



The Nahar Group

20TH ANNUAL REPORT

2024-25



Capital and Financial Services Limited

BOARD OF DIRECTORS

Mr. Jawahar Lal Oswal

Mr. Dinesh Oswal

Mr. Kamal Oswal

Mr. Dinesh Gogna

Mr. Satish Kumar Sharma

Dr. Manisha Gupta

Dr. Vijay Asdhir

Dr. Roshan Lal Behl

Dr. Yash Paul Sachdeva

Dr. Rajan Dhir

Chairman

Managing Director

Director

Director

Director

Independent Director

Independent Director

Independent Director

Independent Director

Independent Director

CHIEF FINANCIAL OFFICER

Mr. Hans Raj Kapoor

COMPANY SECRETARY

Mrs. Anjali Modgil

REGISTERED OFFICE

375, Industrial Area-A
Ludhiana-141 003, Punjab

BANKERS

ICICI Bank Limited

AUDITORS

M/s Gupta Vigg & Co.
Chartered Accountants
101-Kismat Complex
G.T. Road, Miller Ganj,
Ludhiana-141003

REGISTRAR & SHARE TRANSFER AGENT

M/s Alankit Assignments Limited
Alankit House, 4E/2,
Jhandewalan Extension
New Delhi - 110 055.

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **20TH ANNUAL GENERAL MEETING (AGM)** of the members of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED ("the Company")** will be held on **Thursday, the 25th day of September, 2025 at 12.30 pm** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:**ITEM NO: 1 – ADOPTION OF FINANCIAL STATEMENTS**

- i. To consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.
- ii. To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Auditors thereon.

ITEM NO: 2 – DECLARATION OF DIVIDEND

To declare a Dividend of Rs. 1.50/- per Equity Share of Rs. 5/- each for the financial year ended March 31, 2025.

ITEM NO: 3 – APPOINTMENT OF MR. DINESH GOGNA (DIN: 00498670) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Dinesh Gogna (DIN: 00498670) in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO: 4 – APPOINTMENT OF MR. SATISH KUMAR SHARMA (DIN: 00402712) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Satish Kumar Sharma (DIN: 00402712) in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**ITEM NO: 5 – TO RE-APPOINT DR. ROSHAN LAL BEHL (DIN: 06443747) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Roshan Lal Behl (DIN: 06443747), who was appointed as an Independent Director for five consecutive years by the shareholders on September 29, 2020 and who holds office upto September 29, 2025 and who qualifies for being appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years for a second term w.e.f. September 30, 2025 up to September 29, 2030."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO: 6 – TO APPOINT M/S. P.S. BATHLA & ASSOCIATES, COMPANY SECRETARY AS THE SECRETARIAL AUDITOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla and Associates, Peer Reviewed Company Secretary in Practice, Ludhiana having Certificate of Practice Number 2585, be and is hereby appointed as Secretarial Auditor of the Company for a period of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For Nahar Capital and Financial Services Limited**

**Anjali Modgil
(Company Secretary)
Membership No. FCS 9650**

**Date: July 31, 2025
Regd. Office:
375, Industrial Area-A,
Ludhiana-141003
CIN: L45202PB2006PLC029968
E-mail: secncfs@owmnahar.com**

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 5, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 (referred to as "MCA Circulars") has permitted to conduct the Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") upto September 30, 2025. In compliance with aforesaid MCA Circulars, the 20th Annual General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 26. The 20th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form part of this Notice.
3. The venue of the Meeting shall be deemed to be the registered office of the Company.
4. Pursuant to MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations), the facility to appoint proxy to attend and cast vote for the members is not applicable for this AGM as this AGM would be conducted through VC / OAVM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
5. 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.
6. In line with the MCA Circulars and SEBI (LODR) Regulations, the Notice calling the AGM alongwith Annual Report for the year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. A letter providing the web-link for accessing the Annual report, including the exact path, is being sent to those members who have not registered their email address with the Company. However, hard copy of full annual report will be sent to the shareholder who request for the same.

Members may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at www.ownahar.com. The Notice can also be accessed from 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Dinesh Gogna (DIN: 00498670) and Mr. Satish Kumar Sharma (DIN: 00402712), Non-Executive Directors, retire by rotation at this Meeting and offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
8. The relevant information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, regarding the Directors who are proposed to be re-appointed, is given hereto and form part of the Notice.
9. The Register of Members and Share Transfer Register of the Company shall remain closed from September 6, 2025 to September 10, 2025 (both days inclusive) for the purpose of equity dividend for the year ended March 31, 2025.
10. The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid to the members subject to deduction of tax at source, whose names shall appear in Register of Members as on September 5, 2025 or Register of Beneficial Owners, maintained by the Depositories at the close of September 5, 2025.

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend income is taxable in the hands of members and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, in accordance with the provisions of the IT Act.
11. As per Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form.



In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, 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 Agent: M/s. Alankit Assignments Limited, for assistance in this regard.

12. SPECIAL WINDOW FOR RE-LODGE MENT OF TRANSFER REQUESTS:

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, opened a one-time special window from July 7, 2025 to January 6, 2026 for physical shareholders, where the original share transfer requests were lodged prior to April 1, 2019 and were returned or rejected due to deficiencies in documentation, process or any other reason, to submit re-lodgement requests. The shares re-lodged for transfer will be processed only in dematerialized form during this window.

Eligible shareholders may submit their transfer requests alongwith the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services Ltd. 4E/2, Alankit House, Jhandewalan Extension, New Delhi – 110055 (Tel. 011-42541234), within the stipulated period.

13. As per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, it is mandatory for all the holders of physical securities in listed company to furnish/ update PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ISR-3/SH-14.

Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address. Members are again requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 375, Industrial Area-A, Ludhiana – 141 003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. The aforesaid forms can be downloaded from the website of the Company at http://www.owmnahar.com/nahar_cf/kyc_updaton.php.

- 14. ELECTRONIC CREDIT OF DIVIDEND:** SEBI vide its various circulars has mandated that dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank

account details and specimen signature. Hence, shareholders are requested to update their above mentioned details with the Company at the earliest in order to avoid any delay in receipt of dividend.

In order to prevent fraudulent encashment of dividend warrants, members are requested to provide their correct bank account details alongwith 9 digit MICR code of their Bank to their DP in case of electronic holding and to the Registrar & Transfer Agent or the Company in case of physical holding.

15. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2016-17 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2017-18 is to be transferred to Investor Education and Protection Fund in November, 2025. Shareholders who have not yet claimed the dividend relating to said period are requested to claim the amount from the Company at the earliest.
16. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: https://www.owmnahar.com/nahar_cf/transfer-of-equity-shares-to-IEPF.php.
17. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back by making an application to the IEPF Authority in e-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. Concerned members/investors are advised to access the web link: <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html> for lodging claim in e-Form IEPF-5 for refund of shares and / or dividend from the IEPF Authority.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent: M/s. Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated Letter of Entitlement will be issued to such Members after making requisite changes.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be



entitled to vote at the AGM.

20. SEBI vide its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023 as amended from time to time, has established a common Online Dispute Resolution Portal (Smart ODR) to raise disputes arising in the Indian Securities Market. After exhausting the option for resolution of the grievance with the RTA/Company directly and through SCORES portal, the investors can initiate dispute resolution through the ODR Portal i.e. <https://smartodr.in/login>.
21. As an on-going measure to enhance ease of dealing in securities market by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Sub-division / Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition. Therefore, Members are requested to kindly get their shares dematerialized at the earliest.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM. All other documents referred to in the Notice will be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. September 25, 2025. Members seeking to inspect such documents can send an email to secncfs@owmnahar.com.
23. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 25. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**
 1. 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 secncfs@owmnahar.com or rtal@alankit.com.
 2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
 3. 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.
- 26. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

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

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

 - (i) The voting period begins on September 22, 2025 (9:00 a.m.) and ends on September 24, 2025 (5:00 p.m.). 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 September 18, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) The members who have voted through remote e-voting will be eligible to attend the AGM but they will not be entitled to vote at the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further

Depository	<p>authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and</p>



	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the 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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their	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

Depository Participants (DP)	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's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-48867000 and 022-24997000

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

(v) Login method of e-Voting and joining virtual AGM for **Physical Shareholders & shareholders other than individual shareholders holding in demat form.**

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



	For Physical Shareholders and other than individual shareholders holding shares in demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 also to be 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. **Click on the EVSN for NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED i.e. 250807009 to vote.**
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution,

you will not be allowed to modify your vote.

- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If 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.
- q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 at bathla7@gmail.com and to the Company at secncfs@owmnahar.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 18, 2025 may follow the same instructions as mentioned above for e-Voting.
- (vii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact at toll



free no. 1800-21-09911.

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

- (viii) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Mrs. Anjali Modgil,

Company Secretary and Compliance Officer

375, Industrial Area-A, Ludhiana – 141003

Phone: 0161-5066223

E-mail: gredressalncfsl@owmnahar.com

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

- (i) The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM. However, they will not be eligible to vote at the AGM.
- (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 at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile

number at secncfs@owmnahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secncfs@owmnahar.com. These queries will be replied to by the company suitably by email.

- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Other instructions:

28. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date.
29. The Company has appointed Mr. P.S. Bathla, Practicing Company Secretary (Membership No. FCS 4391), to act as the Scrutinizer to the e-voting process i.e. votes cast during the AGM and votes cast through remote e-voting, in a fair and transparent manner.
30. The Scrutinizer will submit his report to the Chairman of the Meeting ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM.
31. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.owmnahar.com and on the website of CDSL i.e. www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
32. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 20th Annual General Meeting i.e. September 25, 2025.



33. A person who is not a Member as on the cut off date i.e. September 18, 2025 should treat this Notice for information purpose only.

EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts to the Special Business mentioned under Item No. 5 and Item No. 6 of the accompanying Notice:

ITEM NO. 5

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Roshan Lal Behl (DIN: 06443747) was appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto September 29, 2025. Thus, his period of office will be expiring on September 29, 2025.

Based on the recommendation of the Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Roshan Lal Behl (DIN: 06443747) and on the basis of report of performance evaluation, the Board in its Meeting held on July 31, 2025 has proposed the re-appointment of Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from September 30, 2025 upto September 29, 2030.

Dr. Roshan Lal Behl (DIN: 06443747) is 68 years of age. He is M.Com, MBA (Financial Management) and Ph.D. (Corporate Disclosure Practices of Indian Companies). He is having more than 39 years of experience in Teaching. He retired as Principal from Sri Aurobindo College of Commerce and Management, Ludhiana. He has also served as Director of Ludhiana Stock Exchange from 2012 to 2014. He has served as Independent Director in various Listed Companies. Having regard to his vast knowledge and expertise, it will be in the interest of the Company to re-appoint him as an Independent Director for a second term of 5 (five) years.

As identified by the Nomination and Remuneration Committee of the Company, the role of Independent Director requires various skills and capabilities viz; Leadership skills, Managerial and entrepreneurial skills, industry knowledge and experience, understanding of relevant laws, rules, regulations and policies, financial knowledge, policy shaping, corporate governance, risk management etc. Accordingly, the performance evaluation of Dr. Roshan Lal Behl (DIN: 06443747) was conducted on parameters such as his education,

knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement and contribution, including attendance at Board and Committee Meetings, independence of judgment, decision making ability for safeguarding the interest of the Company and its stakeholders etc.

The Nomination and Remuneration Committee and the Board reviewed and confirmed that Dr. Roshan Lal Behl (DIN: 06443747) is independent of the Management and possesses appropriate skills, experience and knowledge as required to be an Independent Director of the Company. He is a fit and proper person to be appointed as a Director of the Company, as per the fit and proper norms prescribed by the Reserve Bank of India and he is not debarred from holding the office of director by virtue of any order by the Securities and Exchange Board of India or any other authority.

Having regard to his vast knowledge and expertise, the Board is of the opinion that his continued association would be of immense beneficial to the Company and it is desirable to re-appoint him as an Independent Director for a further term of five years to avail his services as an Independent Director.

The Company has received from Dr. Roshan Lal Behl (DIN: 06443747) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Roshan Lal Behl (DIN: 06443747) fulfills the conditions for his re-appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Copy of the draft letter for his appointment as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day and is also available on Company's website www.ownahar.com.

Dr. Roshan Lal Behl (DIN: 06443747) does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors except Dr. Roshan Lal Behl (DIN: 06443747), Key Managerial Personnel or their relatives, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

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

Brief profile of Dr. Roshan Lal Behl (DIN: 06443747) alongwith other information as stipulated under



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided at the end of this Notice.

ITEM NO. 6
Information pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment of Secretarial Auditor is required to be approved by the Shareholders of the Company at the Annual General Meeting. The term of appointment of Secretarial Auditor cannot be more than one term of five (5) consecutive years in case of an individual as Secretarial Auditor.

The Board of Directors at their meeting held on May 28, 2025, based on recommendations of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. have approved the appointment of Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla & Associates, Peer Reviewed Company Secretary in Practice (CP No. 2585), as Secretarial Auditor of the Company for an audit period of five consecutive years commencing from FY 2025-26 till FY 2029-30 subject to approval of the shareholders of the Company. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise and experience in conducting the

secretarial audit, audit methodology and reputation of M/s. P.S. Bathla & Associates.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the Listing Regulations and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla & Associates is a Fellow Member of the Institute of Company Secretaries of India with over 42 years of experience in dealing the matters relating to Corporate Laws, SEBI Regulations etc. His expertise includes conducting Secretarial Audits, Advisory Services and Compliance Audits etc. He has been conducting the secretarial audit of the Company since financial year 2014-15.

Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla & Associates has provided his consent and confirmed that he is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The services to be rendered by M/s. P.S. Bathla & Associates as Secretarial Auditor are within the purview of above said regulation and SEBI circular.

The remuneration to be paid to Secretarial Auditor during the term shall be as mutually agreed between the Board of Directors and Secretarial Auditor, from time to time.

None of the Directors or Key Managerial Personnel of the Company or their relatives, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings regarding particulars of Director seeking re-appointment:

Name of the Director	1. Mr. Dinesh Gogna		2. Mr. Satish Kumar Sharma		3. Dr. Roshan Lal Behl	
Category	Non-executive Director		Non-executive Director		Independent Director	
DIN	00498670		00402712		06443747	
Age	72 Years		73 Years		68 Years	
Date of first appointment	12.01.2007		12.01.2007		29.09.2020	
Qualification	BA, LLB		MBA		M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies)	
Expertise	Having more than 48 years of experience in Corporate Finance and Taxation		Having more than 51 years of experience in Corporate Affairs & Marketing		Having more than 39 years of experience in Teaching	
Directorships in Other Listed Companies as on March 31, 2025	Name of the Company	Status	Name of the Company	Status	Name of the Company	Status
	1. Monte Carlo Fashions Limited	Director	1. Nahar Spinning Mills Limited	Director	1. Nahar Spinning Mills Limited	Independent Director
	2. Nahar Spinning Mills Limited	Director			2. Nahar Poly Films Limited	Independent Director
	3. Nahar Poly Films Limited	Director	2. Nahar Poly Films Limited	Executive Director	3. Monte Carlo Fashions Limited	Independent Director
	4. Nahar Industrial Enterprises Limited	Director			4. Nahar Industrial Enterprises Limited	Independent Director
	5. Oswal Leasing Limited	Director			5. Oswal Leasing Limited	Independent Director



Chairmanship/ Membership of Committees of Other Listed Companies as on March 31, 2025	Name of the Company	Name of the Committee	Status	Name of the Company	Name of the Committee	Status	Name of the Company	Name of the Committee	Status
	1. Nahar Spinning Mills Limited	Audit Committee	Member	Nahar Spinning Mills Limited	Share Transfer Committee	Member	1. Nahar Spinning Mills Limited	Audit Committee	Member
		CSR Committee	Member		Stakeholder's Relationship Committee	Member		Risk Management Committee	Member
		Share Transfer Committee	Member					Nomination and Remuneration Committee	Member
	2. Nahar Poly Films Ltd.	Audit Committee	Member				2. Nahar Poly Films Ltd.	Audit Committee	Chairman
		Stakeholder's Relationship Committee	Member						
		CSR Committee	Member				3. Nahar Industrial Enterprises Limited	Audit Committee	Chairman
		Share Transfer Committee	Member					Nomination and Remuneration Committee	Member
	3. Nahar Industrial Enterprises Limited	Audit Committee	Member				4. Oswal Leasing Limited	Audit Committee	Chairman
		Stakeholder's Relationship Committee	Chairman					Stakeholder's Relationship Committee	Chairman
		CSR Committee	Member					Nomination and Remuneration Committee	Chairman
	4. Monte Carlo Fashions Limited							Share Transfer Committee	Chairman
		Audit Committee	Member				5. Monte Carlo Fashions Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member					Stakeholder's Relationship Committee	Member
		Stakeholder's Relationship Committee	Chairman					Nomination and Remuneration Committee	Member
		Risk Management Committee	Member					CSR Committee	Member
		CSR Committee	Member						
		Share Transfer Committee	Member						
Listed entities from which the Director has resigned in the past three years	None			None			None		
No. of Board Meetings attended during the year	4			4			4		
Shareholding	Nil			Nil			Nil		
Disclosure of relationship with other Directors and KMPs	None			None			None		
Terms and Conditions of appointment / reappointment	Re-appointment as a Non-Executive Director liable to retire by rotation			Re-appointment as a Non-Executive Director liable to retire by rotation			Re-appointment as an Independent Director for a second term w.e.f. September 30, 2025.		
Remuneration drawn in FY 2024-25	Sitting Fees of Rs. 40,000/-			Sitting Fees of Rs. 40,000/-			Sitting Fees of Rs. 40,000/-		
Details of Remuneration sought to be paid	He shall be paid a fee for attending meetings of the Board			He shall be paid a fee for attending meetings of the Board			He shall be paid a fee for attending meetings of the Board		

**By order of the Board
For Nahar Capital and Financial Services Limited**

Date: July 31, 2025
Regd. Office:
375, Industrial Area-A,
Ludhiana-141003
CIN: L45202PB2006PLC029968
E-mail: secncfs@owmnahar.com

**Anjali Modgil
(Company Secretary)
Membership No. FCS 9650**



DIRECTORS' REPORT

Dear Members,

Your Directors have immense pleasure in presenting the **TWENTIETH ANNUAL REPORT** on the affairs of the Company for the financial year ended March 31, 2025.

FINANCIAL PERFORMANCE

Your Company's financial performance during the year is summarized below:

(Rs. in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	Current Year	Previous Year	Current Year	Previous Year
Total Income	4936.09	5606.03	4648.89	5177.71
Less: Total Expenses	1114.76	963.67	1114.76	963.67
Profit before Tax	3821.33	4642.36	3534.13	4214.04
Less: Tax (including deferred tax charge/(credit))	781.33	802.53	858.38	319.35
Share of Profit/(loss) from Associates	---	---	2305.47	(2718.12)
Net Profit	3040.00	3839.83	4981.22	1176.57
Other Comprehensive Income/(loss)	(938.63)	35.09	(2796.06)	89.18
Profit/(Loss) for the period	2101.37	3874.92	2185.16	1265.75

INDIAN ACCOUNTING STANDARD

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs (MCA) under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act and applicable guidelines issued by the Reserve Bank of India (RBI). The financial statements have been prepared in accordance with the format prescribed for a Non-Banking Financial Company (NBFC) in compliance of the Companies (Indian Accounting Standards) Rules, 2015, in Division III of Notification No. GSR 1022 (E) dated October 11, 2018, issued by the Ministry of Corporate Affairs.

FINANCIAL PERFORMANCE REVIEW AND STATE OF AFFAIRS

We would like to inform you that the Company has been operating under two segments namely; Investment/Financial Activities and Real Estate Segment as per Ind-AS 108 'Operating Segments'. The Company has made reporting of both the segments i.e. Investment/Financial Activities and Real Estate Activities in the financial statements for the year ended March 31, 2025.

Before reviewing overall performance of the company, we would like to brief you regarding the working performance of each segment, which is as under:-

INVESTMENT/FINANCIAL SEGMENT

The Company's primary business activities are 'Investment/Financial Activities' comprising of Long

Term/Strategic Investments and Short Term / Trading Investments. Besides, the Company's business activities also include lending activities which is primarily to Group Companies and Affiliates. The Company makes investments in equity and debt securities, both in Primary and Secondary Market directly as well as through Mutual Funds, Portfolio Management Services, Alternative Investment Funds etc. During the year under review, the Company achieved net revenue of Rs. 4367.26 Lakhs as compared to Rs. 4983.16 Lakhs in the previous year and earned a Profit (before tax and finance cost) of Rs. 4013.81 Lakhs as compared to Rs. 4710.75 Lakhs in the previous year from investment/financial activities.

REAL ESTATE SEGMENT

We would like to inform you that during the year under review under the real estate segment, the Company achieved net revenue of Rs. 568.83 Lakhs as compared to Rs. 622.87 Lakhs in the previous year and earned a Profit (before tax and interest cost) of Rs. 448.65 Lakhs as compared to Rs. 506.12 Lakhs in the previous year.

OVERALL PERFORMANCE

During the FY 2024-25, the financial markets of India as well as globally, remain highly volatile due to India Lok Sabha elections, US Elections, geopolitical tensions, FII outflows and central banks' policies, affecting the overall investment profitability in general but your Company performed reasonably during the year as enumerated in the table given above. Also, management's balanced approach towards portfolio management, diversification and its continuous review and timely actions has enabled it to get early warning signals and to make appropriate investment decisions from time to time. We would brief you regarding the financial performance of the Company on standalone as well as consolidated basis, which is as under:-

STANDALONE FINANCIAL PERFORMANCE

On standalone basis, the Company earned operating/other income of Rs. 4936.09 Lakhs in the current year as against Rs. 5606.03 Lakhs in the previous year. It earned a profit before tax of Rs. 3821.33 Lakhs for the year ended March 31, 2025 as against Rs. 4642.36 Lakhs in the previous year ended March 31, 2024.

CONSOLIDATED FINANCIAL PERFORMANCE

Pursuant to the requirements of Section 129(3) of the Companies Act, 2013, the Company has consolidated the Financial Statements for the year ended March 31, 2025 in respect of its Associate Companies namely; M/s. Nahar Spinning Mills Ltd. and M/s. Nahar Poly Films Ltd.

On consolidated basis, the Company earned operating/other income of Rs. 4648.89 Lakhs during the year under review as against Rs. 5177.71 Lakhs in the previous year. It earned a net profit after tax of Rs. 4981.22 Lakhs for the year ended March 31, 2025 as against Rs. 1176.57 Lakhs in the previous year ended



March 31, 2024.

TRANSFER TO RESERVE

The Company has transferred an amount of Rs. 20 Crores to the General Reserve during the year under review and thus Company's General Reserve stands increased to Rs. 638.21 Crores as on March 31, 2025.

CHANGES IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year under review.

DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

The Board, considering the Company's performance for the financial year ended March 31, 2025, has recommended a dividend of Rs. 1.50/- (i.e. 30%) per equity shares of Rs. 5/- each on paid up equity share capital for the year ended March 31, 2025. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on September 25, 2025. The total dividend involved a cash outflow of Rs. 251.19 Lakhs.

The dividend, if approved at the forthcoming Annual General Meeting, will be paid out of the profits of the Company for the year under reference to all those shareholders whose name shall appear in the Register of Members as on September 5, 2025 or Register of Beneficial Owners, maintained by the Depositories as at the close of September 5, 2025. Further, as per the Finance Act, 2020 dividend income is taxable in the hands of members and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961.

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) 2015, a Dividend Distribution Policy setting out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company, is available on the website of the Company at http://owmnahar.com/nahar_cf/pdf/Dividend_Distribution_Policy.pdf.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all dividends which remain unpaid/ unclaimed for a period of seven years shall be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Accordingly, the Company has transferred an amount of Rs.4,56,906.00/- (Rupees Four Lakhs Fifty Six Thousand Nine Hundred and Six only) being the amount of unclaimed dividend for the year 2016-17 to the Investor

Education and Protection Fund in November, 2024. Further, unpaid dividend for the year 2017-18 shall be transferred to Investor Education and Protection Fund pursuant to Section 124 of the Companies Act, 2013 in November, 2025. The Company has also sent letter/notice to the shareholders informing them to claim the unclaimed dividend from the Company before transferring the same to the Investor Education and Protection Fund.

Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (IEPF Rules), the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more is required to be transferred to the demat account of the IEPF Authority. Accordingly, during the year under review, the Company has transferred 10,439 (Ten Thousand Four Hundred Thirty Nine) equity shares of Rs. 5/- each, to the demat account of IEPF Authority having DPID/Client ID: IN300708/10656671. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: https://owmnahar.com/nahar_cf/pdf/List-of-Shareholders-2016-17.pdf.

Further, shares in respect of unclaimed/unpaid dividend for seven consecutive years from the financial year 2017-18 shall be transferred to Investor Education and Protection Fund pursuant to IEPF Rules in November, 2025. The Company has sent letter to the shareholders and published the Notice in the Newspaper informing them to claim the unclaimed dividend from the Company at the earliest. The list containing the details of shares alongwith unclaimed/unpaid dividend for seven consecutive years to be transferred to the IEPF Authority are available on the website of the Company at https://owmnahar.com/nahar_cf/pdf/pertaining-to-fy-2017-18.pdf.

The shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back by making an application to the IEPF Authority in e-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. Concerned members/investors are advised to access the web link: <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html> for filing e-Form IEPF-5 for refund of shares and/or dividend from the IEPF Authority.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their declaration to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015.



The Board has taken on record the declarations and confirmations submitted by the Independent Directors. In the opinion of the Board, all Independent Directors hold high standards of integrity and possess requisite qualifications, experience and expertise as required to discharge their duties as Independent Director with an objective independent judgment and without any external influence. All the Independent Directors have confirmed that they are in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **Re-appointment of Directors**

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Article 117 of the Articles of Association of the Company, Mr. Dinesh Gogna (DIN: 00498670) and Mr. Satish Kumar Sharma (DIN: 00402712), Non-executive Directors of the Company, will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offered themselves for re-appointment. The Board has recommended their re-appointment to the members of the Company at the ensuing Annual General Meeting.

Further, the first term of office of Dr. Roshan Lal Behl (DIN: 06443747), as Independent Director of the Company, will expire on September 29, 2025. The Board, on the recommendation of Nomination and Remuneration Committee and on the basis of report of performance evaluation, has decided to re-appoint Dr. Roshan Lal Behl (DIN: 06443747), as an Independent Director for a second term of five consecutive years w.e.f. September 30, 2025 upto September 29, 2030. The necessary resolution for his re-appointment has been proposed in the accompanying Notice for your approval.

- **Key Managerial Personnel**

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Dinesh Oswal (DIN: 00607290), Managing Director, Mr. Hans Raj Kapoor, Chief Financial Officer and Mrs. Anjali Modgil, Company Secretary, are the Key Managerial Personnel (hereinafter referred as KMP) of the Company. There has been no change in the KMP since the last fiscal year.

FIT AND PROPER POLICY

The Directors have adopted a 'Fit and Proper' Policy for ascertaining the 'fit and proper' criteria to be adopted at the time of appointment of directors and on a continuing basis, pursuant to the Non Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 issued by the Reserve Bank of India.

BOARD EVALUATION

The provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committees and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Directors shall be done by Directors excluding the Director being evaluated.

The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination and Remuneration Committee of the Company and adopted by the Board. The evaluation was carried out through structured evaluation process to evaluate the performance of individual Director including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behaviour, leadership qualities, level of engagement and contribution including attendance at Board and Committee Meetings, independence of judgement, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The outcome of the Board Evaluation for the Fiscal 2025 was discussed by the Nomination and Remuneration Committee at the Meeting held on May 27, 2025 and the Board at its Meeting held on May 28, 2025.

The Board was satisfied with the evaluation process and approved the evaluation results thereof.

CORPORATE POLICIES:

As per SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the listed companies are required to formulate certain policies. As a good corporate, the Company has already formulated several corporate governance policies and the same are available on the company's website i.e. www.ownahar.com. The said policies are reviewed periodically by the Board to make them compliant with the new Regulations/requirements.

The policies, adopted by the company are given hereunder:

Name of the Policy	Brief Description
Appointment and Remuneration Policy	Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has approved and adopted the Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and other



	employees as recommended by Nomination and Remuneration Committee. The Policy has been uploaded on the Company's website and can be accessed at http://owmnahar.com/nahar_cf/pdf/NAHARCAPAPPOINTMENTANDREMUNERATIONPOLICY.pdf	Insider Trading Policy	Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Board has adopted the following Codes to provide framework for dealing in the Securities of the Company by the Insiders: i. Code of practices and procedures for fair disclosure of unpublished price sensitive information ii. Code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons The Codes help to regulate trading in securities by the designated persons and immediate relatives of designated persons. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Policy has been uploaded on the Company's website and can be accessed at http://owmnahar.com/nahar_cf/pdf/code-of-practices-and-procedures-for-fair-disclosure.pdf
Corporate Social Responsibility Policy	Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Corporate Social Responsibility Policy was formulated by CSR Committee and adopted by the Board. The Company's CSR Policy outlines the various projects/programmes/activities to be undertaken by the Company as laid down in Schedule VII of the Companies Act, 2013 relating to promoting education, healthcare, rural development, environment, hunger, poverty etc. The Policy has been uploaded on the Company's website and can be accessed at http://www.owmnahar.com/nahar_cf/pdf/csr_policy.pdf	Preservation of documents Policy	The Board of Directors has approved and adopted the policy for Preservation of documents. The Policy segregates the documents to be preserved permanently and documents to be preserved at least for a period of 8 years as per the requirements of applicable laws.
Whistle Blower Policy	Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Company has formulated and adopted Vigil Mechanism/Whistle Blower Policy for its directors and employees. The aim of the policy is to provide a channel to the directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct for policy. The Policy has been uploaded on the Company's website and can be accessed at https://owmnahar.com/nahar_cf/pdf/vigil_mechanism_25.pdf	Archival Policy	Pursuant to the requirements of Regulations 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and adopted the Archival Policy. The Policy ensures protection, maintenance and archival of Company's disclosures, documents and records that are placed on Company's website i.e. www.owmnahar.com .
Policy for determining the material related party transactions and dealing with the related party transactions	Pursuant to the requirements of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved a policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions. The policy regulates the transactions between the Company and its group companies and related parties. The Policy has been uploaded on the Company's website and can be accessed at https://owmnahar.com/nahar_cf/pdf/related_party_transaction_policy_25.pdf	Board Diversity Policy	The Board of Directors has approved and adopted the Board Diversity Policy as per the recommendations of Nomination and Remuneration Committee. The policy envisages of diversification of Company's Board in respect of age, knowledge, experience and expertise.
		Dividend Distribution Policy	Pursuant to the requirements of Regulation 43A of SEBI (Listing Obligations and Disclosure



	Requirements) Regulations, 2015, the Board has approved and adopted the Dividend Distribution Policy. The policy facilitates payment of dividend to the shareholders and set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The policy has been uploaded on Company's website and can be accessed at http://owmnahar.com/nahar_cf/pdf/Dividend_Distribution_Policy.pdf
Risk Management Policy	To monitor and manage the risk associated with the Company's investment business, the Company's Board of Directors has formulated and adopted a Risk Management Policy including therein identification and risk mitigation measures. The policy has been uploaded on Company's website and can be accessed at https://owmnahar.com/nahar_cf/pdf/risk_management_policy_22.pdf

APPOINTMENT AND REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee has framed a policy for Appointment and Remuneration of Directors, Senior Management and other employees as provided under Section 178(3) of the Companies Act, 2013. The objective of the Policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors. The present Board consists of ten members. Mr. Jawahar Lal Oswal (DIN: 00463866) is a Non-Executive Director/Chairman. Mr. Dinesh Oswal (DIN: 00607290) is a Managing Director. There are four Non Executive Directors and five are Independent Directors out of which one Director namely; Dr. Manisha Gupta (DIN: 06910242) is a woman Independent Director on the Board.

The Company's Policy of Appointment and Remuneration includes criteria for determining qualification, positive attributes, independence of directors and other matters as required under sub-section 3 of Section 178 of the Companies Act, 2013. The Policy also laid down the criteria for determining the remuneration of directors, key managerial personnel and other employees. The Nomination & Remuneration Policy of the Company is available on the Company's website and can be accessed at http://owmnahar.com/nahar_cf/pdf/NAHARCAPAPPOINTMENTANDREMUNERATIONPOLICY.pdf. There has been no change in the Policy since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid

out in the Nomination and Remuneration Policy of the Company.

BOARD MEETINGS

During the year under review, the Board of Directors of the Company met four times i.e. May 29, 2024, August 12, 2024, November 12, 2024 and February 3, 2025 with a predefined agenda circulated well in advance. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met on November 11, 2024, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. At the Meeting, they –

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

FAMILIARISATION PROGRAMS FOR BOARD MEMBERS

The Company, at the time of appointing a Director, issues a formal letter of appointment which, *inter alia*, explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. All the Independent Directors are provided with all the Policies/Guidelines as framed by the Company under various statutes and SEBI Regulations, to familiarize them with Company's procedures and practices. Further, to update them on a regular basis, the Company provides copies of all the amendments in Corporate Laws, Corporate Governance Rules, RBI Directions and SEBI Regulations. The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be accessed at: https://owmnahar.com/nahar_cf/pdf/familiarization-program-2024-25.pdf.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year under review, transactions entered into with Related Parties/ Associate Companies are given in the Notes to the Financial Statements which were in the ordinary course of business at arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No



any contract or arrangement was entered into with the Related Parties as per Section 188(1) of the Companies Act, 2013 during the financial year ended March 31, 2025. Accordingly, the disclosure of contracts or arrangement with related parties referred to in Section 188(1) as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company. However, as per Company's policy, all the transactions with the Related Parties are placed before the Audit Committee as well as the Board, for their information and approval.

We would like to inform you that during the year, no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

MASTER DIRECTION – RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023

In accordance with the Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, NBFCs not availing public funds and not having any customer interface are classified as a Base Layer of the regulatory structure. Considering the Company's nature of business, your Company has been categorized as NBFC- Base Layer (NBFC-BL).

MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this Report.

SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2025 is Rs. 837.31 Lakhs. During the year under review, the Company has neither issued shares with differential voting rights as to dividend, voting or otherwise nor granted stock options or sweat equity under any scheme.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements.

The Company being a Non Banking Financial Company registered under Chapter IIIB of the Reserve Bank of India Act, 1934, thus the provisions of Section 186 (except Sub Section 1) of the Companies Act, 2013 in respect of lending and investment activities, are not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY

The Company adopted CSR Policy and decided to undertake CSR activities in collaboration with Group Companies under one umbrella i.e. through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The details of the CSR Policy are available on the company's website i.e. www.ownahar.com.

The disclosure relating to the CSR activities pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014 as amended, is annexed hereto as "Annexure I" and forms part of this Report.

AUDIT COMMITTEE

As required under Section 177 of the Companies Act, 2013, Company has already constituted an Audit Committee consisting of three Non-executive Directors under the Chairmanship of Dr. Vijay Asdhir (DIN: 06671174), Mr. S.K. Sharma (DIN: 00402712) and Dr. Roshan Lal Behl (DIN: 06443747) as members as on March 31, 2025. Mrs. Anjali Modgil is the Secretary of the Committee. The Committee held four meetings during the year under review. During the year under review, the Board has accepted all the recommendations of the Audit Committee.

VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company established a Vigil Mechanism process as an extension of Company's Code of Conduct whereby any employee, directors, customers, vendors etc., can report the genuine concerns or grievances to the Compliance Officer or members of the Audit Committee about unethical behaviour, actual or suspected, fraud or violation of Company's Code of Conduct so that appropriate action can be taken to safeguard the interest of the Company. The Mechanism also provides for adequate safeguards against victimization of persons who uses such Mechanism. The Mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company has a dedicated e-mail address i.e. whistleblowncfs@ownahar.com for reporting the genuine concerns. The Whistle Blower Policy/Vigil Mechanism is also posted on Company's Website and



can be accessed at https://owmnahar.com/nahar_cf/pdf/vigil_mechanism_25.pdf

The Audit Committee regularly reviews the working of the Mechanism. No complaint was received during the year under review.

CREDIT RATING

Your Directors are pleased to inform that M/s. ICRA Limited vide their Report dated July 23, 2025 has reaffirmed the rating "[ICRA] A1+" (pronounced ICRA A one plus+) assigned to the proposed Short Term Debt / Commercial Paper Programme of the Company for Rs. 25 Crores. This rating is considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk. This is the highest credit quality rating by the ICRA to the Short Term Debt / Commercial Paper and it reflects the company's sound financial discipline and prudence.

SUSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any subsidiary and joint venture company. The Company has two Associate Companies viz. M/ s. Nahar Spinning Mills Ltd. and M/s. Nahar Poly Films Ltd. for the year under review.

CONSOLIDATED FINANCIAL STATEMENT

As per Companies Act, 2013, the Company has two Associate Companies viz. M/s. Nahar Spinning Mills Ltd. and M/s. Nahar Poly Films Ltd. Pursuant to the requirements of Section 129(3) of the Companies, Act, 2013, the Company has consolidated the financial statements in respect of above said two Associate Companies for the financial year ended March 31, 2025.

Further, a report on the performance and financial position of each of the Associate Company as per the Companies Act, 2013 in the Form AOC-1 is annexed to the Financial Statements for the year ended March 31, 2025.

LISTING OF SECURITIES

The securities of the Company are listed on the following Stock Exchanges:

1. The BSE Ltd., 25th Floor Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
2. The National Stock Exchange of India Ltd., Exchange Plaza, Plot No.C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051.

The Company has paid listing fee to both the Stock Exchanges for the financial year 2025-26.

DEMATERIALIZATION OF SHARES

Your Company has established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to facilitate the holding and trading of securities in

electronic form. As on March 31, 2025, 99.25% of the total Equity Share Capital of the Company has been dematerialized.

Further, the Company has appointed M/s Alankit Assignments Ltd., as Registrar for Share Transfer and Electronic connectivity. Accordingly, all the shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of share transfer/transmission, demat/remat, change of address etc. to our Registrar at below mentioned address:

M/s. Alankit Assignments Ltd
(Unit: Nahar Capital and Financial Services Ltd)
Alankit House,
4E/2, Jhandelwala Extension
NEW DELHI-110055

Telephone No : (011) 42541234

Fax No. : (011) 42541201

E-mail Address : rta@alankit.com

In case any query/complaint remains unresolved with our Registrar, please write to Company Secretary at the registered office of the Company.

Pursuant to Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with the Depository. Hence, all members, who are holding equity shares in physical form, are requested to go in for dematerialization of securities at the earliest.

Special Window for Re-Lodgement of Transfer Requests: SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, opened a one-time special window from July 7, 2025 to January 6, 2026 for physical shareholders, where the original share transfer requests were lodged prior to April 1, 2019 and were returned or rejected due to deficiencies in documentation, process or any other reason, to submit re-lodgement requests. The shares re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer requests alongwith the requisite documents to the Company's Registrar and Share Transfer Agent within the stipulated period.

BUSINESS RISK MANAGEMENT

As per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, the Company has constituted the Risk Management Committee with three members namely; Dr. Roshan Lal Behl (DIN: 06443747), as Chairman and Dr. Rajan Dhir



(DIN: 09632451) and Mr. Dinesh Gogna (DIN: 00498670) as members. The Company being essentially an Investment Company, its main source of income is dividend income / income receivable on investments in Equity Shares/Debentures/Bonds/deposits made and held by it in other companies and Mutual Funds. The financial business is always prone to risks of capital market fluctuations and economic cycle. The main term of reference of the Committee is to review and monitor the risk associated with Company's business and suggest measures for mitigation/management of the same as per Company's Risk Management Policy. The Risk Management Committee met four times during the financial year under review.

Further, to monitor and manage the risk associated with the Company's investment business, the Company has developed and implemented a Risk Management Policy including therein identification and risk mitigation measures. The Policy is posted on Company's website i.e. www.ownnahar.com.

DIRECTORS RESPONSIBILITY STATEMENT

As per Section 134(5), the Directors would like to assure the Members that the financial statements for the year under review, confirm in their entirety requirements of the Companies Act, 2013.

The Directors confirm:

- i) that in preparation of the Annual Accounts, the applicable Accounting Standards had been followed alongwith proper explanations relating to material departures, if any;
- ii) that they 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 and of the Profit and Loss of the Company for that period;
- iii) that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting any fraud and other irregularities;
- iv) that they have prepared the Annual Accounts on a going concern basis;
- v) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' INDEPENDENT REPORT

Statutory Auditors: The members at the Annual General Meeting held on August 24, 2022, appointed M/s. Gupta Vigg and Co., Chartered Accountants (Firm Registration No. 001393N) as Statutory Auditors of the Company for a term of five consecutive years starting from the conclusion of the 17th Annual General Meeting upto the conclusion of 22nd Annual General Meeting of the Company to be held in the year 2027.

M/s. Gupta Vigg & Co., Chartered Accountants, have given declaration to the effect that they have not incurred any disqualification as mentioned under Section 141(3) of the Companies Act, 2013 after their appointment as Statutory Auditors of the Company and they are eligible to continue their above said appointment for the financial year 2025-26.

Audit Report: M/s. Gupta Vigg and Co., Chartered Accountants, the Statutory Auditors have submitted the Audit Report on the Financial Statements of the Company for the accounting year ended March 31, 2025. There were no qualifications, reservations, adverse remarks or disclaimers in the Report. The observations and comments given by Auditors in their Report read together with the Notes to the Financial Statements are self explanatory and require no comments.

Secretarial Auditor: In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 the Board, based on recommendation of the Audit Committee, has approved the appointment of Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla and Associates, Peer Reviewed Company Secretary in Practice, Ludhiana having Certificate of Practice Number 2585, as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the shareholders of the Company at the ensuing AGM. He has expressed his willingness for appointment as Secretarial Auditor of the Company and has given a written consent and confirmed that he is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The Resolution for his appointment has been proposed for your approval in the accompanying Notice.

Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla and Associates, Peer Reviewed Company Secretary in Practice, has carried out the Secretarial Audit for the financial year ended March 31, 2025 and submitted the Secretarial Audit Report in Form No. MR-3 which is annexed herewith as Annexure II and form part of this



Report.

The Report is self explanatory and requires no comments.

REPORTING OF FRAUDS BY AUDITORS

During the financial year 2024-25, the Statutory Auditors and the Secretarial Auditor have not reported any instance of fraud committed in the Company under Section 143(12) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards i.e. SS-1 and SS-2 relating to the Meetings of Board of Directors and General Meetings, respectively, issued by the Institute of Company Secretaries of India (ICSI).

INTERNAL FINANCIAL CONTROL AND SYSTEM

The Company is maintaining an efficient and effective system of Internal Financial Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations and procedures. Further, the statutory auditors of the Company have verified the systems and processes and confirmed that the internal financial controls system over financial reporting is operating effectively.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed M/s. Piyush Singla & Associates, Chartered Accountant as Internal Auditor of the Company. The Internal Auditor test the adequacy and effectiveness of Internal Control Systems laid down by the management and suggest improvement in the systems. They also identify and address technology and IT-related security issues commensurate with the nature and complexities of its operations. The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. During the year, Company's Internal Controls were tested and no reportable weakness in the system was observed.

The company's Internal Financial Control System commensurate with the nature of its business and the size of its operations. In order to further strengthen the Internal control system and to automate the various processes of the business, company is making use of SAP S4 HANA application, which is based on SAP HANA database. It keeps all the data in memory which results in data processing that is magnitude faster than that of disk based system, allowing for advanced, real time analytics.

The Asset Liability Management (ALM) Policy concerned with the effective risk management in various Portfolios is also framed by the Company.

Apart from this, an Audit Committee consisting of three non executive directors has been constituted. All the significant audit observation and follow up action thereon are taken care of by the Audit Committee. The Committee oversee the adequacy of Internal Control. The Audit Committee met four times during the financial year under review. The Company has also established a Vigil Mechanism as per Section 177(9) of Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014.

ANNUAL RETURN

The Annual Return of the Company pursuant to Section 92 of the Companies Act, 2013 for the financial year 2024-25 in the Form MGT-7 has been available on the Company's website at https://www.ownnahar.com/nahar_cf/pdf/annual-return-2024-25.pdf.

PUBLIC DEPOSITS

The Company is registered as Non-deposit taking Non-Banking Financial Company with RBI. The Company has not accepted any Public Deposit within the meaning of Section 73 of the Companies Act, 2013 and the Rules made there under. There is no outstanding/unclaimed deposit from the public. However, the information as required under Rule 8 of the Companies (Accounts) Rules, 2014 is given hereunder:-

- (i) Deposits accepted during the year: Nil
- (ii) Deposits remained unpaid or unclaimed as at the end of the year: Nil
- (iii) Default in repayment of deposits and deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013: N.A.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed as Annexure III and form part of this Report.

In terms of Section 197(14) of the Companies Act, 2013, the Company does not have any Holding Company. However, the details regarding remuneration received by Managing Director is also given in Annexure III annexed hereto and form part of this Report.

During the year under review, Mr. Dinesh Oswal (DIN: 00607290), Managing Director of the Company, has been paid remuneration of Rs. 528.12 Lakhs as approved by shareholders vide their Special Resolution dated September 29, 2021 and September 25, 2024. Mr. Dinesh Oswal (DIN: 00607290) is 60 years of age. He is a



Commerce Graduate and has business experience of more than 40 years in textile industry and financial expertise. He is employed on contractual basis for five years w.e.f. January 1, 2022 to December 31, 2026. Before joining the Company, he was employed with M/s. Oswal Woollen Mills Ltd. as Commercial Manager. His shareholding in the Company is 80991 equity shares of Rs. 5/- each. He is related to Mr. Jawahar Lal Oswal (DIN: 00463866), Chairman/Director and Mr. Kamal Oswal (DIN: 00493213), Director of the Company.

No other employee was in receipt of remuneration exceeding the limits as provided under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MAINTENANCE OF COST RECORDS

The maintenance of cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company as the Company is a Non Banking Financial Company.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment for women at workplace and has adopted a policy against sexual harassment in line with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules framed thereunder to prevent and address sexual harassment in the workplace.

The Company has constituted an Internal Complaints Committee as per the POSH Act to consider and resolve all sexual harassment complaints reported by women. During the financial year 2024-25, the Company has not received any complaint on sexual harassment and hence no complaint remains pending as on March 31, 2025.

To build awareness regarding sexual harassment, rights of the women under the POSH Act and reporting of complaints as per Company's policy, the Company has conducted two seminars under POSH Act during the year under review.

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

INFORMATION OF ONE-TIME SETTLEMENT FOR LOANS TAKEN FROM THE BANKS OR FINANCIAL INSTITUTIONS

The requirement to disclose the details of the difference between the amount of the valuation done at the time of

one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable to the Company for the financial year 2024-25 as there is no instance of one-time settlement with any Bank or Financial Institution.

COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961

The Company is in compliance with the provisions of Maternity Benefits Act, 1961 during the year under review.

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

Particulars with respect to the Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules 2014, are not applicable, as the Company is a Non-Banking Financial Company.

REPORT ON THE CORPORATE GOVERNANCE

Your Company continues to follow the principles of good Corporate Governance. The Company has constituted several committees of directors to assist the Board in good Corporate Governance. The Corporate Governance Report for the year ended March 31, 2025 along with Auditors Certificate regarding compliance of the conditions of the Corporate Governance as stipulated in Para C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached herewith as Annexure IV and form part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year ended March 31, 2025 as stipulated under the Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as per Annexure-V and form part of this Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report for the year ended March 31, 2025 describing the initiatives taken by the listed entity from an environmental, social and governance perspective in the format as specified by the Board as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been available on the Company's website at https://www.ownahar.com/nahar_cf/pdf/BRSR-2024-25.pdf.

HUMAN RESOURCE/INDUSTRIAL RELATIONS

The Company recognizes human resource as its most valuable asset and it has built an open, transparent and



meritocratic culture to nurture this asset. The Company is of firm belief that the Human Resources are the driving force that propels a Company towards progress and success. The Company has a team of able and experienced professionals to look after the affairs of the Company. The Company's employees at all levels have extended their whole hearted co-operation for the excellent performance of the Company.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their gratitude and appreciation to all workers, staff

members and executives for their contribution to the operations of the Company. The Directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the management of the Company.

For and on behalf of the Board of Directors

**Place: Ludhiana
Date: July 31, 2025**

**Jawahar Lal Oswal
(Chairman)
DIN: 00463866**




Annexure I
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

*[Pursuant to Section 135 of the Companies Act, 2013 read with
Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]*

1. Brief outline of the Company's CSR policy:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a Corporate Social Responsibility Policy (CSR Policy) as formulated and recommended by Corporate Social Responsibility (CSR) Committee and approved by the Board of Directors. As per the CSR Policy, the Company will undertake CSR activities in collaboration with Group Companies under one umbrella i.e. through M/s. Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration No. CSR0000145 for undertaking CSR activities.

2. Composition of the CSR Committee: Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Company's Corporate Social Responsibility (CSR) Committee comprises of three members as detailed hereunder:

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.	Mr. Dinesh Oswal	Chairman / Managing Director	2	2
2.	Mr. Dinesh Gogna	Member / Non-Executive Director	2	2
3.	Dr. Yash Paul Sachdeva	Member / Independent Director	2	2

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Composition of CSR Committee	http://www.owmnahar.com/nahar_cf/committees-of-directors.php
CSR Policy	http://www.owmnahar.com/nahar_cf/pdf/csr_policy.pdf
CSR projects approved by the Board	https://owmnahar.com/nahar_cf/pdf/csr-project_2024-25.pdf

4. Provide the executive summary alongwith web-link(s) 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:

The Company is not required to undertake impact assessment of its CSR Projects as per Rule 8(3) of the Companies (Corporate Social Responsibility

Policy) Rules, 2014 as the average CSR obligation for the three immediately preceding financial years has been lesser than Rs. 10 Crores. However, to monitor and supervise the Company's CSR Project undertaken by the Oswal Foundation, the CSR Committee has entrusted the responsibility to one of its Committee member to conduct the impact assessment of the CSR Project undertaken by the Oswal Foundation from time to time.

5. (a) Average net profit of the Company as per Section 135(5) : Rs. 3161.02 Lakhs
 (b) Two percent of average net profit of the Company as per Section 135(5) : Rs. 63.22 Lakhs
 (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years : Nil
 (d) Amount required to be set-off for the financial year, if any : Rs. 11.34 Lakhs
 (e) Total CSR obligation for the financial year (b+c-d) : Rs. 51.88 Lakhs
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : Rs. 63.22 Lakhs*
 (b) Amount spent in Administrative Overheads : Nil
 (c) Amount spent on Impact Assessment, if applicable : Not applicable
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] : Rs. 63.22 Lakhs*
 (e) CSR amount spent or unspent for the Financial Year:

(Rs. in Lakhs)

Total amount spent for the Financial Year	Amount unspent (in Rs. in Lakhs)				
	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
63.22*	Not Applicable		Not Applicable		

(f) Excess amount for set off, if any

Sl No.	Particular	Amount (Rs. in Lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	63.22
(ii)	Total amount spent for the Financial Year	63.22*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.00
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set-off in succeeding financial years [(iii)-(iv)]	0.00



**Including set off amount of previous financial years as per Rule 7 of Companies (Corporate Social Responsibility Policy) Rules, 2014.*

7. Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount Spent in the reporting Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso Section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of transfer		
NIL								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in Financial Year:

☐ Yes ☒ No

If Yes, enter the number of Capital assets created/acquired: No capital asset was created or acquired during the financial year 2024-25 through CSR amount spent.

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

Place: Ludhiana
Date: July 31, 2025

Dinesh Oswal
(Managing Director/
Chairman of CSR Committee)
DIN: 00607290

**Annexure II**

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDING 31st MARCH, 2025**

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

To
The Members,
Nahar Capital and Financial Services Ltd.
375, Industrial Area A,
Ludhiana, Punjab-141003

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Nahar Capital and Financial Services Ltd** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the **financial year April 1, 2024 to March 31, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Nahar Capital and Financial Services Ltd** ("The Company") for the financial year ended on **March 31, 2025** 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. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable as the Company has not issued further capital during the financial year under review**)
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (**Not Applicable as the Company has not issued any shares to directors/employees under the said guidelines/regulations during the year under review**)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not Applicable to the Company during the Audit Period as there was no event in this regard**)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (**Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial Year under review**)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not applicable as the Company has not delisted/propose to delist its equity shares from any stock exchange during the financial year under review**)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (**Not applicable as the Company has not bought back/propose to buy-back any of its securities during the financial year under review**)
- (VI) The Reserve Bank of India Act, 1934, RBI's NBFC Directions and Guidelines, Circular etc. issued by RBI from time to time, applicable on NBFCs.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



I Report that during the period under review the Company has complied with the provisions of The Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

2. I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including Woman Director. The changes in the composition, if any, 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 are given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of Board of Directors and Committee of the Board, as case may be.

I further report that based on the information received and records maintained 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.

For P S Bathla & Associates

**Parminder Singh Bathla
Company Secretary**

FCS No. 4391

C.P. No. 2585

Peer Review No. 1306/2021

**SCO-6, Feroze Gandhi Market,
Ludhiana**

Place: Ludhiana

Date : July 31, 2025

UDIN: F004391G000910989

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

'Annexure A'

To
The Members,
Nahar Capital and Financial Services Ltd.
375, Industrial Area A,
Ludhiana, Punjab-141003

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For P S Bathla & Associates

**Parminder Singh Bathla
Company Secretary**

FCS No. 4391

C.P. No. 2585

Peer Review No. 1306/2021

**SCO-6, Feroze Gandhi Market,
Ludhiana**

Place: Ludhiana

Date : July 31, 2025

UDIN: F004391G000910989


Annexure III
DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The details of remuneration of each Director, Chief Financial Officer and Company Secretary, percentage increase/decrease in their remuneration during the financial year 2024-25 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2024-25 (Rs. in Lakhs)	% increase in Remuneration in the Financial Year 2024-25	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. J.L. Oswal Non-Executive Director	0.40	0.00	0.09
2	Mr. Dinesh Oswal Managing Director	528.12	7.52	112.49
3	Mr. Kamal Oswal Non-Executive Director	0.40	33.33	0.09
4	Mr. Dinesh Gogna Non-Executive Director	0.40	0.00	0.09
5	Mr. S.K. Sharma Non-Executive Director	0.40	33.33	0.09
6	Dr. Manisha Gupta Independent Director	0.40	0.00	0.09
7	Dr. Vijay Asdhir Independent Director	0.40	0.00	0.09
8	Dr. Roshan Lal Behl Independent Director	0.40	0.00	0.09
9	Dr. Yash Paul Sachdeva Independent Director	0.40	0.00	0.09
10	Dr. Rajan Dhir Independent Director	0.40	0.00	0.09
11	Mr. Hans Raj Kapoor Chief Financial Officer	30.25	6.21	--
12	Mrs. Anjali Modgil Company Secretary	9.47	10.24	--

**Mr. Dinesh Oswal, Managing Director, has been paid remuneration from April 1, 2024 to March 31, 2025, as per shareholders' approval vide their Special Resolution dated September 29, 2021 and September 25, 2024 under Section 197 read with Schedule V of the Companies Act, 2013.*

- ii) The median remuneration of employees of the Company during the financial year was Rs. 4.69 Lakhs.
- iii) In the financial year, there was an increase of 4.61% in the median remuneration of employees;

- iv) There were 18 permanent employees and 2 contractual employees on the rolls of Company as on March 31, 2025;
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-25 was 11.23% whereas the increase in the managerial remuneration for the same financial year is 7.52%.
- vi) It is hereby affirmed that the remuneration paid is as per the Appointment and Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

Details of top ten employees of the Company in terms of salary drawn as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name & Designation	Remuneration Received (Rs. in Lakhs)	Nature of employment (contractual or otherwise)	Qualification and Experience	Date of commencement of employment	Age (in years)	Last employment held	%age of equity shares held	Whether Relative of any director or manager
1	Mr. Dinesh Oswal MD	528.12	Contractual	B.Com. 40 years	01.12.2007	60	Oswal Woollen Mills Ltd.	0.48	Yes 1. Mr. Jawahar Lal Oswal 2. Mr. Kamal Oswal
2	Mr. H.R. Kapoor CFO	30.25	Regular	CA 42 years	01.05.2008	67	Nahar Spinning Mills Ltd.	0.00	No
3	Mrs. Ritu Oswal Advisor	28.80	Contractual	Graduate 12 years	01.11.2020	53	Nahar Spinning Mills Ltd.	0.01	Yes 1. Mr. Dinesh Oswal
4	Mr. Siddharath Umesh Singh Sr. Manager (Finance)	22.69	Regular	MBA 18 years	03.09.2007	42	Welspun India Ltd.	Nil	No
5	Mr. Sunil Gupta Manager (Credit Control)	12.94	Regular	Graduate 39 years	01.05.2008	62	Nahar Fibres Ltd.	Nil	No
6	Mrs. Anjali Modgil Company Secretary	9.47	Regular	CS, M.Com. 13 years	23.07.2014	37	---	Nil	No
7	Mr. Sunil Kapoor Assistant Manager (Personnel)	6.94	Regular	Graduate 36 years	01.03.2008	62	Nahar Spinning Mills Ltd.	Nil	No
8	Mr. Jayprakash Babaji Sawant Office Assistant	5.27	Regular	Graduate 28 years	01.09.2010	51	Mulji Mehta Pharma	Nil	No
9	Mr. Pritpal Singh Asstt. Accounts	5.09	Regular	B.Com. 24 years	01.03.2008	49	Nahar Spinning Mills Ltd.	Nil	No
10	Mr. Dinesh Kumar (Driver)	4.77	Regular	Under Matric 39 years	01.12.2009	61	Nahar Industrial Enterprises Ltd.	Nil	No

For and on behalf of the Board of Directors

**Place: Ludhiana
Date: July 31, 2025**

**Jawahar Lal Oswal
(Chairman)
DIN: 00463866**

**Annexure IV****CORPORATE GOVERNANCE REPORT**

This Report of Corporate Governance form part of the Annual Report.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company continues to practice the principle of good Corporate Governance. It is Company's firm belief that good CORPORATE GOVERNANCE is a key to success of business. The Company's philosophy envisages an attainment of highest level of transparency and accountability in its operations so that Company's goal of creation and maximization of wealth of the shareholders could be achieved. Moreover, Good Corporate Governance practices ensure that Company gain as well as retain the trust of Shareholders. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "Listing Regulations") incorporate certain mandatory disclosure requirements which are required to be made with regard to Corporate Governance (Para C of Schedule V). Accordingly, we are pleased to report on the Corporate Governance as hereunder: -

II. BOARD OF DIRECTORS**a. Board Composition:**

Your Management believe that well informed and Independent Board is necessary to ensure High Standard of Corporate Governance. The Board oversees the Management's functions and protects the long term interest of all the stakeholders. The Listing Regulations prescribes that the Board of the Company should have the optimum combination of Executive and Non-Executive Directors with at least one Woman Director. Besides, where the non-executive Chairperson is promoter of the listed entity or is related to any promoter then atleast half of the Board of Directors should consist of Independent Directors.

We are pleased to inform that Company's Board is an optimal mix of Executive, Non-Executive and Independent Directors so as to maintain its Independence in Governance and Management of the Company. As on March 31, 2025, the strength of the Board is Ten Directors. Mr. Dinesh Oswal (DIN: 00607290) is Managing Director of the Company and Mr. Jawahar Lal Oswal (DIN: 00463866) is Non-Executive Chairman and is one of the promoters of

the Company. Accordingly, the Company's Board consists of five Independent Directors namely; Dr. Vijay Asdhir (DIN: 06671174), Dr. Roshan Lal Behl (DIN: 06443747), Dr. Yash Paul Sachdeva (DIN: 02012337), Dr. Rajan Dhir (DIN: 09632451) and Dr. Manisha Gupta (DIN: 06910242), a Woman Independent Director. Mr. Kamal Oswal (DIN: 00493213), Mr. Dinesh Gogna (DIN: 00498670) and Mr. S.K. Sharma (DIN: 00402712) are other Non-executive Directors of the Company. Thus, the Company is in compliance with all the applicable requirements of the Listing Regulations.

b. Number of Board Meetings held and dates on which held:

As per the provisions of Section 173 of the Companies Act, 2013 and the Rules made thereunder, read with Listing Regulations, every Company is required to hold minimum four number of Board Meetings every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive Board Meetings. We would like to report that the Company held four Board Meetings during the year i.e. on May 29, 2024, August 12, 2024, November 12, 2024 and February 3, 2025 with a clearly defined agenda and has thus, complied with the said provisions of the Act. The agenda alongwith the explanatory notes are circulated to the directors well in advance. Every Board member can suggest the inclusion of additional items in the agenda. All the Directors strive to be present at the Board Meetings.

c. Details of Attendance of Directors at the Board Meetings and Last Annual General Meeting:

The participation of Non-Executive Directors and Independent Directors has been active in the Board Meetings. The names and categories of the directors on the Board, their attendance at Board Meetings held during the year and last Annual General Meeting held on Wednesday, September 25, 2024 and the number of directorship and committee chairmanships/memberships held by them in other public companies, shareholding in the Company as on March 31, 2025 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and companies incorporated outside India. Chairmanship/membership of Board Committees shall include only Audit Committee and Stakeholders' Relationship Committee as per



Name of Directors	Category of Directors	No. of Directorship in other Public Companies	No. of Committee position held in other Public Companies		No. of Board Meetings attended	AGM Attendance	No. of Shares Held	Directorship in other Listed Entities	
			Member*	Chairman				Name	Category
Mr. Jawahar Lal Oswal	Non Executive, Promoter	8	0	0	4	NO	40012	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd. d) Monte Carlo Fashions Ltd.	Director
Mr. Dinesh Oswal	Executive, Promoter	6	0	0	4	YES	80991	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd.	Director
Mr. Kamal Oswal	Non Executive, Promoter	7	1	0	4	NO	259	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd. d) Oswal Leasing Limited	Director
Mr. Dinesh Gogna	Non Executive	8	8	2	4	YES	NIL	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd. d) Monte Carlo Fashions Ltd. e) Oswal Leasing Limited	Director
Mr. S.K. Sharma	Non Executive	2	1	0	4	YES	NIL	a) Nahar Poly Films Ltd. b) Nahar Spinning Mills Ltd.	Director
Dr. Manisha Gupta	Independent	6	6	2	4	YES	NIL	a) Nahar Poly Films Ltd. b) Nahar Spinning Mills Ltd. c) Nahar Industrial Enterprises Ltd. d) Oswal Leasing Ltd.	Independent Director
Dr. Vijay Asdhir	Independent	1	2	2	4	YES	NIL	a) Nahar Spinning Mills Ltd.	Independent Director
Dr. Roshan Lal Behl	Independent	7	9	5	4	YES	NIL	a) Nahar Spinning Mills Ltd. b) Nahar Poly Films Ltd. c) Nahar Industrial Enterprises Ltd. d) Monte Carlo Fashions Ltd. e) Oswal Leasing Ltd.	Independent Director
Dr. Yash Paul Sachdeva	Independent	3	1	1	4	YES	NIL	a) Nahar Spinning Mills Ltd. b) Nahar Industrial Enterprises Ltd. c) Monte Carlo Fashions Ltd.	Independent Director
Dr. Rajan Dhir	Independent	1	0	0	4	YES	NIL	a) Nahar Poly Films Ltd.	Independent Director

Note:- *Membership includes Chairmanship

d. Number of other Board of Directors or Committee in which Directors are member or chairperson:

The information regarding other Board of Directors or Committees in which Directors are member or chairperson as on March 31, 2025, is already given in the table given in Para C above. None of the Director holds Directorship in more than twenty Companies and is Director of more than ten public limited companies as prescribed under the Companies Act, 2013. Further, as per Regulation 17(A) of Listing Regulations, none of the Director of the Company holds directorship in more than seven listed entities and none of the Independent Director on the Board are serving as Independent Director in more than seven listed entities.

None of the director is a member in more than Ten (10) Board level Committees or is a Chairperson in more than Five (5) such Board level Committees of

all listed entities in which he is a director as required under Regulation 26(1) of Listing Regulations.

e. Disclosure of relationships between directors inter-se:

Mr. Jawahar Lal Oswal (DIN: 00463866) is the father of Mr. Kamal Oswal (DIN: 00493213), Director and Mr. Dinesh Oswal (DIN: 00607290), Managing Director of the Company. Mr. Kamal Oswal (DIN: 00493213) and Mr. Dinesh Oswal (DIN: 00607290) are brothers. None of other Director is related to any other director within the meaning of Section 2(77) of the Companies Act, 2013.

f. No. of Shares and Convertible Instruments held by non-executive directors:

Mr. Jawahar Lal Oswal (DIN: 00463866) who is Chairman of the Company is holding 40012 equity shares of Rs. 5/- each of the Company. Mr. Dinesh Oswal (DIN: 00607290) who is a Managing Director of the Company is holding 80991 equity shares of



Rs. 5/- each of the Company. Mr. Kamal Oswal ((DIN: 00493213), Non-Executive Promoter Director is holding 259 equity shares of Rs. 5/- each of the Company. None of the other Director of the Company is holding any share and convertible instruments issued by the Company.

g. Web link of Familiarization Programs:

The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be accessed at: https://ownnahar.com/nahar_cf/pdf/familiarization-program-2024-25.pdf

h. Board-skills/expertise/competencies:

Pursuant to Regulation 34(3) read with Schedule V Part (C)(2)(h) of Listing Regulations, the Board of Directors has identified the following requisite skills/expertise and competencies as required in the context of Company's business and sector to function effectively and which are currently available with the Board:

Sr. No.	Core skills/expertise/competencies
1.	Leadership skills
2.	Industry knowledge and experience
3.	Managerial and entrepreneurial skills
4.	Experience and exposure in policy shaping and industry promotion
5.	Understanding of relevant laws, rules, regulations and policies
6.	Corporate Governance
7.	Financial expertise/knowledge
8.	Risk Management
9.	Information Technology

In the table below, the specific areas of focus or expertise of individual board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skill/expertise.

Name of Director	Area of skills/expertise/competencies								
	Industry Knowledge	Leadership	Managerial and Entrepreneurial	Exposure in policy shaping	Understanding of law, rules & regulations	Corporate Governance	Financial Expertise	Risk Management	Information Technology
Mr. Jawahar Lal Oswal	√	√	√	√	√	√	√	√	√
Mr. Dinesh Oswal	√	√	√	√	√	√	√	√	√
Mr. Kamal Oswal	√	√	√	√	√	√	√	√	√
Mr. Dinesh Gogna	√	√	√	√	√	√	√	√	√
Mr. S.K. Sharma	√	√	√	√	√	√	√	√	√
Dr. Vijay Asdhir	√	√	√	√	√	√	√	√	√
Dr. Manisha Gupta	√	√	√	√	√	√	√	√	√
Dr. Roshan Lal Behl	√	√	√	√	√	√	√	√	√
Dr. Y.P. Sachdeva	√	√	√	√	√	√	√	√	√
Dr. Rajan Dhir	√	√	√	√	√	√	√	√	√

i. Confirmation of Independent Directors:

Based on the annual confirmations/declarations received from the Independent Directors in terms of Regulation 25(9) of the Listing Regulations, the Board is of the opinion that the Independent Directors fulfill the criteria of Independence as specified under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the Listing Regulations and they are independent of the management.

j. Resignation of an Independent Director:

Pursuant to Clause C(2)(j) of Schedule V read with Regulation 34(3) of Listing Regulations, requirement of providing the detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons is not applicable as no Independent Director has resigned during the year under review.

k. Separate Meeting of Independent Directors:

As per the provisions of the Companies Act, 2013 and the Rules made thereunder, the Independent Directors are required to hold atleast one meeting in a year without the attendance of Non Independent Directors and members of Management. We would like to report that the Company's Independent Directors met on November 11, 2024, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. At the Meeting, they –

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive



Directors;

- iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

III. BOARD COMMITTEES

The Board has constituted Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Share Transfer Committee, CSR Committee, Risk Management Committee, Investment Committee, Asset Liability Management Committee and IT Strategy Committee which help the Board in good Corporate Governance. The recommendations of the Committees are submitted to the Board for their consideration and approval. During the year under review, all recommendations of Committees were approved by the Board.

1. AUDIT COMMITTEE

a. Brief Description of Terms of Reference:

The Board has constituted an independent and qualified Audit Committee pursuant to the Companies Act, 2013, Listing Regulations and RBI Regulations. The term of reference of the Audit Committee is as per Part C of Schedule II of the Listing Regulations and Section 177(4) of Companies Act, 2013.

b. Composition:

The Audit Committee comprises of three Non-Executive Directors under the chairmanship of Dr. Vijay Asdhir (DIN: 06671174), an Independent Director. Mr. S.K. Sharma (DIN: 00402712), Non Executive Director and Dr. Roshan Lal Behl (DIN: 06443747), Independent Director, are the two other members of the Audit Committee. All the members of the Committee are financially literate and have necessary accounting or financial management related expertise in terms of Listing Regulations. There is no change in the composition of the Committee during the year. Dr. Vijay Asdhir (DIN: 06671174) is Post Graduate in Commerce and Ph.D. and has more than 38 years of experience in Teaching Accounting and Business Administration. Dr. Roshan Lal Behl (DIN: 06443747) is M.Com, MBA (Financial Management) and Ph.D. (Corporate Disclosure Practices of Indian Companies). He has more than 39 years of experience in Teaching Accounting, Financial Management and Taxation. Likewise, Mr. S.K. Sharma (DIN: 00402712) is an MBA and is having requisite experience in Financial and Accounting matters. Mrs. Anjali Modgil, the Company Secretary of the Company, acts as the Secretary of the Committee. Mr. Hans Raj Kapoor

who is the Chief Financial Officer of the Company, is a permanent invitee of the Committee. The Statutory Auditors and Internal Auditors are also invited to attend the meetings as and when felt necessary and as per relevant provisions of the applicable laws/rules.

The Audit Committee helps the Board in monitoring Company's financial reporting process and ensures timely and accurate disclosure. Besides, the Committee also oversees the work of internal and statutory auditors. Dr. Vijay Asdhir (DIN: 06671174), Chairman of the Audit Committee attended the previous AGM of the Company held on September 25, 2024.

c. Meetings and Attendance:

During the financial year 2024-25, the Committee met four times i.e. on May 29, 2024, August 12, 2024, November 12, 2024 and February 3, 2025 and the gap between two consecutive meetings did not exceed one hundred and twenty days.

The attendance record of the Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Vijay Asdhir	4	4
Mr. S.K. Sharma	4	4
Dr. Roshan Lal Behl	4	4

2. NOMINATION AND REMUNERATION COMMITTEE

a. Brief Description of Terms of Reference:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Board constituted the Nomination and Remuneration Committee. The broad term of reference of the Nomination and Remuneration Committee is as per the requirements of Part D of Schedule II of Listing Regulations read with Section 178 of the Companies Act, 2013. The Committee identifies the persons who are suitable and qualified enough to become directors and who may be appointed in senior management category in accordance with the criteria laid down and recommend to the Board their appointment and removal. It carries out evaluation of every director's performance. The Committee also ensures that the Company's remuneration policies in respect of Managing Director, Key Managerial Personnel and Senior Executives are competitive so as to recruit and retain best talent in the Company. It also ensures that appropriate disclosure of remuneration paid to the Directors, Managing Director, KMP and Senior



Executives is made as per the applicable provisions of the Companies Act, 2013 and also devises a policy on "Diversity of Board of Directors".

b. Composition:

The Nomination and Remuneration Committee comprises of three Independent Directors namely; Dr. Yash Paul Sachdeva (DIN: 02012337), as the Chairman and Dr. Roshan Lal Behl (DIN: 06443747) and Dr. Manisha Gupta (DIN: 06910242) as the members of the Committee. There is no change in the composition of the Committee during the year under review. Dr. Yash Paul Sachdeva (DIN: 02012337), Chairman of the Nomination and Remuneration Committee attended the previous AGM of the Company held on September 25, 2024.

c. Meetings and Attendance:

The Nomination and Remuneration Committee met two times i.e. on May 27, 2024 and August 10, 2024 during the year under review. The attendance record of the Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Yash Paul Sachdeva	2	2
Dr. Roshan Lal Behl	2	2
Dr. Manisha Gupta	2	2

d. Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of parameters for evaluation includes education, knowledge, experience, expertise, skills, behaviour, leadership qualities, level of engagement and contribution, independence of judgement, ability to communicate effectively with other board members and management, effective decision-making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

e. Senior management:

Particulars of senior management personnel as on March 31, 2025 including the changes therein since the close of the previous financial year are given hereunder:

Name of Key Managerial Personnel	Designation
Mr. Dinesh Oswal	Managing Director
Mr. Hans Raj Kapoor	Chief Financial Officer
Mrs. Anjali Modgil	Company Secretary & Compliance Officer

Name of Senior Management Personnel	Designation
Mr. Siddharath Umesh Singh	Senior Manager (Finance)
Mr. Sunil Gupta	Manager (Credit Control)

There is no change in senior management during the year under review.

a. REMUNERATION OF DIRECTORS

i. Pecuniary relationship or transactions of the Non-executive Directors vis-à-vis the Company:

None of the Non Executive Directors has any pecuniary relationships or transactions vis-à-vis the Company.

ii. Criteria of making payment to non-executive directors:

The Non-Executive Directors are paid remuneration in the form of sitting fee of Rs. 10,000/- per meeting for attending the Board Meeting of the Company. The details of sitting fee paid to Non executive Directors during the year 2024-25 is as follows:

Name of Director	Sitting Fees (Rs.)
Mr. Jawahar Lal Oswal	40,000.00
Mr. Kamal Oswal	40,000.00
Mr. Dinesh Gogna	40,000.00
Mr. S.K. Sharma	40,000.00
Dr. Vijay Asdhir	40,000.00
Dr. Manisha Gupta	40,000.00
Dr. Roshan Lal Behl	40,000.00
Dr. Yash Paul Sachdeva	40,000.00
Dr. Rajan Dhir	40,000.00
Total	3,60,000.00

iii. Disclosures with respect to remuneration:

All the non executive directors of the Company are paid sitting fee for attending the Board Meeting. Mr. Dinesh Oswal (DIN: 00607290) being the Managing Director of the Company has been paid remuneration pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013. The disclosure in respect of remuneration paid to Mr. Dinesh Oswal is as detailed below:

iv. Elements of remuneration package:

The elements of remuneration package paid to Mr. Dinesh Oswal, Managing Director of the Company, during the year 2024-25 is as follows:

(Rs. in Lakhs)

Name of Director	Salary	Commission	Total
Mr. Dinesh Oswal	441.00	87.12	528.12

Note: Mr. Dinesh Oswal, Managing Director, has been paid remuneration from April 1, 2024 to March 31, 2025 as per Shareholders approval vide their Special Resolution dated September 29, 2021 and September 25, 2024 under Section 197 read with Schedule V of the Companies Act, 2013.



v. Details of fixed component and performance linked incentives, along with performance criteria:

The fixed Component of remuneration of Managing Director includes salary, perquisites and retirement benefits. He is also entitled to 2% commission of the net profits of the company, as per the shareholder approval vide their Special Resolution dated September 29, 2021 under the Companies Act, 2013.

vi. Service contracts, notice period, severance fees:

The tenure of office of the Managing Director is for five years from the respective date of appointment and same can be terminated by either party by giving three months notice in writing. There is no separate provision for payment of severance fees.

vii. Stock option details:

None of the Non Executive Directors has been granted any stock option by the Company.

3. STAKEHOLDERS' RELATIONSHIP COMMITTEE

a. Brief Description of Terms of Reference:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Board has constituted the Stakeholders' Relationship Committee. The Committee looks into the complaints/grievances of shareholders in respect of transfer/transmission of shares, Non-receipt of Dividend, Letter of Entitlement, Annual Reports etc. and recommends measures for improving the quality of investor services. The Committee also oversees the performance of M/s. Alankit Assignments Ltd., the Registrar and Transfer Agent of the Company. The main objective of the Committee is to assist the Board and Company in maintaining healthier relationship with all stakeholders.

b. Composition:

The Committee consists of three non executive directors under the Chairmanship of Dr. Rajan Dhir (DIN: 09632451), an Independent Director. Mr. S.K. Sharma (DIN: 00402712), a Non-Executive Director and Dr. Vijay Asdhir (DIN: 06671174), Independent Director are the other two members of the Committee. There is no change in the composition of the Committee during the year under review. Dr. Rajan Dhir (DIN: 09632451), Chairman of the Stakeholders' Relationship Committee attended the previous AGM of the Company held on September 25, 2024.

c. Meetings and Attendance:

The Committee met four times i.e. on May 27, 2024, August 10, 2024, November 11, 2024 and February 1, 2025 during the year under review. The

attendance record of the Members at the Meetings held during the financial year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Rajan Dhir	4	4
Mr. S.K. Sharma	4	4
Dr. Vijay Asdhir	4	4

d. Name and Designation of Compliance Officer:

Mrs. Anjali Modgil, Company Secretary is the Compliance Officer of the Company.

e. Details of Investors' complaints received/resolved/not solved to the satisfaction of shareholders/pending:

The Company has been quick in redressal of the grievances of the shareholders and has attended to most of the investors correspondence/grievances within a period of 7 to 10 days from the date of the receipt of the same. The details of Investors' complaints received/resolved/not solved to the satisfaction of shareholders/pending is given here below:

No. of complaints received during the financial year : 01

No. of complaints resolved during the financial year : 01

No. of complaints not solved to the satisfaction of shareholders : NIL

No. of complaints pending as on March 31, 2025 : NIL

During the year under review, one complaint was received through SEBI SCORES portal which was resolved to the satisfaction of shareholder. No complaint was received through SEBI SMART ODR Portal during the year under review.

f. Dedicated e-mail for Investor Grievance:

To enable investors to register their grievances, the Company has designated an exclusive e-mail id i.e. gredressalnfcsl@owmnahar.com.

g. Investor Grievance Redressal System:

As per SEBI Circulars issued from time to time, in case of any grievances, the Shareholders are advised to first approach the Company's Compliance Officer or our RTA M/s. Alankit Assignments Limited. If the response is not received/not satisfactory, shareholders can raise a complaint on SCORES/with Stock Exchanges i.e. NSE and BSE. After exhausting all the above available options for resolution of the grievance, if the shareholders are still not satisfied with the response, they can initiate dispute through the SMART ODR platform of SEBI at <https://smartodr.in/login>. The Company/RTA endeavors to redress the grievances of the Investors as soon as it receives the same from the respective forums.

4. SHARE TRANSFER COMMITTEE

The Company has also constituted a Share Transfer Committee comprising of 4 (four) members under the Chairmanship of Mr. Dinesh Oswal (DIN:



00607290), Managing Director of the Company. Mr. Dinesh Gogna (DIN: 00498670), Non-Executive Director, Dr. Roshan Lal Behl (DIN: 06443747), Independent Director of the Company and Mrs. Anjali Modgil, Company Secretary of the Company, are the other members of the Committee. There is no change in the composition of the Committee during the year under review. The Committee is responsible for approving the transfer, transmission, transposition of securities, dematerialization of shares, issuance of duplicate share certificates etc. The Committee met fourteen times during the year under review i.e. April 18, 2024, May 31, 2024, June 29, 2024, July 31, 2024, August 16, 2024, August 30, 2024, September 30, 2024, October 15, 2024, November 15, 2024, December 31, 2024, January 31, 2025, February 15, 2025, March 15, 2025 and March 31, 2025 and the attendance record of the Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	14	14
Mr. Dinesh Gogna	14	13
Dr. Roshan Lal Behl	14	14
Mrs. Anjali Modgil	14	14

Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Details of shares transferred to the IEPF Authority are available on the Company's website and can be accessed through the link: http://www.ownnahr.com/nahar_cf/transfer-of-equity-shares-to-IEPF.php.

The Shareholders can claim their subject shares/dividend by making an application to the IEPF Authority in e-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. Concerned members/investors are advised to access the web link: <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html> for filing e-Form IEPF-5 for refund of shares and/or dividend from the IEPF Authority.

As per Listing Regulations, M/s. Alankit Assignments Ltd., is the Registrar for Share Transfer and Electronic Connectivity. Accordingly, all the shareholders, investors, members of Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of share transfer/transmission, Demat, Remat, Change of Address etc. to our Registrar,

whose address and telephone no etc. has already been mentioned in Director's Report.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

a. Brief Description of Terms of Reference:

The Board has constituted the Corporate Social Responsibility Committee as per the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended. The Committee formulated and recommended the Company's CSR Policy to the Board which was approved and adopted by the Board of Directors. The Company's CSR Policy is also available at the Company's website i.e. www.ownnahr.com. As per Policy, the Company is undertaking the CSR activities in collaboration with Group Companies under one umbrella i.e. through Oswal Foundation which is a Registered Society formed in 2006. The Committee recommends the amount of expenditure to be incurred on the CSR activities through Oswal Foundation. The Committee also oversees and monitors the activities/programmes/projects undertaken by Oswal Foundation.

b. Composition:

The CSR Committee consists of three Directors under the Chairmanship of Mr. Dinesh Oswal (DIN: 00607290), Managing Director of the Company. Dr. Yash Paul Sachdeva (DIN: 02012337), Independent Director and Mr. Dinesh Gogna (DIN: 00498670), Non-executive Director, are the other two members of the Committee. There is no change in the composition of the Committee during the year under review.

c. Meetings and Attendance

During the year under review, the Committee met two times i.e. on April 10, 2024 and August 10, 2024. The attendance record of the Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	2	2
Mr. Dinesh Gogna	2	2
Dr. Yash Paul Sachdeva	2	2

The CSR Report as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, for the financial year ended March 31, 2025 is attached as per Annexure I to the Directors' Report.

5. RISK MANAGEMENT COMMITTEE

As per the provisions of Regulation 21 of Listing Regulations read with Non-Banking Financial Companies – Corporate Governance (Reserve



Bank) Directions, 2015, the Company has constituted the Risk Management Committee. The Company being essentially an Investment Company, its main source of income is dividend income / income receivable on investments in Equity Shares/Debtentures/Bonds/deposits made and held by it in other companies and Mutual Funds. The financial business is always prone to risks of capital market fluctuations and economic cycle.

The Risk Management Committee consists of three non-executive Directors under the Chairmanship of Dr. Roshan Lal Behl (DIN: 06443747), an Independent Director of the Company. Dr. Rajan Dhir (DIN: 09632451), an Independent Director and Mr. Dinesh Gogna (DIN: 00498670), a Non-Executive Director, are the other two members of the Committee. There is no change in the composition of the Committee during the year under review.

The main term of reference of the Committee is to review and monitor the risk associated with Company's business and suggest measures for mitigation of the same as per Company's Risk Management Policy.

During the year under review, the Committee met four times i.e. on May 27, 2024, August 10, 2024, November 11, 2024 and February 1, 2025. The gap between two consecutive meetings was not more than 210 days as stipulated under the Listing Regulations. The attendance record of the Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Roshan Lal Behl	4	4
Dr. Rajan Dhir	4	4
Mr. Dinesh Gogna	4	4

7. INVESTMENT COMMITTEE

The Company's primary business activities are investment activities comprising of Long Term investment activities i.e. Long Term Capital and Strategic Investments and Short Term Investment activities i.e. Trading Investment. The Company regularly makes investments in Primary and Secondary Market directly as well as through Mutual Funds and Portfolio Management Services etc. The Company has constituted the Investment Committee to review and take investment decisions from time to time. Before making the investment whether short term or long term, the Investment Committee duly scrutinize the Scheme considering all the pros and cons of the scheme and only after its approval the investment is made.

The Committee comprised of three directors namely; Mr. Dinesh Oswal (DIN: 00607290) as Chairman, Mr.

Dinesh Gogna (DIN: 00498670), Non-Executive Director and Dr. Vijay Asdhir (DIN: 06671174), Independent Director are other two members of the Committee. There is no change in the composition of the Committee during the year. During the year under review, the Committee met five times i.e. on June 4, 2024, July 25, 2024, August 30, 2024, November 4, 2024 and January 23, 2025.

The attendance record of the Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	5	5
Mr. Dinesh Gogna	5	5
Dr. Vijay Asdhir	5	4

8. ASSET LIABILITY MANAGEMENT COMMITTEE

Pursuant to RBI Directions, the Company has constituted the Asset Liability Management Committee to monitor the Asset Liability Mismatch in the books of accounts of the company. The Committee comprises of Mr. Dinesh Oswal (DIN: 00607290), the Managing Director, as Chairman, Mr. S.K. Sharma (DIN: 00402712), a Non-executive Director and Dr. Roshan Lal Behl (DIN: 06443747), an Independent Director, as the two other members of the Committee. There is no change in the composition of the Committee during the year. During the year under review, the Committee met twice i.e. on May 27, 2024 and November 11, 2024. The attendance record of the Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	2	2
Mr. S.K. Sharma	2	2
Dr. Roshan Lal Behl	2	2

9. IT STRATEGY COMMITTEE

Pursuant to the RBI Master Direction - Information Technology Framework for the NBFC Sector, the Company has constituted the IT Strategy Committee to carry out review and amend the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance. As on March 31, 2025, the Committee comprises of three members namely; Dr. Manisha Gupta (DIN: 06910242), an Independent Director, as Chairperson, Mr. Hans Raj Kapoor, Chief Financial Officer and Mr. Arun Kumar, Computer Engineer as the other two members of the Committee. During the year under review, the Committee met twice i.e. on April 18, 2024 and October 7, 2024. The attendance record of the



Members at the Meetings held during the year 2024-25 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Manisha Gupta	2	2
Mr. Hans Raj Kapoor	2	2
Mr. Arun Kumar	2	2

IV. GENERAL BODY MEETINGS

i. Location and time, where last three Annual General Meetings held:

Financial Year	Location	Date	Time
2021-2022	Through Video Conferencing/ Other Audio Visual Means	24.08.2022	12.30 p.m.
2022-2023	Through Video Conferencing/ Other Audio Visual Means	25.09.2023	12.30 p.m.
2023-2024	Through Video Conferencing/ Other Audio Visual Means	25.09.2024	12.30 p.m.

ii. Whether any Special Resolutions passed in the previous three Annual General Meetings:

2021-2022	<ol style="list-style-type: none"> To approve payment of remuneration to Mr. Dinesh Oswal (DIN: 00607290) Managing Director of the Company under Regulation 17(6)(e) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director of the Company To appoint Dr. Rajan Dhir (DIN: 09632451) as an Independent Director of the Company To re-appoint Dr. Vijay Asdhir (DIN: 06671174) as an Independent Director of the Company To re-appoint Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company
2022-2023	No Special Resolution was passed
2023-2024	To approve the payment of minimum remuneration to Mr. Dinesh Oswal (DIN: 00607290), Managing Director in case of no profits or inadequacy of profits

i. Whether any Special Resolution passed last year through postal ballot.

No Special Resolution was passed during the financial year ended March 31, 2025 through postal ballot.

ii. Person who conducted the postal ballot

exercise:

Not applicable as no special resolution was passed during the financial year ended March 31, 2025 through postal ballot.

iii. Whether any special resolution is proposed to be conducted through postal ballot.

Presently, no Special Resolution is proposed to be conducted through postal ballot.

iv. Procedure for postal ballot.

Whenever any special resolution will be conducted through postal ballot, the procedure for postal ballot shall be as per the applicable provisions of Companies Act, 2013 read with Listing Regulations.

V. MEANS OF COMMUNICATION

a. Quarterly Results:

The Company's quarterly results in the format prescribed by the Listing Regulations, are approved and taken on record by the Board within the prescribed period under the Regulations and submitted immediately by uploading on the website of BSE Limited and National Stock Exchange of India Limited, on which the Company's shares are listed.

b. Newspapers wherein results normally published:

The financial results of the Company are published in leading Newspaper i.e. Business Standard/Financial Express in English and Dainik Jagran in vernacular.

c. Any website, where displayed:

The Company's Quarterly, Half yearly and Annual Results are displayed on the website of the Company i.e. www.ownahar.com under 'Investors' Section.

The Quarterly/Annual Financial Results and Financial Statements, Corporate Governance Report, Report on Management Discussion and Analysis and Shareholding Pattern etc. can be accessed by the investors from the website of the Company, BSE Limited and National Stock Exchange of India Limited.

d. Intimation to Investors

The Company periodically sends intimation/reminder to the shareholders for unclaimed shares and unpaid/unclaimed dividends, registering their PAN, KYC & Nomination details etc. These details are also uploaded on website of the Company at www.ownahar.com under 'Investors' section.

e. Whether it also displays official news releases:

Whenever any official news is released, the same is displayed on the Company's website i.e. www.ownahar.com.

f. Presentations made to institutional investors or to the analysts:

Whenever any presentation about Company's working is made to the Financial Institutional



Investors or to the Analyst, the same is displayed on the Company's Website i.e. www.ownahar.com.

VI. GENERAL SHAREHOLDERS INFORMATION**a. Annual General Meeting**

Date : September 25, 2025
Day : Thursday
Time : 12.30 p.m.
Venue : The Company is conducting the Meeting through Video Conferencing/ Other Audio Visual Means as permitted by Ministry of Corporate Affairs. Hence, the venue of the Meeting shall be deemed to be the registered office of the Company. For details please refer to the Notice of this AGM.

b. Financial Year : Financial year of the Company comprises of twelve months i.e. April 1, 2024 to March 31, 2025

c. Dividend Payment Date : On or before October 5, 2025

d. Date of Book Closure : September 6, 2025 to September 10, 2025 (both days inclusive)

e. Name and address of Stock Exchanges at which the securities of the Company are listed:

The National Stock Exchange of India Ltd (NSE) "Exchange Plaza", Plot No. C/1 G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051

The BSE Limited (BSE)
25th Floor, P.J. Towers,
Dalal Street, Fort, Mumbai
– 400 001.

The listing fees payable to BSE and NSE for 2025-26 have been paid in full by the Company.

f. Demat ISIN number in NSDL and CDSL for Equity Shares: INE049I01012

The annual custodian fees for the financial year 2025-26 have been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

g. In case the securities are suspended from trading, reason thereof:

The Company's securities were not suspended from trading during the year under review.

h. Registrar to an issue and Share Transfer Agents:

As per SEBI Regulations, the Company has appointed M/s Alankit Assignments Ltd. New Delhi, as Registrar for Share Transfer and Electronic Connectivity. Accordingly, all the Shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of Share Transfer/Transmission, Demat/Remat, Change of Address etc. to our Registrar whose address and telephone nos. etc. have already been mentioned in the Directors' Report.

In case any query/complaint remains unresolved with our Registrar, please write to the Company Secretary at the Registered Office of the Company.

Members may kindly note that the Registrar & Transfer Agent and/or the Company will not entertain request for noting of change of address/bank details/ECS mandate in case of accounts with demat holding. For this purpose, shareholders should approach their Depository Participant.

i. Share Transfer System:

In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities can be effected only in dematerialized form. All requests for transfer and/or dematerialized of securities held in physical form, should be lodged with Company's Registrar and Transfer Agent for dematerialization.

Further, pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, transmission, transposition, etc. After processing the service request, a letter of confirmation shall be issued which shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. In case of failure to make such request, those shares shall be credited in the 'Suspense Escrow Demat Account'. Shareholders can claim these shares transferred to 'Suspense Escrow Demat Account' on submission of necessary documentation.

To approve transfer, transmission, transposition, issue of duplicate share certificates, change of name etc., the Company has constituted a Share Transfer Committee consisting of four members, namely Mr. Dinesh Oswal (DIN: 00607290), Managing Director, Mr. Dinesh Gogna (DIN: 00498670), Dr. Roshan Lal Behl (DIN: 06443747), Directors and Mrs. Anjali Modgil, Company Secretary of the Company. Share Transfer Committee meets once/twice in a month to approve the above transactions as per the procedure prescribed under the Companies Act, 2013 / Listing Regulations.

j. Special Window for re-lodgement of transfer requests:

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, opened a one-time special window from July 07, 2025 to January 06, 2026 for physical shareholders, where the original share transfer requests were lodged prior to April 01, 2019 and were returned or rejected due to



deficiencies in documentation, process or any other reason, to submit re-lodgement requests. The shares re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer requests alongwith the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services Ltd. 4E/2, Alankit House, Jhandewalan Extension, New Delhi – 110055 (Tel. 011-42541234), within the stipulated period.

k. Distribution of Shareholding:

As on March 31, 2025, your Company had 13510 shareholders having a total of 1,67,46,167 Equity Shares. The following is the distribution of Shareholding:

No. of Shares Held	No. of holders	Percentage of Shareholders	Aggregate shares held	Percentage of Share holding
1-500	12536	92.79	1085331	6.48
501-1000	530	3.92	389876	2.33
1001-2000	239	1.77	341990	2.04
2001-3000	75	0.56	186048	1.11
3001-4000	27	0.20	91006	0.54
4001-5000	23	0.17	106435	0.64
5001-10000	31	0.23	217053	1.30
10001 and above	49	0.36	14328428	85.56
Total	13510	100.00	16746167	100.00

l. Shareholding Pattern as on March 31, 2025:

Shares held by	No. of Shares	Percentage of Shareholding
Banks and Mutual Funds	3162	0.02
Foreign holdings (FPIs, NRIs)	143964	0.86
Body Corporates	590860	3.53
Directors/Relatives of Directors/KMP	1021	0.01
HUF	338297	2.02
General Public	3503936	20.92
Promoter	11997846	71.65
Shares Transferred to IEPF	166239	0.99
Others	842	0.00
Total	16746167	100.00

m. Dematerialisation of Shares and Liquidity:

As on March 31, 2025, 1,66,20,975 comprising 99.25% of the total Equity Capital of the Company has been dematerialized. Equity Shares of the Company are actively traded on the BSE Limited and the National Stock Exchange of India Limited. To facilitate holding and trading of securities in electronic form, your Company has established connectivity with both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central

Depository Services (India) Ltd. (CDSL). The investors have an option to dematerialize their equity shares with either of the Depositories.

Further, the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated that listed companies to issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Sub-division / Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition.

n. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

The Company does not have any outstanding Global Depository Receipts or American Depository Receipts or warrants or any Convertible Instruments, which is likely to have any impact on the equity of the Company.

o. Commodity price risk or foreign exchange risk and hedging activities:

During the year, the Company has not dealt in any commodity market and foreign exchange, thus there is no commodity price risk or foreign exchange risk. Further, the Company is not involved in any hedging/speculative activities.

p. Plant Locations:

The Company does not have any plant as the Company is not in any manufacturing activities.

q. Address for correspondence:

"NAHAR TOWER"
375, Industrial Area-A,
Ludhiana-141003 (Pb.)
Phone No. : 0161-2600701-705
Fax No. : 0161-2222942
E-mail address : secncfs@owmnahar.com
Website : www.owmnahar.com

r. Credit Ratings:

As on March 31, 2025, the Company has obtained credit rating of "[ICRA] A1+" (pronounced as ICRA A one plus) from M/s. ICRA Limited for the proposed Short Term Debt / Commercial Paper Programme of the Company for Rs. 25 Crores. The rating assigned to the Company is considered to have very strong degree of safety regarding timely payment of financial obligations and such instruments carry lowest credit risk. There has been no change in rating for the aforesaid instrument.

**s. KYC Updation:**

Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 as amended, the Company has dispatched reminder letters to the physical shareholders of the Company in June, 2025 for mandatory furnishing/ updating of PAN, KYC details and Nomination by holders of physical securities in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ ISR-3/ SH-14. SEBI has also mandated that the dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature. All the shareholders are requested to kindly update their KYC details and forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 375, Industrial Area-A, Ludhiana – 141003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 at the earliest in order to avoid any delay in receipt of dividend. The aforesaid forms can be downloaded from the website of the Company at http://www.ownnahar.com/nahar_cf/kyc_updation.php.

VII. OTHER DISCLOSURES**1. Disclosure on Materially Significant Related Party Transactions that may have potential conflict with the interest of the Company at large:**

During the year under review, there is no material Related Party Transactions (RPT) made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The Company got the approval of shareholders at their Meeting held on September 25, 2024 for material RPT as per Regulation 23 of the Listing Regulations. The details of transactions with the Related Parties / Associate Companies entered during the year which takes place in the ordinary course of business on Arm's length basis are disclosed in Notes to the Financial Statements.

2. Details of Non-compliance by the Company, penalties, strictures imposed by Stock Exchanges or the Board or any Statutory Authority on any matter related to capital markets during the last three years:

The Company continues to comply with the requirements of Stock Exchanges, SEBI or any statutory authority on all matters related to capital market. No penalty or strictures have been imposed

on the Company by the said authorities relating to the above during last three years.

3. Details of establishment of Vigil Mechanism/ Whistle Blower Policy:

The Board, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, has established a Whistle Blower Policy/Vigil Mechanism for its directors and employees to report genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The Policy also enables the adequate safeguards against victimization of persons who use such mechanism. The Audit Committee regularly reviews the working of the Mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. No personnel have been denied access to the Audit Committee. The Whistle Blower Policy/Vigil Mechanism is also posted on Company's Website and can be accessed at https://www.ownnahar.com/nahar_cf/pdf/vigil_mechanism_25.pdf.

4. Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

The company has complied with all the mandatory requirements of Corporate Governance as prescribed in Listing Regulations. Besides, the Company has also complied with the non mandatory requirements in respect of Corporate Governance as specified in Part E of Schedule II of Listing Regulations as detailed below:

- i. **Un-modified opinion(s) in audit report:** The Company is already in a regime of financial statements with un-modified audit opinion.
- ii. **Separate post of Chairperson and the Managing Director:** Mr. Jawahar Lal Oswal (DIN: 00463866) is the Chairman of the Company. He is a Non-executive Director. Mr. Dinesh Oswal (DIN: 00607290), is the Managing Director of the Company. Thus, the post of Chairman and Managing Director are held by different persons.
- iii. **Reporting of internal auditor:** The internal auditor of the Company may report directly to the Audit Committee.
- iv. **Independent Woman Director:** The Company has already appointed Dr. Manisha Gupta (DIN: 06910242), as an Independent Woman Director on its Board.
- v. **Risk Management:** The Company has already constituted the Risk Management Committee with the composition, roles and responsibilities as

specified in Regulation 21 of Listing Regulations.

The Company is yet to comply with other non mandatory requirements of the Corporate Governance as specified in Part E of Schedule II of the Listing Regulations.

5. Web link where policy for determining 'material' subsidiaries is disclosed:

The requirement of policy for determining 'material' subsidiaries is not applicable to the Company as it does not have any subsidiary company.

6. Web link where policy on dealing with related party transactions is disclosed:

The Company has formulated the Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, which can be accessed at https://www.ownahar.com/nahar_cf/pdf/related_party_transaction_policy_25.pdf.

7. Disclosure of commodity price risks and commodity hedging activities:

During the year, the Company has not dealt in any commodity market and foreign exchange, thus there is no commodity price risk or foreign exchange risk. Further, the Company is not involved in any hedging/speculative activities.

8. Details of utilization of funds raised through preferential allotment or qualified institutions placement:

The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of Listing Regulations.

9. Certification from Company Secretary in Practice:

Mr. P.S. Bathla, Proprietor of M/s. P.S. Bathla & Associates, Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such other authority. The certificate is attached with this Report.

10. Recommendation of Committees:

In the financial year 2024-25, the Board has accepted all recommendations of its Committees.

11. Fees paid to Statutory Auditors:

The total fees for all services paid by the Company to the Statutory Auditors i.e. M/s. Gupta Vigg & Co. and all entities in the network firm/network entity of which the statutory auditors is a part is Rs. 1.56 Lakhs which includes Audit Fees, Tax Audit Fees and certification charges during the year 2024-25.

12. Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.

13. Prevention of Insider Trading:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) as amended, the Company has framed and adopted the "Code of practices and procedures for fair disclosure of unpublished price sensitive information" and "Code of Conduct to regulate, monitor and report trading by insiders". The Codes help to regulate trading in securities by the designated persons. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary being the Compliance Officer is responsible for implementation of the Codes. Pursuant to provisions of Regulation 3(5) and 3(6) of PIT Regulations, the Company has a Structured Digital Database (SDD) in place and is maintained as per the requirements stipulated under PIT Regulations.

14. Dividend Distribution Policy:

Pursuant to Regulation 43A of the Listing Regulations, the Company has adopted the Dividend Distribution Policy setting out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The Dividend Distribution Policy is available on the website of the Company at http://www.ownahar.com/nahar_cf/pdf/Dividend_Distribution_Policy.pdf.

15. Business Responsibility and Sustainability Report:

Business Responsibility and Sustainability Report for the year ended March 31, 2025 describing the initiatives taken by the listed entity from an environmental, social and governance perspective in the format as specified by the SEBI as required under Regulation 34(2)(f) of the Listing Regulations, has been available on the Company's website at https://www.ownahar.com/nahar_cf/pdf/BRSR-2024-25.pdf.

16. Insurance Policy for Directors and Officers:

As per Regulation 25(10) of Listing Regulations, the



Company has already taken Directors and Officers insurance ('D and O insurance') Policy.

17. Reconciliation of Share Capital Audit:

Pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, every issuer company shall submit audit report on a quarterly basis for the purpose of reconciliation of the total issued capital, listed capital and capital held by depositories in dematerialized form, the details of changes in share capital during the quarter and the in-principle approval obtained by the issuer from all the stock exchanges where it is listed in respect of such further issued capital. The said certificate duly certified by a Practicing Company Secretary is submitted to the Stock Exchanges within 30 days of the end of each quarter.

18. CEO and CFO Certification:

As required under Regulation 17(8) of Listing Regulations, a Certificate duly signed by the Managing Director and Chief Financial Officer was placed at the meeting of Board of Directors held on May 28, 2025.

19. Disclosure of Loans and Advances:

The disclosure in relation to Loans and Advances (in the nature of loan) provided by the Company to firms / companies in which its Directors are interested are given in the 'Notes to Financial Statements'.

VIII. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT WITH REASONS THEREOF

The Company has complied with all the requirements of Corporate Governance Report from sub-paras (2) to (10) of Para C of Schedule V of Listing Regulations.

IX. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS AS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has complied with all the Corporate Governance requirements as specified in Regulation 17 to 27 (except Regulation 24, which is not applicable to the Company) and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

X. CODE OF CONDUCT

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and highest standard of transparency. Accordingly, the Company has laid down a Code of

conduct for all its Board members and Senior Managerial Personnel so that conflict of interest could be avoided. The Code of Conduct suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. All the Board members and Senior Managerial Personnel are complying with the said code of conduct. The code of conduct is also available on Company's website i.e. www.ownahar.com. The Board members and senior management personnel affirm the compliance of this Code annually. A declaration by the Managing Director/CEO in terms of Listing Regulations to the effect that members of the Board and senior management personnel have affirmed compliance with this Code of Conduct is attached with this Report.

XI. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

All the shares of the Company has already been allotted to the eligible allottees, hence there is no demat suspense account/unclaimed suspense account. However, in compliance of SEBI Circular No. SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated December 30, 2022, the Company has opened a 'Suspense Escrow Demat Account' for crediting the shares where the shareholder fails to submit the demat request to the Depository Participant within a period of 120 days from the date of issuance of letter of confirmation. Shareholders can claim these shares transferred to 'Suspense Escrow Demat Account' on submission of necessary documentation. The details of the shares in Suspense Escrow Demat Account as on March 31, 2025 are given hereunder:

Particulars	No. of Shares	No. of Shareholders
Aggregate number of shareholders and the outstanding shares in the Suspense Escrow Demat Account lying as on April 1, 2024	330	2
Number of shareholders who approached listed entity for transfer of shares from Suspense Escrow Demat Account during the year	89	1
Number of shareholders to whom shares were transferred from Suspense Escrow Demat Account during the year	89	1
Aggregate number of shareholders and the outstanding shares in the Suspense Escrow Demat Account lying as on March 31, 2025	241	1
That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Yes	Yes

**XII. DISCLOSURE OF AGREEMENTS UNDER
REGULATION 30A OF LISTING REGULATIONS,
2015**

During the year under review, the Company has not entered into any agreement as specified in clause 5A of para A of part A of schedule III of Listing

Regulations.

For and on behalf of the Board of Directors

**Place: Ludhiana
Date: July 31, 2025**

**Jawahar Lal Oswal
(Chairman)
DIN: 00463866**

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

*(Pursuant to Regulation 34(3) and Clause 10 of Para C of Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To
The Members
Nahar Capital and Financial Services Limited
Ludhiana

I have examined the relevant records of **M/s. NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** having CIN **L45202PB2006PLC029968** for the purpose of certifying compliance of requirements in accordance with Regulation 34(3) read with Clause 10(i) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended March 31, 2025.

On the basis of disclosures / declarations received from the Directors and taken on record by the Board of Directors and according to the verifications (including DIN Status of Directors at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company, I hereby certify that none of the ten Directors on the Board of the Company as stated below for the Financial Year ended as on March 31, 2025, has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI, Ministry of Corporate Affairs or any such other statutory authority.

Sl. No	Name of Director	DIN	Date of appointment in Company
1.	Mr. Jawahar Lal Oswal	00463866	31/03/2006
2.	Mr. Dinesh Oswal	00607290	31/03/2006
3.	Mr. Kamal Oswal	00493213	31/03/2006
4.	Mr. Dinesh Gogna	00498670	12/01/2007
5.	Mr. Satish Kumar Sharma	00402712	12/01/2007
6.	Dr. Manisha Gupta	06910242	26/09/2017
7.	Dr. Rajan Dhir	09632451	24/08/2022
8.	Dr. Yash Paul Sachdeva	02012337	24/08/2022
9.	Dr. Vijay Asdhir	06671174	26/09/2017
10.	Dr. Roshan Lal Behl	06443747	29/09/2020

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P.S. Bathla & Associates
Company Secretaries**

**P.S. Bathla
(Proprietor)**

**FCS: 4391/CP No. 2585
Peer Review No. 1306/2021**

**Place: Ludhiana
Date: July 31, 2025
UDIN: F004391G000910923**



MANAGING DIRECTOR'S DECLARATION

Pursuant to the requirement of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all Board Members and Senior Management Personnel of the Company (as defined in the abovesaid Regulations) have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel' for the year ended March 31, 2025.

Place: Ludhiana
Date: July 31, 2025

Dinesh Oswal
(Managing Director)
DIN: 00607290

CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Nahar Capital and Financial Services Limited
Ludhiana

We have examined the compliance of the conditions of Corporate Governance by **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** (CIN: L45202PB2006PLC029968) for the year ended March 31, 2025 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of the 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.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the Directors and Management, we hereby certify that the Company has duly complied with the conditions of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

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

For P.S. Bathla & Associates
Company Secretaries

Place: Ludhiana
Date: July 31, 2025
UDIN: F004391G000910934

P.S. Bathla
(Proprietor)
FCS: 4391/CP No. 2585
Peer Review No. 1306/2021

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Industry Structure and Developments**

Your company is registered with the Reserve Bank of India as a “Non-Banking Financial Company-Investment and Credit Company (NBFC-ICC)”. As per Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, the Company continues to be classified as NBFC - Base Layer (NBFC-BL) for the financial year 2024-25. Your Company is mainly doing investment activities with long term perspective as well as doing trading and lending activities. Further, the Company is also doing real estate activities for higher yields.

The Indian financial services sector plays a vital role to the country's economy, comprising a diverse range of players such as commercial banks, insurance companies, non-banking financial companies, pension funds, mutual funds and other financial entities like Micro Finance Companies, Gold Loan and Consumer Loan Companies etc. Amongst these sectors, the NBFC sector has played an important role in promoting inclusive growth in India. NBFCs occupy a unique position, distinct from both banks and micro finance institutions, characterized by their adaptability and agility. They often serve as the only formal credit sources for large segments of under served borrowers. NBFCs fulfill the "last-mile" role that traditional banks deem too expensive or risky to undertake. NBFCs has been playing a critical role in participating in the development of an economy by providing a fillip to transportation, employment generation, wealth creation, bank credit in rural segments, emergency financing, bridge financing, M&A financing etc. and thus support financially weaker sections of the society. NBFCs mainly focuses on business related to loans and advances, acquisition of shares, stock, bonds, debentures, securities issued by government or local authority or other securities of similar nature, leasing, hire-purchase, insurance business, chit business etc.

The outlook for Non-Banking Financial Companies (NBFCs) in India for FY 26 appears promising, influenced by various macroeconomic factors and sector-specific trends. There is likely to be continued demand for credit, especially from the retail and Micro, Small, and Medium Enterprises (MSMEs) sectors. This could lead to a more resilient and dynamic financial ecosystem that benefits all stakeholders involved.

Economic Overview

India, the world's fourth-largest economy, is

experiencing robust growth, with real GDP growth estimated at 6.4% in fiscal year 2025 demonstrating strong resilience and growth potential, with key sectors like services and exports driving the momentum and is expected to maintain this positive momentum in fiscal year 2026 as affirmed by International Monetary Fund (IMF) in its World Economic Outlook Update released on July 29, 2025. This makes India one of the fastest-growing major economy globally, a significant achievement amidst global economic uncertainties. The economy is characterized by robust domestic demand, particularly in private consumption and investment, a dynamic demographic profile, sustained economic reforms and a thriving services sector.

India is asserting its rising influence in global trade, investment, and innovation fuelled by a decade of structural reforms, investor-friendly policies, and enhanced global competitiveness. The PLI Schemes enhanced the country's manufacturing prowess, fostered technological advancements, and elevated India's position in global markets. Further, Make in India, Start-up India, PM Gati Shakti, National Industrial Corridor Programme, promoting Ease of Doing Business and reducing compliance burden, National Single Window System, India Industrial Land Bank, Project Monitoring Group (PMG), liberalization of FDI policy etc. are some of the major initiatives of the Government of India to boost investments and attract more industrial activities in the country.

The Indian economy faces a multitude of challenges, including, heightened trade tensions, policy uncertainty, inflation and potential disruptions in global supply chains due to geopolitical risks that can negatively impact economic growth. Furthermore, technological innovations pertaining to AI/Gen AI result in growth-promoting but employment-reducing impacts. The challenges need to be carefully managed to ensure sustained and inclusive growth.

Despite these challenges, the Indian economy is projected to be a powerhouse of growth, driven by strong domestic demand, prudent policies, and strategic initiatives and expected to maintain its position as the fastest-growing major economy and a key player in the global economic landscape.

Opportunities and Threats

Your Company identifies profitable investment opportunities in the entire financial market segments and also in real estate segment, diversifies its revenue stream and scale up its operations in a prudent



manner, while maintaining adequate risk management systems and profitability. Your Company is exploring other investment options including investing directly in debt securities, Commodity Funds, Quant based MLDs linked to gold and equity markets, NCDs of reputed industrial and real estate companies as well as in Alternative Investment Funds (AIFs) like Credit Opportunity Funds, Private Equity Funds, Real Estate Funds, Venture Funds etc. for better profitability. Your Company foresees and is cautious of all the economic and financial threats globally as well as domestically, while making new investments and also aware of the fact that change in Government policies and rate of interest revisions will affect the valuation of investments made by Company. Your company is more cautious in investing i.e. by increasing fund allocations to safer and high rated securities, REITS, INVITS, Multi Asset Funds Balance Advantage Funds and Digital Disruptive Technology Funds etc.

In current volatile global scenario and fast changing consumer behaviors, your Company is investing in longer duration debt securities/funds and latest investment opportunities compatible with new technologies like Electric Vehicles (EV's), Artificial Intelligence (AI), 5-6G/Satellite Networking, Cloud Computing etc. Your Company has built a strong diversified investment base and continues to mitigate any adverse impact of any uncertainty in the short term but is well-positioned to benefit from the financial markets' momentum, economic rebound expected over the next few years.

Future Outlook

By 2047, India aspires to become a fully developed, high-income country. A "Viksit Bharat" characterized not only by towering buildings and expansive highways but also by fair prosperity and financial empowerment at the grassroots level. Further, India's financial market is projected to grow significantly due to strong domestic demand, driven by strong GDP growth and manageable debt level and Foreign Exchange Reserves while external events and geopolitical scenarios keep foreign flows into India volatile. However, the domestic as well global events such as global trade disruptions, economic sanctions, diplomatic tensions, terrorist attacks, regional conflicts, war situations in Israel/Gaza & Russia/Ukraine etc., political instability, rising inflation, government policies and regulatory changes etc. may further lead to heightened volatility in the Indian financial market and Foreign Direct Investment inflows.

Notwithstanding the challenges, your management

expects the Indian financial market to remain resilient and robust in the long run. The Company will strive to do the financial business, focused on delivering consistent and superior returns to the company's shareholders and at the same time maintaining the high levels of safety. On real estate front, the Company is looking for opportunities and will further explore and invest in new projects to upsurge its lease/rental income in the coming periods. Your Company has recognized its role as a corporate citizen and continuously endeavors to adopt the best practices and the highest standards of corporate governance. We look forward to the future with renewed optimism as your Company will continuously focus on its resources, strengths and strategies to achieve its vision keeping the above strategic intent in mind.

Risks and Concerns

The Company recognizes that risk is an integral and unavoidable component of business and it is committed to manage and mitigate the risk in a proactive and effective manner. Being an investment company, the business of the Company is exposed to several risks viz; market risk, global risk, regulatory risk, credit risk, liquidity risk, operational risk, competition risk, interest rate risk, cyber security risk etc. which can affect the returns on Company's investments and financial business in unexpected way. Presently, different and next generation investment opportunities are prevalent, which are highly remunerative but a little risky, unless we utilize expertise and experience of professionals and specialized fund managers.

Considering the Company's nature of its business, it is essentially exposed to the volatility associated with financial markets. However, with the investments being well-diversified among various financial market instruments like mutual funds (both debt and equity), bonds/debentures, MLDs, REITS, AIFs, InvITs, VC/PE funds, Multi Asset/Balanced Funds, AIFs and equity shares (both listed and unlisted), the risk is well managed. The Company's balanced approach to portfolio management and its continuous review has enabled it to get early warning signals because of corrective measures taken by company from time to time. The Company uses information technology extensively in its operations and invests through professionals for ensuring effective information. Sustained efforts to strengthen the risk framework and portfolio quality have yielded consistently better outcomes for the Company.

As part of the Risk Management framework, the Company has also constituted the Risk Management



Committee comprising of three Non-Executive Directors to monitor risk tolerance limits, review and analyze risk exposure related to specific issues and provides oversight of risk across the organization. The Risk Management Committee met four times during the financial year under review. The Company is having Risk Management Policy and Fair Practice Code to strengthens the investment decisions and also for better risk management.

Internal Control Systems and Their Adequacy

The Company is maintaining an efficient and effective system of Internal Financial Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations and procedures. Further, the statutory auditors of the Company have verified the systems and processes and confirmed that the internal financial controls system over financial reporting is operating effectively.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed M/s. Piyush Singla & Associates, Chartered Accountant as Internal Auditor of the Company. The Internal Auditor test the adequacy and effectiveness of Internal Control Systems laid down by the management and to suggest improvement in the systems. They also identify and address technology and IT-related security issues commensurate with the nature and complexities of its operations. The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. During the year, Company's Internal Controls were tested and no reportable weakness in the system was observed.

The company's Internal Financial Control System commensurate with the nature of its business and the size of its operations. In order to further strengthen the Internal control system and to automate the various processes of the business, company is making use of SAP S4 HANA application, which is based on SAP HANA database. It keeps all the data in memory which results in data processing that is magnitude faster than that of disk based system, allowing for advanced, real time analytics. The Asset Liability Management (ALM) Policy concerned with the effective risk management in various Portfolios is also framed by the Company.

Apart from this, an Audit Committee consisting of three non executive directors has been constituted. All the

significant audit observation and follow up action thereon are taken care of by the Audit Committee. The Committee oversee the adequacy of Internal Control. The Audit Committee met four times during the financial year under review. The Company has also established a Vigil Mechanism as per Section 177(9) of Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014.

Segment wise Financial/Operational Performance

We would like to inform you that as per Ind-AS 108 'Operating Segments', Company's activities can be classified under two segments namely; Investment/Financial Activities and Real Estate Segment. During the year, the Company achieved a total income of Rs. 4936.09 Lakhs with a profit before tax of Rs. 3821.33 Lakhs. The segment wise detailed performance has already been discussed in the Directors' Report under the column 'Financial Review'.

Your Company continued to reward shareholders with regular dividends. The Board of Directors, considering the growth and profitability of the Company, has proposed a dividend of Rs. 1.50/- per equity share (i.e. 30%) for the year ending March 31, 2025.

Human Resources/Industrial Relations

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The Company is of firm belief that the Human Resources are the driving force that propels a Company towards progress and success. The Company has a team of able and experienced professionals to look after the affairs of the Company. The total employee's strength of the Company was 20 as on 31st March 2025.

Key Financial Ratios

The Company has identified the following ratios as applicable key financial ratios:-

Ratios	31.03.2025	31.03.2024
Capital to Risk-Weighted Assets Ratio (CRAR) %	95.03	96.33
CRAR - Tier I Capital (%)	95.02	96.32
CRAR - Tier II Capital (%)	0.01	0.01

Cautionary Statement

Though the statement and views expressed in the above said report are on the basis of best judgment but the actual future results might differ from whatever is stated in the report.

For and on behalf of the Board of Directors

Place: Ludhiana
Date: July 31, 2025

Jawahar Lal Oswal
(Chairman)
DIN: 00463866

**INDEPENDENT AUDITOR'S REPORT****To The Members of****Nahar Capital & Financial Services Limited****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying Standalone Financial Statements of NAHAR CAPITAL & FINANCIAL SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

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 March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the 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 Responsibilities 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 independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence have obtained 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
Investments as on 31st March, 2025 (Refer to Note no.6 to the notes to the standalone financial statements)	
This is the largest asset on the balance sheet. Our audit effort has increased in this area and in particular, there is significant focus on considering whether the underlying investments are valued appropriately. These included investments in quoted and unquoted equity shares, mutual funds, preference shares and tax-free bonds. Investments also include investment in associate company. The valuation of investments is based on a range of inputs. Many of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, estimates must be developed based on the most appropriate source data and are subject to a higher level of judgement. Accordingly, investment was determined to be a key audit matter in our audit of standalone financial statements.	Our audit procedure included the following: <ul style="list-style-type: none">• Testing whether associated controls in respect of the valuation process are operating properly and assessing whether the valuation process is appropriately designed and captures relevant valuation inputs.• Assessing the availability of quoted prices in liquid markets.• Performing our own independent price checks using external quotes for liquid positions and to identify any potential impairment.• We also assessed whether the Company's disclosures in relation to the valuation of investments are compliant with the relevant accounting requirements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, but does not include the standalone financial statements and our auditors' report thereon. The Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we will 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 identified above when it becomes available

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. When we read the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows 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 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.

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

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 standard of audits, we exercise professional judgment 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of 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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of

the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of 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 of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 has made provision, 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 Company.
- iv. (a) The Management has represented that, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary



shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (a) and (b) above, contain any material misstatement.
- v. As stated in the standalone financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company have proposed final dividend for the year which is

subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- 2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Gupta Vigg & Co.
Chartered Accountants
Firm Regn.No.001393N
(CA Vinod Khanna)
Partner
M.No.81585

UDIN: 25081585BMLDYR9287
Dated: 28th May, 2025
Place: Ludhiana

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NAHAR CAPITAL & FINANCIAL SERVICES LIMITED 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 **NAHAR CAPITAL & FINANCIAL SERVICES LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the 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 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 judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

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 Standalone 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

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

**For Gupta Vigg & Co.
Chartered Accountants
Firm Regn.No.001393N
(CA Vinod Khanna)
Partner
M.No.81585**

**UDIN: 25081585BMLDYZR9287
Dated: 28th May, 2025
Place: Ludhiana**

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 to the Members of NAHAR CAPITAL & FINANCIAL SERVICES LIMITED of even date)

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

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to information and explanations given to us and based on the examination of records of the company, conveyance deed etc., we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The Company does not have any physical inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not sanctioned working capital limits during the year, from banks on the basis of security of current assets. Hence, the clause is not applicable to the company.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
 - (a) The principal business of the company is investments and financing of funds, hence reporting under clause 3(iii)(a) is not applicable to the company
 - (b) As per the information and explanations given to us and the investments made and the terms and conditions of the grant of loans, during the year are prima facie, not prejudicial to the Company's interest.
 - (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
 - (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
 - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
 - (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2025 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance,



Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

- b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- c. Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2025 on account of dispute are given below:

Nature of the statute	Nature of dues	Amount (Unpaid) (Rs. in Lacs)	Period to which the it relates	Forum Where dispute is pending
The Income Tax Act, 1961	Income Tax	1.51	2018-19	ITAT, Chandigarh
The Income Tax Act, 1961	Income Tax	23.66	2018-19	CIT(A)/NFAC

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961(43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings from any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its associate companies.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any

preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

- xi. (a) According to information and explanation given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) **No report under sub-section (12) of section 143 of the Companies Act** has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) The management has represented us that no whistle blower complaints has been received by the Company during the year and upto the date of this report.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Indian accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to information and explanations given to us and based on the examination of records of the company, company has not conducted any Non-Banking Financial or Housing Finance activities without a valid certificate of registration (COR) from Reserve Bank of India as per Reserve Bank of India Act, 1934.



- (c) In our opinion, Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India.
- (d) According to information and explanations given to us, there is one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. Company has no unspent amount under CSR at the end of the financial year, hence reporting under clause 3(xx) (a) and (b) is not applicable to the company.

**For Gupta Vigg & Co.
Chartered Accountants
Firm Regn.No.001393N
(CA Vinod Khanna)
Partner
M.No.81585**

**UDIN: 25081585BMLDYZ9287
Dated: 28th May, 2025
Place: Ludhiana**


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

(All amount in Lakhs Rupees, unless otherwise stated)

	For year ended March 31, 2025	For year ended March 31, 2024
A Cash flow from operating activities		
Profit before tax	3,821.33	4,642.35
Adjustments for:		
Depreciation and amortisation expense	105.87	103.66
Interest income on fixed deposit and financial assets measured at amortised cost	(1,255.90)	(984.84)
Dividend income classified as investing cash flows	(938.62)	(1,077.08)
Remeasurement gains and loss on employee benefit obligations	0.72	0.27
Fair Value gain/(loss) on Investments	(141.61)	(131.26)
Interest paid	45.57	14.17
Operating profit before working capital changes	1,637.36	2,567.27
Inflow/(outflow) on account of:		
Loans	(1,098.63)	(1,095.87)
Investments	(584.80)	(3,181.47)
Bank balance other than cash and cash equivalents	0.65	2.70
Inventory	63.52	206.59
Other financial assets	37.76	(73.85)
Other non-financial assets	9.72	62.98
Trade and other payables	20.36	29.53
Short term borrowings	105.01	430.16
Provisions	-	(0.94)
Other financial liability	23.23	(4.95)
Other non-financial liability	(17.01)	12.91
Cash used in operating activities post working capital changes	197.17	(1,044.94)
Income tax paid (net)	(503.99)	(712.58)
Net cash inflow from/ (used in) operating activities (A)	(306.82)	(1,757.52)
B Cash flows from investing activities		
Purchase of Property, plant and equipment and investment property	(935.02)	(713.78)
Dividend received	938.62	1,077.08
Fair value gain/(loss) on Investments	141.61	131.26
Interest received	1,255.90	984.84
Investments of Equity Instruments on Other Comprehensive Income	(787.97)	443.18
Net cash inflow from/ (used in) investing activities (B)	613.14	1,922.58
C Cash flows from financing activities*		
Interest paid	(45.57)	(14.17)
Dividend paid (including tax)	(251.19)	(251.19)
Net cash inflow from/ (used in) financing activities (C)	(296.76)	(265.36)
Net increase (decrease) in cash and cash equivalents (A+B+C)	9.55	(100.31)
Cash and cash equivalents at the beginning of the year	22.12	122.43
Cash and cash equivalents at the end of year	31.67	22.12

This is the Cash Flow Statement referred to in our report of even date.

For Gupta Vigg & Company

 Chartered Accountants
FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited
Vinod Khanna

Partner

M.No. 81585

Place : Ludhiana

Date : 28th May 2025

UDIN : 25081585BMLD9287

Anjali Modgil

Company Secretary

M.No. FCS9650

Hans Raj Kapoor

Chief Financial Officer

S.K. Sharma

Director

DIN : 00402712

Dinesh Oswal

Managing Director

DIN : 00607290


Balance Sheet as at 31st March, 2025

(All amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	As At Mar 31, 2025	As At Mar 31, 2024
ASSETS			
Financial Assets			
Cash and Cash equivalents	3	31.67	22.12
Bank Balances other than above	4	61.28	61.93
Loans	5	2,197.55	1,098.92
Investments	6	83,463.01	82,878.20
Others Financial Assets	7	270.97	308.74
Total Financial Assets		86,024.48	84,369.91
Non - Financial Assets			
Inventories	8	46.02	109.55
Current Tax Assets	9	-	168.15
Investment Property	10	5,199.77	5,302.62
Property, Plant and Equipment	11	18.75	21.65
Capital Work in Progress	12	1,629.05	694.14
Other Non Financial Assets	13	6.28	16.00
Total Non Financial Assets		6,899.87	6,312.11
TOTAL		92,924.35	90,682.02
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Trade Payables	14	-	-
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		52.61	32.25
Borrowings (Other than Debt Securities)	15	535.17	430.16
Other Financial liabilities	16	372.88	349.65
Total Financial liabilities		960.66	812.06
Non-Financial liabilities			
Deferred Tax Liabilities	17	1,242.30	1,044.37
Current Tax Liabilities	18	60.96	-
Other Non-Financial Liabilities	19	44.38	61.39
Total Non-Financial Liabilities		1,347.64	1,105.76
EQUITY			
Equity Share Capital	20	837.31	837.31
Other Equity	21	89,778.74	87,926.89
Total Equity		90,616.05	88,764.20
TOTAL		92,924.35	90,682.02
Notes forming part of the Financial Statements	1-52		

This is the Balance Sheet referred to in our report of even date.

For Gupta Vigg & Company
 Chartered Accountants
 FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited
Vinod Khanna
 Partner
 M.No. 81585
 Place : Ludhiana
 Date : 28th May 2025
 UDIN : 25081585BMLDYP9287

Anjali Modgil
 Company Secretary
 M.No. FCS9650

Hans Raj Kapoor
 Chief Financial Officer

S.K. Sharma
 Director
 DIN : 00402712

Dinesh Oswal
 Managing Director
 DIN : 00607290


Statement of Profit & Loss Account for the year ending 31st March, 2025

(All amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	For year Ended March 31, 2025	For year Ended March 31, 2024
Income			
Interest Income	22	1,253.40	984.84
Dividend Income	23	938.62	1,077.08
Rental Income	24	568.83	622.87
Net Gain On Fair Value Changes (Held for trading)	25	144.13	131.26
Total Revenue from Operations (I)		2,904.98	2,816.04
Other income	26		
Net Gain on Fair Value Changes		2,017.92	2,788.50
Other Income		13.20	1.48
Total Other Income (II)		2,031.12	2,789.98
Total Income (I+II)		4,936.10	5,606.02
Expenses:			
Finance Costs	27	45.57	14.16
Fees and Commission Expense	28	10.37	0.27
Employee Benefits Expenses	29	704.20	653.21
Depreciation and Amortisation	30	105.87	103.66
Other Expenses	31	248.75	192.37
Total Expenses		1,114.76	963.68
Profit before tax		3,821.34	4,642.35
Tax expense	32		
Current tax		734.79	660.00
Deferred tax charge		46.54	142.53
Total Tax Expense		781.33	802.53
Net Profit for the year		3,040.01	3,839.82
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Changes in fair value of FVOCI equity instruments (Inclusive of Realised Gain/Loss thereon)		(787.97)	443.18
Remeasurements of post-employment benefit obligations		0.72	0.27
Income tax relating to items that will not be reclassified to profit or loss		(151.38)	(408.36)
Other comprehensive income/(loss) for the year		(938.63)	35.09
Total comprehensive Income/(loss) for the year		2,101.38	3,874.90
Earnings per equity share	33		
Equity shares of par value Rs.5 each			
Basic		18.15	22.93
Diluted		18.15	22.93
Notes forming part of the Financial Statements	1-52		

This is the Profit & Loss account referred to in our report of even date.

For Gupta Vigg & Company
 Chartered Accountants
 FRN 001393N

**For and on behalf of
Nahar Capital And Financial Services Limited**
Vinod Khanna
 Partner
 M.No. 81585
 Place : Ludhiana
 Date : 28th May 2025
 UDIN : 25081585BMLDYR9287

Anjali Modgil
 Company Secretary
 M.No. FCS9650

Hans Raj Kapoor
 Chief Financial Officer

S.K. Sharma
 Director
 DIN : 00402712

Dinesh Oswal
 Managing Director
 DIN : 00607290

**Notes forming part of Financial Statement for the year ending 31st March 2025****1. Company overview/Corporate information**

Nahar Capital & Financial Services Limited ('the Company') is a public limited company and incorporated under the provisions of Companies Act. The Company is a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-deposit taking Non-Banking Financial Company ('NBFC-ND') with the Reserve Bank of India ("RBI") in January 2008. The Company has been placed in Base Layer and categorized as Non-Banking Financial Company – Base Layer ('NBFC-BL') having asset size below Rs. 1000.00 Crore as per Master Directions – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Direction, 2023. The main business activity of the Company is to carry on the business of investment in shares, debentures, stock, bonds and securities of all kinds, Real Estate Activities and other businesses generally carried on by finance and investment companies. The company is domiciled in India and has its registered office at Ludhiana, Punjab, India. The CIN No of the Company is L45202PB2006PLC029968 and RBI Registration no is N-06.00588. The Company has its primary listings on the BSE Limited and National Stock Exchange of India Limited.

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2025**2. Summary of significant accounting policies**

The financial statements have been prepared using the significant accounting policies and measurement bases summarised as below. These policies are applied consistently for all the periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to IndAS.

a) Basis of preparation**(i) Statement of compliance with Indian Accounting Standards (Ind AS)**

These standalone financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for the periods presented in this financial statements.

The financial statements for the year ended March 31, 2025 were authorized and approved for issue by the Board of Directors on 28 May 2025.

(ii) Accounting Convention

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

(iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of the schedule III unless otherwise stated.

b) Property, plant and equipment**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (non refundable), freight, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Cost of acquisition is inclusive of freight, duties, taxes (non refundable) and other incidental expenses. Depreciation on property, plant and equipment is provided on the straight-line basis as per the rates specified in Schedule II of the Companies Act, 2013.

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

The Company fully depreciates the assets having individual value of Rs. 5,000 or less in the year of acquisition.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and advances paid to acquire property, plant and equipment. Assets which are not ready to use are also shown under capital work-in-progress.

Transition to Ind AS

The Company had elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

c) Investment Property

Properties held to earn rentals or / and for capital appreciation or both but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes, are categorized as investment properties. These are measured initially at cost of acquisition, including transaction costs and other direct costs attributable to bringing asset to its working condition for intended use. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of the Act. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date.

d) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (non refundable), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Transition to Ind AS

The Company had elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

e) Inventories

Inventories represent Real Estate Properties held for trading and these are measured at Fair Value in the books of accounts.

f) Revenue recognition

Interest income

Interest income is recorded on accrual basis using the Effective Interest Rate (EIR) method. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonable certain that the ultimate collection will be made.

Dividend income

Dividend income is recognised at the time when the right to receive is established by the reporting date.

Investment Income



Profit/Loss on Sale of investments is recognised at the time of sale/redemption.

Rental income

Rental Income is accounted for on accrual basis.

Commission income

Income from business correspondent services is recognised as and when the services are rendered as per agreed terms and conditions of the contract.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

g) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as it is incurred basis using the effective interest rate method.

h) Taxation

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it is recognized in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset will be created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

i) Employee benefits**Short-term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits, if any, that are expected to be settled wholly

within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Other long term employee benefit obligations:

The liabilities, if any, which needs to be settled after 12 months from the end of the period in which the employees render the related services are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method.

Post-employment obligations:

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

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

Defined contribution plans

Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and is charged to the Statement of Profit and Loss.

j) Impairment of non-financial assets

Loan Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Compensation for impairment

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up are recognised in statement of profit and loss when the compensation becomes receivable.

k) Impairment of financial assets

Loan assets

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- Stage 1 includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.
- Stage 2 includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.
- Stage 3 includes loan assets that have objective evidence of impairment at the reporting date.
- The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) – The PD represents the likelihood of a borrower defaulting on its financial obligation (as per “Definition of default and credit-impaired” above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.



Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. The Company have not traded or invested in Crypto Currency or virtual currency during the financial year.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

l) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand (including imprest), demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

m) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

n) Financial instruments

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

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets**Subsequent measurement****i. A Financial assets carried at amortised cost**

A financial asset is measured at the amortised cost if both the following conditions are met:

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

and interest (SPPI) on the principal amount outstanding.

- After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss

ii. Investments in equity instruments

Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

iii. Investments in mutual funds/venture capital funds/alternative investment funds (AIF) – Investments in mutual funds, venture capital funds and AIF are measured at fair value through profit and loss (FVTPL).

iv. Investments held for trading purposes – The Company has investments in equity instruments, mutual funds, debentures, real estate properties, bonds etc. which are held for trading purposes and therefore, classified as at fair value through profit or loss (FVTPL).

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

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

o) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

p) Segment reporting

The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly by the executive committee ('chief operating decision maker') in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with



the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship with the operating activities of the segment.

q) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant Estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.



Particulars	As at March 31, 2025	As at March 31, 2024
3 Cash and cash equivalents		
Cash in hand	0.61	0.17
Balance with banks		
- with scheduled banks in current accounts	0.68	0.58
- with scheduled banks held as PMS	30.38	21.37
	31.67	22.12
4 Bank balances other than above		
Bank Deposits with banks having maturity less than three months	-	-
Bank Deposits with banks having maturity more than twelve months	11.39	25.00
Earmarked Balances with banks for unpaid dividends	23.89	24.54
Banks deposits having maturity of more than three months but are due for maturity within twelve months from balance sheet date	26.00	12.39
	61.28	61.93
5 Loans		
The Company has categorised all loans at Amortised Cost in accordance with the requirements of Ind AS 109.		
Loans repayable on demand-Stage 1	2,200.00	1,100.00
Loans repayable on demand-Stage 2	-	-
Other Loans	3.05	1.67
Total - Gross Loans	2,203.05	1,101.67
Less: Standard Asset Provision-Stage 1	(5.50)	(2.75)
Less: Allowance for impairment loss for loan assets Stage 3	-	-
Total - Net Loans	2,197.55	1,098.92
Security Details		
Secured by tangible asset	-	-
Unsecured	2,200.00	1,100.00
Less: Allowance for impairment loss for loan assets		
Loans to employees	3.05	1.67
Total - Gross Loans	2,203.05	1,101.67
Less: Standard Asset Provision	(5.50)	(2.75)
Less: Allowance for impairment loss for loan assets		
Total - Net Loans	2,197.55	1,098.92
Loans in India	2,203.05	1,101.67
Loans outside India	-	-
Total - Gross Loans	2,203.05	1,101.67
Less: Allowance for impairment loss for loan assets	-	-
Less: Standard Asset Provision	(5.50)	(2.75)
Total - Net Loans	2,197.55	1,098.92
5.1 Reconciliation between the figures reported under Ind-AS and actual amounts outstanding in respect of Loans:		
Net Loans	2,197.55	1,098.92
Add: Allowance for Expected Credit Loss netted off as per Ind-AS	-	-
Gross Loans	2,197.55	1,098.92


6. Investments

C. Investments						
Particulars	Amortized cost	At Fair Value		Sub-total	At Cost	TOTAL
		Through other comprehensive income	Through profit or loss			
As at March 31, 2025						
<u>Investments in India</u>						
(i) Held for trading						
Debt Securities	-	-	4,824.89	4,824.89	-	4,824.89
AIF/Venture Funds	-	-	4,678.05	4,678.05	-	4,678.05
Equity Instruments	-	-	439.74	439.74	-	439.74
Sub Total	-	-	9,942.68	9,942.68	-	9,942.68
(ii) Other Investment						
Mutual Funds	-	-	10,801.87	10,801.87	-	10,801.87
Government securities	154.19	-	-	-	-	154.19
Debt Securities	1,773.63	-	-	-	-	1,773.63
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	506.59	-	-	-	-	506.59
Equity Instruments (Subsidiaries/Associates)	-	-	-	-	13,130.30	13,130.30
Equity Instruments (Other Group companies)	-	13,736.20	-	13,736.20	-	13,736.20
Equity Instruments (Others)	-	20,671.37	-	20,671.37	-	20,671.37
AIF/Venture Funds	-	-	4,328.89	4,328.89	-	4,328.89
Interest accrued	-	-	-	-	217.28	217.28
Sub Total	10,634.41	34,407.57	15,130.76	49,538.33	13,347.58	73,520.32
Total Investments	10,634.41	34,407.57	25,073.44	59,481.01	13,347.58	83,463.00

As at March 31, 2024						
Investments in India						
(i) Held for trading						
Debt Securities	-	-	3,900.04	3,900.04	-	3,900.04
AIF/Venture Funds	-	-	4,485.29	4,485.29	-	4,485.29
Equity Instruments	-	-	167.65	167.65	-	167.65
Sub Total	-	-	8,552.98	8,552.98	-	8,552.98
(ii) Other Investment						
Mutual Funds	-	-	11,970.18	11,970.18	-	11,970.18
Government securities	154.19	-	-	-	-	154.19
Debt Securities	2,508.74	-	-	-	-	2,508.74
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	1,106.59	-	-	-	-	1,106.59
Equity Instruments (Subsidiaries/Associates)	-	-	-	-	12,835.45	12,835.45
Equity Instruments (Other Group companies)	-	15,430.72	-	15,430.72	-	15,430.72
Equity Instruments (Others)	-	18,096.37	-	18,096.37	-	18,096.37
AIF/Venture Funds	-	-	3,884.54	3,884.54	-	3,884.54
Interest accrued	-	-	-	-	138.44	138.44
Sub Total	11,969.52	33,527.09	15,854.72	49,381.81	12,973.89	74,325.22
Total Investments	11,969.52	33,527.09	24,407.70	57,934.79	12,973.89	82,878.20



Particulars	As at March 31, 2025	As at March 31, 2024
7 Others financial assets		
Rent Receivable (0 to 6 Months)	-	-
Security deposits	97.58	80.51
Sundry Receivable	173.39	228.23
	270.97	308.74
Ageing Schedule (Sundry Receivable) (Unsecured, Considered Good)		
0-6 Months	48.25	148.98
6 Month to 1 Year	26.76	7.07
1 Year to 2 Year	2.34	15.86
2 Year to 3 Year	15.37	0.01
More Than 3 Years	80.67	56.31
	173.39	228.23
8 Inventories		
Real Estate Property	46.02	109.55
	46.02	109.55
9 Current tax assets (net)		
Advance income tax	-	828.15
Less: Provision for income tax	-	660.00
Current tax assets (net)	-	168.15

**10. Investment Property
As At 31st March 2025**

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2024	Additions	Disposal/ adjustments	As at 31 Mar 2025	As at 01 Apr 2024	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2025	As at 31 Mar 2025	As at 31 Mar 2024
Buildings	5,703.84	-	-	5,703.84	476.92	90.36	-	567.28	5,136.56	5,226.92
Furniture	132.71	0.12	-	132.83	57.01	12.60	-	69.62	63.21	75.70
	5,836.55	0.12	-	5,836.67	533.93	102.96	-	636.90	5,199.77	5,302.62

As At 31st March 2024

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Buildings	5,703.84	-	-	5,703.84	386.56	90.36	-	476.92	5,226.92	5,317.28
Furniture	132.71	-	-	132.71	44.40	12.60	-	57.01	75.70	88.30
	5,836.55	-	-	5,836.55	430.96	102.96	-	533.93	5,302.62	5,405.58

10.1 Fair Value of Investment Property

Particulars	As At 31 Mar 2025	As At 31 Mar 2024
Carrying Value	5,199.77	5,302.62
Fair Value	5,199.77	5,302.62

The Company obtains independent valuations for its investment properties at least manually. The best evidence of fair value is current prices in an active market for similar properties.

11. Property, plant and equipment
As At 31st March 2025

As at 31st March 2025

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2024	Additions	Disposal/ adjustments	As at 31 Mar 2025	As at 01 Apr 2024	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2025	As at 31 Mar 2025	As at 31 Mar 2024
Vehicles	20.94	-	-	20.94	0.35	2.49	-	2.84	18.10	20.59
Office Equipment	5.13	-	-	5.13	4.07	0.41	-	4.48	0.65	1.06
Total	26.07	-	-	26.07	4.42	2.90	-	7.32	18.75	21.65



As At 31st March 2024

Particulars	Gross block				Depreciation			Net Block		
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Vehicles	11.57	20.94	11.57	20.94	10.99	0.35	10.99	0.35	20.59	0.58
Office Equipment	4.55	0.58	-	5.13	3.71	0.35	-	4.06	1.06	0.83
Total	16.12	21.52	11.57	26.07	14.70	0.70	10.99	4.41	21.65	1.41

11.1 In the opinion of management, these are no events or changes in circumstances that indicate the impairment of PPE and intangible Assets in terms of Ind AS 36 Impairment Assets Accordingly, no provision for impairment has been made.

11.2 While the Company has not made any specific borrowings for construction of a qualifying asset, the Company has policy to capitalise certain borrowing costs on account of general borrowings at an average rate of borrowing for the company in terms of Ind AS 23' Borrowing Costs.

Particulars	As at March 31, 2025	As at March 31, 2024
12 Capital Work in Progress		
Advance Against Property	-	-
Capital Advance	1,629.05	694.14
	1,629.05	694.14
13 Other non financial assets		
Balance with government authorities	0.25	0.05
Prepaid expenses	6.03	15.95
	6.28	16.00
14 Trade payables		
Total outstanding dues of MSMED's	-	-
Total outstanding dues of creditors other than MSMED's	52.61	32.25
	52.61	32.25
Agening		
Not Due	-	-
0 Months to 6 Months	52.61	32.25
6 Months to 1 Year	-	-
	52.61	32.25
15 Borrowings		
Secured loans		
Overdraft facility against investments	535.17	430.16
Total (A)	535.17	430.16
Borrowings in India	535.17	430.16
Borrowings outside India	-	-
Total (B)	535.17	430.16
-Above borrowings are secured against Mutual Funds held as Investment by the Company		
16 Other Financial liabilities		
Security deposits	148.34	144.46
Payable to employees	130.53	129.39
Unpaid dividend	23.89	24.54
Expenses payables	18.95	5.31
Other payables	51.17	45.95
	372.88	349.65
17 Deferred tax liabilities (net)		
Deferred Tax liabilities recognised on account of:		
Investment measured at fair value through p & L	1,242.30	1,044.38
	1,242.30	1,044.38
18 Current Tax Liabilities		
Advance Income Tax/TDS	674.04	-
Less: Provision for income tax	735.00	-
Current tax assets (net)	60.96	-



Particulars	As at March 31, 2025	As at March 31, 2024
19 Other non-financial liabilities		
Statutory dues	22.60	39.61
Deferred income	21.78	21.78
	44.38	61.39
20 Equity Share capital		
Authorised equity share capital		
30,000,000 (Previous year : 30,000,000) equity shares of ₹ 5 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and paid up equity share capital		
16,746,167 (Previous year : 16,746,167) equity shares of ₹ 5 each	837.31	837.31
	837.31	837.31

(i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 5 each. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, if any, in proportion to the number of equity shares held by the shareholders.

(ii) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31.03.2025	31.03.2025	31.03.2024	31.03.2024
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	1,67,46,167.00	837.31	1,67,46,167.00	837.31
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
At the end of the year	1,67,46,167.00	837.31	1,67,46,167.00	837.31

iii) Shareholders holding more than 5% of shares of the Company as at balance sheet date:

Particulars	31.03.2025	31.03.2025	31.03.2024	31.03.2024
	No. of shares	Percentage	No. of shares	Percentage
Nahar Poly Films Ltd	66,11,632.00	39.48%	66,11,632.00	39.48%
Abhilash Oswal	13,38,173.00	7.99%	13,38,173.00	7.99%
Sankeshwar Holding Company Limited	30,06,850.00	17.96%	30,06,850.00	17.96%

iv) Share Holding of Promoter

Particulars	31.03.2025	31.03.2025	31.03.2024	31.03.2024	Change
	No. of shares	Percentage	No. of shares	Percentage	Percentage
Ruchika Oswal	11,555	0.08%	11,555	0.08%	0.00%
Abhilash Oswal	13,38,173	7.99%	13,38,173	7.99%	0.00%
Monica Oswal	11,520	0.07%	11,520	0.07%	0.00%
Jawahar Lal Oswal	40,012	0.24%	40,012	0.24%	0.00%
Dinesh Oswal	80,991	0.48%	64,091	0.38%	0.10%
Tanvi Oswal	1,000	0.01%	1,000	0.01%	0.00%
Sambhav Oswal	1,000	0.01%	1,000	0.01%	0.00%
Ritu Oswal	1,000	0.01%	1,000	0.01%	0.00%
Kamal Oswal	259	0.00%	259	0.00%	0.00%
Manisha Oswal	230	0.00%	230	0.00%	0.00%
Abhinav Oswal	268	0.00%	268	0.00%	0.00%
Rishabh Oswal	250	0.00%	250	0.00%	0.00%
Sanjana Oswal	250	0.00%	250	0.00%	0.00%
Promoter Group					
Nahar Poly Films Limited	66,11,632	39.48%	66,11,632	39.48%	0.00%
Nahar Financial and Investment Limited	2,85,000	1.70%	2,85,000	1.70%	0.00%
Sankeshwar Holding Company Limited	30,06,850	17.96%	30,06,850	17.96%	0.00%
Nahar Spinning Mills Limited	6,07,856	3.63%	6,07,856	3.63%	0.00%


21 Other equity

	Particulars	As at 31 Mar 2025	As at 31 Mar 2024
(a)	SECURITIES PREMIUM ACCOUNT		
	Opening Balance	12,591.71	12,591.71
	Add: Additions during the year	-	-
	Balance at the year end	12,591.71	12,591.71
(b)	GENERAL RESERVE		
	Opening Balance	61,821.15	59,321.15
	Add: Additions during the year	2,000.00	2,500.00
	Balance at the year end	63,821.15	61,821.15
(c)	STATUTORY RESERVE FUND		
	Opening Balance	7,718.23	6,943.23
	Add: Additions during the year	610.00	775.00
	Balance at the year end	8,328.23	7,718.23
(d)	RETAINED EARNINGS		
	Opening Balance	5,795.80	5,447.09
	Profit for the year	3,040.01	3,839.83
	Other Comprehensive Income for the year(net of tax)	(938.66)	35.09
	Dividends	(251.19)	(251.195)
	Adjustment Income Tax Earlier Years	1.69	-
	Transfer to Statutory Reserve Fund	(610.00)	(775.00)
	Transfer to General Reserve	(2,000.00)	(2,500.00)
	Balance at the year end	5,037.65	5,795.80
	Total Other Equity(a+b+c+d)	89,778.74	87,926.89

21.1 General reserve

The Company has transferred a portion of the net profit before declaring dividend to general reserve pursuant to the earlier provision of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

21.2 Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

21.3 Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

21.4 Reserve Fund u/s 45-IC of RBI Act 1934

The Company creates a reserve fund in accordance with the provisions of section 45-IC of the Reserve Bank of India Act, 1934 and transfers therein an amount of equal to/more than twenty percent of its net profit of the year, before declaration of dividend. Accordingly, during the year, the Company has created Statutory Reserve Fund amounting to Rs. 610 Lakhs.

21.5 Other comprehensive income

- (i) The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.
- (ii) The Company has recognised remeasurements of defined benefits plans through other comprehensive income.



22. Interest income

Particulars	For the Year Ended March 31, 2025			For the Year Ended March 31, 2024		
	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL	TOTAL	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL	TOTAL
Interest on loan assets	111.79	-	111.79	66.84	-	66.84
Interest on deposits with banks	2.73	-	2.73	2.47	-	2.47
Interest from alternate investments funds	-	456.34	456.34	-	448.49	448.49
Interest from bonds and debentures including Tax Free Bonds	83.92	594.05	677.97	81.20	385.81	467.01
Other interest income	4.57	-	4.57	0.03	-	0.03
	203.01	1,050.39	1,253.40	150.54	834.30	984.84

Particulars	As at March 31, 2025	As at March 31, 2024
23 Dividend income		
Dividends From Associate Companies	287.20	428.32
Dividends From Other Investments	651.42	648.76
	938.62	1,077.08
24 Rental Income		
Rental Income from Commercial Property	568.83	622.87
	568.83	622.87
25 Net gain on fair value changes		
Net gain on financial instruments at fair value through profit or loss		
(i) On trading portfolio Investments		
-Mutual Funds	-	-
-Other Investments	95.85	25.11
-On other financial instruments	48.27	106.15
Total Net gain on fair value changes	144.12	131.26
(ii) Total Net gain on fair value changes(Others)		
Fair Value Changes:		
-Realised	22.99	(17.82)
-Unrealised	121.13	149.08
Total Net gain on fair value changes	144.12	131.26
26 Other income		
Net gain on fair value changes	2,017.92	2,788.50
Miscellaneous income	13.20	1.48
Total other income	2,031.12	2,789.98
27 Finance cost		
Interest on borrowings	20.89	14.17
Other interest expense	24.68	-
	45.57	14.17
28 Fees and commission expenses		
Fees and other charges	10.37	0.27
	10.37	0.27



Particulars	As at March 31, 2025	As at March 31, 2024
29 Employee benefits expenses		
Salaries, wages and bonus	694.03	643.77
Contribution to provident fund and other funds	10.17	9.44
	704.20	653.21
30 Depreciation and amortisation		
Depreciaion on tangible assets and investment properties	105.87	103.66
	105.87	103.66
31 Other expenses		
Power and fuel	0.03	-
Rental expense	6.39	3.86
R&M building	16.52	2.01
Rates and taxes	8.62	7.46
Insurance charges	3.46	4.27
Legal and professional charges	99.00	82.52
Travelling and conveyance	2.44	2.47
Vehicle running and maintenance	1.09	0.94
Payment to auditors	1.56	1.50
Communication expenses	0.72	0.97
Director sitting fees	4.25	4.01
Printing & Stationery	0.01	1.03
Security Transaction Tax	7.52	4.81
Staff Recruitment Expenses	0.16	-
Bank charges	0.14	0.11
Erp-Exps VSAT/AMC-Hardware	6.76	7.89
CSR Expenses	63.22	65.14
Miscellaneous expenses	26.86	3.38
	248.75	192.37
32 Tax expense		
A (i) Current tax	734.79	660.00
(ii) Deferred Tax charge/(Credit)Minimum alternate tax credit entitlement	46.54	142.53
	781.33	802.53
Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate :		
Accounting profit before income tax	3,821.34	4,642.35
Statutory Income Tax Rate	29.12%	29.12%
Tax expense at statuory income tax rate (A)	1,112.77	1,351.85
B Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
(i) Tax impact of income chargeable at different tax rate	(331.44)	(549.32)
(ii) Income exempted from tax	-	-
(iii) Tax impact of expenditure allowed on payment basis	-	-
(iv) Unrecognised tax assets	-	-
(v) Adjustments for current tax of prior periods	-	-
(vi) Minimum alternate tax (MAT) credit not created	-	-
(vii) Minimum alternate tax (MAT) impact on transition to Ind AS	-	-
(viii) Reversal of Deferred tax created on transition to Ind AS	-	-



	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
	(ix) Others	-	-
	Total (B)	(331.44)	(549.32)
	Income tax expense at effective tax rate reported in the Statement of Profit & Loss (A+B)	781.33	802.53
33	Earning per share		
	Net profit attributable to equity shareholders		
	Net profit/(Loss) for the year	3,040.01	3,839.82
	Par value per share	5.00	5.00
	Weighted average number of Equity Shares Issued	167.46	167.46
	Earnings per share - Basic and diluted	18.15	22.93
34	Corporate social responsibility expenses		
(a)	In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee. In terms of the provisions of the said Act, the Company required to spend a sum of Rs. 63.22 Lakhs (Previous year 65.14 Lakhs) towards CSR activities.		
(b)	Amount spent during the year :		
(i)	Construction / acquisition of any asset		
	In Cash		
	Yet to be paid		
		-	-
(ii)	On purpose other than (i) above		
	In Cash	63.22	65.14
	Yet to be paid	-	-
		63.22	65.14

- (c) "To meet its CSR Obligation under Section 135 of Companies Act, 2013 and as per the company's CSR policy approved and adopted by the Board of Directors, company joined hands with Group Companies under one umbrella, to undertake the CSR Projects through Oswal Foundation. Oswal Foundation is a Registered Society formed in the year 2006 having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration no. CSR0000145 for undertaking CSR activities.

During the year, the Foundation has undertaken "Health Care Project", at Mohan Dai Oswal Cancer Hospital and Research Foundation, Ludhiana and Rural Development Project" at village Barmalipur, Near Doraha, Ludhiana

During the financial year 2024-25, the Board on the recommendation of CSR committee, approved Rs.63.22 lakhs (Previous year Rs.65.14 lakhs), for CSR obligation being two percent of the average net profits of the company for three immediately preceding financial years.

Accordingly, to fulfil its CSR obligation, Board on the recommendation of CSR Committee contributed an amount of Rs. 51.88 Lakhs during the current year (net of prepaid amount of Rs. 11.34 Lakhs contributed in FY 2022-23) to Oswal Foundation (set off as per Board of Directors resolution dated 10th November, 2022 pursuant to Rule 7 of Companies (Corporate Social Responsibility Policy) Rules, 2014) for undertaking "Health Care Project" and "Rural Development Project" as approved by the consortium of the Group Companies formed to undertake CSR activities through Oswal Foundation.

35 Employee benefit obligations

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Particulars	As at March 31, 2025	As at March 31, 2024
(A) Defined Benefit Plans - Post-Employment Benefits		
Gratuity	82.47	76.50
(B) Other long term employee benefits		
Leave encashment	N.A.	N.A.
TOTAL	82.47	76.50


A. Gratuity

The Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The scheme is funded by the Company and is managed by separate trust. The liability of Gratuity is recognized on the basis of actuarial valuation.

The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Balance Sheet and the funded status is as under:

(i) Amount recognised in the statement of profit and loss is as under:

Description	March 31, 2025	March 31, 2024
Current service cost (net)	1.52	1.43
Net Interest cost /(Income)	0.06	(0.03)
Net impact on profit (before tax)	1.58	1.40
Actuarial loss/(gain) recognised during the year		
Amount recognised in total comprehensive income	1.58	1.40

(ii) Change in the present value of benefit obligation:

Description	March 31, 2025	March 31, 2024
Present value of defined benefit obligation as at the beginning of the year	76.50	71.99
Interest cost	5.28	4.96
Service cost	1.52	1.43
Benefits paid	-	(2.36)
Actuarial loss/(gain)	(0.83)	0.48
Present value of defined benefit obligation as at the end of the year	82.47	76.50

(iii) Movement in the plan assets recognised in the balance sheet is as under:

Description	March 31, 2025	March 31, 2024
Fair value of plan assets at the beginning of the period	75.48	72.28
Actual return on plan assets	(0.11)	0.21
Employer Contribution	0.34	0.36
Interest Income on plan assets	5.22	4.99
Benefits paid	-	(2.36)
Actuarial gain	-	-
Fair value of plan assets at the end of the period	80.93	75.48

(iv) Reconciliation of present value of defined benefit obligation and the fair value of assets:

Description	March 31, 2025	March 31, 2024
Present value of funded obligation as at the end of the year		
Fair value of plan assets as at the end of the period funded status		
Unfunded/funded net liability recognized in balance sheet	-	-

(v) Actuarial (gain)/loss recognised in other comprehensive income:

Description	March 31, 2025	March 31, 2024
Actuarial (gain)/loss from change in demographic assumption	-	-
Actuarial (gain)/loss from change in financial assumption	0.76	0.14
Actuarial (gain)/loss from experience adjustment	(1.59)	0.34
Total actuarial (gain)/loss	(0.83)	0.48


(vi) Actuarial assumptions used for determination of the liability of the Company:

Description	March 31, 2025	March 31, 2024
Discount rate	6.40%	6.90%
Rate of salary increase	7.00%	0.00%
Expected rate of return on plan assets	N.A.	N.A.
Retirement age	58 years	58 years
Average past service	13.63 years	14.45 years
Average age	50.42 years	52.12 years
Average remaining working life	N.A.	N.A.
Withdrawal/Attrition rate		
Up to 30 Years	10.00%	10.00%
From 31 to 44 years	N.A.	N.A.
Above 44 years	N.A.	N.A.

Notes to actuarial assumptions:

- 1) The discount rate is based on the prevailing market yield of Government of India bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vii) Sensitivity analysis for gratuity liability

Description	March 31, 2025	March 31, 2024
a) Impact of change in discount rate		
Present value of obligation at the end of the year	6.40%	6.90%
- Impact due to increase of 0.50 %	-0.66%	-0.66%
- Impact due to decrease of 0.50 %	0.69%	0.69%
b) Impact of change in salary/cost increase		
Present value of obligation at the end of the year	7.00%	7.00%
- Impact due to increase of 0.50 %	-0.53%	-0.53%
- Impact due to decrease of 0.50 %	0.53%	0.53%
c) Impact of change in withdrawal rate		
Withdrawal rate as on 31 March, 2019	10.00%	10.00%
-Effect on DBO due to 5% increase in withdrawal rate	0.30%	0.30%
-Effect on DBO due to 5% decrease in withdrawal rate	-0.65%	-0.65%

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

(viii) Maturity profile of defined benefit obligation

Description	March 31, 2025	March 31, 2024
Within next 12 months	57.09	57.09
Between 1-5 years	12.46	12.46
Beyond 5 years	15.54	15.54
	85.09	85.09

Post Employment Benefit of KMP's

Name of KMP	Date of Joining	DBO as at 31.03.2025	DBO as at 31.03.2024
Mr. Dinesh Oswal	01.04.2009	20.00	20.00
Mr. Hans Raj Kapoor	08.11.1984 (In Nahar Group)	20.00	20.00
Mrs. Anjali Modgil	23.07.2014	3.28	2.69



36. Related Party Disclosure

In accordance with the requirements of Indian Accounting Standard - 24 the names of the related parties where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below :

36.1 List of related parties and disclosures

Description of relationship	Names of Related parties
Associate Companies	Nahar Poly Films Limited, Nahar Spinning Mills Limited
The Entities on which KMP has significant influence with whom transactions have been undertaken	Oswal Woollen Mills Limited, Oswal Foundation, Sankeshwar Holding Company Limited, Monte Carlo Fashions Ltd., OWM Polyyarn Limited, Nahar Financial And Investment Limited, Abhilash Growth Fund P. Ltd., Nahar Industrial Enterprises Limited

Key Managerial Personnel and their relatives:

Name of Key Managerial Personnel	Designation
Mr. Dinesh Oswal	Managing Director
Mr. Hans Raj Kapoor	Chief Financial Officer
Mrs. Anjali Modgil	Company Secretary
Relatives of Key Managerial Personnel	
Mrs. Ritu Oswal	Advisor
Name of Director/their Relatives	
Mr. Jawahar Lal Oswal	Chairman
Mr. Kamal Oswal	Director
Mr. Satish Kumar Sharma	Director
Mr. Dinesh Gogna	Director
Dr. Roshan Lal Behl	Independent Director
Dr. Vijay Asdhir	Independent Director
Dr. Manisha Gupta	Independent Director
Dr. Yash Paul Sachdeva	Independent Director
Dr. Rajan Dhir	Independent Director

36.2 Details of transactions with related parties carried out in the ordinary course of business

Nature of Related Parties	Nature of transaction	Current Year	Previous Year
Mr. Dinesh Oswal	Remuneration	441.00	405.00
	Commission	87.12	86.19
Promoters/Directors	Sitting Fee	0.94	0.83
Relatives of KMP	Remuneration	28.80	24.00
Nahar Spinning Mills Limited	Rent paid	3.33	3.19
	Reimbursement of Expenses	0.00	0.20
	Loan Paid	0.00	650.00
	Loan Received Back	2600.00	650.00
	Interest Received	33.95	3.34
	Purchase of Service	6.76	13.21
	Sale of Land	38.60	202.00
Nahar Poly Films Limited	Reimbursement of Expenses	0.00	0.00
	Loan Received	2200.00	0.00
	Loan Paid Back	2200.00	0.00
	Interest Paid	19.92	0.00
Oswal Woollen Mills Limited	Rent Paid	3.61	0.80
	Loan Paid	0.00	0.00
	Loan Received Back	0.00	0.00
	Interest Received	0.00	0.00
	Preference Shares Purchased	0.00	0.00
Abhilash Growth Fund Pvt. Ltd.	Loan Paid	4000.00	500.00
	Loan Received Back	2300.00	0.00
	Interest Received	49.00	0.82
Nahar Industrial Enterprises Limited	Reimbursement of Expenses	0.00	0.50
Mr. Hans Raj Kapoor (Chief Financial Officer)	Remuneration	30.25	28.48
	Remuneration	9.47	8.59
Mrs. Anjali Modgil (Company Secretary)	Loan Paid	1.50	0.00
	Loan Received Back	0.50	0.00

Note : As provisions for gratuity and leave benefits are made for the Company as a whole, the amounts pertaining to the Key Management personnel are not specifically identified and hence are not included above.


36.3. Outstanding balances with related parties in ordinary course of business :

Name of related party	Nature of Balance	As at 31st March, 2025	As at 31st March, 2024
Mr. Dinesh Oswal	MD Remuneration Payable	111.20	110.89
Mrs. Ritu Oswal	Remuneration Payable	0.95	1.28
Oswal Woollen Mills Limited	Other Payable	0.00	0.00
Nahar Spinning Mills Limited	Other Payable	0.00	0.00

37 Contingent Liability and Commitments

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(A) Contingent Liabilities Claims against the Company/disputed liabilities not acknowledged as debts - Demand of Income Tax Payable for A.Y. 2018 -2019 Contested by Company	25.17	29.67
(B) Commitments Contracts remaining to be executed on capital account - Uncalled liability on shares, Investment Property and other Investments partly Paid	3,489.20	2,693.74
	3,514.37	2,723.41

38 Assets pledged as security

The carrying amounts of assets pledged as security are:

Particulars	March 31, 2025	March 31, 2024
Investments	1,638.21	2,099.11
Total assets pledged as security	1,638.21	2,099.11

39 Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Borrowings (other than debt securities) March 31 2025	Borrowings (other than debt securities) March 31 2024
Opening	430.16	-
Cash flows:		
- Repayment of borrowings	-	-
- Proceeds of borrowings	535.17	430.16
- Foreign exchange	-	-
Non cash:		
- Fair value	-	-
Impairment on financial instrument	-	-
- Others	-	-
Closing	965.33	430.16

40 'The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities of the products. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

	March 31, 2025		March 31, 2024	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	31.67	-	22.13	-
Bank balances other than above	49.89	11.39	36.93	25.00
Loans	2,197.55	-	1,098.92	-
Investments	2,238.44	81,224.56	5,446.78	77,431.41
Other financial assets	173.39	97.58	228.23	80.51
	4,690.94	81,333.53	6,832.99	77,536.92



	March 31, 2025		March 31, 2024	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
Non Financial assets				
Inventories	46.02	-	109.55	-
Current tax assets (net)	-	-	-	168.15
Deferred tax assets (net)	-	-	-	-
Investment property	-	5,199.77	-	5,302.62
Capital Work in Progress	-	1,629.05	-	694.14
Property, plant and equipment	-	18.75	-	21.65
Other non financial assets	6.28	-	16.00	-
	52.30	6,847.57	125.55	6,186.56
TOTAL	4,743.24	88,181.10	6,958.54	83,723.48
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Payables				
(I) Trade Payables				
(i) total outstanding dues of MSMEs				
(ii) total outstanding dues of creditors other than MSMEs	52.61	-	32.25	-
Debt securities	-	-	-	-
Borrowings (other than debt securities)	-	535.17	-	430.16
Other financial liabilities	51.17	321.71	45.95	303.70
	103.78	856.88	78.20	733.86
Non Financial Liabilities				
Provisions	-	-	-	-
Deferred tax liabilities (net)	1,242.30	-	1,044.37	-
Current Tax Liabilities		60.96		
Other non financial liabilities	21.78	22.60	19.43	42.93
	1,264.08	83.56	1,063.80	42.93
TOTAL	1,367.86	940.44	1,142.00	776.79
NET	3,375.38	87,240.66	5,816.54	82,946.68

41 Financial instruments

A Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at March 31, 2025	As at March 31, 2024
Financial assets measured at fair value			
Investments* measured at			
(i) Fair value through other comprehensive income	Note - 6	34,407.57	33,527.09
(ii) Fair value through profit and loss	Note - 6	25,073.44	24,407.70
Financial assets measured at amortised cost			
Investments*	Note - 6	10,634.41	11,969.52
Cash and cash equivalents	Note - 3	31.67	22.12
Bank balances other than above	Note - 4	61.28	61.93
Loans	Note - 5	2,197.55	1,098.92
Other financial assets	Note - 7	270.97	308.74
Total		72,676.89	71,396.02

Financial liabilities measured at amortised cost			
Trade payables	Note - 14	52.61	32.25
Borrowings (other than debt securities but including interest accrued)	Note - 15	535.17	430.16
Other financial liabilities	Note - 16	372.88	349.65
Total		960.66	812.06

* Investment in associates are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.


B Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2025	Level 1	Level 2	Level 3	Total
Assets				
Investments at fair value through other comprehensive income				
Quoted equity investments	27,818.85	-	-	27,818.85
Unquoted equity investments	-	-	6,588.72	6,588.72
Investments at fair value through profit and loss				
Mutual funds	10,801.87	-	-	10,801.87
Venture capital funds and alternative investment funds	-	-	9,006.95	9,006.95
Equity Investments	439.74	-	-	439.74
Debt Securities	4,824.89	-	-	4,824.89

As at 31 March 2024	Level 1	Level 2	Level 3	Total
Assets				
Investments at fair value through other comprehensive income				
Quoted equity investments	27,493.48	-	-	27,493.48
Unquoted equity investments	-	-	6,033.61	6,033.61
Investments at fair value through profit and loss				
Mutual funds	11,970.18	-	-	11,970.18
Venture capital funds and alternative investment funds	-	-	8,369.84	8,369.84
Equity Investments	167.65	-	-	167.65
Debt Securities	3,900.04	-	-	3,900.04

Valuation Techniques for fair value disclosures (Level 1, Level 2 and Level 3)

- (A) Investment in Quoted Equity Investments - Level 1 - Investment in listed equity instruments are measured at their readily available quoted price in the market.
- (B) Investment in Unquoted Equity Investments - Level 3 - the Company has used earning capitalisation method (fair value approach) discounted at a rate to reflect the risk involved in the business.
- (C) Investment in Mutual funds - Level 1 - Investment in mutual funds are measured at their readily available net asset value (NAV) (per unit) in the market.
- (D) Investment in Venture Capital Funds and Alternative Investment Funds Level 3 - Investment in venture capital funds and alternative investment funds are measured at their fair value as per the Net Asset Value (NAV) Certificate shared by the fund/investee party.

42 The following tables show the reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities measured at fair value:

Particulars	As at 1 April 2023	Purchases	Sales	Issuance	Net interest income/(loss) and other income/(loss)	Other comprehensive income	As at 31 March 2024
Investment in Venture Funds	6,430.28	2,188.13	(735.39)	-	486.82	-	8,369.84
Investment in Equity instruments	9,787.82	162.50	-	-	-	(3,916.71)	6,033.61
Total investments	-	2,350.63	(735.39)	-	486.82	(3,916.71)	14,403.45



Particulars	As at 1 April 2024	Purchases	Sales	Issuance	Net interest income/(loss) and other income/(loss)	Other comprehensive income	As at 31 March 2025
Investment in Venture Funds	8,369.84	1,783.08	(1,289.12)	-	143.15	-	9,006.95
Investment in Equity instruments	6,033.61	301.50	-	-	-	253.61	6,588.72
Total investments	-	2,084.58	(1,289.12)	-	143.15	253.61	15,595.67

Sensitivity analysis

Description	As at March 31, 2025	As at March 31, 2024
Impact on fair value if change in earnings growth rate		
- Impact due to increase of 5%	(329.44)	(301.69)
- Impact due to decrease of 5%	329.44	301.69

The following table presents the changes in level 3 items for the periods ended March 31, 2025 and March 31, 2024:

Particulars	
As at March 31, 2023	9,753.80
Gain/(loss) recognised in other comprehensive income	443.18
As at March 31, 2024	10,196.98
Gain/(loss) recognised in other comprehensive income	(787.97)
As at March 31, 2025	9,409.01

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	31.67	31.67	22.12	22.12
Bank balances other than above	61.28	61.28	61.93	61.93
Loans	2,197.55	2,197.55	1,098.92	1,098.92
Investments	10,634.41	10,835.61	11,969.52	12,567.30
Other financial assets	270.97	270.97	308.74	308.74
Total	13,195.88	13,304.13	13,461.23	13,974.96
Financial liabilities				
Trade payables	52.61	52.61	32.25	32.25
Borrowings	535.17	535.17	430.16	430.16
Other financial liabilities	372.88	372.88	349.65	349.65
Total	960.66	960.66	812.06	812.06

Valuation methodologies of financial instruments not measured at fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only. The below methodologies and assumptions relate only to the instruments in the above tables:

Financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and balances, balances other than cash and cash equivalents, loans, trade payables, short term borrowings, inter company loan and contract liability without a specific maturity.

Investments measured at amortised cost

Investments which are carried at amortised cost represents investments in debt instruments including non convertible preference shares. The fair values of such investments are determined using rates available in the market.


43 Financial risk management
i) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The Company's risk are managed by a treasury department under policies approved by the board of directors. The board of directors provides written principles for overall risk management. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, other bank balances, investments in debt securities, loans, trade receivables and other financial assets.	Ageing analysis	Highly rated bank deposits and diversification of asset base and collaterals taken for assets
Liquidity risk	Borrowings, trade payables and other financial liabilities	Cash flow forecasts	Committed borrowing and other credit facilities and sale of loan assets (whenever required)
Market risk - Currency risk	The company does not have any financial asset or financial liability in foreign currency. . Hence, no exposure of currency risk.	Not applicable	Not applicable
Market risk - interest rate	The company does not have any variable rate borrowings. Hence, no exposure of interest rate risk.	Not applicable	Not applicable
Market risk - security price	Investments in equity securities, venture funds and mutual funds.	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, other bank balances, investments, loan assets, trade receivables and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

The company provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans and other financial assets	12 month expected credit loss
Moderate credit risk	Loans	Life time expected credit loss or 12 month expected credit loss
High credit risk	Loans	Life time expected credit loss or fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.


Financial assets that expose the entity to credit risk*

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Low credit risk - Stage 1		
Cash and cash equivalents	31.67	22.12
Bank balances other than above	61.28	61.93
Loans	2,197.55	1,098.92
Investments	10,634.41	11,969.52
Security deposits	97.58	80.50
Other financial assets	270.97	308.74
(ii) Moderate credit risk - Stage 2		
Loans	-	-
(iii) High credit risk - Stage 3		
Loans	-	-

* These represent gross carrying values of financial assets, without deduction for expected credit losses

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Trade receivables measured at amortized cost and credit risk related to these are managed by monitoring the recoverability of such amounts continuously.

Loans

Credit risk related to borrower's are mitigated by considering collateral's/bank guarantees/letter of credit, from borrower's. The Company closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Company assesses increase in credit risk on an ongoing basis for amounts loan receivables that become past due and default is considered to have occurred when amounts receivable become one year past due.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits, insurance claim receivables and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

b) Credit risk exposure
i) Expected credit losses for financial assets other than loans

Company provides for expected credit losses on financial assets other than loans by assessing individual financial instruments for expectation of any credit losses:

- For cash and cash equivalents and other bank balances - Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.
- For investments - Considering the investments are in equity shares, mutual funds, and government securities, credit risk is considered low.
- For loans comprising security deposits paid - Credit risk is considered low because the Company is in possession of the underlying asset.
- For other financial assets - Credit risk is evaluated based on Company's knowledge of the credit worthiness of those parties and loss allowance is measured for 12 month expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though the reconciliation of expected credit loss for all sub categories of financial assets (other than loans) are disclosed below:

As at March 31, 2025	Estimated gross carrying amount at default	Expected credit losses	Carrying Amount net of impairment provision
Cash and cash equivalents	31.67	-	31.67
Bank balances other than above	61.28	-	61.28
Investments	10,634.41	-	10,634.41
Security deposits	97.58	-	97.58
Other financial assets	173.39	-	173.39



As at March 31, 2024	Estimated gross carrying amount at default	Expected credit losses	Carrying Amount net of impairment provision
Cash and cash equivalents	22.12	-	22.12
Bank balances other than above	61.93	-	61.93
Investments	11,969.52	-	11,969.52
Security deposits	80.51	-	80.51
Other financial assets	228.24	-	228.24

ii) Expected credit loss for loans

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company i.e. the default in repayment is within the range of 0 to 30 days.

If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired i.e. the default in repayment is within the range of 31 to 90 days.

If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3' i.e. the default in repayment is more than 90 days.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Company's liquidity positions (also comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. The Company also takes into account liquidity of the market in which the entity operates.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Floating rate	As at 31 March 2025	As at 31 March 2024
- Expiring within one year	1358.11	1745.20
- Expiring beyond one year	-	-
Total	1358.11	1745.20

(ii) Maturities of financial liabilities

The tables below analyse the Company financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows:

As at March 31, 2025	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Non-derivatives					
Borrowings other than debt securities including interest	535.17	-	-	-	535.17
Trade payables	52.61	-	-	-	52.61
Other financial liabilities	218.19	152.13	2.56	17.54	390.42
Total	805.97	152.13	2.56	17.54	978.20

As at March 31, 2024	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Non-derivatives					
Borrowings other than debt securities including interest	430.16	-	-	-	430.16
Trade payables	32.25	-	-	-	32.25
Other financial liabilities	180.65	147.23	8.05	13.72	349.65
Total	643.06	147.23	8.05	13.72	812.06


C) Market risk
Price risk
i) Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity and profit for the period:

Impact on profit after tax

Particulars	As at March 31, 2025	As at March 31, 2024
Mutual Funds, Equity Instruments and Venture Funds		
Net assets value – increase by 50 basis points (50 bps)	1,253.67	1,220.39
Net assets value – decrease by 50 basis points (50 bps)	(1,253.67)	(1,220.39)

Impact on other comprehensive income

Particulars	As at March 31, 2025	As at March 31, 2024
Equity instruments		
Value per share – increase by 50 basis points (50 bps)	1,720.38	1,676.35
Value per share – decrease by 50 basis points (50 bps)	(1,720.38)	(1,676.35)

44. Capital management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at March 31, 2025	As at March 31, 2024
Net debt*	504.69	408.94
Net worth	90,616.05	88,764.20
Net debt to equity ratio	0.0056	0.0046

* Net debt includes borrowings other than debt securities + interest accrued - cash and cash equivalents.

Dividends

Particulars	As at March 31, 2025	As at March 31, 2024
The Board of directors at their meeting held on 28 May 2025 has proposed a final dividend of ₹ 1.50 per share for financial year 31 March 2025 (previous year: ₹ 1.50 per share) subject to approval of shareholders in annual general meeting.		
Equity shares		
Proposed Dividend	251.19	251.19


45. SEGMENT INFORMATION

The Operating Segments have been identified on the basis of the business activities carried on by the Company. The Company is operating in two segments i.e. Investments/Financial Segment and Real Estate Segment. Hence, as per Indian Accounting Standard 108, the Company made 'Segment Reporting' for operating segments, the details are as under :

Particulars	Investment/Financial Activity		Real Estate Activity		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Total Revenue	4367.26	4983.16	568.83	622.87	4936.09	5606.03
Results						
Segment Result (Before Tax & Interest)	4013.81	4710.75	448.65	506.12	4462.46	5216.87
Less :A. Interest Paid	45.57	14.17	0.00	0.00	45.57	14.17
B. Other Unallocable Expenses	595.56	560.34	0.00	0.00	595.56	560.34
	641.13	574.51	0.00	0.00	641.13	574.51
Profit Before Tax					3821.33	4642.36
Less : Income Tax					781.33	802.53
Profit After Tax					3040.00	3839.83
Capital Employed						
Assets	85895.78	84268.01	7028.56	6245.87	92924.34	90513.88
Unallocable Assets	0.00	168.15	0.00	0.00	0.00	168.15
Total Assets	85895.78	84436.16	7028.56	6245.87	92924.34	90682.03
Segment Liabilities	265.77	715.89	204.11	174.13	469.88	890.02
Unallocable Liabilities	1838.42	1044.38	0.00	0.00	1838.42	1044.38
Total Liabilities	2104.19	1760.27	204.11	174.13	2308.30	1934.40
Capital Expenditure					1629.05	694.14
Depreciation					105.87	103.66

46. GENERAL

- In the opinion of the Board, the value of Current Assets, Loans and Advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet except in case of those shown as doubtful.
- The Ministry of Corporate Affairs has issued Indian Accounting Standard (Ind AS) - 36 on impairment of assets. In accordance with the said standard, the company has assessed as on date of applicability of the aforesaid Standard and as well as on Balance Sheet Date, whether there are any indications (listed in paragraph 12 to 14 of the standards) with regards to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of accounts.

47 Disclosure of details as required under Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

Particulars	Amt Outstanding	Amt Overdue	Amt Outstanding	Amt Overdue
	31-Mar-25	31-Mar-25	31-Mar-24	31-Mar-24
1. Loans and advances availed by NBFC	0.00	0.00	0.00	0.00
Inclusive of Interest accrued thereon but not paid				
a. Debentures (Other than falling within the meaning of public deposits)				
(i) Secured	0.00	0.00	0.00	0.00
(ii) Unsecured	0.00	0.00	0.00	0.00
b. Deferred Credits	0.00	0.00	0.00	0.00
c. Term Loans	0.00	0.00	0.00	0.00
d. Inter-Corporate Loans & Borrowings	0.00	0.00	0.00	0.00
e. Commercial Paper	0.00	0.00	0.00	0.00
f. Public Deposits	0.00	0.00	0.00	0.00
g. Other Loans (Over Draft Account)	0.00	0.00	0.00	0.00



2. Break up of Loans & Advances including bills receivable other than those including in (3) below				
a. Secured (Net)	0.00	0.00	0.00	0.00
b. Unsecured (Net)	0.00	0.00	0.00	0.00
3. Break up of Leased Assets and Stock in hire and other assets counting towards AFC activities				
Lease Assets including lease rentals under	As at 31.03.2025		As at 31.03.2024	
(i) Lease assets including lease rentals under Sundry Debtors				
a) Financial Lease (Net of Depreciation and Lease adjustment)		0.00		0.00
b) Operating Lease		5199.77		5302.62
(ii) Stock on hire including hire charges under Sundry Debtors				
a) Assets on hire		0.00		0.00
b) Repossessed Assets		0.00		0.00
(iii) Other Loans counting towards asset financing activities				
a) Loans where Assets have been repossessed		0.00		0.00
b) Loans other than (a) above		0.00		0.00
4. Break up of Investments				
a. Current Investments				
1. Quoted Investments				
a. Shares				
i) Equity Shares		0.00		0.00
ii) Preference Shares		0.00		0.00
b. Debentures & Bonds		0.00		0.00
c. Units of Mutual Funds		0.00		0.00
d. Government Securities		0.00		0.00
e. Others (Please specify)		0.00		0.00
2. Unquoted Investments				
a. Shares				
i) Equity Shares		0.00		0.00
ii) Preference Shares		0.00		0.00
b. Debentures & Bonds		0.00		0.00
c. Units of Mutual Funds		0.00		0.00
d. Government Securities		0.00		0.00
e. Others (Please specify)		0.00		0.00
b. Long Term Investments				
1. Quoted				
-Equity Shares		41388.71		40482.52
-Preference Shares		0.00		0.00
-Debentures & Bonds		5648.45		5451.02
-Units of Mutual Funds/Venture Funds/AIF		13623.28		14663.30
-Government Securities		154.19		154.19
Total		60814.63		60751.03
2. Unquoted				
-Equity Shares		6588.89		6047.67
-Preference Shares		8706.59		9306.60
-Debentures & Bonds		1166.62		1096.20
-Units of Mutual Funds/Venture Funds/AIF		6186.27		5676.71
Total		22648.37		22127.18
Grand Total		83463.00		82878.21

5. Borrower group wise classification of assets financed as in (2) and (3) above

Particulars	Amount Net of Provisions					
	Secured		Unsecured		TOTAL	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024	31.03.2025	31.03.2024
1) Related Parties						
a) Subsidiaries	0.00	0.00	0.00	0.00	0.00	0.00
b) Companies in the Same Group	0.00	0.00	0.00	0.00	0.00	0.00
c) Other Related Parties	0.00	0.00	1700.00	500.00	1700.00	500.00
1) Other than Related Parties	0.00	0.00	500.00	600.00	500.00	600.00
TOTAL	0.00	0.00	2200.00	1100.00	2200.00	1100.00



6. Investor group wise classification of all investments (current & long term) in shares & securities both quoted and unquoted excluding Stock-in-Trade

Particulars	Market Value or Fair Value of NAV		Book Value (Net of Provisions)	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
1) Related Parties				
a) Subsidiaries	0.00	0.00	0.00	0.00
b) Companies in the Same Group	13130.30	12835.45	13130.30	12835.45
c) Other related parties	21936.20	22430.72	8708.29	7508.29
2) Other than related Parties	48396.50	47612.04	36380.35	35854.57
Total	83463.00	82878.21	58218.94	56198.31

7. Other Information

Particulars	Amount as on 31.03.2025		Amount as on 31.03.2024
a) Gross Non Performing Assets			
1) Related Parties	0.00		0.00
2) Other than related Parties	0.00		0.00
b) Net Non Performing Assets			
1) Related Parties	0.00		0.00
2) Other than related Parties	0.00		0.00
c) Assets acquired in satisfaction of debt	0.00		0.00

48. Disclosure of details as required under Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

1. Exposures		
1.1. Exposure to Real Estate Category	31.03.2025	31.03.2024
a) Direct Exposure		
i) Residential Mortgage	0.00	0.00
ii) Commercial Real Estate	0.00	0.00
iii) Investments in Mortgage Backed securities (MBS) and other securitised exposures (Investments in Equity and Debentures through Investcorp Real Estate Yield Fund, Nippon India Yield Maximiser AIF-I, ICICI Prudential Real Estate AIF-I, Asha Fund (Arthveda Low Income Housing Fund), Investcorp Score Fund, Ask Real Estate Special Situation Fund-1, India Bulls Dual Advantage Commercial Asset Fund, ICICI Prudential Office Yield Optimizer Fund, ATS Infr build Private Ltd, Ask Real Estate Special Situations Fund-IV, Casa Grand Milestone, Ativa Real Estate Developers Pvt Ltd., India Reality Excellence Fund, Welspun One Logistic Park, WSB Real Estate Fund, UTI Real Estate Fund, India Reality Excellence Fund VI, Alpha Real Estate Fund and Arnya Real Estate Fund	2197.57	2301.63
a) Residential	1379.03	1645.20
b) Commercial Real Estate	818.54	656.43
b) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	644.54	599.62
1.2. Exposure to Capital Market		
(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 in corporate debt;	44980.73	43703.28
(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;	0.00	0.00
(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;	0.00	0.00
(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;	0.00	0.00



(v) Secured and Unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market maker;	0.00	0.00
(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;	0.00	0.00
(vii) Bridge loans to companies against expected equity flows/issues;	0.00	0.00
(viii) Underwriting commitments taken up by the NBFC's in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	NA	NA
(ix) Financing to stockbrokers for margin trading	192.01	447.83
(x) All exposures to Alternative Investment Funds :		
(i) Category I	1346.49	1318.57
(ii) Category II	5716.10	4788.92
(iii) Category III	962.76	1302.48
Total Exposures to Capital Market	53198.09	51561.08
1.3 SECTORAL EXPOSURE		
Sectors		
Agriculture and allied activities	500.00	600.00
Industry	1700.00	500.00
Services	0.00	0.00
Personal Loans	0.00	0.00
Other Loans	3.05	1.67
1.4 INTRA GROUP EXPOSURE		
(i) Total amount of intra-group exposures	1700.00	500.00
(ii) Total amount of top 20 intra-group exposures	1700.00	500.00
(iii) Percentage of Intra-group exposures to total exposure of the NBFC on borrowers/customers	77.17%	45.39%
1.5 UNHEDGED FOREIGN CURRENCY EXPOSURE		
NBFCs shall disclose details of its hedged foreign currency exposures. Further, it shall also disclose their policies to manage currency induced risk.	N.A.	N.A.
2. Related Party Transactions	Please refer the Note No 36 in Annual Report	Please refer the Note No 36 in Annual Report
3. Disclosures of Complaints		
3.1. Customer Complaints	N.A.	N.A.
3.2. Top five grounds of complaints received by the NBFCs from customers	N.A.	N.A.

49. Mr. Dinesh Oswal, Managing Director has been paid remuneration from 1st April 2024 to 31st March 2025 as per Shareholders approval vide their Special Resolutions dated 29th September 2021 and 25th September 2024 under section 197 read with Schedule V of the Companies Act, 2013.

50. Company had invested Rs. 2.00 Crore in Rated, Listed and Secured, Cumulative, redeemable Debentures of ATS Infrabuild Pvt. Ltd. ("ATS") in 27-06-2018, being maturity in June 2022, later extended till June 2024. The borrower had paid the interest yearly on time, but from June 2023 onwards borrower has defaulted in interest payment. The debenture trustee is resorting to all legal action available to recover the amounts.

Keeping above facts in view, our company has not provided for interest accrued/receivable from June 2023 and also a provision of 20% of value has been made in books of accounts.

51. Ratios

- a) Capital to risk-weighted assets ratio (CRAR)
- b) Tier I CRAR
- c) Tier II CRAR

Current Year	Previous Year
95.03	96.33
95.02	96.32
0.01	0.00



52. The previous year figures regrouped/reclassified as per latest statutory requirements and latest NBFC categorisation.

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited

Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 28th May 2025
UDIN : 25081585BMLDYZ9287

Anjali Modgil
Company Secretary
M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN : 00402712

Dinesh Oswal
Managing Director
DIN : 00607290

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED****Report on the Consolidated Ind AS Financial Statements****Opinion**

We have audited the accompanying consolidated Ind AS financial statements of **Nahar Capital and Financial Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS 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
Investments as on 31st March, 2025 (Refer to Note no.6 to the notes to the Consolidated financial statements)	
This is the largest asset on the balance sheet. Our audit effort has increased in this area and in particular, there is significant focus on considering whether the underlying investments are valued appropriately. These included investments in quoted and unquoted equity shares, mutual funds, preference shares and tax-free bonds. Investments also include investment in associate company. The valuation of investments is based on a range of inputs. Many of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, estimates must be developed based on the most appropriate source data and are subject to a higher level of judgement. Accordingly, investment was determined to be a key audit matter in our audit of Consolidated financial statements.	Our audit procedure included the following: <ul style="list-style-type: none">• Testing whether associated controls in respect of the valuation process are operating properly and assessing whether the valuation process is appropriately designed and captures relevant valuation inputs.• Assessing the availability of quoted prices in liquid markets.• Performing our own independent price checks using external quotes for liquid positions and to identify any potential impairment.• We also assessed whether the Company's disclosures in relation to the valuation of investments are compliant with the relevant accounting requirements.

Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, but does not include the consolidated Ind AS financial statements and our auditors' report thereon. The Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other

information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for Consolidated Ind AS 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 consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IndAS 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 Ind AS 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of 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 consolidated Ind AS 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 consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS 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

We did not audit the financial statements of one of the associate. These financial statement have been audited by other auditors whose reports 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 associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on the reports of the other auditors. The profit of Rs.1787.52 Lacs (Net of Dividend) of the said company has been considered in the consolidated Financial Statements. Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of 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 of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 consolidated Ind AS financial statements.
 - ii) The Company has made provision, 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 Company.



- iv) (a) The Management has represented that, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (a) and (b) above, contain any material misstatement.
- v) As stated in the Consolidated financial statements
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi) Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For Gupta Vigg & Co.
Chartered Accountants
Firm Regn.No.001393N
(CA Vinod Khanna)
Partner
M.No.81585**

**UDIN: 25081585BMLDYT4580
Dated: 28th May, 2025
Place: Ludhiana**

**ANNEXURE - A TO THE AUDITORS' REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of
Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** ("the Company") as of 31 March 2025 in conjunction with our audit of the consolidated Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its associate company 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 ('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.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and

operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its associate company which is incorporated in India, based on the corresponding reports of auditors of such company, 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 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Gupta Vigg & Co.
Chartered Accountants
Firm Regn.No.001393N
(CA Vinod Khanna)
Partner
M.No.81585**

UDIN: 25081585BMLDYT4580

Dated: 28th May, 2025

Place: Ludhiana


Consolidated Balance Sheet as at 31st March, 2025

(All Amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	As At March 31, 2025	As At March 31, 2024
ASSETS			
Financial Assets			
Cash and Cash equivalents	3	31.67	22.12
Bank Balances other than above	4	61.28	61.93
Loans	5	2,197.55	1,098.92
Investments	6	1,63,173.40	1,62,147.26
Others Financial Assets	7	270.97	308.74
Total Financial Assets		1,65,734.87	1,63,638.97
Non - Financial Assets			
Inventories	8	46.02	109.55
Current Tax Assets	9	-	168.15
Investment Property	10	5,199.77	5,302.62
Property, Plant and Equipment	11	18.75	21.65
Capital Work in Progress	12	1,629.05	694.14
Other Non Financial Assets	13	6.28	16.00
Total Non Financial Assets		6,899.87	6,312.11
TOTAL		1,72,634.74	1,69,951.08
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Trade Payables	14	-	-
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		52.61	32.25
Borrowings (Other than Debt Securities)	15	535.17	430.16
Other Financial liabilities	16	372.88	349.65
Total Financial liabilities		960.66	812.06
Non-Financial liabilities			
Deferred Tax Liabilities	17	15,169.28	14,894.30
Current Tax Liabilities	18	60.96	-
Other Non-Financial Liabilities	19	44.38	61.39
Total Non-Financial Liabilities		15,274.62	14,955.69
EQUITY			
Equity Share Capital	20	837.31	837.31
Other Equity	21	1,55,562.15	1,53,346.02
Total Equity		1,56,399.46	1,54,183.33
TOTAL		1,72,634.74	1,69,951.08
Notes forming part of the Financial Statements	1-45		

This is the Consolidated Balance Sheet referred to in our report of even date.

For Gupta Vigg & Company
 Chartered Accountants
 FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited
Vinod Khanna
 Partner
 M.No. 81585
 Place : Ludhiana
 Date : 28th May 2025
 UDIN : 25081585BMLDYT4580

Anjali Modgil
 Company Secretary
 M.No. FCS9650

Hans Raj Kapoor
 Chief Financial Officer

S.K. Sharma
 Director
 DIN : 00402712

Dinesh Oswal
 Managing Director
 DIN : 00607290


Consolidated Statement of Profit & Loss Account for the year ending 31st March, 2025

(All Amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	For Year Ended March 31, 2025	For Year Ended March 31, 2024
Income			
Interest Income	22	1,253.40	984.84
Dividend Income	23	651.42	648.76
Rental Income	24	568.83	622.87
Net Gain On Fair Value Changes (Held for trading)	25	144.12	131.26
Total Revenue from Operations (I)		2,617.77	2,387.73
Other income	26		
Net Gain on Fair Value Changes		2,017.92	2,788.50
Other Income		13.20	1.48
Total Other Income (II)		2,031.12	2,789.98
Total Income (I+II)		4,648.89	5,177.71
Expenses:			
Finance Costs	27	45.57	14.16
Fees and Commission Expense	28	10.37	0.27
Employee Benefits Expenses	29	704.20	653.21
Depreciation and Amortisation	30	105.87	103.66
Other Expenses	31	248.75	192.37
Total Expenses		1,114.76	963.67
Share of Profit/(Loss) of Associates accounted for using equity method		2,305.47	(2,718.12)
Profit before tax		5,839.60	1,495.92
Tax expense	32		
Current tax		734.79	660.00
Deferred tax charge		123.59	(340.65)
Total Tax Expense		858.38	319.35
Net Profit for the year		4,981.22	1,176.57
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Changes in fair value of FVOCI equity instruments (Inclusive of Realised Gain/Loss thereon)		(787.97)	443.18
Remeasurements of post-employment benefit obligations		0.72	0.27
Income tax relating to items that will not be reclassified to profit or loss		(151.38)	(408.36)
Other comprehensive income/(loss) for the year		(938.63)	35.09
Share of Other Comprehensive Income/(Loss) of associate accounted for using equity method		(1,857.43)	54.09
Total Other Comprehensive Income/(loss) for the year		(2,796.06)	89.19
Total Comprehensive Income/(loss) for the year		2,185.16	1,265.76
Earnings per equity share	33		
Equity shares of par value Rs.5 each			
Basic		29.75	7.03
Diluted		29.75	7.03
Notes forming part of the Financial Statements	1-45		

This is the Consolidated Profit & Loss account referred to in our report of even date.

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

**For and on behalf of
Nahar Capital And Financial Services Limited**
Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 28th May 2025
UDIN : 25081585BMLDYT4580

Anjali Modgil
Company Secretary
M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN : 00402712

Dinesh Oswal
Managing Director
DIN : 00607290


Consolidated Statement of Cash Flow for the year ending 31st March, 2025

(All Amount in Lakhs Rupees, unless otherwise stated)

Particulars	For Year Ended March 31,2025	For Year Ended March 31,2024
A Cash flow from operating activities		
Profit before tax	5,839.60	1,495.92
Adjustments for:		
Depreciation and amortisation expense	105.87	103.66
Interest income on fixed deposit and financials assets measured at amortised cost	(1,255.90)	(984.84)
Dividend income classified as investing cash flows	(651.42)	(648.76)
Share of Other Comprehensive Income/(Loss) of Associates accounted for using equity method	(2,305.47)	2,718.12
Remeasurement gains and loss on employee benefit obligations	0.72	0.27
Fair Value gain/(loss) on Investments	(141.61)	(131.26)
Interest paid	45.57	14.17
Operating profit before working capital changes	1,637.36	2,567.27
Inflow/(outflow) on account of:		
Loans	(1,098.63)	(1,095.87)
Investments	(297.60)	(2,753.16)
Bank balance other than cash and cash equivalents	0.65	2.70
Inventory	63.52	206.59
Other financial assets	37.76	(73.85)
Other non-financial assets	9.72	62.98
Trade and other payables	20.36	29.53
Short term borrowings	105.01	430.16
Provisions	-	(0.94)
Other financial liability	23.23	(4.95)
Other non-financial liability	(17.01)	12.91
Cash used in operating activities post working capital changes	484.37	(616.62)
Income tax paid (net)	(503.99)	(712.58)
Net cash inflow from/ (used in) operating activities (A)	(19.63)	(1,329.20)
B Cash flows from investing activities		
Purchase of Property, plant and equipment and investment property	(935.02)	(713.78)
Dividend received	651.42	648.76
Fair value gain/(loss) on Investments	141.61	131.26
Interest received	1,255.90	984.84
Investments of Equity Instruments on Other Comprehensive Income	(787.97)	443.18
Net cash inflow from/ (used in) investing activities (B)	325.94	1,494.26
C Cash flows from financing activities*		
Interest paid	(45.57)	(14.17)
Dividend paid (including tax)	(251.19)	(251.19)
Net cash inflow from/ (used in) financing activities (C)	(296.76)	(265.36)
Net increase (decrease) in cash and cash equivalents (A+B+C)	9.55	(100.31)
Cash and cash equivalents at the beginning of the year	22.12	122.43
Cash and cash equivalents at the end of year	31.67	22.12

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For Gupta Vigg & Company
 Chartered Accountants
 FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited
Vinod Khanna
 Partner
 M.No. 81585
 Place : Ludhiana
 Date : 28th May 2025
 UDIN : 25081585BMLDYT4580

Anjali Modgil
 Company Secretary
 M.No. FCS9650

Hans Raj Kapoor
 Chief Financial Officer

S.K. Sharma
 Director
 DIN : 00402712

Dinesh Oswal
 Managing Director
 DIN : 00607290

**Notes forming part of Financial Statement for the year ending 31st March 2025****1. Company overview/Corporate information**

Nahar Capital & Financial Services Limited ('the Company') is a public limited company and incorporated under the provisions of Companies Act. The Company is a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-deposit taking Non-Banking Financial Company ('NBFC-ND') with the Reserve Bank of India ("RBI") in January 2008. The Company has been placed in Base Layer and categorized as Non-Banking Financial Company – Base Layer ('NBFC-BL') having asset size below Rs. 1000.00 Crore as per Master Directions – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Direction, 2023. The main business activity of the Company is to carry on the business of investment in shares, debentures, stock, bonds and securities of all kinds, Real Estate Activities and other businesses generally carried on by finance and investment companies. The company is domiciled in India and has its registered office at Ludhiana, Punjab, India. The CIN No of the Company is L45202PB2006PLC029968 and RBI Registration no is N-06.00588. The Company has its primary listings on the BSE Limited and National Stock Exchange of India Limited.

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2025**2. Summary of significant accounting policies**

The financial statements have been prepared using the significant accounting policies and measurement bases summarised as below. These policies are applied consistently for all the periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to IndAS.

a) Basis of preparation**(i) Statement of compliance with Indian Accounting Standards (Ind AS)**

These standalone financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for the periods presented in this financial statements.

The financial statements for the year ended March 31, 2025 were authorized and approved for issue by the Board of Directors on 28 May 2025.

(ii) Accounting Convention

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

(iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of the schedule III unless otherwise stated.

b) Property, plant and equipment**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (non refundable), freight, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Cost of acquisition is inclusive of freight, duties, taxes (non refundable) and other incidental expenses. Depreciation on property, plant and equipment is provided on the straight-line basis as per the rates specified in Schedule II of the Companies Act, 2013.

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

The Company fully depreciates the assets having individual value of Rs. 5,000 or less in the year of acquisition.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and advances paid to acquire property, plant and equipment. Assets which are not ready to use are also shown under capital work-in-progress.

Transition to Ind AS

The Company had elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

c) Investment Property

Properties held to earn rentals or / and for capital appreciation or both but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes, are categorized as investment properties. These are measured initially at cost of acquisition, including transaction costs and other direct costs attributable to bringing asset to its working condition for intended use. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of the Act. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date.

d) Intangible assets**Recognition and initial measurement**

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (non refundable), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Transition to Ind AS

The Company had elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

e) Inventories

Inventories represent Real Estate Properties held for trading and these are measured at Fair Value in the books of accounts.

f) Revenue recognition**Interest income**

Interest income is recorded on accrual basis using the Effective Interest Rate (EIR) method. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonable certain that the ultimate collection will be made.

Dividend income

Dividend income is recognised at the time when the right to receive is established by the reporting date.

Investment Income



Profit/Loss on Sale of investments is recognised at the time of sale/redemption.

Rental income

Rental Income is accounted for on accrual basis.

Commission income

Income from business correspondent services is recognised as and when the services are rendered as per agreed terms and conditions of the contract.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

g) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as it is incurred basis using the effective interest rate method.

h) Taxation

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it is recognized in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset will be created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

i) Employee benefits**Short-term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits, if any, that are expected to be settled wholly

within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Other long term employee benefit obligations:

The liabilities, if any, which needs to be settled after 12 months from the end of the period in which the employees render the related services are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method.

Post-employment obligations:

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

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

Defined contribution plans

Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and is charged to the Statement of Profit and Loss.

j) Impairment of non-financial assets

Loan Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Compensation for impairment

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up are recognised in statement of profit and loss when the compensation becomes receivable.

k) Impairment of financial assets

Loan assets

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

- Stage 1 includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.
- Stage 2 includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.
- Stage 3 includes loan assets that have objective evidence of impairment at the reporting date.
- The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) – The PD represents the likelihood of a borrower defaulting on its financial obligation (as per “Definition of default and credit-impaired” above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.



Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. The Company have not traded or invested in Crypto Currency or virtual currency during the financial year.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

l) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand (including imprest), demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

m) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

n) Financial instruments

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

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets**Subsequent measurement****i. A Financial assets carried at amortised cost**

A financial asset is measured at the amortised cost if both the following conditions are met:

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

and interest (SPPI) on the principal amount outstanding.

- After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss

ii. Investments in equity instruments

Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

iii. Investments in mutual funds/venture capital funds/alternative investment funds (AIF) – Investments in mutual funds, venture capital funds and AIF are measured at fair value through profit and loss (FVTPL).

iv. Investments held for trading purposes – The Company has investments in equity instruments, mutual funds, debentures, real estate properties, bonds etc. which are held for trading purposes and therefore, classified as at fair value through profit or loss (FVTPL).

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

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

o) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

p) Segment reporting

The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly by the executive committee ('chief operating decision maker') in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with



the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship with the operating activities of the segment.

q) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant Estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.



Particulars	As at March 31, 2025	As at March 31, 2024
3 Cash and cash equivalents		
Cash in hand	0.61	0.17
Balance with banks		
- with scheduled banks in current accounts	0.68	0.58
- with scheduled banks held as PMS	30.38	21.37
	31.67	22.12
4 Bank balances other than above		
Bank Deposits with banks having maturity less than three months	-	-
Bank Deposits with banks having maturity more than twelve months	11.39	25.00
Earmarked Balances with banks for unpaid dividends	23.89	24.54
Banks deposits having maturity of more than three months but are due for maturity within twelve months from balance sheet date	26.00	12.39
	61.28	61.93
5 Loans		
The Company has categorised all loans at Amortised Cost in accordance with the requirements of Ind AS 109.		
Loans repayable on demand-Stage 1	2,200.00	1,100.00
Loans repayable on demand-Stage 2	-	-
Other Loans	3.05	1.67
Total - Gross Loans	2,203.05	1,101.67
Less: Standard Asset Provision-Stage 1	(5.50)	(2.75)
Less: Allowance for impairment loss for loan assets Stage 3	-	-
Total - Net Loans	2,197.55	1,098.92
(B) Security Details		
Secured by tangible asset	-	-
Unsecured	2,200.00	1,100.00
Less: Allowance for impairment loss for loan assets		
Loans to employees	3.05	1.67
Total - Gross Loans	2,203.05	1,101.67
Less: Standard Asset Provision	(5.50)	(2.75)
Less: Allowance for impairment loss for loan assets		
Total - Net Loans	2,197.55	1,098.92
Loans in India	2,203.05	1,101.67
Loans outside India	-	-
Total - Gross Loans	2,203.05	1,101.67
Less: Allowance for impairment loss for loan assets	-	-
Less: Standard Asset Provision	(5.50)	(2.75)
Total - Net Loans	2,197.55	1,098.92


5.1 Reconciliation between the figures reported under Ind-AS and actual amounts outstanding in respect of Loans:

Net Loans	2,197.55	1,098.92
Add: Allowance for Expected Credit Loss netted off as per Ind-AS	-	-
Gross Loans	2,197.55	1,098.92

6. Investments
6A. Investments at Fair Value as at March 31st, 2025

Particulars	Amortized cost	At Fair Value			At Cost	TOTAL
		Through other comprehensive income	Through profit or loss	Sub-total		
As at March 31, 2025						
Invesments in India						
(i) Held for trading						
Debt Securities	-	-	4,824.89	4,824.89	-	4,824.89
AIF/Venture Funds	-	-	4,678.05	4,678.05	-	4,678.05
Equity Instruments	-	-	439.74	439.74	-	439.74
Sub Total	-	-	9,942.68	9,942.68	-	9,942.68
(ii) Other Investment						
Mutual Funds	-	-	10,801.87	10,801.87	-	10,801.87
Government securities	154.19	-	-	-	-	154.19
Debt Securities	1,773.63	-	-	-	-	1,773.63
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	506.59	-	-	-	-	506.59
Equity Instruments (Other Group companies)	-	13,736.20	-	13,736.20	-	13,736.20
Equity Instruments (Others)	-	20,671.37	-	20,671.37	-	20,671.37
AIF/Venture Funds	-	-	4,328.89	4,328.89	-	4,328.89
Interest accrued	-	-	-	-	217.28	217.28
Sub Total	10,634.41	34,407.57	15,130.76	49,538.33	217.28	60,390.02
Total Investments	10,634.41	34,407.57	25,073.44	59,481.01	217.28	70,332.70
As at March 31, 2024						
Invesments in India						
(i) Held for trading						
Debt Securities	-	-	3,900.04	3,900.04	-	3,900.04
AIF/Venture Funds	-	-	4,485.28	4,485.28	-	4,485.28
Equity Instruments	-	-	167.65	167.65	-	167.65
Sub Total	-	-	8,552.97	8,552.97	-	8,552.97
(ii) Other Investment						
Mutual Funds	-	-	11,970.18	11,970.18	-	11,970.18
Government securities	154.19	-	-	-	-	154.19
Debt Securities	2,508.74	-	-	-	-	2,508.74
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	1,106.59	-	-	-	-	1,106.59
Equity Instruments (Other Group companies)	-	15,430.72	-	15,430.72	-	15,430.72
Equity Instruments (Others)	-	18,096.37	-	18,096.37	-	18,096.37
AIF/Venture Funds	-	-	3,884.55	3,884.55	-	3,884.55
Interest accrued	-	-	-	-	138.44	138.44
Sub Total	11,969.52	33,527.09	15,854.73	49,381.82	138.44	61,489.78
Total Investments	11,969.52	33,527.09	24,407.70	57,934.79	138.44	70,042.75



6B Investments accounted for using equity method		
Particulars	As at 31 March, 2025	As at 31 March, 2024
Investments in Associates		
Nahar Spinning Mills Limited(16,759,440 equity shares of Rs. 61.12 each (Previous year 16,619,120 equity shares of 59.86 each)	69,210.32	68,253.27
Nahar Poly Films Limited(1,20,87,671 equity shares of Rs. 23.88 each (Previous year 1,20,87,671 equity shares of 23.88 each)	23,630.38	23,851.24
Total	92,840.71	92,104.51
Grand Total : (6A + 6B)	1,63,173.41	1,62,147.26

Particulars	As at March 31, 2025	As at March 31, 2024
7 Others financial assets		
Rent Receivable (0 to 6 Months)	-	-
Security deposits	97.58	80.51
Sundry Receivable	173.39	228.23
	270.97	308.74
Ageing Schedule (Sundry Receivable) (Unsecured, considered Good)		
0-6 Months	48.25	148.98
6 Month to 1 Year	26.76	7.07
1 Year to 2 Year	2.34	15.86
2 Year to 3 Year	15.37	0.01
More Than 3 Years	80.67	56.31
	173.39	228.23
8 Inventories		
Real Estate Property	46.02	109.55
	46.02	109.55
9 Current tax assets (net)		
Advance income tax	-	828.15
Less: Provision for income tax	-	660.00
Current tax assets (net)	-	168.15

10. Investment Property
As at 31st March 2025

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2024	Additions	Disposal/ adjustments	As at 31 Mar 2025	As at 01 Apr 2024	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2025	As at 31 Mar 2025	As at 31 Mar 2024
Buildings	5,703.84	-	-	5,703.84	476.92	90.36	-	567.28	5,136.56	5,226.92
Furniture	132.71	0.12	-	132.83	57.01	12.60	-	69.62	63.21	75.70
	5,836.55	0.12	-	5,836.67	533.93	102.96	-	636.90	5,199.77	5,302.62

As at 31st March 2024

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Buildings	5,703.84	-	-	5,703.84	386.56	90.36	-	476.92	5,226.92	5,317.28
Furniture	132.71	-	-	132.71	44.40	12.60	-	57.01	75.70	88.30
	5,836.55	-	-	5,836.55	430.96	102.96	-	533.93	5,302.62	5,405.58



10.1 Fair Value of Investment Property

Particulars	As At 31 Mar 2025	As At 31 Mar 2024
Carrying Value	5,199.77	5,302.62
Fair Value	5,199.77	5,302.62

The Company obtains independent valuations for its investment properties at least manually. The best evidence of fair value is current prices in an active market for similar properties.

11 Property, plant and equipment

As at 31st March 2025

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2024	Additions	Disposal/ adjustments	As at 31 Mar 2025	As at 01 Apr 2024	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2025	As at 31 Mar 2025	As at 31 Mar 2024
Vehicles	20.94	-	-	20.94	0.35	2.49	-	2.84	18.10	20.59
Office Equipment	5.13	-	-	5.13	4.06	0.42	-	4.48	0.65	1.06
Total	26.07	-	-	26.07	4.41	2.91	-	7.32	18.75	21.65

As at 31st March 2024

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Vehicles	11.57	20.94	11.57	20.94	10.99	0.35	10.99	0.35	20.59	0.58
Office Equipment	4.55	0.58	-	5.13	3.71	0.35	-	4.06	1.06	0.83
Total	16.12	21.52	11.57	26.07	14.70	0.70	10.99	4.41	21.65	1.41

11.1 In the opinion of management, these are no events or changes in circumstances that indicate the impairment of PPE and intangible Assets in terms of Ind AS 36 Impairment Assets Accordingly, no provision for impairment has been made.

11.2 While the Company has not made any specific borrowings for construction of a qualifying asset, the Company has policy to capitalise certain borrowing costs on account of general borrowings at an average rate of borrowing for the company in terms of Ind AS 23' Borrowing Costs.

Particulars	As at March 31, 2025	As at March 31, 2024
12 Capital Work in Progress		
Advance Against Property	-	-
Capital Advance	1,629.05	694.14
	1,629.05	694.14
13 Other non financial assets		
Balance with government authorities	0.25	0.05
Prepaid expenses	6.03	15.95
	6.28	16.00
14 Trade payables		
Total outstanding dues of MSMED's	-	-
Total outstanding dues of creditors other than MSMED's	52.61	32.25
	52.61	32.25
Agening		
Not Due	-	-
0 Months to 6 Months	52.61	32.25
6 Months to 1 Year	-	-
	52.61	32.25



Particulars	As at March 31, 2025	As at March 31, 2024
15 Borrowings		
Secured loans		
Overdraft facility against investments	535.17	430.16
Total (A)	535.17	430.16
Borrowings in India	535.17	430.16
Borrowings outside India	-	-
Total (B)	535.17	430.16
'-Above borrowings are secured against Mutual Funds held as Investment by the Company		
16 Other Financial liabilities		
Security deposits	148.34	144.46
Payable to employees	130.53	129.39
Unpaid dividend	23.89	24.54
Expenses payables	18.95	5.31
Other payables	51.17	45.95
	372.88	349.65
17 Deferred tax liabilities (net)		
Deferred Tax liabilities recognised on account of Investment's measured at fair value	15,169.28	14,894.30
	15,169.28	14,894.30
18 Current Tax Liabilities		
Advance Income Tax/TDS	674.04	-
Less : Provision for Income Tax	735.00	-
Current Tax Assets(Net)	60.96	-
19 Other non-financial liabilities		
Statutory dues	22.60	39.61
Deferred income	21.78	21.78
	44.38	61.39
20 Equity Share capital		
Particulars	As at 31 Mar 2025	As at 31 March 2024
Authorised equity share capital		
30,000,000 (Previous year : 30,000,000) equity shares of ` 5 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and paid up equity share capital		
16,746,167 (Previous year : 16,746,167) equity shares of ` 5 each	837.31	837.31
	837.31	837.31

(i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs 5 each . Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(ii) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31.03.2025	31.03.2025	31.03.2024	31.03.2024
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	1,67,46,167	837.31	1,67,46,167	837.31
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
At the end of the year	1,67,46,167	837.31	1,67,46,167	837.31



iii) Shareholders holding more than 5% of shares of the Company as at balance sheet date:

Particulars	31.03.2025	31.03.2025	31.03.2024	31.03.2024
	No. of shares	Percentage	No. of shares	Percentage
Nahar Poly Films Ltd	66,11,632.00	39.48%	66,11,632.00	39.48%
Abhilash Oswal	13,38,173.00	7.99%	13,38,173.00	7.99%
Sankeshwar Holding Company Limited	30,06,850.00	17.96%	30,06,850.00	17.96%

iv) Share Holding of Promoter

Particulars	31.03.2025	31.03.2025	31.03.2024	31.03.2024	Change
	No. of shares	Percentage	No. of shares	Percentage	Percentage
Ruchika Oswal	11,555	0.08%	11,555	0.08%	0.00%
Abhilash Oswal	13,38,173	7.99%	13,38,173	7.99%	0.00%
Monica Oswal	11,520	0.07%	11,520	0.07%	0.00%
Jawahar Lal Oswal	40,012	0.24%	40,012	0.24%	0.00%
Dinesh Oswal	80,991	0.48%	64,091	0.38%	0.10%
Tanvi Oswal	1,000	0.01%	1,000	0.01%	0.00%
Sambhav Oswal	1,000	0.01%	1,000	0.01%	0.00%
Ritu Oswal	1,000	0.01%	1,000	0.01%	0.00%
Kamal Oswal	259	0.00%	259	0.00%	0.00%
Manisha Oswal	230	0.00%	230	0.00%	0.00%
Abhinav Oswal	268	0.00%	268	0.00%	0.00%
Rishabh Oswal	250	0.00%	250	0.00%	0.00%
Sanjana Oswal	250	0.00%	250	0.00%	0.00%
Promotor Group					
Nahar Poly Films Limited	66,11,632	39.48%	66,11,632	39.48%	0.00%
Nahar Financial and Investment Limited	2,85,000	1.70%	2,85,000	1.70%	0.00%
Sankeshwar Holding Company Limited	30,06,850	17.96%	30,06,850	17.96%	0.00%
Nahar Spinning Mills Limited	6,07,856	3.63%	6,07,856	3.63%	0.00%

21 Other equity

Particulars	As at 31 Mar 2025	As at 31 Mar 2024
(a) SECURITIES PREMIUM ACCOUNT		
Opening Balance	12,591.71	12,591.71
Add: Additions during the year	-	-
Balance at the year end	12,591.71	12,591.71
(b) GENERAL RESERVE		
Opening Balance	61,821.15	59,321.15
Add: Additions during the year	2,000.00	2,500.00
Balance at the year end	63,821.15	61,821.15
(c) STATUTORY RESERVE FUND		
Opening Balance	7,718.23	6,943.23
Add: Additions during the year	610.00	775.00
Balance at the year end	8,328.23	7,718.23
(d) RETAINED EARNINGS		
Opening Balance	36,772.62	39,122.24
Profit for the year	4,981.22	1,176.57
Dividends	(251.19)	(251.20)
Adjustment Income Tax Earlier Years	1.69	-



	Transfer to Statutory Reserve Fund	(610.00)	(775.00)
	Transfer to General Reserve	(2,000.00)	(2,500.00)
	Balance at the year end	38,894.33	36,772.62
(e)	Other Comprehensive Income		
	Opening Balance	34,442.31	34,026.32
	Other Comprehensive Income for the year (net of tax)	(2,796.06)	89.18
	Adjustment due to Sale/Purchase of associate shares	280.48	326.81
		31,926.73	34,442.31
	Total Other Equity (a+b+c+d+e)	1,55,562.15	1,53,346.02

21.1 General reserve

The Company has transferred a portion of the net profit of the group before declaring dividend to general reserve pursuant to the earlier provision of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

21.2 Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

21.3 Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

21.4 Reserve Fund u/s 45-IC of RBI Act 1934

The Company creates a reserve fund in accordance with the provisions of section 45-IC of the Reserve Bank of India Act, 1934 and transfers therein an amount of equal to/more than twenty per cent of its net profit of the year, before declaration of dividend. Accordingly, during the year, the Company has created Statutory Reserve Fund amounting to Rs. 610.00 Lakhs.

21.5 Other comprehensive income

- (i) The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.
- (ii) The Company has recognised remeasurements of defined benefits plans through other comprehensive income.

22 Interest income

	For the Year Ended March 31, 2025			For the Year Ended March 31, 2024		
Particulars	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL	TOTAL	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL	TOTAL
Interest on loan assets	111.79	-	111.79	66.84	-	66.84
Interest on deposits with banks	2.73	-	2.73	2.47	-	2.47
Interest from alternate investments funds	-	456.34	456.34	-	448.49	448.49
Interest from bonds and debentures including Tax Free Bonds	83.92	594.05	677.97	81.20	385.81	467.01
Other interest income	4.57	-	4.57	0.03	-	0.03
TOTAL	203.01	1,050.39	1,253.40	150.54	834.30	984.84



Particulars	As at March 31, 2025	As at March 31, 2024
23 Dividend income		
Dividends From Associate Companies	-	-
Dividends From Other Investments	651.42	648.76
	651.42	648.76
24 Rental Income		
Rental Income from Commercial Property	568.83	622.87
	568.83	622.87
25 Net gain on fair value changes		
Net gain on financial instruments at fair value through profit or loss		
(i) On trading portfolio Investments		
-Other Investments	95.85	25.11
(ii) On other financial instruments	48.27	106.15
Total Net gain on fair value changes	144.12	131.26
Total Net gain on fair value changes		
Fair Value Changes:		
-Realised	22.99	(17.82)
-Unrealised	121.13	149.08
Total Net gain on fair value changes	144.12	131.26
26 Other income		
Net gain on fair value changes	2,017.92	2,788.50
Miscellaneous income	13.20	1.48
Total other income	2,031.12	2,789.98
27 Finance cost		
Interest on borrowings	20.89	14.16
Other interest expense	24.68	-
	45.57	14.16
28 Fees and commission expenses		
Fees and other charges	10.37	0.27
	10.37	0.27
29 Employee benefits expenses		
Salaries, wages and bonus	694.03	643.77
Contribution to provident fund and other funds	10.17	9.44
	704.20	653.21
30 Depreciation and amortisation		
Depreciation on tangible assets and investment properties	105.87	103.66
	105.87	103.66



Particulars	As at March 31, 2025	As at March 31, 2024
31 Other expenses		
Power and fuel	0.03	-
Rental expense	6.39	3.86
R&M building	16.52	2.01
Rates and taxes	8.62	7.46
Insurance charges	3.46	4.27
Legal and professional charges	99.00	82.52
Travelling and conveyance	2.44	2.47
Vehicle running and maintenance	1.09	0.94
Payment to auditors	1.56	1.50
Communication expenses	0.72	0.97
Director sitting fees	4.25	4.01
Printing & Stationery	0.01	1.03
Security Transaction Tax	7.52	4.81
Staff Recruitment Expenses	0.16	-
Bank charges	0.14	0.11
Erp-Exps VSAT/AMC-Hardware	6.76	7.89
CSR Expenses	63.22	65.14
Miscellaneous expenses	26.86	3.38
	248.75	192.37
32 Tax expense		
A (i) Current tax	734.79	660.00
(ii) Deferred Tax charge/(Credit)Minimum alternate tax credit entitlement	123.59	(340.66)
	858.38	319.34
Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate :		
Accounting profit before income tax	5,839.60	1,495.92
Statutory Income Tax Rate	29.12%	29.12%
Tax expense at statutory income tax rate (A)	1,700.49	435.61
B Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
(i) Tax impact of income chargeable at different tax rate	(842.11)	(116.27)
(ii) Income exempted from tax	-	-
(iii) Tax impact of expenditure allowed on payment basis	-	-
(iv) Unrecognised tax assets	-	-
(v) Adjustments for current tax of prior periods	-	-
(vi) Minimum alternate tax (MAT) credit not created	-	-
(vii) Minimum alternate tax (MAT) impact on transition to Ind AS	-	-
(viii) Reversal of Deferred tax created on transition to Ind AS	-	-
(ix) Others	-	-
Total (B)	(842.11)	(116.27)
Income tax expense at effective tax rate reported in the Statement of Profit & Loss (A+B)	858.38	319.34



Particulars	As at March 31, 2025	As at March 31, 2024
33 Earning per share		
Net profit attributable to equity shareholders		
Net profit/(Loss) for the year	4,981.22	1,176.57
Par value per share	5.00	5.00
Weighted average number of Equity Shares issued	167.46	167.46
Earnings per share - Basic and diluted	29.75	7.03
34 Corporate social responsibility expenses		
(a) In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee. Interm of the provisions of the said Act, the Company required to spend a sum of Rs. 63.22 Lakhs(Previous year 65.14 Lakhs) towards CSR activities.		
(b) Amount spent during the year :		
(i) Construction/ acquisition of any asset		
In Cash		
Yet to be paid	-	-
(ii) On purpose other than (i) above		
In Cash	63.22	65.14
Yet to be paid	-	-
	63.22	65.14
(c) "To meet its CSR Obligation under Sec 135 of Companies Act, 2013 and as per the company's CSR policy approved and adopted by the Board of Directors, company joined hands with Group Companies under one umbrella, to undertake the CSR Projects through Oswal Foundation. Oswal Foundation is a Registered Society formed in the year 2006 having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration no. CSR0000145 for undertaking CSR activities. During the year, the Foundation has undertaken "Health Care Project", at Mohan Dai Oswal Cancer Hospital and Research Foundation, Ludhiana. During the financial year 2024-25, the Board on the recommendation of CSR committee, approved Rs.63.22 lakhs (Previous year Rs.65.14 lakhs), for CSR obligation being two percent of the average net profits of the company for three immediately preceding financial years. Accordingly, to fulfil its CSR obligation, Board on the recommendation of CSR Committee contributed an amount of Rs. 51.88 Lakhs during the current year (net of prepaid amount of Rs. 11.34 Lakhs contributed in FY 2022-23) to Oswal Foundation (set off as per Board of Directors resolution dated 10th November, 2022 pursuant to Rule 7 of Companies (Corporate Social Responsibility Policy) Rules, 2014) for underataking "Health Care Project" and "Rural Development Project" as approved by the consortium of the Group Companies formed to undertake CSR activities through Oswal Foundation.		
35 Employee benefit obligations		
The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :		
Particulars	As at March 31, 2025	As at March 31, 2024
(A) Defined Benefit Plans - Post-Employment Benefits		
Gratuity	82.47	76.50
(B) Other long term employee benefits		
Leave encashment	N.A.	N.A.
TOTAL	82.47	76.50


A. Gratuity

The Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The scheme is funded by the Company and is managed by separate trust. The liability of Gratuity is recognized on the basis of actuarial valuation.

The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Balance Sheet and the funded status is as under:

(i) Amount recognised in the statement of profit and loss is as under:

Description	March 31, 2025	March 31, 2024
Current service cost (net)	1.52	1.43
Net Interest cost /(Income)	0.06	(0.03)
Net impact on profit (before tax)	1.58	1.40
Actuarial loss/(gain) recognised during the year		
Amount recognised in total comprehensive income	1.58	1.40

(ii) Change in the present value of benefit obligation:

Description	March 31, 2025	March 31, 2024
Present value of defined benefit obligation as at the beginning of the year	76.50	71.99
Interest cost	5.28	4.96
Service cost	1.52	1.43
Benefits paid	-	(2.36)
Actuarial loss/(gain)	(0.83)	0.48
Present value of defined benefit obligation as at the end of the year	82.47	76.50

(iii) Movement in the plan assets recognised in the balance sheet is as under:

Description	March 31, 2025	March 31, 2024
Fair value of plan assets at the beginning of the period	75.48	72.28
Actual return on plan assets	(0.11)	0.21
Employer Contribution	0.34	0.36
Interest Income on plan assets	5.22	4.99
Benefits paid	-	(2.36)
Actuarial gain	-	-
Fair value of plan assets at the end of the period	80.93	75.48

(iv) Reconciliation of present value of defined benefit obligation and the fair value of assets:

Description	March 31, 2025	March 31, 2024
Present value of funded obligation as at the end of the year		
Fair value of plan assets as at the end of the period funded status		
Unfunded/funded net liability recognized in balance sheet	-	-

(v) Actuarial (gain)/loss recognised in other comprehensive income:

Description	March 31, 2025	March 31, 2024
Actuarial (gain)/loss from change in demographic assumption	-	-
Actuarial (gain)/loss from change in financial assumption	0.76	0.14
Actuarial (gain)/loss from experience adjustment	(1.59)	0.34
Total actuarial (gain)/loss	(0.83)	0.48



(vi) **Actuarial assumptions used for determination of the liability of the Company:**

Description	March 31, 2025	March 31, 2024
Discount rate	6.40%	6.90%
Rate of salary increase	7.00%	0.00%
Expected rate of return on plan assets	N.A.	N.A.
Retirement age	58 years	58 years
Average past service	13.63 years	14.45 years
Average age	50.42 years	52.12 years
Average remaining working life	N.A.	N.A.
Withdrawal/Attrition rate		
Up to 30 Years	10.00%	10.00%
From 31 to 44 years	N.A.	N.A.
Above 44 years	N.A.	N.A.

Notes to actuarial assumptions:

- 1) The discount rate is based on the prevailing market yield of Government of India bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vii) **Sensitivity analysis for gratuity liability**

Description	March 31, 2025	March 31, 2024
a) Impact of change in discount rate		
Present value of obligation at the end of the year	6.40%	6.90%
- Impact due to increase of 0.50 %	-0.66%	-0.66%
- Impact due to decrease of 0.50 %	0.69%	0.69%
b) Impact of change in salary/cost increase		
Present value of obligation at the end of the year	7.00%	7.00%
- Impact due to increase of 0.50 %	-0.53%	-0.53%
- Impact due to decrease of 0.50 %	0.53%	0.53%
c) Impact of change in withdrawal rate		
Withdrawal rate as on 31 March, 2019	10.00%	10.00%
-Effect on DBO due to 5% increase in withdrawal rate	0.30%	0.30%
-Effect on DBO due to 5% decrease in withdrawal rate	-0.65%	-0.65%

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.


(viii) Maturity profile of defined benefit obligation

Description	March 31, 2025	March 31, 2024
Within next 12 months	57.09	57.09
Between 1-5 years	12.46	12.46
Beyond 5 years	15.54	15.54
	85.09	85.09

Post Employment Benefit of KMP's

Name of KMP	Date of Joining	DBO as at 31.03.2025	DBO as at 31.03.2024
Mr. Dinesh Oswal	01.04.2009	20.00	20.00
Mr. Hans Raj Kapoor	08.11.1984 (In Nahar Group)	20.00	20.00
Mrs. Anjali Modgil	23.07.2014	3.28	2.69

36. Related Party Disclosure

In accordance with the requirements of Indian Accounting Standard - 24 the names of the related parties where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below :

36.1 List of related parties and disclosures

Description of relationship	Names of Related parties
Associate Companies	Nahar Poly Films Limited, Nahar Spinning Mills Limited
The Entities on which KMP has significant influence with whom transactions have been undertaken	Oswal Woollen Mills Limited, Oswal Foundation, Sankeshwar Holding Company Limited, Monte Carlo Fashions Ltd., OWM Polyyarn Limited, Nahar Financial And Investment Limited, Abhilash Growth Fund P. Ltd., Nahar Industrial Enterprises Limited

Key Managerial Personnel and their relatives:

Name of Key Managerial Personnel	Designation
Mr. Dinesh Oswal	Managing Director
Mr. Hans Raj Kapoor	Chief Financial Officer
Mrs. Anjali Modgil	Company Secretary
Relatives of Key Managerial Personnel	
Mrs. Ritu Oswal	Advisor
Name of Director/their Relatives	
Mr. Jawahar Lal Oswal	Chairman
Mr. Kamal Oswal	Director
Mr. Satish Kumar Sharma	Director
Mr. Dinesh Gogna	Director
Dr. Roshan Lal Behl	Independent Director
Dr. Vijay Asdhir	Independent Director
Dr. Manisha Gupta	Independent Director
Dr. Yash Paul Sachdeva	Independent Director
Dr. Rajan Dhir	Independent Director


36.2. Details of transactions with related parties carried out in the ordinary course of business:

Nature of Related Parties	Nature of transaction	Current Year	Previous Year
Mr. Dinesh Oswal	Remuneration	441.00	405.00
	Commission	87.12	86.19
Promoters/Directors	Sitting Fee	0.94	0.83
Relatives of KMP	Remuneration	28.80	24.00
Nahar Spinning Mills Limited	Rent paid	3.33	3.19
	Reimbursement of Expenses	0.00	0.20
	Loan Paid	0.00	650.00
	Loan Received Back	2600.00	650.00
	Interest Received	33.95	3.34
	Purchase of Service	6.76	13.21
	Sale of Land	38.60	202.00
Nahar Poly Films Limited	Reimbursement of Expenses	0.00	0.00
	Loan Received	2200.00	0.00
	Loan Paid Back	2200.00	0.00
	Interest Paid	19.92	0.00
Oswal Woollen Mills Limited	Rent Paid	3.61	0.80
	Loan Paid	0.00	0.00
	Loan Received Back	0.00	0.00
	Interest Received	0.00	0.00
	Preference Shares Purchased	0.00	0.00
Abhilash Growth Fund Pvt. Ltd.	Loan Paid	4000.00	500.00
	Loan Received Back	2300.00	0.00
	Interest Received	49.00	0.82
Nahar Industrial Enterprises Limited	Reimbursement of Expenses	0.00	0.50
Mr. Hans Raj Kapoor (Chief Financial Officer)	Remuneration	30.25	28.48
Mrs. Anjali Modgil (Company Secretary)	Remuneration	9.47	8.59
	Loan Paid	1.50	0.00
	Loan Received Back	0.50	0.00

Note : As provisions for gratuity and leave benefits are made for the Company as a whole, the amounts pertaining to the Key Management personnel are not specifically identified and hence are not included above.

36.3. Outstanding balances with related parties in ordinary course of business :

Name of related party	Nature of Balance	Current Year	Previous Year
Mr. Dinesh Oswal	MD Remuneration Payable	111.20	110.89
Mrs. Ritu Oswal	Remuneration Payable	0.95	1.28
Oswal Woollen Mills Limited	Other Payable	0.00	0.00
Nahar Spinning Mills Limited	Other Payable	0.00	0.00

37 Contingent Liability and Commitments

Particulars	For the year ended March 31,2025	For the year ended March 31,2024
(A) Contingent Liabilities		
Claims against the Company/disputed liabilities not acknowledged as debts		
- Demand of Income Tax Payable for A.Y. 2018 -2019 Contested by Company	25.17	29.67
(B) Commitments		
Contracts remaining to be executed on capital account		
- Uncalled liability on shares, Investment Property and other Investments partly Paid	3,489.20	2,693.74
	3,514.37	2,723.41


38 Assets pledged as security

The carrying amounts of assets pledged as security are:

Particulars	March 31, 2025	March 31, 2024
Investments	1,638.21	2,099.11
Total assets pledged as security	1,638.21	2,099.11

39 Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Borrowings (other than debt securities) March 31 2025	Borrowings (other than debt securities) March 31 2024
Opening	430.16	-
Cash flows:		
- Repayment of borrowings	-	-
- Proceeds of borrowings	535.17	430.16
- Foreign exchange	-	-
Non cash:		
- Fair value	-	-
- Impairment on financial instrument	-	-
- Others	-	-
Closing	965.33	430.16

40. The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities of the products. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

	March 31, 2025		March 31, 2024	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	31.67	-	22.12	-
Bank balances other than above	49.89	11.39	36.93	25.00
Loans	2,197.55	-	1,098.92	-
Investments	2,238.44	1,60,934.96	5,446.78	1,56,700.48
Other financial assets	173.39	97.58	228.23	80.51
	4,690.94	1,61,043.93	6,832.98	1,56,805.99
Non Financial assets				
Inventories	46.02	-	109.55	-
Current tax assets (net)	-	-	-	168.15
Deferred tax assets (net)	-	-	-	-
Investment property	-	5,199.77	-	5,302.62
Capital Work in Progress	-	1,629.05	-	694.14
Property, plant and equipment	-	18.75	-	21.65
Other non financial assets	6.28	-	16.00	-
	52.30	6,847.57	125.55	6,186.56
TOTAL	4,743.24	1,67,891.50	6,958.53	1,62,992.55



	March 31, 2025		March 31, 2024	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Payables				
(I) Trade Payables				
(i) total outstanding dues of MSMEs				
(ii) total outstanding dues of creditors other than MSMEs	52.61	-	32.25	-
Debt securities	-	-	-	-
Borrowings (other than debt securities)	-	535.17	-	430.16
Other financial liabilities	51.17	321.71	45.95	303.70
	103.78	856.88	78.20	733.86
Non Financial Liabilities				
Provisions	-	-	-	-
Deferred tax liabilities (net)	15,169.28	-	14,894.30	-
Current Tax Liabilities		60.96		
Other non financial liabilities	21.78	22.60	19.43	41.96
	15,191.06	83.56	14,913.73	41.96
TOTAL	15,294.84	940.44	14,991.93	775.82
NET	(10,551.60)	1,66,951.06	(8,033.40)	1,62,216.73

41 SEGMENT INFORMATION

The Operating Segments have been identified on the basis of the business activities carried on by the Company. The Company is operating in two segments i.e. Investments/Financial Segment and Real Estate Segment. Hence, as per Indian Accounting Standard 108, the Company made 'Segment Reporting' for operating segments, the details are as under :

Particulars	Investment/Financial Activity		Real Estate Activity		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Total Revenue	4080.06	4554.84	568.83	622.87	4648.89	5177.71
Results						
Segment Result (Before Tax & Interest)	3726.76	4282.43	448.53	506.11	4175.29	4788.54
Less :A. Interest Paid	45.57	14.17	0.00	0.00	45.57	14.17
B. Other Unallocable Expenses	595.59	560.34	0.00	0.00	595.59	560.34
	641.16	574.51	0.00	0.00	641.16	574.51
Profit Before Tax					3534.13	4214.03
Less : Income Tax					858.38	319.34
Profit After Tax					2675.75	3894.69
Profit From Associates					2,305.47	(2,718.12)
					4981.22	1176.57
Capital Employed						
Assets	165606.18	163537.07	7028.56	6245.87	172634.74	169782.94
Unallocable Assets	0.00	168.15	0.00	0.00	0.00	168.15
Total Assets	165606.18	163705.22	7028.56	6245.87	172634.74	169951.09
Segment Liabilities	265.77	699.33	204.11	174.13	469.88	873.46
Unallocable Liabilities	0.00	0.00	15765.40	14894.30	15765.40	14894.30
Total Liabilities	265.77	699.33	15969.51	15068.43	16235.28	15767.76
Capital Expenditure					1629.05	694.14
Depreciation					105.87	103.66


42 GENERAL

- i) In the opinion of the Board, the value of Current Assets, Loans and Advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet except in case of those shown as doubtful.
- ii) The Ministry of Corporate Affairs has issued Indian Accounting Standard(Ind AS) - 36 on impairment of assets. In accordance with the said standard, the company has assessed as on date of applicability of the aforesaid Standard and as well as on Balance Sheet Date, whether there are any indications (listed in paragraph 12 to 14 of the standards)m with regards t the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of accounts.

43 Interests in Associate

Set out below is the details of Associates of the group as at 31 March 2025. The entity listed below have share capital consisting solely of equity shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Princplal activities	% Equity Interest 31.03.2025	% Equity Interest 31.03.2024	For the Year ended March 31, 2025	For the Year ended March 31, 2024
				Relationship	Accounting Method
Nahar Spinning Mills Limited	Manufacturing	46.4697%	46.0806%	Associate	Equity Method
Nahar Poly Films Limited	Manufacturing	49.1600%	49.1600%	Associate	Equity Method

	Nahar Spinning Mills Limited	
	March 31, 2025	March 31, 2024
Summarised Balance Sheet		
Current assets:		
Cash and cash equivalents	3,260.55	90.17
Other assets	1,66,857.78	1,74,831.51
Total current assets	1,70,118.33	1,74,921.68
Total non-current assets	1,04,858.69	1,13,987.12
Total Assets	2,74,977.02	2,88,908.80
Current liabilities		
Financial liabilities	94,220.23	96,267.90
Other liabilities	9,632.78	20,166.99
Total current liabilities	1,03,853.00	1,16,434.89
Non-current liabilities		
Financial liabilities	18,508.47	21,806.40
Other liabilities	3,679.10	2,550.03
Total non-current liabilities	22,187.57	24,356.43
Total liabilities	1,26,040.57	1,40,791.32
Net assets	1,48,936.45	1,48,117.49

	Nahar Spinning Mills Limited	
	March 31, 2025	March 31, 2024
Summarised statement of profit and loss		
Revenue	3,31,890.66	3,06,556.84
Total comprehensive profit/(loss)	1,300.28	(6,846.34)
Reconciliation to carrying amounts		
Opening net assets	1,48,117.49	155389.37
Profit/Loss for the year	1,300.28	(6,846.34)
Less: Dividend distributed	(360.65)	(540.98)
Less: Adjustment of Income Tax earlier Years	(120.67)	115.44
Closing net assets	1,48,936.45	1,48,117.49
Group's share in %	46.4697%	46.0806%
Group's share in Indian Rupees	69,210.32	68,253.27



	Nahar Poly Films Limited	
	March 31, 2025	March 31, 2024
Summarised Balance Sheet		
Current assets:		
Cash and cash equivalents	275.84	2.69
Other assets	14,135.98	11,255.02
Total current assets	14,411.82	11,257.71
Total non-current assets	48,285.11	53,228.55
Total assets	62,696.93	64,486.26
Current liabilities		
Financial liabilities	3,171.56	3,847.07
Other liabilities	1,346.12	1,057.73
Total current liabilities	4,517.68	4,904.80
Non-current liabilities		
Financial liabilities	7,822.50	10,057.50
Other liabilities	2,288.72	1,006.38
Total non-current liabilities	10,111.22	11,063.88
Total liabilities	14,628.90	15,968.68
Net assets	48,068.03	48,517.58

	Nahar Poly Films Limited	
	March 31, 2025	March 31, 2024
Summarised statement of profit and loss		
Revenue	68,486.81	61,161.98
Total comprehensive profit/(loss)	(203.67)	890.18
Reconcillation to carrying amounts		
Opening net assets	48,517.58	47,996.22
Profit/Loss for the year	(203.67)	890.18
Less: Dividend distributed	(245.88)	(368.82)
Less: Adjustment of Income Tax earlier Years	-	-
Closing net assets	48,068.03	48,517.58
Group's share in %	49.1600%	49.1600%
Group's share in Indian Rupees	23,630.38	23,851.24

- 44** Company had invested Rs. 2.00 Crore in Rated, Listed and Secured, Cumulative, redeemable Debentures of ATS Infrabuild Pvt. Ltd. ("ATS") in 27-06-2018, having maturity in June 2022, later extended till June 2024. The borrower had paid the interest yearly on time, but from June 2023 onwards borrower has defaulted in interest payment. The debenture trustee is resorting to all legal action available to recover the amounts.

Keeping above facts in view, our company has not provided for interest accrued/receivable from June 2023 and also a provision of 20% of value has been made in books of accounts.

- 45** The previous year figures regrouped/reclassified as per latest statutory requirements and latest NBFC categorisation.

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited

Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 28th May 2025
UDIN : 25081585BMLDYT4580

Anjali Modgil
Company Secretary
M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN : 00402712

Dinesh Oswal
Managing Director
DIN : 00607290


Form AOC-I

(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 amount in Rs.)

1	Sl. No.	Not Applicable as the Company is not having any Subsidiary Company
2	Name of Subsidiary	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
4	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in case of foreign subsidiaries	
5	Share Capital	
6	Reserves & Surplus	
7	Total Assets	
8	Total Liabilities	
9	Investments	
10	Turnover	
11	Profit before taxation	
12	Provision for taxation	
13	Profit after taxation	
14	Proposed Dividend	
15	% of Shareholding	

Part "B" : Associates and Joint Ventures

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

	Name of Associates/Joint Ventures	Nahar Spinning Mills Limited	Nahar Poly Films Limited
1	Latest Audited Balance Sheet Date	31.03.2025	31.03.2025
2	Shares of Associate/Joint Ventures held by the Company on the Year End		
	No. of Shares	16759440	12087671
	Amount of Investment in Associates/Joint Venture (Rs. In Lacs)	10243.44	2886.85
	Extend of Holding %	46.4697%	49.1600%
3	Description of how there is significant influence	More than 20% Shares held by the Company	
4	Reason why the associate/joint venture is not consolidated	N.A.	N.A.
5	Networth attributable to Total Shareholding as per latest audited Balance Sheet (Rs. In Lacs)	69210.32	23630.38
6	Profit/Loss for the year (After)		
	i. Considered in Consolidation (Rs. In Lacs)	604.24	(100.12)
	ii. Not Considered in Consolidation (Rs. In Lacs)	696.04	(103.55)

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited

Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 28th May 2025
UDIN : 25081585BMLDYT4580

Anjali Modgil
Company Secretary
M.No. FCS9650

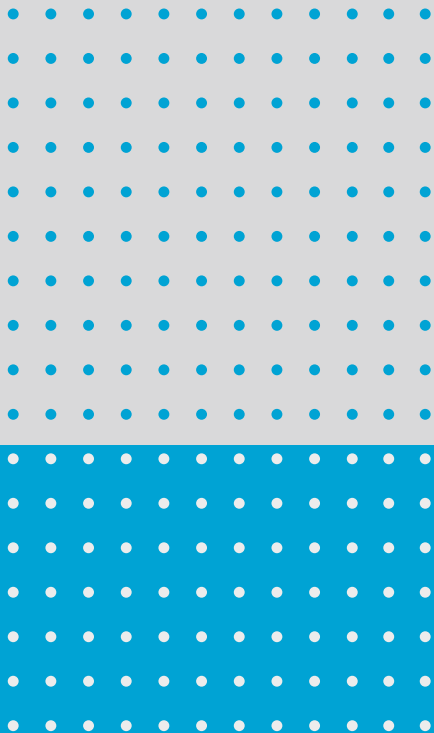
Hans Raj Kapoor
Chief Financial Officer
DIN : 00607290

S.K. Sharma
Director
DIN : 00402712

Dinesh Oswal
Managing Director
DIN : 00607290



*Glimpse of CSR Projects undertaken
by Oswal Foundation*



NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED

NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED
375, Industrial Area-'A', Ludhiana-141003
CIN: L45202PB2006PLC029968
Website: www.ownnahar.com