.94	22,687.92
Outside India	-	-
Total revenue from contracts with customers	23,717.94	22,687.92
Timing of revenue recognition		
Services transferred at a point in time	-	-
Services transferred over time	23,717.94	22,687.92
Total revenue from contracts with customers	23,717.94	22,687.92

Note No. 51 :

- i. The company has no immovable property whose title deeds are not held in the name of the company.
- ii. The Company has not revalued its Property, Plant and Equipment accordingly disclosure as to whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable to the Company.
- iii. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder, the company for the financial year 2023-24.
- iv. The Company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- v. The company has any not entered into any transactions with companies which are struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 during the financial year ended 31st March, 2024.
- vi. During the year Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; the company"

Notes forming part of the Financial Statements (Contd.)

- vii. During the year Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- viii. The Company has no such transaction which are not recorded in the books of accounts during the year and also there are not such unrecorded income and related assets related to earlier years which have been recorded in the books of account during the year.
- ix. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- x. The Company does not have any charge or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- xi. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Note No. 52 :

Previous year figures have been regrouped / reclassified where-ever necessary.

Note No. 53 :

The above financial statements have been reviewed by the audit committee and subsequently approved by the Board of Directors at its meeting held on 28th May, 2024.

As per our Report of even date

For Kothari & Company

Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari

Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla

Chairperson
(DIN: 00022995)
Place: Mumbai

R. P. Pansari

Chief Executive Officer
Place: Kolkata

J. K. Singhania

Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

D. K. Mantri

Director
(DIN: 00075664)
Place: Kolkata

R. S. Kashyap

Company Secretary
Place: Kolkata

Notes forming part of the Financial Statements (Contd.)**Annexure 1**

- I Disclosure as required in paragraph 31 of Chapter IV Prudential Regulations of Master Directions- Reserve Bank Of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023

Particulars	As at 31st March, 2024		As at 31st March, 2023	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
(₹ In Lakhs)				
LIABILITIES SIDE :				
(A) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :				
(a) Debentures : Secured	-	-	-	-
Unsecured (Other than falling within the meaning of public deposits)	-	-	-	-
(b) Deferred Credits	-	-	-	-
(c) Term Loans	-	-	32,500.00	-
(d) Intercompany loans and borrowings				
(e) Commercial Paper	94,856.29	-	41,073.94	-
(f) Public Deposits (*)	-	-	-	-
(g) Other Loans (Specify nature)	-	-	-	-

(*) Please see Note 1 below

Particulars	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
(B) Break-up (A)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :				
(a) In the form of Unsecured debentures			-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security			-	-
(c) Other public deposits			-	-

(*) Please see Note 1 below

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Amount outstanding	Amount outstanding
(₹ In Lakhs)		
ASSETS SIDE :		
(C) Break-up of Loans and Advances including bills receivables [other than those included in (D) below]:		
(a) Secured	-	-
(b) Unsecured	2,37,700.00	2,12,300.00

Notes forming part of the Financial Statements (Contd.)

Particulars	(₹ In Lakhs)	
	As at 31st March, 2024 Amount outstanding	As at 31st March, 2023 Amount outstanding
(D) Break-up of Leased Assets and Stock on hire and other assets counting towards AFC activities		
(a) Lease assets including lease rentals under Sundry Debtors:		
(i) Financial Lease	Nil	Nil
(ii) Operating Lease	Nil	Nil
(b) Stock on hire including hire charges under sundry debtors:		
(i) Assets on hire	Nil	Nil
(ii) Repossessed Assets	Nil	Nil
(c) Other loans counting towards AFC activities		
(i) Loans where assets have been repossessed	Nil	Nil
(ii) Loans other than (a) above	Nil	Nil

Particulars	(₹ In Lakhs)	
	As at 31st March, 2024 Amount outstanding	As at 31st March, 2023 Amount outstanding
(E) Break-up of Investments :		
Current Investments :		
a. Quoted :		
(i) Shares : Equity	-	-
Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	75.14	3,200.50
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
b. Unquoted :		
(i) Shares : Equity	-	-
Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-

Notes forming part of the Financial Statements (Contd.)

Particulars		As at 31st March, 2024	As at 31st March, 2023
		Amount outstanding	Amount outstanding
Long Term Investments			-
a.	<u>Quoted :</u>		
	(i) Shares : Equity	13,04,231.84	9,31,282.00
	Preference	-	-
	(ii) Debentures and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(v) Others (please specify)	-	-
b.	<u>Unquoted :</u>		
	(i) Shares : Equity	29.06	29.06
	Preference	2,100.00	2,100.00
	(ii) Debentures and Bonds	-	-
	(iii) Units of mutual funds	-	-
	(iv) Government Securities	-	-
	(iv) Others (please specify)	-	-
	Total	13,06,436.04	9,36,611.56

(₹ In Lakhs)

(F) Borrower group-wise classification of all assets financed as in C and D above. (Please see Note 2 below)

Category		As At 31st March, 2024			As At 31st March, 2023		
		Amount net of provisions			Amount net of provisions		
		Secured	Unsecured	Total	Secured	Unsecured	Total
a.	Related Parties (**)						
	(i) Subsidiaries	-	-	-	-	-	-
	(ii) Companies in the same group	-	-	-	-	-	-
	(iii) Other related parties	-	-	-	-	-	-
b.	Other than related parties	-	2,37,700.00	2,37,700.00	-	2,12,300.00	2,12,300.00
	Total	-	2,37,700.00	2,37,700.00	-	2,12,300.00	2,12,300.00

Notes forming part of the Financial Statements (Contd.)

(₹ In Lakhs)

(G) Investor group-wise classification of all investments (current and long terms) in shares and securities (both quoted and unquoted): Please see Note 3 below

Category	As At 31st March, 2024		As At 31st March, 2023	
	Market Value / Break UP Value / Fair Value or NAV	Book Value (net of provisions)	Market Value / Break UP Value / Fair Value or NAV	Book Value (net of provisions)
a. Related Parties (**)				
(i) Subsidiaries	745.05	10.00	643.99	10.00
(ii) Companies in the same group	6,02,713.71	41,589.36	2,34,444.13	41,589.36
(iii) Other related parties	-	-	-	-
b. Other than related parties	12,64,836.68	12,64,836.68	8,95,012.20	8,95,012.20
Total	18,68,295.44	13,06,436.04	11,30,100.32	9,36,611.56

(**) As per Accounting Standard of ICAI (Please see Note 1).

(H) Other Information

(₹ In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Amount Outstanding	Amount Outstanding
Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
Assets acquired in satisfaction of debt		

Note:

- All Accounting Standards as specified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules 2014 and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (E) above.

II. Capital

Particulars	As at 31st March, 2024	As at 31st March, 2023
CRAR (%)	49.57%	61.46%
CRAR - Tier I Capital (%)	49.57%	61.46%
CRAR - Tier II Capital (%)	-	-
Amount of subordinated debt raised as Tier-II capital	-	-
Amount raised by issue of Perpetual Debt Instruments	-	-

Notes forming part of the Financial Statements (Contd.)

III. Asset Liability Management:

Maturity pattern of certain items of assets and liabilities as at 31st March, 2024

(₹ In Lakhs)

Particulars	1 day to 7 days	8 to 14 days	15 day to 30/31 days	Over one month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over 5 years	As at March 31, 2024
Liabilities:											
Borrowing (Debt Securities)	-	-	-	9,872.87	24,610.23	-	60,373.19	-	-	-	94,856.29
Borrowings	-	-	-	-	-	-	-	-	-	-	-
Assets:											
Advances	-	-	-	9,800.00	24,700.00	-	60,400.00	1,42,800.00	-	-	2,37,700.00
Investments	75.14	-	-	-	-	-	-	-	-	13,06,360.90	13,06,436.04

IV. Investments:

(₹ In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
A. Value of investments		
(a) Gross value of investments		
(i) In India	13,06,422.59	9,36,598.11
(ii) Outside India	13.45	13.45
(b) Provisions for depreciation		
(i) In India	-	-
(ii) Outside India	-	-
(c) Net value of investments		
(i) In India	13,06,422.59	9,36,598.11
(ii) Outside India	13.45	13.45
B. Movement of provisions held towards depreciation on investments		
(a) Opening balance	-	-
(b) Add : Provisions made during the year	-	-
(c) Less : Write-off / write-back of excess provisions during the year	-	-
(d) Closing balance	-	-

V. Derivatives:

- A. Forward rate agreement / Interest rate swap:** The Company has not traded in Forward rate agreement/ Interest rate derivative during the financial year ended March 31, 2024. (Previous year: Nil)
- B. Exchange traded interest rate (IR) derivatives:** The Company has not traded in Exchange traded interest rate (IR) derivative during the financial year ended March 31, 2024. (Previous year: Nil)
- VI. Securitization:** No securitization deal (including assignment deal) has carried out during the financial year ended March 31, 2024. (Previous year: Nil)

Notes forming part of the Financial Statements (Contd.)

VII. Asset liability management maturity pattern: Refer note no. III of Annexure I

VIII. Exposures:

Particulars	(₹ In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
A. Exposures to Real Estate Sector:	Refer Note no. XII of Annex.-1	
B. Exposures to Capital Markets	Refer Note no. XII of Annex.-1	
C. Details of financing of parent company products	Nil	Nil
D. The particulars of unsecured advances net off provision are given below:		
Loan (inclusive of interest accrued)	2,37,700.00	2,12,300.00

IX. Miscellaneous

A. Registration obtained from other financial sector regulators -	No registration has been obtained from other financial sector regulators.
B. Penalties imposed by RBI and other regulators:	No penalties have been imposed by RBI or other regulators during the year.

Instrument	FY : 2023-24		
	INDIA RATINGS	CARE	CRISIL
Non-Convertible Debentures	-	-	AA/STABLE
CRPS	-	-	-
Commercial Paper	-	A1+	A1+

Instrument	FY : 2022-23		
	INDIA RATINGS	CARE	CRISIL
Non-Convertible Debentures	-	-	AA/STABLE
CRPS	-	-	-
Commercial Paper	-	A1+	A1+
D. Postponements of revenue recognition		Nil (PY : Nil)	

Notes forming part of the Financial Statements (Contd.)

X. Provisions and Contingencies:

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account:

(₹ In Lakhs)

Particulars	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
(a) Provisions for depreciation on investment	-	-
(b) Provision towards non-performing assets	-	-
(c) Provision made towards Income tax (shown below profit before tax)		
(i) Current tax (*)	5,156.15	5,197.40
(ii) Deferred tax	(3.20)	(1.58)
(iii) Short provision relating to earlier years	-	(66.20)
(iv) Mat Credit Entitlement for earlier years	-	-
(d) Other provision and contingencies	-	-
(e) Provision for standard assets	101.60	(78.20)

XI. Concentration of Advances and NPAs:

(₹ In Lakhs)

A. Concentration of Advances:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total Inter corporate deposit to twenty largest borrowers	2,37,700.00	2,12,300.00
Percentage of advances to twenty largest borrowers to total advances of the company	100.00%	100.00%

B. Concentration of Exposures:

(₹ In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total Exposure to twenty largest borrowers/Customers	2,37,700.00	2,12,300.00
Percentage of exposures to twenty largest borrowers/customers to total Exposure of the applicable NBFC on borrowers / customers	100.00%	100.00%

C. Concentration of NPAs:

(₹ In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total Exposure to top four NPA accounts	-	-

Notes forming part of the Financial Statements (Contd.)

XII. The following disclosure is required pursuant to RBI circular dated March 13, 2020 - Circular No. RBI/2019-2020/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20

(₹ In Lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets						
Standard	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
Subtotal		-	-	-	-	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doutful- upto 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful	Stage 3	-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA						
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal						
Total	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	-	-	-	-	-

Notes forming part of the Financial Statements (Contd.)

XII. The following additional information, to the extent applicale, (other than what is already disclosed elsewhere) is disclosed in terms of Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01. 2016, as amended. Further additional disclosures in terms of Scale Based regulation framework (Circular No. RBI/2021-22/112 DOR. CRE. REC No.60/03.10.001/2021-22 dated October 22, 2021 paragraph 31 of Chapter IV Prudential Regulations of Master Directions- Reserve Bank Of India (Non-Banking Financial Company- Scale Based Regulation) Directions, 2023 are disclosed below:

Section I

A) Exposure

1) Exposure to real estate sector

Category	(₹ In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
i. Direct exposure		
(a) Residential Mortgages -		
Lending secured by mortgages on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits	Nil	Nil
(b) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space,hotels, land acquisition, development and construction,etc.). Exposure would also include non-fund based (NFB) limits;	Nil	Nil
(c) Investments in Mortgage Backed Securities(MBS) and other securitized exposures -		
i. Residential	Nil	Nil
ii. Commercial Real Estate	Nil	Nil
ii. Indirect exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	Nil	Nil
Total Exposure to Real Estate Sector	Nil	Nil

2) Exposure to Capital Market

Particulars		(₹ In Lakhs)	
		As at 31st March, 2024	As at 31st March, 2023
i)	direct investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested incorporate debt;	13,04,260.90	9,31,311.06
ii)	advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-
iii)	advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-
iv)	advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-
v)	secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
vi)	loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
vii)	bridge loans to companies against expected equity flows / issues;	-	-
viii)	Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	-	-
ix)	Financing to stock brokers for margin trading	-	-
x)	All Exposures to Alternative Investment Funds:		
	(i) Category I	-	-
	(ii) Category II	-	-
	(iii) Category III	-	-
Total Exposure to Capital Market		13,04,260.90	9,31,311.06

Notes forming part of the Financial Statements (Contd.)

3) Sectoral Exposure

(₹ In Lakhs)

Sectors	Current Year			Previous Year		
	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities)	NIL					
2. Industry						
(i) NBFC	70,000.00	-	-	56,600.00	-	-
(ii) Others	1,67,700.00	-	-	1,55,700.00	-	-
Total of Industry	2,37,700.00	-	-	2,12,300.00	-	-
3. Services						
(i) Total of Services	-	-	-	-	-	-
4. Personal Loans						
(i) Total of Personal Loans	NIL			NIL		
5. Others, if any (Please Specify)	-	-	-	-	-	-

4) Intra Group Exposures

(₹ In Lakhs)

Particulars	FY 2023-24	FY 2022-23
i. Total amount of intra group exposures	15,44,136.04	11,48,911.56
ii. Total amount of top 20 intra group exposures	15,44,125.74	11,48,898.92
iii. Percentage of intra-group exposures of the NBFC on borrowers / customers	100%	100%

5) Unhedged Foreign Currency

The Company does not have foreign currency exposure during the FY 2023-24 (P.Y. Nil).

Notes forming part of the Financial Statements (Contd.)

(₹ In Lakhs)

B) Related Party Disclosure

Related Party Items	Parent (as per ownership and control)		Subsidiaries		Associate/ Joint Venture		Key Management Personnel		Relatives of Key Management Personnel		Subsidiaries of Holding Company		Others		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Borrowings:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Deposits:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Placement of Deposits:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Advances:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Investments:																
Maximum balance outstanding	Nil	Nil	10.00	10.00	41,589.36	41,589.36	Nil	Nil	Nil	Nil	Nil	Nil	Nil	41,599.36	41,599.36	
Purchase of Fixed Assets / Other Assets:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sale of Fixed Assets / Other Assets:	Nil	Nil	Nil	26.23	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	26.23	
Interest Paid:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Interest Received:	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Others:																
- Dividend received	Nil	Nil	Nil	Nil	1,848.93	1,479.14	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	1,848.93	1,479.14
- Directors sitting fees	Nil	Nil	Nil	Nil	Nil	Nil	15.60	14.80	Nil	Nil	Nil	Nil	Nil	Nil	15.60	14.80
- Remuneration (including bonus & retirement benefits)	Nil	Nil	Nil	Nil	Nil	Nil	154.28	140.61	Nil	Nil	Nil	Nil	Nil	Nil	154.28	140.61

Please refer to Note number 36 of Notes forming an integral part of the Financial Statements for list of Related parties and relationships.

Notes forming part of the Financial Statements (Contd.)

C) Disclosure of Complaints

1) Summary information on complaints received by the NBFCs from customers and from the Offices of Ombudsman

Particulars	As at 31st March, 2024	As at 31st March, 2023
Complaints received by NBFC from its customers		
a. No. of complaints pending at the beginning of the year	-	-
b. No. of complaints received during the year	-	1
c. No. of complaints disposed during the year	-	1
c.1. Of which, No. of complaints rejected by the NBFC	-	-
d. No. of complaints pending at the end of the year	-	-
Maintainable complaints received by the NBFC from Office of Ombudsman		
e. Number of maintainable complaints received by the NBFC from Office of Ombudsman	-	-
e.1. Of e, no. of complaints resolved in favour of the NBFC by office of Ombudsman	-	-
e.2. Of e, number of complaints resolved through conciliation / mediation / advisories issued by Office of Ombudsman	-	-
e.3. Of e, number of complaints resolved after passing of Awards by office of Ombudsman against the NBFC	-	-
f. No. of Awards unimplemented within the stipulated time (Other than those appealed)	-	-

2) Top five grounds of complaints received by the NBFCs from customers

Grounds of complaints, (i.e., complaints relating to)	No. of complaints pending at the beginning of the year	No. of complaints received during the year	% increase / decrease in the number of complaints received over the previous year	No. of complaints pending at the end of the year	Of e, No. of complaints pending beyond 30 days
1	2	3	4	5	6
FY 2023-24					
Ground - 1- Non receipt of transmission procedure	-	-	-	-	-
Total	-	-	-	-	-
FY 2022-23					
Ground - 1- Non receipt of Bonus Shares	-	1	-	-	-
Total	-	1	-	-	-

Notes forming part of the Financial Statements (Contd.)

Section II

A) Corporate Governance Reporting

1) Composition of Board of Directors

S. No.	Name of Directors	Directors Since	Capacity (i.e., Executive/ Non Executive/ Chairman/ Promoter/ Nominee/Independent)	DIN	No. of Board Meeting		No. of Other Directorship	Remuneration			No. of Shares held in and convertible instruments held in the NBFC
					Held	Attended		Salary and other Compensation	Sitting Fees	Commission	
(Please refer "Report on Corporate Governance")											

Change in Composition of Board of Directors during the current and previous financial year

Sl. No.	Name of Director	Capacity (Executive/ Non-Executive/ Chairman/ Promoter/ Nominee/ Independent)	Nature of Change	Effective date
(Please refer "Report on Corporate Governance")				

2) Committees of Board and their composition

1(i). Names of Committees of the Board

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Corporate Social Responsibility Committee
- iv. Stakeholders Relationship Committee
- v. Risk Management Committee
- vi. Asset Liability Management Committee
- vii. Investment and Finance Committee
- viii. Information Technology (IT) Strategy Committee

ii. Summarised details of each Committee as mentioned above in point 2(1)(i)(i) to 2(1)(i)(viii)

S. No.	Name of Director	Members of the Committee Since	Capacity (Executive/ Non-Executive/ Chairman/ Promoter/ Nominee/ Independent)	No. of Meetings of the Committee		No. of shares held in NBFC
				Held	Attended	
(Please refer "Report on Corporate Governance")						

3) General Body Meetings

S. No.	Type of Meeting (Annual / Extra-Ordinary)	Date and Place	Special Resolution Passed
(Please refer "Report on Corporate Governance")			

Notes forming part of the Financial Statements (Contd.)

4) **Details of non-compliance with the requirements of Companies Act, 2013:** During the year, the Company has not defaulted in compliance with the requirements of Companies Act, 2013, including with respect to compliance with accounting and secretarial standards.

5) **Details of penalties and strictures: Nil**

B) Breach of Covenant

There were no instances of breach of covenant during the year.

C) Divergence in Asset Classification and Provisioning

During the year, there are no divergence in Asset classification and no additional provisioning requirements assessed by Reserve Bank of India.

Independent Auditor’s Report

To The Members of

Pilani Investment and Industries Corporation Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Pilani Investment and Industries Corporation Limited (“the Parent”) and its subsidiaries, (the Parent and its subsidiaries together referred to as “the Group”) which includes the Group’s net share of profit in its associate which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial information of the subsidiaries and associate referred to in the other matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the “Act”) in the manner so required and give a true and fair view in conformity with 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 consolidated state of affairs of the Group and its associate as at March 31, 2024 and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their report referred to in the paragraph 1 of “Other Matters” Section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor’s Response
<p>Valuation of Investments</p> <p>As per provisions of Indian Accounting Standards the Company’s Investments excluding investments in Subsidiaries and Associate are measured at fair value at each reporting date and this policy of measuring investments at fair value have significant impact on the Company’s financial results.</p> <p>The valuation is performed by the Company using a fair value hierarchy as applicable below:</p>	<p>We understood and tested the key controls around the valuation processes including the independent price verification and valuation governance controls. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.</p>

Independent Auditor’s Report (Contd.)

Key Audit Matter	Auditor’s Response
<ul style="list-style-type: none"> Level 1: valuations based on quoted prices (unadjusted) in active markets. Level 2: valuations based on other than quoted prices included within level 1 that are observable either directly or indirectly. Level 3: valuations based on unobservable inputs for the asset <p>The valuation of investments is inherently subjective – most predominantly for the level 2 and level 3 investments since these are valued using inputs other than quoted prices in an active market.</p> <p>Key inputs used in the valuation of individual level 2 investments are market price of quoted investments, illiquidity discount etc. In addition, the Company determines whether objective evidence of impairment exists for individual investments.</p>	<p>Further, we assessed the valuation of all individual investments to determine whether the valuations performed by the Company were within a predefined tolerable differences threshold.</p> <p>As part of these audit procedures, we assessed the accuracy of key inputs used in the valuation including observable and non-observable inputs.</p> <p>We also evaluated the Company’s assessment whether objective evidence of impairment exists for individual Investments.</p> <p>Based on these procedures, we have not noted any material differences outside the predefined tolerable differences threshold.</p>

For Key Audit Matters identified by Component Auditors Refer “Annexure – 1” attached herewith.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Parent’s Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, for example, Corporate Overview, Key Highlights, Director’s Report, Report on Corporate Governance, Management Discussion and Analysis Report, Business Responsibility Report, etc., but does not include the consolidated financial statements, standalone financial statements and our auditor’s report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries and associate audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries and associate is

traced from their financial statements audited by the other auditors.

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

Management’s Responsibility for the Consolidated Financial Statements

The Parent’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group including its associate in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associate 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

Independent Auditor's Report (Contd.)

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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the respective entities and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the company's included in the Group and of its associate is also responsible for overseeing the financial reporting process of the Group and its associate.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher

than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate 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 consolidated 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 Group and its associate to cease to continue as a going concern
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the

Independent Auditor's Report (Contd.)

direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

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

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

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

Other Matters

1. The consolidated financial statements also include the group share in net profit of Rs. 1,672.87 Lakhs and total comprehensive income of Rs 7,659.52 Lakhs for the year ended March 31, 2024 as considered in consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us.

This financial statements/financial information have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate is based solely on the report of the other auditor.

Our opinion on the Consolidated Financial Statement is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

2. We did not audit the financial statements/ financial information of 2 subsidiaries whose financial statements/ financial information reflect total assets of Rs. 5,509.27 Lakhs as at March 31, 2024, total revenues of Rs.158.67 Lakhs, total net profits/(loss) after tax of Rs.114.76 Lakhs, total comprehensive income of Rs.1,242.27 Lakhs and cash flow (net) of Rs. (3.54) Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information are audited by their respective independent auditors. The independent auditors' report on financial statements/financial information of these entities have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of such auditors.

Our opinion on the Consolidated Financial Statement is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial information of the subsidiaries and associate referred to in the Other Matters section above we report, to the extent applicable 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 auditor the

Independent Auditor's Report (Contd.)

aforesaid consolidated financial statements.

- b.** In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- c.** The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d.** In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e.** On the basis of the written representations received from the directors of the Parent Company as on March 31, 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary company and associate incorporated in India, none of the directors of the Group Companies and its associate incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f.** With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent Company, subsidiaries and associate company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- 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 Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h.** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i.** The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate.
 - ii.** Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii.** There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent, its subsidiary companies and associate companies incorporated in India.
 - iv.**
 - a) The respective Managements of the Company and its subsidiary and associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in any other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries or associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The respective Managements of the Parent and its subsidiary and associate which are companies

Independent Auditor’s Report (Contd.)

incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary and associate respectively that, to the best of their knowledge and belief, other than as disclosed in the notes to accounts, no funds (which are material either individually or in the aggregate) have been received by the Parent or its subsidiary or associate from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Parent or its subsidiary or associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries and

associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Parent has declared dividend during the year and it is in compliance with section 123 of the Act, as applicable.
 - vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.
2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies(Auditor’s Report) Order, 2020 (“CARO”/ “the Order”) issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors

of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of The Company	CIN	Nature of Relationship	Clause Number of CARO report with qualifications or adverse remark
Pilani Investment and Industries Corporation Limited	L24131WB1948PLC095302	Holding Company	3(vii)(b)
Century Textiles and Industries Limited	L17120MH1897PLC000163	Associate	3(i)(c), 3 (iii)(a), 3(vii)(b)

For **KOTHARI & COMPANY**
Chartered Accountants
FR NO. 301178E

MANASWY KOTHARI
(PARTNER)

Membership No. 064601
UDIN – 24064601BKDBEV9664

Date: 28th May, 2024
Place: Kolkata

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

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls over financial reporting of Pilani investment and Industries Corporation Limited (hereinafter referred to as the “Parent”), its subsidiary companies and its associate which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies and its associate company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective companies 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Parent, its subsidiary companies and its associate company which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards

on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, and audit evidence obtained by other auditors of the subsidiary companies and associate company which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent, its subsidiary companies and its associate company which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally

Annexure – ‘A’ to the Independent Auditor’s Report (Contd.)

accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies and its associate company which are companies incorporated in India, have, in all material respects,

an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the criteria for internal financial controls over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 2 subsidiary companies and 1 associate company which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of such other auditors.

For **KOTHARI & COMPANY**
Chartered Accountants
FR NO. 301178E

MANASWY KOTHARI
(PARTNER)

Date: 28th May, 2024
Place: Kolkata

Membership No. 064601
UDIN – 24064601BKDBEV9664

(Annexure-1)

Key Audit Matters in case of Associate Company – Century Textiles and Industries Limited	Auditor’s Response
<p>Recognition and Measurement of Deferred Tax</p> <p>The Group has recognized Minimum Alternate Tax (MAT) credit receivable of Rs. 363.93 Crores as at March 31, 2024. The Group also has recognized deferred tax assets of Rs.124.52 Crores on unabsorbed depreciation and indexation benefit on land.</p> <p>Further, pursuant to the Taxation Laws (Amendment) Act, 2019 (new tax regime), the Company has measured its deferred tax balances expected to reverse after the likely transition to new tax regime, at the rate specified in the new tax regime.</p> <p>The recognition and measurement of MAT credit receivable and deferred tax balances; is a key audit matter as the recoverability of such credits within the allowed time frame in the manner prescribed under tax regulations and estimation of year of transition to the new tax regime involves significant estimate of the financial projections, availability of sufficient taxable income in the future and admissibility of tax positions adopted by the Company</p>	<p>Our procedures included, amongst others, the following:</p> <ul style="list-style-type: none"> • Considered Group’s accounting policies with respect to recognition and measurement of tax balances in accordance with Ind AS 12 “Income Taxes” • Performed and understanding of the process and tested the internal controls over recognition and measurement of tax balances through inspection of evidence of performance of these controls • Performed the test of details including the following key procedures <ul style="list-style-type: none"> • Involved tax specialists who evaluated the Company’s tax positions basis the tax law and also by comparing it with prior years and past precedents • Discussed the future business plans and financial projections as approved by the management • Assessed the management’s long-term financial projections and the key assumptions used in the projections by comparing it with the past trends, approved business plan, projections used for estimation of likely year of transition to the new tax regime and projections used for impairment assessment, where applicable. • Assessed the deferred tax on temporary differences which are expected to reverse after likely date of transition to new tax regime and considered the impact thereof. • Assessed the disclosures in accordance with the requirement of Ind AS 12 “Income Taxes”
<p>Assessing the carrying value of Real estate inventories</p> <p>As at March 31, 2024, the carrying value of the inventory of ongoing real estate projects is ₹ 4,127.75 Crore. The inventories are held at the lower of the cost and net realisable value. The cost of the inventory is calculated using actual land acquisition costs, construction costs, development related costs and interest capitalised for eligible projects. We identified the assessment of whether carrying value of inventory were stated at the lower of cost and net realisable value (“NRV”) as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and the involvement of estimations in the assessment. The determination of the</p>	<p>Our audit procedures included considering the Company’s accounting policies with respect to valuation of inventories in accordance with Ind AS 2 “Inventories”. We assessed the Company’s methodology based on current economic and market conditions, applied in assessing the carrying value of Inventory balance. We performed test of controls over process of valuation of inventory and authorization for inventory write down. We performed the following test of details:</p> <ul style="list-style-type: none"> • Assessed the methods used by the management, in determining the NRV of ongoing real estate projects. • Obtained, read and assessed the management’s process in estimating the future costs to completion for inventory of ongoing projects. • Discussed with management the life cycle of the project, key project risks, changes to project strategy, current and future estimated sales prices, construction

Annexure – ‘A’ to the Independent Auditor’s Report (Contd.)

<p>NRV involves estimates based on prevailing market conditions and taking into account the estimated future selling price, cost to complete projects and selling costs.</p>	<p>progress and impairment. Compared the NRV to recent sales in the project.</p>
<p>Recognition of Revenue from Sale of Real Estate Inventory The Group applies Ind AS 115 “Revenue from contracts with customers” for recognition of revenue from real estate projects, which is being recognised at a point in time upon the Group satisfying its performance obligation and the customer obtaining control of the underlying asset. Considering application of Ind AS 115 involves significant judgement in identifying performance obligations and determining when ‘control’ of the asset underlying the performance obligation is transferred to the customer, the same has been considered as key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Read the Company’s revenue recognition accounting policies and assessed compliance of the policies with Ind AS 115; • Obtained and understood revenue recognition process including identification of performance obligations and determination of transfer of control of the asset underlying the performance obligation to the customer; • Obtained management assessment to determine the point in time at which the control is transferred in accordance with the underlying agreements; • Tested, revenue related transactions with the underlying customer contracts, sale deed and other possession related documents, evidencing the transfer of control of the asset to the customer based on which revenue is recognized; <p>Assessed the revenue related disclosures included in Note 21 to the consolidated financial statements in accordance with the requirements of Ind AS 115.</p>

Consolidated Balance Sheet as at 31st March, 2024

(₹ In Lakhs)

Sl. No.	Particulars	Note No.	As at 31.03.2024	As at 31.03.2023
ASSETS :				
(1) Financial assets				
(a)	Cash & cash equivalents	2	117.27	143.80
(b)	Bank balances other than cash and cash equivalents	3	4,628.43	796.78
(c)	Trade receivables	4	36.96	43.08
(d)	Loans	5	2,37,700.00	2,12,300.00
(e)	Investments	6	14,01,516.29	10,27,419.91
(f)	Other financial assets	7	8.26	6.47
			16,44,007.21	12,40,710.04
(2) Non-financial assets				
(a)	Current tax assets (net)	8	512.96	480.44
(b)	Investment property	9	338.51	354.07
(c)	Property, plant & equipment	10	20.27	24.91
(d)	Other non financial assets	11	44.85	53.73
			916.59	913.15
TOTAL ASSETS			16,44,923.80	12,41,623.19
LIABILITIES AND EQUITY:				
Liabilities				
(1) Financial liabilities				
(a)	Trade payables	12		
	(i) total outstanding dues of micro enterprises and small enterprises		-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		12.23	12.38
(b)	Borrowings (Debt Securities)	13	94,856.29	41,073.94
(c)	Borrowings (Other than debt securities)	14	-	32,500.00
(d)	Other financial liabilities	15	631.21	774.77
			95,499.73	74,361.09
(2) Non-financial liabilities :				
(a)	Provisions	16	996.19	884.30
(b)	Deferred tax liabilities (net)	17	87,687.47	49,362.68
(c)	Other non financial liabilities	18	16.10	67.68
			88,699.76	50,314.66
(3) Equity				
(a)	Equity share capital	19	1,107.23	1,107.23
(b)	Other equity	20	14,59,617.08	11,15,840.21
			14,60,724.31	11,16,947.44
TOTAL LIABILITIES AND EQUITY			16,44,923.80	12,41,623.19

Summary of significant accounting policies

See accompanying notes forming part of the financial statements

As per our Report of even date

For Kothari & Company

Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari

Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

1
2 to 53

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla

Chairperson
(DIN: 00022995)
Place: Mumbai

R. P. Pansari

Chief Executive Officer
Place: Kolkata

J. K. Singhania

Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

D. K. Mantri

Director
(DIN: 00075664)
Place: Kolkata

R. S. Kashyap

Company Secretary
Place: Kolkata

Consolidated Statement of Profit and Loss for the year ended 31st March, 2024

(₹ In Lakhs)

Sl. No.	Particulars	Note No.	For the year ended on 31.03.2024	For the year ended on 31.03.2023
	Revenue from operations			
(i)	Interest income	21	23,560.87	22,517.37
(ii)	Dividend income	22	4,843.05	5,136.78
(iii)	Net gain on fair value changes	23	42.16	24.83
(iv)	Others	24	184.52	185.86
(I)	Total revenue from operations		28,630.60	27,864.84
(II)	Other income	25	0.35	96.61
(III)	Total income		28,630.95	27,961.45
	Expenses			
(i)	Finance costs	26	7,429.51	6,499.91
(ii)	Employee benefit expense	27	339.73	193.81
(iii)	Depreciation and amortization expense	28	22.22	27.71
(iv)	Other expenses	29	678.25	482.69
(IV)	Total expenses		8,469.71	7,204.12
(V)	Profit before exceptional items and tax		20,161.24	20,757.33
(VI)	Exceptional items		-	-
(VII)	Profit before tax		20,161.24	20,757.33
(VIII)	Tax expenses	30		
	1) Current tax		5,190.32	5,227.68
	2) MAT credit entitlement		-	(0.17)
	3) Deferred tax		(1.96)	(0.78)
	4) Income tax for earlier year		(0.01)	(61.47)
			5,188.35	5,165.26
(IX)	Profit for the year		14,972.89	15,592.07
(X)	Share of profit in an associate company		1,672.87	9,001.00
(XI)	Profit for the year		16,645.76	24,593.07
(XII)	Other comprehensive income	31		
	Items that will not be reclassified to profit or loss		3,69,873.56	(19,327.87)
	Income tax relating to items that will not be reclassified to profit or loss		(38,326.75)	3,116.33
	Subtotal (A)		3,31,546.81	(16,211.54)
	Items that will be reclassified to profit or loss		-	-
	Income tax relating to items that will be reclassified to profit or loss		-	-
	Subtotal (B)		-	-
(XIII)	Other comprehensive income		3,31,546.81	(16,211.54)
	Total comprehensive income for the year (comprising profit (loss) and other Comprehensive Income for the year)		3,48,192.57	8,381.53
(XIV)	Earnings per equity share	32		
	1) Basic (Rs.)		150.34	222.11
	2) Diluted (Rs.)		150.34	222.11

Summary of significant accounting policies

See accompanying notes forming part of the financial statements

As per our Report of even date

For Kothari & Company

Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari

Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

1
2 to 53

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla
Chairperson
(DIN: 00022995)
Place: Mumbai

D. K. Mantri
Director
(DIN: 00075664)
Place: Kolkata

R. P. Pansari
Chief Executive Officer
Place: Kolkata

J. K. Singhania
Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

R. S. Kashyap
Company Secretary
Place: Kolkata

Consolidated Cash Flow Statement for the year ended 31st March, 2024

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
A. Cash flow from operating activities		
Net Profit before Tax	20,161.24	20,757.33
Adjustments for:		
Depreciation	22.22	27.71
Interest on Income Tax Refund	0.03	0.04
Net (gain)/loss on fair value changes	(13.74)	(24.23)
Finance cost	7,429.51	6,499.91
Operating profit before working capital changes	27,599.26	27,260.76
Changes in working capital:		
Trade receivables	6.11	(13.44)
Loans and other advances	(25,400.00)	19,546.18
Other non-financial assets	8.81	7.87
Trade and other payables	(83.70)	36.60
Cash generated from operations	2,130.48	46,837.98
Direct tax paid	(5,222.86)	(5,095.43)
Net Cash Flow From/(Used In) in Operating Activities	(3,092.38)	41,742.55
B. Cash flow from investment activities		
Bank deposits other than cash and cash equivalents	(3,831.65)	(671.92)
Sale/(Purchase) of investments (Net)	(5,292.49)	(175.72)
Purchase of property, plant and equipment's	(2.01)	-
Net cash flow from/(used in) in investment activities	(9,126.15)	(847.64)
C. Cash flow from financing activities		
Borrowings (net)	21,282.35	(33,055.68)
Payment of dividend	(1,660.84)	(1,660.84)
Finance cost	(7,429.51)	(6,499.91)
Net cash flow from/(used In) in financing activities	12,192.00	(41,216.43)
Net increased/(decreased) in cash and cash equivalents (A+B+C)	(26.53)	(321.52)
Opening cash and cash equivalents	143.80	465.32
Closing cash and cash equivalents	117.27	143.80

Consolidated Cash Flow Statement for the year ended 31st March, 2024 (Contd.)**Notes:**

1. Components of cash and cash equivalents: (₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Cash on hand	0.29	0.29
Balances with banks		
- In current accounts	116.98	143.51
Total	117.27	143.80

2. The above cash flow statement has been prepared under the "indirect method" as set out in the Ind AS - 7 on statement of cash flows specified under section 133 of the Companies Act, 2013.
3. Since the Company is an investment company, purchase and sale of investments have been considered as part of "Cash flow from investing activities" and interest earned of ₹ 23,560.87 lakhs (Previous year ₹ 22,517.37 lakhs) and dividend earned of ₹ 4,843.05 lakhs (Previous year ₹ 5,136.78 lakhs) have been considered as part of "Cash flow from operating activities".

As per our Report of even date

For Kothari & Company
Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari
Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla
Chairperson
(DIN: 00022995)
Place: Mumbai

R. P. Pansari
Chief Executive Officer
Place: Kolkata

J. K. Singhania
Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

D. K. Mantri
Director
(DIN: 00075664)
Place: Kolkata

R. S. Kashyap
Company Secretary
Place: Kolkata

Consolidated Statement of Changes in Equity for the year ended 31st March, 2024

A Equity share capital

1 As on 31.03.2024

(₹ In Lakhs)

Particulars	No. of Equity Shares of ₹10 each	Balance at the beginning of the current reporting period (Amount)	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period (Amount)	Changes in equity share capital during the year	Balance at the end of the reporting year (Amount)
Issued, paid-up and subscribed	1,10,72,250	1,107.23	-	1,107.23	-	1,107.23

2 As on 31.03.2023

(₹ In Lakhs)

Particulars	No. of Equity Shares of ₹ 10 each	Balance at the beginning of the current reporting period (Amount)	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period (Amount)	Changes in equity share capital during the year	Balance at the end of the reporting year (Amount)
Issued, paid-up and subscribed	1,10,72,250	1,107.23	-	1,107.23	-	1,107.23

B Other equity

(₹ In Lakhs)

Particulars	Reserve and surplus				Equity Instruments through Other Comprehensive Income	Share in Cash Flow Reserve through Other Comprehensive Income of Associates	Share in Equity Instruments through Other Comprehensive Income of Associates	Share I Treasury Share if Associate	Share in employees stock option reserve of Associate	Money received against share warrants	Total
	Statutory Reserve	Capital Reserve	General Reserve	Retained Earnings							
Balance at the beginning of the reporting period 01.04.2022	54,231.54	35,897.00	19,713.61	2,01,901.12	7,92,184.80	-	5,191.44	-	-	-	11,09,119.50
Changes in accounting policy/ prior period expenses	-	-	-	-	-	-	-	-	-	-	-
Restated Balance at the beginning of the reporting year 01.04.2022	54,231.54	35,897.00	19,713.61	2,01,901.12	7,92,184.80	-	5,191.44	-	-	-	11,09,119.50
Profit for the year	-	-	-	24,593.07	-	-	-	-	-	-	24,593.07
Other Comprehensive Income for the year net of income tax	-	-	-	7.20	(14,253.20)	-	(1,965.54)	-	-	-	(16,211.54)
Total comprehensive income for the year	-	-	-	24,600.27	(14,253.20)	-	(1,965.54)	-	-	-	8,381.53
Add: Realised gain/(loss) on equity shares FVTOCI transferred from equity Instruments through Other Comprehensive Income	-	-	-	25.83	(25.83)	-	-	-	-	-	-
Less: Current tax on realised gain/(loss) on equity shares FVTOCI transferred from Equity Instruments through Other Comprehensive Income	-	-	-	-	-	-	-	-	-	-	-
Dividend paid during the Year	-	-	-	(1,660.84)	-	-	-	-	-	-	(1,660.84)
Transfer to statutory reserve from Retained Earnings	3,401.01	-	-	(3,401.01)	-	-	-	-	-	-	-
Balance at the end of the reporting period 31.03.2023	57,632.55	35,897.00	19,713.61	2,21,465.37	7,77,905.78	-	3,225.90	-	-	-	11,15,840.21
Changes in accounting policy/ prior period expenses	-	-	-	-	-	-	-	-	-	-	-

Consolidated Statement of Changes in Equity for the year ended 31st March, 2024 (Contd.)

(₹ In Lakhs)

Particulars	Reserve and surplus				Equity Instruments through Other Comprehensive Income	Share in Cash Flow Reserve through Other Comprehensive Income of Associates	Share in Equity Instruments through Other Comprehensive Income of Associates	Share I Treasury Share if Associate	Share in employees stock option reserve of Associate	Money received against share warrants	Total
	Statutory Reserve	Capital Reserve	General Reserve	Retained Earnings							
Restated Balance at the beginning of the reporting year 01.04.2023	57,632.55	35,897.00	19,713.61	2,21,465.37	7,77,905.78	-	3,225.90	-	-	-	11,15,840.21
Profit for the year				16,645.76							16,645.76
Add/(Less): Other adjustment relating to an associates	-	-	-	20.48	-			(3,144.79)	369.47		(2,754.84)
Other Comprehensive Income for the year net of income tax				(44.97)	3,25,558.78	-	6,033.00				3,31,546.81
Total comprehensive income for the year	-	-	-	16,621.27	3,25,558.78	-	6,033.00	(3,144.79)	369.47	-	3,45,437.73
Add: Realised gain/(loss) on equity shares FVTOCI transferred from equity Instruments through Other Comprehensive Income	-	-	-	-	-	-	-				-
Less: Current tax on realised gain/(loss) on equity shares FVTOCI transferred from Equity Instruments through Other Comprehensive Income	-	-	-	-	-	-	-				-
Transfer on account of Issue of Bonus Share	-	-	-	-	-	-	-				-
Dividend paid during the Year	-	-	-	(1,660.84)	-	-	-				(1,660.84)
Transfer to statutory reserve from Retained Earnings	3,341.69	-	-	(3,341.69)	-	-	-				-
Balance at the end of the reporting period 31.03.2024	60,974.23	35,897.00	19,713.61	2,33,084.11	11,03,464.56	-	9,258.90	(3,144.79)	369.47	-	14,59,617.08

As per our Report of even date

For Kothari & Company
Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari
Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla
Chairperson
(DIN: 00022995)
Place: Mumbai

R. P. Pansari
Chief Executive Officer
Place: Kolkata

J. K. Singhania
Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

D. K. Mantri
Director
(DIN: 00075664)
Place: Kolkata

R. S. Kashyap
Company Secretary
Place: Kolkata

Notes forming part of the Consolidated Financial Statements

CORPORATE INFORMATION

Pilani Investment and Industries Corporation Limited is a limited company incorporated and domiciled in India. The registered office of the company is at "Birla Building", 9/1, R. N. Mukherjee Road, 11th floor, Kolkata – 700001, West Bengal, India.

The Company is registered with the Reserve Bank of India ("RBI") as a Systemically Important Non-Deposit Accepting Company ("NBFC"). As an NBFC, the Company is holding investments in its subsidiaries, other group companies, mutual funds and carries out only such activities as are permitted under the guidelines issued by RBI for NBFC.

Its shares are listed on the Bombay Stock Exchange (BSE), India, and the National Stock Exchange (NSE), India.

Significant Accounting Policies:

1. Statement of Compliance

The Consolidated financial statements of Pilani Investment and Industries Corporation Limited (the "Company") and its subsidiaries and associates (together the "Group") have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 read with sub-section (1) of section 210A of the Companies Act, 2013. In addition, the applicable regulation of Reserve Bank of India (RBI) and the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied.

1.1. Basis of Preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at reporting date.
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly: and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities.

1.2. Presentation of Financial Statements

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Division III to Schedule III to the Companies Act, 2013 ("the Act") applicable for Non-Banking Finance Companies ("NBFC"). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash Flows".

The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Amounts in the financial statements are presented in Indian Rupees in Lakhs rounded off to two decimal places as permitted by Schedule III to the Companies Act, 2013. Per share data are presented in Indian Rupee to two decimal places.

1.3. Basis of consolidation:

- (i) The consolidated financial statements incorporate the financial statements of the parent Group and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent

Notes forming part of the Consolidated Financial Statements (*Contd.*)

Group is treated as subsidiary. The Parent Company together with its subsidiaries constitute the Group. Control is achieved when the Group, directly or indirectly:

- has power over the investee.
 - is exposed, or has rights, to variable returns from its involvement with the investee; and
 - has the ability to use its power to affect its returns.
- (ii) The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.
- (iii) Profit or loss and each component of other comprehensive income are attributed to the owners of the parent Group and to the non-controlling interests (NCI) and have been shown separately in the financial statements. Total comprehensive income of the subsidiaries is attributed to the owners of the Parent Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.
- (iv) Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company.
- (v) All intragroup assets and liabilities, equity, income, expenses, unrealised profits/ losses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.
- (vi) The consolidated financial statements of the Group combine financial statements of the Parent Company and its subsidiaries line by-line by adding together the likeitems of assets, liabilities, income and expenses.
- (vii) Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly, by the Parent Company.

1.4. Investments in associates:

An Associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using equity method of accounting. Under the equity method, an investment in associate is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. Distributions received from an associate reduce the carrying amount of the investment. When the Group's share of losses of an associate exceeds the Group's interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

The carrying amount of investment in associates is reduced to recognize impairment, if any, when there is objective evidence of impairment.

1.5. Goodwill:

Goodwill on consolidation as on the date of transition represents the excess of cost of acquisition at each point of time of making the investment in the subsidiary over the Group's share in the net worth of a subsidiary. For this purpose, the Group's share of net worth is determined on the basis of the latest financial statements, prior to the acquisition, after making necessary adjustments for material events between the date of such financial statements and the date of respective acquisition. Capital reserve on consolidation represents excess of the Group's share in the net-worth of a subsidiary over the cost of acquisition at each point of time of making the investment in the subsidiary. Goodwill arising on consolidation is not amortised, however, it is tested for impairment annually. In the event of cessation of operations of a subsidiary, the unimpaired goodwill is written off fully.

Notes forming part of the Consolidated Financial Statements (Contd.)

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash generating units) that is expected to benefit from the synergies of the combination.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1.6. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured and there exists reasonable certainty of its recovery. Revenue is measured at the fair value of the consideration received or receivable as reduced for estimated customer credits and other similar allowances.

i) Interest and Dividend Income

Interest income is recognised in the Statement of Profit and Loss and for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) is measured using the effective interest method (EIR).

The calculation of the EIR includes all fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL transaction costs are recognised in profit or loss at initial recognition.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for expected credit losses (ECLs)).

For financial assets originated or purchased credit impaired (POCI) the EIR reflects the ECLs in determining the future cash flows expected to be received from the financial asset.

Dividend income is recognised when the Group's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

ii) Net Gain or Fair Value Changes

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Group on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed "Expenses", in the statement of profit and loss.

iii) Rental income

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included in rental income in the statement of profit and loss, unless the increase is in line with expected general inflation, in which case lease income is recognised based on contractual terms.

iv) Other Operational Revenue

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

Notes forming part of the Consolidated Financial Statements (Contd.)

1.7. Properties, Plant and Equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes all direct cost related to the acquisition of PPE and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy.

Land and buildings held for use are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work in progress".

Depreciation is recognised using reducing balance method so as to write off the cost of the assets (other than freehold land) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end with the effect of any change in the estimates of useful life/ residual value is accounted on prospective basis.

Depreciation for additions to/deductions from, owned assets is calculated pro rata to the period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Assets held under finance leases are depreciated over the shorter of lease term and their useful life on the same basis as owned assets. However, when there is no reasonable certainty that the Group shall obtain ownership of the assets at the end of the lease term, such assets are depreciated based on the useful life prescribed under Schedule II to the Companies Act, 2013 or based on the useful life adopted by the Group for similar assets.

An item of property, plant and equipment is derecognised 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 recognised in profit or loss.

1.8. Investment Property

Investment properties are properties (including those under construction) held to earn rentals and / or capital appreciation are classified as investment property and are measured and reported at cost including transaction costs.

Depreciation is recognised using reducing balance method so as to write off the cost of the investment property less their residual values over their useful lives specified in schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined.

Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future benefits embodied in the investment property. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life / residual value is accounted on prospective basis. Freehold land and properties under construction are not depreciated.

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

1.9. Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible

Notes forming part of the Consolidated Financial Statements (Contd.)

assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Direct expenses and administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Intangible assets under development".

Intangible assets are amortised on straight line basis over the estimated useful life. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset are recognised in profit or loss when the asset is derecognised.

1.10. Impairment of Tangible and Intangible Assets other than Goodwill

As at the end of each accounting year, the Group reviews the carrying amounts of its PPE and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the PPE, investment property and intangible assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

- i) in the case of an individual asset, at the higher of the net selling price and the value in use; and
- ii) in the case of a cash generating unit (the smallest identifiable Group of assets that generates independent cash flows), at the higher of the cash generating unit's net selling price and the value in use.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the Statement of Profit and Loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount. For this purpose, the impairment loss recognised in respect of a cash generating unit is allocated first to reduce the carrying amount of any goodwill allocated to such cash generating unit and then to reduce the carrying amount of the other assets of the cash generating unit on a pro-rata basis.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit), except for allocated goodwill, is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss (other than impairment loss allocated to goodwill) is recognised immediately in the Statement of Profit and Loss.

1.11. Employee Benefits**i) Short Term Employee Benefits**

Employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the related service. Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Notes forming part of the Consolidated Financial Statements (Contd.)

ii) Post-employment benefits:

- a) Defined contribution plans: The Group's superannuation scheme, state governed provident fund scheme, employee state insurance scheme and employee pension scheme are defined contribution plans. The contribution paid/payable under the schemes is recognised during the period in which the employee renders the related service.
- b) Defined benefit plans: The obligation in respect of defined benefit plans, which cover Gratuity are provided for on the basis of an actuarial valuation at the end of each financial year using project unit credit method. The Group's liability is actuarially determined (using the Projected Unit Credit Method) at the end of the year. Actuarial losses/gains are recognised in the Other Comprehensive Income in the year in which they arise.

Re-measurement, comprising actuarial gains and losses, is reflected immediately in the Balance Sheet with a charge or credit recognised in the Other Comprehensive Income in the period in which they occur. Re-measurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

Defined benefit costs are categorised as follows:

- i) Service cost (including current service cost, past service cost, as well as gain and losses on curtailments and settlements).
- ii) Net interest expense or income; and
- iii) Re-measurement.

The Group presents the first two components of defined benefit costs in Statement of Profit and Loss in the line item 'Employee Benefits Expense'.

The present value of the defined benefit plan liability is calculated using a discount rate, which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation, recognized in the Balance Sheet, represents the Group's liability based on actuarial valuation.

iii) Long term employee benefits:

The obligation recognised in respect of long term benefits such as long term compensated absences is measured at present value of estimated future cash flows expected to be made by the Group and is recognised in a similar manner as in the case of defined benefit plans vide (ii) (b) above.

iv) Termination benefits:

Termination benefits such as compensation under employee separation schemes are recognised as expense when the Group's offer of the termination benefit is accepted or when the Group recognises the related restructuring costs whichever is earlier.

1.12. Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

Notes forming part of the Consolidated Financial Statements (Contd.)

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component based on the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease-by-lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

Group as a Lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Notes forming part of the Consolidated Financial Statements (*Contd.*)

1.13. Financial Instruments

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Recognised financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realise the asset and settle the liability simultaneously.

1) Financial Assets

a) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

c) Debt instruments at amortised cost or at FVTOCI

The Group assesses the classification and measurement of a financial asset based on the contractual cash flow characteristics of the asset and the Group's business model for managing the asset.

For an asset to be classified and measured at amortised cost, its contractual terms should give rise to cash flows that are solely payments of principal and interest on the principal outstanding (SPPI).

For an asset to be classified and measured at FVTOCI, the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Group has more than one business model for managing its financial instruments which reflect how the Group manages its financial assets in order to generate cash flows. The Group's business models determine whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Group considers all relevant information available when making the business model assessment. However, this assessment is not performed on the basis of scenarios that the Group does not reasonably expect to occur, such as so-called 'worst case' or 'stresscase' scenarios. The Group takes into account all relevant evidence available such as:

- how the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel.
- the risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way in which those risks are managed; and
- how managers of the business are compensated (e.g. whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

Notes forming part of the Consolidated Financial Statements (Contd.)

The Group reassess its business models each reporting period to determine whether the business models have changed since the preceding period. For the current and prior reporting period the Group has not identified a change in its business models.

When a debt instrument measured at FVTOCI is derecognised, the cumulative gain/loss previously recognised in OCI is reclassified from equity to profit or loss.

In contrast, for an equity investment designated as measured at FVTOCI, the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to profit or loss but transferred within equity.

Debt instruments that are subsequently measured at amortised cost or at FVTOCI are subject to impairment.

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

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

e) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily de-recognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and
- either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

2) Financial liabilities

- a) Financial liabilities, including derivatives, which are designated for measurement at FVTPL are subsequently measured at fair value. Financial guarantee contracts are subsequently measured at the amount of impairment loss allowance or the amount recognised at inception net of cumulative amortisation, whichever is higher.

All other financial liabilities including loans and borrowings are measured at amortised cost using Effective Interest Rate (EIR) method.

- b) A financial liability is derecognised when the related obligation expires or is discharged or cancelled.

1.14. Write Off

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

Notes forming part of the Consolidated Financial Statements (*Contd.*)

1.15. Impairment

The Group recognises loss allowances for ECLs on the following financial instruments that are not measured at FVTPL:

- Loans and advances to customers.
- Debt investment securities.
- Trade and other receivable.
- Lease receivables.
- Irrevocable loan commitments issued; and
- Financial guarantee contracts issued.

Credit-impaired financial assets

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer.
- a breach of contract such as a default or past due event.
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider.
- the disappearance of an active market for a security because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

It may not be possible to identify a single discrete event—instead, the combined effect of several events may have caused financial assets to become credit-impaired. The Group assesses whether debt instruments that are financial assets measured at amortised cost or FVTOCI are credit-impaired at each reporting date. To assess if corporate debt instruments are credit impaired, the Group considers factors such as bond yields, credit ratings and the ability of the borrower to raise funding.

A loan is considered credit-impaired when a concession is granted to the borrower due to a deterioration in the borrower's financial condition, unless there is evidence that as a result of granting the concession the risk of not receiving the contractual cash flows has reduced significantly and there are no other indicators of impairment.

For financial assets where concessions are contemplated but not granted the asset is deemed credit impaired when there is observable evidence of credit-impairment including meeting the definition of default. The definition of default (see below) includes unlikeliness to pay indicators and a backstop if amounts are overdue for 90 days or more.

Significant increase in credit risk

The Group monitors all financial assets and financial guarantee contracts that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date based on the remaining maturity of the instrument with the risk of a default occurring that was anticipated for the remaining maturity at the current reporting date when the financial instrument was first recognised. In making this assessment, the Group considers both quantitative and qualitative

Notes forming part of the Consolidated Financial Statements (*Contd.*)

information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort, based on the Group's historical experience and expert credit assessment.

Given that a significant increase in credit risk since initial recognition is a relative measure, a given change, in absolute terms, in the Probability of Default will be more significant for a financial instrument with a lower initial PD than compared to a financial instrument with a higher PD.

As a back-stop when loan asset not being a corporate loans becomes 30 days past due, the Group considers that a significant increase in credit risk has occurred and the asset is instage 2 of the impairment model, i.e. the loss allowance is measured as the lifetime ECL in respect of all retail assets. In respect of the corporate loan assets, shifting to Stage 2 has been rebutted using historical evidence from own portfolio to a threshold of 60 days past due, which is reviewed annually.

Purchased or originated credit impaired (POCI) financial assets

POCI financial assets are treated differently because the asset is credit-impaired at initial recognition. For these assets, the Group recognises all changes in lifetime ECL since initial recognition as a loss allowance with any changes recognised in profit or loss. A favourable change for such assets creates an impairment gain.

Definition of default

Critical to the determination of ECL is the definition of default. The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL, as default is a component of the probability of default (PD) which affects both the measurement of ECLs and the identification of a significant increase in credit risk.

The Group considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Group; or
- the borrower is unlikely to pay its credit obligations to the Group in full.

The definition of default is appropriately tailored to reflect different characteristics of different types of assets.

When assessing if the borrower is unlikely to pay its credit obligation, the Group takes into account both qualitative and quantitative indicators. The information assessed depends on the type of the asset, for example in corporate lending a qualitative indicator used is the admittance of bankruptcy petition by National Company Law Tribunal, which is not relevant for retail lending. Quantitative indicators, such as overdue status and non-payment on another obligation of the same counter party are key inputs in this analysis. The Group uses a variety of sources of information to assess default which are either developed internally or obtained from external sources. The definition of default is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition is more appropriate for a particular financial instrument. With the exception of POCI financial assets (which are considered separately below), ECLs are required to be measured through a loss allowance at an amount equal to:

- 12-month ECL, i.e. lifetime ECL that result from those default events on the financial instrument that are possible within 12 months after the reporting date, (referred to as Stage 1); or
- full lifetime ECL, i.e. lifetime ECL that result from all possible default events over the life of the financial instrument, (referred to as Stage 2 and Stage 3).

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition (and consequently to credit impaired financial assets). For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

ECLs are a probability-weighted estimate of the present value of credit losses. These are measured as the present value of the difference between the cash flows due to the Group under the contract and the cash

Notes forming part of the Consolidated Financial Statements (*Contd.*)

flows that the Group expects to receive arising from the weighting of multiple future economic scenarios, discounted at the asset's EIR.

- for financial guarantee contracts, the ECL is the difference between the expected payments to reimburse the holder of the guaranteed debt instrument less any amounts that the Group expects to receive from the holder, the debtor or any other party.

The Group measures ECL on an individual basis, or on a collective basis for portfolios of loans that share similar economic risk characteristics.

1.16. Modification and derecognition of financial assets

A modification of a financial asset occurs when the contractual terms governing the cash flows of a financial asset are renegotiated or otherwise modified between initial recognition and maturity of the financial asset. A modification affects the amount and/or timing of the contractual cash flows either immediately or at a future date. In addition, the introduction or adjustment of existing covenants of an existing loan may constitute a modification even if these new or adjusted covenants do not yet affect the cash flows immediately but may affect the cash flows depending on whether the covenant is or is not met (e.g. a change to the increase in the interest rate that arises when covenants are breached).

The Group renegotiates loans to customers in financial difficulty to maximise collection and minimise the risk of default. A loan forbearance is granted in cases where although the borrower made all reasonable efforts to pay under the original contractual terms, there is a high risk of default or default has already happened and the borrower is expected to be able to meet the revised terms. The revised terms in most of the cases include an extension of the maturity of the loan, changes to the timing of the cash flows of the loan (principal and interest repayment), reduction in the amount of cash flows due (principal and interest forgiveness) and amendments to covenants.

When a financial asset is modified the Group assesses whether this modification results in derecognition. In accordance with the Group's policy a modification results in derecognition when it gives rise to substantially different terms. To determine if the modified terms are substantially different from the original contractual terms the Group considers the following:

- Qualitative factors, such as contractual cashflows after modification are no longer SPPI,
- Change in currency or change of counter party,
- The extent of change in interest rates, maturity, covenants.

If these do not clearly indicate a substantial modification, then.

- a) In the case where the financial asset is derecognised the loss allowance for ECL is re-measured at the date of derecognition to determine the net carrying amount of the asset at that date.

The difference between this revised carrying amount and the fair value of the new financial asset with the new terms will lead to a gain or loss on derecognition. The new financial asset will have a loss allowance measured based on 12-month ECL except in the rare occasions where the new loan is considered to be originated-credit impaired. This applies only in the case where the fair value of the new loan is recognised at a significant discount to its revised paramount because there remains a high risk of default which has not been reduced by the modification. The Group monitors credit risk of modified financial assets by evaluating qualitative and quantitative information, such as if the borrower is in past due status under the new terms.

- b) When the contractual terms of a financial asset are modified and the modification does not result in derecognition, the Group determines if the financial asset's credit risk has increased significantly since initial recognition by comparing:
 - the remaining lifetime PD estimated based on data at initial recognition and the original contractual terms; with
 - the remaining lifetime PD at the reporting date based on the modified terms.

Notes forming part of the Consolidated Financial Statements (Contd.)

For financial assets modified, where modification did not result in derecognition, the estimate of PD reflects the Group's ability to collect the modified cash flows taking into account the Group's previous experience of similar forbearance action, as well as various behavioural indicators, including the borrower's payment performance against the modified contractual terms. If the credit risk remains significantly higher than what was expected at initial recognition the loss allowance will continue to be measured at an amount equal to lifetime ECL. The loss allowance on forborne loans will generally only be measured based on 12-month ECL when there is evidence of the borrower's improved repayment behaviour following modification leading to a reversal of the previous significant increase in credit risk.

Where a modification does not lead to derecognition the Group calculates the modification gain/loss comparing the gross carrying amount before and after the modification (excluding the ECL allowance). Then the Group measures ECL for the modified asset, where the expected cash flows arising from the modified financial asset are included in calculating the expected cash shortfalls from the original asset.

The Group derecognises a financial asset only when the contractual rights to the asset's cash flows expire (including expiry arising from a modification with substantially different terms), or when the financial asset and substantially all the risks and rewards of ownership of the asset are transferred to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain/ loss that had been recognised in OCI and accumulated in equity is recognised in profit or loss, with the exception of equity investment designated as measured at FVTOCI, where the cumulative gain/loss previously recognised in OCI is not subsequently re-classified to profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain/loss allocated to it that had been recognised in OCI is recognised in profit or loss. A cumulative gain/loss that had been recognised in OCI is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts. This does not apply for equity investments designated as measured at FVTOCI, as the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to profit or loss.

1.17. Presentation of allowance for ECL in the Balance Sheet

Loss allowances for ECL are presented in the statement of financial position as follows:

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

1.18. Cash and bank balances:

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

Notes forming part of the Consolidated Financial Statements (Contd.)

1.19. Borrowing costs:

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

1.20. Accounting and reporting of information for Operating Segments:

Operating segments are those components of the business whose operating results are regularly reviewed by the chief operating decision making body in the Group to make decisions for performance assessment and resource allocation. The reporting of segment information is the same as provided to the management for the purpose of the performance assessment and resource allocation to the segments. Segment accounting policies are in line with the accounting policies of the Group.

1.21. Foreign currencies:

- i) The functional currency and presentation currency of the Group is Indian Rupee. Functional currency of the Group and foreign operations has been determined based on the primary economic environment in which the Group and its foreign operations operate considering the currency in which funds are generated, spent and retained.
- ii) Transactions in currencies other than the Group's functional currency are recorded on initial recognition using the exchange rate at the transaction date. At each Balance Sheet date, foreign currency monetary items are reported at the prevailing closing spot rate. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

Exchange differences that arise on settlement of monetary items or on reporting of monetary items at each Balance Sheet date at the closing spot rate are recognised in the Statement of Profit and Loss in the period in which they arise.

- iii) Financial statements of foreign operations whose functional currency is different than Indian Rupees are translated into Indian Rupees as follows:
 - A. assets and liabilities for each Balance Sheet presented are translated at the closing rate at the date of that Balance Sheet.
 - B. income and expenses for each income statement are translated at average exchange rates; and
 - C. all resulting exchange differences are recognised in other comprehensive income and accumulated in equity as foreign currency translation reserve for subsequent reclassification to profit or loss on disposal of such foreign operations.

1.22. Taxation:

Current Tax:

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to an item which is recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable/ receivable on the taxable income/ loss for the year using applicable tax rates for the relevant period, and any adjustment to taxes in respect of previous years.

Notes forming part of the Consolidated Financial Statements (Contd.)

Deferred Tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Group's financial statements and the corresponding tax bases used in computation of taxable profit and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are generally recognised for all taxable temporary differences to the extent that is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets relating to unabsorbed depreciation/business losses/losses under the head "capital gains" are recognised and carried forward to the extent of available taxable temporary differences or where there is convincing other evidence that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax expenses in respect unutilised tax credit in the group mainly relates to minimum alternative tax which are recognised to the extent it is probable of such unutilised tax credit will get realised.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of reporting period, to recover or settle the carrying amount of its assets and liabilities.

Transaction or event which is recognised outside profit or loss, either in other comprehensive income or in equity, is recorded along with the tax as applicable.

1.23. Provisions, contingent liabilities and contingent assets:

Provisions are recognised only when:

- i) a Group entity has a present obligation (legal or constructive) as a result of a past event; and
- ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- iii) a reliable estimate can be made of the amount of the obligation

Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- i) a present obligation arising from past events, when it is not probable that an out flow of resources will be required to settle the obligation; and
- ii) a present obligation arising from past events, when no reliable estimate is possible.

Contingent assets are disclosed where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

Where the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under such contract, the present obligation under the contract is recognised and measured as a provision.

1.24. Commitment:

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- a) estimated number of contracts remaining to be executed on capital account and not provided for.
- b) uncalled liability on shares and other investments partly paid.

Notes forming part of the Consolidated Financial Statements (*Contd.*)

- c) funding related commitment to associate companies; and
- d) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

1.25. Non-current assets held for sale:

Non-current assets and disposal groups are classified as held for sale if their carrying amount is intended to be recovered principally through a sale (rather than through continuing use) when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such asset (or disposal group) and the sale is highly probable and is expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets and disposal groups classified as held for sale are measured at lower of their carrying amount and fair value less costs to sell.

1.26. Statement of cash flows:

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i) changes during the period in operating receivables and payables transactions of a non-cash nature.
- ii) non-cash items such as depreciation, provisions, deferred taxes, unrealised gains and losses; and
- iii) all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

1.27. Earnings per share:

The Group presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

1.28. Key source of estimation:

The preparation of financial statements in conformity with Ind AS requires that the management of the Group makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment & intangible assets, expected credit loss on loan books, future obligations in respect of retirement benefit plans, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

1.29. Recent Accounting Developments:

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") has amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of the Schedule III and are applicable from April 1, 2021. Some of the key amendments relating to Division III which relate to NBFC whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Notes forming part of the Consolidated Financial Statements (*Contd.*)

Balance Sheet:

- i) Ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible assets under development to be given as per specified format.
- ii) Promoter Shareholding to be disclosed separately as per prescribed format.
- iii) CRAR, Tier I CRAR, Tier II CRAR and Liquidity coverage ratio to be disclosed

Statement of Profit and Loss:

Additional disclosures related to Corporate Social Responsibility (CSR) in the notes forming part of standalone financial statements.

The amendments are extensive and the Company has given effect as required by the law.

1.30. Changes in Accounting Standard and recent accounting pronouncements (New Accounting Standards issued but not effective):

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 106 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 2 : Cash & cash equivalents		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Cash on hand	0.29	0.29
Balances with banks		
- In current accounts	116.98	143.51
Total	117.27	143.80

Note No. 3 : Bank balances other cash and cash equivalents		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Earmarked Balances with bank		
Unpaid dividend account	30.20	30.03
Bonus fraction share account	0.62	0.64
Term deposit of up to twelve months Maturity	4,597.61	766.11
Total	4,628.43	796.78

Note No. 4 : Receivables		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Trade receivables		
Receivables considered good - Unsecured	36.96	43.08
Total	36.96	43.08

Particulars	Outstanding for following periods from due date of payment as on 31st March 2024					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
	(i) Undisputed Trade receivables – considered good	30.80	6.16	-	-	
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Notes forming part of the Consolidated Financial Statements (Contd.)

Trade Receivables ageing schedule

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payment as on 31st March 2023					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	30.76	12.32	-	-	-	43.08
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(i) Disputed Trade receivables – considered good	-	-	-	-	-	-
(ii) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

Note No. 5 : Loans

(₹ In Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(A) At amortised cost		
-to Related parties	-	-
-to Others	2,37,700.00	2,12,300.00
Total (A)	2,37,700.00	2,12,300.00
(B) At amortised cost		
Unsecured	2,37,700.00	2,12,300.00
Total (B)	2,37,700.00	2,12,300.00
(C)		
(I) Loans in India		
At amortised cost		
(i) Public sector	-	-
(ii) Others -Corporate Bodies	2,37,700.00	2,12,300.00
Total (C) (I)	2,37,700.00	2,12,300.00
(II) Loans outside India	-	-
At amortised cost		
Total (C) (II)	-	-
Total C(I) and C(II)	2,37,700.00	2,12,300.00

Notes forming part of the Consolidated Financial Statements (Contd.)

Particulars	As at 31.03.2024	As at 31.03.2023
Following loans given on repayable on demand		
a) Amount of loan or advance in the nature of loan outstanding		
Type of Borrower		
Promoters	-	-
Directors	-	-
Key Managerial Personnels	-	-
Related Parties	-	-
Total	-	-

Particulars	As at 31.03.2024			As at 31.03.2023	
	Face Value (₹)	Nos./Unit	Amount	Nos./Unit	Amount
Note No. 6 : Investments					
(A) At fair value through profit or loss					
Investment in mutual funds					
Aditya Birla Sun Life Dividend Yield Plus - Dividend	10	18,811	4.81	18,811	3.50
Aditya Birla Sun Life Midcap Fund - Plan – Dividend	10	33,473	17.01	33,473	12.46
Aditya Birla Sunlife Short term Opportunity Fund-Growth	10	16,672	7.17	16,672	6.69
Aditya Birla Sunlife Medium Term Plan-Growth	10	50,783	17.44	50,783	16.25
Aditya Birla Sunlife Medium Term Plan-Growth	10	58,746	20.18	58,746	18.80
Aditya Birla Sunlife Low Duration Fund-Growth	10	10,269	67.69	8,723	53.34
Aditya Birla Sunlife Overnight Fund-Growth regular plan	1,000	5,839	75.14	2,65,361	3,200.50
(B) At fair value through other comprehensive income					
Investment in Equity instruments					
Quoted					
Aditya Birla Fashion & Retail Limited	10	39,88,866	8,199.08	39,88,866	8,550.10
Aditya Birla Capital Limited	10	3,36,01,721	58,937.42	3,36,01,721	51,595.44
Grasim Industries Limited	2	2,47,14,527	5,65,295.38	2,47,14,527	4,03,514.08
Hindalco Industries Limited	1	2,98,57,969	1,67,279.27	2,98,57,969	1,21,029.28
Vodafone Idea Limited (Formerly: Idea Cellular Limited)	10	10,90,28,530	14,446.28	10,90,28,530	6,323.65
Jayshree Tea & Industries Limited	5	2,844	2.66	2,844	2.24
Kesoram Industries Limited	10	4,63,48,750	79,325.89	4,63,48,750	27,160.37
Kesoram Textile Mills Limited	2	24,15,750	48.32	24,15,750	48.32
Mangalam Cement Limited	10	15,20,000	11,111.20	15,20,000	4,034.08

Notes forming part of the Consolidated Financial Statements (Contd.)

Particulars	As at 31.03.2024			As at 31.03.2023	
	Face Value (₹)	Nos./Unit	Amount	Nos./Unit	Amount
Ultra Tech Cement Limited	10	34,89,647	3,40,210.92	34,89,647	2,65,986.13
Titagarh Rail Systems Limited (Formerly Titagarh Wagons Limited)	2	38,339	352.34	38,339	100.60
KDDL Limited	10	35,000	858.29	35,000	358.93
Orient Cement Limited	1	4,25,260	832.66	4,25,260	467.57
Orient Paper & Industries Limited	1	4,25,260	174.99	4,25,260	159.05
Orient Electric Limited	1	4,25,260	821.18	4,25,260	1,149.48
Sutlej Textiles & Industries Limited	1	17,14,630	864.17	17,14,630	695.28
SIL Investment Limited	10	1,14,309	534.91	1,14,309	310.18
Zenith Steel & Pipes Limited	10	3,432	0.26	3,432	0.11
Mangalore Refinery Petrochemicals Ltd.	10	200	0.44	200	0.11
Quoted (Partly Paid Up)					
Grasim Industries Limited	0.50	17,35,395	17,786.06	-	-
Unquoted					
Birla Buildings Limited	10	15,000	1.52	15,000	1.52
Birla Consultants Limited	10	12,000	1.20	12,000	1.20
Birla Tyres Limited *	10	2,73,38,750	-	2,73,38,750	1,448.95
Essel Mining & Industries Limited	10	1,501	1.00	1,501	1.00
Indo Thai Synthetics Co. Limited	Baht10	2,07,900	11.42	2,07,900	11.42
Indo Phil Textile Mills Inc. Manila	Peso10	2,11,248	2.03	2,11,248	2.03
The Industry House Limited	100	2,812	1.89	2,812	1.89
The Eastern Economist Limited	100	400	26.23	400	26.23
The Hindustan Times Limited	10	1,92,000	2.18	1,92,000	2.18
Gmmco Limited	10	68,249	342.10	68,249	342.10
(C) Investments -Others (At cost)					
Associates (#)			-		
- Century Textiles & Industries Limited	10	3,69,78,570	1,31,735.56	3,69,78,570	1,28,679.86
(D) Investments Carried at Amortized Cost					
Debt Instruments					
Investment in Tax Free Bonds					
Housing and Urban Development Corporation Ltd.	1,000	-	-	500	5.00
(E) Preference Share					
10% Series-B Non Cumulative Compulsorily Redeemable Preference Shares (Series B CRPS) of Jayashree Finvest Private Limited.	100	21,00,000	2,100.00	21,00,000	2,100.00

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 6 : Investments			(₹ In Lakhs)		
Particulars	As at 31.03.2024			As at 31.03.2023	
	Face Value (₹)	Nos./Unit	Amount	Nos./Unit	Amount
(F) Total – Gross (A+B+C+D+E)			14,01,516.29		10,27,419.91
(i) Investments outside India			13.45		13.45
(ii) Investments in India			14,01,502.84		10,27,406.46
Total (G)			14,01,516.29		10,27,419.91
(H) Total (F) to tally with (G)			-		-
Less: Allowance for Impairment loss (I)			-		-
(J) Total– Net = (F)-(I)			14,01,516.29		10,27,419.91

(#)As per para 10 of Ind AS 27, the Company has opted to value the investments in subsidiary entities and associate at cost.

The following shares, although are in physical possession of the company, have not been indicated above since the value thereof has been written off in earlier years :

QUOTED (Fully paid)		
Equity Instruments		
Jiyajeerao Cotton Mills Limited (In liquidation)	10	150
Kalyan Sundram Cement Industries Limited (In liquidation)	10	50,000
Umi Special Steels Limited (In liquidation)	10	1,00,000
UNQUOTED (Fully paid)		
Equity instruments		
In Subsidiary Companies		
Atlas Iron and Alloys Limited (under process of striking off)	10	72,000

* The Hon'ble National Company Law Tribunal (NCLT), Kolkata Bench vide its order dated October 19, 2023 has approved the resolution plan for Birla Tyres Limited under the Insolvency and Bankruptcy Code, 2016 (IBC) . As per the Resolution Plan approved by Hon'ble NCLT under IBC, the value of equity shares of Birla Tyres Limited shall be extinguished with Nil value. Accordingly, the value of Equity Shares of Birla Tyre Limited in the hands of the Company has been considered as NIL.

Note No. 7 : Other financial assets		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Dividend Receivable	-	0.63
Interest accrued but not due on loans and advances	8.26	5.84
Total	8.26	6.47

Note No. 8 : Current tax assets (net)		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Advance payment of income tax (net of provision for Income Tax)	512.96	480.44
Total	512.96	480.44

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 9 : Investment property		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Gross carrying amount		
Opening gross carrying amount	717.91	717.91
Additions	-	-
Disposals	-	-
Closing gross carrying amount	717.91	717.91
Accumulated depreciation		
Opening accumulated depreciation	363.84	345.00
Depreciation charged during the year	15.56	18.86
Deductions	-	-
Closing accumulated depreciation	379.40	363.86
Net carrying amount	338.51	354.07

9.1 The amounts recognized in Statement of Profit and Loss in relation to the investment properties :		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Rental income derived from investment properties	145.61	146.52
Service charges derived from investment properties	38.91	39.35
Direct operating expenses (including repairs and maintenance)	164.92	171.49
Depreciation	15.55	18.86
Profit arising From investment properties before indirect expenses	4.05	(4.48)

Note No. 10 : Property, plant & equipment		(₹ In Lakhs)		
Particulars	Furnitures & Fixtures	Office Equipments	Vehicles	Total
Cost or valuation				
As at 1st April 2023	61.12	3.17	7.33	71.62
Addition/ (Disposal)	-	2.01	-	2.01
As at 31st March, 2024	61.12	5.18	7.33	73.63
Depreciation				
As at 1st April 2023	38.57	2.79	5.35	46.71
Charge for the period	5.84	0.20	0.62	6.66
As at 31st March, 2024	44.41	2.99	5.97	53.37
Net Block				
As at 31st March 2023	22.55	0.38	1.98	24.91
As at 31st March, 2024	16.71	2.19	1.36	20.27

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 11 : Other non financial assets		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Security deposits	17.45	17.45
Advance to parties	-	-
Other advances	7.21	16.09
Prepaid expenses	0.21	0.21
Balances with Government Dept	0.08	0.08
Deposit with Delhi Municipal Corporation against appeal (property tax demand)	19.90	19.90
Total	44.85	53.73

Note No. 12 : Payables		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Trade payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	12.23	12.38
Total	12.23	12.38

Trade Payables ageing schedule **(₹ In Lakhs)**

Particulars	Outstanding for following periods from due date of payment as on 31st March, 2024					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-	-
(ii)Others	1.04	11.20	-	-	-	12.23
(iii) Disputed dues –MSME	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment as on 31st March, 2023					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME	-	-	-	-	-	-
(ii)Others	0.67	11.71	-	-	-	12.38
(iii) Disputed dues –MSME	-	-	-	-	-	-
(iv) Disputed dues -Others	-	-	-	-	-	-

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 13 : Borrowings (Debt securities)		(₹ In Lakhs)	
Particulars	As at 31.03.2024	As at 31.03.2023	
At amortised cost			
(a) Unsecured - commercial paper			
From other parties	94,856.29		41,073.94
Total (A)	94,856.29		41,073.94
At amortised cost			
Debt securities in India	94,856.29		41,073.94
Debt securities outside India	-		-
Total (B)	94,856.29		41,073.94
Total (B) to tally with (A)			

Note: **Details of terms of redemption/repayment and security provided in respect of debt securities:**

Particulars	31.03.2024	31.03.2023
Commercial Paper	94,856.29	41,073.94

Commercial Paper of ₹ 1,00,000 lakhs will be repayable by 21st March, 2025.

Note No. 14 : Borrowings (other than debt securities)		(₹ In Lakhs)	
Particulars	As at 31.03.2024	As at 31.03.2023	
At amortised cost			
(a) Unsecured - Term loan			
From other parties	-		32,500.00
Total (A)	-		32,500.00
At amortised cost			
Borrowings in India	-		32,500.00
Borrowings outside India	-		-
Total (B)	-		32,500.00
Total (B) to tally with (A)			

Note: **Details of terms of redemption/repayment and security provided in respect of debt securities and borrowings**

Term loan from financial entities	As at 31.03.2024	As at 31.03.2023	Terms of redemption/repayment
Term loan from financial entity 1	-	10,000.00	
Term Loan from Financial Entity 2	-	7,500.00	
Term Loan from Financial Entity 3	-	15,000.00	

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 15 : Other financial liabilities		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Interest accrued but not due on borrowings	-	141.21
Unpaid dividends	30.20	30.03
Unclaimed bonus fraction shares	0.62	0.64
Others		
Liabilities for expenses	-	-
Amount due to employee	0.06	2.50
Other miscellaneous payable	0.33	0.39
Security deposit	600.00	600.00
Total	631.21	774.77

Note No. 16 : Provisions		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Provision for employee benefits (Gratuity)	30.11	24.27
Provision for employee benefits (Leave)	15.28	10.83
Others		
Contingent provision against standard assets	950.80	849.20
Total	996.19	884.30

Note No. 17 : Deferred tax liabilities (net)		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
The major components of the deferred tax liabilities / (assets) based on the tax effects of timing differences are as follows:		
Deferred tax assets		
MAT credit entitlement	1.05	0.87
Difference between WDV of block of assets as per Income Tax and WDV of Fixed Assets as per books	5.02	4.55
Disallowed items u/s 43 B	11.41	8.84
	17.48	14.26
Deferred tax liabilities (net)		
Investment measured at Fair Value through Profit or Loss	4.68	0.17
Equity investment measured at fair value through OCI	87,700.27	49,376.77
	87,704.95	49,376.94
Total	87,687.47	49,362.68

Note No. 18 : Other non financial liabilities		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Statutory dues payable	16.10	67.68
Total	16.10	67.68

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 19 : Equity share capital

(i) Share capital authorised, issued, subscribed and paid up

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	(₹ In Lakhs)	No. of Shares	(₹ In Lakhs)
Authorised:				
Equity shares of Rs. 10 each	2,50,00,000	2,500.00	2,50,00,000	2,500.00
Issued, subscribed and fully paid up shares:				
Equity shares of Rs. 10 each	1,10,72,250	1,107.23	1,10,72,250	1,107.23
i. Reconciliation of number of shares				
Opening number of equity Shares	1,10,72,250	1,107.23	1,10,72,250	1,107.23
Fresh issue/Bonus	-	-	-	-
Closing Number of equity shares	1,10,72,250	1,107.23	1,10,72,250	1,107.23

(ii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees.

During the year ended 31st March, 2024, the amount of per share dividend recognized as distributions to shareholders was ₹ 15/- (₹ 15/-) per share.

The Board of Directors at its meeting held on 28th May, 2024, have proposed a final dividend of ₹ 15/- per equity share for the financial year ended 31st March, 2024. The proposal is subject to the approval of the Shareholders at the forthcoming Annual General Meeting. Total cash out flow would be ₹ 1660.84 Lakhs (₹ 1660.84 Lakhs) and the same will be accounted for in the financial year 2024-25 in terms of Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014.

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.

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

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	% holding	No. of Shares	% holding
Umang Commercial Company Private Limited	38,41,871	34.70	38,41,871	34.70
Padmavati Investment Private Limited	19,69,780	17.79	19,69,780	17.79
The Punjab Produce & Trading Co. Pvt. Limited	19,39,312	17.52	19,39,312	17.52
Gwalior Webbing Co. Pvt. Limited	6,35,835	5.74	6,35,835	5.74

As per the records of the company, including its register of shareholders, the above shareholding represents legal ownership of shares.

Notes forming part of the Consolidated Financial Statements (Contd.)

(iv) Details of Shareholding of Promoters as on 31.03.2024

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	No. of Shares	% of total shares	
Umang Commercial Company Private Limited	38,41,871	34.70	-
B. K Birla Foundation	24,529	0.22	-
Birla Educational Institution	23,100	0.21	-
Jay Shree Tea & Industries Limited	9,380	0.08	-
Padmavati Investment Private Limited	19,69,780	17.79	-
Prakash Educational Society	4,98,129	4.50	-
Zenith Distributors & Agents Limited	4,771	0.04	-
Total	63,71,560	57.54	-

Details of Shareholding of Promoters as on 31.03.2023

Shares held by promoters at the end of the year			% Change during the year
Promoter Name	No. of Shares	% of total shares	
Umang Commercial Company Private Limited	38,41,871	34.70	34.70
Aditya Marketing and Manufacturing Private Limited (since merged with Umang Commercial Company Private Limited)	-	-	(34.70)
B. K Birla Foundation	24,529	0.22	-
Birla Educational Institution	23,100	0.21	-
Central India General Agents Limited *	420	0.00	-
Jay Shree Tea & Industries Limited **	9,380	0.08	0.08
Jayantika Investment & Finance Limited **	-	-	(0.08)
Padmavati Investment Private Limited	19,69,780	17.79	-
Prakash Educational Society	4,98,129	4.50	-
Zenith Distributors & Agents Limited	4,771	0.04	-
Total	63,71,980	57.54	

* Reclassified as public shareholder under Regulation 31A of SEBI (LODR), 2015

** Inter-se transfer of Shares

Note No. 20 : Other equity		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
i) Statutory reserves		
Balance as at the beginning of the year	57,632.55	54,231.54
Addition during the year	3,341.69	3,401.01
	60,974.24	57,632.55
Others		
ii) General reserve		

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 20 : Other equity		(₹ In Lakhs)
Particulars	As at 31.03.2024	As at 31.03.2023
Balance as at the beginning of the year	19,713.61	19,713.61
Addition during the year	-	-
	19,713.61	19,713.61
iii) Reserves representing unrealised gains/losses		
Equity instruments through other comprehensive income	7,77,905.78	7,92,184.81
Add / (less) during the year	3,25,558.78	(14,253.20)
Less: Realised gain/(loss) on equity shares at FVTOCI transferred to retained earnings	-	(25.83)
	11,03,464.56	7,77,905.78
Share in equity instruments through other comprehensive income of an associates		
Balance as at the beginning of the year	3,225.90	5,191.44
Add/(less) during the year	6,033.00	(1,965.54)
	9,258.90	3,225.90
Capital reserve		
Balance as at the beginning of the year	35,897.00	35,897.00
Add/(less) during the Year	-	-
	35,897.00	35,897.00
iv) Shares in Treasury Shares of an Associates		
Balance as at the beginning of the year	-	-
Add/(less) during the Year	(3,144.79)	-
	(3,144.79)	-
v) Shares in Employees Stock Option Reserve of an Associates		
Balance as at the beginning of the year	-	-
Add/(less) during the Year	369.47	-
	369.47	-
vi) Retained earnings		
Surplus at the beginning of the year	2,21,465.37	2,01,901.12
Add : Profit for the year	16,645.76	24,593.07
Add/(Less): Other adjustment relating to an associates	20.48	-
Add/(less): Remeasurement of net defined benefit through OCI net of tax	(44.97)	7.20
Add: Realised gain/(loss) on equity shares at FVTOCI transferred from equity instruments through other comprehensive income	-	25.83
Less: Dividend on equity shares	(1,660.84)	(1,660.84)
Less: Transfer to statutory reserve	(3,341.69)	(3,401.01)
	2,33,084.11	2,21,465.37
Total	14,59,617.08	11,15,840.21

Notes forming part of the Consolidated Financial Statements (Contd.)

Notes: Nature and purpose of reserve

(i) Statutory Reserve (Reserve u/s. 45-IA of the Reserve Bank of India Act, 1934 (the “RBI Act, 1934”))

Reserve is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

(ii) General reserve

Amounts set aside from retained profits as a reserve to be utilised for permissible specified purpose as per prevailing law for the time being.

(iii) FVTOCI equity investments

The Company has elected to recognise changes in the fair value of investments in equity securities (other than investment in subsidiaries and associate) in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity.

(iv) Retained earnings

Surplus in the statement of profit and loss is the accumulated available profit of the company carried forward from earlier years. These reserve are free reserves which can be utilised for any purpose as may be required.

Note No. 21 : Interest income		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Financial assets measured at amortised cost		
Interest on loans	23,540.44	22,509.07
Interest income from investments	-	-
Interest on deposits with banks	20.02	7.89
Other interest Income	0.41	0.41
Total	23,560.87	22,517.37

Note No. 22 : Dividend income		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
On investments - equity share investments	4,841.68	5,135.71
On investments - Mutual Fund	1.37	1.07
Total	4,843.05	5,136.78

Note No. 23 : Net gain/(loss) on fair value changes		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Net gain/ (loss) on financial instruments at fair value through profit or loss		
(i) On financial instruments designated at fair value through profit or loss on mutual fund	42.16	24.83
(ii) Others	-	-

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 23 : Net gain/(loss) on fair value changes		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Total Net gain/(loss) on fair value changes	42.16	24.83
Fair value changes:		
Realised	28.42	16.47
Unrealised	13.74	8.36
Total	42.16	24.83

Note No. 24 : Others		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Rent income	145.60	146.51
Service charges	38.92	39.35
Total	184.52	185.86

Note No. 25 Other income		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Miscellaneous receipts & income	0.35	6.08
Excess Provision against Standard Assets of NBFCs (as per RBI Regulation) written back	-	78.20
Interest on others	-	12.33
Total	0.35	96.61

Note No. 26 : Finance costs		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
On financial liabilities measured at amortised cost		
Interest on borrowings (other than debt securities)	1,629.04	2,643.80
Interest on debt securities	5,800.47	3,856.11
Total	7,429.51	6,499.91

Note No. 27 : Employee benefit expense		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Salaries and wages	298.25	166.13
Contribution to provident and other funds		
Provident fund and pension fund	22.45	13.22
Gratuity	7.25	5.91
Staff welfare expenses	11.78	8.55
Total	339.73	193.81

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 28 : Depreciation and amortization expense		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Depreciation and amortization expense		
On property, plant and equipment	6.66	8.85
On investment property	15.56	18.86
Total	22.22	27.71

Note No. 29 : Other expenses		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Rent, taxes and energy costs	62.69	79.66
Repairs and maintenance	102.22	91.79
Director's fees, allowances and expenses	15.60	14.80
Insurance	0.22	0.22
Payments to the auditors		
As auditor	5.11	5.11
For quarterly review	2.62	2.65
For fees for other services (inclusive for issuing various certificates)	2.55	2.30
For Reimbursement of out of pocket expenses	-	-
Corporate social responsibility expenses	278.92	198.45
Provision against Standard Assets of NBFCs (as per RBI Regulation)	101.60	-
Miscellaneous expenses	106.72	87.71
Total	678.25	482.69

Note No. 30 : Tax expenses

The components of income tax expense for the year ended 31st March 2024 and 31 March 2023 are:

		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
Current tax	5,190.32	5,227.68
MAT credit entitlement written off	-	(0.17)
Deferred tax	(1.96)	(0.78)
Income Tax related to earlier years	(0.01)	(61.47)
Total tax charge	5,188.35	5,165.26
Current tax	5,190.32	5,166.05
Deferred tax	(1.96)	(0.78)

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 30.1 : Reconciliation of the total tax charge

The tax charge shown in the statement of profit and loss differs from the tax charge that would apply if all profits had been charged at India corporate tax rate. A reconciliation between the tax expense and the accounting profit multiplied by India's domestic tax rate for the years ended 31 March 2024 and 31 March 2023 is as follows:

Particulars	As at 31.03.2024	(₹ In Lakhs)
		As at 31.03.2023
Accounting profit before tax	20,161.24	20,757.33
Applicable tax rate	25.17%	25.17%
Tax on Accounting Profit	5,073.13	5,224.62
Tax effect of:		
Exempted income	(0.06)	(0.06)
Ind AS transition period adjustment	-	-
Tax on expense not tax deductible	74.18	51.67
Adjustment on account of change on tax rate	-	-
Tax effect on various other items	43.07	(110.18)
Tax expenses recognised in the statement of profit and loss	5,190.32	5,166.05
Effective tax rate (%)	25.74	24.89

Note No. 30.2 : Deferred tax

Particulars	As at 31.03.2024	(₹ In Lakhs)
		As at 31.03.2023
Deferred tax asset/ liability (net)		
The movement on the deferred tax account is as follows:		
At the start of the year DTA / (DTL) (net)	(49,362.68)	(52,501.15)
Credit / (charge) for equity instruments through OCI	(38,326.72)	3,137.59
Credit / (charge) for MAT credit entitlement	0.17	0.17
Credit / (charge) for remeasurement of the defined benefit	(0.04)	(0.07)
Credit / (charge) to the statement of profit and loss	1.79	0.78
At the end of year DTA / (DTL) (net)	(87,687.47)	(49,362.68)

Note No. 31 : Other comprehensive income

Particulars	For the year ended 31st March, 2024	(₹ In Lakhs)
		For the year ended 31st March, 2023
Items that will not be reclassified to profit or loss		
Remeasurements of the defined benefit plans	1.41	1.31
Equity Instruments through other comprehensive income:	3,63,885.51	(17,390.79)
Share of other comprehensive income in associates and joint ventures, to the extent not to be classified into profit or loss	5,986.65	(1,938.39)
Total	3,69,873.57	(19,327.87)
Items that will be reclassified to profit or loss		
Share of other comprehensive income in associates and joint ventures, to the extent to be classified into profit or loss	-	-
Total	-	-

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 32 : Earnings Per Share		(₹ In Lakhs)
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(A) Basic earnings per share		
Computation of profit		
Net profit for the year attributable to equity shareholders (basic)	16,645.76	24,593.07
Computation of weighted average number of shares	Nos.	Nos.
Weighted average number of equity shares of ₹ 10 each used for calculation of basic earnings per share	1,10,72,250	1,10,72,250
Basic earnings per share of face value of ₹ 10 each (in ₹)	150.34	222.11
(B) Diluted earnings per share		
Profit attributable to equity shareholders (diluted)	16,645.76	24,593.07
Computation of weighted average number of shares	Nos.	Nos.
Weighted average number of equity shares as above	1,10,72,250	1,10,72,250
Diluted earnings per share of face value of ₹ 10 each (in ₹)	150.34	222.11

Note No : 33 Contingent liabilities and commitments (to the extent not provided for)		(₹ In Lakhs)
Particulars	As at 31st March, 2024	As at 31st March, 2023
(A) Contingent liabilities		
Income tax	-	-
(i) Assessing officer has demanded income tax of ₹ 295.06 lakhs (Nil after Net of refund of ₹ 598.05 lakhs) (P.Y. ₹ 164.71 lakhs- Nil after Net of refund of ₹ 208.28 lakhs) against the certain disallowances etc. for the A.Y. 2009-2010, A.Y. 2010-2011, 2011-12 and 2020-21. The Company has filed application before the DCIT and appeal before CIT (A), Kolkata. Matter is still under sub-judice.		
Others		
(ii) A demand of R. 437.77 Lakhs was raised by New Delhi Municipal Council towards property tax with retrospective effect from Financial Year 2000-01 to 2016-17 in a Subsidiary. The Subsidiary Company has not recognized it as a liability in the account for Financial Year 2016-17, being contingent in nature. An Appeal was filed by the Subsidiary Company on 02.03.2017 at the Court of District Judge, Patiala House, New Delhi and the demand was set aside vide judgement dated 03.10.2023.	437.77	437.77
(B) Commitments		
(i) Uncalled liability on partly paid shares held as investments	21,184.43	-
(C) Company's share in outstanding capital and other commitment & contingent liabilities of associates :		
I) Outstanding capital and other commitment	5,932.65	4,137.43
II) Contingent liabilities- continuing operation		

Notes forming part of the Consolidated Financial Statements (Contd.)

Particulars	As at 31st March, 2024	As at 31st March, 2023
a. i) Claims against the company not acknowledged as debts		
Rates, taxes & duties demanded by various authorities	925.09	371.49
Others	196.34	208.26
ii) Claims not acknowledged as debts jointly with other members of "Business Consortium of Companies" in which the company had an interest (proportionate).	905.23	877.75
b. For income tax matters	4,414.89	4,414.89
c. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefit received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/enterpration have not been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.	Amount not determinable	Amount not determinable

Note No. 34 : Corporate social responsibility ("CSR") expenses

As per Section 135 of the Companies Act, 2013 ("Act"), a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are healthcare including preventive healthcare, providing safe drinking water, sanitation facility, promoting education, old age home maintenance, environmental sustainability and promotion and development of traditional art and handicrafts. A CSR committee has been formed by the company as per the Act.

The funds were primarily allocated to a corpus and utilized through the year on these activities which are specified in Schedule VII of the Companies Act, 2013

The amounts spent are as follows:

(₹ In Lakhs)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(a) amount required to be spent by the company during the year	282.20	210.71
(b) amount of expenditure incurred	266.66	198.45
(c) shortfall at the end of the year	15.54	12.26
(d) total of previous year shortfall	Nil	Nil
(e) reason for shortfall	The Company was in touch with various prospective implementing agencies/beneficiaries in consonance with the CSR Policy and Annual Action Plan, but the same could not be materialised by 31st March, 2024.	

Notes forming part of the Consolidated Financial Statements (Contd.)

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(f) nature of CSR activities		
(i) construction/acquisition of any assets	-	-
(ii) on purpose other than (i) above	266.66	198.45
(g) details of related party transactions,	NA	NA
(h) provision made with respect to a liability incurred by entering into contractual obligations	NA	NA

Note No. 35 : Lease Disclosures

(a) As lessee

During the period ended March 31, 2024 the expense recognized in the statement of profit and loss includes:

- (i) Rental Expenses recorded for Short-term lease ₹ 29.64 Lakhs for the year ended 31 March, 2024 (Previous Year: ₹ 29.64 Lakhs)
- (b) Operating lease commitments – as lessor

The Company has let out portions of office premises along with furniture and fixtures and other amenities on operating lease. It has recognised lease rental income amounting to ₹ 145.60 Lakhs and ₹ 146.51 Lakhs for the year ended 31st March 2024 and 2023 respectively in the statement of profit and loss.

Note No. 36 : Segment reporting

Operating segment are components of the Company whose operating results are regularly reviewed by the Chief Operating Decision Maker (“CODM”) to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Company is engaged primarily on the business of “Investments and Financing” only, taking into account the risks and returns, the organization structure and the internal reporting systems. All the operations of the Company are in India. All non-current assets of the Company are located in India. Accordingly, there are no separate reportable segments as per Ind AS 108 – “Operating segments”.

Note No. 37 : Related party disclosures**(a) Related party disclosures as required by Ind AS 24 - Related party disclosures.**

List of related parties and relationships:

Sl. No.	Nature of relationship	
1	Non-Executive Directors	Smt. Rajashree Birla
		Shri D. K. Mantri
		Shri A. K. Kothari
		Shri A. V. Jalan
		Shri Giriraj Maheswari
		Shri Yazdi P. Dandiwala
		Smt. Vanita Bhargava

Notes forming part of the Consolidated Financial Statements (Contd.)

2	Key Managerial Personnel	Shri R. P. Pansari (CEO)
		Shri J. K. Singhania (CFO)
		Shri R. S. Kashyap (Company Secretary)
3	Other related parties	
	Associate company	Century Textiles & Industries Limited

Transactions with related parties are as follows: (₹ In Lakhs)

Sl. No.	Nature of transactions	Non-Executive Directors	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Sitting fees	15.60	14.80

(₹ In Lakhs)

Sl. No.	Nature of transactions	Key Managerial Personnel	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Remuneration (including bonus & retirement benefits)	154.28	140.61

(₹ In Lakhs)

Sl. No.	Nature of transactions	Other related parties	
		For the year ended 31st March, 2024	For the year ended 31st March, 2023
1	Loans & advances given	-	-
2	Loans & advances received	-	-
3	Interest received	-	-

All transactions with these related parties are priced on an arm's length basis. None of the balances is secured.

The remuneration of key management personnel are determined by the Nomination and Remuneration Committee having regard to the performance of individuals and market trends.

(b) Disclosures as per Regulation 53(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015).

Loans and advances in the nature of loans to companies in which directors are interested as under:

Sl. No.	Name	As at 31st March, 2024	Maximum balance outstanding during the year ended 31st March, 2024
1		-	-
Sl. No.	Name	As at 31st March, 2023	Maximum Balance outstanding during the year ended 31st March, 2023
1		-	-

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 38 :

Under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") which came into force from October 2, 2006, certain disclosures are required to be made relating to micro, small and medium enterprises. There have been no reported cases of delays in payments to micro and small enterprises or of interest payments due to delays in such payments.

The disclosure as required by section 22 of MSMED Act has been given below:

Particulars	(₹ In Lakhs)	
	As at 31st March, 2024	As at 31st March, 2023
Principal amount payable to suppliers as at year-end	-	-
Interest due thereon as at year end	-	-
Interest amount for delayed payments to suppliers pursuant to provisions of MSMED Act actually paid during the year, irrespective of the year to which the interest relates.	-	-
Amount of delayed payment actually made to suppliers during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
Interest accrued and remaining unpaid at the end of the year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	-	-

Note No. 39 :

No effect has been given in the accounts in respect of the following Equity Shares received by way of fully paid Bonus Shares on shares not belonging to the Company and the shares of other companies apportionable to the holding of these shares received pursuant to Scheme of Arrangement, same are being held in trust by the Company.

Sl. No.	Name of the Company	No. of Equity Shares	Face Value per Share (₹)
(a)	Grasim Industries Ltd.	5755	2/-
(b)	Hindustan Motors Ltd.	440	10/-
(c)	Century Textiles & Industries Ltd	220	10/-
(d)	Tungabhadra Industries Ltd.	4	10/-
(e)	Hindustan Everest Tools Ltd.	60	10/-
(f)	Aditya Birla Capital Ltd.	8057	10/-
(g)	Ultratech Cement Ltd.	657	10-
(h)	Kesoram Textile Mills Ltd.	600	2/-

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 40 : Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ In Lakhs)

Particulars	As at 31st March, 2024			As at 31st March, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	117.27	-	117.27	143.80	-	143.80
Bank balance other than above	4,628.43	-	4,628.43	796.78	-	796.78
Trade receivable	36.96	-	36.96	43.08	-	43.08
Loans	90,000.00	1,47,700.00	2,37,700.00	2,12,300.00	-	2,12,300.00
Investments	209.44	14,01,306.85	14,01,516.29	3,311.53	10,24,108.38	10,27,419.91
Other financial assets	8.26	-	8.26	6.47	-	6.47
Non-financial assets						
Current tax assets (net)	512.96	-	512.96	480.44	-	480.44
Investment property	-	338.51	338.51	-	354.07	354.07
Property, plant and equipment	-	20.27	20.27	-	24.91	24.91
Other non-financial assets	27.31	17.54	44.85	36.19	17.54	53.73
Total Assets	95,540.63	15,49,383.17	16,44,923.80	2,17,118.29	10,24,504.90	12,41,623.19

(₹ In Lakhs)

Particulars	As at 31st March, 2024			As at 31st March, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Liabilities						
Financial liabilities						
Trade payables						
(i) Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	12.23	-	12.23	12.38	-	12.38
Debt securities	94,856.29	-	94,856.29	41,073.94	-	41,073.94
Borrowings (other than debt securities)	-	-	-	17,500.00	15,000.00	32,500.00
Other financial liabilities	31.21	600.00	631.21	174.77	600.00	774.77
Non-financial liabilities						

Notes forming part of the Consolidated Financial Statements (Contd.)

Provisions	21.03	975.16	996.19	17.83	866.47	884.30
Deferred tax liabilities (net)	-	87,687.47	87,687.47	-	49,362.68	49,362.68
Other non-financial Liabilities	16.10	-	16.10	67.68	-	67.68
Total liabilities	94,936.86	89,262.63	1,84,199.49	58,846.60	65,829.15	1,24,675.75
Net	603.77	14,60,120.54	14,60,724.31	1,58,271.69	9,58,675.75	11,16,947.44

Note No. 41 : Employee benefit plan

Disclosure in respect of employee benefits under Ind AS 19 - Employee Benefit are as under

(a) Defined contribution plan

The Company's contribution to provident fund are considered as defined contribution plans. The Company's contribution to provident fund aggregating ₹ 20.50 lakhs (31st March, 2023: ₹ 12.15 lakhs) has been recognised in the statement of profit and loss under the head employee benefits expense.

(b) Defined benefit plan:

Gratuity

Financial assets not measured at fair value

The Company operates a defined benefit plan (the "gratuity plan") covering eligible employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age/ resignation date.

The defined benefit plans expose the Company to risks such as actuarial risk, liquidity risk, legislative risk.

These are discussed as follows:

Actuarial risk: It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse salary growth experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Liquidity risk: Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign / retire from the Company, there can be strain on the cash flows.

Legislative risk: Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act, 1972, thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the defined benefit obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Notes forming part of the Consolidated Financial Statements (Contd.)

The status of gratuity plan as required under Ind AS-19 is as under

(₹ In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
i. Reconciliation of opening and closing balances of defined benefit obligation		
Present value of defined benefit obligations at the beginning of the year	24.27	22.72
Current service cost	5.51	4.36
Past service cost	-	-
Interest cost	1.74	1.54
Acquisition adjustment		
Benefit paid	-	(3.04)
Change in demographic assumptions	-	-
Change in financial assumptions	0.22	(0.32)
Experience variance (i.e. Actual experience vs assumptions)	(1.63)	(0.99)
Present value of defined benefit obligations at the end of the year	30.11	24.27
ii. Reconciliation of opening and closing balances of the fair value of plan assets		
Fair value of plan assets at the beginning of the year		
Transfer in / (out) plan assets	-	-
Expenses deducted from the fund	-	-
Interest income	-	-
Return on plan assets excluding amounts included in interest income	-	-
Assets distributed on settlements	-	-
Contributions by the Company	-	-
Assets acquired in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the year	-	-
iii. Reconciliation of the present value of defined benefit obligation and fair value of plan assets		
Present value of defined benefit obligations at the end of the year	30.11	24.27
Fair value of plan assets at the end of the year	-	-
Unrecognised past service cost	-	-
Net asset / (liability) recognized in the balance sheet as at the end of the year	(30.11)	(24.27)
iv. Composition of plan assets		
v. Expense recognised during the Year		
Current service cost	5.51	4.36
Past service cost	-	-
Interest cost	1.74	1.54
Expenses recognised in the statement of profit and loss	7.25	5.90

Notes forming part of the Consolidated Financial Statements (Contd.)

Particulars	As at 31st March, 2024	As at 31st March, 2023
vi. Other comprehensive income		
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	0.22	(0.32)
Due to experience adjustments	(1.63)	(0.99)
Return on plan assets excluding amounts included in interest income	-	-
Components of defined benefit costs recognised in other comprehensive income	(1.41)	(1.31)
vii. Principal actuarial assumptions		
Discount rate (per annum)	6.97%	7.17%
Rate of return on plan assets (p.a.)	-	-
Annual increase in salary cost	5.00%	5.00%
Mortality Rate (% of IALM 2012-14) (31 03 2022: % of IALM 2012-14)	100%	100%

viii. Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and withdrawal rates. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

	As at 31st March, 2024	As at 31st March, 2023
Defined benefit obligation (Base)	30.11	24.27

	For the year ended 31st March, 2024		For the year ended 31st March, 2023	
	Decrease	Increase	Decrease	Increase
Discount rate (- / + 1%)	31.31	29.07	25.18	23.50
(% change compared to base due to sensitivity)	3.99%	-3.46%	3.72%	-3.19%
Salary growth rate (- / + 1%)	29.02	31.35	23.46	25.21
(% change compared to base due to sensitivity)	-3.62%	4.12%	-3.35%	3.84%
Attrition Rate (-/+50%)	29.98	30.22	24.12	24.41
(% change compared to base due to sensitivity)	0.44%	0.39%	-0.64%	0.58%
Mortality Rate (-/+10%)	30.08	30.14	24.25	24.30
(% change compared to base due to sensitivity)	-0.11%	0.10%	-0.11%	0.10%

ix. Asset liability matching strategies

The Company account for the liabilities based on the actuarial valuation report and paid from its own resources whenever liabilities is crystallized. The projected liability statements is obtained from the actuarial valuer.

Notes forming part of the Consolidated Financial Statements (Contd.)

x. Effect of plan on the Company's future cash flows

a) Maturity profile of defined benefit obligation

The average outstanding term of the obligations (years) as at valuation date is 5 years.

	(₹ In Lakhs)
	Cash Flow
Expected cash flows over the next (valued on undiscounted basis):	
1 Year	20.45
2 to 5 Years	1.22
6 to 10 Years	2.72
More than 10 Years	19.49

Note No. 42 :

Contribution to political parties during the year 2023-24 is Rs. Nil (previous year Rs. Nil)

Note No. 43 :

There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2024

Note No. 44 : Events after the reporting period

There has been no events after the reporting date that require disclosure in financial statements.

Note : 45 Disclosure pursuant to Ind-AS 7 "Statement of Cash Flows" - Changes in liabilities arising from financing activities:					(₹ In Lakhs)
Particulars	1st April, 2023	Cash flows	Changes in fair values	Others	31st March, 2024
Debt securities	41,073.94	53,782.35	-	-	94,856.29
Borrowings (other than debt securities)	32,500.00	(32,500.00)	-	-	-
Subordinated debt	-	-	-	-	-
(₹ In Lakhs)					
Particulars	1st April, 2022	Cash flows	Changes in fair values	Others	31st March, 2023
Debt securities	67,129.62	(26,055.68)	-	-	41,073.94
Borrowings (other than debt securities)	39,500.00	(7,000.00)	-	-	32,500.00
Subordinated debt	-	-	-	-	-

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No. 46 : Financial instrument and fair value measurement

A. Accounting classifications and fair values

The carrying amount and fair value of financial instruments including their levels in the fair value hierarchy presented below:

(₹ In Lakhs)

As at 31 March, 2024	Carrying amount				Fair Value			
	Amortised Cost	At fair value through profit or loss	Fair Value Through Other Comprehensive Income	Others (At Cost)	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost								
Investments	-	-	-	-	-	-	-	-
Financial assets measured at fair value								
Investments	-	209.44	12,67,471.29	-	12,67,291.16	-	389.57	12,67,680.73
Financial assets not measured at fair value								
Cash and cash equivalents	117.27	-	-	-	-	-	-	-
Bank balance other than cash and cash equivalents	4,628.43	-	-	-	-	-	-	-
Trade Receivables	36.96	-	-	-	-	-	-	-
Loans	90,000.00	-	-	-	-	-	-	-
Investments in Associates	-	-	-	1,31,735.56	-	-	-	-
Investment in Preference Share	-	-	-	2,100.00	-	-	-	-
Dividend Receivable	-	-	-	-	-	-	-	-
Interest Accrued but not due on Loans and Advances	8.26	-	-	-	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	12.23	-	-	-	-	-	-	-
Debt securities	94,856.29	-	-	-	-	-	-	-
Borrowings (other than debt securities)	-	-	-	-	-	-	-	-
Other financial liabilities	631.21	-	-	-	-	-	-	-

(₹ In Lakhs)

As at 31 March, 2023	Carrying amount				Fair Value			
	Amortised Cost	At fair value through profit or loss	Fair Value Through Other Comprehensive Income	Others (At Cost)	Level 1	Level 2	Level 3	Total
Financial assets measured at amortised cost								
Investments	5.00	-	-	-	-	-	-	-
Financial assets measured at fair value								
Investments	-	3,311.53	8,93,323.52	-	8,96,245.48	-	389.57	8,96,635.05
Financial assets not measured at fair value								
Cash and cash equivalents	143.80	-	-	-	-	-	-	-
Bank balance other than cash and cash equivalents	796.78	-	-	-	-	-	-	-
Trade Receivables	43.08	-	-	-	-	-	-	-
Loans	2,12,300.00	-	-	-	-	-	-	-
Investments in Associates	-	-	-	1,28,679.86	-	-	-	-
Investment in preference shares	-	-	-	2,100.00	-	-	-	-
Dividend Receivable	0.63	-	-	-	-	-	-	-
Interest Accrued but not due on Loans and Advances	5.84	-	-	-	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	12.38	-	-	-	-	-	-	-
Debt securities	41,073.94	-	-	-	-	-	-	-
Borrowings (other than debt securities)	32,500.00	-	-	-	-	-	-	-
Other financial liabilities	774.77	-	-	-	-	-	-	-

- 1) The Company has not disclosed the fair values for cash and cash equivalents, bank balances, trade receivables, loans, term deposits, trade payables and other financial liabilities as these are short term in nature and their carrying amounts are a reasonable approximation of fair value.
- 2) The carrying amount of the investments in Associates are valued at Cost.

Notes forming part of the Consolidated Financial Statements (Contd.)

Reconciliation of level 3 fair value measurement is as follows:

(₹ In Lakhs)

	As at 31st March, 2024	As at 31st March, 2023
i) Investment		
Balance at the beginning of the year	389.57	363.74
Gain included in OCI	-	-
Net change in fair value (unrealised)	-	-
Addition during the year	-	25.83
Impairment in value of investments	-	-
Amount derecognised / repaid during the year	-	-
Amount written off	-	-
Balance at the end of the year	389.57	389.57

B. Measurement of fair values

i) Valuation techniques and significant unobservable input

The carrying amounts of financial assets and liabilities which are at amortised cost are considered to be the same as their fair values as there is no material differences in the carrying values presented.

ii) Financial instruments - fair value

The fair value of financial instruments as referred to in note (A) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurement).

The categories used are as follows:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices;

Level 2: The fair value of financial instruments that are not traded in active market is determined using valuation technique which maximizes the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value on instrument are observable, the instrument is included in level 2; and

Level 3: If one or more of significant input is not based on observable market data, the instrument is included in level 3.

iii) Transfers between levels I and II

There has been no transfer in between level I and level II.

iv) Valuation techniques

Investment in equity instruments

The majority equity instruments held by the Company are actively traded on stock exchanges with readily available active prices on a regular basis. Such instruments are classified as level 1.

Investments in mutual Funds are valued as per the NAV prevailing at the end of the financial years and such investments are classified as level 1.

Equity investments in unquoted instruments are fair valued using the valuation technique and accordingly classified as level 3.

Notes forming part of the Consolidated Financial Statements (Contd.)

C. Capital

The Company maintains an actively managed capital base to cover risks inherent in the business and is meeting the capital adequacy requirements of the NBFC's Sector regulator and supervisor, RBI. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The Company has complied in full with all its externally imposed capital requirements over the reported period. Equity share capital and other equity are considered for the purpose of Company's capital management.

C.1 Capital management

The primary objectives of the Company's capital management policy are to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value.

The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend payment to shareholders, return capital to shareholders or issue capital securities. No changes have been made to the objectives, policies and processes from the previous years. However, they are under constant review by the Board.

C.2 Regulatory capital

Ratio	Numerator	Denominator	As at 31st March, 2024	As at 31st March, 2023
CRAR	(CRAR Tier 1 + CRAR Tier II) x 100	Risk Weighted Assets	49.57	61.46
CRAR- Tier I Capital (%)	Adjusted Net Worth x 100	Total Risk Weighted Assets	49.57	61.46
CRAR- Tier II Capital (%)	Adjusted Net Worth x 100	Total Risk Weighted Assets	-	-
Amount of subordinated debt raised as Tier-II capital			-	-
Amount raised by issue of perpetual debt instruments			-	-

*CRAR for 2023-2024&2022-23 has been calculated on the basis of RBI Circular No. RBI/2019-20/170 DOR (NBFC). CC.PD.No. 109/22.10.106/2019-20 dated March 13, 2020. .

Note No. 47 : Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings and trade payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Investments, Loan, Trade Receivables and Cash and Cash equivalents that derive directly from its operations.

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has an overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed to reflect changes in market conditions and the Company's activities.

Notes forming part of the Consolidated Financial Statements (Contd.)

The Company's risk management committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

1) Credit risk

Credit risk is the risk of financial loss to the Company if a customer fails to meet its contractual obligations and arises principally from the Company's receivables from customers and loans.

The carrying amounts of financial assets represent the maximum credit risk exposure.

Trade Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry.

The Company's exposure to credit risk for loans and advances by type of counterparty is as follows:

	(₹ In Lakhs)	
	Carrying Amount	
	As at 31st March, 2024	As at 31st March, 2023
Trade Receivables	36.96	43.08
Loans	2,37,700.00	2,12,300.00

An impairment analysis is performed at each reporting date based on the facts and circumstances existing on that date to identify expected losses on account of time value of money and credit risk. For the purposes of this analysis, the trade receivables are categorised into groups based on days past due.

Investments

The major investments of the Company are in the group companies, which includes investment in subsidiaries companies and an associate.

The company has also made investments in the units of mutual funds on the basis of risk and returns of the respective scheme.

Cash and cash equivalent and Bank deposits

Credit risk on cash and cash equivalent and bank deposits is limited as the Company generally invests in term deposits with banks.

2) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due.

The Company is monitoring its liquidity risk by estimating the future inflows and outflows during the start of the year and planned accordingly the funding requirement. The Company manages its liquidity by term loans, inter-corporate deposit and investment in mutual funds.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities based on contractual undiscounted payments along with-it carrying value as at the balance sheet date.

	(₹ In Lakhs)		
	Up to 12 months	More than 12 months	Total
As at 31st March, 2024			
Debt securities	94,856.29	-	94,856.29
Borrowings	-	-	-
Trade payable	12.23	-	12.23
Other Financial Liabilities	131.21	600.00	631.21
As at 31st March, 2023			
Debt securities	41,073.94	-	41,073.94
Borrowings	17,500.00	15,000.00	32,500.00
Trade payable	12.38	-	12.38
Other Financial Liabilities	174.77	600.00	774.77

3) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risk includes interest rate risk and foreign currency risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

4) 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. Floating rate instruments exposes the Company to Cash flow interest risk, whereas fixed interest rate instruments expose the Company to fair value interest risk.

5) Expected Credit Loss

Expected Credit loss is a calculation of the present value of the amount expected to be lost on a financial asset, for financial reporting purposes. Credit risk is the potential that the obligor and counterparty will fail to meet its financial obligations to the lender. This requires an effective assessment and management of the credit risk at both individual and portfolio level.

The key components of Credit Risk assessment are:

1. Probability of Default (PD): represents the likelihood of default over a defined time horizon.
2. Exposure at Default (EAD): represents how much the obligor is likely to be borrowing at the time of default.
3. Loss Given Default (LGD): represents the proportion of EAD that is likely to be lost post-default.

The definition of default is taken as 90 days past due for all retail and corporate loans.

Delinquency buckets have been considered as the basis for the staging of all loans in the following manner:

- 0-30 days past due loans classified as stage 1
- Between 31-90 days past due loans classified as stage 2 and
- Above 90 days past due loans classified as stage 3

EAD is the total amount outstanding including accrued interest as on the reporting date.

Notes forming part of the Consolidated Financial Statements (Contd.)

Credit Quality of Assets

The Non-individual/corporate book is assessed at the loan type level and the provisioning is done at an account level, which is in excess of provisioning requirements as per the Master Direction - Non-Banking Financial Company- Systemically Important- Non Deposit taking Company (Reserve Bank) Directions, 2016. In certain cases, the assessment is done at an account level based on past experience for future cash flows from the project.

The 12 month PD has been applied on stage 1 loans. The PD term structure i.e. Lifetime PD has been applied on the stage 2 loans according to the repayment schedule for stage 2 loans and PD is considered to be 1 for stage 3 loans.

(₹ In Lakhs)
As at 31st March, 2024

Asset Classification as per norms of the Reserve Bank	Asset classification as per IND AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP Norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets						
Standard	Stage 1	2,37,700.00	-	2,37,700.00	-	2,37,700.00
	Stage 2	-	-	-	-	-
Subtotal		2,37,700.00	-	2,37,700.00	-	2,37,700.00
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful- up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guaretees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal						
Total	Stage 1	2,37,700.00	-	2,37,700.00	-	2,37,700.00
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	2,37,700.00	-	2,37,700.00	-	2,37,700.00

Notes forming part of the Consolidated Financial Statements (Contd.)

Note No : 48 Revenue from contracts with customers.

Set out below is the disaggregation of the Company's revenue from contracts with customers and reconciliation to profit and loss account

	For the year ended 31st March, 2024	For the year ended 31st March, 2023
		(₹ In Lakhs)
Type of income		
Interest on Inter-Corporate Deposit	23,540.44	22,509.07
Rental Income	145.60	146.51
Service Charges	38.91	39.35
Total revenue from contracts with customers	23,724.95	22,694.93
Geographical markets		
India	23,724.95	22,694.93
Outside India	-	-
Total revenue from contracts with customers	23,724.95	22,694.93
Timing of revenue recognition		
Services transferred at a point in time	-	-
Services transferred over time	23,724.95	22,694.93
Total revenue from contracts with customers	23,724.95	22,694.93

Note No. 49 :

The list of subsidiaries and associate included in the consolidated financial statement are as under:

Name of Subsidiary/ Associate	As on 31.03.2024		As on 31.03.2023	
	Proportion of Ownership Interest (%)	Proportion of Voting Power held (%)	Proportion of Ownership Interest (%)	Proportion of Voting Power held (%)
Subsidiaries				
PIC Realcon Limited	100.00	100.00	100.00	100.00
PIC Properties Limited	100.00	100.00	100.00	100.00
Associates				
Century Textiles and Industries Limited	33.11	33.11	33.11	33.11

Note No. 50 :

Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013 as on 31st March 2024.

Notes forming part of the Consolidated Financial Statements (Contd.)

(₹ In Lakhs)

Name of the entity in the Group	Net assets, i.e., total assets minus Total Liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent: Pilani Investment and Industries Corporation Limited	90.66	13,24,310.53	89.26	14,858.13	97.85	3,24,432.65	97.45	3,39,290.78
Subsidiaries: Indian PIC Properties Limited	(0.01)	(182.43)	0.08	13.70	-	-	-	13.70
Subsidiaries: Indian PIC Realcon Limited	0.33	4,860.65	0.61	101.06	0.34	1,127.51	0.35	1,228.57
Non-controlling Interests in all subsidiaries	-	-	-	-	-	-	-	-
Associates (Investment as per the equity method): Indian Century Textiles and Industries Limited	9.02	1,31,735.56	10.04	1,672.87	1.81	5,986.65	2.20	7,659.52
Total	100.00	14,60,724.31	100.00	16,645.76	100.00	3,31,546.81	100.00	3,48,192.57

Note No. 51 :

The Company had applied to the Reserve Bank of India ("RBI") for its conversion from Non-Banking Financial Company to Core Investment Company. However the Company has been advised by RBI to resubmit a new application as per new guidelines and the same is under process of submission.

Note No. 52 :

Previous year figures have been regrouped/reclassified wherever necessary.

Note No. 53 :

The above consolidated financial statements have been reviewed by the audit committee and subsequently approved by the Board of Directors at its meeting held on 28th May, 2024.

As per our Report of even date

For Kothari & Company
Chartered Accountants
Firm Registration No.: 301178E

Manaswy Kothari
Partner
Membership No. 064601
Place: Kolkata
Dated: 28th May, 2024

**For and on behalf of the Board of Directors of
Pilani Investment and Industries Corporation Limited**

Rajashree Birla
Chairperson
(DIN: 00022995)
Place: Mumbai

R. P. Pansari
Chief Executive Officer
Place: Kolkata

J. K. Singhania
Chief Financial Officer
Place: Kolkata
Dated: 28th May, 2024

D. K. Mantri
Director
(DIN: 00075664)
Place: Kolkata

R. S. Kashyap
Company Secretary
Place: Kolkata

Pilani Investment and Industries Corporation Limited

CIN: L24131WB1948PLC095302

Birla Building, 11th Floor,
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