

25<sup>th</sup> August, 2025

To,  
Corporate Relationship Department,  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001

**Scrip Code: 508969 (SULABEN), ISIN: INE673M01029**

**Subject: Notice of 42<sup>nd</sup> Annual General Meeting & Annual Report for the financial year 2024-25**

Dear Sir/ Madam,

The Annual Report for the financial year 2024-25, including the notice convening 42<sup>nd</sup> Annual General Meeting of the Members of the Company scheduled to be held on Saturday, September 20, 2025 at 12:00 p.m. (IST) through Video Conference /Other Audio Visual means is enclosed.

The Annual Report including AGM Notice are also available on the Company's website at <https://www.sulabh.org.in/Investors>

Direct Link to access Annual Report: <https://www.sulabh.org.in/upload/PDF/00000402.pdf>

Direct Link to access Notice of AGM: <https://www.sulabh.org.in/upload/PDF/00000403.pdf>

Further the cut-off date for the purpose of determining shareholder for E-Voting is 12<sup>th</sup> September, 2025 and Book closure will start from 13<sup>th</sup> September, 2025 and will end on 20<sup>th</sup> September, 2025.

E-voting will start from 17<sup>th</sup> September, 2025 (09:00 A.M) till 19<sup>th</sup> September, 2025 (05:00 P.M).

This is for your information and record please.

Thanking you,

Yours faithfully,

**For Sulabh Engineers and Services Limited**

**Tauheed Ahmad**  
**Company Secretary & Compliance Officer**  
**(Membership No.: A74592)**

Encl.: As above.

# ANNUAL REPORT (2024-25)



**SULABH ENGINEERS AND**  
**SERVICES LIMITED**

Forty Second Annual Report (2024-25)



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## COMPANY OVERVIEW

Sulabh Engineers and Services Limited ("the Company") is an RBI-licensed and BSE-listed NBFC, established in April 1983 with the mission to provide inclusive financial services to individuals and organizations across a diverse spectrum of society. Innovation and financial inclusion are at the core of our business. We have empowered India's growing mass affluent and middle-class population with access to a wide range of financial services, helping them realize their aspirations.

Sulabh Engineers and Services Limited offers a variety of financial products, including loans for business expansion, working capital, equipment and machinery purchases, term loans against property, and loans for acquiring commercial property. We have built strong partnerships with leading banks and financial institutions to manage asset collateral and securitization effectively. Over the past three decades, our growth has been fueled by a steadfast commitment to customer service, transparent business practices, secure financial policies, and a loyal customer base. Our financial services are tailored to meet the unique needs of our customers, embodying our philosophy of putting people first.

This customer-centric approach has brought us closer to the grassroots, making us the preferred choice for serving and empowering people. Our journey of success is marked by transparency and a strong sense of community, reflected in the loyalty of our customers. We are dedicated to providing project financing, managerial expertise, and other inputs to ensure efficient service delivery. The Company offers a comprehensive range of services, including financial services, project development and management, investment, project financing, asset management, corporate advisory and back-office support.

We are committed to being a complete financial solution partner for our customers, delivering high-quality service and innovative products that add value to their financial journey.

## **CORPORATE PROFILE**

### **Margin Financing**

- Financing the long-term component of working capital needs.

### **Asset Financing**

- Providing financing to a client for asset acquisition, using the acquired asset as collateral. This acquisition funding can also be structured as bridge financing, with the financing subsequently transferred to other lenders.

### **Promoter Funding**

- Financing against promoter's shareholding for capital investment aimed at business expansion and diversification.
- Structured debt financing solutions.
- Financing based on specific cash inflows or assets, allowing for customized financing structures tailored to business needs.

### **Stressed Assets Funding**

- Revitalizing stressed assets through debt financing or hybrid financing structures.

## Different types of SME loans offered by the Company

### **Business or Capacity expansion Loan**

- Sulabh supports the growth of micro and small enterprises, enabling them to seize business opportunities in a thriving economy. Our Business Loans cater to diverse needs, from working capital for inventory and production to financing capital expenditures.

### **Term Loans against Property**

- Property is a valuable asset that can provide quick access to funds when needed. Leveraging your property can secure the financing necessary to drive your business forward and enhance growth.

### **Product Offerings**

- ❖ Term Loans Secured by Residential and Commercial Property
- ❖ Term Loans for the Purchase of Commercial and Industrial Property
- ❖ Term Loans Secured by Commercial Property Rentals

### **Purchase of Equipment and Machinery Loan**

- Leverage our financing solutions to acquire essential equipment and machinery for your business. Our tailored SME loans are crafted to meet your specific requirements, whether you need equipment leasing or refinancing options.

### **Working Capital Loans**

- No business can operate effectively without the right financial support. Our working capital loans are designed to meet your day-to-day business needs. With our simple and convenient loan options, we help ensure your business runs smoothly.

## Message from Managing Director

**Dear Shareholders,**

"I am pleased to present the Annual Report for **Sulabh Engineers and Services Limited** for the financial year 2024-25. This year has been marked by significant progress underpinned by our commitment to financial inclusion and innovation. Despite the challenges, Sulabh has demonstrated growth. Our diversified portfolio, strategic partnerships, and prudent risk management have enabled us to expand our reach and impact. We have successfully grown our book size and enhanced shareholder's value

### About Global Economy: A Perspective from the NBFC Sector

The global economic landscape continues to face a series of challenges—from rising interest rates, inflationary pressures, and geopolitical tensions to supply chain disruptions and shifting trade dynamics. Despite this, the **NBFC sector has demonstrated remarkable resilience**, adapting quickly to changing environments and evolving expectations.

In recent years, NBFCs have become critical players in the financial ecosystem, especially in emerging markets like India. Amid global headwinds, they have shown strength through **diversification of lending portfolios, digital transformation, and stronger credit assessment practices**. As traditional banking institutions faced limitations in reaching underserved or unbanked populations, NBFCs stepped in with innovative, tech-enabled financial products, helping maintain credit flow even during periods of economic uncertainty.

Post-pandemic, NBFCs experienced both setbacks and recovery. While liquidity constraints, asset quality deterioration, and increased regulatory scrutiny tested their stability, the sector rebounded through **restructuring measures, focused lending, and use of data analytics**. Globally, NBFCs have started to re-establish investor confidence, evident through stable credit ratings, increased disbursement volumes, and improved collection efficiencies.

In India, the Reserve Bank of India's (RBI) calibrated regulatory tightening under the **scale-based regulation framework** has aimed to bring NBFCs closer to the regulatory standards of banks. This has not only enhanced systemic stability but also positioned NBFCs for sustainable growth in a globally integrated economy. Companies in this sector are now focusing more on **risk management, transparency, and governance**, in tune with international benchmarks.

As the global economy gradually stabilizes, NBFCs are expected to play a vital role in financing small businesses, expanding access to credit in rural and semi-urban regions, and supporting inclusive economic growth. With their agility, customer-centric approach, and increasing digitization, NBFCs are not just surviving global economic turbulence—they are moving forward with renewed strength and strategic clarity.

In essence, the story of the NBFC sector is one of resilience in motion—an evolving sector that continues to adapt, innovate, and lead amid a shifting global economic order.

Financial year 2024-25 was a great year for the company. As an NBFC that plays a vital role in India's financial system, our company serves as a crucial link in the broader financial network, catering to a wide market. It is well-established that NBFCs have become key lenders to both businesses and individuals. In lending, NBFCs are generally seen as complementary to banks, often providing a better range of products and services to their customers. By all measures, our company's performance during the year under review has been outstanding. In this reporting year, the company recorded a net profit of Rs. 164.09 Lakhs on standalone basis and 325.91 Lakhs on consolidated basis.

Sulabh has been able to complete its successful, productive and innovation filled years because of our stakeholders and for many more decades to come, I appeal to all my colleagues and all our stakeholders to continue their love, trust, kindness & friendship and let us all stay together to achieve new heights.

I extend my heartfelt gratitude to our dedicated team, our esteemed Board of Directors, and our shareholders for their continued trust and support. I am very much thankful to all our clients, who believe in us. All our stakeholders, partners and patrons on this journey have been very kind and helpful in extending their support. Together, we will continue to embrace new opportunities and achieve great success. Our dreams to fulfill other's dream and support many to start their dreams will become true one day."

Regards

S/d-

**Vimal Kumar Sharma**

**(Managing Director)**

**(DIN: 00954083)**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

#### **Mr. Vimal Kumar Sharma**

*Managing Director*

Mr. Vimal Kumar Sharma is an experienced businessman with over 35 years of experience in the securities market and financial investments. He is highly skilled in making strategic financial and investment decisions for the company. Mr. Sharma was appointed as Managing Director on October 13, 2020.

#### **Mrs. Seema Mittal**

*Director and Chief Financial Officer*

Mrs. Mittal is a business consultant with expertise in corporate finance and investment banking. She also possesses a strong understanding of the legal aspects of business matters. She has effectively utilized her knowledge and experience to drive the company's growth.

#### **Mr. Deepak Agarwal**

*Independent Director*

Mr. Deepak Agarwal is an experienced businessman with extensive expertise in the field of Education and Finance.

#### **Mrs. Amanpreet Kaur**

*Independent Director*

Mrs. Amanpreet Kaur is qualified Company Secretary having an experience of more than 6 years in the field of secretarial and compliance domain. She has worked in finance, pharmaceuticals industries and having extensive knowledge in NBFC niche. She has effectively infuse her expertise to drive the company's growth.

#### **C.A. Vijay Kumar Jain**

*Independent director*

Mr. Vijay Kumar Jain is a qualified Chartered Accountant with over 20 years of experience in capital markets and financial advisory services. He has extensive expertise in the financial sector and credit administration. He was appointed as a Non-Executive Independent Director on the Board of the Company.

**Chief Financial Officer**

Mrs. Seema Mittal

**Company Secretary & Compliance Officer**

Mr. Tauheed Ahmad

**Statutory Auditor**

Ranjit Jain & Co.  
(Chartered Accountants)  
Diamond Heritage, Unit  
H-605A, 16, Strand Road, 6th Floor,  
Kolkata-700001

**Bankers**

Union Bank of India, Main Branch, Kanpur  
Kotak Bank, Govind Nagar Branch, Kanpur  
AU Small Finance Bank, Branch, Kanpur

**Secretarial Auditor**

Mr. Gopesh Sahu  
205-A, Anand Tower, 117/K/13,  
Sarvodaya Nagar,  
Kanpur – 208025, Tel- 0512-2502455

**Stock Exchange Listed**

Bombay Stock Exchange  
BSE Scrip Code: 508969,  
ISIN: INE673M01029

**Registered Office**

206, 2<sup>nd</sup> Floor, Apollo Complex Premises, Cooperative Society Ltd.,  
R.K. Singh Marg, Parsi Panchayat Road, Andheri (E),  
Mumbai – 400069  
Tel – 022-67707822  
Email- [sulabheng22@gmail.com](mailto:sulabheng22@gmail.com) , [Sulabhinvestorcell@gmail.com](mailto:Sulabhinvestorcell@gmail.com)

**Corporate Office**

Cabin No. 365 & 366 Padam Tower-II 3<sup>rd</sup> Floor,  
14/113, Civil Lines, Kanpur  
Tel - +91 8353917112

**Corporate Identity Number (CIN)**

L28920MH1983PLC029879

**Registrar and Share Transfer Agent**

Skyline Financial Services Private Limited  
D-153-A, 1<sup>st</sup>Floor, Okhla Industrial Area,  
Phase I, New Delhi- 110020  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

**E-Mail id & Contact No. for Investors**

**E- Mail id:** [sulabheng22@gmail.com](mailto:sulabheng22@gmail.com) , [Sulabhinvestorcell@gmail.com](mailto:Sulabhinvestorcell@gmail.com)

**Contact No.:** +91 6393561757

**Website:** <https://www.sulabh.org.in/>

# **Management Discussions & Analysis**

## **Sulabh Engineers and Services Limited – An Overview**

Sulabh Engineers and Services Limited offers credit solutions to customers all across India. We have emerged as a trusted partner in creating transformative experiences and lasting impressions in customers' lives.

Sulabh Engineers and Services Limited is a prominent Non-Banking Finance Company (NBFC) positioned for growth as the sector undergoes significant reforms. Over the past four decades, we have established a strong reputation for quality, craftsmanship, and expertise. Our rapid growth has been driven by a commitment to exceptional customer service, transparent business practices, secure financial policies, and a trusted customer base. As a leading financial enterprise with a rich business history, Sulabh is founded on inclusion and sustainability, helping us unlock value for generations to come. Our presence spans across the agrarian heartlands of rural India to its vibrant, cosmopolitan metros where we set wings to aspirations.

At Sulabh, we are committed to meeting our customers at every touch point of their financial journey so that they get to explore unlimited possibilities through us. We recognize that businesses with solid track records and promising futures often need short- to medium-term financing to support expansion or acquire new assets. To address these needs, we offer flexible and seamless financial solutions, providing quick access to capital for business growth. We view Investor Relations as a cornerstone of our strategy, focusing on fostering transparent, open, and long-term relationships with our stakeholders. Our aim is to support your businesses growth through reliable financing options and strategic financial management.

## **Industry Overview**

Financial Year 2024–25 marked a phase of strong NBFC growth, regulatory recalibration, and rapid technological adoption. The road ahead promises steady expansion—anchored in retail and rural lending—while navigating asset quality risks and growing compliance complexity. NBFCs that adeptly balance growth with digital transformation and strategic funding will cement their role as key enablers of India's financial inclusion and development journey. Brief overview for the industry is bifurcated below:

## **Sector Performance, Funding, Technological & Market Trends**

- **Growth and profitability:**
  - NBFC assets grew robustly, with aggregate credit nearing ₹52 trillion by Dec 2024 and projected to surpass ₹60 trillion by FY 2026.
  - Rapid loan book expansion has stressed profitability—especially in microfinance, where profit margins plunged ~95% in FY25.

- **Asset mix:**
  - Retail loans dominated NBFC portfolios—comprising ~58% of total credit and expanding at ~23% CAGR (FY 23–24), though projected to slow to 16–18% in FY 25–26.
  - Two-wheeler financing (65% NBFC-led) and vehicle/home loans remain strong pillars.
- **Funding sources:**
  - NBFCs are rebalancing away from short-term commercial paper as banks re-enter consumer lending, aided by lighter risk weights. Tighter liquidity means rising reliance on capital markets and offshore debt—especially among larger NBFCs—amid higher funding costs.
- **Digital transformation:**
  - NBFCs are ramping up AI, ML, and Big Data to improve credit appraisal, risk management, fraud detection, and customer experience.
  - Deepening fintech partnerships—with platforms like ONDC, Account Aggregator, and OCEN—enables API-driven lending, plug-and-play credit origination, and expanded reach.
- **Emerging segments:**
  - Green finance (e.g., EV loans, sustainable housing) is gaining momentum due to policy support.
  - Blockchain, DeFi, open banking, and CBDC pilots are laying groundwork for innovation in credit delivery and transparency.

#### **India: Leading the Way – NBFC Sector Perspective for FY 2024–25**

As the global economy seeks direction amid uncertainty, **India has emerged as a beacon of growth and stability**, and the Non-Banking Financial Company (NBFC) sector is playing a pivotal role in this journey. In FY 2024–25, the NBFC industry in India continues to demonstrate strong momentum, reinforcing the country's leadership position in driving financial inclusion, supporting MSMEs, and enabling credit access across diverse segments of the population.

NBFCs have steadily expanded their footprint across urban and rural landscapes, helping bridge the credit gap where traditional banks have limited reach. In FY 2024–25, this role has deepened further. With the economy projected to grow at over 7%, NBFCs are aligning their strategies with national priorities—focusing on micro-lending, vehicle finance, housing loans, education financing, and small-ticket business loans. This has not only spurred entrepreneurship and consumption but also ensured more inclusive economic growth.

Technology has become a game-changer for the sector. Most NBFCs have embraced **digital lending models**, automated loan processing systems, and AI-based credit assessment tools to improve reach and reduce turnaround times. FY 2024–25 marks a significant increase in digital disbursements and collections, especially in Tier II and Tier III cities, helping NBFCs scale efficiently while maintaining portfolio quality.

Regulatory clarity and confidence-building measures by the **Reserve Bank of India (RBI)**, especially the continued implementation of the **Scale-Based Regulation (SBR)** framework, have improved governance, risk oversight, and transparency across the sector. Larger NBFCs are now better capitalized, with improved asset-liability management practices and greater emphasis on customer protection.

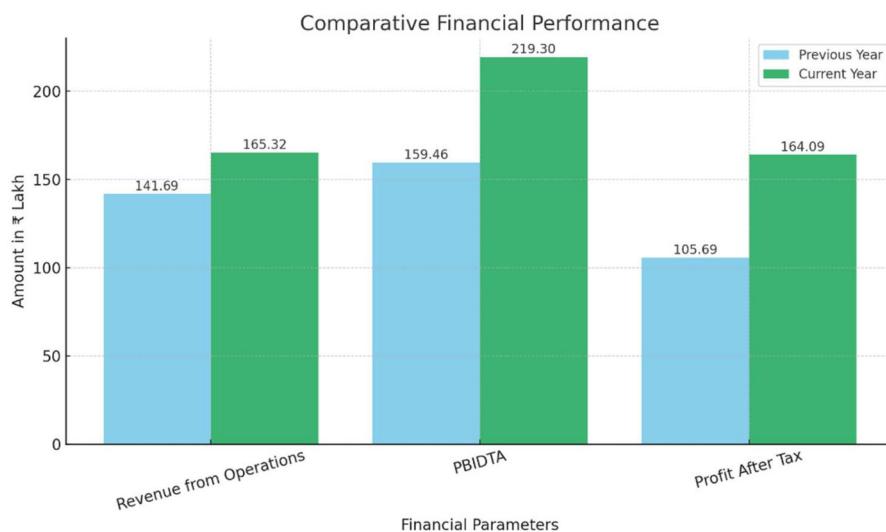
Despite rising interest rates and inflationary challenges globally, Indian NBFCs have remained resilient, aided by a growing domestic demand base, improved borrower sentiment,

and access to diversified funding sources. Credit growth in the NBFC sector for FY 2024–25 is expected to exceed 12–14%, driven by retail lending and robust recovery performance.

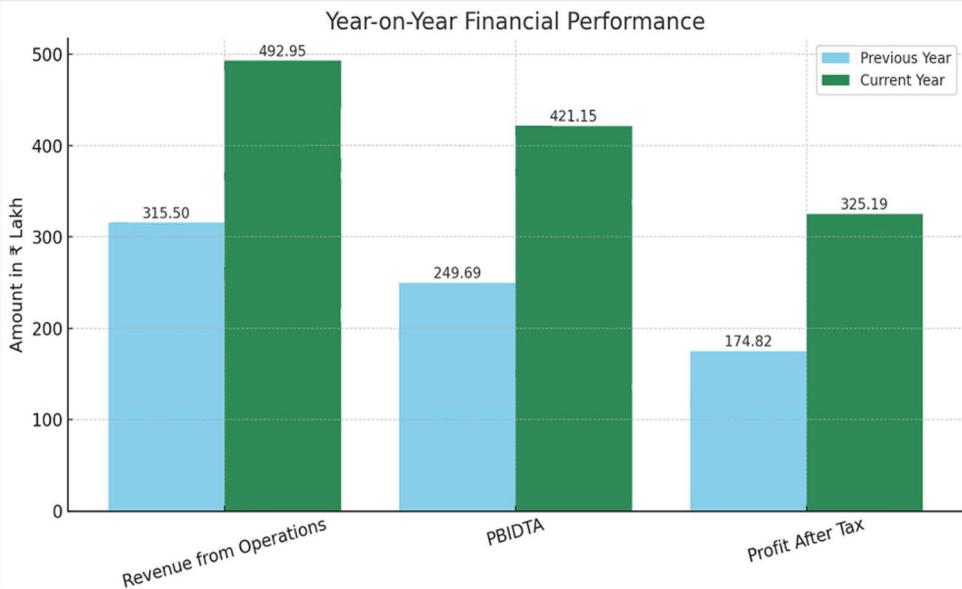
In conclusion, **India is indeed leading the way**—and NBFCs are at the heart of this transformation. With their adaptability, digital-first approach, and deep grassroots reach, NBFCs are not just financial institutions; they are agents of progress in India's growth story for FY 2024–25 and beyond.

### Financial Performance of the Company

During the current financial year as per standalone financials, the Company has demonstrated notable improvement in its financial performance, marked by steady growth across all key indicators. The Total Revenue from Operations rose to ₹165.32 lakh, reflecting a healthy increase from ₹141.69 lakh in the previous year. This growth is indicative of enhanced business activity, improved market outreach, and sustained customer engagement. The Profit Before Interest and Depreciation (PBIDTA) also witnessed a significant rise, reaching ₹219.30 lakh as compared to ₹159.46 lakh in the previous year, underscoring better operational efficiency and cost management. Furthermore, the Company's Profit After Tax (PAT) has grown remarkably, standing at ₹164.09 lakh, up from ₹105.69 lakh in the prior year. This improvement in net profitability highlights the Company's continued focus on financial discipline, prudent decision-making, and value creation for stakeholders. Overall, these figures reflect the Company's strong and stable financial footing, and its commitment to sustained growth.



As per the consolidated financials, the Company witnessed significant growth in its financial performance across key metrics. The Total Revenue from Operations saw a robust increase, rising to ₹492.95 lakh as compared to ₹315.50 lakh in the previous year, reflecting improved operational efficiency and market performance. The Profit before Interest and Depreciation (PBIDTA) also registered a substantial jump, reaching ₹421.15 lakh in the current year, up from ₹249.69 lakh last year. This increase is indicative of better cost management and higher margins on revenue. Moreover, the Profit After Tax (PAT) surged to ₹325.19 lakh, marking a strong growth from ₹174.82 lakh in the preceding year. This rise in profitability showcases the Company's ability to sustain earnings growth while optimizing operational costs, ultimately resulting in enhanced value creation for stakeholders.



### **Risk and Concerns**

The Company faces a variety of risks, including credit risk, interest rate risk, liquidity risk, market risk, and operational risk. In previous financial years, the Company experienced losses primarily due to loans that were classified as sub-standard assets and, due to non-repayment, were reclassified as non-performing assets (NPAs). This significantly impacted the Company's performance. However, in the current financial year, the Company has successfully rebounded and achieved profitability.

To manage these risks, the Company has implemented a robust risk management framework. This framework is designed to identify, assess, and address business risks and opportunities effectively. The Company understands the importance of managing these risks to protect shareholder and stakeholder interests, achieve business objectives, and foster sustainable growth. The risk management process involves the prompt identification of risks and the development of action plans to mitigate them. These plans are continuously monitored to ensure that risks are managed appropriately.

A strong governance framework supports this risk management approach. The Board of Directors and its committees are responsible for approving risk strategies and delegating credit authorities. The Company employs rigorous underwriting practices and ongoing risk monitoring to maintain portfolios within acceptable risk levels. Effective risk management involves proactive measures rather than reactive responses, aiming to influence future business events and minimize the likelihood and impact of potential risks.

In the broader context of the financial sector, the execution of risk management techniques is crucial for ensuring that business models remain viable and compliant with evolving regulatory requirements. The growth of Non-Banking Financial Companies (NBFCs) has been a significant aspect of the banking sector's evolution. NBFCs play a critical role in distributing financial services, particularly in underserved areas. The Reserve Bank of India (RBI) and the Ministry of Finance have introduced various initiatives to support borrowers and institutions during challenging times. Nonetheless, it remains the responsibility of each institution to proactively address and mitigate anticipated risks to ensure continued stability and success in their operations.

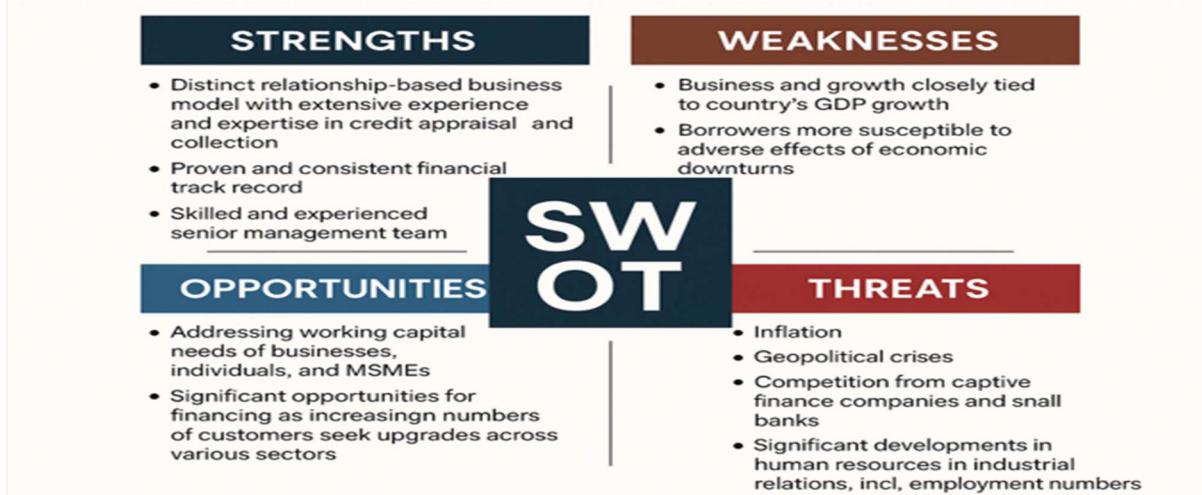
## **Internal Control System & its Adequacy**

The Company recognizes the critical importance of a strong internal control system for its overall health. Internal control is a fundamental pillar of governance, offering management operational freedom within a framework of checks and balances. Sulabh Engineers and Services Limited has established a comprehensive internal control framework tailored to its business's nature, size, and risks. This framework includes a clear organizational structure, documented policies, an authority matrix, and controls that ensure operational efficiency, adherence to internal policies and legal requirements, and protection of resources.

The Company maintains effective internal financial controls over reporting, ensuring accurate and reliable financial information. Its internal control environment supports operational efficiency, asset security, fraud prevention, and accurate accounting records. Internal audit reports are submitted to the Audit Committee and are also reviewed by the Managing Director.

Additionally, the Company has implemented a risk-based internal audit policy. This policy aims to identify critical business processes and controls, evaluate their effectiveness, and provide recommendations for improvements. The goal is to enhance business processes and internal controls, ensuring robust oversight and continual enhancement of operational efficiency.

### **SWOT Analysis**



Strengths	Weaknesses
<ul style="list-style-type: none"> <li><b>Distinct Relationship-Based Business Model</b> The company operates on a relationship-driven business approach, enabling personalized financial solutions backed by extensive experience in credit appraisal and collections. This model not only enhances customer loyalty but also strengthens risk management capabilities.</li> <li><b>Proven and Consistent Financial Performance</b> Over the years, the company has demonstrated a stable and consistent financial track record, reflecting its operational efficiency, prudent financial management, and strategic growth initiatives.</li> <li><b>Experienced Senior Management Team</b> The company benefits from a highly skilled leadership team with deep industry knowledge and expertise across critical financial domains. Their strategic decision-making and operational oversight play a pivotal role in driving sustainable growth.</li> <li><b>Robust Institutional and Market Relationships</b> Strong and enduring relationships with public sector units, private entities, and institutional clients position the company advantageously within the competitive landscape. These connections facilitate consistent deal flow and expansion opportunities.</li> </ul>	<ul style="list-style-type: none"> <li><b>Dependence on National Economic Growth</b> The company's business expansion and revenue generation remain significantly influenced by the overall economic performance of the country. Economic slowdowns directly impact lending volumes and asset quality.</li> <li><b>Vulnerability of Borrower Segment</b> A considerable portion of the borrower base, particularly MSMEs and individual borrowers, is more susceptible to adverse macroeconomic conditions, exposing the company to heightened credit risk during downturns.</li> </ul>
Opportunity	Threats
<ul style="list-style-type: none"> <li><b>Expanding Demand for Working Capital Financing</b> There is a significant market opportunity to address the working capital needs of businesses, individuals, and the MSME sector. With limited access to traditional banking channels, these segments seek alternative financing solutions, positioning the company for growth.</li> <li><b>Growing Customer Base Seeking Upgrades and Financing Solutions</b> Rapid sectoral advancements and increasing consumer aspirations are driving demand for credit products across industries. The company can leverage this trend by expanding its product offerings to meet the diverse financing needs of new and existing customers.</li> </ul>	<ul style="list-style-type: none"> <li><b>Inflationary Pressures</b> Persistent inflation can erode consumers' purchasing power and increase operational costs, thereby reducing credit uptake and potentially impacting the company's profitability.</li> <li><b>Rising Competition</b> The financial services sector is witnessing increased competition from captive finance arms of large corporations and small banks that offer specialized and competitive lending products, posing a threat to market share.</li> <li><b>Human Resource and Industrial Relations Challenges</b> Developments in human resources, such as changes in employment patterns or challenges in talent retention, could impact operational efficiency. Industrial relations, if not effectively managed, could also lead to disruptions in business continuity.</li> </ul>

## Outlook

In recent years, the future of NBFCs is witnessing good growth in consumer lending. The liquidity position has improved and is gradually coming back to normal. In the future also, NBFCs will play a crucial role in economic development and in financial inclusion.

### **Segment Wise Performance:**

Our Company is dealing with only one Segment i.e., providing Financial and Insurance Services. There is no other segment in the Company.

### **Calculations of Ratios of Standalone Financials for the year ending March, 31, 2025:**

<u>S.No.</u>	<u>Ratios</u>	<u>March, 31, 2025</u>	<u>March, 31, 2024</u>
		<u>Ratios</u>	<u>Ratio</u>
1	<b>Current Ratio</b>	<b>13.05</b>	<b>16.13</b>
2	<b>Debt- Equity Ratio</b>	<b>0.06</b>	<b>0.05</b>
3	<b>Debt-Service Coverage Ratio</b>	<b>4.57</b>	<b>0.00</b>
4	<b>Return on Equity Ratio</b>	<b>0.06</b>	<b>0.04</b>
5	<b>Inventory Turnover Ratio</b>	-	-
6	<b>Trade Receivable Turnover Ratio</b>	<b>0.08</b>	<b>0.07</b>
7	<b>Trade Payable Turnover Ratio</b>	-	-

### **Calculation of Ratios of Consolidated Financials for the year ending March, 31, 2025:**

<u>S.No.</u>	<u>Ratios</u>	<u>March, 31, 2025</u>	<u>March, 31, 2024</u>
		<u>Ratios</u>	<u>Ratios</u>
1	<b>Current Ratio</b>	<b>9.97</b>	<b>10.50</b>
2	<b>Debt-Equity Ratio</b>	<b>0.05</b>	<b>0.03</b>
3	<b>Debt Service Coverage Ratio</b>	<b>4.63</b>	<b>1.73</b>
4	<b>Return on Equity Ratio</b>	<b>0.07</b>	<b>0.04</b>
5	<b>Inventory Turnover Ratio</b>	-	-
6	<b>Trade Receivable Turnover Ratio</b>	<b>0.29</b>	<b>0.25</b>
7	<b>Trade Payable Turnover Ratio</b>	-	-

### **Disclosure of Accounting Treatment:**

In the preparation of the financial statements, the Company has followed the applicable Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the notes to the financial statements.

## **Future Plans**

The Company continues to make steady progress by focusing on practical and people-centered strategies. One key area of improvement has been the smarter use of information and insights while giving out loans and ensuring timely repayments. By closely studying patterns and behaviors, the team has been able to make better decisions, reduce risks, and speed up the overall process, benefiting both the Company and its customers.

In addition, efforts have been made to further strengthen the Company's position in the market. This includes enhancing trust, building a strong reputation, and staying ahead through consistent performance and reliability.

Most importantly, the Company places a strong emphasis on maintaining long-lasting relationships with its borrowers. By focusing on their needs, offering support when required, and ensuring smooth communication, the Company has been able to earn their loyalty and trust — which is essential for continued growth and success.

The board has determined the following plans to achieve its corporate goals:

Effective use and implementation of data analytics in the process of loan disbursement and loan recovery.

Further strengthening the leadership position

Maintaining borrower's loyalty through winning relationship

## **Strategies for Continued Growth and Success**

The Company continues to make steady progress by focusing on practical and people-centered strategies. One key area of improvement has been the smarter use of information and insights while giving out loans and ensuring timely repayments. Efforts have also been made to strengthen the Company's position in the market. Most importantly, the Company places a strong emphasis on maintaining long-lasting relationships with its borrowers.



Effective use and implementation of data analytics in the process of loan disbursement and loan recovery



Further strengthening the leadership position



Maintaining borrower's loyalty through winning relationships

## **Material developments in Human Resources / Industrial Relations front**

During the year under the review i.e. 2024-25 there being no material developments in the Human Resources and industrial relation front of the company.

## **Financial Performance with Respect to Operational Performance**

During the current year, the Company has shown encouraging progress in its overall performance. This improvement is not only visible in the way the Company has managed its operations but also in how it has translated those efforts into positive financial outcomes. The steady upward trend reflects a well-aligned strategy, consistent efforts by the team, and a growing connection with the market and customers.

The increase in business has been supported by wider outreach and deeper engagement with clients. This has helped the Company strengthen its position in the market, with operations becoming more robust and streamlined over time. The results achieved point to more efficient handling of resources, better planning, and an ability to adapt to changing business conditions without compromising on quality or service delivery.

The Company's focus on maintaining a disciplined and thoughtful approach has clearly paid off. Its ability to manage costs effectively, improve internal processes, and make timely and prudent decisions has all contributed to the overall positive outcome. There has also been a clear emphasis on creating long-term value for everyone associated with the Company — be it customers, employees, or other stakeholders.

Overall, the operational performance has laid a strong foundation that supports the Company's financial well-being. The harmony between day-to-day operations and broader financial goals suggests that the Company is not only performing well at present but is also well-prepared to continue growing in the future.

## **Cautionary Statement**

This report is based on the current situation, past experience, and information available to the company about its business, along with assumptions regarding the economic and industrial environment, governmental policies, and other regulatory factors. The company's performance is significantly influenced by these factors. Readers should review this report alongside the financial statements and accompanying notes. Future performance may be materially impacted by changes in these factors, which are beyond the company's control, and may alter the views expressed or inferred from this report. Therefore, investors are encouraged to make their own independent assessments, considering all relevant factors, before making any investment decisions.

## **DIRECTOR'S REPORT**

Dear Stakeholders,

Board of Directors is privileged to present with great honor, this 42<sup>nd</sup> Annual Report together with Audited statement on the business and operations of the company for the year ended on 31<sup>st</sup> March, 2025.

### **FINANCIAL RESULTS (STANDALONE): (in Lakhs)**

<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
Revenue from Operations	165.32	141.69
Impairment of Financial Instrument	30.85	(2.69)
Other Income	116.08	81.15
Total Income	<b>281.40</b>	<b>222.84</b>
<b>Profit/(Loss) Before Interest &amp; Dep.</b>	<b>219.30</b>	<b>159.46</b>
Less: Interest	7.61	0.39
Less: Depreciation	3.41	4.39
<b>Profit / (Loss) Before Tax</b>	<b>208.28</b>	<b>154.67</b>
Less: Current Tax	58.34	40.00
Less: Deferred Tax	(9.66)	2.85
Less: Prior Period Tax	(4.49)	6.14
<b>Net Profit After Tax</b>	<b>164.09</b>	<b>105.69</b>

### **RESULTS OF OPERATIONS AND STATE OF AFFAIRS (STANDALONE)**

The highlights of the performance during the year under review are as under:

- Total Revenue from Operations increased in current year to Rs. 165.32 Lakh (as compare to Previous Year Rs. 141.669 Lakh)
- Profit Before Interest & Dep. increased to Rs.219.30 Lakh (as per Previous year Rs. 159.46 Lakh)
- Profit after tax of the Company is also increased in the current financial year which amounts to Rs. 164.09 Lakh as compared to previous year Rs. 105.69 Lakh.
- Net worth of the Company has increased from 2710.28 Lakh in FY 2023-24 to 2874.37 Lakh in FY 2024-25

### **FINANCIAL RESULTS (CONSOLIDATED): (in Lakhs)**

<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
Revenue from Operations	492.95	315.50
Other Income	117.09	81.64
Total Income	610.05	397.14
<b>Profit/(Loss) Before Interest &amp; Dep.</b>	<b>421.15</b>	<b>249.69</b>
Less: Interest	42.04	17.32
Less: Depreciation	11.13	13.02
<b>Profit / (Loss) Before Tax</b>	<b>367.99</b>	<b>219.35</b>
Less: Current Tax	58.34	40.00
Less: Deferred Tax	(11.05)	1.26
Less: Prior Period Tax	(4.49)	3.26
<b>Net Profit After Tax</b>	<b>325.19</b>	<b>174.82</b>

### **RESULTS OF OPERATIONS AND STATE OF AFFAIRS (CONSOLIDATED)**

The highlights of the performance during the year under review are as under:

- Total Revenue from Operations increased in current year to Rs.492.95 Lakh (as compare to Previous year Rs. 315.50 Lakh)
- Profit before Interest & Dep. Increased to Rs. 421.15 Lakh (as compare to previous year Rs. 249.69 Lakh).
- Profit after tax of the Company increased in the current financial year which amounts to Rs. 325.19 Lakh (as compared to previous year Rs. 174.82 Lakh).
- Net worth of the Company has increased from 3300.29 Lakh in FY 2023-24 to 3593.01 Lakh in FY 2024-25

### **SHARE CAPITAL**

The paid-up equity capital as on March 31, 2025 was Rs.10,04,75,000/- . During the year under review, the Company has not issued shares with differential voting rights nor has issued any sweat equity. As on March 31, 2025, none of the Directors of the Company hold any convertible instruments of the Company.

### **DIVIDEND**

It was decided by the Board not to declare any dividend during the year under review.

### **DEPOSITS**

During the year under review, the Company has neither invited nor accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 (“the Act”) read with the Companies (Acceptance of Deposits) Rules, 2014.

## **TRANSFER TO RESERVES**

The Company transferred an amount of Rs. 32.82 Lakh/- to the Special Reserves under section 45-IC of RBI Act, during the year.

## **CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated and Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards as notified under Sections 129 and 133 of the Act read with the Companies (Accounts) Rules, 2014, as amended and other relevant provisions of the Act. In accordance with the provisions of the Act, applicable Accounting Standards, the SEBI Listing Regulations, the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, together with the Auditors' Report form part of this Annual Report.

The Audited Financial Statements (including the Consolidated Financial Statements) of the Company as stated above and the Financial Statements of the Subsidiaries of the Company, whose financials are consolidated with that of the Company, are available on the Company's website at <https://www.sulabh.org.in/Investors>.

A statement containing the silent features of the financial statement of the subsidiary in the prescribed Form AOC-1 are annexed as "**Annexure- 2**".

## **SUBSIDIARY COMPANIES**

As on March 31, 2025 the Company has one subsidiary, M/s "Venkatswamy Mining and Estates Private Limited" the corporate details of the company is given below:

Details of the Subsidiary	
Name	Venkatswamy Mining and Estates Private Limited
CIN	U01131DL2012PTC238155
Date of Incorporation	27-06-2012
Holding percentage	51 %
Name of Statutory Auditor	Kamal Gupta Associates (FRN: 000752C), Reappointed on 24.09.2023

Web link of website for Policy for determining material subsidiary:  
<https://www.sulabh.org.in/upload/PDF/00000062.pdf>

Provisions of Regulations 24 and 24A of SEBI Listing Regulations, with reference to Subsidiaries were duly complied to the extent applicable.

The audited financial statements, the Auditors Report thereon and the Board's Report for the Company's subsidiary for the year ended March 31, 2025 are available on the website of the Company.

(The name of subsidiary changed from Rodic Coffee Estates Private Limited to new name as “Venkatswamy Mining and Estates Private Limited w.e.f. 29<sup>th</sup> April, 2024)

#### Material Subsidiaries

As required under Regulations 16(1)(c) of the SEBI Listing Regulations, the Board has approved and adopted the Policy for determining Material Subsidiaries. The Policy is available on the Company’s website, Venkatswamy Mining and Estates Private Limited is the Material Subsidiaries (Un-Listed) of the Company as per Regulation 16(1)(c) of the SEBI Listing Regulations.

#### **LENDING OPERATIONS**

The Company is a Non-Banking Financial Company (“NBFC”) and is engaged in providing loans for Business or Capacity expansion, Working Capital loans, loans for Purchase of Equipment and Machinery, Term Loans against Property, personal loans, loans for Purchase of Commercial Property and other finance services.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, your Board of Directors states that:

- a) In preparation of the annual financial statements for the year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures from the same;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis;
- e) The Directors had laid down proper internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively;
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that the systems are adequate and are operating effectively.

#### **CORPORATE GOVERNANCE**

As was disclosed in the last year annual's report, The Company has been observing best governance practices and is committed to adhere to the Corporate Governance requirements on an ongoing basis. A separate section on Corporate Governance as stipulated under Part C of Schedule V and a certificate from the Practicing Company Secretary regarding compliance

of conditions of Corporate Governance, as stipulated under Part E of Schedule V of the SEBI (Listing Obligation and Discloser Requirements) Regulations, 2015 forms part of this Annual Report.

## **CORPORATE SOCIAL RESPONSIBILITY**

The Company does not meet the requirement of Section 135 of the Companies Act, 2013 for applicability of Corporate Social Responsibility and so the Company is not mandatorily required to contribute towards CSR for the financial year under review.

## **DEPOSITS FROM PUBLIC**

The Company being a non-deposit taking NBFC, has not accepted any deposits from the public during the year under review.

## **CHANGE IN NATURE OF BUSINESS**

The Company continues to operate in the same business and there is no change in the nature of business during the period under review. Furthermore there was no material changes in company impacting its operations.

## **STATUTORY COMPLIANCE**

The Company has complied with Ind AS as prescribed under section 133 of the Companies Act, 2013. The Company has also complied with the directions issued by RBI from time to time.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has a suitable and adequate Internal Control System which indeed is commensurate with the size, scale and complexity of its operations. Internal control systems are integral to Company's corporate governance framework. Internal Auditors report to the Chairman of the Audit Committee of the Board and ensure compliances with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of the company is duly constituted.

All the other directors except Mr. Vimal Kumar Sharma and Mrs. Seema Mittal are Independent and Non-Executive Directors and are not liable to retire by rotation. As Mr. Vimal Kumar Sharma is the Managing Director of the company therefore not liable to retire by rotation, therefore pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company Mrs. Seema Mittal retires by rotation at the ensuing Annual General Meeting and offers herself for reappointment.

The Nomination, Remuneration and Compensation Committee of the Company and the Board of Directors have recommended the re-appointment of Mrs. Seema Mittal retires to the shareholders at the ensuing AGM. The information required to be disclosed under Regulation

36(3) of the SEBI Listing Regulations in case of re-appointment of Mrs. Seema Mittal is provided in the Notice of the ensuing AGM.

During the year under the review Mrs. Amanpreet Kaur (DIN: 09711954) has been appointed as a Non-Executive – Independent Director w.e.f 14<sup>th</sup> of August 2024.

During the year under the review Mr. Vijay Kumar Jain (DIN: 08208856) has been re-appointed as Independent Director, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commenced from September 29, 2024.

During the year under the review, Mr. Rakesh Chand Agarwal (DIN: 03539915) has resigned from the post of Independent Director w.e.f from 7<sup>th</sup>, March 2025. Stating no material reason for the resignation.

During the Year under the review, Mrs. Rekha Kejriwal (Company Secretary and Compliance Officer) has tendered her resignation due to personal reasons on 15<sup>th</sup> of April, 2024 and consequently Mr. Amit Kumar Kanaujia has been appointed as Company secretary and Compliance Officer of the company w.e.f 16<sup>th</sup> of April, 2024

Change in Directors, Key Managerial Personnel and Senior Management after the closing of the financial year 2024-25:

Mr. Amit Kumar Kanaujia (Company Secretary and Compliance Officer) has tendered his resignation due to personal reasons from the post of Company Secretary and Compliance Officer with effect from closing of working hours on 13<sup>th</sup> of June, 2025.

Mr. Tauheed Ahmad has been appointed as a Company Secretary and Compliance Officer of the company with effect from 14<sup>th</sup> of June 2025.

**DECLARATION BY INDEPENDENT DIRECTOR(S)**

The Company has received declaration from all the Independent Directors that they meet with the criteria of independence as prescribed under Subsection (6) of Section 149 of the Companies Act, 2013 read with Rule 6 (1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time & Regulation 16 & 25 of the SEBI (Listing Obligation and Discloser Requirements) 2015.

During the year, all of Independent Directors convened a separate meeting without the presence of Non-Independent Directors and members of the management as per provisions of Clause VII of Schedule IV to the Companies Act, 2013. In that meeting of Independent Directors, performance of non-independent directors, Chairman and the Board as a whole were reviewed and evaluated.

**FORMAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES OF THE BOARD AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of 134(3)(p) of the Companies Act, 2013 and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually including Independent Directors as well as the evaluation of the

working of its Committees. The evaluation was carried on the basis of structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, level of engagement and participation, Board culture, execution and performance of specific duties, obligations and governance. The Board has expressed their satisfaction with the evaluation process.

In pursuant to Regulation 17(10) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of Independent Directors were done by the entire board of directors which includes –

- (a) Performance of the directors; and
- (b) Fulfillment of the independence criteria as specified in the regulations and their independence from the management.

### **COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Company has in force a Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013, the policy has been disseminated at the website of the company. The weblink for the same is <https://www.sulabh.org.in/Investors>.

### **FAMILIARIZATION PROGRAM**

The Company has adopted the Familiarization Programme to familiarize Independent Directors of the Company. On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company at [www.sulabh.org.in](http://www.sulabh.org.in)

### **AUDITORS AND AUDITORS' REPORT**

#### **Statutory Auditors**

During the year under review, on August 02, 2024, the Board of Directors, based on the recommendation of the Audit Committee, has appointed M/s Ranjit Jain & Co. Chartered Accountants (FRN: 322505E) as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s Satish Soni & Co. (FRN 109333W), the approval of the same has been taken from shareholders in duly convened Annual General Meeting held on 28<sup>th</sup> of September, 2024. M/s Satish Soni & Co., Chartered Accountants, resigned on 02<sup>nd</sup> August, 2024, from the designation of Statutory Auditor of the company citing the fact that due to personal reasons. The said appointment is pursuant to applicable provisions of the Companies Act 2013 and the SEBI Listing Regulations, 2015. The existing/outgoing Auditor has not raised any concern or issue and there is no reason other than as mentioned in their resignation letter. M/s Ranjit Jain & Co. Chartered Accountants.

The statutory auditors have confirmed they are not disqualified from being appointed as auditors of the Company. There is no qualification, reservation or adverse remark or disclaimer made in the Auditor's Report, needing explanations or comments by the Board. The Statutory Auditors have not reported any incident of fraud to the Audit Committee in the year under review against the Company by its officers or employees as specified under Section 143(12) of The Companies Act, 2013.

#### **Secretarial Auditor**

CS Gopesh Sahu, Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year 2024-2025 as required under section 204 of the Companies Act, 2013 and the rules there under. The Secretarial Audit report for the financial year 2024-25 forms part of the Annual Report as "Annexure 4" to the Board's Report.

The Secretarial Audit Report does not contain any qualification, reservations or adverse remark.

#### **Secretarial Auditor (Material Subsidiary Company)**

CS Vaibhav Agnihotri, Practicing Company Secretary conducted the Secretarial Audit of "Venkatswamy Mining And Estates Private Limited (Material Subsidiary of Sulabh Engineers and Services Limited) for the financial year 2024-2025 as per requirement under Regulation 24A of SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015. Secretarial Audit Report of Material Subsidiary is also required to be attached with annual report of holding company, as "Annexure 5" to the Board's Report.

#### **COST RECORDS AND COST AUDITORS**

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

#### **COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

#### **REGISTRATION OF INDEPENDENT DIRECTORS WITH INDEPENDENT DIRECTOR'S DATABANK**

The Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019 required all existing and those aspiring to become independent directors to apply online to Indian Institute of Corporate Affairs (IICA) for inclusion of their names with the Independent Directors Databank.

All our Independent Directors have registered themselves with the Independent Director's Databank.

#### **COMPLIANCE CERTIFICATE FROM SECRETARIAL AUDITORS ON COMPLAINECE OF CONDITIONS OF CORPORATE GOVERNANCE**

A compliance certificate from the Secretarial Auditor regarding compliance of conditions of corporate governance is annexed with this report on page no. 35 as a part of this report as per Regulation 34 read with Para E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

## **DISCLOSURES**

### **Audit Committee**

The Audit Committee comprises Independent Directors namely Mr. Deepak Agarwal (Chairman), Mr. Rakesh Chand Agarwal (till 8<sup>th</sup> of March 2025), Mr. Vimal Kumar Sharma and Mrs. Ama Preet Kaur (w.e.f 8<sup>th</sup> of March 2025) as other members.

The Audit Committee coordinated with the Statutory Auditors, Internal Auditors and other key personnel of the Company and has rendered guidance in the areas of internal audit and control, finance and accounts.

All the recommendations made by the Audit Committee were accepted by the Board.

Five meetings of the Audit Committee were held during the year. The details of which are provided in Report on Corporate Governance.

### **Stakeholders' Relationship Committee**

The Committee had four meeting during the year. The details of which are provided in Report on Corporate Governance. There is no unresolved pending investor grievance.

### **Nomination & Remuneration Committee**

Matters as prescribed under Sub-Sections (1) and (3) of section 178 of the Companies Act, 2013

The Nomination & Remuneration Committee consists of three Independent Directors. The Committee had two meeting during the year. The details of which are provided in Report on Corporate Governance. The Nomination and Remuneration Committee recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration payable to them and other employees as per the policy as available with the website of the Company.

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal.

The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The policy may be accessed on the Company's website at the link [www.sulabh.org.in](http://www.sulabh.org.in).

## **RISK MANAGEMENT FRAMEWORK**

The Board has formulated Risk management policy including procedures and risk assessment to ensure that the Board, its Audit Committee and its Executive Management should collectively identify the risks impacting the Company's business and take suitable action for risk identification, risk minimization and risk optimization.

The Board reviews the risk trend, exposure and potential impact analysis and prepares risk mitigation plans, if necessary.

## **INVESTOR RELATIONS**

At Sulabh engineers and Services Limited, we consider Investor Relations to be the key to building transparent, open and long-term relationships with our stakeholders. Our Investor Relations program is committed to maintaining effective communication with the investing community by adopting best practices.

Your Company always endeavors to keep the time of response to shareholders request / grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders' Grievance Committee of the Board meets periodically and reviews the status of the Shareholders' Grievances. The shareholders of the Company continue to be traded in electronic forum and de-materialization exists with both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited.

## **MEETING OF BOARD**

The Board of Directors held eight meetings during the year, the details of which are provided in Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

## **PARTICULARS CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUBSECTION (1) OF SECTION 188**

All Contracts / Arrangements / Transactions executed by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. The Audit Committee reviews all Related Party Transaction on quarterly basis. Company have been clearly identified in Note No. 4.3 (in both Standalone and Consolidated) in the balance sheet section annexed to this report and Particulars of such related party transactions described in Form AOC-2 as required under Section 134 (3)(h) of the Act, read with Rule 8(2) of the Companies (Accounts) Rules 2014, which is annexed herewith as "Annexure 3".

The related party disclosures as specified under Para A of Schedule V read with Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 is forming part in Notes to Financial Statements.

The board has approved a policy for related party transactions which has been hosted on the website of the Company. The web-link for the same  
<https://www.sulabh.org.in/upload/PDF/00000061.pdf>

The related party transactions, wherever necessary are carried out by company as per this policy. There were no materially significant related party transactions entered into by the company during the year, which may have potential conflict with the interest of the company at large. There were no pecuniary relationship or transactions entered into by any Independent Directors with the company during the year under review.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The loan made, guarantee given or security provided in the ordinary course of business by a NBFC registered with Reserve Bank of India are exempt from the applicability of provisions of Section 186 of the Act. As the Company being a NBFC registered with RBI the restrictions contained in the said provisions are not applicable to the Company. For details of the investments of the Company refer to Note No. 2.3 of the financial statements.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

As the Company is a Non-Banking Financial Company), the particulars regarding conservation of energy and technology absorption as required to be disclosed pursuant to provision of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not relevant to its activities.

However, some of the steps taken by the Company along with its Subsidiaries for conservation of energy include:

The Company and its Subsidiaries are committed to reducing negative environmental impact.

- Most of the offices of the Company and its Subsidiaries have installed LED lights making them very energy-efficient.

As a step towards further reducing the environmental impact, the documents for Board and Committee meetings of the Company and its Subsidiaries are transmitted electronically using a secure web-based application, thereby saving papers.

The energy saving measures taken also include selecting video-conferencing facilities across offices to reduce the need of employee travel, digital learning initiatives for employees, optimised usage of lights and continuous monitoring and control of the operations of the air conditioning equipment as well as elimination of non-recyclable plastic in offices.

Foreign Exchange earnings and outgo is **NIL**.

#### **ANNUAL RETURN AS PER SECTION 92 (3) OF COMPANIES ACT 2013**

In pursuance to the provisions of Section 92(3) of the Companies Act, 2013 read with Rules made thereunder and amended time to time, the Annual Return of the Company is available on the website of the company i.e. [www.sulabh.org.in](http://www.sulabh.org.in) and the web link of the same is <https://www.sulabh.org.in/upload/PDF/00000401.pdf>

## **REPORTING FRAUD**

During the year under review, no frauds have been reported by the Auditor (Statutory Auditor, Secretarial Auditor) to the Audit Committee / Board, under Section 143(12) of the Companies Act, 2013.

## **PARTICULARS OF EMPLOYEES**

Details of employee remuneration as required under the provisions of Section 197 of the Act and Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in Financial Statements and forms part of the Annual Report and is attached to this report as **Annexure – 1**.

## **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN**

The Company has in place Prevention of Sexual Harassment Policy (POSH Policy) in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also available on Company's website. All employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- a) No. of Complaints received: Nil
- b) No. of Complaints disposed off: Nil

## **DISCLOSURE UNDER PROVISIONS OF THE MATERNITY BENEFIT ACT, 1961.**

During the year under the review, the company confirms that it is compliant with the provisions of the **Maternity Benefit Act, 1961** and the rules framed thereunder. All applicable benefits, including maternity leave, medical bonus, and other entitlements, are extended to eligible women employees in accordance with the provisions of the Act, however under the provisions no such benefits has been triggered during the year under review. The Company remains committed to ensuring a safe, supportive, and inclusive working environment for all its employees, and continues to uphold the statutory rights and welfare of women employees as mandated under the said Act.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

As per the requirements of Regulation 34(2)(e) of SEBI Listing Obligations and Disclosure Requirements, Management Discussion and Analysis is forming part of this report.

## **RESERVE BANK OF INDIA DIRECTIONS**

The Company from the date of receipt of NBFC license continues to comply with all the applicable regulations, guidelines, etc. prescribed by the RBI, from time to time. As a systemically important non-deposit taking NBFC, the Company always strives to operate in compliance with applicable RBI guidelines and regulations and employs its best efforts towards achieving the same.

## **PREVENTION OF INSIDER TRADING**

The Company has updated the Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All the Board of Directors and the designated employees have confirmed compliance with the Code. The Updated Code of Conduct is available on Company's website.

## **OTHERS**

The Directors state that no disclosure or reporting is required in respect of the following items, during the year under review:

1. No sweat equity shares and shares with differential rights as to dividend, voting or otherwise were issued;
2. 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. Considering the good corporate governance framework following order which was finalized in year 2023-2024(the same has been also disclosed in previous annual report):
  - 1) **Show Cause Notice:** On February 12, 2018, a common Show Cause Notice was issued by the Learned Adjudicating Officer against 150 persons/entities, including the Company, for alleged violations of Regulation 3(a), (b), (c), (d), and Regulation 4(1), 4(2)(a), (b), and (e) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003.
  - 2) **Adjudication Order:** As a result of these proceedings, an Adjudication Order dated August 30, 2022 (Order No. GR/PU/2022-23/19002-19146) was issued by the Learned Adjudicating Officer of SEBI under Section 15-I of the Securities and Exchange Board of India Act, 1992, read with Rule 5 of the Securities and Exchange Board of India (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995. The order imposed a penalty of Rs. 20,00,000/- on the Company for the alleged violations. An adverse order was also issued against the Promoters: Mrs. Deepa Mittal, Mr. Manoj Kumar Agarwal, Mr. Santosh Kumar Agarwal, Mrs. Sandhya Agarwal, Mrs. Ruchi Agarwal, Mrs. Krishna Agarwal, and Mr. Manish Agarwal.
  - 3) **Appeal to the Securities Appellate Tribunal:** The Company filed Appeal No. 1038 of 2022 challenging the Adjudication Order dated August 30, 2022, before the Hon'ble Securities Appellate Tribunal. The Promoters, namely Mrs. Deepa Mittal, Mr. Manoj Kumar Agarwal, Mr. Santosh Kumar Agarwal, Mrs. Sandhya Agarwal, Mrs. Ruchi Agarwal, Mrs. Krishna Agarwal, and Mr. Manish Agarwal, also filed separate appeals against the same order.
  - 4) **Outcome of Appeal:** On August 11, 2023, the Hon'ble Securities Appellate Tribunal allowed the appeal filed by Mr. Santosh Kumar Agarwal and set aside the Adjudication Order dated August 30, 2022, with respect to him.

- 5) **Rejection of Other Appeals:** On September 5, 2023, the Hon'ble Securities Appellate Tribunal rejected the Company's appeal. Consequently, the Adjudication Order dated August 30, 2022, has become binding on the Company. During the pendency of the appeal, the Company has already paid the penalty imposed by the Adjudication Order.
- 6) **Dismissal of Promoters' Appeals:** The Hon'ble Securities Appellate Tribunal also dismissed the appeals filed by the Promoters—Mrs. Deepa Mittal, Mr. Manoj Kumar Agarwal, Mrs. Sandhya Agarwal, Mrs. Ruchi Agarwal, Mrs. Krishna Agarwal, and Mr. Manish Agarwal on September 5, 2023.

### **Scale Based Regulations**

Reserve Bank of India issued a circular on Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs on 22 October 2021 ("SBR Framework"). As per the framework, based on size, activity, and risk perceived, NBFCs are categorized into four layers, NBFC - Base Layer (NBFC-BL), NBFC - Middle Layer (NBFC-ML), NBFC - Upper Layer (NBFC-UL) and NBFC - Top Layer (NBFC-TL). As per RBI categorization we, Sulabh Engineers and Services Limited as an NBFC come under - Base Layer (NBFC-UL). Company has made the Disclosure in the financial Statement as required under Scale Based Regulation (SBR) of RBI.

### **Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016**

During the year under review, there was no application filed by or against the Company for corporate insolvency process under IBC before the NCLT.

### **The details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof**

During the year under review there was no instance of one-time settlement with any Bank or Financial Institution.

## **ACKNOWLEDGMENTS**

The Board of Directors would also like to appreciate for the co-operation received from the Reserve Bank of India, SEBI, NSE & BSE and all other statutory and/or regulatory bodies.

The Board of Directors acknowledge with thanks for the support extended by the bankers, business associates, clients, consultants, advisors, shareholders, investors and the employees of the Company and subsidiaries for their continued co-operation and support. The Directors express their appreciation for the dedication and commitment with which the employees of the Company at all levels have worked during the period. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

### **For and on behalf of the Board**

**Sd/-**

**Vimal Kumar Sharma**  
Managing Director  
DIN: 00954083

Place: Kanpur

Date: 12.08.2025

**Sd/-**

**Deepak Agarwal**  
Director  
DIN: 02247228

### **DECLARATION REGARDING ADHERENCE TO THE CODE OF CONDUCT**

As provided under Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2025.

Directors

On behalf of the Board of

**For Sulabh Engineers and Services Limited**

**Date: August 12, 2025**  
**Place: Kanpur**

Sd/-	Sd/-
Vimal Kumar Sharma (Managing Director) DIN: 00954083	Deepak Agarwal (Director) DIN: 02247228

**CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE  
OF CONDITIONS OF CORPORATE GOVERNANCE**

We have examined the compliance of conditions of Corporate Governance as complied by the Company Sulabh Engineers and Services Limited (CIN: L28920MH1983PLC029879), for the year ended on 31st March 2025, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V and issuing this certificate as per Para E of Schedule V of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 of the said Company with stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management including the design, preparation, implementation and maintenance of necessary records, internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing agreement.

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanation given to us and representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as Stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

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.

SD/-

**CS GOPESH SAHU**

FCS: 7100

C.P. No. 7800

PRU Certificate No.:1515/2021

Place : Kanpur

Date: 01/07/2025

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

The Members,

SULABH ENGINEERS AND SERVICES LIMITED

206, 2ndFloor, Apollo Complex Premises Coop Society, RK Singh Marg, Parsi Panchyat Road,  
Andheri Mumbai-400069

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s SULABH ENGINEERS AND SERVICES LIMITED (CIN: L28920MH1983PLC029879) having registered office at 206, 2nd Floor, Apollo Complex Premises Coop Society, RK Singh Marg, Parsi Panchayat Road, Andheri Mumbai-400069 (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	NAME OF THE DIRECTOR	DIN	DESIGNATION	CATEGORY	DATE OF APPOINTMENT
1.	VIMAL KUMAR SHARMA	00954083	Managing Director	Executive Director	13/10/2020
2.	DEEPAK AGARWAL	02247228	Director	Non-Executive Director	19/05/2018
3.	AMAN PREET KAUR	09711954	Director	Non-Executive Director	14/08/2024
4.	SEEMA MITTAL	06948908	Director	Executive Director	14/08/2014
5.	VIJAY KUMAR JAIN	08208856	Director	Non-Executive Director	28/05/2019

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 our 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.

Sd/-

**Place: Kanpur**

**Date: 01/07/2025**

**CS GOPESH SAHU**

**FCS: 7100, CP: 7800**

**UDIN: F007100G000686845**

**Peer Review Certificate No.: 1515/2021**

## **MANAGING DIRECTOR & CFO CERTIFICATION**

We, **Vimal Kumar Sharma**, Managing Director and **Seema Mittal**, Chief Financial Officer of **Sulabh Engineers And Services Limited**, (“The Company”) hereby certify to the Board that:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the year ending March 31, 2025 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company’s affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by **Sulabh Engineers And Services Limited** during the year which are fraudulent, illegal or violative of the Company’s code of conduct.
- c) We are responsible for establishing and maintaining internal controls for Financial Reporting in M/s **Sulabh Engineers And Services Limited** and we have evaluated the effectiveness of the Internal Control Systems of the company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes in Internal control over financial reporting during the year;
  - (ii) Significant changes in Accounting Policies during the year and the same have been disclosed in the notes to the financial statements; and
- e) We certify that there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or any employee having significant role in the Company’s Internal Control Systems.
- f) We affirm that we have not denied any personnel, access to the Audit Committee of the company (in respect of matters involving alleged misconduct)

S/d

**Date: 28.05.2025**

**Place: Kanpur**

**Vimal Kumar Sharma**

**(Managing Director)**

**DIN: 00954083**

S/d

**Seema Mittal**

**(Chief Financial Officer)**

**DIN: 06948908**

**ANNEXURE- 1**

**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**

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

A) Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

<b>Sl. No.</b>	<b>Requirement of Rule 5(1)</b>	<b>Disclosure</b>
1	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year	(Managing Director) Nil (Other Director) – Nil
2	Percentage increase in remuneration of each director, CFO, CEO, CS or Manager in the financial year	Percentage increase in remuneration of:- a) Directors - Nil b) MD – Nil c) CFO – No Increase d) CEO -NA e) Company Secretary – No Increase f) Manager –Nil
3	The percentage increase/decrease in the median remuneration of employees in the financial year	The median remuneration of the Employees decreased by 1.77 % in the financial year.
4	The number of permanent employees on the rolls of the company	There were 06 employees on permanent roll of the company as on March 31, 2025.
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-25 and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	There was no increase in the managerial remuneration in the Financial year.
6	Affirmation that the remuneration is as per the remuneration policy of the company	We affirm that the remuneration paid to employees and KMP's was based on the remuneration policy.

B) Details of the every employee of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-

- Drawing salary of 102 Lakhs or above for the year if employed throughout the year -Nil
- Drawing salary of 8.5 Lakhs p/m or above for a month if employed for part of the year -Nil

- Drawing salary more than the salary of MD and having 2% stake in the company –Nil
- C) No Managing Director or Whole-time Director of the Company is receiving any commission from the Company as well as from the Holding Company or Subsidiary Company of the Company.

On behalf of the Board of Directors  
**For Sulabh Engineers and Services Limited**

Sd/-  
**(Vimal Kumar Sharma)**  
**Managing Director**

## **ANNEXURE- 2**

### **Form AOC-1**

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

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

Part "A": Subsidiaries

S.	Particulars	
01	Name	Venkatswamy Mining And Estates
02	Reporting Period	01.04.2024-31.03.2025
03	Reporting Currency	INR
04	Share Capital	5,00,00,000.00
05	Reserves & Surplus	13,15,23,456.00
06	Total Assets	20,95,71,785.00
07	Total Liabilities	20,95,71,785.00
08	Investments	NIL
09	Turnover	32,76,37,776
10	Profit before tax	1,59,70,378.00
11	Provision for taxation(Deferred Tax)	-1,39,233.00
12	Profit after Taxation	1,61,09,611.00
13	Proposed Dividend	Nil
14	% of Shareholding	51.00 %

#### **Notes**

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

#### **Part "B": Associates and Joint Ventures**

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: **Not Applicable.**

## ANNEXURE-3

### **Form No. AOC-2**

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

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

**1. Details of contracts or arrangements or transactions not at arm's length basis: No Such Transactions taken place during the year under review.**

- (a) Name(s) of the related party and nature of relationship: -N.A.
- (b) Nature of contracts/arrangements/transactions: -N.A.
- (c) Duration of the contracts/arrangements/transactions: -N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- (e) Justification for entering into such contracts or arrangements or transaction. N.A.
- (f) Date(s) of approval by the Board: N. A.
- (g) Amount paid as advances, if any: N.A.
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: "Venkatswamy Mining And Estates Private Limited (It is a subsidiary of Sulabh Engineers and Services Limited)
- (b) Nature of contracts/arrangements/transactions: **Loan to subsidiary Company**
- (c) Salient terms of the contracts or arrangements or transactions including the value, if any: **An amount of Rs. 269.28 Lakhs remains outstanding as on 31.03.2025 as Unsecured Loan which was sanctioned to subsidiary company upon terms and conditions mentioned in the sanction letter.**
- (d) Date(s) of approval by the Board, if any :**03.08.2017**
- (e) Amount paid as advances, if any: N.A

On behalf of the Board of Directors  
**For Sulabh Engineers and Services Limited**  
Sd-  
**(Vimal Kumar Sharma)**  
Managing Director

DIN:00954083

**SECRETARIAL AUDIT REPORT**

*FOR THE FINANCIAL YEAR ENDED 31.03.2025*

*[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

**SULABH ENGINEERS AND SERVICES LIMITED**

Mumbai.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s SULABH ENGINEERS AND SERVICES LIMITED (CIN L28920MH1983PLC029879) (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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s SULABH ENGINEERS AND SERVICES LIMITED for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Securities and Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulations, 2015 and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) 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 (not applicable to the company during the Audit period);
- (vi) 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 to the company during the Audit period);
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (not applicable to the company during the Audit period);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the company during the Audit period);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (not applicable to the company during the Audit period);
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable to the company during the Audit period) and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (not applicable to the company during the Audit period);
  - (vi) Other Laws as per the representation given by the company.

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

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Following changes with respect to the management of the company were reported during the year under review:

1. Company has re-appointed Mr. Vijay Kumar Jain (DIN: 08208856) as an Independent Director for a term of five consecutive years at its Annual General Meeting held on 28.09.2024.
2. Company has appointed Ms. Aman Preet Kaur (DIN: 09711954) as the Independent Director of the company for a term of five consecutive years at its Annual General Meeting held on 28.09.2024.
3. Mr. Rakesh Chand Agarwal (DIN: 03539915), Independent Director has resigned from the Company as on 07.03.2025. Furthermore, the company has reconstituted its Committees accordingly.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed

notes on agenda in most of the occasions 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.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

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

I further report that during the audit period, there were no events having a major bearing on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines etc.

S

**IN: F007100G000979786 .**

**CS GOPESH SAHU**

FCS:7100

C.P. No. 7800

Place : Kanpur

Date : 12/08/2025

PRU Certificate No.:1515/2021

*This report is to be read with our letter of even date which is annexed as Appendix A and forms an integral part of this report.*

## **APPENDIX A**

To,

The Members  
SULABH ENGINEERS AND SERVICES LIMITED  
Mumbai.

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 our audit.
2. That the entire Audit was conducted on the basis of documents and records as made available through online mode by the Company, however physical visit were been made at the corporate office of the company situated at Kanpur.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the content 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 we followed provide a reasonable basis for our opinion.
4. 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 regulation and happening of every 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 procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**CS GOPESH SAHU**  
**FCS:7100**  
**C.P. No. 7800**

Date : 12.08.2025

## SECRETARIAL AUDIT REPORT

[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]  
For the financial year ended 31.03.2025

To,

The Members of

**M/s. VENKATSWAMY MINING AND ESTATES PRIVATE LIMITED**

**Shop No. 228, 2nd Floor, Sector-12, Plot No 10,**

**MLU PKT 7, Vardhman Bahnhoj Plaza,**

**Dwarka, New Delhi – 110078**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s VENKATSWAMY MINING AND ESTATES PRIVATE LIMITED** (*previously known as Rodic Coffee Estates Private Limited*) (hereinafter called the company). The secretarial audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conduct and statutory compliance, and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed, and other records maintained by M/S Venkatswamy Mining and Estates Private Limited for the financial year ended on 31<sup>st</sup> March, 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;

**Not applicable during the reporting period**

(III)The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (not applicable to the company); **Not applicable during the reporting period**

(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; **Not applicable during the reporting period**

(V)The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable during the reporting period;**

b) The Securities and Exchange Board of India (Prohibition of Insider Trading)

- Regulations, 2015; **Not applicable during the reporting period;**
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not applicable during the reporting period;**
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; **Not applicable during the reporting period;**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the reporting period;**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients; **Not applicable during the reporting period;**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **not applicable to the company during the Audit period;**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the company during the Audit period);**
- i) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the rules made thereunder; **to the extent applicable during the reporting period.**

(VI) Other Laws as per the representation given by the company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

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

**We further report** that the Board of Directors of the Company is duly constituted with an appropriate balance of Directors. The Company is a material subsidiary of a listed holding company. In compliance with Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rakesh Chand Agarwal had been serving as an Independent Director of the Company. However, he resigned on 11th November 2024, and on the same date, Mr. Deepak Agarwal was appointed as a Non-Executive Independent Director at a duly convened Extra-ordinary General Meeting.

**We further report that** adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on the 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. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

**We further report that** the Board met 6 (Six) times during the year. The meetings took place on 22.05.2024, 13.08.2024, 11.11.2024, 30.01.2025, 25.02.2025, 17.03.2025. Further, the Annual General Meeting of the Company was held on 24.09.2024, and an Extra-Ordinary General Meeting on 11.11.2024.

**We further inform** that the Company has changed its name from Rodic Coffee Estates Private Limited to Venkatswamy Mining and Estates Private Limited, in due Compliance with

the relevant Acts and rules. The Ministry of Corporate Affairs (MCA) approved it on 29.04.2024.

**We further inform** that the Registered office has been shifted to Shop No. 228, 2nd Floor, Sector-12, Plot No 10, MLU PKT 7, Vardhman Bahnhaj Plaza, Dwarka, New Delhi – 110078, effective from 17.03.2025. Additionally, the corporate office of the Company has been shifted to 365 & 366 Padam Towers-II, 3rd Floor, 14/113 Civil Lines, Kanpur-208001 on 25.02.2025.

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

We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliance under applicable laws/Acts/Regulations.

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

Place: Kanpur

Date:  
17.07.2025

**For V. Agnihotri & Associates.**

Sd/-  
**(Prop: Vaibhav Agnihotri)**  
MN. No. 10363  
C P No.: 21596  
**UDIN: F010363G000775182**  
**Peer Review No.: 2065/2022**

**"ANNEXURE – A" to the Secretarial Audit Report of (Material Subsidiary)**

To,  
The Members,

**M/s. VENKATSWAMY MINING AND ESTATES PRIVATE LIMITED**

**Shop No. 228, 2nd Floor, Sector-12, Plot No 10,**

**MLU PKT 7, Vardhman Bahnhaj Plaza,**

**Dwarka, New Delhi – 110078**

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the Audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we have followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations, and the occurrence of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures 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.

Place:  
Kanpur

Date: 17.07.2025

**For V. Agnihotri & Associates.**

**Sd/-**

**(Prop: Vaibhav Agnihotri)**

**MN No. 10363**

**C P No.: 21596**

**UDIN: F010363G000775182**

**Peer Review No.: 2065/2022**

## **REPORT ON CORPORATE GOVERNANCE**

Corporate governance is centered on promoting fairness, transparency, accountability, a commitment to values, and ethical business conduct, all while considering the interests of all stakeholders in business operations.

In line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments (the 'SEBI Listing Regulations'), the following outlines the corporate governance policies and practices of Sulabh Engineers and Services Limited ('The Company' or 'SESL') for the financial year 2024-25.

The Corporate Governance framework of your Company is based on an effective and independent Board, separation of the Board's supervisory role from the Senior Management team and constitution and functioning of Board Committees, as required under applicable laws.

This report details the Company's Compliance with the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, and the RBI's regulations for Non-Banking Financial Companies (the 'NBFC Regulations'), as applicable to the Company.

### **Company's Philosophy on Code of Governance**

The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of Corporate Governance through transparency in business ethics, accountability to its customers, government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them and adopt the best practices.

The Company is in compliance with the applicable corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("SEBI Listing Regulations") as applicable, with regard to corporate governance.

We, at Sulabh Engineers, believe that efficient, transparent and impeccable Corporate Governance is vital for stability, profitability and desired growth of the business of any organization. The importance of such Corporate Governance has now further intensified, owing to ever-growing competition in businesses in almost all economic sectors, both at national and international levels. Therefore, the Companies Act, 2013 [hereinafter referred to as "the Act"], and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "the SEBI (LODR) Regulations, 2015"] have innovative means to make Corporate Governance in India optimally progressive and beneficial to all the stakeholders. The Company believes that good Corporate Governance is a continuous process and endeavors to improve the Corporate Governance practices to meet shareholder's expectations. Company has complied with the requirements of Corporate Governance as laid down under the provisions of Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI directions.

Our Board periodically reviews its corporate strategies, annual budgets and sets, implements and monitors corporate objectives. It effectively monitors the Company's governance practices and ensures transparent Board processes. Further, it appoints and compensates the key executives, monitors their performance and strives to maintain overall integrity of the accounting and financial reporting systems

## Governance Structure

### **I. BOARD OF DIRECTORS**

#### **A. Size and composition of the Board of Directors (the ‘Board’)**

The Board of Directors of the company has an optimum combination of executive and nonexecutive directors with one-woman director. The Board of the Company comprises of five Directors having Three Directors as independent Directors, one Director as Managing Director and one Director as Executive Woman Director. Mr. Rakesh Chand Agarwal has resigned from his post stating no material reasons for the same.

**Table 1: The composition of the Board and the number of directorships held by them as on March 31, 2025**

S.No.	Name of Director	Category of Directorship at Sulabh	Relationship between Directors inter-se	No. of Directorships held in Public Companies(including Deemed Public Companies)	Name & Categories of Directors in other Listed Companies	No. of Committee position(s) in other Public Companies*#	
						*Member	#Chairperson
1.	Mr. Vimal Kumar Sharma	Managing Director	No	1	Nil	Nil	Nil
2.	Mrs. Seema Mittal	Executive Women Director and Chief Financial Officer	No	Nil	Nil	Nil	Nil
3.	Mr. Deepak Agarwal	Independent director	No	1	Nil	Nil	Nil
4.	Mr. Rakesh Chand Agarwal (till 08.03.2025)	Independent Director	No	1 (till 11.11.24)	Nil	Nil	Nil
5.	Mr. Vijay Kumar Jain	Independent Director	No	1	1	2	Nil
6.	Mrs. Aman Preet Kaur (w.e.f 14.08.2024)	Independent Director	No	2	Nil	2	2

\*# includes only Audit Committee & Stakeholders Relationship Committee in all public limited companies

None of the Directors of the Company:

- is a director of more than seven listed companies;
- is a member of more than ten committees or Chairman of more than five committees of Boards (Audit Committee and Stakeholders Relationship Committee) across all the companies where he/she is a Director;

- holds Executive Director position and serves as an Independent Director in more than three listed companies.

All the other conditions as prescribed under the SEBI (LODR) Regulations, 2015, with respect to directorships, committee memberships & chairmanships, are complied with by the Directors of the Company. Further, they have made necessary disclosures regarding the same.

### **B. Core competencies of the Board of Directors as per Part C of Schedule V - Corporate Governance Report requirements of the SEBI (LODR) Regulations, 2015**

The Board of Directors is structured with a thoughtful combination of various skills, competencies and experience which brings in diversity to the Board's perspectives.

Your Company's Board has identified the following skills/ expertise/ competencies to function and discharge its responsibilities effectively:



While all the Board members possess the skills identified, their area of core expertise is given below:

DIRECTORS	SKILL/	EXPERTISE/	COMPETENCIES
NAME OF THE DIRECTOR	Skills identified and area of core expertise		
1.Vimal Kumar Sharma	 	   	  
2.Seema Mittal	 		  
3.Deepak Agarwal	 	 	  
4. Rakesh Chand Agarwal*	 	 	  
5.Vijay Kumar Jain		  	  
6.Aman Preet Kaur**	 	  	  

\*(Mr. Rakesh Chand Agarwal has resigned from his post w.e.f 08.03.2025)

\*\*(Mrs. Aman Preet Kaur has been appointed w.e.f 14.08.2024)

The Board collectively displays the following qualities:

- ✓ Integrity: fulfilling a Director's duties and responsibilities;

- ✓ Curiosity and Courage: asking questions and persistence in challenging management and fellow Board Members where necessary;
- ✓ Interpersonal skills: working well in a group, listening well, tact and ability to communicate their point of view frankly;
- ✓ Instinct: good business instincts and acumen, ability to get to the crux of the issue quickly;
- ✓ Belief in diversity;
- ✓ Active participation: at deliberations in the Meetings.

The Board of Directors of your Company are professionals, possessing wide experience and expertise in their areas of function and with their collective wisdom fuel your Company's growth.

### **C. Familiarization Program**

At the time of appointment, a formal letter is issued to the Director, which explains the roles, rights and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, 2013, The SEBI (LODR) Regulation 2015, Code of Conduct, Prohibition of Insider Trading Code, RBI directions and other relevant regulations. The Independent Directors of the Company are given opportunity to familiarize themselves with the Company, its management and operations so as to understand the Company. The details of the familiarization program for Independent Directors have been uploaded on the Company's website i.e. on [www.sulabh.org.in](http://www.sulabh.org.in).

### **D. Succession Planning**

The Company believes that it will benefit immensely by identifying crucial job skills, knowledge, social relationships and organizational practices and passing them on to prepare the next generation of workforce, thereby ensuring seamless movement of talent within the organization. The Nomination & Remuneration Committee of the Board of Directors of the Company works on a structured leadership succession plan for the Company.

### **E. Independent Director**

#### **1. Independence**

All the Independent Directors have confirmed that they meet the 'independence' criteria as provided under Regulation 16 of SEBI (LODR) Regulations, 2015 read with Section 149(6) of the Act. Also, in terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, they have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, all the Independent Directors fulfill the criteria relating to their independence as specified in the SEBI (LODR) Regulations, 2015 and the Act, and are independent of the management.

#### **2. Limit on number of Directorships**

The number of companies in which each Independent Director of the Company holds office as an Independent Director is within the limits prescribed under Regulations 17A and 25 of the SEBI (LODR) Regulations, 2015.

#### **3. Maximum tenure of the Independent Directors**

None of the Independent Directors have exceeded the tenure prescribed under Regulation 25 of the SEBI (LODR) Regulations, 2015 and under Section 149(10) of the Act. Further, during the year under review, one Independent Director of the Company Mr. Rakesh Chand Agarwal (DIN: 03539915) had resigned before the expiry of his tenure(s) on 08.03.2025 due to personal reasons and with no material reason.

#### **4. Formal letter of appointment to Independent Directors**

The Company has issued formal appointment letters to the Independent Directors.

#### **5. Performance evaluation of Independent Directors**

The Nomination and Remuneration Committee has laid down the following criteria for performance evaluation of Independent Directors:

- a) Attendance at Board meetings and Board Committee meetings;
- b) Chairmanship of the Board and Board Committees;
- c) Contribution and deployment of knowledge and expertise at the Board and Committee meetings;
- d) Guidance and support provided to senior management of the Company outside the Board meetings;
- e) Independence of behavior and judgment;
- f) Impact and influence; and
- g) Performance of the Directors.

#### **6. Separate meeting of the Independent Directors**

During the financial year 2024-25, a separate meeting of the Independent Directors of the Company was held on March 25, 2025.

### **F. Responsibilities of the Chairman and other Directors**

Mr. Vimal Kumar Sharma is the Managing Director of the Company and Mrs. Seema Mittal is the Executive Women Director and is the Chief Financial Officer (“CFO”) of the Company. The authorities and responsibilities of each of the above Directors are clearly demarcated as under:

The MD guides the team in overseeing business, management of key external relationships and managing Board matters and also plays a strategic role in Community Initiatives and Corporate Governance and is in-charge of the overall management of the Company. He is specifically responsible for all day-to-day operational issues.

The Executive Director & CFO plays important role in planning and executing business, reviewing and guiding the Company and support functions and ensuring efficient and effective functioning of the organization as a whole.

The Independent Directors ensure Board effectiveness and maintaining high-quality governance of the organization.

### **G. Term of Directors**

As per the current laws in India, Independent Directors can hold office for a term of five years which can be extended for another period of five years.

**Table 2: Composition & Tenure of Director**

S.No.	Name of Director	DIN	Initial Date of Appointment	Date of Re-appointment	Category
1	Vimal Kumar Sharma	00954083	13-10-2020	25-09-2021	Managing Director
2	Seema Mittal	06948908	14-08-2014	25-09-2021	Women Director - Executive Director & CFO
3	Deepak Agarwal	02247228	19-05-2018	25-09-2018	Non-Executive Independent Director
4	Rakesh Chand Agarwal	03539915	30-09-2011	29-09-2020 (Resignation w.e.f 08.03.2025)	Non-Executive Independent Director
5	Vijay Kumar Jain	08208856	28-05-2019	28-09-2019	Non-Executive Independent Director
6	Aman Preet Kaur	09711954	14.08.2024	-	Non-Executive Independent Director

#### **H. Board Meetings' Schedule**

Pursuant to the provisions of Regulation 17(2A) of the Listing Regulations and Section 103 of the Companies Act, 2013 the necessary quorum was present for all the meeting. The gap between any two board meetings did not exceed 120 days as mandated under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the Listing Regulations. Leave of Absence was granted to the non-attending directors on their request and noted in the attendance register as well as in the minutes of the meeting. The Conduct of Board Meetings is in compliance with applicable provisions of the Companies Act, 2013 and Secretarial Standards (SS-1) on the meetings of the Board of Directors issued by the Institute of Company Secretaries of India.

**Table 3: Number of Board meetings and the attendance of Directors during the financial year 2024-25**

Name of Director	DIN	Category of Directorship	No. of Board Meetings Held	No. of Board Meetings Attended	Last AGM Attended	Other Directorship as on 31.03.2025	Committee Position		Shareholding (No.of Shares)
							Chairman/ person	Member	
Mr. Vimal Kumar Sharma	00954083	Managing Director	08	08	YES	05	NIL	02	NIL
Mrs. Seema Mittal	06948908	Executive Director &	08	08	YES	NIL	NIL	01	NIL
Mr. Deepak Agarwal	02247228	Independent Director	08	08	YES	01	01	01	NIL
Mr. Rakesh Chand Agarwal	03539915	Independent Director	08	08	YES	NIL	02 (till - 08.03.2025)	01 (till - 08.03.2025)	NIL
Mr. Vijay Kumar Jain	08208856	Independent Director	08	05	YES	01	NIL	01	NIL
Mrs. Aman Preet Kaur	09711954	Independent Director	08	04	YES	02	02 (w.e.f 30.09.2024)	01 (w.e.f 30.09.2024)	NIL

Board meetings are usually held at the Corporate Office of the Company located in Kanpur. The agenda for each meeting is drafted by the Company Secretary in consultation with the Chairman of the Board and circulated to the Board members as per statutory timelines. The Board meets at least once every quarter to review and approve the quarterly results and other items on the agenda.

The quorum for Board meetings is either three members or one-third of the total strength of the Board, whichever is higher. During the year, Eight Board meetings were held on the below dates:

- a) April 16, 2024;
- b) May 28, 2024;
- c) August 02, 2024;
- d) August 14, 2024;
- e) September 30, 2024
- f) November 14, 2024
- g) February 08, 2025.
- h) March 08, 2025

## **I. Agenda and Minutes of Board & Committee Meetings**

The Company Secretary receives details on the matters which require the approval of the Board/Committees of the Board, from various departments of the Company, well in advance, so that they can be included in the Board/ Committee meeting agenda. The information as required under the Act, SEBI (LODR) Regulations, 2015, and other prevailing laws is made available to the members of the Board/Committee. All material information is incorporated in the agenda papers for facilitating meaningful and focused discussions at the meetings. The agenda and minutes of Board and Committee meetings are prepared in compliance with the SEBI (LODR) Regulations, 2015, the Act, including the Rules framed thereunder and the Secretarial Standards issued by the Institute of Company Secretaries of India. All the information as specified in Part A of Schedule II to the SEBI (LODR) Regulations, 2015, as and when applicable is placed before the Board for its consideration.

## **J. Compliance Management**

The Company has set-up a robust compliance management process for monitoring and ensuring regulatory compliances by the Company and its global subsidiaries and branches. The Compliance Officer oversees this process and is responsible for obtaining compliance certificates from all departments and entities and reporting compliances to the Board. Based on reports and certificates from all departments, a consolidated compliance certificate is placed before the Board in quarterly Board Meetings. The Company is constantly striving to strengthen the reporting system to take care of the continuously evolving compliance scenario.

## **II. COMMITTEES OF THE BOARD**

### **A. AUDIT COMMITTEE -**

The Company has constituted a well-qualified and Independent Audit Committee as required under Section 177 of the Companies Act, 2013 as also in fulfillment of the requirements of Regulations 18 of The SEBI (LODR). The Primary objective of the Audit Committee is to Monitor and provide effective supervision of the Management's financial reporting process with a view to ensure accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting.

Brief descriptions of Terms of reference are as under:

- I. Review of financial statements before they are submitted to the Board for adoption;
- II. Recommending the appointment or removal of statutory auditors, fixation of audit fees, terms of auditors, and approval for payment for other services provided by the Auditors;
- III. Review of quarterly, half Yearly and yearly financial statements and Audit Report before they are presented to the Board, focusing inter- alia upon:
  - Accounting Policies and any changes thereto;
  - Ensuring Compliance with the Accounting Standards
  - Compliance with the Laws, rules, regulations and notification issued by the Stock Exchange and other regulatory authorities relating to the Preparation and disclosure of financial Statements:
  - Significant issues arising out of Audit;
  - The Going concern assumption;
  - Major accounting entries based upon exercise of judgment by the management;
  - Any related party transactions i.e. transactions of the Company of Material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with interest of the Company at large
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in term of clause (c) of Sub- section 3 of section 134 of the Companies Act, 2013
- IV. Review with the management and auditors the adequacy of internal control systems;
- V. Discussions with the Statutory Auditors before commencement of the Audit, nature and scope of audit, as well as post audit discussion to ascertain any area of concern;
- VI. Review of the Company's financial and risk management policies; Examine reasons for default in payment of interest and repayment of principal amounts to depositors and debenture holders, payment of dividend, payments to creditors and payment of all statutory dues in the prescribed time period;
- VII. Investigating the reasons for substantial defaults, if any, in the payments to the depositors, shareholders (in case of non- payment of declared dividends) and creditors;
- VIII. Review and monitor auditor's independence and performance and effectiveness of the audit process;
- IX. Scrutiny of inter corporate loans & investments;
- X. Valuation of undertaking and assets;
- XI. Monitoring of end use of funds of the public offers;
- XII. Audit Committee to call for comments of the Auditors about internal control systems, scope of audit including the observations of the auditors and review of the financial statements before submission to the board;
- XIII. Adequate safeguards against victimization of person who use vigil Mechanism and make provision for direct access to the CEO/Chairman of the Audit Committee in appropriate or exceptional cases;
- XIV. Authority to investigate into any matter in relation to the items specified above or referred to it by the board and for this purpose the Audit Committee to have power to obtain professional advice from external sources and have full access to information contained in the records of the Company;
- XV. Approval of appointment of CFO (i.e. the whole-time Finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;

XVI. Any other terms of references as may be included from time to time as per the SEBI (LODR) Regulations 2015;

**Mandatory Review by Audit Committee:**

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors; (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

**Composition, Name of Member and Chairman**

The Audit Committee (1<sup>st</sup> April – 30<sup>th</sup> September 2024) comprises of:

Sr.No.	Name	Category	Designation
1	Mr. Deepak Agarwal	Independent	Chairman
2	Mr. Rakesh Chand Agarwal	Independent	Member
3	Mr. Vimal Kumar Sharma	Non-Independent	Member

The Audit Committee (30<sup>th</sup> September 2024 to 8<sup>th</sup> March 2025) comprises of:

S.NO	Name	Category	Designation
1.	Mr. Deepak Agarwal	Independent	Chairman
2.	Mr. Rakesh Chand Agarwal	Independent	Member
3.	Mr. Vimal Kumar Sharma	Non- Independent	Member
4.	Mrs. Aman Preet Kaur	Independent	Member

The Audit Committee (From 8<sup>th</sup> March 2025 onwards) comprises of:

S.NO	Name	Category	Designation
1.	Mr. Deepak Agarwal	Independent	Chairman
3.	Mr. Vimal Kumar Sharma	Non- Independent	Member
4.	Mrs. Aman Preet Kaur	Independent	Member

- The Company Secretary acts as Secretary to the Committee.
- The Internal Auditor reports directly to the Audit Committee.

**Meetings of the Audit Committee**

5 (five) Audit Committee meetings were held on 28.05.2024, 02.08.2024, 14.08.2024, 14.11.2024 & 08.02.2025. During the Financial Year and the Gap between does not exceed one Hundred and Twenty days.

The Composition of the Audit Committee and the Details of Meetings attended by its members are given below:

Name	Category	Designation	No. of Meetings (2024-25)		
			Held	Eligible	Attended
Mr. Deepak Agarwal	Independent	Chairman	05	05	05
Mr. Rakesh Chand Agarwal	Independent	Member (till 8 <sup>th</sup> March, 2025)	05	05	05
Mr. Vimal Kumar Sharma	Non-Independent	Member	05	05	05
Mrs. Aman Preet kaur	Independent	Member (w.e.f 30 <sup>th</sup> September 2024)	05	02	02

## B. NOMINATION & REMUNERATION COMMITTEE –

The Company has Nomination and remuneration Committee's (N & RC) Constitution pursuant to the provisions of Regulation 19 of the SEBI (LODR) Regulations, 2015 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013

### **Brief descriptions of terms of reference of the N&RC are as under:**

- a) To identify and recommend to the Board appointment and removal of directors, Key Managerial Personnel and Core Management Team;
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board;
- c) To recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Core Management Team:

Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the Directors, Key Managerial Personnel and other employees;

1. For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

### **Composition, Name of Members and Chairman**

The Nomination and Remuneration Committee (1<sup>st</sup> April – 30<sup>th</sup> September 2024) comprises of:

Sr. No.	Name	Category	Designation
1	Mr. Rakesh Chand Agarwal	Independent	Chairman
2	Mr. Deepak Agarwal	Independent	Member
3	Mr. Vijay Kumar Jain	Independent	Member

The Nomination and Remuneration Committee (30<sup>th</sup> September 2024 – 8<sup>th</sup> March 2025) comprises of:

Sr. No.	Name	Category	Designation
1	Mr. Rakesh Chand Agarwal	Independent	Chairman
2	Mr. Deepak Agarwal	Independent	Member
3	Mr. Vijay Kumar Jain	Independent	Member
4	Mrs. Aman Preet Kaur	Independent	Member

The Nomination and Remuneration Committee (from 8<sup>th</sup> March 2025, onwards) comprises of:

Sr. No.	Name	Category	Designation
1	Mrs. Aman Preet Kaur	Independent	Chairperson
2	Mr. Deepak Agarwal	Independent	Member
3	Mr. Vijay Kumar Jain	Independent	Member

### **Meetings of Nomination and Remuneration Committee-**

The Nomination and Remuneration Committee met Two times during the year on 16.04.2024 and 14.08.2024

Name	Category	Designation	No. of Meetings (2024-25)		
			Held	Eligible	Attended
Mr. Rakesh Chand Agarwal	Independent	Chairman (till 8 <sup>th</sup> March 2025)	02	02	02
Mr. Deepak Agarwal	Independent	Member	02	02	02
Mr. Vijay Kumar Jain	Independent	Member	02	02	02

Mrs. Aman Preet Kaur	Independent	Member (From 30 <sup>th</sup> September, 2024 till 8 <sup>th</sup> March 2025) Chairperson (from 8 <sup>th</sup> March 2025)	02	00	00
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### **Remuneration Policy-**

In terms of the Section 178 of the Companies Act, 2013 and the Regulation 19 of the SEBI (LODR) the Remuneration Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company had been formulated by the N&RC of the Company and approved by the Board of Directors. The N&RC has designed the Remuneration policy in order to attract, motivate and retain the executive talent needed to achieve superior performance in a competitive market.

### **C. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Composition and Terms of Reference of the Stakeholder's Relationship Committee ("SRC") are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Brief descriptions of terms of reference are as under:**

- a) Considering and resolving grievances of shareholders, debenture holders and other security holders;
- b) Redressal of grievances of the security holders of our Company, including complaints in respect of transfer of shares, non-receipt of declared dividends, balance sheets of our Company etc.;
- c) Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- d) Issue of duplicate certificates and new certificates on split/consolidation/renewal etc.;
- e) Overseeing requests for dematerialization and re-materialization of Equity Shares;
- f) Carrying out any other function contained in the Equity Listing Agreement to be entered into between the Company and the Stock Exchange as and when amended from time to time.
- g) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- h) Review of measures taken for effective exercise of voting rights by shareholders.
- i) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

j) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

### **Composition, Name of Members and Chairman**

Stakeholders' Relationship Committee (1<sup>st</sup> April – 30<sup>th</sup> September.2024) comprises of:

Sr.No.	Name	Category	Designation
1	Mr. Rakesh Chand Agarwal	Independent	Chairman
2	Mr. Vimal Kumar Sharma	Non-Independent	Member
3	Mrs. Seema Mittal	Non-Independent	Member

Stakeholders' Relationship Committee (30<sup>th</sup> September.2024 – 8<sup>th</sup> March 2025) comprises of:

Sr.No.	Name	Category	Designation
1	Mr. Rakesh Chand Agarwal	Independent	Chairman
2	Mr. Vimal Kumar Sharma	Non-Independent	Member
3	Mrs. Seema Mittal	Non-Independent	Member
4	Mrs. Aman Preet Kaur	Non-executive Independent	Member

Stakeholders' Relationship Committee (from 8<sup>th</sup> March 2025 onwards) comprises of:

Sr.No.	Name	Category	Designation
1	Mrs. Aman Preet Kaur	Non-executive Independent	Chairperson
2	Mr. Vimal Kumar Sharma	Non-Independent	Member
3	Mrs. Seema Mittal	Non-Independent	Member

### **Meetings of the Stakeholder's Relationship Committee-**

The Committee met four time during the year on 28/05/2024, 14/08/2024, 14/11/2024 and 08/02/2025.

Name	Category	Designation	No. of Meetings		
			Held	Eligible	Attended
Mr. Rakesh Chand Agarwal	Independent	Chairman till 8 <sup>th</sup> March, 2025	4	04	04
Mr. Vimal Kumar Sharma	Non-Independent	Member	4	04	04
Mrs. Seema Mittal	Non-Independent	Member	4	04	04
Mrs. Aman Preet Kaur	Independent	Member till 8 <sup>th</sup> of March 2025. Chairperson from 8 <sup>th</sup> of March 2025 onwards	4	02	02

## **Investor Grievance Redressal**

As required under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Details of complaints received from complainants' complaints resolved as pending for consideration'

- Number of shareholders' complaints received so far- Nil
- Number of complaints not solved to the satisfaction of shareholders – Nil
- Number of pending complaints – Nil

Name of the Company Secretary and Compliance Officer: Mr. Tauheed Ahmad (Membership No. A745925)

## **Performance Evaluation of the Board, Directors and Committees of the Board**

The Company has devised Evaluation Policy as to carry out annual performance evaluation of the Independent Directors, Board, Committees and other individual Directors.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors.

## **III. REMUNERATION TO DIRECTOR**

Within the limits prescribed under the Act, and by the members' resolutions, the NRC determines and recommends to the Company's Board, the remuneration payable to Executive and Non-Executive Directors and thereafter, the Board considers the same for approval. Other details: Stock Options: Nil, Bonuses: Nil, Performance linked incentives: Nil, Severance fees: Nil,

The details of sitting fees/remuneration paid to Directors during the FY 2024-25, are as under:

S.No.	Name and Designation	Salary	Other Benefits	Total
01	Mr. Vimal Kumar Sharma Managing Director	Nil	Nil	Nil
02	Mr. Deepak Agarwal Independent Director	Nil	Nil	Nil
03	Mr. Rakesh Chand Agarwal Independent Director	Nil	Nil	Nil
04	Mrs. Seema Mittal CFO cum Director	180000/-	Nil	180000/-
05	Mr. Vijay Kumar Jain	Nil	Nil	Nil
06	Mrs. Aman Preet Kaur	Nil	Nil	Nil

There were no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company.

## **IV. SHAREHOLDER'S INFORMATION-**

### **A. GENERAL BODY MEETINGS**

Details regarding the Previous Annual General Meetings are as follows:

<b>For Financial Year</b>	<b>Date of Meeting</b>	<b>Venue of Meeting</b>	<b>Timing of Meeting</b>
2020-21	25/09/2021	Held through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) pursuant to notifications issued by Ministry of Corporate Affairs	1:00 P.M.
2021-22	29/09/2022	Held through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) pursuant to notifications issued by Ministry of Corporate Affairs	1:00 P.M.
2022-23	25/09/2023	Held through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) pursuant to notifications issued by Ministry of Corporate Affairs	1:00 P.M.
2023-24	28/09/2024	Held through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) pursuant to notifications issued by Ministry of Corporate Affairs	11:00 A.M

**Details of Special Resolution passed in last three Annual General Meeting:**

<b>S.No.</b>	<b>Year</b>	<b>Special Resolution(s)</b>
1.	<b>2023-24</b>	1. Appointment of Ms. Aman Preet Kaur (DIN: 09711954) as an Independent Director of the Company. 2. Re-appointment of Mr. Vijay Kumar Jain (DIN: 08208856) as Independent Director of the Company.
2.	<b>2022-23</b>	1. Re-appointment of Mr. Deepak Agarwal (DIN: 02247228) as an Independent Director of the Company
3.	<b>2021-22</b>	No Special Resolution Passed

1.

### **B. MEANS OF COMMUNICATION**

**The Annual Report** containing The Financial Statements are posted/ e- mailed to the Shareholders of the Company in compliance with the provisions of the Companies Act, 2013

**Financial Results:** The Un- Audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter, The Audited Annual Results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations. The approved financial results are forth with sent to the Stock Exchange and are published in one National (English) Newspaper “Business Standard” and one Vernacular (Marathi) Newspaper “Aapla Mahanagar”

**Website:** The Company's website: [www.sulabh.org.in](http://www.sulabh.org.in) contains a separate section Investor relations' where shareholders information is available. The Company's Financial Results and Annual Reports are also available on the company's website.

**BSE Corporate Compliance & Listing Centre (the 'Listing centre'):** BSE's Listing centre web based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report and others are also filed electronically on the Listing centre. The company is regular in posting its Shareholding Pattern, Corporate Governance Report and Corporate Announcements electronically at <https://listing.bseindia.com>

## V. GENERAL SHAREHOLDER INFORMATION

### 1. Annual General Meeting:

- Day: Saturday
- Date: 20/09/2025
- Time: 12:00 P.M.
- Mode: Video Conferencing/Other Audio-Visual Means (VC/OAVM)
- Venue: Corporate Office

### 2. Financial Year:

- The Financial year of the Company starts from April 1 of every year to March 31 of the Next Year.

### 3. Date of Book closure: The Books will remain closed from Saturday, September 13, 2024 to Saturday, September 20, 2025.

### 4. Dividend payment date: N/A

The Directors of the company are of the opinion not to declare dividend for the financial year.

### 5. Listing on Stock Exchange:

The Equity shares of the Company are listed at BSE Limited, 25th Floor, P J Towers, Dalal Street Mumbai- 400 001. The company has paid the Annual Listing Fees to the stock exchange.

### 6. Stock Code and other related information:

BSE LIMITED	ISIN	CIN
508969	INE673M01029	L28920MH1983PLC029879

### 7. Market Price:

MONTH	HIGH (Rs.)	LOW (Rs.)	VOLUME
Apr-24	6	4.91	16,01,310.00
May-24	6.01	4.51	15,23,066.00
Jun-24	5.95	4.55	14,53,937.00
Jul-24	6.42	5.01	17,68,312.00
Aug-24	5.7	4.98	11,93,028.00

Sep-24	6.36	5.01	14,97,042.00
Oct-24	6.9	4.7	15,06,599.00
Nov-24	5.45	4.72	5,70,855.00
Dec-24	5.6	4.66	7,79,104.00
Jan-25	5.83	4.4	15,35,265.00
Feb-25	4.9	3.02	16,44,387.00
Mar-25	3.88	3	16,52,553.00

## 8. Registrar and Transfer Agent:

### M/S Skyline Financial Services Private Limited

Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent (R&TA) of the Company. Members are requested to send all their communications and documents pertaining to both shares in physical form and dematerialized form to the R&TA at the following address: D-153-A, 1st floor, Okhla Industrial Area, Phase I, New Delhi-110020

## 9. Compliance Officer

Mr. Tauheed Ahmad, has been appointed as the Company Secretary and Compliance Officer by the Board. He can be contacted for any investor related matter relating to the Company. The contact no. is: +91-6393561757, and e-mail id is [sulabheng22@gmail.com](mailto:sulabheng22@gmail.com), [sulabhinvestorscell@gmail.com](mailto:sulabhinvestorscell@gmail.com).

## 10. Share Transfer System:

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition or re-lodgment of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company. As per SEBI notification SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI Press Release dated 3rd December, 2018, the requests for effecting transfer of securities (except in case of transmission, transposition or re-lodgment of securities) is not being processed after 31st March, 2019, unless the securities are held in the dematerialized form with the depositories.

The Company has provided a common agency regarding the Share Registration and Transfer by our Registrar and Transfer Agent i.e. Skyline Financial Services Private Limited, New Delhi within a period of 15 days from the date of receiving, subject to the validity and completeness of documents in all respect. Shareholding pattern of the Company as on 31st March 2025 as under

Category	No. of Shares	% of Holding
<b>A) Promoters Holding</b>		
Individuals	22683437	22.58
Bodies Corporate	3000000	2.99
<b>Sub-Total (A)</b>	<b>25683437</b>	<b>25.56</b>
<b>B) Non-Promoters Holding</b>		
Bodies Corporate	15382406	15.31

Individuals	54820210	54.55
HUF	3943380	3.92
TRUST	10	0
Non-Resident Indians	159175	0.16
NBFC Registered with RBI	15945	0.02
Clearing Members/House	1907	0
IEPF	3000	0
OTHERS	465530	0.47
<b>Sub-Total (B)</b>	<b>74791563</b>	<b>74.44</b>
<b>Grand Total (A+B)</b>	<b>100475000</b>	<b>100</b>

## 11. Reconciliation of Share Capital:

As stipulated by the Securities and Exchange Board of India (“SEBI”), a practicing Company Secretary carries out the audit of Reconciliation of Share Capital and provides a report to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This reconciliation is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the Board. The audit, inter-alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

## 12. Distribution Schedule as on March 31, 2025:

### Nominal Value of Each Share: Re.1/-

Share or Debenture holding Nominal Value  (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount  (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	18979	96.65	6894145.00	6.86
5001 To 10,000	290	1.48	2185097.00	2.17
10001 To 20,000	131	0.67	1960619.00	1.95
20001 To 30,000	60	0.31	1494608.00	1.49
30001 To 40,000	25	0.13	899048.00	0.89
40001 To 50,000	15	0.08	695738.00	0.69
50001 To 1,00,000	39	0.20	2943516.00	2.93
1,00,000 and Above	98	0.50	83402229.00	83.01
<b>Total</b>	<b>19637</b>	<b>100.00</b>	<b>100475000.00</b>	<b>100.00</b>

## 13. Updation of PAN, KYC and Nomination:

SEBI vide its circular dated 3 November 2021 has, inter alia, mandated that any service request shall be entertained only upon registration of the PAN, KYC details, and nomination. The forms prescribed for these purposes are given below:

Forms	Purpose
ISR-1	Request for registering PAN, KYC details or Changes/Updation thereof
ISR-2	Confirmation of Signature of securities holder by the Banker
SH-13	Nomination form
ISR-3	Declaration to Opt-out for Nomination
SH-14	Change in Nomination (Cancellation or Variation of Nominations)

Members may access the above forms from website of the company at

<https://www.sulabh.org.in/upload/PDF/00000298.pdf>

<https://www.sulabh.org.in/upload/PDF/00000297.pdf>

<https://www.sulabh.org.in/upload/PDF/00000296.pdf>

<https://www.sulabh.org.in/upload/PDF/00000295.pdf>

<https://www.sulabh.org.in/upload/PDF/00000294.pdf>

The frozen folios will then be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002 after 31 December 2025. In view of the above, the Company is sending communication to members holding shares in physical form requesting them to update the said details.

#### **14. Dematerialization of Shares and Liquidity:**

As on March 31, 2025, 99.74% of the total issued share capital was held in electronic form with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”).

#### **15. Address for Correspondence:**

- Regd Office- 206, 2nd Floor, Apollo Complex Premises Cooperative Society Ltd., R. K. Singh Marg office, Parsi Panchayat Road, Andheri (East), Mumbai 400069
- Corporate Office: Cabin No. 365 & 366, Padam Tower II, 3<sup>rd</sup> Floor, 14/113 Civil Lines, Kanpur-208001

#### **16. Managing Director /CFO Certification:**

In terms of the requirements of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO/MD & CFO have submitted necessary certificate

to the Board at its meeting held on 28/05/2025 stating the particulars specified under the said clause.

## **VI. OTHER DISCLOSURES**

### **1. Disclosure of Materially Significant Related Party Transactions**

During the Financial Year 2024-25, Company has not entered into any material transactions with any of the related parties as defined under Companies Act, 2013 and Regulation 23 of SEBI (LODR) .The Board had already approved a policy for related party transactions which has been uploaded on the Company's website i.e. on [www.sulabh.org.in](http://www.sulabh.org.in). The related Party transactions entered by the Company have been clearly identified in Note No. 4.3 & Note No. 4.3 (Standalone and Consolidated) respectively in the balance sheet section Annexed to this report.

### **2. Strictures and Penalties**

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matters related to capital markets during the last three years except as mentioned under point "OTHERS" of Director Report.

### **3. Whistle Blower Policy**

The Board of Directors has formulated a Whistleblower Policy/ Vigil Mechanism in compliance with the Provisions of Section 177(10) of the Act and Regulation 22 of SEBI (LODR) and is also available on the Company's Website: [www.sulabh.org.in](http://www.sulabh.org.in). in <https://www.sulabh.org.in/upload/PDF/00000035.pdf> The employee can approach directly report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

### **4. Code of Conduct**

Company has adopted a Code of Conduct for all the designated Employees including the Board Members in accordance with the Requirement under Regulation 17 (9) and (10) of SEBI (LODR).The Code of Conduct has been posted on Company website: [www.sulabh.org.in](http://www.sulabh.org.in)

### **5. Compliance with Mandatory Requirements:**

The Company has complied with all the mandatory requirements of the SEBI (LODR) Regulations, 2015.

As per the criteria given in Regulation 16 of the SEBI (LODR) Regulations, 2015, for the financial year 2024-25 the Company has 1 material subsidiaries, namely, Venkatswamy Mining And Estates Private Limited and has appointed an Independent Director on the Board of these subsidiary.

Brief details of the Company's subsidiary are given in the Board's Report. Following are the key matters relating to subsidiaries which are regularly taken up in the Audit Committee/Board meeting:

- a) Minutes of all the meetings of subsidiaries held;
- b) Review of the financial statements, in particular the investments made by the subsidiaries;
- c) Major dealings of subsidiaries' investments, fixed assets, loans, etc.;
- d) Statement of all significant transactions and arrangements;
- e) Compliances by subsidiaries with all applicable laws

The Company has paid the Annual Listing fee to the Stock Exchange in which the securities are listed (i.e. BSE).

There were no debt instrument issued by the company during the year under the review hence no credit rating has been obtained thereof. Other information: Debt Instruments: NIL, Fixed Deposit Programme: NIL.

The Company has formulated a policy for determining 'material subsidiaries' and the said policy have been uploaded on the Company's website.

### **PREVENTION OF INSIDER TRADING**

Pursuant to the provisions Regulation 3(5) of Insider Trading Regulations, a structured digital database shall be maintained by the listed entity, containing the nature of UPSI and the names of such persons who have shared the UPSI and also the names of such persons with whom UPSI is shared along with the PAN. In view of the same, the Company has undertaken requisite measures and is maintaining the data in the required software which enables the insiders to effectively share the UPSI and also maintain a track record of the UPSI shared along with the requisite details of the Originator (including Deemed Originators) and the Recipient (including Deemed Recipients) and the date and time of sharing the UPSI. Accordingly, the financials and other UPSI for the meetings are shared using the UPSI Tracking Portal with the insiders and are available for restricted access.

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This policy also includes practices and procedures for fair disclosure of unpublished price-sensitive information, initial and continual disclosure. The Board reviews the policy on a need basis.

### **6. Utilization of funds raised through preferential allotment or qualified institutions placement:**

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the SEBI (LODR) Regulations, 2015.

### **7. Certificate of Non-Disqualification of Directors by a Practicing Company Secretary:**

As required by Clause 10(i) mentioned in Part C of Schedule V of the SEBI (LODR) Regulations, 2015, a certificate has been received from Gopesh Sahu, Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The same is annexed to this Report.

**8. Statutory Auditor & Fees:**

Ranjit Jain & Co., Chartered Accountants (Firm Registration No. 322505E) have been appointed as the Statutory Auditor of the Company for the term of 5 Years. The total fees for all services obtained in the year under review, by the listed entity and its subsidiaries, on a consolidated basis, from the Statutory Auditor is Rs. 150,000 + GST.

**9. Disclosure under Sexual Harassment Policy for Women at work place (Prevention, Prohibition and redressal Act, 2015)**

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. A ‘Prevention of Sexual Harassment’ Policy (“POSH Policy”), which is in line with the statutory requirements, along with a structured reporting and redressal mechanism, is in place. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity. During the year under review, the Company has not received any complaint in this regard. The policy is available on the website of the company at <https://www.sulabh.org.in/Investors>.

S. No.	Particulars	Status
1	Number of Complaints during the Financial Year	Nil
2	Number of Complaints disposed off	Nil
3	Number of Complaints pending	Nil

**10. Loans & Advances in the nature of loans to firms/companies in which Directors are interested:**

During the year, the Company or its subsidiaries have not granted any loan or advances to any firms/companies in which Directors are interested.

**11. Disclosure of Accounting Treatment:**

In the preparation of the Financial Statements the company has followed the applicable accounting Standards referred to in Section 133 of the Companies Act, 2013. The Significant Accounting Policies which are consistently applied have been set out in the noted to Financial Statements.

**12. Compliance with the Listing regulations:**

The Company has complied with all applicable Listing Requirements of the Listing Regulations relating to the obligations of the Listed Entity which has listed its specified Securities.

**13. Corporate Governance Requirements:**

The Company has complied with all the mandatory Corporate Governance requirements specified in Regulations 17 to 27 of the Listing Regulations.

**14. Secretarial Standards:**

The Company has complied all the applicable provisions of the Secretarial Standard issued by the Institute of the Company Secretaries of India

**15. Corporate Social Responsibility-Green Initiative:**

As mentioned in the last year's Annual report also, The Company is consistently taking initiatives for implementation of "Green Initiative" in the corporate governance for allowing paperless compliances as per the circular no.17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 issued by the Ministry of Corporate affairs and to facilitate its member by providing all the information relating to notices of Shareholder Meetings, Annual Report of the Company by e-mail. In this regard stakeholders are requested to register their e-mail ID with the company. The Company has taken various initiatives on promoting social welfare.

**16. Credit Rating obtained by the listed entity along with any revision:**

There was no Credit Rating obtained by the listed entity because our Company has not taken loan from any sources.

**17. Details of Non- Compliance by the listed entity, penalties imposed by the Stock exchange:**

There was no Non- Compliance by the Listed entity or any penalties by the Stock Exchange in the financial year under review.

**18. Disclosure with respect to Demat Suspense Account or un- claimed Suspense:**

Our Company has not any Demat Suspense Account in the financial year under review.

**19. Disclosure of commodity price risk and commodity hedging activities:** The company has not indulged in any commodity hedging during the year under the review.

**20. Details of the Material Subsidiary**

Name	Venkatswamy Mining and Estates Private Limited
CIN	U01131DL2012PTC238155
Date of Incorporation	27-06-2012
Holding percentage	51 %
Name of Statutory Auditor	Kamal Gupta Associates (FRN: 000752C), Reappointed on 24.09.2023

**21. Disclosure on error in Corporate Governance report:**

Regulation/circular number: Regulation 27(2) of SEBI (LODR) Regulations, 2015

Deviation: Error in reporting the quorum of the audit committee and total members of the committees

Action taken by the stock exchange: Stock Exchanged has raised a query

Type of action: Company has filed the revised corporate governance report on 25.06.2024 after resolving the clerical error committed in the previous report

Detail of violation: Clerical error in reporting information in the corporate governance report 31.03.2024.

Fine Amount: NIL

**22. Information under clause 5A of para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015**

During the year under review no agreement has been entered into by the shareholders, promoters, promoter group entities, related party, directors, employee, KMP of the company among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially of whose purpose or effect is to, impact the management or control of the listed entity or impose any restrictions or create any liability on company.

### **DECLARATION OF MANAGING DIRECTOR**

As provided under regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, this is to certify that **Sulabh Engineers and Services Limited** (“the Company”) has laid down Code of Ethics, Conduct & Professional Responsibility Policy (“the Code of Conduct”) for all the Board members and senior management personnel of the Company and the same is uploaded on the website of the Company at <https://www.sulabh.org.in>. Further, I hereby certify that the members of the Board of Directors and Senior Management Personnel have affirmed the compliance with the Code of Conduct applicable to them during the year ended March 31, 2025.

**Date: 12.08.2025**

**On Behalf of the Board**

**Place: Kanpur**

**For Sulabh Engineers and Services Limited**

**S/d**

**Vimal Kumar Sharma**

**Managing Director**

**DIN 00954083**

## INDEPENDENT AUDITORS' REPORT

**To the Members of  
Sulabh Engineers & Services Limited**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of **Sulabh Engineers & Services Limited** ("the Company"), which comprise the standalone balance sheet as at **31 March 2025**, the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including 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 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 31 March 2025, and its 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 in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs 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 together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion 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 Ind AS 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.

#### **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information 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 in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

**Management's and Board of Directors' Responsibilities for the Standalone Financial Statements**  
The Company's management and Board of Directors are 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 state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Standalone Financial Statements, management and Board of Directors are 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 the Board of Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Board of Directors is also 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements 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 and Board of Directors.
  - Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting in preparation of standalone financial statements 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 auditors' 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 auditors' 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.

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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2025, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g) In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current 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 Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
 (b) The Management has represented that, to the best of its knowledge and belief, as disclosed in note 4.11 to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
 (c) Based on the audit procedures performed 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) contain any material mis-statement.
  - v) No dividend is declared by the company during the year
  - vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any

instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

**For Ranjit Jain & Co.**

Chartered Accountants

FRN: 322505E

**CA Ashok Kumar Agarwal**

Partner

Membership No.: 056622

UDIN: 25056622BMOMRS6122

Place: Kolkata

Date: 28<sup>th</sup> May, 2025

**Sulabh Engineers & Services Limited**  
**Annexure A to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2025, we report the following:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (B) The Company does not have any Intangible Assets as on 31st March 2025 nor at any time during the financial year ended 31st March 2025. Accordingly reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (Other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets). The Company does not have any intangible assets.
  - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a Non-Banking Financial Company(NBFC) under section 45-IAof the Reserve Bank of India Act, 1934 and primarily engaged in lending and related activities. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

- (iii) (a) The Company is a Non-Banking Financial Company (NBFC) under section 45-IA of the Reserve Bank of India Act, 1934 and primarily engaged in lending and related activities. Accordingly, clause 3(iii)(a) of the Order is not applicable to the Company.
- (b) In our opinion, having regard to the nature of the Company's business, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the Company's interest;
- (c) The company has granted loans and advances during the year and in earlier year which has been stipulated as 'repayable in demand'. In the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal and payment of interest.
- (d) Since repayment of principal as well as interest is not stipulated, we are unable to comment whether any amount is overdue for more than ninety days as at balance sheet date.
- (e) The Company is a Non-Banking Financial Company (NBFC) under section 45-IA of the Reserve Bank of India Act, 1934 and primarily engaged in lending and related activities. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (f) According to the information explanation provided to us, the Company has granted Loans / advances in the nature of loans repayable on demand. Details of such loan are given as below.

In lakhs

Particulars	All parties	Promoters	Subsidiary
Aggregate amount of loan and advances in the nature of loans repayable on demand or period of repayment	1448.49	Nil	269.28
Percentage of loans & advances in the nature of loans to the total loans	100	Nil	18.59

- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security as specified under Section 185 of the Companies Act, 2013 ("the Act") and the Company has not provided any security as specified under Section 186 of the Act. Further, in our opinion, the Company has complied with the provisions of Section 186 of the Act in relation to loans given, guarantees provided and investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the records of the company, the company has not obtained any term loan hence, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2025.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable
- (xi) (a) Based on examination of the books and records of the Company and according to the information

and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and it has obtained the registration.
- (b) According to the information and explanations provided to us during the course of audit the Company has not conducted any Non-banking Financial activities or Housing Finance activities without having a valid Certificate of Registration from the RBI as per the RBI Act 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current and immediately preceding financial year.
- (xviii) There has been resignation of the statutory auditors during the year, there were no issue, objections or concerns raised by the outgoing auditors.
- (xix) According to the information and explanations given to us and 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 standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material

uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provision of section 135 towards corporate social responsibility are not applicable to the company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable

(xxi) Reporting under clause xxi of the Order is not applicable at the standalone level

**For Ranjit Jain & Co.**  
Chartered Accountants  
FRN: 322505E

**CA Ashok Kumar Agarwal**  
Partner  
Membership No.: 056622  
UDIN: 25056622BMOMRS6122

Place: Kolkata  
Date: 28<sup>th</sup> May, 2025

## **Sulabh Engineers & Services Limited**

### **Annexure B to the Independent Auditors' report on the standalone financial statements of Sulabh Engineers & Services Limited for the year ended 31 March 2025**

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

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

#### **Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Sulabh Engineers & Services Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 with reference to standalone financial statements were established and maintained and whether 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, 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 Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements 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 controls with reference to standalone financial statements include 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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, 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 with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For Ranjit Jain & Co.**

Chartered Accountants

FRN: 322505E

**CA Ashok Kumar Agarwal**

Partner

Membership No.: 056622

UDIN: 25056622BMOMRS6122

Place: Kolkata

Date: 28<sup>th</sup> May, 2025

**Sulabh Engineers & Services Limited**

**Balance Sheet**

(Rs. In Lakhs)

As at 31 March

Particulars	Note No	2025	2024
<b>ASSETS</b>			
<b>1) Financial Assets</b>			
(a) Cash and cash equivalents	2.1	5.62	7.40
(b) Loans	2.2	1,448.49	955.68
(c) Investments	2.3	887.33	1,110.46
(d) Other Financial assets	2.4	23.18	13.27
		<b>2,364.62</b>	<b>2,086.81</b>
<b>2) Non-financial Assets</b>			
(a) Deferred tax Assets (Net)	2.5	10.92	2.57
(b) Property, Plant and Equipment	2.6	299.25	330.25
(c) Other Non-Financial assets	2.7	446.40	431.46
		<b>756.57</b>	<b>764.28</b>
<b>Total Assets</b>		<b>3,121.19</b>	<b>2,851.09</b>
<b>LIABILITIES AND EQUITY</b>			
<b>LIABILITIES</b>			
<b>1) Financial Liabilities</b>			
(a) Payables	2.8		
(I) Other Payables			
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than micro and small enterprises		16.49	2.00
(b) Borrowings (Other than debt securities)	2.9	164.71	127.39
		<b>181.20</b>	<b>129.39</b>
<b>2) Non-Financial Liabilities</b>			
(a) Current tax liabilities (Net)	2.10	58.34	4.99
(b) Provisions	2.11	5.98	3.83
(c) Deferred tax liabilities (Net)	2.5	1.29	2.60
		<b>65.62</b>	<b>11.42</b>
<b>3) EQUITY</b>			
(a) Equity Share capital	2.12	1,004.75	1,004.75
(b) Other Equity	2.13	1,869.62	1,705.53
		<b>2,874.37</b>	<b>2,710.28</b>
<b>Total Liabilities and Equity</b>		<b>3,121.19</b>	<b>2,851.09</b>
<b>Summary of significant accounting policies</b>			
The accompanying notes are an integral part of the financial statements.			
As per our report of even date			
<b>For Ranjit Jain &amp; Co.</b>		<b>For and on behalf of Board of Directors</b>	
<b>Chartered Accountants</b>			
FRN : 322505E			
		sd/-	
CA Ashok Kumar Agarwal		Vimal Kumar Sharma	
Partner		Managing Director	
Membership No. : 056622		DIN: 00954083	
		sd/-	
Place: Mumbai		Aman Preet Kaur	
Date: May 28, 2025		Director	
		DIN: 09711954	
		sd/-	
Chief Financial Officer		Company Secretary	
Seema Mittal		Amit Kumar Kanaujia	
PAN: CCAPM1399E		PAN: CNSPK8778G	

**Sulabh Engineers & Services Limited**

**Statement of profit and loss**

(Rs. In Lakhs)  
For the year ended 31 March

Particulars	Note No	2025	2024
<b>Revenue from operations</b>			
Interest Income	3.1	160.17	129.01
Net gain on fair value changes	3.2	5.14	12.68
<b>Total Revenue from operations</b>		<b>165.32</b>	<b>141.69</b>
Other Income (to be specified)	3.3	116.08	81.15
<b>Total Income</b>		<b>281.40</b>	<b>222.84</b>
<b>Expenses</b>			
Finance Costs	3.4	7.61	0.39
Impairment on financial instruments	3.5	30.85	-2.69
Employee Benefits Expenses	3.6	10.13	10.31
Depreciation, amortization and impairment	2.6	3.41	4.39
Others expenses	3.7	21.12	55.76
<b>Total Expenses</b>		<b>73.12</b>	<b>68.16</b>
<b>Profit/(loss) before tax</b>		<b>208.28</b>	<b>154.67</b>
Tax Expense:			
(1) Current Tax		58.34	40.00
(2) Prior Period Tax		-4.49	6.14
(3) Deferred Tax		-9.66	2.85
<b>Profit/(loss) for the year</b>		<b>164.09</b>	<b>105.68</b>
<b>Other Comprehensive Income</b>	3.8		
(A) (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Other Comprehensive Income for the year (net of tax)</b>		-	-
<b>Total Comprehensive Income for the year</b>		<b>164.09</b>	<b>105.68</b>
<b>Earnings per equity share (for continuing and discontinued operations)</b>	3.9		
Basic (Rs.)		0.16	0.11
Diluted (Rs.)		0.16	0.11
<b>Summary of significant accounting policies</b>			
The accompanying notes are an integral part of the financial statements.			
As per our report of even date			
<b>For Ranjit Jain &amp; Co.</b>		<b>For and on behalf of Board of Directors</b>	
<b>Chartered Accountants</b>			
<b>FRN : 322505E</b>			
CA Ashok Kumar Agarwal	Vimal Kumar Sharma	sd/-	sd/-
Partner	Managing Director		Aman Preet Kaur
Membership No. : 056622	DIN: 00954083		Director
Place: Mumbai	Chief Financial Officer	sd/-	Company Secretary
Date: May 28, 2025	Seema Mittal		Amit Kumar Kanaujia
	PAN: CCAPM1399E		PAN: CNSPK8778G

<b>Sulabh Engineers &amp; Services Limited</b>		(Rs. In Lakhs)	
<b>Statement of Cash Flow</b>		For the year ended 31 March	
<b>Particulars</b>		<b>2025</b>	<b>2024</b>
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax as per statement of Profit and loss		208.28	154.68
Adjustments for :			
Depreciation & amortisation		3.41	4.39
Investment fair value adjustment		-5.14	-12.68
Impairment on Financial Instruments		30.85	-2.69
Others		1.98	1.47
Operating profit before working capital changes		<b>239.38</b>	<b>145.17</b>
Adjustment for:			
(Increase) /Decrease in Loans		-492.81	554.03
(Increase) /Decrease in Other financial and Non-Financial Assets		-50.55	-442.90
(Increase) /Decrease in Investments		223.13	-566.56
(Decrease)/Increase in Other Financial and Non-Financial Liabilities		105.33	125.92
Cash generated from operations		<b>24.48</b>	<b>-184.35</b>
Income Tax		-53.85	-43.45
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>		<b>-29.37</b>	<b>-227.80</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>			
Payment for purchase and construction of property, plant and equipment			
Purchase of Property, Plant and Equipment including WIP, Investments etc		27.59	-0.59
Others		-	0.10
<b>NET CASH FLOWS FROM INVESTING ACTIVITIES</b>		<b>27.59</b>	<b>-0.49</b>
<b>(C) CASH FLOWS FROM FINANCING ACTIVITIES</b>			
NET CASH FLOWS FROM FINANCING ACTIVITIES		-	-
Net increase / (decrease) in cash and cash equivalents		<b>-1.78</b>	<b>-228.29</b>
Cash and cash equivalents at the beginning of the year		7.40	235.69
Cash and cash equivalents at the end of the year		5.62	7.40
As per our report of even date			
<b>For Ranjit Jain &amp; Co.</b>		<b>For and on behalf of Board of Directors</b>	
<b>Chartered Accountants</b>			
<b>FRN : 322505E</b>		<b>sd/-</b>	<b>sd/-</b>
<b>CA Ashok Kumar Agarwal</b>		<b>Vimal Kumar Sharma</b>	<b>Aman Preet Kaur</b>
<b>Partner</b>		<b>Managing Director</b>	<b>Director</b>
<b>Membership No. : 056622</b>		<b>DIN: 00954083</b>	<b>DIN: 09711954</b>
<b>Place: Mumbai</b>		<b>sd/-</b>	<b>sd/-</b>
<b>Date: May 28, 2025</b>		<b>Chief Financial Officer</b>	<b>Company Secretary</b>
		<b>Seema Mittal</b>	<b>Amit Kumar Kanaujia</b>
		<b>PAN: CCAPM1399E</b>	<b>PAN: CNSPK8778G</b>

**Sulabh Engineers & Services Limited**

**Statement of Changes in Equity**

**Equity share capital**

Particulars	Rs in Lakhs		
	For the year ended 31 March		
	2025	2024	
Balance at the beginning of the year	1,004.75	1,004.75	
Changes in equity share capital during the year	-	-	
Balance at the end of the year	1,004.75	1,004.75	

**Other Equity**

For the year ended 31 March 2025	Secutities Premium	Reserves and surplus	Other comprehensive income	Rs in Lakhs
Particulars	Secutities Premium	Retained earnings	Reserve fund as per RBI Act	Total other equity
<b>Balance as at 31 March 2024</b>	<b>980.00</b>	<b>573.48</b>	<b>128.04</b>	<b>24.01</b>
Profit after tax	-	164.09	-	-
Other comprehensive income (net of tax)	-	-	-	-
	980.00	737.57	128.04	24.01
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-32.82	32.82	-
Others	-	-	-	-
	-	-32.82	32.82	-
<b>Balance as at 31 March 2025</b>	<b>980.00</b>	<b>704.75</b>	<b>160.86</b>	<b>24.01</b>
For the year ended 31 March 2024	Secutities Premium	Reserves and surplus	Other comprehensive income	Total other equity
Particulars	Secuties Premium	Retained earnings	Reserve fund as per RBI Act	
<b>Balance as at 31 March 2023</b>	<b>980.00</b>	<b>488.93</b>	<b>106.90</b>	<b>24.01</b>
Profit after tax	-	105.69	-	-
Other comprehensive income (net of tax)	-	-	-	-
	980.00	594.62	106.90	24.01
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-21.14	21.14	-
Others	-	-	-	-
	-	-21.14	21.14	-
<b>Balance as at 31 March 2024</b>	<b>980.00</b>	<b>573.48</b>	<b>128.04</b>	<b>24.01</b>

As per our report of even date

For Ranjit Jain & Co.

Chartered Accountants

FRN :322505E

For and on behalf of Board of Directors

CA Ashok Kumar Agarwal

Partner

Membership No. : 056622

sd/-  
Vimal Kumar Sharma  
Managing Director  
DIN: 00954083

sd/-  
Aman Preet Kaur  
Director  
DIN: 09711954

Place: Mumbai

Date: May 28, 2025

sd/-  
Chief Financial Officer  
Seema Mittal  
PAN: CCAPM1399E

sd/-  
Company Secretary  
Amit Kumar Kanaujia  
PAN: CNSPK8778G

Notes to standalone financial statements for the year ended 31 March, 2025

2.1 Cash and cash equivalents		(Rs. In Lakhs)	
Particulars		As at 31 March	
		2025	2024
Cash on hand		0.71	5.06
Balance with banks:			
In current account		4.91	2.34
		5.62	7.40
2.2 Loans		(Rs. In Lakhs)	
Particulars		As at 31 March	
At amortised cost		2025	2024
Loans repayable on demand - unsecured		1,183.36	513.87
Loans to subsidiary		269.28	444.83
Less: Impairment loss allowance		4.15	3.02
	Total	1,448.49	955.68
Others - unsecured		-	-
Less: Impairment loss allowance		-	-
	Total	-	-
Total Loans		1,452.64	958.70
Less: Impairment loss allowance		4.15	3.02
	Total Loans	1,448.49	955.68
Out of the above			
Loans in India			
(i) Public Sector			
(ii) Others		1,452.64	958.70
Total		1,452.64	958.70
Less: Impairment loss allowance		4.15	3.02
		1,448.49	955.68
Loans			
a) Credit quality of assets			
The table below shows year-end stage wise risk classification. The amounts presented are gross of impairment allowances.			
b) Analysis of change in the gross carrying amount of loans			
Particulars		Year ended 31 March 2025	
		Stage 1	Stage 2
Opening balance		958.70	-
New disbursements		952.35	-
Other movements including partial repayments and interest accrual		(458.41)	-
<b>Closing Balance</b>		<b>1,452.64</b>	-
Particulars		Year ended 31 March 2024	
		Stage 1	Stage 2
Opening balance		1,515.42	-
New disbursements		709.07	-
Other movements including partial repayments and interest accrual		(1,265.79)	-
<b>Closing Balance</b>		<b>958.70</b>	-
c) Reconciliation of ECL balance		Year ended 31 March 2025	
Particulars		Stage 1	Stage 2
Opening balance		3.02	-
New disbursements & Other movements		1.13	-
<b>Closing Balance</b>		<b>4.15</b>	-
Particulars		Year ended 31 March 2024	
		Stage 1	Stage 2
Opening balance		4.73	0.98
New disbursements & Other movements		(1.71)	(0.98)
<b>Closing Balance</b>		<b>3.02</b>	-

Notes to standalone financial statements for the year ended 31 March, 2025

Particulars	(Rs. In Lakhs)	
	As at 31 March 2025	2024
<b>Investments in equity instruments (Unquoted)</b>		
<b>Carried at cost</b>		
(i) in subsidiary - Roddic Coffee Estates Private Limited	<b>255.00</b>	<b>255.00</b>
<b>Investments in Equity Instruments (Quoted) *</b>		
<b>Carried at Fair Value through Profit or Loss (FVTPL)</b>		
Add: Fair value gains / (losses)	465.10	363.77
	- 60.85	- 31.40
	<b>404.25</b>	<b>332.37</b>
<b>Details of Investments in Equity Instruments</b>		
	No. of shares	No. of shares
Aarti Pharmalabs Ltd	500.00	-
Alpex Solar Ltd	1,200.00	-
Canara Bank	1,000.00	-
Global Surface Ltd	-	1,500.00
HDFC Bank Ltd	10,450.00	8,250.00
HUDCO	-	1,000.00
IIL	-	1,000.00
JP Power	-	50,000.00
Jio Financial Services Ltd	11,000.00	10,000.00
Kay Cee Energy & Infra Ltd	2,000.00	2,000.00
Kitex Garments Ltd	6,000.00	-
Libas Consu Products Ltd	25,000.00	25,000.00
Marshall Machines Ltd	50,000.00	50,000.00
Mishra Dhatu Nigam Ltd	-	6,000.00
Nupur Recyclers Ltd	4,500.00	-
Oriental Trimex Ltd	9,09,000.00	-
P.E.Analytics Ltd	-	2,400.00
Rajnish Wellness Ltd	1,00,000.00	-
Rashtriya Chemical Fertilisers Ltd	8,000.00	8,000.00
Sanmit Infra Ltd.	-	2,000.00
Sadbhav Engineering Ltd	1,27,500.00	-
SEPC Ltd	34,732.00	-
Shriram Epc Ltd.	-	34,732.00
SJVN Ltd	-	4,000.00
Tata Elxsi Ltd	100.00	-
Tourism Finance Corp. Of	-	12,000.00
Vintage Coffee and Brevages Ltd	5,000.00	-
Veefin	-	1,600.00
VIP Industries Ltd	4,000.00	12,000.00
Vishnusurya Projects and Infra Ltd	2,000.00	-
Wockhardt Ltd	1,030.00	-
	<b>404.25</b>	<b>332.37</b>

<b>Investments in Mutual Funds (Quoted)</b>		
Carried at Fair Value through Profit or Loss (FVTPL)	3.03	264.71
Add: Fair value gains / (losses)	-	38.47
	<b>3.03</b>	<b>303.18</b>
 <b>Details of Investment in Mutual Fund</b>		
ICICI Prudential VCF Real Estate Scheme - I	3.03	14.71
Kotak Balance Advantage Fund	-	35.00
Kotak Equity Arbitrage Fund	-	215.00
	<b>3.03</b>	<b>264.71</b>
 (iii) In gold coins	5.71	5.71
Add: Fair value gains / (losses)	15.19	10.05
	<b>20.90</b>	<b>15.76</b>
 (iv) In Real Estate (Flat at Emarald, Kanpur)	204.16	204.16
Add: Fair value gains / (losses)	-	-
	<b>204.16</b>	<b>204.16</b>
 <b>Total</b>	<b>887.33</b>	<b>1,110.46</b>
Out of the above		
In India	887.33	1,110.46
Outside India		
Total	<b>887.33</b>	<b>1,110.46</b>

Notes to standalone financial statements for the year ended 31 March, 2025

**2.4 Other financial assets** (Rs. In Lakhs)

Particulars	As at 31 March	
	2025	2024
TDS Receivable AY 2025-26	14.42	-
Security deposit	1.90	1.50
Balance with Security Broker	5.98	10.16
Staff & Other Advance	0.87	1.62
 Total	<b>23.18</b>	<b>13.27</b>

**2.5 Deferred tax assets (net)** (Rs. In Lakhs)

**Reconciliation of tax expenses and profit before tax multiplied by corporate tax rate**

Particulars	As at 31 March	
	2025	2024
Profit before tax	208.28	154.67
Current tax expenses	58.34	40.00
Prior Period Tax	(4.49)	6.14
Deferred Tax	(9.66)	2.95

**Deferred tax assets recorded in Balance Sheet**

Particulars	As at 31 March	
	2025	2024
Deferred tax relates to the following:		
<b>Deferred tax assets</b>		
Depreciation and amortization	3.16	3.25
Impairment of financial instruments	7.77	(0.68)
Unrealised net loss on fair value changes	-	-
Gross deferred tax assets	<b>10.92</b>	<b>2.57</b>
<b>Deferred tax liabilities</b>		
Unrealised net gain on fair value changes	1.29	2.60
Gross deferred tax liabilities	<b>1.29</b>	<b>2.60</b>
Deferred tax assets/(liabilities), net	<b>9.63</b>	<b>(0.03)</b>

**Changes in deferred tax assets recorded in profit or loss**

Particulars	As at 31 March	
	2025	2024
Deferred tax relates to the following:		
<b>Deferred tax assets</b>		
Depreciation and amortization	(0.09)	(1.07)
Impairment of financial instruments	8.45	(0.68)
Unrealised net loss on fair value changes	-	
Unrealised net gain on fair value changes	(1.31)	1.10
	<b>9.66</b>	<b>(2.85)</b>

**2.7 Other non - financial assets**

Particulars	As at 31 March	
	2025	2024
Fixed Deposits with Banks with maturity more than 12 Months	446.40	431.46
Total	<b>446.40</b>	<b>431.46</b>

**2.8 Payables**

Particulars	As at 31 March	
	2025	2024
<b>(i) Trade payable</b>		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues creditots other than micro enterprises and small enterprises	-	0.20
		<b>0.20</b>
<b>(ii) Other payable</b>		
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues creditots other than micro enterprises and small enterprises	16.49	1.80
	<b>16.49</b>	<b>1.80</b>
<b>Total</b>	16.49	2.00

**Trade Payables aging schedule as on 31st March, 2025**

	Outstanding for following periods from due date of payments				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	16.49	-	-	-	<b>16.49</b>
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-

**Trade Payables aging schedule as on 31st March, 2024**

	Outstanding for following periods from due date of payments				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2.00	-	-	-	<b>2.00</b>
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-

**2.9 Borrowings (other than Debt Securities)**

Particulars	As at 31 March	
	2025	2024
<b>Secured Loans</b>		
Loans repayable on demand		
from Banks	164.71	127.39
Total	<b>164.71</b>	<b>127.39</b>

a) loans repayable on demand from banks includes overdraft facilities which are secured by fixed Deposits.

**2.10 Current Tax Liabilities (Net)**

Particulars	As at 31 March	
	2025	2024
Provision for Income Tax	58.34	4.99
Total	<b>58.34</b>	<b>4.99</b>

Notes to standalone financial statements for the year ended 31 March, 2025

**2.11 Provisions**

Particulars	` in lakhs	
	As at 31 March 2025	2024
Provisions retained for sale of non-performing assets as per RBI	5.81	3.83
Other Provisions (TDS)	0.17	-
<b>Total</b>	<b>5.98</b>	<b>3.83</b>

Notes to standalone financial statements for the year ended 31 March, 2025

**2.12 Equity**

Particulars	` in lakhs	
	As at 31 March 2025	2024
<b>Authorized</b>		
11,00,00,000 (11,00,00,000) equity shares of Rs. 1/- each	1,100.00	1,100.00
<b>Issued, subscribed and paid up</b>		
10,04,75,000 (10,04,75,000) equity shares of Rs. 1/- each	1,004.75	1,004.75
<b>(a) Reconciliation of shares outstanding at the beginning and at the end of the year</b>		
<b>Particulars</b>	<b>Numbers</b>	` in lakhs
Equity share capital issued, subscribed and fully paid-up	10,04,75,000	1,004.75
Add: issued during the year	-	-
<b>As at 1 April 2023</b>	<b>10,04,75,000</b>	<b>1,004.75</b>
As at 1 April 2023	10,04,75,000	1,004.75
Add: issued during the year	-	-
<b>As at 31 March 2024</b>	<b>10,04,75,000</b>	<b>1,004.75</b>
As at 31 March 2025	10,04,75,000	1,004.75
Add: issued during the year	-	-
<b>As at 31 March 2025</b>	<b>10,04,75,000</b>	<b>1,004.75</b>

**(b) Terms/ rights/ restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share. The dividend recommended by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Details of shareholders holding more than 5% shares in the company (Face value Rs. 1/- per share)**

Particulars	As at		As at	
	31-03-2025		31-03-2024	
	Nos.	% Holding	Nos.	% Holding
Ruchi Agarwal	5816000	6%	5816000	6%
Sandhya Agarwal	5375000	5%	5375000	5%
<b>Total</b>	<b>11191000</b>	<b>11%</b>	<b>11191000</b>	<b>11%</b>

Notes to standalone financial statements for the year ended 31 March, 2025

**2.13 Other equity**

Particulars	' in lakhs	
	As at 31 March 2025	2024
<b>(i) Securities premium</b>		
Balance at the beginning of the year	980.00	980.00
Add: Received during the year	-	-
<b>Balance at the end of the year</b>	<b>980.00</b>	<b>980.00</b>
<b>(ii) Retained earnings</b>		
Balance at the beginning of the year	573.48	488.93
Profit for the year	164.09	105.69
	<b>737.57</b>	<b>594.62</b>
Appropriations:		
Transfer to reserve fund in terms of section 45-IC of the RBI Act, 1934	32.82	21.14
	<b>32.82</b>	<b>21.14</b>
<b>Balance at the end of the year</b>	<b>704.75</b>	<b>573.48</b>
<b>Other reserves</b>		
<b>(iii) Reserve fund in terms of section 45-IC of the RBI Act, 1934</b>		
Balance at the beginning of the year	128.04	106.90
Add: Received during the year	32.82	21.14
<b>Balance at the end of the year</b>	<b>160.86</b>	<b>128.04</b>
<b>(iv) General reserve</b>		
Balance at the beginning of the year	24.01	24.01
Addition/deduction during the year	-	-
<b>Balance at the end of the year</b>	<b>24.01</b>	<b>24.01</b>
<b>(v) Other comprehensive income</b>		
Balance at the beginning of the year	-	-
Addition/deduction during the year	-	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b>Total other equity</b>	<b>1,869.62</b>	<b>1,705.53</b>

**Nature and purpose of other equity**

**(i) Securities Premium**

Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

**(ii) Retained earnings**

Retained earnings represents the surplus in profit and loss account and appropriations.

**(iii) Reserve fund in terms of section 45-IC of the RBI Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

**(iv) General reserve**

Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law.

Notes to standalone financial statements for the year ended 31 March, 2025

**3.1 Interest Income**

Particulars	` in lakhs	
	For the year ended 31 March 2025	2024
<b>On financial assets measured at amortized cost:</b>		
Loans	128.29	116.34
Investments	31.88	12.66
<b>Total</b>	<b>160.17</b>	<b>129.01</b>

**3.2 Net gain on fair value changes**

Particulars	For the year ended	
	31 March 2025	2024
Realised	-	-
Unrealised	5.14	12.68
<b>Total</b>	<b>5.14</b>	<b>12.68</b>

**3.3 Other Income**

Particulars	For the year ended	
	31 March 2025	2024
Profit on sale of securities and mutual funds etc	50.65	52.87
Dividend Income	2.47	0.65
Trading profit in F & O	46.45	27.63
Profit on sale of Land	16.51	-
<b>Total</b>	<b>116.08</b>	<b>81.15</b>

**3.4 Finance Cost**

Particulars	For the year ended	
	31 March 2025	2024
Other interest expense	7.61	0.39
<b>Total</b>	<b>7.61</b>	<b>0.39</b>

**3.5 Impairment on financial instruments measured at amortised cost**

Particulars	For the year ended	
	31 March 2025	2024
Loans	1.13	(2.69)
Investments	29.72	-
<b>Total</b>	<b>30.85</b>	<b>(2.69)</b>

The table below shows the ECL Charges on financial instruments for the year recorded in the profit and loss based on evaluation stage:

Particulars	Year ended 31 March 2025		
	Stage 1	Stage 2	Stage 3
Loans	1.13	-	-
Investments	29.72	-	-
<b>Total</b>	<b>30.85</b>	<b>-</b>	<b>-</b>

The table below shows the ECL Charges on financial instruments for the year recorded in the profit and loss based on evaluation stage:

Particulars	Year ended 31 March 2024		
	Stage 1	Stage 2	Stage 3
Loans	(2.69)	-	-
Investments	-	-	-
<b>Total</b>	<b>(2.69)</b>	<b>-</b>	<b>-</b>

Notes to standalone financial statements for the year ended 31 March, 2025

**3.6 Employee Benefits Expenses**

<b>Particulars</b>	` in lakhs	
	For the year ended 31 March	
	2025	2024
Salaries and wages	10.13	10.31
<b>Total</b>	<b>10.13</b>	<b>10.31</b>

**3.7 Other Expenses**

<b>Particulars</b>	` in lakhs	
	For the year ended 31 March	
	2025	2024
Advertisement	0.69	1.34
Annual fees-Stock Exchange	4.05	3.88
Bank Charges	0.02	0.14
Communication expenses	0.27	0.15
CDSL N NSDL	2.67	2.52
Electricity Expenses	0.09	0.08
Filing Fee	0.17	0.13
Insurance	0.84	0.69
SEBI Penalty	-	20.00
Legal and professional fees	3.31	7.60
Miscellaneous expenses	0.09	0.13
Payment to auditors *	2.10	2.36
Printing and stationery	0.30	0.30
Provision for standard assets	1.98	(1.47)
Repairs and maintenance	0.26	0.25
Rent	4.16	3.84
Loss on sale of Investment	-	13.62
Travelling and conveyance	0.13	0.21
<b>Total</b>	<b>21.12</b>	<b>55.76</b>

**Payment to Auditor**

<b>Particulars</b>	` in lakhs	
	For the year ended 31 March	
	2025	2024
For Income Tax Matters	-	-
For Audit Matters	2.10	2.36
For Other Matters	-	-
<b>Total</b>	<b>2.10</b>	<b>2.36</b>

**3.8 Other Comprehensive Income**

<b>Particulars</b>	` in lakhs	
	For the year ended 31 March	
	2025	2024
Items that will not be reclassified to Profit and Loss		
Equity Instrument through Other Comprehensive Income	-	-
Less: Income Tax	-	-
	-	-

**3.9 Earning per Share**

<b>Particulars</b>	` in lakhs	
	For the year ended 31 March	
	2025	2024
Profit for the year as per Statement of Profit and Loss	164.09	105.68
Weighted average number of Equity Shares in calculating Basic and Diluted EPS	10,04,75,000.00	10,04,75,000.00
Basic earnings per share (in Rs)	0.16	0.11
Diluted earnings per share (in Rs)	0.16	0.11

## Sulabh Engineers &amp; Services Limited

2.6 Property, plant and equipment and intangible assets

(Rs. In Lakhs)

For the financial year 2024-25

Particulars	Gross block				Depreciation and amortization				Net block	
	1 April 2024	Additions	Deduction /adjustments	31 March 2025	1 April 2024	Deduction /adjustments	For the year	31 March 2025	31 March 2025	
Freehold Land	320.91	-	28.49	292.43	-	-	-	-	292.43	
Vehicles	35.14	-	-	35.14	28.09	-	2.19	30.28	4.86	
Furniture and fixtures	0.14	-	-	0.14	0.13	-	0.00	0.13	0.00	
Computers	2.60	0.90	-	3.50	2.25	-	0.63	2.88	0.63	
Office equipments	4.77	-	-	4.77	2.86	-	0.59	3.45	1.33	
<b>Sub-total</b>	<b>363.57</b>	<b>0.90</b>	<b>28.49</b>	<b>335.98</b>	<b>33.33</b>	<b>-</b>	<b>3.41</b>	<b>36.74</b>	<b>299.25</b>	
<b>Intangible assets (b)</b>										
Softwares	-	-	-	-	-	-	-	-	-	
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Total</b>	<b>363.57</b>	<b>0.90</b>	<b>28.49</b>	<b>335.98</b>	<b>33.33</b>	<b>-</b>	<b>3.41</b>	<b>36.74</b>	<b>299.25</b>	

Particulars	Gross block				Depreciation and amortization				Net block	
	1 April 2023	Additions	Deduction /adjustments	31 March 2024	1 April 2023	Deduction /adjustments	For the year	31 March 2024	31 March 2024	
<b>Property, plant and equipment (a)</b>										
Freehold Land	320.91	-	-	320.91	-	-	-	-	320.91	
Vehicles	35.14	-	-	35.14	24.90	-	3.19	28.09	7.05	
Furniture and fixtures	0.14	-	-	0.14	0.13	-	0.00	0.13	0.00	
Computers	2.02	0.59	-	2.60	1.91	-	0.34	2.25	0.36	
Office equipments	4.77	-	-	4.77	2.00	-	0.86	2.86	1.92	
<b>Sub-total</b>	<b>362.98</b>	<b>0.59</b>	<b>-</b>	<b>363.57</b>	<b>28.94</b>	<b>-</b>	<b>4.39</b>	<b>33.33</b>	<b>330.25</b>	
<b>Intangible assets (b)</b>										
Softwares	-	-	-	-	-	-	-	-	-	
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Total</b>	<b>362.98</b>	<b>0.59</b>	<b>-</b>	<b>363.57</b>	<b>28.94</b>	<b>-</b>	<b>4.39</b>	<b>33.33</b>	<b>330.25</b>	

On transition date the Company has elected to carry previous GAAP carrying amount as deemed cost.

Notes to standalone financial statements for the year ended 31 March, 2025

4.1 Contingent liabilities and commitments		(Rs. In Lakhs)	
Particulars		As at 31 March	
		2025	2024
(a) Contingent liabilities not provided;		Nil	Nil
(b) Capital and other commitments		Nil	Nil

4.2 Estimated amount of contracts to be executed		As at 31 March	
Particulars	Estimated amount of contracts remaining to be executed on capital account and not provided for	As at 31 March	
		2025	2024
		Nil	Nil

4.3 Disclosure of transactions with related parties as required by Ind AS 24		2025		2024	
Name of the related party and nature of relationship	Nature of transactions	Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
<b>(A) Holding Company, subsidiaries and fellow subsidiaries</b>					
1. Venkatswamy Mining and Estates Private Limited (Subsidiary Company)	Investments in equity shares Loans and advances	175.54	269.28	174.50	444.83
<b>(B) Key managerial personnel and their relatives</b>					
1. Seema Mittal (Director, CFO)	Remuneration	1.80	-	1.80	-
2. Rekha Kejriwal (Company Secretary)	Remuneration	-	-	5.40	-
3. Amit Kumar Kanaujia (Company Secretary)	Remuneration	5.18	-	-	-

4.4 Event after reporting date	
There have been no events after the reporting date that require adjustments/ disclosure in these financial statements	

4.5 Corporate Social Responsibility	
Expenditure required to be incurred under Section 135 of the Companies Act, 2013 on Corporate Social Responsibility (CSR) activities are Rs. Nil (Previous Year Rs. Nil)	

4.5 Segment Reporting	
The Company operates in a single reportable segment i.e financing, since the nature of the loans are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e. domestic.	

4.6 Financial Instruments- Accounting Classifications And Fair Value Measurements (Ind As 107)			
Classification Of Financial Assets And Liabilities :			
Particulars		As at 31 March	
		2025	2024
<b>Financial Assets at Amortized Cost</b>			
Cash and cash equivalents		5.62	7.40
Loans		1,448.49	955.68
Investments		255.00	255.00
Other Financial assets		23.18	13.27
<b>Financial Assets at Fair Value through profit and loss</b>			
Investments		632.33	855.46
<b>TOTAL</b>		<b>2,364.62</b>	<b>2,086.81</b>
<b>Financial Liabilities at Amortized Cost</b>			
Payables		16.49	2.00
Borrowinngs		164.71	127.39
<b>TOTAL</b>		<b>181.20</b>	<b>129.39</b>

Notes to standalone financial statements for the year ended 31 March, 2025

#### 4.7 Financial Risk Management Objectives and Policies

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's Risk Management framework.

The Company actively manages its capital base to cover risks inherent to its business and meet the capital adequacy requirement of RBI. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The Company has exposure to Credit, Liquidity and Market risks arising from financial instruments:

##### a. Market Risk

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices. The Company do not have any exposure to foreign exchange rate and equity price risk.

##### b. Credit Risk

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. It has a diversified lending model and focuses on six broad categories viz: (i) consumer lending, (ii) SME lending, (iii) rural lending, (iv) mortgages, (v) loan against securities, and (vi) commercial lending. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

##### Classification of financial assets under various stages

The Company classifies its financial assets in three stages having the following characteristics:

**Stage 1 :** unimpaired and without significant increase in credit risk since initial recognition on which a 12 month allowance for ECL is recognised;

**Stage 2 :** a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

**Stage 3 :** objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised.

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk when they are 30 days past due (DPD) and are accordingly transferred from stage 1 to stage 2. For stage 1 an ECL allowance is calculated based on a 12 month Point in Time (PIT) probability weighted probability of default (PD). For stage 2 and 3 assets a life time ECL is calculated based on a lifetime PD.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro economic conditions.

Financial instruments other than loans were subjected to simplified ECL approach under Ind AS 109 'Financial Instruments' and accordingly were not subject to sensitivity of future economic conditions.

The table below summarises the approach adopted by the Company for various components of ECL viz. PD, EAD and LGD across product lines using empirical data where relevant:

##### c. Liquidity and interest rate 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, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument fluctuate because of change in market interest rates.

The table below summarises the maturity profile of the undiscounted cashflow of the Company's financial liabilities:

		As at 31 March 2025				
		Due from less than 1 year	Due from 1 to 2 Years	Due from 2 to 5 Years	After 5 years	Total
<b>Particulars</b>						
Trade Payables		181.20	-	-	-	181.20
<b>Total</b>		<b>181.20</b>	-	-	-	<b>181.20</b>
<b>As at 31 March 2024</b>						
		Due from less than 1 year	Due from 1 to 2 Years	Due from 2 to 5 Years	After 5 years	Total
<b>Particulars</b>						
Trade Payables		129.39	-	-	-	129.39
<b>Total</b>		<b>129.39</b>	-	-	-	<b>129.39</b>

**4.8 Capital Management**

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through a mix of equity, borrowings and operating cash flows.

The Company's Debt Equity ratio is as below:

Particulars	As at 31 March	
	2025	2024
<b>Total Debt</b>	-	-
<b>Total Equity</b>	2,874.37	2,710.28
<b>Debt / Equity Ratio</b>	-	-

**Regulatory capital**

Particulars	As at 31 March	
	2025	2024
<b>Dividend distribution made and proposed</b>		
Particulars		

**Dividend distribution made**

**Dividend proposed**

**4.9 A comparison between provisions required under IRACP and impairment allowance made under Ind AS 109**

Asset Classification as per RBI Norms	Asset Classification as per Ind AS 109	Gross carrying amount as per Ind AS 109	Loss Allowances (provisions) as required under Ind AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
						7 = (4-6)
1	2	3	4	5 (3-4)	6	7 = (4-6)
<b>Performing assets - Loans</b>						
Standard	Stage- 1	1,452.64	4.15	1,448.49	2.91	1.25
	Stage- 2	-	-	-	-	-
<b>Sub-Total</b>		1,452.64	4.15	1,448.49	2.91	1.25
<b>Non-performing assets - NPA</b>						
Sub-standard	Stage- 3	-	-	-	-	-
Doubtful - upto 1 year	Stage- 3	-	-	-	-	-
1 to 3 years	Stage- 3	-	-	-	-	-
More than 3 years	Stage- 3	-	-	-	-	-
<b>Sub-Total for doubtful</b>		-	-	-	-	-
Loss	Stage- 3	-	-	-	-	-
<b>Sub-Total for NPA</b>		-	-	-	-	-
Others	Stage- 1	-	-	-	-	-
	Stage- 2	-	-	-	-	-
	Stage- 3	-	-	-	-	-
<b>Sub-Total</b>		-	-	-	-	-
<b>Total</b>	Stage- 1	1,452.64	4.15	1,448.49	2.91	1.25
	Stage- 2	-	-	-	-	-
	Stage- 3	-	-	-	-	-
	<b>Total</b>	1,452.64	4.15	1,448.49	2.91	1.25

**4.10 Fair Value Measurement**

**a. Valuation methodologies adopted**

Fair values of financial assets, other than those which are subsequently measured at amortised cost, have been arrived at as under:

Fair values of investments held for trading under FVTPL have been determined under level 1 (refer note no. 48) using quoted market prices of the underlying instruments;

Fair values of strategic investments in equity instruments designated under FVOCI have been measured under level 3 (refer note no. 48) at fair value based on a discounted cash flow model.

Fair values of other investments under FVOCI have been determined under level 1 using quoted market prices of the underlying instruments;

Fair value of loans held under a business model that is achieved by both collecting contractual cash flows and partially selling the loans through partial assignment to willing buyers and which contain contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest are measured at FVOCI. The fair value of these loans have been determined under level 3.

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, floating rate loans, investments in equity instruments designated at FVOCI, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying value are deemed to be fair value.

**b. Fair values hierarchy**

Fair value measurements are analysed by level in the fair value hierarchy as follows: (i) level one are measurements at quoted prices (unadjusted) in active markets for identical assets or liabilities, (ii) level two measurements are valuations techniques with all material inputs observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and (iii) level three measurements are valuations not based on observable market data (that is, unobservable inputs). Management applies judgement in categorising financial instruments using the fair value hierarchy. If a fair value measurement uses observable inputs that require significant adjustment, that measurement is a Level 3 measurement. The significance of a valuation input is assessed against the fair value measurement in its entirety.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**Financial Instruments measured at fair value as at 31 March 2025**

Particulars	Fair value measurement using				Total
	Carrying Value	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)		
<b>Financial assets</b>					
Investments	632.33	632.33	-	-	632.33
	632.33	632.33	-	-	632.33

**Fair value of Financial Assets and Liabilities measured at Cost/ Amortisation Cost as at 31 March 2025**

Particulars	Carrying Value	Fair Value	
<b>Financial Assets:</b>			
Cash and Cash Equivalents		5.62	5.62
Loans		1,448.49	1,448.49
Investments in subsidiary		255.00	255.00
Other financial assets		23.18	23.18
<b>Financial liabilities</b>			
Other payables		16.49	16.49
Borrowings		164.71	164.71

**Financial Instruments measured at fair value as at 31 March 2024**

Particulars	Fair value measurement using				Total
	Carrying Value	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)		
<b>Financial assets</b>					
Investments	855.46	855.46	-	-	855.46
	855.46	855.46	-	-	855.46

**Fair value of Financial Assets and Liabilities measured at Cost/ Amortisation Cost as at 31 March 2024**

Particulars	Carrying Value	Fair Value	
<b>Financial Assets:</b>			
Cash and Cash Equivalents		7.40	7.40
Loans		955.68	955.68
Investments in subsidiary		255.00	255.00
Other financial assets		13.27	13.27
<b>Financial liabilities</b>			
Other payables		2.00	2.00
Borrowings		127.39	127.39

4.11 Disclosure of loans / advances and investments in its own shares pursuant to Regulation 53 of SEBI (Listing obligations and disclosure requirements) Regulation, 2015

Particulars	As at 31 March	
	2025	2024
i. Loans and advances in the nature of loans to subsidiaries		
Roddic Coffee and Estates Private Limited	269.28	444.83
ii. Deposits	Nil	Nil
iii. Guarantees	Nil	Nil

4.12 Additional Regulatory Information

a. Analytical Ratios

Ratios	Numerator	Denominator	As at 31 March		
			2025	2024	% Variance
Current Ratio (in times)	Current assets	Current liabilities	13.05	16.13	-19%
Debt Equity Ratio (in times)	Debt	Shareholders equity	0.06	0.05	15%
Debt Service Coverage Ratio (in times)	Earnings for Debt service (Profit after tax + Interest+ Lease Rentals)	Debt service (Interest+Principal repayments)	4.57	0.00	NA
Return on equity Ratio (in %)	Net profit for the year	Average shareholders equity	0.06	0.04	46%
Trade receivable turnover ratio	Revenue from operations	Average trade receivables	0.08	0.07	5%
Trade payable turnover ratio	Other expenses	Average trade Payables	0.00	0.00	0%
Net capital turnover ratio	Revenue from operations	Working capital (current assets - current liabilities)	0.00	0.00	0%
Net profit ratio (in %)	Net profit for the year	Revenue from operations	58.31%	16.72%	249%
Return on capital employed (in %)	Profit before tax and finance cost	Capital employed (Net worth + borrowings =lease liabilities)	7.25%	5.71%	27%
Return on investments (in %)	Income generated from treasury investments	Average invested funds in treasury investments	16.04%	15.60%	3%

Reason for variance in Return on Equity, Return on Capital Employed and Net Profit Ratio is due to increase in Profits in the current year

Analytical Ratios	Particulars	As at 31.03.2025	As at 31.03.2025	% Change	Reasons for variance
Capital to risk-weighted assets ratio (CRAR)		NA	NA	NA	
Tier I CRAR		NA	NA	NA	
Tier II CRAR		NA	NA	NA	
Liquidity Coverage Ratio		NA	NA	NA	

- c The title deed of Immovable Property held by the company is in its own name.
- d The company has not revalued its Property, Plant and Equipment during the year.
- e The company has not granted Loans or Advances in the nature of Loans to Promoters, directors, KMPs and the related parties.
- f The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- g The Company do not have any borrowings from banks or financial institutions and has not been declared a wilful defaulter.
- h The company has not made any investment beyond the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017
- i The provisions contained in Section 135 of the Companies Act, 2013 relating to CSR Activities are not applicable to the company for the year under review.
- j The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- k The Company do not have any transactions with struck off companies.
- l The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- m The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

n	The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:  a. 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 b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
o	The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:  a. 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 b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
p	The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
	4.14 The Company uses accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. Further, there is no instance of audit trail feature being tampered in respect of the accounting softwares. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.
	4.15 Previous year's figures have been regrouped/ rearranged wherever necessary to make them comparable to those with the current year.
<hr/>	
As per our report of even date For Ranjit Jain & Co. Chartered Accountants FRN: 322505E	
CA Ashok Kumar Agarwal Partner Membership No. :056622	
Place: Mumbai Date: May 28, 2025	
<hr/>	
For and on behalf of Board of Directors	
sd/- Vimal Kumar Sharma Managing Director DIN: 00954083	
sd/- Aman Preet Kaur Director DIN:09711954	
sd/- Chief Financial Officer Seema Mittal PAN: CCAPM1399E	
sd/- Company Secretary Amit Kumar Kanaujia PAN: CNSPK8778G	

## **1. Notes to standalone financial statements for the year ended 31 March 2025**

### **1.1 Corporate information**

Sulabh Engineers and Services Limited ("the Company") is a company limited by shares, incorporated on 27 April 1983 and domiciled in India. The Company is engaged in the business of lending. The Company has a diversified lending portfolio across retail, SME and commercial customers. The Company is non-deposit taking non-banking financial company (NBFC) registered with the Reserve Bank of India (RBI).

### **1.2 Basis of preparation**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 (the Act) along with other relevant provisions of the Act and the Master Direction — Non-Banking Financial Company — Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 ('the NBFC Master Directions') issued by RBI. The financial statements have been prepared on a going concern basis.

The Company uses accrual basis of accounting except in case of significant uncertainties.

#### **1.2.1 Presentation of financial statements**

The Company presents its Balance Sheet in order of liquidity.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based.

Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- Fair value of financial instruments [Refer note no. 1.3.11, 4.10]
- Effective Interest Rate (EIR) [Refer note no. 1.3.1(i)]
- Impairment on financial assets [Refer note no. 1.3.4(i)]
- Provisions and other contingent liabilities [Refer note no. 1.3.10 and 4.1]
  
- Provision for tax expenses [Refer note no. 1.3.6(i)]
- Residual value and useful life of property, plant and equipment [Refer note no. 1.3.7]

### **1.3 Summary of significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### **1.3.1 Income**

#### **(i) Interest income**

The Company recognizes interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortized cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortized cost of a financial liability.

The Company recognizes interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets [as set out in note no. 1.3.4(i)] regarded as 'stage 3', the Company recognizes interest income on the amortized cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired [as outlined in note no. 1.3.4(i)], the Company reverts to calculating interest income on a gross basis.

Delayed payment interest (penal interest) levied on customers for delay in repayments/non-payment of contractual cash flows is recognized on realization.

Interest on financial assets subsequently measured at fair value through profit or loss (FVTPL) is recognized at the contractual rate of interest.

#### **(ii) Dividend income**

Dividend income on equity shares is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

#### **(iii) Other revenue from operations**

Revenue is measured at fair value of the consideration received or receivable.

##### **(a) Fees and commission**

The Company recognizes service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery.

Fees on value added services and products are recognized on rendering of services and products to the customer. Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognized on realization.

##### **(b) Net gain on fair value changes**

Financial assets are subsequently measured at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI), as applicable. The Company recognizes gains/losses on fair value change of financial assets measured as FVTPL and realized gains/losses on de-recognition of financial asset measured at FVTPL and FVOCI.

##### **(c) Sale of service**

The Company, on de-recognition of financial assets where a right to service the derecognized financial assets for a fee is retained, recognizes the fair value of future service fee income over service obligations cost on net basis as service fee income in the statement of profit or loss and, correspondingly creates a service asset in Balance Sheet. Any subsequent increase in the fair value of service assets is recognized as service income and any decrease is recognized as an expense in the period in which it occurs. The embedded interest component in the service asset is recognized as interest income in line with Ind AS 109 'Financial instruments'.

**(d) Recoveries of financial assets written off**

The Company recognizes income on recoveries of financial assets written off on realization or when the right to receive the same without any uncertainties of recovery is established.

**(iv) Taxes**

Incomes are recognized net of the Goods and Services Tax/Service Tax, wherever applicable.

**1.3.2 Expenditures**

**(i) Finance costs**

Borrowing costs on financial liabilities are recognized using the EIR [refer note no. 3.1(i)].

**(ii) Fees and commission expenses**

Fees and commission expenses which are not directly linked to the sourcing of financial assets, such as commission/incentive incurred on value added services and products distribution, recovery charges and fees payable for management of portfolio etc., are recognized in the Statement of Profit and Loss on an accrual basis.

**(iii) Taxes**

Expenses are recognized net of the Goods and Services Tax/Service Tax, except where credit for the input tax is not statutorily permitted.

**1.3.3 Cash and cash equivalents**

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**1.3.4 Financial instruments**

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

All the financial instruments are recognized on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognizes the financial instruments on settlement date.

**(i) Financial assets**

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

**Initial measurement**

All financial assets are recognized initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

**Subsequent measurement**

For the purpose of subsequent measurement, financial assets are classified into four categories:

- a. Debt instruments at amortized cost
- b. Debt instruments at FVOCI
- c. Debt instruments at FVTPL
- d. Equity instruments designated at FVOCI

**a) Debt instruments at amortised cost**

The Company measures its financial assets at amortized cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are realized in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated financial assets going forward.

The business model of the Company for assets subsequently measured at amortized cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortized cost on effective interest rate (EIR). For further details, refer note no. 3.1(i). The expected credit loss (ECL) calculation for debt instruments at amortized cost is explained in subsequent notes in this section.

**(b) Debt instruments at FVOCI**

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; 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.

Debt instruments included within the FVOCI category are measured at each reporting date at fair value with such changes being recognized in other comprehensive income (OCI). The interest income on these assets is recognized in profit or loss. The ECL calculation for debt instruments at FVOCI is explained in subsequent notes in this section.

Debt instruments such as long-term investments in Government securities to meet regulatory liquid asset requirement of the Company's deposit program and mortgage loans portfolio where the Company periodically resorts to partially selling the loans by way of assignment to willing buyers are classified as FVOCI. On de-recognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified to profit or loss.

**(c) Debt instruments at FVTPL**

The Company classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of debt instruments are recognized on net basis through profit or loss. The Company's investments into mutual funds, Government securities (trading portfolio) and certificate of deposits for trading and short-term cash flow management have been classified under this category.

**(d) Equity investments designated under FVOCI**

All equity investments in scope of Ind AS 109 'Financial Instruments' are measured at fair value. The Company has strategic investments in equity for which it has elected to present subsequent changes in the fair value in other comprehensive income. The classification is made on initial recognition and is irrevocable.

All fair value changes of the equity instruments, excluding dividends, are recognized in OCI and not available for reclassification to profit or loss, even on sale of investments. Equity instruments at FVOCI are not subject to an impairment assessment.

**Derecognition of Financial Assets**

The Company derecognizes a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognized, the Company does not have any continuing involvement in the same.

The Company transfers its financial assets through the partial assignment route and accordingly derecognizes the transferred portion as it neither has any continuing involvement in the same nor does it retain any control. If the Company retains the right to service the financial asset for a fee, it recognizes either a servicing asset or a servicing liability for that servicing contract. A service liability in respect of a service is recognized at fair value if the fee to be received is not expected to compensate the Company adequately for performing the service. If the fees to be received is expected to be more than adequate compensation for the servicing, a service asset is recognized for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

On de-recognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of de-recognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognized in profit or loss.

**Impairment of financial assets**

ECL are recognized for financial assets held under amortized cost, debt instruments measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12-month ECL is recognized. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognized for stage 2 and stage 3 financial assets. At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months. In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL'). Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

Treatment of the different stages of financial assets and the methodology of determination of ECL

**(a) Credit impaired (stage 3)**

The Company recognizes a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- Contractual payments of either principal or interest are past due for more than 90 days;
- The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months—post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred

to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognized by applying the EIR to the net amortized cost amount i.e. gross carrying amount less ECL allowance.

**(b) Significant increase in credit risk (stage 2)**

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 30 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk. Based on other indications such as borrower's frequently delaying payments beyond due dates though not 30 days past due are included in stage 2 for mortgage loans.

The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioral trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioral trends, credit transition probabilities and macroeconomic conditions.

The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

**(c) Without significant increase in credit risk since initial recognition (stage 1)**

ECL resulting from default events that are possible in the next 12 months are recognized for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioral trends witnessed for each homogenous portfolio using application/behavioral score cards and other performance indicators, determined statistically.

**(d) Measurement of ECL**

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macroeconomic factors.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

- Determination of PD is covered above for each stages of ECL.
- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdown of committed facilities.
- LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realized and the time value of money.

A more detailed description of the methodology used for ECL is covered in the 'credit risk' section of note no. 4.7.

**(ii) Financial liabilities**

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial asset to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings and subordinated debts.

**Initial measurement**

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, other payables, debt securities and other borrowings.

**Subsequent measurement**

After initial recognition, all financial liabilities are subsequently measured at amortized cost using the EIR [Refer note no. 1.3.1(i)]. Any gains or losses arising on derecognition of liabilities are recognized in the Statement of Profit and Loss.

**De-recognition**

The Company derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expired.

**(iii) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognized amounts with an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

### **1.3.5 Investment in subsidiaries**

Investment in subsidiaries is recognized at cost and is not adjusted to fair value at the end of each reporting period.

Cost of investment represents amount paid for acquisition of the said investment.

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

### **1.3.6 Taxes**

#### **(i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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

#### **(ii) Deferred tax**

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

Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized.

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

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

Deferred tax relating to items recognized outside profit or loss is recognized either in OCI or in other equity.

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

### **1.3.7 Property, plant and equipment**

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'.

Depreciation on property, plant and equipment Depreciation on property, plant & equipment has been provided on straight line method based on the useful life specified in Schedule II of the Companies Act, 2013 except where management estimate of useful life is different. Depreciation commences when the assets are ready for their intended use.

Assets costing Rs. 5,000/- or less have been depreciated over period of one year.

### **1.3.8 Intangible assets and amortization thereof**

Intangible assets, representing software are initially recognized at cost and subsequently carried at cost less accumulated amortization and accumulated impairment. The intangible assets are amortized using the straight line method over a period of five years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income or other expenses, as applicable.

### **1.3.9 Impairment of non-financial assets**

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

### **1.3.10 Provisions and contingent liabilities**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

### **1.3.11 Fair value measurement**

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole. For detailed information on the fair value hierarchy, refer note no. 4.10.

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

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

## INDEPENDENT AUDITORS' REPORT

**To the Members of  
Sulabh Engineers & Services Limited**

### **Report on the Audit of the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying Consolidated financial statements of **Sulabh Engineers & Services Limited** ("the Company") and its subsidiary which comprise the Consolidated balance sheet as at **31 March 2025**, the Consolidated statement of profit and loss (including other comprehensive income), Consolidated statement of changes in equity and Consolidated statement of cash flows for the year then ended, and notes to the Consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid financial statements give the information required by the Companies Act 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31 March 2025, and its consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

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

#### **Information other than the financial statements and Auditors' Report thereon**

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management discussion and analysis, Board's report including Annexure's to Board's Report, Business Responsibility and Sustainability

Report, Corporate Governance and Shareholder's information but does not include the consolidated financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

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

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, the respective management and Board of Directors of the companies included in the group are 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 the Board of Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The respective Board of Directors included in the group are also responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company and its subsidiary company which is company incorporated in India has adequate internal financial controls with reference to Consolidated financial statements 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 and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting in preparation of Consolidated financial statements 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 auditors' report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' 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 financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the financial statements of business activities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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 subsidiary, Venkatswamy Mining and Estates Private Limited (Formerly known as Rodic Coffee Estates Private Limited) whose financial statements reflect total assets of Rs 2,095.72 lakhs as at 31 March 2025, total revenues of Rs 327.64 lakhs and net cash inflows amounting to Rs 1.38 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements 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 this subsidiary, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the report of the other auditors.

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 and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:
  - i) 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 of the aforesaid consolidated financial statements.
  - a) In our opinion, proper books of account as required by law have been kept by the Holding Company so far as it appears from our examination of those books.
  - b) The Consolidated balance sheet, the Consolidated statement of profit and loss (including other comprehensive income), the Consolidated statement of changes in equity and the Consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
  - c) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
  - d) On the basis of the written representations received from the directors of Holding company taken on record by the Board of Directors of Holding company none of the directors of Holding company are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act.
  - e) With respect to the adequacy of the internal financial controls with reference to Consolidated financial statements of the Holding Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
  - f) In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
  - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i) The Company does not have any pending litigations which would impact its consolidated financial position.

- ii) The Holding Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.
  - iv) (a) The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiary that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act, have represented to us and the other auditors of such subsidiary that, to the best of their knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(c ) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v) No dividend is declared by the company during the year
  - vi) With respect to Rule 11(g) of Companies (Audit & Auditors) Rules,2014, on maintenance of audit trail, transaction and edit log, based on our examination which included test checks the company has used accounting software’s for maintaining its books of account which has 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. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention. Since there is no comment with respect to edit log in the independent audit report of subsidiary company, we are unable to comment on the feature of recording audit trail (edit log) facility of subsidiary company.
- (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 and the auditors of

respective subsidiaries included in the consolidated financial statement, to which reporting under CARO is applicable, as provided to us by the management of the Holding company, we report that there are no qualifications or adverse remarks in these CARO reports.

**For Ranjit Jain & Co.**

Chartered Accountants

FRN: 322505E

**CA Ashok Kumar Agarwal**

Partner

Membership No.: 056622

UDIN:

Place: Kolkata

Date: 28<sup>th</sup> May, 2025

**Sulabh Engineers & Services Limited**

**Annexure A to the Independent Auditors' report on the Consolidated financial statements of Sulabh Engineers & Services Limited for the year ended 31 March 2025**

**Report on the internal financial controls with reference to the aforesaid Consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Opinion**

We have audited the internal financial controls with reference to Consolidated financial statements of Sulabh Engineers & Services Limited ("the Company") and its subsidiary company which are companies incorporated in India as of 31 March 2025 in conjunction with our audit of the Consolidated financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to Consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The respective Company's management and the Board of Directors of the company and its subsidiary, which is company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated financial statements of the company and its subsidiary company, which is company incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated financial statements. 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 with reference

to Consolidated financial statements were established and maintained and whether 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 with reference to Consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of such internal financial controls, 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 Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiaries, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries which are companies incorporated in India.

### **Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements**

A company's internal financial controls with reference to Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Consolidated financial statements include 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 Consolidated 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 Consolidated financial statements.

### **Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Consolidated financial statements, 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 with reference to Consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to Consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with respect to a subsidiary company included in the consolidated financial statements, which is a company incorporated in India, have been audited by M/s Kamal Gupta

Associates, whose reports have been furnished to us by the Management and our opinion on the internal financial controls with reference to consolidated financial statements, in so far as it relates to the internal financial controls with reference to consolidated financial statements in respect of this subsidiary, is based solely on the corresponding report of M/s Kamal Gupta Associates.

Our opinion is not modified in respect of the above matters.

**For Ranjit Jain & Co.**  
Chartered Accountants  
FRN: 322505E

**CA Ashok Kumar Agarwal**  
Partner  
Membership No.: 056622  
UDIN:

Place: Kolkata  
Date: 28<sup>th</sup> May, 2025

Sulabh Engineers & Services Limited

Consolidated Balance Sheet

(Rs. In Lakhs)

Particulars	Note No	As at 31 March		
		2025	2024	
<b>ASSETS</b>				
<b>1) Financial Assets</b>				
(a) Cash and Cash Equivalents	2.1	12.97	13.37	
(b) Bank Balance other than (a) above		-	-	
(c) Receivables	2.2	18.09	-	
(d) Loans	2.3	1,179.20	510.85	
(e) Investments	2.4	632.33	855.46	
(f) Other Financial Assets	2.5	34.00	13.27	
		<b>1,876.59</b>	<b>1,392.96</b>	
<b>2) Non-financial Assets</b>				
(a) Deferred tax Assets (Net)	2.6	17.04	7.29	
(b) Biological Assets other than bearer Plants	2.7	78.70	100.64	
(b) Property, Plant and Equipment	2.8	2,273.89	2,312.41	
(c) Other Non-Financial assets	2.9	446.40	440.24	
		<b>2,816.02</b>	<b>2,860.59</b>	
<b>Total Assets</b>		<b>4,692.61</b>	<b>4,253.54</b>	
<b>LIABILITIES AND EQUITY</b>				
<b>LIABILITIES</b>				
<b>1) Financial Liabilities</b>				
(a) Payables	2.10			
(i) Other Payables				
(i) total outstanding dues of micro enterprises and small enterprises		-	-	
(ii) total outstanding dues of creditors other than micro and small enterprises		23.60	5.32	
(b) Borrowings (Other than debt securities)	2.11	164.71	127.39	
		<b>188.31</b>	<b>132.71</b>	
<b>2) Non-Financial Liabilities</b>				
(a) Current tax liabilities (Net)	2.12	58.34	4.99	
(b) Provisions	2.13	10.07	3.83	
(c) Deferred tax liabilities (Net)	2.6	1.29	2.60	
		<b>69.70</b>	<b>11.42</b>	
<b>3) EQUITY</b>				
(a) Equity Share capital	2.14	1,004.75	1,004.75	
(b) Other Equity	2.15	2,588.26	2,295.54	
<b>Equity attributable towards the owner of the company</b>		<b>3,593.01</b>	<b>3,300.29</b>	
Non-controlling interest		<b>841.58</b>	<b>809.11</b>	
<b>Total Equity</b>		<b>4,434.59</b>	<b>4,109.41</b>	
<b>Total Liabilities and Equity</b>		<b>4,692.61</b>	<b>4,253.54</b>	
<b>Summary of significant accounting policies</b>				
The accompanying notes are an integral part of the financial statements.				
As per our report of even date				
For Ranjit Jain & Co.		For and on behalf of Board of Directors		
Chartered Accountants				
FRN : 322505E				
CA Ashok Kumar Agarwal		sd/-	sd/-	
Partner		Vimal Kumar Sharma	Aman Preet Kaur	
Membership No. : 056622		Managing Director	Director	
		DIN: 00954083	DIN: 09711954	
Place: Kolkata		sd/-	sd/-	
Date: May 28, 2025		Chief Financial Officer	Company Secretary	
		Seema Mittal	Amit Kumar Kanaujia	
		PAN: CCAPM1399E	PAN: CNSPK7778G	

**Sulabh Engineers & Services Limited**

**Consolidated Statement of profit and loss**

(Rs. In Lakhs)

<b>Particulars</b>	<b>Note No</b>	<b>For the year ended 31 March</b>	
		<b>2025</b>	<b>2024</b>
<b>Revenue from operations</b>			
Interest Income	3.1	160.17	129.01
Net gain on fair value changes	3.2	5.14	12.68
Sale of Products	3.3	327.64	173.82
<b>Total Revenue from operations</b>		<b>492.95</b>	<b>315.50</b>
Other Income (to be specified)	3.4	117.09	81.64
<b>Total Income</b>		<b>610.05</b>	<b>397.14</b>
<b>Expenses</b>			
Purchase of trading goods		-	-
Finance Costs	3.5	42.04	17.32
Impairment on Financial Instruments	3.6	30.85	-2.69
Changes in inventory of finished goods and stock in Trade	3.7	21.94	-43.25
Employee Benefits Expenses	3.8	29.49	23.71
Depreciation, amortization and impairment	2.8	11.13	13.02
Others expenses	3.9	106.61	169.69
<b>Total Expenses</b>		<b>242.06</b>	<b>177.79</b>
<b>Profit/(loss) before tax</b>		<b>367.99</b>	<b>219.35</b>
Tax Expense:			
(1) Current Tax		58.34	40.00
(2) Prior Period Tax		-4.49	3.26
(3) Deferred Tax		-11.05	1.26
<b>Profit/(loss) for the year</b>		<b>325.19</b>	<b>174.82</b>
<b>Other Comprehensive Income</b>	3.10		
(A) (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Other Comprehensive Income for the year (net of tax)</b>		-	-
<b>Total Comprehensive Income for the year</b>		<b>325.19</b>	<b>174.82</b>
<b>Profit for the year attributable to</b>			
Equity owners of the company		246.25	142.36
Non-controlling interest		78.94	32.47
<b>325.19</b>		<b>174.82</b>	
<b>Earnings per equity share (for continuing and discontinued operations)</b>	3.11		
Basic (Rs.)		0.32	0.17
Diluted (Rs.)		0.32	0.17
<b>Summary of significant accounting policies</b>			
The accompanying notes are an integral part of the financial statements.			
As per our report of even date			
For Ranjit Jain & Co.		For and on behalf of Board of Directors	
Chartered Accountants			
FRN : 322505E			
CA Ashok Kumar Agarwal		sd/-	sd/-
Partner		Vimal Kumar Sharma	Aman Preet Kaur
Membership No. :056622		Managing Director	Director
Place: Kolkata		DIN: 00954083	DIN: 09711954
Date: May 28, 2025		sd/-	sd/-
		Chief Financial Officer	Company Secretary
		Seema Mittal	Amit Kumar Kanauja
		PAN: CCAPM1399E	PAN: CNSPK8778G

Sulabh Engineers & Services Limited Consolidated Statement of Cash Flow		(Rs. In Lakhs)	
Particulars		For the year ended 31 March	
		2025	2024
(A) CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax as per statement of Profit and loss		367.99	219.35
Adjustments for:			
Depreciation & amortisation		11.13	13.02
Investment fair value adjustment		-5.14	-12.68
Impairment on Financial Instruments		30.85	-2.69
Others		1.98	-
Operating profit before working capital changes		<b>406.80</b>	<b>216.99</b>
Adjustment for:			
(Increase) /Decrease in Loans		-668.35	554.03
(Increase) /Decrease in Other financial and Non-Financial Assets		-23.03	-442.58
(Increase) /Decrease in Investments		197.42	-563.87
(Decrease)/Increase in Other Financial and Non-Financial Liabilities		75.89	125.93
Cash generated from operations		<b>-11.26</b>	<b>-109.50</b>
Income Tax		-53.85	-43.26
NET CASH FLOWS FROM OPERATING ACTIVITIES		<b>-65.11</b>	<b>-152.76</b>
(B) CASH FLOW FROM INVESTING ACTIVITIES			
Payment for purchase and construction of property, plant and equipment			
Purchase of Property, Plant and Equipment including WIP, Investments etc		27.38	-6.13
Others		-	0.10
NET CASH FLOWS FROM INVESTING ACTIVITIES		<b>27.38</b>	<b>-6.03</b>
(C) CASH FLOWS FROM FINANCING ACTIVITIES			
Borrowings		37.33	-78.77
NET CASH FLOWS FROM INVESTING ACTIVITIES		<b>37.33</b>	<b>-78.77</b>
Net increase / (decrease) in cash and cash equivalents		<b>-0.40</b>	<b>-237.55</b>
Cash and cash equivalents at the beginning of the year		13.37	250.93
Cash and cash equivalents at the end of the year		12.97	13.37
As per our report of even date			
For Ranjit Jain & Co.		For and on behalf of Board of Directors	
Chartered Accountants			
FRN : 322505E			
CA Ashok Kumar Agarwal	sd/-	Vimal Kumar Sharma	sd/-
Partner		Managing Director	Aman Preet Kaur
Membership No. : 056622		DIN: 00954083	Director
Place: Kolkata	sd/-	Chief Financial Officer	Company Secretary
Date: May 28, 2025		Seema Mittal	Amit Kumar Kanaujia
		PAN: CCAPM1399E	PAN: CNSPK8778G

**Sulabh Engineers & Services Limited**

**Statement of Changes in Equity**

**Equity share capital**

Particulars	Rs in Lakhs		
	For the year ended 31 March		
	2025	2024	
Balance at the beginning of the year	1,004.75	1,004.75	
Changes in equity share capital during the year	-	-	
Balance at the end of the year	1,004.75	1,004.75	

**Other Equity**

For the year ended 31 March 2025	Reserves and surplus				Other comprehensive income	Total other equity
	Secutities Premium	Retained earnings	Reserve fund as per RBI Act	General reserve		
Balance as at 31 March 2024	980.00	1,163.76	127.77	24.01	-	2,295.54
Profit after tax	-	292.72	-	-	-	292.72
Other comprehensive income (net of tax)	-	-	-	-	-	-
	980.00	1,456.48	127.77	24.01	-	2,588.26
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-32.82	32.82	-	-	-
Others	-	-	-	-	-	-
	-	-32.82	32.82	-	-	-
Balance as at 31 March 2025	980.00	1,423.66	160.59	24.01	-	2,588.26
For the year ended 31 March 2024	Secutities Premium	Reserves and surplus	General reserve	Other comprehensive income	Total other equity	
Particulars	Secutities Premium	Retained earnings	Reserve fund as per RBI Act	General reserve	Other comprehensive income	Total other equity
Balance as at 31 March 2023	980.00	1,042.54	106.63	24.01	-	2,153.18
Profit after tax	-	142.36	-	-	-	142.36
Other comprehensive income (net of tax)	-	-	-	-	-	-
	980.00	1,184.90	106.63	24.01	-	2,295.54
Transfer to reserve fund in terms of section 45-IC(1) of the Reserve Bank of India Act, 1934	-	-21.14	21.14	-	-	-
Others	-	-	-	-	-	-
	-	-21.14	21.14	-	-	-
Balance as at 31 March 2024	980.00	1,163.76	127.77	24.01	-	2,295.54

**Summary of significant accounting policies**

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

As per our report of even date

For Ranjit Jain & Co.

Chartered Accountants

FRN : 322505E

For and on behalf of Board of Directors

CA Ashok Kumar Agarwal

Partner

Membership No. :056622

sd/-  
Vimal Kumar Sharma  
Managing Director  
DIN: 00954083

sd/-  
Aman Preet Kaur  
Director  
DIN: 09711954

Place: Kolkata

Date: May 28, 2025

sd/-  
Chief Financial Officer  
Seema Mittal  
PAN: CCAPM1399E

sd/-  
Company Secretary  
Amit Kumar Kanaujia  
PAN: CNSPK8778G

Notes to consolidated financial statements for the year ended 31 March, 2025

**2.1 Cash and cash equivalents**

Particulars	(Rs. In Lakhs)	
	As at 31 March 2025	2024
Cash on hand	0.87	7.15
Balance with banks:		
In current account	12.10	6.22
	<b>12.97</b>	<b>13.37</b>

**2.2 Receivables**

Particulars	(Rs. In Lakhs)	
	As at 31 March 2025	2024
Considered good	18.09	-
Considered doubtful	-	-
Less: Allowances	-	-
	<b>18.09</b>	<b>-</b>

**Trade Receivables aging schedule as on 31st March, 2025**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 6 months	6 month - 1 year	1-2 years	2-3 year	
i) Undisputed Trade	9.25	8.84	-	-	<b>18.09</b>
Receivables - considered good					
ii) Undisputed Trade	-	-	-	-	
Receivables - considered doubtful					
iii) Disputed Trade	-	-	-	-	
Receivables - considered good					
iv) Disputed Trade	-	-	-	-	
Receivables - considered doubtful					

**Trade Receivables aging schedule as on 31st March, 2024**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 6 months	6 month - 1 year	1-2 years	2-3 year	
i) Undisputed Trade	-	-	-	-	-
Receivables - considered good					
ii) Undisputed Trade	-	-	-	-	-
Receivables - considered doubtful					
iii) Disputed Trade	-	-	-	-	-
Receivables - considered good					
iv) Disputed Trade	-	-	-	-	-
Receivables - considered doubtful					

**2.3 Loans**

Particulars	(Rs. In Lakhs)	
	As at 31 March 2025	2024
<b>At amortised cost</b>		
Loans repayable on demand - unsecured	1,183.36	513.87
Loans to subsidiary	269.28	444.83
	<b>1,452.64</b>	<b>958.70</b>
Less: Impairment loss allowance	4.15	3.02
Less: Mutual Owing	269.28	444.83
	<b>1,179.20</b>	<b>510.85</b>
Others - unsecured	-	-
Less: Impairment loss allowance	-	-
	<b>Total</b>	
Total Loans	1,183.36	513.87
Less: Impairment loss allowance	4.15	3.02
	<b>Total Loans</b>	
Out of the above		
Loans in India		
(i) Public Sector		
(ii) Others	1,183.36	513.87
Total	<b>1,183.36</b>	<b>513.87</b>
Less: Impairment loss allowance	4.15	3.02
	<b>1,179.20</b>	<b>510.85</b>

**Loans****a) Credit quality of assets**

The table below shows year-end stage wise risk classification. The amounts presented are gross of impairment allowances.

**b) Analysis of change in the gross carrying amount of loans**

Particulars	Year ended 31 March 2025			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	958.70	-	-	958.70
New disbursements	952.35	-	-	952.35
Assets derecognised	-	-	-	-
Other movements including partial repayments and interest accruals	(458.41)	-	-	(458.41)
<b>Closing Balance</b>	<b>1,452.64</b>	-	-	<b>1,452.64</b>
Particulars	Year ended 31 March 2024			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	1,515.42	-	-	1,515.42
New disbursements	709.07	-	-	709.07
Assets derecognised	-	-	-	-
Other movements including partial repayments and interest accruals	(1,265.79)	-	-	(1,265.79)
<b>Closing Balance</b>	<b>958.70</b>	-	-	<b>958.70</b>
Particulars	Year ended 31 March 2025			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	3.02	-	-	3.02
New disbursements & Other movements	1.13	#	-	1.13
Assets derecognised	-	-	-	-
<b>Closing Balance</b>	<b>4.15</b>	-	-	<b>4.15</b>
Particulars	Year ended 31 March 2024			Total
	Stage 1	Stage 2	Stage 3	
Opening balance	4.73	0.98	-	5.71
New disbursements & Other movements	(1.71)	#	(0.98)	(2.69)
Assets derecognised	-	-	-	-
<b>Closing Balance</b>	<b>3.02</b>	-	-	<b>3.02</b>

Notes to consolidated financial statements for the year ended 31 March, 2025

2.4 Investments	(Rs. In Lakhs)	
	As at 31 March	
Particulars	2025	2024
<b>Investments in equity instruments (Unquoted)</b>	-	-
Carried at cost		
<b>Investments in Equity Instruments (Quoted)</b>		
Carried at Fair Value through Profit or Loss (FVTPL)	465.10	363.77
Add: Fair value gains / (losses)	60.85	31.40
	<b>404.25</b>	<b>332.37</b>

<b>Details of Investments in Equity Instruments</b>		
	<b>No. of shares</b>	<b>No. of shares</b>
Aarti Pharmalabs Ltd	500.00	-
Alpex Solar Ltd	1,200.00	-
Canara Bank	1,000.00	-
Global Surface Ltd	-	1,500.00
HDFC Bank Ltd	10,450.00	8,250.00
HUDCO	-	1,000.00
IIL	-	1,000.00
JP Power	-	50,000.00
Jio Financial Services Ltd	11,000.00	10,000.00
Kay Cee Energy & Infra Ltd	2,000.00	2,000.00
Kitex Garments Ltd	6,000.00	-
Libas Consu Products Ltd	25,000.00	25,000.00
Marshall Machines Ltd	50,000.00	50,000.00
Mishra Dhatur Nigam Ltd	-	6,000.00
Nupur Recyclers Ltd	4,500.00	-
Oriental Trimex Ltd	9,09,000.00	-
P.E.Analytics Ltd	-	2,400.00
Rajnish Wellness Ltd	1,00,000.00	-
Rashtriya Chemical Fertilisers Ltd	8,000.00	8,000.00
Sanmit Infra Ltd.	-	2,000.00
Sadbhav Engineering Ltd	1,27,500.00	-
SEPC Ltd	34,732.00	-
Shriram Epc Ltd.	-	34,732.00
SJVN Ltd	-	4,000.00
Tata Elxsi Ltd	100.00	-
Tourism Finance Corp. Of	-	12,000.00
Vintage Coffee and Brevages Ltd	5,000.00	-
Veefin	-	1,600.00
VIP Industries Ltd	4,000.00	12,000.00
Vishnusurya Projects and Infra Ltd	2,000.00	-
Wockhardt Ltd	1,030.00	-
	<b>404.25</b>	<b>332.37</b>
<b>Investments in Mutual Funds (Quoted)</b>		
Carried at Fair Value through Profit or Loss (FVTPL)		
Add: Fair value gains / (losses)		
	3.03	264.71
	-	38.47
	<b>3.03</b>	<b>303.18</b>
<b>Details of Investment in Mutual Fund</b>		
ICICI Prudential VCF Real Estate Scheme - I		
Kotak Balance Advantage Fund		
Kotak Equity Arbitrage Fund		
	3.03	14.71
	-	35.00
	-	215.00
	<b>3.03</b>	<b>264.71</b>
(iii) In gold coins		
Add: Fair value gains / (losses)		
	5.71	5.71
	15.19	10.05
	<b>20.90</b>	<b>15.76</b>
(iv) In Real Estate (Flat at Emerald, Kanpur)		
Add: Fair value gains / (losses)		
	204.16	204.16
	-	-
	<b>204.16</b>	<b>204.16</b>
<b>Total</b>	<b>632.33</b>	<b>855.46</b>
Out of the above		
In India		
Outside India		
Total	632.33	855.46
<b>2.5 Other Financial Assets</b>	<b>As at 31 March</b>	
<b>Particulars</b>	<b>2025</b>	<b>2024</b>
TDS Receivable AY 2025-26	14.42	-
Security deposit	1.95	1.50
Gst Recoverable	4.23	
Balance with Security Broker	5.98	10.16
Advance to suppliers & others	7.42	1.62
<b>Total</b>	<b>34.00</b>	<b>13.27</b>

2.6 Deferred Tax Assets (Net)		(Rs. In Lakhs)	
Reconciliation of tax expenses and profit before tax multiplied by corporate tax rate			
<b>Particulars</b>		As at 31 March	
Profit before tax		2025	2024
Current tax expenses	367.99	219.35	
Deferred Tax	58.34	40.00	
	(11.05)	1.26	
<b>Deferred tax assets recorded in Balance Sheet</b>			
<b>Particulars</b>		As at 31 March	
Deferred tax relates to the following:		2025	2024
<b>Deferred tax assets</b>			
Depreciation and amortization	9.27	7.97	
Impairment of financial instruments	7.77	(0.68)	
Unrealised net loss on fair value changes	-	-	
Gross deferred tax assets	17.04	7.29	
<b>Deferred tax liabilities</b>			
Unrealised net gain on fair value changes	1.29	2.60	
Gross deferred tax liabilities	1.29	2.60	
Deferred tax assets/(liabilities), net	15.74	4.69	
<b>Changes in deferred tax assets recorded in profit or loss</b>			
<b>Particulars</b>		As at 31 March	
Deferred tax relates to the following:		2025	2024
<b>Deferred tax assets</b>			
Depreciation and amortization	1.30	0.52	
Impairment of financial instruments	8.45	(0.68)	
Unrealised net loss on fair value changes	-	-	
Unrealised net gain on fair value changes	(1.31)	1.10	
	11.05	(1.26)	
Notes to consolidated financial statements for the year ended 31 March, 2025			
<b>2.7 Biological Assets other than Bearer Plants</b>			
<b>Particulars</b>		As at 31 March	
Raw Material	-	-	
Work in Progress including Growing produce	-	-	
Finished Goods	78.70	100.64	
Stock in Trade	-	-	
Total	78.70	100.64	
<b>2.9 Other Non - Financial Assets</b>			
<b>Particulars</b>		As at 31 March	` in lakhs
Capital advances	-	-	
Fixed Deposits with Banks with maturity more than 12 Months	446.40	440.24	
Total	446.40	440.24	

2.10 Payables		' in lakhs			
Particulars	As at 31 March		2024		
	2025	2024			
(i) Trade payable					
Total outstanding dues of micro enterprises and small enterprises	-	-			
Total outstanding dues to creditors other than micro enterprises and small enterprises	-	0.20	0.20		
(ii) Other payable					
Total outstanding dues of micro enterprises and small enterprises	-	-			
Employee dues	1.49	0.89			
Total outstanding dues creditors other than micro enterprises and small enterprises	22.11	4.23			
<b>Total</b>	<b>23.60</b>	<b>5.12</b>			
	23.60	5.32			
<b>Payables aging schedule as on 31st March, 2025</b>					
	Outstanding for following periods from due date of payments				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	23.60	-	-	-	<b>23.60</b>
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
<b>Payables aging schedule as on 31st March, 2024</b>					
	Outstanding for following periods from due date of payments			Total	
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	5.32	-	-	-	<b>5.32</b>
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
<b>2.11 Borrowings (Other than Debt Securities)</b>		' in lakhs			
Particulars	As at 31 March		2025	2024	
	2025	2024			
Loans repayable on demand					
<b>Unsecured Loans</b>					
Unsecured Borrowing	434.00	572.21			
From Directors	-	-			
From Parents Company	269.28	444.83			
<b>Secured Loans</b>					
From Others					
from Banks	164.71	127.39			
<b>Total</b>	<b>434.00</b>	<b>572.21</b>			
Less: Mutual owing	269.28	444.83			
<b>Total</b>	<b>164.71</b>	<b>127.39</b>			
a) loans repayable on demand from banks includes overdraft facilities which are secured by fixed Deposits.					
<b>2.12 Current Tax Liabilities (Net)</b>		' in lakhs			
Particulars	As at 31 March		2025	2024	
	2025	2024			
Provision for Income Tax	58.34	4.99			
<b>Total</b>	<b>58.34</b>	<b>4.99</b>			

2.13 Provisions		' in lakhs	
Particulars		As at 31 March	
		2025	2024
Provisions retained for sale of non-performing assets as per RBI		5.81	3.83
Other Provisions		4.26	-
Total		10.07	3.83

2.14 Equity		' in lakhs	
Particulars		As at 31 March	
		2025	2024
<b>Authorized</b>			
11,00,00,000 (11,00,00,000) equity shares of Rs. 1/- each		1,100.00	1,100.00
<b>Issued, subscribed and paid up</b>			
10,04,75,000 (10,04,75,000) equity shares of Rs. 1/- each		1,004.75	1,004.75

<b>(a) Reconciliation of shares outstanding at the beginning and at the end of the year</b>		
<b>Particulars</b>		
Equity share capital issued, subscribed and fully paid-up		
Add: issued during the year		
<b>As at 1 April 2023</b>		
As at 1 April 2023	10,04,75,000	1,004.75
Add: issued during the year	-	-
<b>As at 31 March 2024</b>	<b>10,04,75,000</b>	<b>1,004.75</b>
As at 31 March 2024	10,04,75,000	1,004.75
Add: issued during the year	-	-
<b>As at 31 March 2025</b>	<b>10,04,75,000</b>	<b>1,004.75</b>

<b>(b) Terms/ rights/ restrictions attached to equity shares</b>
The Company has only one class of equity shares having a par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share. The dividend recommended by the Board of Directors and approved by the shareholders in the Annual General Meeting is paid in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

<b>(c) Details of shareholders holding more than 5% shares in the company (Face value Rs. 1/- per share)</b>					
<b>Particulars</b>		As at <b>31-03-2025</b>		As at <b>31-03-2024</b>	
Nos.	% Holding	Nos.	% Holding		
Ruchi Agarwal	5816000	6%	5816000	6%	
Sandhya Agarwal	5375000	5%	5375000	5%	
<b>Total</b>	<b>11191000</b>	<b>11%</b>	<b>11191000</b>	<b>11%</b>	

Notes to consolidated financial statements for the year ended 31 March, 2025

**2.15 Other Equity**

Particulars	` in lakhs	
	As at 31 March 2025	2024
<b>(i) Securities premium</b>		
Balance at the beginning of the year	980.00	980.00
Add: Received during the year	-	-
<b>Balance at the end of the year</b>	<b>980.00</b>	<b>980.00</b>
<b>(ii) Retained earnings</b>		
Balance at the beginning of the year	1,163.76	1,042.54
Profit for the year	292.72	142.36
	<b>1,456.48</b>	<b>1,184.90</b>
<b>Appropriations:</b>		
Transfer to reserve fund in terms of section 45-IC of the RBI Act, 1934	32.82	21.14
	<b>32.82</b>	<b>21.14</b>
<b>Balance at the end of the year</b>	<b>1,423.66</b>	<b>1,163.76</b>
<b>Other reserves</b>		
<b>(iii) Reserve fund in terms of section 45-IC of the RBI Act, 1934</b>		
Balance at the beginning of the year	127.77	106.63
Add: Received during the year	32.82	21.14
<b>Balance at the end of the year</b>	<b>160.59</b>	<b>127.77</b>
<b>(iv) General reserve</b>		
Balance at the beginning of the year	24.01	24.01
Addition/deduction during the year	-	-
<b>Balance at the end of the year</b>	<b>24.01</b>	<b>24.01</b>
<b>(v) Other comprehensive income</b>		
Balance at the beginning of the year	-	-
Addition/deduction during the year	-	-
<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
<b>Total other equity</b>	<b>2,588.26</b>	<b>2,295.54</b>

**Nature and purpose of other equity**

**(i) Securities Premium**

Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

**(ii) Retained earnings**

Retained earnings represents the surplus in profit and loss account and appropriations.

**(iii) Reserve fund in terms of section 45-IC of the RBI Act, 1934**

Reserve fund is created as per the terms of section 45-IC(1) of the Reserve Bank of India Act, 1934 as a statutory reserve.

**(iv) General reserve**

Amounts set aside from retained profits as a reserve to be utilised for permissible general purpose as per Law.

Notes to consolidated financial statements for the year ended 31 March, 2025

**3.1 Interest Income**

Particulars	in lakhs	
	For the year ended 31 March	
	2025	2024
<b>On financial assets measured at amortized cost:</b>		
Loans	128.29	116.34
Investments	31.88	12.66
Debentures	-	-
<b>Total</b>	<b>160.17</b>	<b>129.01</b>

**3.2 Net gain on fair value changes**

Particulars	in lakhs	
	For the year ended 31 March	
	2025	2024
Realised	-	-
Unrealised	5.14	12.68
<b>Total</b>	<b>5.14</b>	<b>12.68</b>

**3.3 Sale of Products**

Particulars	in lakhs	
	For the year ended 31 March	
	2025	2024
Sale of Product	327.64	173.82
<b>Total</b>	<b>327.64</b>	<b>173.82</b>

**3.4 Other Income**

Particulars	in lakhs	
	For the year ended 31 March	
	2025	2024
Profit on sale of securities and mutual funds etc	50.65	52.87
Dividend Income	2.47	0.65
Trading profit in F & O	46.45	27.63
Profit on sale of Land	16.51	-
Miscellaneous income	1.01	0.49
<b>Total</b>	<b>117.09</b>	<b>81.64</b>

**3.5 Finance Cost**

Particulars	in lakhs	
	For the year ended 31 March	
	2025	2024
Other interest expense	42.04	17.32
<b>Total</b>	<b>42.04</b>	<b>17.32</b>

**3.6 Impairment on financial instruments measured at amortised cost**

Particulars	in lakhs	
	For the year ended 31 March	
	2025	2024
Loans	1.13	(2.69)
Investments	29.72	-
<b>Total</b>	<b>30.85</b>	<b>(2.69)</b>

The table below shows the ECL Charges on financial instruments for the year recorded in the profit and loss based on evaluation stage: ` in lakhs

Particulars	Year ended 31 March 2025		
	Stage 1	Stage 2	Stage 3
Loans	1.13	-	-
Investments	29.72	-	-
<b>Total</b>	<b>30.85</b>	<b>-</b>	<b>-</b>

The table below shows the ECL Charges on financial instruments for the year recorded in the profit and loss based on evaluation stage:

Particulars	Year ended 31 March 2024		
	Stage 1	Stage 2	Stage 3
Loans	(2.69)	-	-
Investments	-	-	-
<b>Total</b>	<b>(2.69)</b>	<b>-</b>	<b>-</b>

3.7 Changes in inventory of finished goods and Stock in Trade		
Particulars	` in lakhs	
	For the year ended 31 March	
Closing Stock of Finished goods	2025	2024
Closing Stock of Stock in Progress	78.70	100.64
Less:		
Opening Stock of Finished Goods	100.64	57.40
Opening Stock of work in progress	-	-
	100.64	57.40
(Increase)/Decrease in stock	21.94	(43.25)

Notes to consolidated financial statements for the year ended 31 March, 2025

3.8 Employee Benefits Expenses		
Particulars	` in lakhs	
	For the year ended 31 March	
Salaries and wages	2025	2024
Contribution to provident fund	26.72	21.60
Staff welfare expenses	0.31	0.38
<b>Total</b>	<b>29.49</b>	<b>23.71</b>

3.9 Other Expenses		
Particulars	` in lakhs	
	For the year ended 31 March	
Advertisement	2025	2024
Agriculture expenses	0.69	1.34
Annual fees-Stock Exchange	14.25	20.07
Bank Charges	4.05	3.88
Communication expenses	0.40	0.31
CDSL N NSDL	0.34	0.25
Power & fuel	2.67	2.52
Electricity Expenses	8.08	5.10
Freight Inwards	0.09	0.08
Filing Fee	0.76	1.20
Insurance	0.24	0.13
Labour Contract Charges	1.35	1.19
SEBI Penalty	49.36	51.62
Legal and professional fees	-	20.00
Miscellaneous expenses	4.05	8.90
Mining Fees	0.89	0.56
Payment to auditors *	1.93	14.69
Postage & Courier	2.70	2.96
Printing and stationery	0.00	-
Provision for standard assets	0.47	0.40
Repairs and maintenance	1.98	(1.47)
Rent	7.10	17.11
Loss on sale of Investment	4.16	3.84
Travelling and conveyance	-	13.62
<b>Total</b>	<b>106.61</b>	<b>169.69</b>

Payment to Auditors	` in lakhs	
Particulars	For the year ended 31 March	
	2025	2024
For Income Tax Matters	-	-
For Audit Matters	2.70	2.96
For Other Matters	-	-
<b>Total</b>	<b>2.70</b>	<b>2.96</b>

## 3.10 Other Comprehensive Income

<b>Particulars</b>	<b>For the year ended 31 March</b>	
	<b>2025</b>	<b>2024</b>
Items that will not be reclassified to Profit and Loss		
Equity Instrument through Other Comprehensive Income	-	-
Less: Income Tax	-	-
	-	-

## 3.11 Earning per Share

<b>Particulars</b>	<b>For the year ended 31 March</b>	
	<b>2025</b>	<b>2024</b>
Profit for the year as per Statement of Profit and Loss	325.19	174.82
Weighted average number of Equity Shares in calculating Basic and Diluted EPS	10,04,75,000.00	10,04,75,000.00
Basic earnings per share (in Rs)	0.32	0.17
Diluted earnings per share (in Rs)	0.32	0.17

**Sulabh Engineers & Services Limited**

**2.8 Property, Plant and Equipment and Intangible Assets**

(Rs. In Lakhs)

**For the Financial Year 2024-25**

Particulars	Gross block				Depreciation and amortization				Net block	
	1 April		31 March		1 April		31 March		31 March	
	2024	Additions	Deduction /adjustments	2025	2024	Deduction /adjustments	For the year	2025	2025	2025
Freehold Land	2,248.64	-	28.49	2,220.15	-	-	-	-	-	2,220.15
Civil Structure	25.02	-		25.02	15.58		0.79	16.38		8.64
Buildings	53.70	-		53.70	23.36		2.79	26.15		27.54
Plant and Machinery	24.17	-		24.17	18.96		0.94	19.91		4.26
Vehicles	52.36	-	-	52.36	42.10	-	3.14	45.24		7.12
Furniture and fixtures	11.06	-	-	11.06	6.34	-	1.46	7.80		3.26
Computers	3.22	0.90	-	4.12	2.70	-	0.72	3.42		0.70
Office equipments	6.91	0.21	-	7.12	3.62	-	1.29	4.91		2.21
<b>Sub-total</b>	<b>2,425.08</b>	<b>1.10</b>	<b>28.49</b>	<b>2,397.69</b>	<b>112.67</b>	<b>-</b>	<b>11.13</b>	<b>123.80</b>	<b>-</b>	<b>2,273.89</b>
<b>Intangible assets (b)</b>										
Softwares	-	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>2,425.08</b>	<b>1.10</b>	<b>28.49</b>	<b>2,397.69</b>	<b>112.67</b>	<b>-</b>	<b>11.13</b>	<b>123.80</b>	<b>-</b>	<b>2,273.89</b>

**For the Financial Year 2023-24**

Particulars	Gross block				Depreciation and amortization				Net block	
	1 April		31 March		1 April		31 March		31 March	
	2023	Additions	Deduction /adjustments	2024	2023	Deduction /adjustments	For the year	2024	2024	2024
<b>Property, plant and equipment (a)</b>										
Freehold Land	2,248.64	-	-	2,248.64	-	-	-	-	-	2,248.64
Civil Structure	25.02			25.02	14.72		0.87	15.58		9.44
Buildings	50.92	2.77		53.70	20.29		3.07	23.36		30.33
Plant and Machinery	23.96	0.21		24.17	17.81		1.16	18.96		5.20
Vehicles	51.06	1.30	-	52.36	38.01	-	4.09	42.10		10.26
Furniture and fixtures	11.06	-	-	11.06	4.20	-	2.14	6.34		4.72
Computers	2.48	0.74	-	3.22	2.35	-	0.35	2.70		0.53
Office equipments	5.80	1.11	-	6.91	2.28	-	1.34	3.62		3.29
<b>Sub-total</b>	<b>2,418.95</b>	<b>6.13</b>	<b>-</b>	<b>2,425.08</b>	<b>99.65</b>	<b>-</b>	<b>13.02</b>	<b>112.67</b>	<b>-</b>	<b>2,312.41</b>
<b>Intangible assets (b)</b>										
Softwares	-	-	-	-	-	-	-	-	-	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>2,418.95</b>	<b>6.13</b>	<b>-</b>	<b>2,425.08</b>	<b>99.65</b>	<b>-</b>	<b>13.02</b>	<b>112.67</b>	<b>-</b>	<b>2,312.41</b>

On transition date the Company has elected to carry previous GAAP carrying amount as deemed cost.

Notes to consolidated financial statements for the year ended 31 March, 2025

**4.1 Contingent liabilities and commitments**

<b>Particulars</b>	(Rs. In Lakhs)	
	As at 31 March 2025	2024
(a) Contingent liabilities not provided;	Nil	Nil
(b) Capital and other commitments	Nil	Nil

**4.2 Estimated amount of contracts to be executed**

<b>Particulars</b>	As at 31 March	
	2025	2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil

**4.3 Disclosure of transactions with related parties as required by Ind AS 24**

Name of the related party and nature of relationship	Nature of transactions	<b>2025</b>		<b>2024</b>	
		Transaction value	Outstanding amounts carried in Balance Sheet	Transaction value	Outstanding amounts carried in Balance Sheet
<b>(A) Holding Company, subsidiaries and fellow subsidiaries</b>					
1. Venkateswamy Mining and Estates Private Limited (Subsidiary Company)	Investments in equity shares Loans and advances	- 175.54	255.00 269.28	- 174.50	255.00 444.83
<b>(B) Key managerial personnel and their relatives</b>					
1. Seema Mittal (Director, CFO) 2. Rekha Kejriwal (Company Secretary) 3. Amit Kumar Kanaujia (Company Secretary)	Remuneration Remuneration Remuneration	1.80 5.40 -	- - -	1.80 5.40 -	- - -

**4.4 Event after reporting date**

There have been no events after the reporting date that require adjustments/ disclosure in these financial statements

**4.5 Corporate Social Responsibility**

Expenditure required to be incurred under Section 135 of the Companies Act, 2013 on Corporate Social Responsibility (CSR) activities are Rs. Nil (Previous Year Rs. Nil)

**4.5 Segment Reporting**

The Company operates in a single reportable segment i.e financing, since the nature of the loans are exposed to similar risk and return profiles hence they are collectively operating under a single segment. The Company operates in a single geographical segment i.e. domestic.

**4.6 Financial Instruments- Accounting Classifications And Fair Value Measurements (Ind AS 107)**

<b>Classification Of Financial Assets And Liabilities :</b>	As at 31 March	
	2025	2024
<b>Financial Assets at Amortized Cost</b>		
Cash and cash equivalents	12.97	13.37
Loans	1,179.20	510.85
Investments	255.00	255.00
Other Financial assets	34.00	13.27
<b>Financial Assets at Fair Value through profit and loss</b>		
Investments	377.33	600.46
<b>TOTAL</b>		
<b>Financial Liabilities at Amortized Cost</b>	<b>1,858.50</b>	<b>1,392.96</b>
Payables	23.60	5.32
Borrowings	164.71	127.39
<b>TOTAL</b>	<b>188.31</b>	<b>132.70</b>

**4.7 Financial Risk Management Objectives and Policies**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's Risk Management framework.

The Company actively manages its capital base to cover risks inherent to its business and meet the capital adequacy requirement of RBI. The adequacy of the Company's capital is monitored using, among other measures, the regulations issued by RBI.

The Company has exposure to Credit, Liquidity and Market risks arising from financial instruments:

**a. Market Risk**

Market risk is the risk that the fair value of future cash flow of financial instruments will fluctuate due to changes in the market variables such as interest rates, foreign exchange rates and equity prices. The Company do not have any exposure to foreign exchange rate and equity price risk.

**b. Credit Risk**

Credit risk is the risk of financial loss arising out of a customer or counterparty failing to meet their repayment obligations to the Company. It has a diversified lending model and focuses on six broad categories viz: (i) consumer lending, (ii) SME lending, (iii) rural lending, (iv) mortgages, (v) loan against securities, and (vi) commercial lending. The Company assesses the credit quality of all financial instruments that are subject to credit risk.

**Classification of financial assets under various stages**

The Company classifies its financial assets in three stages having the following characteristics:

**Stage 1 :** unimpaired and without significant increase in credit risk since initial recognition on which a 12 month allowance for ECL is recognised;

**Stage 2 :** a significant increase in credit risk since initial recognition on which a lifetime ECL is recognised;

**Stage 3 :** objective evidence of impairment, and are therefore considered to be in default or otherwise credit impaired on which a lifetime ECL is recognised

Unless identified at an earlier stage, all financial assets are deemed to have suffered a significant increase in credit risk when they are 30 days past due (DPD) and are accordingly transferred from stage 1 to stage 2. For stage 1 an ECL allowance is calculated based on a 12 month Point in Time (PIT) probability weighted probability of default (PD). For stage 2 and 3 assets a life time ECL is calculated based on a lifetime PD.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD) along with an adjustment considering forward macro economic conditions.

Financial instruments other than loans were subjected to simplified ECL approach under Ind AS 109 'Financial Instruments' and accordingly were not subject to sensitivity of future economic conditions.

The table below summarises the approach adopted by the Company for various components of ECL viz. PD, EAD and LGD across product lines using empirical data where relevant:

**c. Liquidity and interest rate 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, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument fluctuate because of change in market interest rates.

The table below summarises the maturity profile of the undiscounted cashflow of the Company's financial liabilities:

		As at 31 March 2025				
		Due from less than 1 year	Due from 1 to 2 Years	Due from 2 to 5 Years	After 5 years	Total
<b>Particulars</b>						
Trade Payables		188.31	-	-	-	188.31
<b>Total</b>		<b>188.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>188.31</b>
<b>As at 31 March 2024</b>						
		Due from less than 1 year	Due from 1 to 2 Years	Due from 2 to 5 Years	After 5 years	Total
		year				
<b>Particulars</b>						
Trade Payables		132.71	-	-	-	132.71
<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>132.71</b>

Notes to consolidated financial statements for the year ended 31 March, 2025

#### 4.8 Capital Management

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term and other strategic investment plans. The funding requirements are met through a mix of equity, borrowings and operating cash flows.

The Company's Debt Equity ratio is as below:

Particulars	As at 31 March	
	2025	2024
<b>Total Debt</b>	-	-
<b>Total Equity</b>	3,593.01	3,300.29
<b>Debt / Equity Ratio</b>	-	-

Particulars	As at 31 March	
	2025	2024
<b>Dividend distribution made and proposed</b>		
<b>Particulars</b>		
<b>Dividend distribution made</b>	-	-
<b>Dividend proposed</b>	-	-

#### 4.9 A comparison between provisions required under IRACP and impairment allowance made under Ind AS 109

Asset Classification as per RBI Norms	Asset Classification as per Ind AS 109	Gross carrying amount as per Ind AS 109	Loss Allowances (provisions) as required under Ind AS 109	Net carrying amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
1	2	3	4	5 (3-4)	6	7 = (4-6)
<b>Performing assets - Loans</b>						
Standard	Stage- 1	1,452.64	4.15	1,448.49	2.91	1.25
	Stage- 2	-	-	-	-	-
<b>Sub-Total</b>		<b>1,452.64</b>	<b>4.15</b>	<b>1,448.49</b>	<b>2.91</b>	<b>1.25</b>
<b>Non-performing assets - NPA</b>						
Sub-standard	Stage- 3	-	-	-	-	-
Doubtful - upto 1 year	Stage- 3	-	-	-	-	-
1 to 3 years	Stage- 3	-	-	-	-	-
More than 3 years	Stage- 3	-	-	-	-	-
<b>Sub-Total for doubtful</b>						
Loss	Stage- 3	-	-	-	-	-
<b>Sub-Total for NPA</b>						
Others	Stage- 1	-	-	-	-	-
	Stage- 2	-	-	-	-	-
	Stage- 3	-	-	-	-	-
<b>Sub-Total</b>						
<b>Total</b>	Stage- 1	<b>1,452.64</b>	<b>4.15</b>	<b>1,448.49</b>	<b>2.91</b>	<b>1.25</b>
	Stage- 2	-	-	-	-	-
	Stage- 3	-	-	-	-	-
	<b>Total</b>	<b>1,452.64</b>	<b>4.15</b>	<b>1,448.49</b>	<b>2.91</b>	<b>1.25</b>

Notes to consolidated financial statements for the year ended 31 March, 2025

#### 4.10 Fair Value Measurement

##### a. Valuation methodologies adopted

Fair values of financial assets, other than those which are subsequently measured at amortised cost, have been arrived at as under:

Fair values of investments held for trading under FVTPL have been determined under level 1 (refer note no. 48) using quoted market prices of the underlying instruments;

Fair values of strategic investments in equity instruments designated under FVOCI have been measured under level 3 (refer note no. 48) at fair value based on a discounted cash flow model.

Fair values of other investments under FVOCI have been determined under level 1 using quoted market prices of the underlying instruments;

Fair value of loans held under a business model that is achieved by both collecting contractual cash flows and partially selling the loans through partial assignment to willing buyers and which contain contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest are measured at FVOCI. The fair value of these loans have been determined under level 3.

The Company has determined that the carrying values of cash and cash equivalents, bank balances, trade receivables, short term loans, floating rate loans, investments in equity instruments designated at FVOCI, trade payables, short term debts, borrowings, bank overdrafts and other current liabilities are a reasonable approximation of their fair value and hence their carrying value are deemed to be fair value.

b. Fair values hierarchy

Fair value measurements are analysed by level in the fair value hierarchy as follows: (i) level one are measurements at quoted prices (unadjusted) in active markets for identical assets or liabilities, (ii) level two measurements are valuations techniques with all material inputs observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices), and (iii) level three measurements are valuations not based on observable market data (that is, unobservable inputs). Management applies judgement in categorising financial instruments using the fair value hierarchy. If a fair value measurement uses observable inputs that require significant adjustment, that measurement is a Level 3 measurement. The significance of a valuation input is assessed against the fair value measurement in its entirety.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

**Level 1:** The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Notes to consolidated financial statements for the year ended 31 March, 2025

**Financial Instruments measured at fair value as at 31 March 2025**

Particulars	Carrying Value	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial assets</b>					
Investments	632.33	632.33	-	-	632.33
	632.33	632.33	-	-	632.33

**Fair value of Financial Assets and Liabilities measured at Cost/ Amortisation Cost as at 31 March 2025**

Particulars	Carrying Value	Fair Value
<b>Financial Assets:</b>		
Cash and Cash Equivalents		12.97 12.97
Loans		1,179.20 1,179.20
Other financial assets		34.00 34.00
<b>Financial liabilities</b>		
Other payables		23.60 23.60
Borrowings		164.71 164.71

**Fair value of financial instruments not measured at fair value as at 31 March 2024**

Particulars	Carrying Value	Fair value measurement using			Total
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
<b>Financial assets</b>					
Investments	855.46	855.46	-	-	855.46
	855.46	855.46	-	-	855.46

**Fair value of Financial Assets and Liabilities measured at Cost/ Amortisation Cost as at 31 March 2024**

Particulars	Carrying Value	Fair Value
<b>Financial Assets:</b>		
Cash and Cash Equivalents		13.37 13.37
Loans		510.85 510.85
Other financial assets		13.27 13.27
<b>Financial liabilities</b>		
Other payables		5.32 5.32
Borrowings		127.39 127.39

Notes to consolidated financial statements for the year ended 31 March, 2025

4.11 Disclosure of loans / advances and investments in its own shares pursuant to Regulation 53 of SEBI (Listing obligations and disclosure requirements) Regulation, 2015

Particulars		As at 31 March 2025	2024
i. Loans and advances in the nature of loans to subsidiaries	Venkatswamy Mining and Estates Private Limited	269.28	444.83
ii. Deposits		Nil	Nil
iii. Guarantees		Nil	Nil

4.12 Additional Regulatory Information

a.

**Analytical Ratios**

Ratios	Numerator	Denominator	As at 31 March 2025	2024	% Variance
Current Ratio (in times)	Current assets	Current liabilities	9.97	10.50	-5.06%
Debt Equity Ratio (in times)	Debt	Shareholders equity	0.05	0.03	52.81%
Debt Service Coverage Ration (in times)	Earnings for Debt service (Profit after tax + Interest+Lease Rentals)	Debt service (Interest+Principal repayments)	4.63	1.73	167.46%
Return on equity Ratio (in %)	Net profit for the year	Average shareholders equity	0.07	0.04	83.32%
Trade receivable turnover ratio	Revenue from operations	Average trade receivables	0.29	0.25	16.63%
Trade payable turnover ratio	Other expenses	Average trade Payables	-	-	-
Net capital turnover ratio	Revenue from operations	Working capital (current assets - current liabilities)	-	-	-
Net profit ratio (in %)	Net profit for the year	Revenue from operations	53.31%	55.41%	-3.80%
Return on capital employed (in %)	Profit before tax and finance cost	Capital employed (Net worth + borrowings -lease liabilities)	8.30%	5.34%	55.46%
Return on investments (in %)	Income generated from treasury investments	Average invested funds in treasury investments	0.22	0.23	-4.53%

Reason for variance is due to increase in Net Profit

b.

**Analytical Ratios**

Particulars	As at 31.03.2025	As at 31.03.2025	% Change	Reasons for variance
Capital to risk-weighted assets ratio (CRAR)	NA	NA	NA	
Tier I CRAR	NA	NA	NA	
Tier II CRAR	NA	NA	NA	
Liquidity Coverage Ratio	NA	NA	NA	

c.

The title deed of immovable Property held by the company is in its own name.

d.

The group has not revalued its Property, Plant and Equipment during the year.

e.

The group has not granted Loans or Advances in the nature of Loans to Promoters, directors, KMPs and the related parties.

f.

The group do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

g.

The group do not have any borrowings from banks or financial institutions and has not been declared a wilful defaulter.

h.

The group has not made any investment beyond the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.

i.

The provisions contained in Section 135 of the Companies Act, 2013 relating to CSR Activities are not applicable to the company for the year under review.

j.

The group do not have any transactions with struck off companies.

k.

The group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

l.

The group have not traded or invested in Crypto currency or Virtual Currency during the financial year.

m.

The group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. 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
- b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

n.

The group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. 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
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

o.

The group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Name of the subsidiary	Place of business	Ownership interest held by group (in %)		Ownership interest held by non controlling interest (in %)	
		As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2025	As at 31st March, 2024
Venkateswamy Mining and Estates Private Limited	India	51.00	51.00	49.00	49.00

4.13 (b) Additional Information, as required under schedule-III to the Companies Act,2013, of enterprises consolidated as subsidiary

SI No.	Name of Subsidiary	Net Assets i.e. Total Assets Minus Total Liabilities		Share of profit or loss	
		As % of Consolidated Net Assets	Amount	As % of Consolidated Profit/Loss	Amount
1	<b>Parent</b> Sulabh Engineers and Services Ltd	80.00	2,874.37	50.46	164.09
2	<b>Subsidiary</b> Venkateswamy Mining and Estates Private Limited	50.52	1,815.23	49.54	161.10
3	<b>Minority Interest in Subsidiary</b>	23.42	841.58	24.27	78.94

4.14 The Company uses accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software. Further, there is no instance of audit trail feature being tampered in respect of the accounting softwares. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

4.15 Previous year's figures have been regrouped/ rearranged wherever necessary to make them comparable to those with the current year.

As per our report of even date  
For Ranjit Jain & Co.  
Chartered Accountants  
FRN : 32250SE

CA Ashok Kumar Agarwal  
Partner  
Membership No. : 056622  
-  
Place: Kolkata  
Date: May 28, 2025

For and on behalf of Board of Directors

sd/-  
Vimal Kumar Sharma  
Managing Director  
DIN: 00954083  
sd/-  
Chief Financial Officer  
Seema Mittal  
PAN: CCAPM1399E  
sd/-  
Aman Preet Kaur  
Director  
DIN: 09711954  
sd/-  
Amit Kumar Kanaujia  
PAN: CNSPK8778G

## **1. Notes to consolidated financial statements for the year ended 31 March 2025**

### **1.1 Corporate information**

Sulabh Engineers and Services Limited ("the Company") is a company limited by shares, incorporated on 27 April 1983 and domiciled in India. These consolidated financial statements comprise the Company and its subsidiary (referred to collectively as the 'Group') and the 'Group's interest in associates.

The Group is engaged in the business of lending and agricultural activities.

### **1.2 Basis of consolidation**

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed in the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act,

The group combines the financial statements of the Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies have been applied uniformly across the

The excess of cost to the Company of its investment in the subsidiaries over the Company's portion of equity of the subsidiaries or vice versa is recognized in the consolidated financial statements as goodwill or capital reserve as the case may be.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended as on March 31. The excess of cost to the Company of its investment in the subsidiaries over the Company's portion of equity of the subsidiaries or vice versa is recognized in the consolidated financial statements as goodwill or capital reserve as the case may be.

Non-controlling interests (if any), in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated balance sheet, and consolidated statement of changes in equity respectively.

#### **1.2.1 Presentation of financial statements**

The Company presents its Balance Sheet in order of liquidity.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only when Ind AS specifically permits the same or it has an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event. Similarly, the Company offsets incomes and expenses and reports the same on a net basis when permitted by Ind AS specifically unless they are material in nature.

Critical accounting estimates and judgments

The preparation of the Company's financial statements requires Management to make use of estimates and judgments. In view of the inherent uncertainties and a level of subjectivity involved in measurement of items, it is possible that the outcomes in the subsequent financial years could differ from those on which the Management's estimates are based.

Accounting estimates and judgments are used in various line items in the financial statements for e.g.:

- Fair value of financial instruments [Refer note no. 1.3.11, 4.10]
- Effective Interest Rate (EIR) [Refer note no. 1.3.1(i)]
- Impairment on financial assets [Refer note no. 1.3.4(i)]
- Provisions and other contingent liabilities [Refer note no. 1.3.10 and 4.1]
- Provision for tax expenses [Refer note no. 1.3.6(i)]
- Residual value and useful life of property, plant and equipment [Refer note no. 1.3.7]

## **1.3 Summary of significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### **1.3.1 Income**

#### **(i) Interest income**

The Company recognizes interest income using Effective Interest Rate (EIR) on all financial assets subsequently measured at amortized cost or fair value through other comprehensive income (FVOCI). EIR is calculated by considering all costs and incomes attributable to acquisition of a financial asset or assumption of a financial liability and it represents a rate that exactly discounts estimated future cash payments/receipts through the expected life of the financial asset/financial liability to the gross carrying amount of a financial asset or to the amortized cost of a financial liability.

The Company recognizes interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. In case of credit-impaired financial assets [as set out in note no. 1.3.4(i)] regarded as 'stage 3', the Company recognizes interest income on the amortized cost net of impairment loss of the financial asset at EIR. If the financial asset is no longer credit-impaired [as outlined in note no. 1.3.4(i)], the Company reverts to calculating interest income on a gross basis.

Delayed payment interest (penal interest) levied on customers for delay in repayments/non-payment of contractual cash flows is recognized on realization.

#### **(ii) Dividend income**

Dividend income on equity shares is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

**(iii) Other revenue from operations**

**(a) Fees and commission**

The Company recognizes service and administration charges towards rendering of additional services to its loan customers on satisfactory completion of service delivery.

Fees on value added services and products are recognized on rendering of services and products to the customer.

Foreclosure charges are collected from loan customers for early payment/closure of loan and are recognized on realization.

**(b) Net gain on fair value changes**

Financial assets are subsequently measured at fair value through profit or loss (FVTPL) or fair value through other comprehensive income (FVOCI), as applicable. The Company recognizes gains/losses on fair value change of financial assets measured as FVTPL and realized gains/losses on derecognition of financial asset measured at FVTPL and FVOCI.

**(c) Sale of services**

The Company, on de-recognition of financial assets where a right to service the derecognized financial assets for a fee is retained, recognizes the fair value of future service fee income over service obligations cost on net basis as service fee income in the statement of profit or loss and, correspondingly creates a service asset in Balance Sheet. Any subsequent increase in the fair value of service assets is recognized as service income and any decrease is recognized as an expense in the period in which it occurs. The embedded interest component in the service asset is recognized as interest income in line with Ind AS 109 'Financial instruments'.

**(d) Recoveries of financial assets written off**

The Company recognizes income on recoveries of financial assets written off on realization or when the right to receive the same without any uncertainties of recovery is established.

**(iv) Taxes**

Incomes are recognized net of the Goods and Services Tax/Service Tax, wherever applicable.

**1.3.2 Expenditures**

**(i) Finance costs**

Borrowing costs on financial liabilities are recognized using the EIR [refer note no. 3.1(i)].

**(ii) Fees and commission expenses**

Fees and commission expenses which are not directly linked to the sourcing of financial assets, such as commission/incentive incurred on value added services and products distribution, recovery charges and fees payable for management of portfolio etc., are recognized in the Statement of Profit and Loss on an accrual basis.

**(iii) Taxes**

Expenses are recognized net of the Goods and Services Tax/Service Tax, except where credit for the input tax is not statutorily permitted.

**1.3.3 Cash and cash equivalents**

Cash and cash equivalents include cash on hand, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**1.3.4 Financial instruments**

A financial instrument is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Trade receivables and payables, loan receivables, investments in securities and subsidiaries, debt securities and other borrowings, preferential and equity capital etc. are some examples of financial instruments.

All the financial instruments are recognized on the date when the Company becomes party to the contractual provisions of the financial instruments. For tradable securities, the Company recognizes the financial instruments on settlement date.

**(i) Financial assets**

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivables and cash and cash equivalents.

**Initial measurement**

All financial assets are recognized initially at fair value including transaction costs that are attributable to the acquisition of financial assets except in the case of financial assets recorded at FVTPL where the transaction costs are charged to profit or loss.

**Subsequent measurement**

For the purpose of subsequent measurement, financial assets are classified into four categories:

- a. Debt instruments at amortized cost
- b. Debt instruments at FVOCI
- c. Debt instruments at FVTPL
- d. Equity instruments designated at FVOCI

**a) Debt instruments at amortised cost**

The Company measures its financial assets at amortized cost if both the following conditions are met:

- The asset is held within a business model of collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are Sole Payments of Principal and Interest (SPPI) on the principal amount outstanding.

To make the SPPI assessment, the Company applies judgment and considers relevant factors such as the nature of portfolio and the period for which the interest rate is set.

The Company determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Company's business model is not assessed on an instrument by instrument basis, but at a higher level of aggregated portfolios. If cash flows after initial recognition are realized in a way that is different from the Company's original expectations, the Company does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated financial assets going forward. The business model of the Company for assets subsequently measured at amortized cost category is to hold and collect contractual cash flows. However, considering the economic viability of carrying the delinquent portfolios in the books of the Company, it may sell these portfolios to banks and/or asset reconstruction companies.

After initial measurement, such financial assets are subsequently measured at amortized cost on effective interest rate (EIR). For further details, refer note no. 3.1(i). The expected credit loss (ECL) calculation for debt instruments at amortized cost is explained in subsequent notes in this section.

**(b) Debt instruments at FVOCI**

The Company subsequently classifies its financial assets as FVOCI, only if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets; 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.

Debt instruments included within the FVOCI category are measured at each reporting date at fair value with such changes being recognized in other comprehensive income (OCI). The interest income on these assets is recognized in profit or loss. The ECL calculation for debt instruments at FVOCI is explained in subsequent notes in this section.

Debt instruments such as long term investments in Government securities to meet regulatory liquid asset requirement of the Company's deposit program and mortgage loans portfolio where the Company periodically resorts to partially selling the loans by way of assignment to willing buyers are classified as FVOCI.

On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified to profit or loss.

**(c) Debt instruments at FVTPL**

The Company classifies financial assets which are held for trading under FVTPL category. Held for trading assets are recorded and measured in the Balance Sheet at fair value. Interest and dividend incomes are recorded in interest income and dividend income, respectively according to the terms of the contract, or when the right to receive the same has been established. Gain and losses on changes in fair value of debt instruments are recognized on net basis through profit or loss.

The Company's investments into mutual funds, Government securities (trading portfolio) and certificate of deposits for trading and short term cash flow management have been classified under this category.

**(d) Equity investments designated under FVOCI**

All equity investments in scope of Ind AS 109 'Financial Instruments' are measured at fair value. The Company has strategic investments in equity for which it has elected to present subsequent changes in the fair value in other comprehensive income. The classification is made on initial recognition and is irrevocable.

All fair value changes of the equity instruments, excluding dividends, are recognized in OCI and not available for reclassification to profit or loss, even on sale of investments. Equity instruments at FVOCI are not subject to an impairment assessment.

#### Derecognition of Financial Assets

The Company derecognizes a financial asset (or, where applicable, a part of a financial asset) when:

- The right to receive cash flows from the asset have expired; or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under an assignment arrangement and the Company has transferred substantially all the risks and rewards of the asset. Once the asset is derecognized, the Company does not have any continuing involvement in the same. The Company transfers its financial assets through the partial assignment route and accordingly derecognizes the transferred portion as it neither has any continuing involvement in the same nor does it retain any control. If the Company retains the right to service the financial asset for a fee, it recognizes either a servicing asset or a servicing liability for that servicing contract. A service liability in respect of a service is recognized at fair value if the fee to be received is not expected to compensate the Company adequately for performing the service. If the fees to be received is expected to be more than adequate compensation for the servicing, a service asset is recognized for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

On derecognition of a financial asset in its entirety, the difference between:

- the carrying amount (measured at the date of derecognition) and
- the consideration received (including any new asset obtained less any new liability assumed) is recognized in profit or loss.

#### Impairment of financial assets

ECL are recognized for financial assets held under amortized cost, debt instruments measured at FVOCI, and certain loan commitments.

Financial assets where no significant increase in credit risk has been observed are considered to be in 'stage 1' and for which a 12 month ECL is recognized. Financial assets that are considered to have significant increase in credit risk are considered to be in 'stage 2' and those which are in default or for which there is an objective evidence of impairment are considered to be in 'stage 3'. Lifetime ECL is recognized for stage 2 and stage 3 financial assets.

At initial recognition, allowance (or provision in the case of loan commitments) is required for ECL towards default events that are possible in the next 12 months, or less, where the remaining life is less than 12 months.

In the event of a significant increase in credit risk, allowance (or provision) is required for ECL towards all possible default events over the expected life of the financial instrument ('lifetime ECL').

Financial assets (and the related impairment loss allowances) are written off in full, when there is no realistic prospect of recovery.

#### Treatment of the different stages of financial assets and the methodology of determination of ECL

##### (a) Credit impaired (stage 3)

The Company recognizes a financial asset to be credit impaired and in stage 3 by considering relevant objective evidence, primarily whether:

- Contractual payments of either principal or interest are past due for more than 90 days;
- The loan is otherwise considered to be in default.

Restructured loans, where repayment terms are renegotiated as compared to the original contracted terms due to significant credit distress of the borrower, are classified as credit impaired. Such loans continue to be in stage 3 until they exhibit regular payment of renegotiated principal and interest over a minimum observation period, typically 12 months- post renegotiation, and there are no other indicators of impairment. Having satisfied the conditions of timely payment over the observation period these loans could be transferred to stage 1 or 2 and a fresh assessment of the risk of default be done for such loans.

Interest income is recognized by applying the EIR to the net amortized cost amount i.e. gross carrying amount less ECL allowance.

##### (b) Significant increase in credit risk (stage 2)

An assessment of whether credit risk has increased significantly since initial recognition is performed at each reporting period by considering the change in the risk of default of the loan exposure. However, unless identified at an earlier stage, 30 days past due is considered as an indication of financial assets to have suffered a significant increase in credit risk. Based on other indications such as borrower's frequently delaying payments beyond due dates though not 30 days past due are included in stage 2 for mortgage loans. The measurement of risk of defaults under stage 2 is computed on homogenous portfolios, generally by nature of loans, tenors, underlying collateral, geographies and borrower profiles. The default risk is assessed using PD (probability of default) derived from past behavioral trends of default across the identified homogenous portfolios. These past trends factor in the past customer behavioral trends, credit transition probabilities and macroeconomic conditions. The assessed PDs are then aligned considering future economic conditions that are determined to have a bearing on ECL.

##### (c) Without significant increase in credit risk since initial recognition (stage 1)

ECL resulting from default events that are possible in the next 12 months are recognized for financial instruments in stage 1. The Company has ascertained default possibilities on past behavioral trends witnessed for each homogenous portfolio using application/behavioral score cards and other performance indicators, determined statistically.

**(d) Measurement of ECL**

The assessment of credit risk and estimation of ECL are unbiased and probability weighted. It incorporates all information that is relevant including information about past events, current conditions and reasonable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL takes into account the time value of money. Forward looking economic scenarios determined with reference to external forecasts of economic parameters that have demonstrated a linkage to the performance of our portfolios over a period of time have been applied to determine impact of macroeconomic factors.

The Company has calculated ECL using three main components: a probability of default (PD), a loss given default (LGD) and the exposure at default (EAD). ECL is calculated by multiplying the PD, LGD and EAD and adjusted for time value of money using a rate which is a reasonable approximation of EIR.

- Determination of PD is covered above for each stages of ECL.
- EAD represents the expected balance at default, taking into account the repayment of principal and interest from the Balance Sheet date to the date of default together with any expected drawdown of committed facilities.
- LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realized and the time value of money.

A more detailed description of the methodology used for ECL is covered in the 'credit risk' section of note no. 4.7.

**(ii) Financial liabilities**

Financial liabilities include liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entities own equity instruments. Few examples of financial liabilities are trade payables, debt securities and other borrowings and subordinated debts.

**Initial measurement**

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, other payables, debt securities and other borrowings.

**Subsequent measurement**

After initial recognition, all financial liabilities are subsequently measured at amortized cost using the EIR [Refer note no. 1.3.1(i)]. Any gains or losses arising on derecognition of liabilities are recognized in the Statement of Profit and Loss.

**De-recognition**

The Company derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expired.

**(iii) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet only if there is an enforceable legal right to offset the recognized amounts with an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

**1.3.5 Investment in subsidiaries**

Investment in subsidiaries is recognized at cost and is not adjusted to fair value at the end of each reporting period.

Cost of investment represents amount paid for acquisition of the said investment.

The Company assesses at the end of each reporting period, if there are any indications that the said investment may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

**1.3.6 Taxes****(i) Current tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards (ICDS) prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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

**(ii) Deferred tax**

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

Deferred tax liabilities are recognized for all taxable temporary differences and deferred tax assets are recognized for deductible temporary differences to the extent that it is probable that taxable profits will be available against which the deductible temporary differences can be utilized.

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

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

Deferred tax relating to items recognized outside profit or loss is recognized either in OCI or in other equity.

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

**1.3.7 Property, plant and equipment**

Property, plant and equipment are carried at historical cost of acquisition less accumulated depreciation and impairment losses, consistent with the criteria specified in Ind AS 16 'Property, Plant and Equipment'.

Depreciation on property, plant and equipment Depreciation on property, plant & equipment has been provided on straight line method based on the useful life specified in Schedule II of the Companies Act, 2013 except where management estimate of useful life is different. Depreciation commences when the assets are ready for their intended use.

Assets costing Rs. 5,000/- or less have been depreciated over period of one year.

**1.3.8 Intangible assets and amortization thereof**

Intangible assets, representing software are initially recognized at cost and subsequently carried at cost less accumulated amortization and accumulated impairment. The intangible assets are amortized using the straight line method over a period of five years, which is the Management's estimate of its useful life. The useful lives of intangible assets are reviewed at each financial year end and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income or other expenses, as applicable.

**1.3.9 Impairment of non-financial assets**

An assessment is done at each Balance Sheet date to ascertain whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of asset is determined. If the carrying value of relevant asset is higher than the recoverable amount, the carrying value is written down accordingly.

**1.3.10 Provisions and contingent liabilities**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**1.3.11 Fair value measurement**

The Company measures its qualifying financial instruments at fair value on each Balance Sheet date.

Fair value is the price that would be received against sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place in the accessible principal market or the most advantageous accessible market as applicable. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into Level I, Level II and Level III based on the lowest level input that is significant to the fair value measurement as a whole. For detailed information on the fair value hierarchy, refer note no. 4.10.

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

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

**1.2.12 Biological Assets**

Biological assets are classified as Bearer biological assets and Consumable biological assets. Consumable biological assets are those that are to be harvested as agricultural produce or sold as biological assets. Bearer Biological Assets which are held to bear agricultural produce are reclassified as Bearer plants.

Tea bushes, Coffee bushes, Pepper vines, Cardamom tiller and Shade trees are recognised as Bearer biological assets. These are classified as mature Bearer Plants and Immature Bearer Plants. Mature Bearer Plants are those that have attained harvestable stage. Cost incurred for new plantations and immature areas are capitalised. Cost includes cost of land preparation, new planting and maintenance till maturity. The cost of areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful lives.

Bearer plants relating to Coffee and Tea bushes, Pepper vines and minor produces attain a harvestable stage in about 3-5 years. Bearer biological assets are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure on bearer assets are added to its

book value only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

## **NOTICE OF 42<sup>nd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting (AGM) of the Members of Sulabh Engineers and Services Limited ('The Company') will be held on Saturday, September 20, 2025, at 12:00 P.M. (IST), through Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility to transact the following business:

### **ORDINARY BUSINESS:**

1. To review, consider, and approve the Audited Balance Sheet (Stand-Alone and Consolidated) as of March 31, 2025, along with the Statement of Profit & Loss Account for the year ending on that date, including the Schedules, Notes, and the accompanying Reports of the Auditors and Directors thereon and in this regard, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the audited financial statements including Balance Sheet (Stand-Alone and Consolidated) of the Company as at March 31, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed thereto and the Directors' and Auditors' Reports of the Company as at March 31, 2025, placed before the meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Seema Mittal (DIN: 06948908), who retires by rotation, and being eligible, offers herself for re-appointment and in this regard, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Seema Mittal (DIN: 06948908), who retires by rotation at this meeting, and being eligible, offered herself for re- appointment, be and is hereby re- appointed as Executive Director of the Company liable to retire by rotation."

### **SPECIAL BUSINESS:**

3. Appointment of Mr. Vivek Awasthi (DIN: 06961442) 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, 150 and 152, and all other applicable provisions if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force ), and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), each as amended from time to time, Articles of Association of the Company. Regulations, notification and circulars of Reserve Bank of India and other applicable laws as may be applicable, Mr. Vivek Awasthi (DIN: 06961442), who was appointed as an Additional Director of the Company with effect from August 12, 2025 by the Board of Directors pursuant to Section 161 of the Act and recommendation by the Nomination and Remuneration Committee and who holds office only up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received the notice in writing from a member under section 160 of the Act proposing the candidature of

Mr. Vivek Awasthi for the office of Director and has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the Listing Regulations , being eligible, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office up to the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2030 or the expiry of five (5) years, whichever is earlier.

**RESOLVED FURTHER THAT** Mr. Vimal Kumar Sharma, Managing Director having DIN: 00954083 or Mr. Tauheed Ahmad, Company Secretary of the Company be and is hereby authorized severally to take all actions and steps expedient or desirable to give effect to this aforesaid resolution”.

**4. Appointment of Secretarial Auditors 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), other applicable laws / statutory provisions, if any, as amended from time to time, CS Gopesh Sahu, Practicing Company Secretary, (Having CP number: 7800 and PRU Certificate No. 1515/2021) be and is hereby appointed as the Secretarial Auditors of the Company to hold the office for the first term of five (5) consecutive years from the financial year 2025-26 to financial year 2029-30 at such remuneration as shall be finalised by the Board of Directors of the Company.

**Resolved further that** the Board of Directors of the Company or any committee thereof or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds and things as may be deemed necessary or expedient to give effect to this Resolution.”

**5. Approval for transactions with related party “Subsidiary 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 Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the provisions of Section 188 of The Companies Act, 2013 and the rules made thereunder (to the extent applicable), consent of the members of the Company be and is hereby accorded to grant approval to the Board of Directors and the Audit Committee of the Company to enter into one or more related party transactions with the Subsidiary Company (Venkatswamy Mining And Estates Private Limited), whether by way of sale, purchase, supply of goods or services, loans, guarantees or any other form of transaction, whether financial or otherwise, which are in the ordinary course of business and on arm’s length basis, for an aggregate amount not exceeding **₹2 crores (Rupees Two Crores only)** for the financial year **2025-26**.

**RESOLVED FURTHER THAT** the Audit Committee shall review on a quarterly basis all such transactions entered into pursuant to this omnibus approval, and that necessary disclosures shall be made to the stock exchange(s) and published on the Company’s website, as required under Regulation 23 of SEBI LODR Regulations.

**RESOLVED FURTHER THAT** the Board or the Audit Committee via there members or the Company Secretary of the Company, be and are hereby severally authorized to finalize and execute all documents, agreements, contracts, deeds or writings necessary or expedient in connection with the said transactions, to seek and obtain such approvals, consents, permissions or waivers as may be required, to do all such acts, deeds and things as may be necessary, proper, ancillary or incidental to give effect to this resolution, and to delegate such powers as may be required to any Director(s)/Officer(s) of the Company.”

**Date:** 12<sup>th</sup> August 2024

**Place:** Kanpur

**By the order of Board**

**For Sulabh Engineers and Services Limited**

**Sd/-**

**(Tauheed Ahmad)**

**Company Secretary & Compliance Officer**

**Notes:**

**General instructions for accessing and participating in the 42<sup>nd</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 19/2021, 20/2021 dated 14<sup>th</sup> December 2021, 02/2022 dated 05<sup>th</sup> May 2022 and 10/2022 dated 28<sup>th</sup> December 2022, respectively, (“MCA Circulars”) allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30<sup>th</sup> September 2024 further extended till 30.09.2025 and also in accordance with the requirement provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2022. Securities and Exchange Board of India (SEBI) also vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13th May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05th January 2023 (SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (“Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”), the 42<sup>nd</sup> AGM of the Company is being convened and conducted through VC/OAVM. Further, Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
2. The Company has enabled the Members to participate at the 42<sup>nd</sup> AGM through VC/OAVM facility. The instructions for participation by members are given in the subsequent pages.
3. Since the AGM is being conducted through VC/OAVM, Members will not be able to appoint proxies for this meeting. Hence proxies form, Attendance Slip and route map of the venue of the AGM are not annexed to the Notice.
4. The Company has enabled the Members to participate at the 42<sup>nd</sup> AGM through VC/OAVM facility the instructions for participation by members are given in the subsequent pages. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting

and e-voting during the AGM. 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 NSDL. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 42<sup>nd</sup> AGM being held through VC.

5. General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 02/2021 dated 13th January, 2021, 19/2021, 20/2021 dated 14th December 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30th September 2023 and also in accordance with the requirement provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2022. Securities and Exchange Board of India (SEBI) also vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13th May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05th January 2023 (SEBI Circular") has provided 140 certain relaxations from compliance with certain provisions of the SEBI ("Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations")., Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
6. 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's 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 NSDL. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 42<sup>nd</sup> AGM being held through VC
7. 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 at least 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.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, 19/2021, 20/2021 dated 14<sup>th</sup> December 2021 and Circular No. 02/2022 dated May 05, 2022 and 10/2022 dated 28<sup>th</sup>December 2022. respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) facility on or before 30th September 2023 and also in accordance with the requirement provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2022. Securities and Exchange Board of India (SEBI) also vide its circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/ 62 dated 13th May 2022 and Circular No. SEBI/HO/CFD/PoD-2/ P/CIR/2023/4 dated 05th January 2023 (SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI ("Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). The Notice calling the AGM has been uploaded on the website of the Company at [www.sulabh.org.in](http://www.sulabh.org.in). 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e.[www.evotingindia.com](http://www.evotingindia.com).

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members from the date of circulation of this notice up to the date of the AGM i.e. September 20, 2025. Members seeking to inspect such documents can send an e-mail to [sulabheng22@gmail.com](mailto:sulabheng22@gmail.com).
10. The voting rights of Shareholders shall be in proportion to their shares of the paid -up equity share capital of the Company as on the date of September 12, 2025.
11. The Register of Members and Share Transfer Books will remain closed from September 13, 2025 to September 20, 2025 (both days inclusive) for the purpose of AGM.
12. Dr. S. K. Jain, S.K.Jain & Co., Practicing Company Secretary, (Certificate of Practice No. 3076) has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner. The Scrutinizer shall within a period of not exceeding two (2) working days from the conclusion of the e-voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer ‘s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. The Results shall be declared on or after the 42<sup>nd</sup> Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.sulabh.org.in](http://www.sulabh.org.in) and on the website of NSDL within two (2) days of passing of the resolutions in the 42<sup>nd</sup> Annual General Meeting of the Company on September 20, 2025 and communicated to the BSE Limited.
14. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
16. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 Wednesday 17<sup>th</sup> September, 2025 at 09:00 A.M and ends on Friday 19<sup>th</sup> September, 2025 at 05:00 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 <12.09.2025> may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as</li> </ol>

	<p>recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

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

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>	

<b>Dividend Bank Details</b> <b>OR Date of Birth (DOB)</b>	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"> <li>• 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.</li> </ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> here (Sulabh Engineers and Services Limited) on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 and to the Company at the email address viz; Sulabheng22@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.

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

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
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.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 3**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Vivek Awasthi as an Additional (Non-Executive Independent Director) Director of the Company, w.e.f. August 12, 2025. Pursuant to the provisions of 161 of the Act and Articles of Association of the Company, Mr. Vivek Awasthi will hold the office up to the date of ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing from him, proposing the candidature of the office of Director. Mr. Vivek Awasthi, once appointed will not be liable to retire by rotation.

Mr. Vivek Awasthi has expressed his willingness for appointment and has also given the declaration that he is not disqualified / debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Schedule IV thereto, Regulation 16(1)(b) of the Listing Regulations and declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. In terms of Regulation 25 of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. In the opinion of the Board, he fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The profile and specific areas of expertise of Mr. Vivek Awasthi are provided as Annexure to the Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations and other applicable provisions, the appointment of Mr. Vivek Awasthi as an Independent Director for a term of five (5) years is now being placed before the Members for their

approval by way of a Special Resolution set out at Item No. 3 of the Notice, which the Board recommends.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Vivek Awasthi, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 3 for the approval of the members.

#### **Item No. 4**

Pursuant to Section 204 of Companies Act, 2013 read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report made in terms of sub-section 134 of the Companies Act, 2013, a secretarial audit report given by Company Secretary in practice. Further, as per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendations of Board of Directors, a listed entity shall appoint or re-appoint:

- (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
- (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Accordingly, the Board of Directors in their meeting held on May 28, 2025 has recommended to the members the appointment of CS Gopesh Sahu, Practicing Company Secretary, as Secretarial Auditor of the Company for the first term of five (5) consecutive years from the financial year 2025-26 to Financial Year 2029-30.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors, after due consideration, proposes the appointment of the Secretarial Auditor in accordance with the applicable provisions of the Companies Act, 2013, the relevant rules made thereunder, and such other applicable statutory requirements.

In recommending the appointment, the Committee and the Board have taken into account the professional profile, experience, and track record of the proposed Auditor. The evaluation covered, inter alia:

1. **Professional Credentials** – The qualifications, registration with the relevant statutory/regulatory authority, and compliance with applicable professional standards.
2. **Relevant Experience** – Adequate exposure and practical experience in handling assignments of similar nature and complexity, including knowledge of applicable laws, accounting/secretarial standards, and industry-specific regulatory framework.
3. **Reputation & Independence** – Demonstrated integrity, independence, and ethical conduct in professional dealings, free from any relationship or interest that could impair objectivity.
4. **Resource Capability** – Availability of competent personnel, infrastructure, and systems to efficiently discharge the duties as Statutory Auditor / Secretarial Auditor.

The Board is of the view that the proposed Auditor possesses the necessary professional competence, relevant industry knowledge, and capability to meet the Company's audit requirements effectively. Accordingly, it is proposed to seek members' approval for the appointment of the said Auditor for the prescribed term and on such remuneration as may be determined in accordance with applicable laws and as approved by the Board. (Fee payable to

Auditor for secretarial audit is Rupees Thirty Thousand plus taxes (if any) and fees for other services as permissible under law will be over and above the audit fees, the audit fee may vary considering the increasing in scope of the audit.

The Board recommends the **Ordinary Resolution** as set out in Item No. 4 of the accompanying Notice for the approval of the Members.

### **Item No. 5**

#### Background & Purpose

The Board of Directors, pursuant to the recommendation of the Audit Committee, proposes to enter into one or more related party transactions (“RPTs”) with Venkatswamy Mining And Estates Private Limited (the “Subsidiary Company”). These transactions may include—without limitation—sale, purchase, supply of goods or services, loans, guarantees, or other financial/non-financial dealings, and are expected to be in the ordinary course of business and on an arm’s length basis.

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Section 188 of the Companies Act, 2013 and rules thereunder (to the extent applicable), prior approval of the members is being sought for omnibus approval for such transactions up to an aggregate limit of ₹2 crores (Rupees Two Crores only) for the financial year 2025–26.

#### Need for Approval

The nature of business arrangements with the Subsidiary is expected to be ongoing and repetitive in nature. Approval for the aforementioned transactions will:

Facilitate business efficiency by pre-authorizing routine transactions.

Enable timely execution without repeated procedural delays.

Comply with regulatory norms under the Companies Act and SEBI LODR.

Furthermore, the cumulative transactions with the subsidiary company **may** cross the monetary limit (if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower) which will be considered as material related party transaction with subsidiary. Therefore this blanket approval also serves to be approval for material related party transactions with subsidiary company.

#### Key Terms & Conditions

Aggregate Limit: Transactions pursuant to this approval shall not exceed ₹2 crores during FY 2025-26.

Nature: All transactions shall be in the ordinary course of business and conducted at arm's length.

Oversight: The Audit Committee will undertake quarterly reviews of all transactions executed under this omnibus approval.

Disclosures: Appropriate disclosures to the stock exchange(s) and posting on the Company's website will be made as required under Regulation 23(9) of SEBI LODR Regulations Acuity Lawlegalogic.com.

#### Statement of Impact

The approval will enhance operational flexibility, enable faster decision-making, and comply with robust oversight and disclosure norms. It aligns with best practices in corporate governance, ensuring transparency, board accountability, and shareholder protection.

The Board of Directors recommends the **Special Resolution** as set out in Item No. [5] of the Notice for approval by the members.

Summary of Disclosures

Aspect	Details
<b>Regulatory basis</b>	Section 188 (Companies Act), Regulation 23 (SEBI LODR), Rule 6A
<b>Nature of transactions</b>	Ordinary course of business; arm's length
<b>Aggregate limit</b>	₹2 crores for FY 2025-26
<b>Review &amp; oversight</b>	Quarterly Audit Committee review
<b>Disclosures required</b>	Stock exchange updates and website posting under Reg 23(9)
<b>Director/KMP interest</b>	None (unless to be disclosed at the meeting)

**By the order of Board**

**For Sulabh Engineers and Services Limited**

Sd/-

**(Tauheed Ahmad)**  
**Company Secretary & Compliance Officer**

**Date: 12<sup>nd</sup> August, 2024**

**Place: Kanpur**

### ANNEXURE TO THE NOTICE

**Details of Director seeking appointment/re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 on General Meetings]**

#### **ITEM NO. 2:**

Name	Seema Mittal
Father's Name	Laxmi Narain Dalmia
Din	06948908
D.O.B.	22/06/1969
Address	HN. 113/93 Shreedham Apartment Swaroop Nagar, KANPUR- 208002 Email- seemamittal1969@gmail.com
Qualification	Graduate
Experience	She is business consultant and having good knowledge of legal aspects of business matters with experience of more than sixteen years.
Other Directorship	NIL
Shareholding In The Company	NIL
No. of Board Meeting Attended during the financial year	Total Meeting held : 8 Attended: 8
Chairperson/Member of the committee of the board of directors of the company	Member in Stakeholders' Relationship Committee

#### **ITEM NO.3:**

Name	Vivek Awasthi
Father's Name	Prakash Narain Awasthi
Din	06961442
D.O.B.	22/11/1963
Address	128/348 K Block, Kidwai Nagar, Kanpur Nagar, Uttar Pradesh, 208011
Qualification	Chartered Accountant
Relationship With Kmp	None
Experience	He is a qualified Chartered Accountant having immense experience in finance and Accounting. He has also served a Listed Entity as an Independent Director on their Board.
Other Directorship	Keymen Loans Distribution Limited (Additional Director - Independent as on date of submission of his declaration)
Shareholding In The Company	NIL
No. of Board Meeting Attended during the financial year	N.A
Chairperson/Member of the committee of the board of directors of the company	N.A