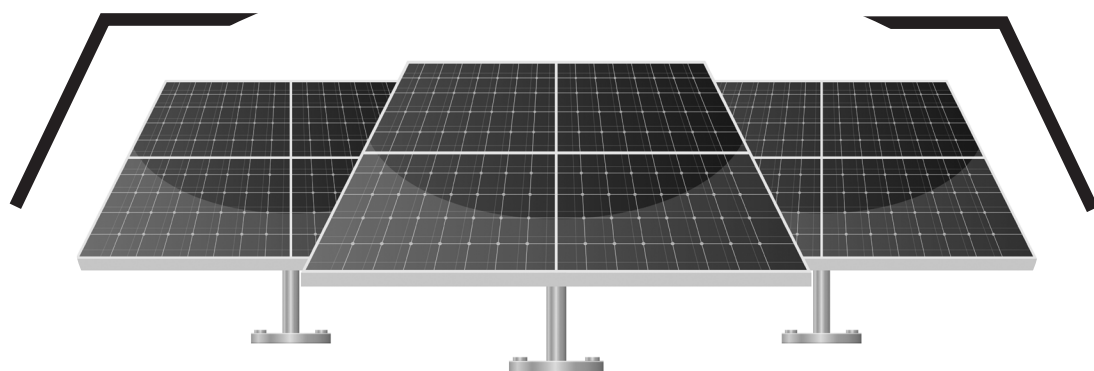


# SBEC



## **SBEC SYSTEMS (INDIA) LIMITED**

(Sugar, Bio-Energy & Control Systems)

**36<sup>th</sup> ANNUAL  
REPORT  
2024-25**

**BOARD OF DIRECTORS**

Mr. Vijay K Modi - Chairman  
Mr. Shiv Shankar Agarwal - Executive Director & CEO  
Ms. Ritu Sikka  
Mr. Jagdish Chander Chawla  
Mr. Salil Seth  
Mr. Ajay Kumar Aggarwal  
Mr. Shyam Lal Agarwal

**CHIEF FINANCIAL OFFICER**

Mr. Lakhmi Chand Sharma

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Himani Mittal

**STATUTORY AUDITORS**

M/s Thakur Vaidyanath Aiyar & Co.  
Chartered Accountants  
221-223, Deen Dayal Marg  
New Delhi-110002

**BANKERS**

SVC Co-Operative Bank Ltd.  
HDFC Bank Ltd.

**REGISTERED OFFICE**

1400, Hemkunt Tower  
98, Nehru Place,  
New Delhi-110 019

**SHARE TRANSFER AGENT**

M/s Beetal Financial & Computer Services (P) Ltd.  
Beetal House, 3<sup>rd</sup> Floor, 99 Madangir,  
Behind Local Shopping Centre,  
New Delhi-110062

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## **DIRECTORS' REPORT**

To,

**The Shareholders,  
SBEC Systems (India) Limited**

**Dear Members,**

Your Directors take pleasure in presenting the 36th Annual Report of the Company together with the Audited Financial Statement for the financial year ended 31st March 2025.

### **FINANCIAL RESULT**

The Company's financial performance (Standalone & Consolidated) for the financial year ended March 31, 2025 along-with that of the previous financial year ended March 31, 2024 are summarized below: (Rs. in Lacs)

PARTICULARS	Standalone		Consolidated	
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
Revenue & Other Income	376.91	319.06	376.91	319.06
Total Expenditure	205.32	180.34	205.32	180.34
Operating Profit/(Loss) Before Tax	171.59	138.72	171.59	138.72
Profit/(Loss) After Tax	243.78	132.91	243.78	132.91

### **STATE OF THE COMPANY'S AFFAIR**

During the year under review, the Company commenced the business of solar power generation by commissioning a grid-connected solar plant. Total income stood at Rs. 376.91 lacs, and net profit rose to Rs. 243.78 lacs as compared to Rs. 132.91 lacs in the previous year.

This growth reflects the contribution of the solar power business, stable tariff realization, and disciplined cost management. The Company's financial position remains robust, with healthy cash flows and sufficient liquidity to support planned capacity expansions and further investments in renewable energy assets.

### **CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements have been prepared by the Company in accordance with applicable provisions of the Companies Act, 2013, Accounting Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The audited consolidated financial statements together with Auditors' Report form part of the Annual Report. The Auditor's Report does not contain any qualification, reservation or adverse remarks.

### **DIVIDEND & RESERVES**

In order to conserve the resources for future growth of the Company, the Board of Directors has not declared any dividend for the year under review.

The Company has not transferred any amount to the reserves for the year ended March 31, 2025.

### **SHARE CAPITAL**

The paid up equity capital as on March 31, 2025 was Rs. 10.00 Crores. During the year under review, the Company has not issued any class of shares nor granted stock options.

### **REDUCTION OF SHARE CAPITAL**

The Board of Directors of the Company has in its meeting dated 26th June, 2023 approved the selective reduction of Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) consisting of 1,00,00,000 (One Crore) equity share of Rs. 10/- (Rupees Ten only) to Rs. 7,96,00,000/- (Rupees Seven Crores Ninety Six Lacs) consisting of 79,60,000 (Seventy Nine Lacs Sixty Thousand equity shares of Rs. 10/- (Rupees Ten) each by cancelling and extinguishing in aggregate 20.40% of the total issued, subscribed and paid-up equity share capital of the Company, comprising 20,40,000 (Twenty Lacs Forty Thousand) equity shares of Rs. 10/- (Rupees Ten) each held by the SBEC Systems Limited, UK (Dissolved Promoter) without any consideration.

It is further stated that the name of the Dissolved Promoter was struck off from the Registrar of Companies on October 2, 2001 and stand dissolved by notice in the London Gazette dated October 9, 2001 thereby terminating its legal existence.

The Company had applied to BSE Ltd for their No-Objection for reduction of Capital of the Company and on 24th July, 2024, BSE Ltd has issued observation letter with 'no adverse observations'.

Subsequently, at the 35th Annual General Meeting of the Company held on September 28, 2024, the shareholders granted their approval for the proposed Reduction of Share Capital, thereby completing the necessary corporate and regulatory steps for the implementation of the scheme.

The Company has filed the application for Reduction of Share Capital before the Hon'ble National Company Law Tribunal, New Delhi Bench for approval. The matter is presently adjudication before the Tribunal.

### **ASSOCIATE/SUBSIDIARY/JOINT VENTURE COMPANY**

As on March 31, 2025, the Company has one Associate Company i.e. SBEC Sugar Limited. Investment in the Associate is dealt with in accordance with Indian Accounting Standard (Ind-AS) 28, the consolidation of accounts of the Company with its associate is done by using "Equity Method".

Further, a statement containing the salient features of the financial statements of the Associate company are incorporated in AOC-1 and appended as Annexure-A to the Board's Report.

There is no subsidiary company within the meaning of Section 2(87) of the Companies Act, 2013 ("Act").

#### MATERIAL CHANGES AND COMMITMENTS

During the financial year 2024–25, the Company amended its Articles of Association in accordance with the provisions of the Companies Act, 2013. This alteration was duly approved by the shareholders at the 35th Annual General Meeting of the Company.

The Board of Directors of the Company in its meeting held on 26 June 2023, approved the Scheme of Reduction of Equity Share Capital. Pursuant to this approval, the Company submitted an application to the Bombay Stock Exchange (BSE) for obtaining a No Observation Letter. BSE, after reviewing the application, issued the No Observation Letter on 24 July 2024. Subsequently, at the 35th Annual General Meeting of the Company, the shareholders granted their approval for the proposed Reduction of Share Capital, thereby completing the necessary corporate and regulatory steps for the implementation of the scheme.

The Company has filed the application for Reduction of Share Capital before the Hon'ble National Company Law Tribunal, New Delhi Bench for approval. The matter is presently adjudication before the Tribunal.

No other material changes occurred in between the end of Financial Year 2024-25 and the date of this report.

#### DIRECTORS & KEY MANAGERIAL PERSON

In terms of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 Mr. Shiv Shankar Agarwal, Director of the Company, re-appointed by rotation at the last Annual General Meeting.

During the financial year under review, Mr. Vijay Kumar Modi (DIN: 00004606) was re-appointed as a Non-Executive Non-Independent Director of the Company w.e.f. September 29, 2024 not liable to retire by rotation pursuant to the Regulation 17(1A) of SEBI Listing regulations.

Mr. Ajay Kumar Aggarwal and Mr. Shyam Lal Agarwal were appointed as Non-executive Independent Directors of the Company w.e.f. 14th August, 2024 and regularized at the 35th Annual General Meeting.

Ms. Asha Agarwal, Independent Director resigned from the Directorship of the Company w.e.f. 14th August, 2024. The Board places on record its sincere appreciation for the valuable contribution made by her throughout her tenure as Director of the Company.

None of the Directors of the Company is disqualified under Section 164(2) of the companies Act, 2013. The Directors have made necessary disclosures as required under various provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

#### KEY MANAGERIAL PERSONNEL (KMP)

During the financial year ended 31.03.2025, following persons are Whole Time Key Managerial Personnel (KMP) of the Company in terms of provisions of Section 203 of the Companies Act, 2013.

S.No.	Name	Designation
1.	Mr. Shiv Shankar Agarwal	Chief Executive Officer
2.	Mr. Lakhmi Chand Sharma	Chief Financial Officer
3.	Ms. Himani Mittal*	Company Secretary
4.	Ms. Priyanka Negi*	Company Secretary

\*Ms. Himani Mittal appointed as Company Secretary cum compliance officer of the Company w.e.f. 17th October, 2024 and Ms. Priyanka Negi resigned as Company Secretary cum compliance officer of the Company w.e.f. 23<sup>rd</sup> September, 2024.

#### BOARD MEETING

The Board met four times during the financial year 2024-25, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### COMMITTEES OF THE BOARD

Presently the Company has the following mandatory Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

The details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in the "Report on Corporate Governance" forming part of this Annual Report.

#### POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION AND OTHER DETAILS

The Board on the recommendation of the Nomination & Remuneration Committee has already framed a policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, Independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013. The policy is available on the website of the Company [www.sbecosystems.in](http://www.sbecosystems.in).

#### BOARD EVALUATION:

As required under Section 134(3)(p) of the Companies Act, 2013 read with Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board of Directors had already approved the evaluation criteria for evaluating the performance of the Board of Directors, its

Committees, namely, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee, the Directors individually and the performance of Independent Directors.

The manner in which the evaluation was carried out and the process adopted has been mentioned in the Corporate Governance Report.

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

Pursuant to the provisions contained in Section 134 (5) of the Companies Act, 2013, your Directors to the best of their knowledge and belief and according to information and explanations obtained from the management, confirm that:-

- In the preparation of the annual accounts, the applicable accounting standards have been followed and there along with proper explanation relating to material departures.
- 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 at the end of the financial year and of the profit and loss of the company for the financial year ended March 31, 2025;
- the Directors have 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;
- The Directors have prepared the Annual Accounts on a going concern basis;
- The Directors have laid down proper internal financial controls to be followed by the Company and such controls are adequate and operating effectively and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **BOARD DIVERSITY**

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us to retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website [www.sbectsystems.in](http://www.sbectsystems.in). More detail on diversity is available in the corporate governance report that forms part of this Annual Report.

#### **STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS**

As required under Section 149 (7) of the Companies Act, 2013, all the Independent Directors have given declarations that they meet the criteria of independence as specified in Section 149 (6) of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015.

#### **STATUTORY AUDITORS**

M/s Thakur Vaidyanath Aiyar & Co. having (FRN 000038N), Chartered Accountants, the Statutory Auditors of the Company appointed as the Statutory Auditors for a 1st term of 5 consecutive years from the conclusion of 35th Annual General Meeting (AGM) held on 28th September, 2024 till conclusion of 40th AGM of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

Further the Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 read with rules made thereunder.

#### **STATUTORY AUDITORS REPORT**

The Auditors' Report read along with Notes to Accounts is self-explanatory and therefore does not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. No fraud has been reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

#### **INTERNAL AUDITOR AND THEIR REPORT**

M/s. Sarat Jain & Associates, Chartered Accountants, (FRN: 014793C) are the Internal Auditors of the Company and they had conducted the quarterly Internal Audit during the year ended March 31, 2025.

The periodic reports of the said internal auditors are regularly placed before the Audit Committee along with the comments of the management on the action taken to correct any observed deficiencies on the Working of the various departments.

#### **SECRETARIAL AUDITOR AND THEIR REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Soniya Gupta & Associates, Company Secretaries as the Secretarial Auditor to undertake the Secretarial Audit of the Company for the financial year 2024-25. The Report of the Secretarial Audit is given in **Annexure-B** to this Report.

The observations in secretarial audit report are self-explanatory and therefore do not call for any further explanation.

In terms of the SEBI (Listing Obligations & Disclosure Requirements) (Third Amendment) Regulation, 2024, the Board upon the recommendation of Audit Committee has recommended appointment of M/s Soniya Gupta & Associates as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from the financial year 2025-26 till the financial year 2029-30. The appointment will be subject to shareholders approval at the ensuing AGM and therefore is included in the notice convening the ensuing Annual General Meeting.

#### **APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

No application has been made under the Insolvency and Bankruptcy Code against the Company; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

**RISK MANAGEMENT POLICY**

As required under Section 134(n) of the Companies Act, 2013, the Company has laid down the policy on risk management stating therein the objectives and purpose of the said policy.

The Risk Management Policy of the Company can be viewed on the Company's website [www.sbectsystems.in](http://www.sbectsystems.in).

**INTERNAL FINANCIAL CONTROLS**

The Company has adequate Internal Financial Controls with proper checks to ensure that transactions are properly authorised, recorded and reported apart from safeguarding its assets. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis. The internal auditors of the Company reviews the controls across the key processes and submits reports periodically to the Management and significant observations are also presented to the Audit Committee for review. Follow up mechanism is in place to monitor the implementation of the various recommendations.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES.**

Section 135 of the Companies Act, 2013 provides the threshold limit for applicability of the CSR to a Company i.e. (a) net worth of the Company to be Rs. 500 crore or more; or (b) turnover of the company to be Rs. 1,000 crore or more; or (c) net profit of the company to be Rs.5 crore or more. As the Company does not fall under any of the threshold limits given above, the provisions of Section 135 are not applicable to the Company.

**DEPOSITS**

During the financial year, The Company has not accepted any deposit from public within the meaning of section 73 and 76 of the Companies Act, 2013 and Rules made thereunder.

**CORPORATE GOVERNANCE**

A report on Corporate Governance forms part of this Report along with the Auditors' Certificate on Corporate Governance as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Auditors' Certificate for the financial year 2024-25 does not contain any qualifications, reservations or adverse remarks.

The declaration by the Chief Executive Officer and Chief Financial Officer addressed to the Members of the Company pursuant to Clause D of Schedule V Read with Regulation 34(3) and Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct by the Members of the Board and by the Members of the Senior Management Personnel of the Company is also attached to the Corporate Governance report.

**VIGIL MECHANISM & WHISTLE BLOWER POLICY**

The Company has a vigil mechanism and a whistle blower policy. The same has been posted on the Company's website and the details of the same are given in the Corporate Governance Report.

**RELATED PARTY TRANSACTIONS**

In compliance with the Act and the SEBI Listing Regulations, the Company has formulated a Policy on Related Party Transactions (RPTs) and manner of dealing with RPTs. During the year under review, the Policy has been amended to incorporate the regulatory amendments in the SEBI Listing Regulations. The updated Policy can be accessed on the Company's website [www.sbectsystems.in](http://www.sbectsystems.in).

All transactions with related parties during FY 2024-25 were reviewed and approved by the Audit Committee and were at Arm's Length Price (ALP) and in the Ordinary Course of Business (OCB). Prior omnibus approval was obtained for all RPTs which were of repetitive nature and entered in the OCB and on an ALP basis. The transactions entered into pursuant to the omnibus approval so granted were reviewed by Audit Committee on quarterly basis.

Pursuant to the third proviso of Section 188(1) of the Act, the compliance with the provisions of Section 188(1) is not applicable, where all RPTs are carried out in the OCB and under ALP basis. Accordingly, the disclosure of RPTs as required under Section 134(3) (h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 in form AOC-2 is not applicable to the Company for FY 2024- 25. However, the Company had material RPTs during FY 2024-25 under SEBI Listing Regulations. Hence, the same have been disclosed in form AOC-2 enclosed as **Annexure C**.

Details of RPTs entered into by the Company, in terms of Ind AS-24 are disclosed in notes No.30 to the financial statements forming part of this Integrated Report. There was no other material RPTs entered into by the Company with its Promoters, Directors, KMPs or other designated persons during FY 2024-25, except those reported in the financial statements.

None of your Directors or KMPs had any pecuniary relationships or transactions with the Company during FY 2024-25.

Approval of Members is being sought for the material RPTs for FY 2025-26 at the ensuing AGM.

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

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given in **Annexure-D** to this Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the financial year 2024-25, the Company has not made any investment nor given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

**PARTICULARS OF EMPLOYEES**

The information required under Section 197(12) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended March 31, 2025 are given in **Annexure -E** to this Report.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of Regulation 34, and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a review of the performance of the Company, for the year under review, Management Discussion and Analysis Report, is presented in a separate section forming part of this Annual Report as **Annexure- F** to this Report.

**COST RECORDS AND AUDIT**

During the period under review the provisions relating to maintaining of cost record and conduct of Cost Audit are not applicable to the Company.

**EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92(3) read with 134(3) of the Act, Annual Return (in e-form MGT-7) for the financial year ended March 31, 2025 will be available on the Company's website at: [www.sbecosystems.in](http://www.sbecosystems.in)

**SECRETARIAL STANDARD**

The Company has complied with the Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government as required under Section 118(10) of the Companies Act, 2013.

**LISTING WITH STOCK EXCHANGES**

The Equity Shares of the Company are listed with BSE Limited, and Company is transferred from group "P" to group "XT" and shares are to be traded under Trade to Trade basis w.e.f July 06, 2022 as per the Notice of BSE.

The annual fees for the BSE Limited has been paid promptly for the year 2025-26.

**SEXUAL HARASSMENT**

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the provision related to constitution of internal complaint committee is not applicable on the Company.

**COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961**

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. It has ensured that all eligible female employees are extended the benefits mandated under the Act, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company remains committed to providing a safe, supportive, and inclusive work environment and continue to implement policies that support the health and well-being of women employees, especially during maternity and post-maternity period

**GENDER WISE COMPOSITION OF EMPLOYEES**

In alignment with the principles of Diversity, Equity, and Inclusion (DEI), the Company discloses below the gender composition of its workforce on the rolls of the Company as on 31st March, 2025 :

Male Employees: 1

Female Employees: 1

Transgender Employees: Nil

The Company remains committed to fostering an inclusive workplace culture that promotes equal opportunity for all individuals, regardless of gender. It continues to take steps toward enhancing representation and building a diverse and equitable work environment.

**DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS**

During the year there were no differences in the valuation of the Company, as there was no one time settlement in the FY 2024-25.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals that could impact the going concern status of the Company and its future operations.

**PERSONNEL RELATIONS**

Your directors hereby place on record their appreciation for the services rendered by the executives, staff and workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the employees and the management continued to remain cordial.

**APPRECIATION**

Your directors thank the various Central and State Government Authorities and Agencies for the continued help and cooperation extended by them. The Directors gratefully acknowledge all stakeholders of the Company viz., customers, members, dealers, vendors and banks for their excellent support during the year. The Directors also place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued cooperation to the Company.

**For & behalf of the Board of  
SBEC Systems (India) Limited**

**Place: New Delhi  
Date: 12.08.2025**

**Sd/-  
Vijay Kumar Modi  
Chairman & Director  
DIN: 00004606**



**ANNEXURE-A TO THE BOARD'S REPORT****Form AOC-1**

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

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures****Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

(In Rs. 000)

(except no. of shares)

<b>Name of Associates</b>	<b>SBEC SUGAR LIMITED</b>
<b>1. Latest audited balance sheet date</b>	March 31, 2025
<b>2. Date on which the Associate was associated or acquired</b>	1996-1997
<b>3. Shares of Associate held by the Company on the year end;</b>	
No. of Shares	1,42,30,884
Amount of Investment in Associates	Rs. 1,42,308.84
Extend of Holding %	29.86%
<b>4. Description of how there is significant influence</b>	There is significant influence due to (%) of share Capital.
<b>5. Reason why the associate/joint venture is not consolidated</b>	Not Applicable
<b>6. Net worth attributable to shareholding as per latest audited Balance Sheet</b>	(1,822.35)
<b>7. Profit/Loss for the year</b>	
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	(3,246.50)

Place: New Delhi  
Date: 12.08.2025

**For & behalf of the Board of  
SBEC Systems (India) Limited  
Sd/-  
Vijay Kumar Modi  
Chairman & Director  
DIN: 00004606**

**ANNEXURE-B TO THE BOARD'S REPORT****Form No. MR-3****SECRETARIAL AUDIT REPORT****of****SBEC SYSTEMS (INDIA) LIMITED**

(For the year ended on 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 of  
SBEC SYSTEMS (INDIA) LIMITED**  
1400, Hemkunt Tower 98, Nehru Place  
New Delhi 110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SBEC SYSTEMS (INDIA) LIMITED** having CIN: L74210DL1987PLC029979 (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 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 Company 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 thereunder;



- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (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, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Management has identified and confirmed the following laws as specifically applicable to the Company:

- a) The Payment of Gratuity Act, 1972
- b) The Employees Provident Fund & Miscellaneous Provisions Act, 1952.
- c) The Payment of Bonus Act, 1965, and rules made there-under,
- d) The Insolvency and Bankruptcy Code, 2016
- e) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We 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 Agreement entered into by the Company with BSE Ltd. (Stock Exchange),

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

1. **The Securities and Exchange Board of India on September 17, 2018 had issued directions to the Promoter group of the Company (namely Shri Umesh Kumar Modi, Kumkum Modi, Jayesh Modi, Longwell Investments Private Limited, A to Z Holdings Pvt. Ltd., Moderate Leasing and Capital Services Limited and SBEC Systems (India) Limited), severally or jointly to make a public announcement to acquire the shares of Target Company (i.e. SBEC SUGAR LIMITED) in accordance with the provisions of the Takeover Regulations, 2011, within a period of 45 days from the date of the above mentioned order. The shareholding/ voting rights of the promoter group had increased from 54.46% (2,59,51,083 Shares) as on June 30, 2014 to 63.86% (3,04,32,117 shares) as on September 30, 2014. In addition to the aforesaid acquisition, one of the lending promoters i.e. Moderate Leasing and Capital Services limited had also acquired 1.31% of SBEC Sugar Limited during March 18, 2015 to March 23, 2015, which increased the shareholding of promoter group to 65.17%. As per the said impugned order, the promoter group have violated the provisions of Regulation 3(2) of the Takeover Regulations, 2011 by acquiring shares in excess of the prescribed limit without making an announcement for open offer.**

**Against the said impugned SEBI order, M/S SBEC Systems (India) Limited had filed appeal no. 1 (No. 443/2018) before the Securities Appellant Tribunal, Mumbai.**

**Whereas the promoter group namely (Shri Umesh Kumar Modi, Ms. Kumkum Modi, Mr. Jayesh Modi, Longwell Investments Private Limited, A to Z Holdings Pvt. Ltd., Moderate Leasing and Capital Services Limited) had filed appeal no. 2 (No. 444/2018) before the Securities Appellant Tribunal, Mumbai.**

**The Hon'ble Securities Appellate Tribunal upon hearing the said Appeal vide its order dated January 29, 2020 has allowed the Appeal No. 1 (Appeal No.443 of 2018) and partly allowed Appeal No. 2 (Appeal No.444 of 2018), whereby, the directions issued by SEBI for open offer vide order dated September 17, 2018 qua promoters namely SBEC System (India) Limited, Shri. Umesh Kumar Modi, Smt. Kumkum Modi, Shri. Jayesh Modi and Longwell Investment Private Limited has been set aside, however, the directions issued by SEBI for Open Offer vide order dated September 17, 2018 issued qua the promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. (the acquirer of the shares) has been modified in terms of Regulation 32(1)(b) and they had been directed to sell the shares acquired in violation of the SAST Regulation and to transfer the proceeds of the same to the Investor Protection Fund established under the SEBI (Investor Protection and Education Fund), 2009 within a period of 6 (Six) months from the date of the order i.e. from January 29, 2020.**

**The promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. (the acquirer of the shares) could not comply with the order dated January 29, 2020, therefore, the said promoters approached the Hon'ble Securities Appellate Tribunal vide Misc. Application no. 209 / 2020 seeking an extension of 6 (six) months for compliance of the order dated January 29, 2020 inter-alia on the grounds of operations of the said promoters being shut due to the pandemic COVID – 19. The said Misc. Application was listed before Hon'ble Securities Appellate Tribunal on July 29, 2020 and dismissed vide order dated July 29, 2020.**

**In the meantime, the Securities Exchange Board of India filed a Civil Appeal bearing nos. 2995 – 2996 / 2020 before the Hon'ble Supreme Court of India on July 29, 2020 against the order dated January 29, 2020 passed by Hon'ble Securities Appellate Tribunal.**

**Furthermore, the promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. have also filed a Civil Appeal bearing no. 3002 / 2020 before the Hon'ble Supreme Court of India on August 11, 2020 against the order dated July 29, 2020 passed by Hon'ble Securities Appellate Tribunal.**

**It is important to point out that both the Civil Appeals before the Hon'ble Supreme Court of India have been connected and the pleadings**

therein are complete. The said Civil Appeals were last listed before the Hon'ble Supreme Court of India on 4th March 2025, and vide Order dated 4th March, 2025 Hon'ble Supreme Court of India allowed the Appeal filed by SEBI and ordered that "The respondents shall, jointly and severally make a public announcement to acquire shares of SBEC Sugar Limited in accordance with the provisions of SEBI SAST Regulations, 2011 within a period of three months from the date of this order.

In compliance with the order passed by Hon'ble Supreme Court of India SBEC Systems India Limited shall make the proposed Public Announcement along with PACs to acquire 26% of the equity share capital of the SBEC Sugar Limited from the public shareholders in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**2. The Shareholding of promoters and the promoter's group are dematerialized only to the extent of 60% shares as on 31.03.2025.**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that;

1. The Company has one Associate Company i.e. SBEC Sugar Limited.
2. During the financial year, Ms. Priyanka Negi, resigned on 23rd September 2024 from the post of Company Secretary and Ms. Himani Mittal was appointed as Company secretary with effect from 17th October 2024.
3. The Board of Directors of the Company has in its meeting dated 26 June, 2023 approved the reduction of Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores only) consisting of 1,00,00,000 (One Crore) equity share of Rs. 10/- (Rupees Ten only) to Rs. 7,96,00,000/- (Rupees Seven Crores Ninety Six Lacs) consisting of 79,60,000 (Seventy Nine Lacs Sixty Thousand equity shares of Rs. 10/- (Rupees Ten) each by cancelling and extinguishing in aggregate 20.40% of the total issued, subscribed and paid-up equity share capital of the Company, comprising 20,40,000 (Twenty Lacs Forty Thousand) equity shares of Rs. 10/- (Rupees Ten) each held by the SBEC Systems Limited, UK ("Dissolved Promoter") without any consideration.

It is further stated that the name of the Dissolved Promoter was struck off from the Registrar of Companies on October 2, 2001 and stand dissolved by notice in the London Gazette dated October 9, 2001 thereby terminating its legal existence.

The Company had applied to BSE Ltd for their No-Objection for reduction of Capital of the Company and on 24th July, 2024, BSE Ltd has issued observation letter with 'no adverse observations'.

Subsequently, at the 35th Annual General Meeting of the Company held on September 28, 2024, the shareholders granted their approval for the proposed Reduction of Share Capital, thereby completing the necessary corporate and regulatory steps for the implementation of the scheme.

The Company has filed the application for Reduction of Share Capital before the Hon'ble National Company Law Tribunal, New Delhi Bench for approval. The matter is presently adjudication before the Tribunal.

4. During the financial year under review, Mr. Vijay Kumar Modi (DIN: 00004606) was re-appointed as a Non-Executive Non-Independent Director of the Company w.e.f. September 29, 2024 not liable to retire by rotation pursuant to the Regulation 17(1D) of SEBI Listing regulations.

Mr. Ajay Kumar Aggarwal and Mr. Shyam Lal Agarwal were appointed as Non-executive Independent Directors of the Company w.e.f. 14th August, 2024 and regularized at the 35th Annual General Meeting.

Further, Ms. Asha Agarwal, Independent Director resigned from the Directorship of the Company w.e.f. 14th August, 2024.

5. The company has appointed M/s Thakur, Vaidyanath Aiyar & Co. s, Chartered Accountants as Statutory Auditors of the Company for a period of five years in the 35th Annual General meeting.

**For Soniya Gupta & Associates**

Sd/-  
(Soniya Gupta)  
Proprietor  
M. No. 7493  
CP. No. 8136  
PRFCN: 1548/2021  
UDIN: F007493G000959620

Dated: 12.08.2025  
Place: New Delhi

*{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.}*

**ANNEXURE A**

To,

**The Members of**  
**SBEC SYSTEMS (INDIA) LIMITED**  
1400, Hemkunt Tower 98, Nehru Place  
New Delhi 110019

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

1. Maintenance of secretarial record 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 processes 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 processes and practices, we 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 happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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.

**For Soniya Gupta & Associates**

**Sd/-**  
**(Soniya Gupta)**  
**Proprietor**  
**M. No. 7493**  
**CP. No. 8136**  
**PRFCN: 1548/2021**

**Dated: 12.08.2025**  
**Place: New Delhi**

**ANNEXURE- C TO THE BOARD'S REPORT****Form No. AOC-2****[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]**

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the 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:

S. No.	Name of Related Party	Nature of Relationship	Nature and Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts/ arrangements/ transaction including the value, if any	Justification for entering into such contracts/ arrangements/ transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the OR was passed in GM
Not Applicable								

## 2. Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Name of Related Party	Nature of Relationship	Nature and Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts/arrangements/ transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	SBEC Sugar Limited	Mr. Vijay Kumar Modi and Mr. Ajay Kumar Agarwal are common directors.	01-04-2024 to 31-03-2025	Provided professional and Technical Services 295.03 lacs.	Transactions for each of the four quarters were approved by the Board in their meeting held on 27th May, 2024, 14th August, 2024, 14th November, 2024 and 14th February, 2025.	Nil
2	Modi Industries Limited	Mr. J.C. Chawla is common director.	01-07-2024 to 31-03-2025	Lease rent Received of Rs. 30.60 lacs		Nil
3	Modi Mundipharma Beauty Products (P) Ltd.	Mrs. Meghna Modi is related as Director.	01-04-2024 to 31-03-2025	Purchase of Gift & other Items at arm's length basis of Rs. 3.30 lacs.		Nil
4	Jayesh Tradex Private Limited	Mr. Umesh Kumar Modi is related as promoter.	01-04-2024 to 31-03-2025	Purchase of Stationery & Computer Items etc. of Rs. 1.09 Lakhs.		Nil
5	Win Medicare Pvt. Ltd.	Mr. Umesh Kumar Modi is related as promoter.	01-04-2024 to 31-03-2025	Telephone Expenses Rs.0.03 Lakhs.		Nil
6	Daya Charitable Trust(Modi Hospital)	Mr. Umesh Kumar Modi (Promoter) is related as trustee.	01-10-2024 to 31-03-2025	Received Finance Lease Rent (Solar Panel) - Rs. 0.21 Lakhs		Nil
7	Daya Charitable Trust ( Kumkum Modi Public School)	Mr. Umesh Kumar Modi (Promoter) is related as trustee.	01-10-2024 to 31-03-2025	Received Finance Lease Rent (Solar Panel) - Rs.0.90 Lakhs.		Nil
8	Dayawati Modi Public School	Mr. Umesh Kumar Modi (Promoter) is related as trustee.	01-10-2024 to 31-03-2025	Received Finance Lease Rent (Solar Panel) – Rs 3.93 Lakhs		Nil
9	G S Pharmeditors Pvt. Ltd.(Nutrition Division)	Mr. Vijay Kumar Modi is common director.	01-10-2024 to 31-03-2025	Received Finance Lease Rent (Solar Panel) – Rs. 9.30 Lakhs		Nil

**For & behalf of the Board of  
SBEC Systems (India) Limited**

**Place: New Delhi  
Date: 12-08-2025**

**Sd/-  
Vijay Kumar Modi  
Chairman & Director  
DIN: 00004606**

**ANNEXURE- D TO THE BOARD'S REPORT****Information to be given under Section 134 read with Rule 8(3) of the Companies (Accounts) Rules, 2014****(A) CONSERVATION OF ENERGY**

i)	The steps taken or impact on conservation of energy	N.A.
ii)	The steps taken by the Company for utilizing alternate sources of energy	N.A.
iii)	The Capital investment on energy conservation equipment	N.A

**(B) TECHNOLOGY ABSORPTION**

i)	The efforts made towards technology absorption	N.A.
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -	N.A
	(a) The details of technology imported	None
	(b) The year of import	N.A.
	(c) Whether the technology been fully absorbed	N.A.
	(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A
	(e) The expenditure incurred on Research and Development	N.A

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

(In Rs. '000')

	2024-25	2023-24
The foreign exchange earned in terms of actual inflows during the year and the Foreign exchange outgo during the year in terms of actual outflows.		
Foreign Exchange earned	NIL	NIL
Foreign Exchange outgo	NIL	NIL

For & behalf of the Board of  
SBEC Systems (India) Limited

Sd/-  
Vijay Kumar Modi  
Chairman & Director  
DIN: 00004606

Place: New Delhi  
Date: 12.08.2025

**ANNEXURE- E TO THE BOARD'S REPORT****STATEMENT OF PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

(1) Information as per Section 197(12) read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

(a) The median remuneration of employees of the Company during the financial year was Rs. 5.72 lacs (12 months). The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the financial year 2024-25 are as under:

Directors	Designation	Remuneration Of Directors In Financial Period 2024-25 (Rs.)	Ratio Of Remuneration To Median Remuneration Of Employees
Mr. Vijay Kumar Modi*	Non-Executive Non Independent Director	-	-
Mr. Shiv Shankar Agarwal#	Executive Director	-	-
Ms. Ritu Sikka*	Non- Executive &Independent Director	-	-
Mr. Jagdish Chander Chawla*	Non- Executive &Independent Director	-	-
Mr. Salil Seth*	Non- Executive &Independent Director	-	-
Mr. Ajay Kumar Aggarwal	Non- Executive &Independent Director	-	-
Mr. Shyam Lal Agarwal	Non- Executive &Independent Director	-	-

\*All the Non-Executive Directors of the Company were not paid any remuneration and no sitting fee was paid to the Board/Committee of Directors. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable.

# Mr. Shiv Shankar Agarwal was appointed as Executive Director but he is not drawing any remuneration from the Company.

(b) The percentage increase in Remuneration of each Director, Whole Time Director, Chief Financial Officer and Company Secretary in the financial year:

Directors	Designation	% Increase in Remuneration
Mr. Vijay Kumar Modi*	Non-Executive Director	N.A.
Mr. Shiv Shankar Agarwal#	Executive Director	N.A.
Ms. Ritu Sikka*	Non- Executive &Independent Director	N.A.
Mr. Jagdish Chander Chawla*	Non- Executive &Independent Director	N.A.
Mr. Salil Seth*	Non- Executive &Independent Director	N.A.
Mr. Ajay Kumar Aggarwal*	Non- Executive &Independent Director	N.A.
Mr. Shyam Lal Agarwal*	Non- Executive &Independent Director	N.A.

\*All the non-executive Directors of the Company were not paid any remuneration and no sitting fee was paid to the Board/Committee of Directors. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable.

# Mr. Shiv Shankar Agarwal is an Executive Director but he is not drawing any remuneration from the Company.

**Key Managerial Personnel's (KMPs)**

Key Managerial Personnel's	Designation	Remuneration of KMP In Financial Period 2024-25 (Rs.)	% Increase In Remuneration
Mr. Shiv Shankar Agarwal	Chief Executive Officer	-	-
Mr. Lakhmi Chand Sharma	Chief Financial Officer	11.92 lacs	8%
Ms. Priyanka Negi*	Company Secretary	3.88 lacs	8%
Ms. Himani Mittal*	Company Secretary	5.72 lacs	-

\* Ms. Priyanka Negi resigned from the post of Company Secretary of the Company w.e.f.23rd September, 2024 and Ms. Himani Mittal appointed as Company Secretary of the Company w.e.f. 17th October, 2024.

- (c) The percentage increase in the Median Remuneration of Employees in the financial period was 8%.
- (d) The number of Permanent Employees on the Rolls of the Company:  
The number of Permanent Employees on the Rolls of Company as on 31st March, 2025 was 2.
- (e) Average percentage increase already made in the salaries of employees other than managerial personnel in the last financial period and its comparison with percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:  
The average increase in salaries of employees in 2024-25 was 8%.
- (f) Affirmation that the Remuneration is as per the Remuneration Policy of the Company:  
The Company affirms that the Remuneration paid during the period were as per the Remuneration Policy of the Company.
- (2) Information as per Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) and 5 (3) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**
- (a) Name of employee employed throughout the financial year and was in receipt of remuneration Rs.1,02,00,000/- or more: NIL
- (b) Name of employee employed for a part of the financial year and was in receipt of remuneration not less than Rs.8,50,000/- per month: NIL
- (c) Details of Top Ten Employees in terms of remuneration drawn: Details of Two Employees is mention below the Company have only two employees.

Name/Age	Designation of Employees	Remuneration (Rs.)	Qualification/ Experience (Years)	Date of Commencement of Employment	Previous Employment
Mr. Lakhmi Chand Sharma/67	Chief Financial Officer	11.92 lacs	M.Com	01.05.2023	SBEC Sugar limited
Ms. Priyanka Negi/33	Company Secretary	3.88 lacs	Company Secretary /9	01.08.2018	Modi Steel, Modinagar
Ms. Himani Mittal/34	Company Secretary	5.72 lacs	B.Com, CS/LL.B	17.10.2024	Ananda Dairy Limited

**Notes:**

- The nature of employment of all employees above is whole time in nature and terminable with 1 months' notice on either side.
- The above mentioned employees are not relatives (in terms of the Companies Act, 2013) of any Director of the Company.

**For & behalf of the Board of  
SBEC Systems (India) Limited**

**Place: New Delhi  
Date: 12.08.2025**

**Sd/-  
Vijay Kumar Modi  
Chairman & Director  
DIN: 00004606**



## ANNEXURE- F TO THE BOARD'S REPORT

### THE MANAGEMENT DISCUSSION AND ANALYSIS

#### COMPANY STRUCTURE AND DEVELOPMENT

Your Company is in the business of supplying equipment and consultancy services to the industries. The management is confident to revive its business activities in near future depending upon more favorable conditions prevailing in the market barring unforeseen circumstances. Your Company is in the business of supplying equipment and consultancy services to the industries. The management is confident to revive its business activities in near future depending upon more favorable conditions prevailing in the market barring unforeseen circumstances.

#### INTERNAL CONTROLS AND SYSTEMS

The Company has an appropriate internal control system for its various functions with the ultimate objective of improving efficiency in its operations, better financial management and compliance with regulations and applicable laws. The Company has appointed an Internal Auditor. All operating parameters are well defined and monitored periodically. The detailed internal audit reports are discussed at length at various levels and thereafter the said reports are also placed before the Audit Committee for review and discussion.

#### INTERNAL CONTROLS AND SYSTEMS

(In Rs.000)

Particulars	2024-25	2023-24	2022-23
Revenue and Other Income	376.91	319.06	315.35
EBITDA**	290.53	240.32	213.67

\*\* Earning before interest, tax, depreciation and amortization.

#### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company's Human Resources Philosophy is to establish and build a strong performance and competence driven culture with greater sense of accountability and responsibility. The effort to rationalize and streamline the workforce is a continuous Process. The industrial relations scenario remained harmonious throughout the year.

#### DISCLOSURE RELATING TO SENIOR MANAGEMENT

During the year under review there was no material financial or commercial Transaction where Senior Management Personnel has personal interest that may have potential conflict with the interest of the company at large. The Company has received necessary declarations from the Senior Management Personnel.

#### DETAILS OF SIGNIFICANT CHANGES

Details of significant changes as required under SEBI (LODR) Regulations, 2015 are as under:

Sl. NO.	Particulars	As on 31.03.2025	As on 31.03.2024
1.	Debtors Turnover	2.72	3.72
2.	Inventory Turnover	-	-
3.	Interest Coverage Ratio*	0.16	0.13
4.	Current Ratio	0.21	0.13
5.	Debt Equity Ratio	10.67	40.11
6.	Operating Profit Margin (%)	77.08%	75.46%
7.	Net Profit Ratio	0.75	0.42
8.	Return on net worth	0.12	0.15

#### DISCLOSURE OF ACCOUNTING TREATMENT.

During the year under review there was no change in the Accounting treatment. The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS).

#### CAUTIONARY STATEMENT

The above Management Discussion and Analysis Report contain "forward looking statements" within the meaning of applicable laws, and regulations and are futuristic in nature. All statements that address expectations or projections of the future, including, but not limited to statements about the Company's strategy for growth, market position, expenditures and financial results are forward looking statements. The Company's actual results, performance or achievement could thus differ materially from those projected in any such forward looking statements. Investors are requested to make their own independent judgments before taking any investment decisions and the Company assumes no responsibility.

For & behalf of the Board of  
SBEC Systems (India) Limited

Sd/-  
Vijay Kumar Modi  
Chairman & Director  
DIN: 00004606

Place: New Delhi  
Date: 12.08.2025

## **REPORT ON CORPORATE GOVERNANCE**

### **1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

At SBEC Systems (India) Limited, a member of Umesh Modi Group of Companies, firmly believes in effective Corporate Governance practices and follow all the applicable laws in true and letter spirit. Corporate Governance is an ethically driven process that constitutes the strong foundation on which successful commercial enterprise is built and enhancing the organization wealth generating capacity. The company's has also a strong believes of fair, transparent and ethical governance practices.

### **2. BOARD OF DIRECTORS**

#### **a. Composition of Board:**

As on March 31, 2025, the Company has 7 Directors. The Board of Directors at present consists of 4 Independent Directors, other than the Chief Executive Officer; all other members of the Board are Non-Executive Directors. The Chairman of the Board is a Non-Executive Director. The Composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

As required under Section 149(1) of the Companies Act, 2013 and Regulation 17(1) of SEBI (LODR) Regulations, 2015, Ms. Ritu Sikka is a woman director on the Board of Directors of the Company.

All Independent Directors possess the requisite qualifications and are very experienced in their own fields. None of the Directors is a member of more than ten committees or chairman of more than five committees in public limited companies in which they are directors. All the Directors have given necessary disclosures as required as per Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**The name and categories of Directors on the Board; their attendance at the Board meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships (including SBEC Systems (India) Limited) held by them in Public Companies as on March 31, 2025 are given below. Other Directorships do not include alternate directorships, Section 8 Companies, Private Companies and foreign Companies. Chairmanships/Memberships in Committees include only Audit Committee and Stakeholders' Relationship Committee of Indian Public Limited Companies.**

S. No.	Name of the Directors	Category of Director	No. of Board Meetings during the year 2024-25		No of Directorship including this entity (as on March 31, 2025) {As per Regulation 17A of Listing Regulation}	Number of membership/ Chairmanship in committee including this entity as on March 31, 2025 {As per Regulation 26(1) of Listing Regulation}		Attendance at Last AGM
			Held	Attended		Member	Chairman	
1	Mr. Vijay Kumar Modi	Chairman and Non-Executive Director	4	3	5	4	2	Present
2	Mr. Shiv Shankar Agarwal	Executive Director	4	4	5	4	0	Present
3	Ms. Ritu Sikka	Non-Executive Director	4	1	1	0	0	Not Present
4	Mr. Jagdish Chander Chawla	Non – Executive Independent Director	4	4	3	5	2	Present
5	Mr. Salil Seth	Non – Executive Independent Director	4	3	2	1	0	Present
6	Mr. Ajay Kumar Aggarwal*	Non – Executive Independent Director	4	2	6	6	3	Present
7	Mr. Shyam Lal Agarwal**	Non – Executive Independent Director	4	2	1	0	0	Not Present
8	Ms. Asha Agarwal#	Non – Executive Independent Director	4	2	NA	Nil	Nil	Not Applicable

\* Mr. Ajay Kumar Aggarwal was appointed as Non-executive Independent Director of the Company w.e.f. 14th August, 2024. He was eligible for 2 Board Meeting and attended the same.

\*\*Mr. Shyam Lal Agarwal was appointed as Non-executive Independent Director of the Company w.e.f. 14th August, 2024. He was eligible for 2 Board Meeting and attended the same.

# Ms. Asha Agarwal, Independent Director resigned from the Directorship of the Company w.e.f. 14th August, 2024.

#### **b. Name of other listed entities where Directors of the company are Directors and the category of Directorship:-**

Sr. No.	Name of Director	Name of listed company	Category of Directorship
1	Mr. Vijay Kumar Modi	SBEC Sugar Limited	Non-Executive Director
2	Mr. Shiv Shankar Agarwal	-	-
3	Ms. Ajay Kumar Aggarwal	SBEC Sugar Limited Bihar Sponge Iron Limited	Non-Executive Independent Director
4	Ms. Ritu Sikka	-	-
5	Mr. Jagdish Chander Chawla	-	-
6	Mr. Salil Seth	Bihar Sponge Iron Limited	Non-Executive Independent Director
7	Mr. Shyam Lal Agarwal	-	Non-Executive Independent Director

**c. Board Meetings**

The Board meets at least once in a quarter to review the financial results and other items on the agenda. The Agenda of Board Meeting is circulated to all the Directors well in advance and contains all relevant information which is distributed to the Directors in advance.

The Board met four times during the financial year 2024-25. The Board of Directors met on May 29, 2024, August 14, 2024, November 14, 2024, and February 14, 2025. The intervening gap between the two Board Meetings did not exceed 120 days. Necessary quorum was present for all meetings.

None of the Non-Executive Directors have any material pecuniary relationship or transaction with the Company.

In the opinion of the Board, the independent directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

**d. Disclosures of relationships between Directors inter-se**

None of the Directors is related to each other on the Board of the Company and to the Key Managerial Personnel of the Company.

**e. Familiarization programmes for Independent Directors**

At the time of appointment, the Independent Director is explained in detail the compliances required from him under the Companies Act and SEBI (LODR) Regulations, 2015 and other relevant regulations and his affirmations taken.

By way of an introduction to the Company, the Chairman/CEO interacts with the newly appointed Director and explains the functioning of various divisions/ departments, the Company's market share, governance and internal control processes and other relevant information pertaining to the Company's business. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his role as a Director of the Company. The details of the familiarization program of the Independent Directors are given on the website of the Company [www.sbcsystems.in](http://www.sbcsystems.in).

**f. Skills/Expertise/Competence of the Board of Directors**

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

1. Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
2. Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
3. Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision Making.
4. Financial and Management skills.
5. Technical / Professional skills and specialized knowledge in relation to Company's business.

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

Name of Director	Areas of Skills, Expertise and Competencies				
	Knowledge on Company's business, policies & Culture	Behavioural Skills	Business Strategy, Sales & Marketing etc.,	Financial and Management Skills	Technical/ Professional skills
Mr. Vijay Kumar Modi, Chairman & Director	Yes	Yes	Yes	Yes	Yes
Mr. Shiv Shankar Agarwal, CEO & Director	Yes	Yes	Yes	Yes	Yes
Mr. Jagdish Chander Chawla, Director	Yes	Yes	Yes	Yes	Yes
Mr. Salil Seth, Director	Yes	Yes	Yes	Yes	Yes
Ms. Ritu Sikka, Director	Yes	Yes	Yes	Yes	Yes
Mr. Ajay Kumar Aggarwal	Yes	Yes	Yes	Yes	Yes
Mr. Shyam Lal Agarwal	Yes	Yes	Yes	Yes	Yes

**g. Information supplied to the Board**

The Company provides the information to the Board and Board Committees as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations, 2015 to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers of the respective meetings or by way of presentations and discussions during the meeting.

**h. Formal annual evaluation**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually and the Committees viz., Audit, Nomination & Remuneration and Stakeholders Relationship Committee.

A structured questionnaire was prepared after taking into consideration the inputs received from the Directors covering various aspects such as attendance, quality contributions to Board deliberations, providing perspectives and feedback going beyond the information provided by the management, commitment to shareholder and other stakeholders interests etc.

A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interests of the Company and its minority shareholders etc. The performance evaluation of Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors at their meeting held separately.

#### i. Senior Management

The Particulars of senior management of the Company as on March 31, 2025 are hereunder:

S. No.	Name	Designation
1.	Mr. Shiv Shankar Agarwal	Chief Executive Officer
2.	Mr. Lakhmi Chand Sharma	Chief Financial Officer
3.	Ms. Himani Mittal	Company Secretary*

\*Appointed as Company Secretary w.e.f 17<sup>th</sup> October, 2024.

#### 3. AUDIT COMMITTEE

The powers, role and terms of reference of the Committee are in consonance with the requirements specified under Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

As on March 31, 2025, the Audit Committee comprise of three Directors out of which two Directors are Non-Executive and Independent and one is Executive Director. All the Committee members have sound knowledge of finance and accounting.

Mr. Jagdish Chander Chawla, Chairman of the Audit Committee was present at the Annual General meeting of the Company held on September 28, 2024 to answer queries from the shareholders.

The Company Secretary acts as the Secretary of the Committee. The Head of Finance, Internal Auditors and Statutory Auditors attend the meetings of the Committee on the invitation of the Company.

During the financial year ended March 31, 2025, the Audit Committee met four times on May 29, 2024, August 14, 2024, November 14, 2024, and February 14, 2025 and the maximum gap between the two Audit Committee Meetings did not exceed 120 days. The necessary quorum was present for all the meetings.

The Composition of the Audit Committee and their attendance at the Committee meetings held during the period are as under:

Name of the Director	Designation	Category	Number of meetings during the year 2024-25	
			held	attended
Mr. Jagdish Chander Chawla	Chairman/Member	Independent Director	4	4
Mr. Shiv Shankar Agarwal	Member	Executive Director	4	4
Mr. Ajay Kumar Aggarwal*	Member	Independent Director	4	2
Ms. Asha Agarwal#	Member	Independent Director	4	2

\*Mr. Ajay Kumar Aggarwal was appointed as Non-Executive Independent Director of the Company w.e.f. 14th August, 2024. The Committee was re-constituted on 14th August, 2024 by inducting Mr. Ajay Kumar Aggarwal.

# Ms. Asha Agarwal, Independent Director resigned from the Directorship of the Company w.e.f. 14th August, 2024.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The Company has a Board Committee namely 'Nomination and Remuneration Committee as required under section 178 of the companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

The terms of reference of the Committee are in accordance with Schedule II Part D of the Regulation 19(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting. The Company Secretary acts as the Secretary of the Committee.

During the period ended March 31, 2025. 3 (Three) meeting of the Committee was held on May 29, 2024, , August 14, 2024 and 14th November, 2024..

The Composition of the Nomination & Remuneration Committee and their attendance at the Committee meetings held during the period is as under:

Name of the Director	Designation	Category	Number of meetings during the year 2024-25	
			held	attended
Mr. Jagdish Chander Chawla	Chairman/Member	Independent Director	3	3
Mr. Vijay Kumar Modi	Member	Non-Executive Director	3	2
Mr. Ajay Kumar Aggarwal*	Member	Independent Director	3	1
Ms. Asha Agarwal#	Member	Independent Director	3	2

\*Mr. Ajay Kumar Aggarwal was appointed as Non-Executive Independent Director of the Company w.e.f. 14th August, 2024. The Committee was re-constituted on 14th August, 2024 by inducting Mr. Ajay Kumar Aggarwal.

# Ms. Asha Agarwal, Independent Director resigned from the Directorship of the Company w.e.f. 14th August, 2024.

**Performance Evaluation of Independent Directors**

The criteria as well as process for evaluation of the Independent Directors are given below:

**Criteria**

- Fulfillment of functions
- Participation in the Board in terms of adequacy (time & content)
- Contribution at meetings
- Guidance / support to the management outside the Board / the Committee meetings
- Independent views and judgment

**Process**

- The Chairperson of the Board to discuss self and peer evaluation on a One-on-One basis with each Director.
- The Chairperson to consolidate the comments and give the feedback to individual Directors.

**Meeting of Independent Directors**

During FY 2024-2025, the Non-Executive Independent Directors of the Company met on February 14, 2025, without the presence of other Members of the Board and management, in accordance with the provisions of the Act read with rules and Schedule IV thereto and the SEBI Listing Regulations.

The Non-Executive Independent Directors, inter-alia, reviewed the performance of Non- Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors. They also assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for them to effectively and reasonably perform their duties. The suggestions made by Non- Executive Independent Directors, were discussed and accepted by the Board.

**5. Stakeholders Relationship Committee**

The Company has a Board Committee namely 'Stakeholders Relationship Committee' as required under the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR) Regulations, 2015 to look into various issues relating to shareholders including the redressal of shareholders complaints, share transfers/ transmission/issue of duplicate shares etc.

The Stakeholders Relationship Committee functions under the Chairmanship of Mr. Vijay Kumar Modi, a Non-Executive Director. The other members of the Committee are Mr. Shiv Shankar Agarwal, Mr. Jagdish Chander Chawla and Mr. Ajay Kumar Aggarwal. The Company Secretary of the Company acts as the Compliance Officer of the Committee.

During the financial year ended March 31, 2025, the Stakeholders' Relationship Committee met 2 times on May 29, 2024 and 14th August, 2024.

The composition of the Committee and their attendance at the Committee meetings held is are under:

Name of the Director	Designation	Category	Number of meetings during the year 2024-25	
			held	attended
Mr. Vijay Kumar Modi	Chairman	Non-Executive Director	2	2
Mr. Jagdish Chander Chawla	Member	Independent Director	2	2
Mr. Shiv Shankar Agarwal	Member	Executive Director	2	2
Mr. Ajay Kumar Aggarwal*	Member	Independent Director	2	0
Ms. Asha Agarwal#	Member	Independent Director	2	2

\*Mr. Ajay Kumar Aggarwal was appointed as Non-Executive Independent Director of the Company w.e.f. 14th August, 2024. The Committee was re-constituted on 14th August, 2024 by inducting Mr. Ajay Kumar Aggarwal.

# Ms. Asha Agarwal, Independent Director resigned from the Directorship of the Company w.e.f. 14th August, 2024.

The details of the complaint received and redressed during the financial year 2024-2025 are given below:

Particulars	Status
<b>Complaints as on April 1, 2024</b>	0
Received during the year	1
Resolved during the year	1
<b>Complaints as on March 31, 2025</b>	0

**Name, Designation and address of Grievance Redressal Officer:**

**Ms. Himani Mittal**

**Company Secretary & Compliance Officer**

SBEC Systems (India) Limited

1400, Modi Tower

98, Nehru Place

New Delhi - 110019

Email: [sbecosystems@rediffmail.com](mailto:sbecsystems@rediffmail.com)

## 6. Remuneration of Directors

The Company has adopted a Remuneration Policy for executive and non-executive directors and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration as approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee. The remuneration so approved is subject to the approval by the shareholders and such other authorities as the case may be. The remuneration policy of the Company is also placed on the website: [www.sbectsystems.in](http://www.sbectsystems.in).

### (i) Remuneration/Sitting fee to Directors :

The Company does not pay any remuneration or sitting fees to the Directors.

The Company does not provide any fixed component and performance linked incentives to its Directors.

The Company does not have any service contracts with its Directors and no policy regarding notice period & severance fees.

The Company does not have any Employees Stock Option Scheme.

## 7. GENERAL BODY MEETINGS:

### (a) Annual General Meetings

Location and time of the last three Annual General Meetings:-

Financial year	Date	Special Resolution Passed	Venue
2024	September 28, 2024 At 02.00 p.m.	<ul style="list-style-type: none"> <li>Alteration in the Articles of Association. Association of the Company.</li> <li>Re-appointment of Mr. Vijay Kumar Modi (DIN: 00004606) as Non-Executive Non-Independent Director of the Company.</li> <li>Appointment of Mr. Ajay Kumar Aggarwal (DIN: 00632288) as an Independent Director of the Company.</li> <li>Appointment of Mr. Shyam Lal Agarwal (DIN: 00003517) as an Independent Director of the Company.</li> <li>To Approve Borrowing Limits of the Company.</li> <li>To approve powers of the Board U/s 180(1)(a) of the Companies Act, 2013.</li> <li>To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.</li> <li>Approval for Material Related Party Transactions for the Financial Year 2024-25.</li> <li>Approval for Reduction of Share Capital of the Company.</li> </ul>	Through Video Conferencing (VC) / Other Audio Visual Means(OAVM).
2023	September 29, 2023 At 02.30 p.m.	<ul style="list-style-type: none"> <li>Alteration in the Object Clause of the Memorandum of Association of the Company.</li> <li>Approval for Material Related Party Transactions for the Financial Year 2023-24.</li> </ul>	Through Video Conferencing (VC) / Other Audio Visual Means(OAVM).
2022	September 29, 2022 At 11.00 a.m.	<ul style="list-style-type: none"> <li>To consider the appointment of Mr. Salil Seth (DIN-09697511) as Independent Director of the Company and pass the following resolution as an Ordinary Resolution.</li> <li>Adoption of new set of the Memorandum of Association as per the provisions of the Companies Act, 2013.</li> <li>Adoption of the Article of Association as per the provision of the Companies Act, 2013</li> <li>Approval for Material Related Party Transactions for the Financial Year 2022-23.</li> </ul>	Through Video Conferencing (VC) / Other Audio Visual Means(OAVM).

### (b) Extraordinary General Meetings

No Extraordinary General Meeting of the Members was held during the year 2024-25.

### (c) Postal Ballot

No resolutions passed through postal ballot during FY 2024-25

## 8. MEANS OF COMMUNICATION

### (a) Quarterly results

The Company's quarterly financial results, after their approval by the Board of Directors, are promptly issued to all the Stock Exchanges with whom the Company has listing arrangements. These financial results in the prescribed format as per the Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are published in leading local language and national newspapers in compliance with Regulation 47 (1) (b) of the said Regulations. These results are not sent individually to the shareholders. The results are normally being published in "The Financial Express" in English and in the regional language newspaper "Hari Bhoomi" in Hindi.

### (b) Website

As per the requirements of Regulation 46 of the Listing Regulations, the Company has in place a website viz. [www.sbectsystems.in](http://www.sbectsystems.in) The quarterly financial results, shareholding pattern, corporate governance report, the details on the Board of Directors, Senior Management Personnel, the composition of the Board

of Directors / Committee of Directors, the various policies adopted by the Company viz. Vigil Mechanism, Related Party Transactions Policy, Nomination & Remuneration Policy, Policy on disclosure of material events, Policy on preservation of documents, Archival Policy, Policy on Board diversity, Familiarization Policy, Succession Plan are published in the Company's website. The Company makes use of its website for publishing official news release.

**9. General Shareholder Information:**

**(a) 36th Annual General Meeting**

Date & Time: Thursday, September 26, 2025 at 02.00 p.m.

Mode: Through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

**(b) Financial Year of the Company:** 1st April, 2024 to 31st March 2025

**(c) Particulars of Dividend payment:** No dividend is declared during the year.

**(d) Date of Book Closure:** 19.09.2025 to 25.09.2025

**(e) Name and Address of Stock Exchange at which listed entity's securities are listed:**

Name & Address of Stock Exchange	Stock Code
BSE Limited 25th Floor, P.J. Towers, Dalal Street Fort, Mumbai-400001	517360

**(f) Registrar and Share Transfer Agent:**

The Company's shares are compulsorily traded in dematerialized form and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Members can hold the Company's shares with any of the depository participants, registered with the depositories.

The physical transmission of Equity Shares and Electronic Connectivity for the Depository mode for both is being provided by the M/s Beetal Financial & Computer Services Pvt., Registrar & Transfer Agents of the Company whose address is given below:

**M/s Beetal Financial & Computer Services (P) Ltd.**

Beetal House, 3rd Floor, 99 Madangir,

Behind Local Shopping Centre,

New Delhi-110062

Ph.No-011-42959000-09

e-mail: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com), [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

[www.beetalfinancial.com](http://www.beetalfinancial.com)

**(g) Share transfer system:**

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, securities can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.

Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

Members holding shares in physical form are requested to consider converting their holdings to dematerialized form at the earliest and avail the benefits of dealing in shares in demat form.

**(h) Distribution of shareholding as on March 31,2025:**

No of Shares	Number of Shareholders	Number of Shares	% of total Shares
Upto 5000	19246	2979891	29.79
5001 - 10000	726	568513	5.68
10001 – 20000	288	417876	4.17
20001- 30000	56	136601	1.36
30001 – 40000	20	70334	0.70
40001 – 50000	14	64749	0.65
50001 – 100000	17	127013	1.27
100001 - 200000	4	57793	0.57
200001 AND ABOVE	16	5577230	55.77
<b>Total</b>	<b>20,387</b>	<b>1,00,00,000</b>	<b>100.00</b>



(i) **Shareholding Pattern as on March 31, 2025:**

Sl No.	Category of Shareholder	Total No. of Shares	% of Shareholding
<b>A</b>	<b>PROMOTER AND PROMOTER GROUP</b>	50,99,760	51.00
	<b>Sub Total (A)</b>	50,99,760	51.00
<b>B</b>	<b>PUBLIC SHAREHOLDING</b>		
<b>I</b>	<b>INSTITUTIONS</b>		
	<b>A FDI</b>	-	-
<b>II</b>	<b>NON-INSTITUTIONS</b>		
	<b>A Bodies Corporate</b>	2,46,736	2.47
	<b>B Individuals</b>	45,50,829	45.51
	<b>C NRI/ OCB</b>	6,468	0.06
	<b>D HUF</b>	93,889	0.94
	<b>E Clearing Member</b>	200	0.00
	<b>F Unclaimed/Suspense/Escrow A/c</b>	2,118	0.02
	<b>Sub-Total [B=(BI + BII)]</b>	49,00,240	49.00
	<b>Total (A+B)</b>	<b>1,00,00,000</b>	<b>100.00</b>

(j) **Dematerialization of shares and liquidity:**

The Company's shares have been mandated for compulsory trading in demat form. Valid demat requests received by the Company's Registrar are confirmed within the statutory period.

International Securities Identification Number (ISIN) allotted for the Company by NSDL and CDSL is (INE689V01018). In case a member wants his/her shares to be dematerialized, he/she may send the shares along with the request through his depository participant (DP) to the RTA, Beetal Financial Services Limited.

As on 31<sup>st</sup> March, 2025, 41.49% of the Company total listed Capital representing 41,48,936 shares were held in dematerialised form and the balance 58.51% comprising 58,51,064 shares were held in physical mode.

(k) **Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:**

The Company has no outstanding GDRs/ADRs/Warrants or any Convertible Instruments.

(l) **Commodity price risk or foreign exchange risk and hedging activities:**

The Company is not involved in commodity price market and hedging activities hence there is no risk for commodity price, foreign exchange and hedging activities.

(m) **Plant Locations:** The Company does not have any plants.(n) **Address for Correspondence:**

SBEC Systems (India) Limited  
1400, Modi Tower,  
98, Nehru Place,  
New Delhi-110019  
[www.sbcsystems.in](http://www.sbcsystems.in)

(o) **Address for Investor's Correspondence**

All the queries of investors regarding the Company's shares may be sent at the following address:

M/s Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3rd Floor, 99, Madangir, Near Dada Harsukhdas Mandir,  
Behind Local Shopping Complex New Delhi-110062  
Ph. No. 011-42959000-09 Fax: 011-29961284  
Email: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com).

(p) **Credit Ratings**

No credit rating is mandatorily required to be obtained.

**10. Other Disclosures**(i) **Related Party Transactions**

During the year, The transactions with the related party during the year were on Arm's length basis and in the Ordinary course of Business and Complied the provisions of Section 188 of the Companies Act, 2013.

All Transactions with related parties are disclosed in Notes to Accounts. Disclosures from Senior Management that there had been no material financial and commercial transactions that had a potential conflict with the interest of the Company at large were placed before the Board.

The Company has formulated a policy on Related Party Transactions in terms of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee accorded its omnibus approval for the said related party transactions. The said policy has been uploaded on the Company's website viz. [www.sbectsystems.in](http://www.sbectsystems.in). The transactions with the related parties are being placed before the Audit Committee and the Board on quarterly basis for it to review the same in terms of Regulation 23(3)(d) of the said Regulations.

**(ii) Disclosure of Accounting Treatment**

The financial statements have been prepared in accordance with applicable Indian Accounting Standards (Ind AS) and relevant presentational requirements of the Companies Act, 2013, as applicable.

**(iii) Insider Trading**

As required under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of practices and procedures for fair disclosures of unpublished price sensitive information, to inter alia, prevent insider trading in the shares of the Company

**(iv) Details of Non-compliance**

- (a)** The Company had received a show cause notice from Securities and Exchange Board of India ("SEBI") under section 11 and 11 B of the Securities and Exchange Board of India Act, 1992 on 17th September, 2018 in the matter of the SBEC Sugar Limited as our Company is a part of the promoter group of SBEC Sugar Limited.

As per the said impugned order, the Promoter Group have violated the provisions of Regulation 3(2) of the Takeover Regulations, 2011 by acquiring shares in excess of the prescribed limit without making a public announcement under the Takeover Regulations. Although SBEC Systems (India) Ltd., did not acquired even a single share nor acted as persons acting in concert with the other promoters regarding above mentioned acquisition/ adjustment of loan against the Target Company's shares.

Against the said impugned SEBI order, the Company had filed appeal No.1 (No.443/2018) before the Securities Appellate Tribunal, Mumbai. Whereas, the Promoter Group namely (Shri. Umesh Kumar Modi, Smt. Kumkum Modi, Shri Jayesh Modi, Longwell Investments Pvt. Ltd, A to Z Holdings Pvt. Ltd. and Moderate Leasing and Capital Services Limited) had filed appeal No.2 (No.444/2018) before the Securities Appellate Tribunal, Mumbai

The Securities Appellate Tribunal vide its order dated 29.01.2020, has allowed the Appeal No.1 (No.443/2018) filed by M/s. SBEC Systems (India) Limited and also set aside the directions issued by the SEBI qua open offer.

Further, the Securities Appellate Tribunal has partly allowed Appeal No.2 (No.444/2018), whereby, the directions issued by SEBI for open offer qua Appellant nos. 1-4 i.e. Shri. Umesh Kumar Modi, Smt. Kumkum Modi, Shri. Jayesh Modi and M/s. Longwell Investment Private Limited has been set aside and the directions for Open Offer issued qua the Appellants no. 5 & 6 i.e. A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. (the acquirer of the shares) has been modified in terms of Regulation 32(1)(b) and they have been directed to sell the shares acquired in violation of the SAST Regulation and to transfer the proceeds of the same to the Investor Protection Fund established under the SEBI (Investor Protection and Education Fund), 2009 within a period of 6 (Six) months from the date of the order i.e. from 29.01.2020.

The promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. (the acquirer of the shares) could not comply with the order dated January 29, 2020, therefore, the said promoters approached the Hon'ble Securities Appellate Tribunal vide Misc. Application no. 209 / 2020 seeking an extension of 6 (six) months for compliance of the order dated January 29, 2020 inter-alia on the grounds of operations of the said promoters being shut due to the pandemic COVID - 19. The said Misc. Application was listed before Hon'ble Securities Appellate Tribunal on July 29, 2020 and dismissed vide order dated July 29, 2020.

In the meantime, the Securities Exchange Board of India filed a Civil Appeal bearing nos. 2995-2996 / 2020 before the Hon'ble Supreme Court of India on July 29, 2020 against the order dated January 29, 2020 passed by Hon'ble Securities Appellate Tribunal.

Furthermore, the promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. have also filed a Civil Appeal bearing no. 3002 / 2020 before the Hon'ble Supreme Court of India on August 11, 2020 against the order dated July 29, 2020 passed by Hon'ble Securities Appellate Tribunal.

Hon'ble Supreme Court of India Vide Order dated 4th March, 2025 allowed the Appeal filed by SEBI and ordered that "The respondents shall, jointly and severally make a public announcement to acquire shares of SBEC Sugar Limited in accordance with the provisions of SEBI SAST Regulations, 2011 within a period of three months from the date of this order".

In compliance with the order passed by Hon'ble Supreme Court of India SBEC Systems (India) Limited shall make the proposed Public Announcement along with PACs to acquire 26% of the equity share capital of the SBEC Sugar Limited from the public shareholders in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

On 2nd June 2025, SBEC Systems (India) Limited along with PACs issued a Public Announcement regarding an Open Offer to acquire shares of SBEC Sugar Limited, the Target Company, in compliance with the order under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**(v) Vigil Mechanism**

In compliance of Section 177(9) & (10) of the Companies Act, 2013 and in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has established a Whistle Blower Policy and the same has been uploaded in the Company's website [www.sbectsystems.in](http://www.sbectsystems.in). The said policy has also been made available at the Office of the Company to enable the employees to report concerns, if any, directly to the Chairman of the Board and to the Chairman of the Audit Committee. All the employees are given direct access to the Audit Committee Chairman to report their concerns, if any. No person has been denied access to the Chairman of the Audit Committee. The employees are also apprised of the availability of the whistle blower policy at the time of their induction into the Company. There were no occasions during the year under review where any concerns were reported under the said policy.

**(vi) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements**

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein:

**Adoption of Non-mandatory requirement:**

The Company has fairly complied with the non-mandatory requirements specified in Part E of Schedule II of the SEBI Listing Regulations.

**(vii) Details of Utilization of fund through preferential allotment**

No funds were raised through preferential allotment or qualified institutions placements during the year.

**(viii) Compliance certificate from Practicing Company Secretary**

A Certificate from Soniya Gupta & Associates, Company Secretaries, a company secretary in practice confirming that none of the directors of company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been received. The certificate is enclosed with this section as **Annexure-A**.

**(ix) Recommendations of any Committee**

None of recommendations of any Committee of the Board which are mandatorily required was rejected by the Board during the year.

**(x) Fees for all services paid by the listed entity to the statutory auditor**

M/s. Thakur, Vaidyanath Aiyar & Co. (Statutory Auditor) was paid to the Rs. 1.12 Lacs (including tax) for all the Services taken by the Company.

**(xi) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

- a. number of complaints filed during the financial year 2024-25 : Nil
- b. number of complaints disposed of during the financial year 2024-25 : Nil
- c. number of complaints pending as on end of the financial year 2024-25 : Nil

**(xii) Loans and advances**

The Company has not taken or given any loans and advances to firms/Companies/ Body Corporates in which directors are interested or deemed to be interested by name and account.

The Company has complied with all the requirements of the corporate governance report as specified in sub-paras (2) to (10) of Part C of Schedule V of the Listing Regulations.

**(xiii) Adoption of discretionary requirements specified in Part E of Schedule II of SEBI Listing Regulations-**

- a) The Board: The Chairman of the Company is Non-Executive Director;
- b) Shareholder Rights: Quarterly and financial results are published in Newspapers and uploaded on the Company's website at [www.sbcsystems.in](http://www.sbcsystems.in). At present, the half yearly financial performance and the summary of significant events in last six months are not sent to each household of shareholders.
- c) Modified opinion(s) in audit report: There are no modified opinions in the audit reports.
- d) Posts of Chairperson and the Managing Director or the Chief Executive Officer:
  - i. Mr. Vijay Kumar Modi - Chairman, Non-Executive Director
  - ii. Mr. Shiv Shankar Agarwal - Chief Executive officer
- e) Reporting of Internal Auditor: The Internal Auditor of the Company submits his Internal Audit report to the Audit Committee on quarterly basis.

**(xiv) The Company does not have any subsidiary as on 31st March, 2025.****(xv) Disclosure with respect to demat suspense account/unclaimed suspense account:**

The details of unclaimed equity shares lying in the Company's unclaimed shares suspense account as required under SEBI (LODR) Regulations, is as under;

As on March 31, 2024		Shareholders Who approached & to whom shares were transferred during the year		As on March 31, 2025	
No. of Holders	No. of Shares	No. of Holders	No. of Shares	No. of Holders	No. of Shares
1	2218	1	100	1	2118

That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares

**(xvi) Disclosure of certain types of agreements binding on listed entities:**

In terms of Regulation 30A of the SEBI Listing Regulations, This disclosure of agreements which shall be Binding on the company has been intimated to stock exchange.

**(xvii) The Company has fully complied with the applicable requirements specified in Reg. 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of Listing Regulations.****11. CODE OF CONDUCT**

The Company has adopted the code of conduct for all Board members and Senior Management as required under Regulation 17 of the Listing Regulations. The Code is posted on the Company's website: [www.sbcsystems.in](http://www.sbcsystems.in). All Board members and Senior Management personnel have affirmed compliance with the Code on an annual basis and a declaration to this effect signed by Mr. S.S. Agarwal, Chief Executive Officer forms part of this Report.

**Declaration**

I, S.S. Agarwal, Chief Executive Officer of SBEC Systems (India) Limited, hereby declare that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors under Schedule V sub-clause (D) Regulation 34 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for the year ended March 31, 2025..

Place: New Delhi  
Date: 12.08.2025

sd/-  
S.S. Agarwal  
Director & Chief Executive Officer

**12. CEO/CFO CERTIFICATION**

A certificate duly signed by CEO and CFO relating to financial statements and internal controls and internal control systems for financial reporting as per the format provided in Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 was placed before the Board and was taken on record.

**To,  
The Board of Directors  
SBEC Systems (India) Limited  
1400, Modi Tower, 98,  
Nehru Place, New Delhi-110019**

We, Shiv Shankar Agarwal, Director and Chief Executive Officer of the Company, and Lakhmi Chand Sharma, Chief Financial officer of the Company, to the best of our knowledge and belief, hereby certify that::

- (a) We have reviewed the financial statements as on March 31, 2025 and the cash flow statement for the year along with all its schedule, and notes to the accounts for the period ended March 31, 2025 and based on our knowledge and information, confirms that:
  - (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) Based on our knowledge and information, there are no transactions entered into by the company during the year are fraudulent, illegal or violation of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they 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 steps have been taken to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) Significant change in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
  - (ii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 12.08.2025  
Place: New Delhi

sd/-  
Shiv Shankar Agarwal  
Director & Chief Executive Officer

sd/-  
Lakhmi Chand Sharma  
Chief Financial Officer

Place: New Delhi  
Date: 12.08.2025

**For & behalf of the Board of  
SBEC Systems (India) Limited**  
Sd/-  
Vijay Kumar Modi  
Chairman & Director  
DIN: 00004606

**"ANNEXURE-A TO THE CORPORATE GOVERNANCE"****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 of  
SBEC SYSTEMS (INDIA) LIMITED**  
1400, Hemkunt Tower 98, Nehru Place  
New Delhi 110019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SBEC SYSTEMS (INDIA) LIMITED** having CIN: L74210DL1987PLC029979 and having registered office at 1400, Hemkunt Tower 98, Nehru Place, New Delhi 110019 (hereinafter referred to as 'the Company'), produced before us 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](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company 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.

Ensuring the eligibility for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our 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.

**For Soniya Gupta & Associates  
Company Secretaries****Sd/-  
Soniya Gupta  
Proprietor  
M. No. 7493  
COP No. 8136  
PRFCN: 1548/2021  
UDIN: F007493G000964561****Dated: 12/08/2025  
Place: New Delhi****Corporate Governance Compliance Certificate**

To,

**The Members of  
SBEC SYSTEMS (INDIA) LIMITED**  
1400, Hemkunt Tower 98, Nehru Place  
New Delhi 110019

I have examined the compliance of the conditions of Corporate Governance by **SBEC SYSTEMS (INDIA) LIMITED** ('the Company') for the year ended on March 31, 2025, as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, as adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the:

- a) All the mandatory conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) All mandatory conditions of Clause 49 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For Soniya Gupta & Associates  
Company Secretaries****Sd/-  
Soniya Gupta  
Proprietor  
M. No. 7493  
COP No. 8136  
PRFCN: 1548/2021  
UDIN: F007493G000964966****Dated: 12/08/2025  
Place: New Delhi**

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SBEC SYSTEMS (INDIA) LIMITED

### Report on the Audit of Standalone Financial Statements

#### Opinion

We have audited the accompanying Ind AS standalone financial statements of M/s. SBEC SYSTEMS (INDIA) LIMITED ('the Company'), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flows for the year then ended and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 & its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis of Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

#### Information Other than the Standalone Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and those Charged with Governance 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/ loss, statement of 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatement in the standalone financial statements that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work; and (ii) evaluating the results of our work and to evaluate the effective of an identified misstatement in the standalone financial statement.

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

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

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors 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" statement on the matter specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the 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 Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - (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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Companies Act read with – Schedule V of the Act, as amended in our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration to its directors during the year under audit as such compliance of provisions of section 197 of the Companies Act 2013 does not arise.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company does not have any pending litigations which would impact its financial statements as at March 31, 2025.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on March 31, 2025.
    - 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, other than as disclosed in the note 38(k) to the standalone financial statements, 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 person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
      - (b) The Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the note 38(l) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") provide any guarantee security or the like on behalf of the Ultimate Beneficiaries;
      - (c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clause (a) and (b) above contain any material misstatement.



- v. The company has not declared or paid any dividend during the year.
- vi. Based on a test check examination the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 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 Thakur, Vaidyanath Aiyar & Co.**  
**Chartered Accountants**  
**FRN: 000038N**

**Sd/-**  
**M.P Thakur**  
**Partner**  
**M. No.: 052473**

**Place: New Delhi**  
**Date: 29.05.2025**

**UDIN: 25052473BMONBW2192**

### **Annexure 'A' to Independent Auditors' Report**

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the Financial Statements for the year ended March 31, 2025)**

- (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 has maintained proper records showing full particulars of intangible assets.
- (b) The Property, Plant & Equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the company and the nature of its business.
- (c) According to the information and explanation given to us and the records examined by us and based on the title deed / conveyance deed of all Immovable properties (other than the properties where the company is lessee, and the lease agreements are duly executed in favour of the lessee), we report that, the title deeds, comprising all the movable property of land and buildings which are freehold /leasehold, are held in the name of company as at the balance sheet date.
- (d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of examination of the records of the company, the company does not hold any Benami Property during the year and no proceedings has been initiated against the company for holding any Benami Property under the Benami Transaction (Prohibition) Act, 1988 and rules made thereunder (refer Note 38 (e)).
- (ii) (a) According to the information and explanation given to us and the records examined by us, the company has not held any inventory during the current financial year or at the end of previous financial year. As such, reporting under clause (ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, at any point of time of the year, the company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate from banks and financial institutions on the basis of current assets at any point of time of the year. Accordingly, clause (ii)(b) of the Order is not applicable.
- (iii) As per the records and information provided, the company has neither granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 nor there was any loan outstanding at the beginning of the year.  
 In view of the above (a), (b), (c), (d), (e) & (f) of Paragraph (iii), reporting does not arise.
- (iv) According to information and explanation provided to us and on the basis of the records examined by us, the Company has complied with the provisions of sections 186 of the Act, in respect of investment made in current/earlier year. Apart from this the company has not given any loans, provided any guarantee or securities under section 185 & 186 of the Act during current/previous years.
- (v) In our opinion and according to information and explanation given to us, the company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts and records, the company is regular in depositing undisputed statutory dues including Goods and Service 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, to the appropriate authorities. Further, no undisputed amount is payable in respect thereof which were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there are no statutory dues including of income-tax, sales-tax, service tax, goods and service tax, duty of customs, duty of excise and value-added tax cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any disputes.
- (viii) As per the information and explanation provided by the management and on the basis of books of accounts and records, the company does not have any transactions not recorded in the books or amount that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, which were previously unrecorded in the books of accounts of the company (refer note 37 (a)).
- (ix) (a) The Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any bank or financial institution or lenders during the year.
- (b) According to the information and explanation given to us and on the basis of records examined by us, the Company has not been declared willful defaulter by any bank or financial institution or Lender.
- (c) According to the information and explanation given to us and on the basis of records examined by us, the term loan was applied for the purpose

for which such loan was obtained and the same was not diverted.

- (d) According to the information and explanation given to us and on the basis of records examined by us, the Company has not raised any fund on short-term basis, as such utilisation for long-term purpose does not apply.
- (e) The Company has not taken any term loan during the year to meet the obligations of its subsidiaries, associates or joint ventures. Hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company has not raised any loans during the year on the pledge of securities held in subsidiaries, associates or joint ventures and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) According to the information and explanation provided by the management and based upon the audit procedures performed, we report that no fraud by the company or fraud on the company by its officers or employees has been noticed or reported during the period covered by our audit.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- (xii) According to the information and explanation provided by the management and based upon the audit procedures performed, the Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanation provided by the management and based upon the audit procedures performed, all transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, where applicable, and the requisite details have been disclosed in the financial statements, etc., as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports issued to the Company during the year.
- (xv) According to the information and explanation provided by the management and based on the examination of Books of Accounts and records, in our opinion, during the year, the Company has not entered into any non-cash transactions with any of its directors or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi) (a), (b) and (c) of the Order are not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year and hence provisions of this clause is not applicable.
- (c) & (d) Clause are not applicable to the company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.  
We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) Since the company's net worth, turnover or net profit during immediately preceding financial year remained below the prescribed threshold limit under section 135(1) of the Companies Act, 2013, accordingly, mandatorily incurring the expenditure on corporate social responsibility is not applicable.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the company. Accordingly, no comment has been included in respect of said clause under this report.

**For Thakur, Vaidyanath Aiyar & Co.**  
**Chartered Accountants**  
**FRN: 000038N**

**Sd/-**  
**M.P Thakur**  
**Partner**

**M. No.: 052473**

**UDIN: 25052473BMONBW2192**

**Place: New Delhi**

**Date: 29.05.2025**

**Annexure “B” to the Independent Auditors’ Report**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) as referred to in paragraph 1(f) of ‘Report on Other Legal and Regulatory Requirements’ section**

**Opinion**

We have audited the internal financial control with reference to financial statement of **SBEC SYSTEMS (INDIA) LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

- Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

- (1) A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

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

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

**For Thakur, Vaidyanath Aiyar & Co.**  
Chartered Accountants  
FRN: 000038N

Sd/-  
M.P Thakur  
Partner

M. No.: 052473

Place: New Delhi

Date: 29.05.2025

UDIN: 25052473BMONBW2192

**STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2025**

(In Rs.Lakhs)

Particulars	Note No.	As at 31st March,2025	As at 31st March, 2024
<b>A ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property,Plant and Equipment	3	139.73	1.84
(b) Financial Assets			
(i) Investments	4	1,428.18	1,423.12
(ii) Other Financial Assets	5	605.14	-
(c) Other non-current assets	6	81.81	148.31
(d) Deferred Tax Asset	7	69.73	-
		<b>2,324.59</b>	1,573.27
<b>2 Current assets</b>			
(a) Financial Assets			
(i) Trade Receivables	8	149.14	90.11
(ii) Cash and cash equivalents	9	10.00	3.94
(iii) Bank balances other than (ii) above	10	0.40	0.40
(iv) Other Current Financial Assets	5	23.28	-
(b) Current Tax Assets(net)	11	4.21	8.69
(c) Other Current Assets	6	44.93	0.52
<b>Total Current Assets</b>		<b>231.96</b>	103.66
<b>TOTAL</b>		<b>2,556.55</b>	1,676.93
<b>B EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	12	1,000.00	1,000.00
(b) Other Equity	13	(797.97)	(1,041.74)
		<b>202.03</b>	(41.74)
<b>2 Non-current liabilities</b>			
(a) Financial Liabilities			
Borrowings	14	1,265.70	930.29
(b) provisions	15	2.76	3.16
		<b>1,268.46</b>	933.45
<b>3 Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	890.80	743.90
(ii) Trade Payable	16		
- Dues to Micro and Small Enterprises		0.30	0.90
- Dues to Other than Micro and Small Enterprises		166.19	3.17
(iii) Other Financial Liabilities	17	24.98	21.70
(b) Other current liabilities	18	3.79	15.56
<b>Total Current liabilities</b>		<b>1,086.06</b>	785.23
<b>TOTAL</b>		<b>2,556.56</b>	1,676.93

See accompanying notes to the financial statements

1-40

As per our report of even date attached.

For Thakur, Vaidyanath Aiyar &amp; Co

Chartered Accountants  
Firm Reg.No.000038NSd/-  
M.P ThakurPartner  
Membership No.052473

Place: New Delhi

Date : 29.05.2025

Sd/-  
S.S.Agarwal  
Director & CEO  
DIN-00004840Sd/-  
J.C. Chawla  
Director  
DIN-05316202Sd/-  
Vijay K.Modi  
Director  
DIN-00004606Sd/-  
Himani Mittal  
Company Secretary  
M.No 37715Sd/-  
Lakhmi Chand Sharma  
Chief Financial Officer

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(In Rs.Lakhs)

Sr No	Particulars	Note No.	Year Ended 31.03.2025	Year ended 31.03. 2024
I	Revenue from Operations	19	<b>325.29</b>	318.47
II	Other income	20	<b>51.62</b>	0.59
III	<b>Total revenue (I+II)</b>		<b>376.91</b>	319.06
IV	<b>Expenses:</b>			
	Employee benefits expense	21	<b>23.77</b>	18.99
	Finance costs	22	<b>118.68</b>	101.61
	Depreciation and amortisation expense	23	<b>0.26</b>	-
	Other Expenses	24	<b>62.61</b>	59.74
	<b>Total expenses (IV)</b>		<b>205.32</b>	180.34
V	<b>Profit before exceptional items and tax (III-IV)</b>		<b>171.59</b>	138.72
VI	Exceptional Items (Income)/Expenses		-	-
VII	<b>Profit after exceptional items and before tax (V-VI)</b>		<b>171.59</b>	138.72
VIII	<b>Tax expense:</b>			
	- Current Tax	25	<b>28.65</b>	23.16
	- MAT Credit of earlier year adjusted	7	<b>(2.46)</b>	(17.35)
	- MAT Credit Available		<b>(28.65)</b>	-
	- Deferred Tax	7	<b>(69.73)</b>	-
	<b>Total Tax Expense</b>		<b>(72.19)</b>	5.81
IX	<b>Profit for the year (VII-VIII)</b>		<b>243.78</b>	132.91
X	<b>Other Comprehensive Income</b>		-	-
XI	<b>Total Comprehensive Income (IX+X)</b>		<b>243.78</b>	132.91
XII	<b>Earning per equity shares:</b>	26		
	(face value of Rs.10/- each)			
	(i) Basic (in Rs.)		<b>2.44</b>	1.33
	(ii) Diluted (in Rs.)		<b>2.44</b>	1.33

See accompanying notes to the financial statements

1-40

As per our report of even date attached.

For Thakur, Vaidyanath Aiyar &amp; Co.

Chartered Accountants  
Firm Reg.No.000038N

Sd/-

M.P Thakur

Partner

Membership No.052473

Sd/-

S.S.Agarwal  
Director & CEO  
DIN-00004840

Sd/-

J.C. Chawla  
Director  
DIN-05316202

Sd/-

Vijay K.Modi  
Director  
DIN-00004606

Sd/-

Himani Mittal  
Company Secretary  
M.No 37715

Sd/-

Lakhmi Chand Sharma  
Chief Financial Officer

Place: New Delhi

Date : 29.05.2025

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(In Rs.Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit/(Loss) before tax	171.59	138.72
Adjustments for :		
Interest Expense	118.68	101.61
Depreciation and amortisation expense	0.26	-
Interest Income	(0.35)	(0.57)
Profit on Leased Assets (On account of discounting)	(51.27)	
Foreign Exchange fluctuation	20.63	11.79
	<b>87.95</b>	<b>112.83</b>
<b>Operating profit/(Loss) before working capital changes</b>	<b>259.54</b>	<b>251.55</b>
Change in working Capital :		
(Increase) /Decrease in Trade Receivables & Other Current Assets	(103.44)	(9.66)
Increase /(Decrease) in Trade Payable,Provisions & other Current Liabilities	139.26	0.48
	<b>35.82</b>	<b>(9.18)</b>
<b>Cash (used in) / Generated from operations</b>	<b>295.36</b>	<b>242.37</b>
Income Tax/ TDS Paid/ (net of Refund)	24.16	17.68
<b>Net Cash (used) in / generation from operating activities</b>	<b>271.20</b>	<b>224.69</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Interest received	0.35	0.57
Purchase of fixed assets /Capital Advances	(632.36)	(106.83)
Purchase of Share of SVC Bank Ltd (Investment)	(5.07)	(0.03)
Net Proceeds from Net Investment in Lease receivables	14.67	-
<b>Net Cash (used)/ inflow from investing activities</b>	<b>(622.41)</b>	<b>(106.28)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings-Term Loan	486.54	92.34
Repayment of borrowings -Term Loan	(24.86)	(130.58)
Interest paid	(104.42)	(89.60)
<b>Net Cash Flows from/used in financing Activities</b>	<b>357.27</b>	<b>(127.84)</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>6.06</b>	<b>(9.44)</b>
Cash and Cash equivalents at beginning of period	3.94	13.38
<b>Cash and Cash equivalents at end of the period</b>	<b>10.00</b>	<b>3.94</b>

See accompanying notes to the financial statements

1-40

Figures in bracket indicate "Outflow".

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7)-Statement of Cash Flow, as specified under section 133 of the Company Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 (as amended).

**As per our report of even date attached.****For Thakur, Vaidyanath Aiyar & Co.**Chartered Accountants  
Firm Reg.No.000038N

Sd/-

**M.P Thakur**

Partner

Membership No.052473

Sd/-

**S.S.Agarwal**  
Director & CEO  
DIN-00004840

Sd/-

**J.C. Chawla**  
Director  
DIN-05316202

Sd/-

**Vijay K.Modi**  
Director  
DIN-00004606

Sd/-

**Himani Mittal**  
Company Secretary  
M.No 37715

Sd/-

**Lakhmi Chand Sharma**  
Chief Financial Officer

Place: New Delhi

Date : 29.05.2025

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025****EQUITY SHARE CAPITAL****(In Rs.Lakhs)**

Opening Balance as at April 1,2023	Changes in equity Share Capital due to prior period errors	Restated balance as at April 1,2023	Changes in equity Share Capital during the year	Balance as at March 31,2024
1,000.00	-	1,000.00	-	1,000.00

**Current Reporting Period**

Opening Balance as at April 1,2024	Changes in equity Share Capital due to prior period errors	Restated balance as at April 1,2024	Changes in equity Share Capital during the year	Balance as at March 31,2025
1,000.00	-	1,000.00	-	1,000.00

**OTHER EQUITY****Previous Reporting Period**

	Share Premium Reserve	Retained Earning	Other Comprehensive Income	Total
Balance as at 1.04.2023	192.62	(1,367.27)	-	(1,174.65)
Profit/(Loss)for the Year	-	132.91	-	132.91
Balance as at 31.03.2024	192.62	(1,234.36)	-	(1,041.74)

**Current Reporting Period**

	Share Premium Reserve	Retained Earning	Other Comprehensive Income	Total
Balance as at 1.04.2024	192.62	(1,234.37)	-	(1,041.75)
Profit/(Loss)for the Year	-	243.78	-	243.78
Balance as at 31.03.2025	192.62	(990.59)	-	(797.97)

**See accompanying notes to the financial statements****1-40****As per our report of even date attached.****For Thakur, Vaidyanath Aiyar & Co.**Chartered Accountants  
Firm Reg.No.000038N**Sd/-****M.P Thakur**

Partner

Membership No.052473

**Sd/-****S.S.Agarwal**  
Director & CEO  
DIN-00004840**Sd/-****J.C. Chawla**  
Director  
DIN-05316202**Sd/-****Vijay K.Modi**  
Director  
DIN-00004606**Sd/-****Himani Mittal**  
Company Secretary  
M.No 37715**Sd/-****Lakhmi Chand Sharma**  
Chief Financial Officer**Place: New Delhi****Date : 29.05.2025**



**ACCOUNTING POLICIES OF THE FINANCIAL INFORMATION****Notes to Standalone Financial Statements for the year ended 31st March, 2025****NOTE NO: 1 Corporate Information**

SBEC Systems (India) Limited ("the Company") is a public limited company incorporated in India under the provisions of the Companies Act, 1956 on December 15, 1987 and is listed on Bombay Stock Exchange Ltd. (BSE). The Registered Office of the Company is located at 1400, Hemkunt Tower, 98, Nehru Place, New Delhi-110019.

The company is an engineering and consultancy company primarily engaged in rendering of scientific, technical, engineering, professional, commercial and all other types of skilled services dealing in designs, plans and specifications of all type of contracts turnkey or otherwise, assignments, process and undertake fabrication, erection, commissioning of projects and providing high-tech equipment to sugar and power industries and to carry on or manage and supervise the control of business of transmitting, supply, generating, distributing and dealing in electricity of all forms of energy and power generated by any source from steam, hydro or tidal or water, wind, solar & hydrocarbon etc.

The Company does not have any subsidiary; however, it has an associate company i.e. SBEC Sugar Limited. Information on related party relationships of the company is provided in Note No 30.

The financial statements of the company for the year ended 31st March, 2025 were approved by the Board of Directors on 29th May 2025.

**Note No: 2 Material Accounting Policies**

The material accounting policies applied by the company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all periods presented in these financial statements, unless otherwise indicated.

**a) Compliance with Ind AS**

These financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS", under the Companies (Indian accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (the Act) as amended from time to time and other relevant provisions of The Companies Act, 2013.

**b) Functional Currency**

The financial statements are presented in Indian Rupees (INR) which is also the company's functional currency and all values are rounded to the nearest Lakh (Rs. '00,000) and accordingly amount up to Rs. 500 has been taken as zero (0) due to rounding off.

**c) Basis of preparation and presentation of financial statements**

The financial statements have been prepared and presented on accrual basis under the historical cost convention on going concern basis except for certain financial assets and liabilities which are measured at fair value or amortized cost at the end of each financial year.

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The statement of Cash flows is prepared under Indirect Method.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and other criteria as set out in Schedule III to the Companies Act, 2013.

**d) Use of Accounting judgments, estimates and assumptions:**

In preparation of financial statements in conformity with recognition and measurement principle of IND AS requires management to make judgment, estimates and assumptions. These judgments, estimates and assumptions affect the reported accounts of assets and liabilities, disclosures including disclosure of contingent assets and contingent liabilities as on the date of financial statements and the reported amount of revenues and expenses during the period. Actual result may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Information about significant areas of estimates uncertainty and critical judgment in applying accounting policies that have the most significant effects to the carrying amounts of assets and liabilities within the next financial year are:

**(i) Revenue Recognition**

- (a) Revenue (other than those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Company recognizes revenue from contracts with customers based on a Five-Step Model as set out in Ind AS 115 i.e.:

Step 1: Identification of contract(s) with customers that creates enforceable rights and sets out the criteria that must be met.

Step 2: Identification of the separate performance obligations in the contract with customer to transfer goods or services to the customer.

Step 3: Determination of transaction price for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocation of transaction price to the separate performance obligations in a contract that has more than one performance obligations that depicts the amount of consideration to which the company expects to be entitled to in exchange for satisfying each performance obligation.

Step 5: Recognition of revenue when (or as) each performance obligation is satisfied.

Revenue from contract is recognized (net of goods & services tax) at a point in time when performance obligation in contract is fulfilled in accordance with the terms and conditions with the respective customers.

Revenue is recognized on accrual basis to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured. Where significant uncertainty exists with regard to realization of revenue at the time of accrual, the underlying revenue is not recognized to that extent. Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms of payment net of goods and service tax, wherever applicable.

- b) Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the effective interest rate and the amount can be measured. Interest on Income Tax refund is accounted for on receipt basis.
- c) Dividend income is recognized in the statement of profit or loss on the date that the company's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. This is generally when the shareholders approve the dividend.

## ii) **Property, plant & equipment**

Property, plant & equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses. The cost comprises purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use.

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

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted if appropriate.

In respect of new projects, all expenses including interest on specific borrowings incurred up to the date of commencement of commercial production are capitalized. In respect of substantial expansion of business, at the existing locations, only direct costs are capitalized together with the interest on the funds relatable to them up to the date of commercial production.

## iii) **Intangible Asset**

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

## iv) **Investment Property**

### i) **Recognition and measurement:**

Investment property comprises of land which is measured initially at cost, including transaction costs and other direct costs attributable to bringing asset to its working condition for intended use. Subsequent to initial recognition, investment property is stated at cost less depreciation and any accumulated impairment loss, if any. Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes.

### ii) **Subsequent Expenditure:**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably.

### iii) **Reclassification from/to investment property:**

Transfers to (or from) investment property are made only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred.

## v) **Depreciation and Amortisation**

- (a) Depreciation on Property, Plant & Equipment (PPE) is provided on Straight Line Method (SLM) over the useful lives as specified under Schedule II of the Companies Act, 2013. The estimated useful lives and residual values of PPE are reviewed at the end of each financial year.

Depreciation on the Property, Plant & Equipment (PPE) added/ disposed off/ discarded during the year is provided from/ upto the date when added/ disposed off/ discarded.

- (b) Intangible assets are amortized on straight line basis over the estimated economic life of the assets.
- (c) Depreciation on eligible Investment Property is provided as per the Companies Act, 2013.

## vi) **Impairment of non- financial asset**

The company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of the assets or cash generating unit's (CGU) fair value less cost of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount as impairment loss and is recognized in the statement of profit and loss.

**vii) Inventories**

Stores, Spare Parts and Components are valued at cost. For this purpose, cost is ascertained on FIFO basis.

Goods/spares purchased for resale to customers are valued at lower of cost or net realizable value. Provision for obsolescence is made on the stocks, wherever required.

**viii) Leases**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset."

**As a Lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis or another systematic basis as per the terms of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

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

**As a Lessee**

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability where applicable for all lease arrangements, except for short-term leases and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options considered for arriving at ROU and lease liability when it is reasonably certain that they will be exercised."

The lease liability is initially measured at amortized cost at the present value of the future lease payments where applicable. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment, whether it will exercise an extension or a termination option. ROU asset are separately presented/disclosed under PPE.

Lease liability obligations is presented separately under "Financial Liabilities" and lease payments are classified as financing cash flows.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

**ix) Foreign Currency Transactions**

- (a) The company has determined Indian Rupee (INR) as transaction currency. Accordingly, transactions in foreign currency are recorded at exchange rates prevailing on the date of transaction.

All monetary items or foreign currency assets & liabilities remaining unsettled at the balance sheet date are restated at exchange rate prevailing on that date and the gain / loss arising on account of realization/settlement of foreign currency transactions and on translation of foreign currency assets and liabilities are recognized in the Statement of Profit & loss as exchange fluctuation.

**x) Employee Benefits**

Employee benefits have been recognized in following ways:

**Short term Employee Benefits**

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

**Post-Employment Benefits**

- (a) Defined Contribution Plan- Provident Fund and Family Pension

The Company contributes to a recognized Provident Fund and Family Pension fund which is a defined contribution scheme. The contribution is accounted for on an accrual basis and recognized in the Statement of profit and loss. The eligible employees of the company are entitled to receive post-employment benefits in respect of provident fund and family pension fund. The contributions made to state managed retirement benefit schemes dealt with as payments to defined contribution schemes where the company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

**Defined Benefit Plan-Gratuity**

The company's Gratuity benefit scheme is defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs are deducted.

The calculation of the Company's obligation is performed annually by a using discount rate of 7.23% under the projected unit credit method by the company instead of through qualified actuary since such liability is vested in a single employee. The gratuity liability is unfunded.

The Company recognizes actuarial gains or losses arising on defined benefit plan immediately in OCI as prescribed by Ind AS-19.

**xi) Borrowing Cost**

Borrowing cost consists of interest and other costs incurred in connection with the borrowing of funds and also include exchange differences to the extent regarded as adjustment to the same.

Borrowing cost directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial time to get ready for its intended use. All other borrowing cost are charged to the Statement of Profit and Loss as incurred.

**xii) Fair Value Measurement**

The Company measures financial instruments and specific investments other than subsidiary, joint venture and associates, at fair value at each balance sheet date.

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

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

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

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

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing 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 this purpose, fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Where there is not feasible, a degree of judgement required in establishing the fair value, judgment includes consideration of inputs such as liquidity risk, credit risk and volatility.

**xiii) Financial Instruments****Classification**

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

The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

**Initial recognition and measurement**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial assets and financial liabilities.

**Subsequent measurement**

Non-derivative financial Instruments

**(i) Financial assets carried at amortized cost:**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade receivables, loans and other financial assets.

**(ii) Financial assets at fair value through other comprehensive income (FVTOCI):**

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets and the asset's contractual cash flow represents SPPI.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, dividend income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss.

**(iii) Financial assets at fair value through profit or loss (FVTPL):**

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization at amortised cost or as FVTOCI, is classified as at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**Equity Instruments**

All equity investments (except investments in subsidiaries, joint ventures and associates) in scope of Ind AS 109 are measured at fair value.

Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, other than investment in Subsidiary, Associates and Joint Ventures, the company makes an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment, however such amount is transferred to Retained earnings.

**Investments in subsidiaries, joint ventures and associates**

Investment in subsidiaries, joint ventures and associates are carried at cost less accumulated impairment losses where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

On disposal of investments in subsidiary, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the standalone Statement of profit and loss.

**Derecognition**

The Company derecognizes a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

**Financial Liabilities:**

The Company's financial liabilities include borrowings, trade and other payables.

**Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, at fair value through profit or loss, loans and borrowings, payables, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below:

**Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the profit or loss.

**Financial liabilities at amortized cost**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**Financial guarantee contracts**

Financial guarantee contracts by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amount of income recognised in accordance with the principles of Ind AS 115.

**Derecognition**

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

**Offsetting of financial instruments**

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

**xiv) Accounting for Provisions, Contingent Liabilities and Contingent Assets**

Provision and liabilities are recognized in the period when it became probable that there will be a future outflow of funds resulting from past event or operation that can be reasonably estimated. The timing of recognition requires application of judgments to existing fact and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flow at pre-tax rate that reflects current market assessment of the time value money and the risk specific to the liability.

In the normal course of business, contingent liabilities are arising from litigation and other claims against the company. Potential liabilities that are possible to be quantified reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

The company does not recognize the contingent asset since whose existence will only be confirmed by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the entity.

**xv) Taxation**

Income tax expense comprises of both current and deferred taxes are recognized in the Statement of Profit and Loss.

Current tax

Current Income tax expense is recognized in the Statement of Profit and Loss except to the extent that it relates to the items recognized directly in equity, in which case it is recognized in equity or other comprehensive income (OCI). Current tax for current and prior periods is recognized at the amount expected to be paid or recovered from the tax authorities, in accordance with the Income Tax Act, 1961. The tax rates and the tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

Deferred Tax

Deferred Tax assets and liabilities are recognized on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow for all or part of the deferred tax asset to be utilized.

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 outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in 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.

**xvi) Cash and Cash Equivalents (for purposes of Cash Flow Statement)**

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise Cash at bank, Cash on hand and demand deposits with bank with an original maturity of three months or less from the date of acquisition.

**xvii) Events after reporting date**

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

**xviii) Earnings Per Share**

Basic Earnings Per Share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

The Company has not issued any potential equity shares, and accordingly, the Basic Earnings Per Share and Diluted Earnings Per Share are the same.

**xix) Statement of Cash Flow**

Cash flows are reported using the indirect method, whereby profit/ loss before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

**xx) Segment Information**

The company prepares its segment information in conformity with the accounting policies adopted for preparing the standalone financial statements of the company as a whole. Unallocable cost are allocated to the segment concerned.

Unallocable items include general corporate income and expense items which are not allocated to any segment.

**xxi) Recent Indian Accounting Standards (Ind AS) developments**

Ministry of Corporate Affairs ("MCA") notifies amendments to the existing standards or new standards. The notification with respect to Ind AS 116 & 117 which would have been applicable from April 1, 2025 would be applied to the extent applicable to the company, as below:

Ind AS 116: Leases

Treatment of sale & leaseback transactions under Ind AS 116 has been amended and shall be taken care of by the Company to the extent applicable.

Ind AS 117: Insurance Contracts

The standard has been newly notified.



Notes to Standalone Financial Statement for the Period ended 31<sup>st</sup> March, 2025**NOTE 3: PROPERTY, PLANT AND EQUIPMENT**

(In Rs.Lakhs)

Particulars	Land (Free hold)	Plant & Machinery	Furniture & Fixtures	Office Equipment	Computer	Total
Balance as at 1st April,2023	-	-	6.33	0.64	-	6.97
Additions*	1.56	-	-	-	-	1.56
Deductions/Adjustment	-	-	-	-	-	-
<b>Balance as at 31st March,2024</b>	<b>1.56</b>	<b>-</b>	<b>6.33</b>	<b>0.64</b>	<b>-</b>	<b>8.53</b>
Additions	-	137.28	-	-	0.87	138.15
Deductions/Adjustment	-	-	-	-	-	-
<b>Balance as at 31th March,2025</b>	<b>1.56</b>	<b>137.28</b>	<b>6.33</b>	<b>0.64</b>	<b>0.87</b>	<b>146.68</b>
<b>Accumulated Depreciation</b>						
Balance as at 1st April,2023	-	-	6.08	0.61	-	6.69
Additions	-	-	-	-	-	-
Deductions/Adjustment	-	-	-	-	-	-
<b>Balance as at 31st March,2024</b>	<b>-</b>	<b>-</b>	<b>6.08</b>	<b>0.61</b>	<b>-</b>	<b>6.69</b>
Additions	-	0.04	-	-	0.22	0.26
Deductions/Adjustment	-	-	-	-	-	-
<b>Balance as at 31th March,2025</b>	<b>-</b>	<b>0.04</b>	<b>6.08</b>	<b>0.61</b>	<b>0.22</b>	<b>6.95</b>
<b>Net Carrying amount</b>						
<b>As at 31.03.2025</b>	<b>1.56</b>	<b>137.24</b>	<b>0.25</b>	<b>0.03</b>	<b>0.65</b>	<b>139.73</b>
<b>As at 31.03.2024</b>	<b>1.56</b>	<b>-</b>	<b>0.25</b>	<b>0.03</b>	<b>-</b>	<b>1.84</b>
<b>As at 31.03.2023</b>	<b>-</b>	<b>-</b>	<b>0.25</b>	<b>0.03</b>	<b>-</b>	<b>0.28</b>

\*The Free hold land has been purchased in FY 1993-94 and the same is registered in the name of the company in the office of the Sub Registrar, Baraut, Baghpat. The aforesaid land has been leased out to SBEC Sugar Ltd, an associate company vide lease agreement dated 26-10-1999.

# Solar Power Plant Generation Unit installed / commissioned on customer's premises during March 2025 was pending for execution of lease contract on 31.03.2025

**NOTE 4: INVESTMENTS**

Particulars	As at 31.03.2025	As at 31.03.2024
<b>(A) Investment in Associates</b>		
<b>(Quoted, carried at Cost less Impairment loss, if any)</b>		
<b>Investment</b>		
Equity Shares of SBEC Sugar Ltd (Face Value Rs. 10 each fully paid) up	1,42,30,884	1,42,30,884
Aggregate amount of quoted Investment	1,423.09	1,423.09
<b>(B) Other Investment</b>		
<b>(Unquoted, carried at cost)</b>		
Equity Shares of The Shamrao Vithal Co-op Bank Limited of Rs.10/- each fully paid up	50,750	100
Aggregate amount of unquoted Investment	5.09	0.03
<b>total</b>	<b>1,428.18</b>	<b>1,423.12</b>
Aggregate value of quoted investment	1,423.09	1,423.09
Aggregate market value of quoted Investments	5,264.00	5,407.74
(BSE closing price on 31.03.2025 Rs.36.99 each and Rs. 38 per share on 31.03.2024)		
Aggregate amount of impairment in value of investments	-	-
Aggregate amount of unquoted investments	5.09	0.03



(In Rs.Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
<b>NOTE 5: OTHERS FINANCIAL ASSETS</b>				
Net Investment in Finance Lease Receivable (refer accounting policy- Note 2(viii) and Note 35)	605.14	23.28	-	-
<b>Total</b>	<b>605.14</b>	<b>23.28</b>	<b>-</b>	<b>-</b>
<b>NOTE 6 : OTHERS NON-CURRENT ASSETS</b>				
Capital Advances	7.66	-	105.27	-
MAT Credit Entitlement	74.15	-	43.04	-
"Other advances (Includes prepaid expenses etc.)"	-	0.63	-	0.52
GST Recoverable	-	44.30	-	-
<b>Total</b>	<b>81.81</b>	<b>44.93</b>	<b>148.31</b>	<b>0.52</b>

**NOTE 7: DEFERRED TAX ASSETS/LIABILITIES**

Particulars	As at 31.03.2025	As at 31.03.2024
Unabsorbed Depreciation	24.27	-
Due to Section 43B of the Income Tax Act	0.46	-
Accumulated Depreciation	45.00	-
Net Deferred Tax Assets/(Liability)	69.73	-
<b>Movement</b>		
Opening Balance:	-	-
Movement during the year	69.73	-
Closing Balance	69.73	-

**NOTE 8 : TRADE RECEIVABLES**

Trade Receivables considered Good - Secured :	-	-
Trade Receivables considered Good - Unsecured :	149.14	90.11
Less : Allowance for bad and doubtful debts	-	-
<b>Total*</b>	<b>149.14</b>	<b>90.11</b>
*Includes receivable from		
- related parties	21.40	-
- an associate company	127.74	90.11

**Trade Receivable Ageing Schedule****As at March 31, 2025**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months- 1year	1-2 years	2-3 years	More than 3year	
(i) Undisputed Trade receivables-Considered Good - Unsecured	149.14	-	-	-	-	149.14
(ii) Undisputed Trade receivables-Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-Considered Good	-	-	-	-	-	-
(iv) Disputed Trade receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>149.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>149.14</b>

**As at March 31, 2024**

(In Rs.Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months-1year	1-2 years	2-3 years	More than 3year	
(i) Undisputed Trade receivables-Considered Good - Unsecured	90.11	-	-	-	-	90.11
(ii) Undisputed Trade receivables-Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-Considered Good	-	-	-	-	-	-
(iv) Disputed Trade receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>90.11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>90.11</b>

**NOTE 9 : CASH & BANK BALANCES**

Cash and Cash Equivalents

Balance with Scheduled Banks in -

-- Current Accounts

Cash in hand

**TOTAL****As at  
31.03.2025****As at  
31.03.2024****9.99****0.01****10.00**

3.93

0.01

3.94

**NOTE 10 : OTHER BANK BALANCES**

Other bank balances

Fixed deposit with banks

(Fixed Deposit has been pledged with Sales Tax Authority)

**TOTAL****0.40****0.40**

0.40

0.40

\* Fixed Deposit Matured But Pledged with Sales Tax Authority

**NOTE 11 : INCOME TAX ASSETS**

Income tax / TDS (net of provision)

**TOTAL****4.21****4.21**

8.69

8.69

**NOTE 12: SHARE CAPITAL****AUTHORISED CAPITAL**

15,000,000 Equity Shares of Rs.10/- each.

**1,500.00**

1,500.00

**ISSUED, SUBSCRIBED & PAID UP CAPITAL**

10,000,000 Equity Shares of Rs.10/- each fully paid-up (Previous year -10,000,000)

**1,000 .00**

1,000 .00

**TOTAL****1,000.00**

1,000.00

a. Reconciliation of number of shares (nos.)

Outstanding at the beginning of the year

Outstanding at the end of the year

**1,00,00,000****1,00,00,000**

1,00,00,000

1,00,00,000

b. (1) The company has only one class of issued shares i.e. Equity shares having par value of Rs. 10 per share . Each holder of equity shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the board of directors is subject to the approval of shareholders in the ensuing general meeting, except in case of interim dividend . In the event of liquidation the entity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion to their shareholding.

(2) No member shall exercise any voting rights in respect of any share on which any calls payable , or in respect of which the company has exercise its right of lien.

c. Detail of shareholders holding more than 5 percent of equity shares :

Name of shareholders	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	No.Shares	% of holding	No.Shares	% of holding
Mr. Umesh Kumar Modi	2079560	20.79%	2079560	20.79%
SBEC Systems Limited (UK)	2040000	20.40%	2040000	20.40%
Longwell Investments Pvt. Ltd.	550000	5.50%	550000	5.50%

d. Promoter Holding

Name of shareholders	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	No.Shares	% of holding	No.Shares	% of holding
Mr. Umesh Kumar Modi	2079560	21.00%	2079560	21.00%
Ms. Meghna Modi	200	0.00%	200	0.00%
SBEC Systems Limited (UK) *	2040000	20.00%	2040000	20.00%
Longwell Investments Pvt. Ltd.	550000	5.50%	550000	5.50%
Abhikum Leasing and Investments Pvt. Ltd.	220000	2.20%	220000	2.20%
Kumabhi Investment Pvt. Ltd.	210000	2.10%	210000	2.10%
Total	5099760	50.99%	5099760	50.99%

\* Since dissolved for which the company has filed Draft Scheme for selective reduction of the share capital of the Company before the Hon'ble National Company Law Tribunal, Delhi, refer note 32.

e. None of shares have been reserved for issue under options and contracts/commitments for sale of shares/disinvestment as at the balance sheet date.

f. None of the securities are convertible into shares at the end of the reporting period.

g. No calls are unpaid by any director or officer of the company during the year.

h. The Board of Directors of the Company on June 26, 2023 had approved a draft Scheme of Selective Capital Reduction (Scheme) under section 66 and 52 and other applicable provisions of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital) Rules, 2016 (NCLT Rules) for selective reduction of the share capital of the Company by cancelling 20,40,000 equity Shares held by dissolved promoter SBEC Systems Limited (UK) . The Scheme has been cleared by the BSE Limited vide their letter dated July 24, 2024 and has been approved by Shareholders on September 28, 2024. Subsequently the Scheme was filed with the Hon'ble NCLT, Delhi on 4th February, 2025 and the approval is awaited.

### NOTE 13 : OTHER EQUITY

	As at 31.03.2025	As at 31.03.2024
Opening balance	192.62	192.62
Add: Addition during the year	-	-
Closing Balance	192.62	192.62
<b>Retained Earnings</b>		
Opening balance of surplus / (deficit)	(1,234.36)	(1,367.28)
Add : Net Profit(loss) for the year	243.78	132.91
Balance at the end of the year	(990.58)	(1,234.36)
<b>TOTAL</b>	<b>(797.97)</b>	<b>(1,041.74)</b>

#### a) Securities Premium

Securities Premium represent premium on issue of shares. The Reserve will be utilised in accordance with the provisions of the Companies Act, 2013. There is no movement in Securities Premium during the Current Year and the Previous Year.

#### b) Retained Earnings

Retained earnings are the profits that the Company has earned till date less dividends and other distributions to the shareholders.

**NOTE 14 : BORROWINGS**

(In Rs.Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
<b>A. Secured-Loan from *</b>				-
Shamrao Vithal Co-operative Bank Limited (Refer Note 14.1)	407.12	62.82	92.34	
<b>B. Unsecured Loans from Body Corporate</b>				
- Foreign Currency Loan From Overseas (Refer Note No.26 & 14.2)	858.58	-	837.95	-
- Rupee Loan				
- Loans repayable on demand (refer note 14.3)	-	827.98	-	743.90
<b>Total</b>	<b>1,265.70</b>	<b>890.80</b>	<b>930.29</b>	<b>743.90</b>

**14.1 Term Loan 1:**

Term loan sanctioned for ₹270 lakhs and disbursed ₹229.4 lakhs (including Rs 92.34 lakhs till 31-03-2024) till 31-03-2025. The total outstanding balance was ₹204.56 lakhs on 31-03-2025 (₹92.34 lakhs as on 31st March 2024). The loan carries interest linked to PLR (PLR: 10.75%, Present: 10%).

The loan is secured by (i) a charge by way of hypothecation on the Solar Plant Generation unit (Leased Asset) set up on the rooftop of Modi Industries Ltd – Electrode Division, Modinagar, Uttar Pradesh. (ii) personal guarantees from Shri Umesh Kumar Modi, Promoter.

Repayment schedule is fixed for 84 months after a moratorium of four months from the date of disbursement in 84 variable monthly instalments of principal along with interest, commencing from 31st July 2024 and ending on 30th June 2031.

There has been no default in repayment of Principal borrowings or payment of interest on the above loans till 31st March 2025."

**Term Loan 2:**

The Company secured another term loan of ₹192 lakhs, Rs 183.61 lakhs disbursed by 31st March 2025. As of 31st March 2025, the outstanding amount is ₹183.61 lakhs. The loan is priced at an interest rate linked to PLR (PLR: 10.95%, Present: 10.25%).

It is secured via (i) hypothecation on the solar plant unit installed on the rooftop of the GSP Nutrition Division (ii) personal guarantees of Shri Umesh Kumar Modi, Promoter.

The repayment schedule starts after a moratorium period of six months from the disbursement date and is structured in 84 variable monthly instalments of principal and interest, commencing from 20th July 2025 and ending on 20th June 2032.\*

There has been no default in repayment of Principal borrowings or payment of interest on the above loans till 31st March 2025."

**TERM LOAN 3:**

Third Term Loan of ₹85 lakhs was sanctioned and Rs 81.78 lakhs disbursed till 31st March 2025. The balance outstanding as on 31st March 2025 is ₹81.78 lakhs. The interest applicable is PLR-based (PLR: 10.95%, Present: 10.25%).

This loan is secured by hypothecation on the solar power plant proposed to be installed at DMPS, Modinagar, and is supported by personal guarantees from Shri Umesh Kumar Modi, Promoter.

Repayment will commence post a moratorium of six months from disbursement and will be made in 84 equal monthly instalments of principal along with the due interest, beginning from 20th July 2025 till 20th June 2032.\*

There has been no default in repayment of Principal borrowings or payment of interest on the above loans till 31st March 2025."

**14.2 Foreign Currency Loan**

Unsecured Loan in Foreign Currency USD 10,04,944 has been taken from Occident Orient Company Limited incorporated having registered house at Les Cascades Cavell St.Port Louis in terms of the agreement dt 14.12.2005 entered between the company and the said body corporate(UK). The company has been declared as defunct w.e.f 13.12.2008. No provision for the interest has been made since 01-01-2009 (also refer Note no. 27(i)).

**14.3 Demand Loan from Body Corporate**

The interest on unsecured demand loan from the body corporate is payable @12% per annum calculated by compounding of interest accrued till the end of earlier quarter. There has been no repayment of principal or payment of interest during the current year net of TDS.

**NOTE - 15 : PROVISIONS**

	As at 31.03.2025	As at 31.03.2024
<b>Non- Current</b>		
<b>Provision for Employee Benefits :</b>		
For Gratuity	2.76	3.16
<b>Total</b>	<b>2.76</b>	<b>3.16</b>

**NOTE - 16 : TRADE PAYABLE**

(i) MSME	0.30	0.90
(ii) Other Liabilities	166.19	3.17
<b>TOTAL</b>	<b>166.49</b>	<b>4.07</b>

(In Rs.Lakhs)

	As at 31.03.2025	As at 31.03.2024
a) Disclosure as required by Micro, Small and Medium Enterprises Development Act ,2006		
A (I) Principal amount remaining unpaid	0.30	0.90
(II) Interest amount remaining unpaid	-	-
B Interest paid by Company in terms of Section of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of the payment made to the supplier appointed day	-	-
C Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprise Development Act, 2006.	-	-
D Interest accrued and remaining unpaid	-	-
E Interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises.	-	-

## b) Ageing for trade payable Schedule:

As at March,31,2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1year	1-2year	2-3year	More than 3year	
(i) MSME	0.30	-	-	-	0.30
(ii) Disputed dues - MSME	-	-	-	-	-
(iii) Others	166.19	-	-	-	166.19
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>166.49</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>166.49</b>
As at March,31,2024					
(i) MSME	0.90	-	-	-	0.90
(ii) Disputed dues - MSME	-	-	-	-	-
(iii) Others	3.17	-	-	-	3.17
(iv) Disputed dues - Others	-	-	-	-	-
<b>Total</b>	<b>4.07</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.07</b>

**NOTE 17 : OTHER FINANCIAL LIABILITIES**

Employee dues payable	1.90	1.50
Interest payable on Unsecured Loan	23.08	20.20
<b>TOTAL</b>	<b>24.98</b>	<b>21.70</b>

**NOTE 18 : OTHER CURRENT LIABILITIES**

Statutory dues payable	3.79	15.56
<b>TOTAL</b>	<b>3.79</b>	<b>15.56</b>

**NOTE 19 : REVENUE FROM OPERATIONS**

	Year ended 31.03.2025	Year ended 31.03.2024
<b>Sale of Services</b>		
Technical Fee & Consultancy Charges	295.03	318.47
Finance Income on Leased Assets	30.26	-
	<b>325.29</b>	<b>318.47</b>

**NOTE 20 : OTHER INCOME**

(In Rs.Lakhs)

	Year Ended 31.03.2025	Year Ended 31.03.2024
Profit on Finance Lease (on account of discounting)	51.27	-
Interest on income tax refund	0.35	0.57
User Charges	0.00	0.02
<b>Total</b>	<b>51.62</b>	<b>0.59</b>

**NOTE 21 : EMPLOYEE BENEFIT EXPENSES**

Salary, Wages, Bonus & other allowances	22.86	18.31
Company's Contribution To Provident & Other Funds	0.22	0.46
Gratuity	0.69	0.22
<b>TOTAL</b>	<b>23.77</b>	<b>18.99</b>

**NOTE 22: FINANCE COST**

Interest on Loans		
- Term Loan from Bank	22.76	0.02
- Unsecured Loan from Body Corporate	95.48	98.81
Other borrowing cost	0.42	2.78
Interest - Others	0.02	0.00
<b>TOTAL</b>	<b>118.68</b>	<b>101.61</b>

**NOTE 23: DEPRECIATION & AMORTIZATION EXPENSES**

Depreciation	0.26	-
<b>TOTAL</b>	<b>0.26</b>	<b>-</b>

**NOTE 24 :OTHER EXPENSES**

Legal & Professional Charges	21.57	23.77
Secretarial & AGM Expenses	7.96	10.92
Telephone, Postage & Telegram	0.15	0.20
Advertisement Expenses	-	3.73
Travelling & Conveyance	2.17	1.27
Printing & Stationery	0.24	0.12
Insurance Charges	0.56	0.14
Filing Fee	0.10	0.11
Gift & Presentation	3.85	3.25
Staff Welfare	0.38	-
Auditor's Remuneration		
- for Statutory Audit and Limited Reviews	0.85	0.55
- for Other Matters / certification	0.19	-
- for Reimbursement of Expenses	0.07	-
Misc. Expenses	0.49	0.25
Vehicle Running Expenses	3.40	3.64
Foreign Exchange fluctuation	20.63	11.79
<b>Total</b>	<b>62.61</b>	<b>59.74</b>

**NOTE - 25 : TAX EXPENSE*****Tax Expense Recognised in Profit & Loss*****Current Tax**

Current Year Tax (MAT)	28.65	23.16
Adjustments of MAT Credit Entitlement	28.65	-
Adjustments of MAT Credit Entitlement (P.Y)	(2.46)	(17.35)
<b>Total (A)</b>	<b>(2.46)</b>	<b>5.81</b>

**Deferred tax charge**

Deductible Temporary Differences	69.73	-
Taxable Temporary Differences	-	-
<b>Total (B)</b>	<b>69.73</b>	<b>5.81</b>
<b>Income Tax Expense (A+B)</b>	<b>(72.19)</b>	<b>5.81</b>

**25.1 Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate**

The Major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the company at 16.7 % (31st March 2024 16.7 %) and the reported tax expense in the statement of profit and loss, are as follows:

**a) Current Tax**

<b>Profit/ (Loss) before tax</b>	<b>171.59</b>	138.72
Domestic Tax Rate for the Company (MAT)	<b>16.69%</b>	16.69%
Tax at the Current Rate (A)	<b>28.65</b>	23.16

**b) Deferred Tax charge**

MAT Credit Availed for CY (B)	<b>(28.65)</b>	-
Adjustments of MAT Credit (P.Y) (C )	<b>(2.46)</b>	(17.35)
Deferred Expense due to timing differences	<b>417.77</b>	-
Domestic Tax Rate for the Company (MAT)	<b>16.69%</b>	-
Deferred Tax at the Current Rate (D)	<b>69.73</b>	-
<b>Income Tax Expense recognised in statement of profit and loss (A+B+C+D)</b>	<b>(72.19)</b>	5.81

**NOTE 26: EARNING PER SHARE(EPS)**

EPS has been computed in accordance with Ind AS-33 :

Profit /(Loss) after tax for the year	<b>243.78</b>	132.91
Weighted Average number of equity shares of Rs.10/- each fully paid up	<b>1,000</b>	1,000
Basic & Diluted Earnings per share (in Rupees)	<b>2.44</b>	1.33

**NOTE NO.: 27 Contingent Liabilities & Commitments****(i) Contingent liabilities not provided for in respect of: -**

Particulars	Current Year	Previous Year
Interest on Foreign Currency Loan	Rs.240.51	Rs.232.52

In terms of agreement dated 14th December 2005 entered with Occident Orient Company Limited, subject to approval of the Reserve Bank of India (RBI), interest of USD 2,81,974/- (Previous Year USD 2,81,974/-) for earlier years upto the FY 2008-09 is payable by the company on Foreign Currency Loan of USD 10,04,944. Pending approval of RBI, this liability is being shown as contingent liability.

**(ii) Other money for which company is contingently liable**

During the financial year 2014-15 the promoter group of SBEC Sugar Limited (Target Company) had acquired some equity shares of SBEC Sugar Limited resulting in an increase from 54.46% (2,59,51,083 Shares) as on June 30, 2014 to 63.86% (3,04,32,117 shares) as on September 30, 2014. In addition to the aforesaid acquisition, one of the lending promoters i.e. Moderate Leasing and Capital Services Limited had also acquired 1.31% of SBEC Sugar Limited during March 18, 2015 to March 23, 2015, which increased the shareholding of promoter group to 65.17% which was in violation of the SEBI (Substantial Acquisition of Shares and Takeovers) (SAST) Regulations, 2011. The Securities and Exchange Board of India had on September 17, 2018 issued directions to the Promoter group severally or jointly to make a public announcement to acquire the shares of Target Company in accordance with the provisions of the Takeover Regulations, 2011, within a period of 45 days from the date of the above mentioned order.

Against the said impugned SEBI order, M/S SBEC Systems (India) Limited had filed appeal no. 1 (No. 443/2018) before the Securities Appellate Tribunal, Mumbai.

The Hon'ble Securities Appellate Tribunal upon hearing the said Appeal vide its order dated January 29, 2020 had allowed the Appeal, whereby, the directions issued by SEBI for open offer vide order dated September 17, 2018 qua promoters namely SBEC System (India) Limited, Shri. Umesh Kumar Modi, Smt. Kumkum Modi, Shri. Jayesh Modi and Longwell Investment Private Limited had been set aside, however, the directions issued by SEBI for Open Offer vide order dated September 17, 2018 issued qua the promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. (the acquirer of the shares) had been modified in terms of Regulation 32(1)(b) and they had been directed to sell the shares acquired in violation of the SAST Regulation and to transfer the proceeds of the same to the Investor Protection Fund established under the SEBI (Investor Protection and Education Fund), 2009 within a period of 6 (Six) months from the date of the order i.e. from January 29, 2020.

In the meantime, the Securities Exchange Board of India filed a Civil Appeal bearing nos. 2995 – 2996 / 2020 before the Hon'ble Supreme Court of India on July 29, 2020 against the order dated January 29, 2020 passed by Hon'ble Securities Appellate Tribunal.

Furthermore, the promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. had also filed a Civil Appeal bearing no. 3002 / 2020 before the Hon'ble Supreme Court of India on August 11, 2020 against the order passed by Hon'ble Securities Appellate Tribunal.

Hon'ble Supreme Court of India Vide Order dated 4th March, 2025 allowed the Appeal filed by SEBI and ordered that "The respondents shall, jointly and severally make a public announcement to acquire shares of SBEC Sugar Limited in accordance with the provisions of SEBI SAST Regulations, 2011 within a period of three months from the date of this order".

In compliance with the order passed by Hon'ble Supreme Court of India SBEC Systems (India) Limited shall make the proposed



Public Announcement along with PACs to acquire 26% of the equity share capital of the SBEC Sugar Limited from the public shareholders in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**NOTE NO.: 28 Capital and other commitments (to the extent applicable):**

Estimates amount of contract remaining to be executed on capital account and not provided for (net of advances) Rs.143.59 lakhs P.Y. Rs. 151.23 lakhs.

**NOTE NO.: 29 Segment Reporting**

The Management has identified two reportable business segments for the current year namely, Technical Services/Consultancy and Solar Power Generation and Distribution Unit.

(In Rs.Lakhs)

Sr. No	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
<b>1.</b>	<b>SEGMENT REVENUE</b>		
	A- Technical Services/Consultancy Services	295.03	318.47
	B -Solar Power Generation unit		-
	Finance Income on Leased Asset and Profit on Finance Lease (Discounting)	81.53	-
	C Other Income	0.35	0.59
	<b>TOTAL(A+B+C)</b>	<b>376.91</b>	<b>319.06</b>
<b>2.</b>	<b>SEGMENT RESULT-PROFIT/(LOSS) BEFORE TAX</b>		
	Technical Services/Consultancy Services	112.82	138.72
	Solar Power Generation Unit	58.77	-
	Total	171.59	138.72
	Less Tax (Net)	(72.19)	5.81
	<b>SEGMENT RESULT-PROFIT/(LOSS) AFTER TAX</b>	<b>243.78</b>	<b>132.91</b>
<b>3.</b>	<b>SEGMENT ASSETS</b>		
	Technical Services/Consultancy Services	130.24	91.94
	Solar Power Generation Unit	794.71	105.27
	Investments	1,428.18	1,423.12
	Unallocated	203.42	56.60
	<b>Total</b>	<b>2,556.55</b>	<b>1,676.93</b>
<b>4</b>	<b>SEGMENT LIABILITIES</b>		
	Technical Services/Consultancy Services	1723.65	1626.33
	Solar Power Generation Unit	630.87	92.34
	<b>Total</b>	<b>2354.52</b>	<b>1718.67</b>

**Revenue from Key Customers**

The Company receives more than 10% of its revenues from two external customers as follows: -

S. No	Name of Customer	Segment	Revenue
1.	SBEC Sugar Ltd (Associate Co.)	Technical/Consultancy	295.03
2.	Modi Arc Electrodes Company	Solar power Unit	44.77
	<b>Total</b>		<b>339.80</b>

**NOTE NO.: 30 Related Parties Disclosures pursuant to compliance of Ind AS-24 on "Related Party Disclosures" were as under:**

a) **Enterprises Where Control Exists**

SBEC Sugar Limited – reporting enterprise has substantial control

b) **Enterprises that directly or indirectly controlled or are under common control with the reporting enterprises.**

SBEC System limited (United Kingdom)

[Dissolved Promoter]

c) **Key Managerial Personnel**

Mr S.S. Agarwal - Director & Chief Executive Officer  
Mr. Lakhmi Chand Sharma - Chief Financial Officer  
Mrs. Priyanka Negi - Company Secretary (up to 23.09.2024)  
Mrs. Himani Mittal - Company Secretary (w.e.f 17.10.2024)

d) **Individual owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise:**

Mr. Umesh Kumar Modi

**e) Relative of individual owning substantial interest and their Enterprises:**

Mrs. Kumkum Modi, Mr. Abhishek Modi, Ms. Meghna Modi, Ms. Himani Modi, Mr. Jayesh Modi, Mrs Shreepriya Modi, Modi Arts Pvt Ltd., Modi Goods and Retail Services Pvt Ltd., Jai Abhishek Investments Pvt Ltd., Modi Diagnostics Pvt Ltd., Modi –Mundipharma Beauty Products Pvt. Ltd., Modi Senator (India) Pvt Ltd., First Move Management Services Pvt Ltd., Beauty Products Lanka Pvt Ltd., Umesh Modi Corp Pvt Ltd., Modi-Mundipharma Healthcare Pvt. Ltd.(formerly known as Modi Omega Pharma (India) Pvt Ltd.), Modi Illva India Pvt Ltd., A to Z Holding Pvt Ltd., Longwell Investment Pvt Ltd., Bihar Sponge Iron Ltd., Modiline Travel Service Pvt Ltd., Modi Industries Ltd., Modi Hitech India Ltd., H.M.Tubes & Containers Pvt Ltd., Modi Motors Pvt Ltd., M.G. Mobile India Pvt Ltd., Bangladesh Beauty Products Pvt. Ltd, SBEC Bio Energy Ltd., Meghna AutoWorks Pvt. Ltd., Mundipharma (Bangladesh) Pvt. Ltd., Mundipharma Trading Bangladesh Pvt. Ltd., SBEC Stockholding & Investment Ltd., Abhikum Leasing & Investments Pvt. Ltd., ABC Holding Pvt. Ltd., Kumabhi Investments Pvt. Ltd., Meghkum Leasing & Investment Pvt. Ltd., Technicast Engineers Ltd., M First Trading Pvt. Ltd., Dayawati Modi Public School\*, Modi Arc Electrodes\*, GS Pharmbutor Pvt. Ltd\*, Kumkum Modi Public School\*, Modi Hospital\*, SBEC Sugar Limited\*, Modi Mundipharma Pvt Ltd.\*, Win Medicare Pvt Ltd\*, Jayesh Tradex Pvt. Ltd\*

\* Indicates that during the period, there is transaction with these relatives and enterprises.

**f) Transactions carried out with related parties referred in 1 above, in the ordinary course of business**

(In Rs. Lakhs)

S.No	Nature of Transactions		Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(e) above
1.	<b>Income</b> (from associate)					
	Professional and Technical services	CY PY	295.03 318.47	-	-	-
	User Charges/Finance Lease Rent	CY PY	- 0.02	-	-	44.93 -
2.	<b>Expense</b>					
	(a) Secretarial Exp/Printing & Stationery etc.	CY PY	- -	-	-	3.54 2.27
	(b) Remuneration to KMP	CY PY	-	-	-	-
	Mrs. Priyanka Negi, Company Secretary	CY PY	-	-	3.88 6.76	-
	Mrs. Himani Mittal, Company Secretary	CY PY	-	-	5.72 -	-
	Mr. Lakhmi Chand Sharma, Chief Financial Officer	CY PY	-	-	11.92 10.12	-
	Mr Luv Gupta, Chief Financial Officer	CY PY	-	-	- 0.62	-
	Sub-total (b)	CY PY	-	-	21.52 17.50	-
3.	<b>Year end Balance</b>					
	(a) Trade Receivables	CY PY	127.74 90.11	-	-	21.40 -
	(b) Equity Share Capital held in Associate (SBEC Sugar Ltd)	CY PY	1423.09 1423.09	-	-	-
	(d) Outstanding Expense Payable	CY PY	-	-	1.90 1.21	0.33 0.10

**NOTE NO.: 31 Employee Benefits**

The company has adopted Ind AS- 19 'Employee Benefits'. Contributions to Defined Benefit /Contribution Plan, recognized as expense for the year are as under.

**a) Defined Contribution Plan**

	2024-25	2023-24	2022-23	2021-22	2020-21
	Year	Year	Year	Year	Year
Employer's contribution to provident fund	0.22	0.46	0.85	0.78	0.59

**Defined Benefit Plan**

The employees' gratuity fund scheme is a Defined Benefit Plan (DBP). The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

## Reconciliation of opening and closing balances of DBP- Gratuity

(In Rs. Lakhs)

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
DBP at the beginning of the year	3.16	2.94	2.49	1.98	1.68
Interest Cost	-	-	-	-	-
Current Service Cost	0.69	0.22	0.45	0.51	0.30
Benefits Paid/written back	1.09	-	-	-	-
Actuarial (gain)/loss	-	-	-	-	-
<b>DBP at the beginning of the year</b>	<b>2.76</b>	<b>3.16</b>	<b>2.94</b>	<b>2.49</b>	<b>1.98</b>

## Reconciliation of opening and closing balances of Fair Value of Plan Assets- Gratuity Liabilities

(In Rs 000)

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Fair value of plan assets as at the beginning of the year	-	-	-	-	-
Expected return	-	-	-	-	-
Actuarial (gain / loss)	-	-	-	-	-
Contribution by employer	-	-	-	-	-
Benefits paid	-	-	-	-	-
Settlement cost	-	-	-	-	-
Fair value of plan assets as at the end of the year	-	-	-	-	-
Actual return on plan assets	-	-	-	-	-

## Reconciliation of amount recognized in Balance Sheet

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Fair Value of Plan Assets	-	-	-	-	-
Present value of obligation	2.76	3.16	2.94	2.49	1.98
Net asset/(liability) recognized in the Balance Sheet	2.76	3.16	2.94	2.49	1.98

## Expense Recognized during the period in Profit &amp; Loss A/c.

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Interest Cost	-	-	-	-	-
Current Service Cost	0.69	0.22	0.45	0.51	0.30
Expected Return on Plan Assets	-	-	-	-	-
Net Actuarial (Gain) / Loss recognized during the year	-	-	-	-	-
Expenses recognized in the statement of Profit & Loss	0.69	0.22	0.45	0.51	0.30

## Actual Return on Plan Assets

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Expected return on Plan Assets	Nil	Nil	Nil	Nil	Nil
Actuarial (Gain) / Loss recognised during the year	Nil	Nil	Nil	Nil	Nil
Actual return on plan assets	Nil	Nil	Nil	Nil	Nil

## Principal Actuarial Assumptions

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Discount Rate	7.25%	7.23%	7.38%	7.23%	8%
Future Salary Increased	5%	5%	5%	5%	5%
Expected rate of return on plan assets	-	-	-	-	-
Withdrawal Rates					
Up to 30 Years	3.00%	3.00%	3.00%	3.00%	3.00%
Up to 44 Years	2.00%	2.00%	2.00%	2.00%	2.00%
Above 44 Years	1.00%	1.00%	1.00%	1.00%	1.00%

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

**NOTE 32: Reduction in Share Capital (refer Note 12)**

The Board of Directors at their Board Meeting held on 26th June, 2023, the Scheme of Selective Capital Reduction was approved and submitted to the BSE Limited.

BSE on 24th July, 2024 has issued observation letter with 'no adverse observations. Also, the Scheme remains subject to various statutory and regulatory approvals inter alia including approvals from the National Company Law Tribunal and the respective shareholders (in ensuing Annual General Meeting) and creditors of the companies involved in the Scheme, as may be required.

The Shareholders at the 35th Annual General Meeting held on September 28, 2024 have accorded their approval via Special Resolution for Reduction of Share Capital of the Company.

The Company has filed the Capital reduction Scheme with Hon'ble National Company Law Tribunal- New Delhi Bench and the matter listed before the Hon'ble National Company Law Tribunal (NCLT) on May 19, 2025; the legal representative of Registrar of Companies (ROC) requested a period of three weeks to submit the requisite report. The Hon'ble Tribunal granted the request and the matter has been adjourned till August 4, 2025.

**NOTE 33: Financial Risk Management**

The Company's financial assets are investment in lease receivable, investment in associate company, bank balance, trade receivables, cash and cash equivalents & financial liabilities comprise borrowings, trade payables and other payables only. The Company is an engineering and consultancy company and has been generating income from rendering scientific, technical, engineering, professional, commercial and all other types of skilled services dealing in designs, plans and specifications of all type of contracts turnkey or otherwise, assignments, process and undertake fabrication, erection, commissioning of projects and providing high-tech equipment to sugar and power industries.

The Company's activities expose to financial risk i.e. Liquidity Risk and Credit risk etc. The Board of Directors reviews and agrees policies for managing each of applicable type of financial risks, which are summarised as below:

**Liquidity Risk:**

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance of sufficient cash to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long-term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The amounts are gross and undiscounted.

(In Rs. Lakhs)

Particulars	Carrying Amount	1-12 months	More than 12 months
<b>Non- derivative liabilities</b>			
<b>As on 31st March, 2025</b>			
- Borrowings	2156.50	890.80	1265.70
- Trade Payables	166.49	166.49	-
-Other Financial Liabilities	24.98	24.98	-
Total	2347.97	1082.27	1265.70
<b>As on 31st March, 2024</b>			
- Borrowings	1674.19	743.90	930.29
- Trade Payables	4.07	4.07	-
-Other Financial Liabilities	21.71	21.71	-
Total	1699.97	769.68	930.29

**Credit Risk:**

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company has given assets on lease against which company is receiving lease rent regularly hence the Company is exposed to low level of credit risk from its leasing activity. The deposits with bank and other financial assets are generally not exposed to credit risk.

**NOTE 34: Disclosure of Leases as per Ind AS 116**

**As a Lessor**

34.1 The Company has entered into certain arrangements with its customers where the company has installed Solar Power plants on the rooftop of their customers' premises. The company has determined, that fulfilment of these arrangements is dependent on the use of a specific asset and the arrangement conveys a right to use these specific assets to the customers. Accordingly, these arrangements qualify as arrangements in the form of lease as specified in Ind-AS 116. Based on the evaluation of terms and conditions of these arrangements, such as the contract term constituting a major part of the economic life of the specific assets, purchase option, the fair value of the asset and that it has transferred the significant risks and rewards in these assets to the customers, these leases arrangements have been classified as finance leases as per Ind AS-116.

34.2 Amount recognised in Statement of Profit & Loss:

(In Rs. Lakhs)

S.No	Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
A	Profit/Loss on finance lease (Discounting)	51.27	-
B	Finance Income on the Net Investment in the Lease	30.26	-
C	Income relating to Variable Lease payments not included in the measurement of net Investment in the lease	-	-

## 34.3 Maturity analysis of Finance Lease' payments receivable:

(In Rs. Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Less than 12 months	83.82	-
1-2 year	83.82	-
2-3 year	83.82	-
3-4 year	83.82	-
4-5 year	70.22	-
More than 5 Years	938.46	-
<b>Total Undiscounted Inflow</b>	<b>1343.96</b>	
Less: - Unearned Finance Income	715.54	-
Present value of net investment in finance Lease Receivable	628.42	-

## 34.4 Break-up of non-current and current investment receivable

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Net Investment in Finance Lease Receivable-Current	23.28	-
Net Investment in Finance Lease Receivable-Non-Current	605.14	-
Net Investment Receivable	628.42	-

**NOTE 35: Financial Instruments****Financial Instruments by category:**

The accounting classification of each category of financial instruments ,their carrying value and fair value are as follows:

**As on 31st March,2025**

(In Rs.Lakhs)

Particulars	Note	FVTPL	FVTPL	Amortised cost	Total carring cost
<b>Assets:</b>					
Investment in associates and others	4	-	-	1,428.18	1,428.18
Trade receivables	8	-	-	149.14	149.14
Cash and Cash Equivalents	9	-	-	10.00	10.00
Other Bank Balances	10	-	-	0.40	0.40
Other Financial Asset	5 &11	-	-	632.63	632.63
<b>Total</b>		-	-	<b>2,220.35</b>	<b>2,220.35</b>

(In Rs.Lakhs)

**Liabilities:**

Long Term Borrowings	14	-	-	1,265.70	1,265.70
Short Term Borrowings	14	-	-	890.80	890.80
Trade Payables	16	-	-	166.49	166.49
Other Financial Liabilities	17	-	-	24.98	24.98
<b>Total</b>		-	-	<b>2347.97</b>	<b>2347.97</b>

**As on 31st March,2024**

Particulars	Note	FVTPL	FVTPL	Cost or Amortised cost	Total carring cost
<b>Assets:</b>					
Investment in associates and others	4	-	-	1423.12	143.12
Trade receivables	8	-	-	90.11	90.11
Cash and Cash Equivalents	9	-	-	3.94	3.94
Other Bank Balances	10	-	-	0.40	0.40
Other Financial Assets	11	-	-	8.69	8.69
<b>Total</b>				<b>1526.26</b>	<b>1526.26</b>

**Liabilities:**

Long Term Borrowings	14	-	-	930.29	930.29
Short Term Borrowings	14	-	-	743.90	743.90
Trade Liabilities	16	-	-	4.07	4.07
Other Financial Liabilities	17	-	-	21.71	21.71
<b>Total</b>		-	-	<b>1699.97</b>	<b>1699.97</b>

Management has assessed that Cash and cash equivalents, Other balances with banks, Loans, Trade receivables, Other financial assets, Borrowings, Trade payables and Other financial liabilities carried at amortised cost approximate their carrying amounts largely due to the short-term maturities of these instruments.

Abbreviations : FVTPL - Fair Value Through Profit or Loss.

Abbreviations : FVTOCI - Fair Value Through Other Comprehensive Income

**NOTE 36: Accounting Software**

The company is maintaining books of accounts on Tally Accounting Software having features which records an "audit trail" of each and every transaction, creates an "edit log" of each change made in the books of account along with the date when such changes were made and ensures that the audit trail is not disabled and have been operated throughout the year. The audit trail has been preserved by the company throughout the year as per the statutory requirements.

**Note 37 Additional information pursuant to provisions of Part II (Division II) of Schedule III of the Companies Act, 2013 (to the extent applicable).****(a) Undisclosed Income**

The company has no such transaction which is not reported 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 provision of Income Tax, 1961).

**(b) Corporate Social Responsibility**

The company is not covered under any of the three conditions for the applicability of the provisions of corporate social responsibility as mentioned in the section 135 of the Companies Act 2013 and hence the disclosure requirements with respect to corporate social responsibility is not applicable to the company.

**(c) Crypto Currency or Virtual Currency**

The company has not traded or invested in Cryptocurrency or virtual currency during the current financial year.

**(d) Other disclosure****(In Rs.Lakhs)**

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Stock, Purchases and Sales of Goods Traded in	-	-
Expenditure in Foreign Currency (cash basis)	-	-
Interest payment	-	-
Earning in Foreign Exchange	-	-
CIF Value of imports	-	-

**NOTE 38: Additional Regulatory Information (to the extent applicable)**

- a) a) All the title deeds of immovable properties are held in the name of company as at the balance sheet date.
- b) No item of property plant and equipment have been revalued during the current / earlier financial year as such the disclosure with respect to revaluation if any done based on the valuation by registered valuer as defined under the rule 2 of the Companies (Registered Valuer and Valuation) Rules, 2017 is not applicable.
- c) The company does not have any Intangible asset as such revaluation of the same does not arise.
- d) No loans or advances in the nature of loans are granted to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.
- e) The company does not hold any benami property, where any such proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- f) The company has not borrowed funds from bank and financial institution on the basis of security of current assets during the current/previous year.
- g) The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- h) The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- i) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- j) The company has only one associate and it has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on Number of Layers) Rules, 2017.
- k) Utilization of borrowed Funds and Share premium
- The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall lend or invest in party identified by or on behalf of company (Ultimate beneficiaries).
- l) The company has not received any fund from any party(s) (funding party) in the current year with the understanding that the company shall whether directly or indirectly lend or invest in other person or entities identified by or on behalf of company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries

## m) Disclosure of Ratios

(In Rs.Lakhs)

S.No	Nature of Transactions		Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	Variance > 25 %
1.	Current Ratio = Current Assets/ Current Liabilities	CY PY	231.96 103.66	1086.06 785.23	0.21	0.13	62%
2.	Debt-Equity ratio = Total Debt/Total Equity	CY PY	2,156.50 1674.19	202.03 (41.75)	10.67	-40.11	127%
3.	Debt Service Coverage Ratio = Earnings available for debt service/ Debt Service	CY PY	362.46 234.52	2275.18 1775.80	0.16	0.13	21%
4.	Return on Equity Ratio = Net Profit after Tax/Average Equity	CY PY	243.78 132.91	80.14 (108.19)	3.04	-1.23	348%
5.	Trade Receivable Turnover ratio= Net Credit Sales/Average Accounts receivable	CY PY	325.29 318.47	119.63 85.54	2.72	3.72	-27%
6.	Trade payables turnover ratio= Other Expenses* /Average trade payables	CY PY	41.98 47.96	85.28 3.89	0.49	12.30	-91%
7.	Net Capital turnover ratio = Net Sales/Average Working Capital	CY PY	325.29 318.47	(767.84) (738.08)	-0.42	-0.43	`-2%
8.	Net Profit ratio = Net Profit/Net Sales	CY PY	243.78 132.91	325.29 318.47	0.75	0.42	85%
9.	Return on capital employed = Profit before interest (finance cost) and taxes /Capital Employed	CY PY	290.26 240.32	2358.53 1632.45	0.12	0.15	-17%
10.	Return on Investment = Profit After Tax/Capital Employed (Debt +Equity)	CY PY	243.78 132.91	2358.53 1632.45	0.10	0.08	30%

\*Other expenses exclude Foreign Fluctuation Reserve of CY Rs. 20.63 lakhs (PY Rs. 11.79 lakhs)

Reasons for Variation

S. No. 1: During the current financial year, company has commenced the business of solar power generation resulting in increase in overall revenue, current assets and current liabilities which has the impact of favourable increase in current ratio.

S. No. 2: As stated at S. No. 1, there has been increase in overall revenue resulting into improvement in net worth. As a result, the debt-equity ratio has improved.

S. No. 4: Return on equity ratio in current year has increased due to effect of substantial increase in net profit for the year as compared with previous year.

S. No. 5: Since revenue from solar power generating unit have commenced from third and fourth quarter which has the effect of increased trade receivable leading into decrease in ratio.

S. No. 6: Increase in trade payables was mainly on account of expenditure incurred for installation of solar power generation unit for which receipt of long-term funds was slightly delayed resulting into decrease in this ratio.

S. No. 8: Net profit ratio has increased in current year due to effect of commencement of business of solar power generation unit resulting in overall increase in net profit.

S. No. 11: Return on Investment has increased in current year due to effect of commencement of business of solar power generation unit resulting in overall increase in net profit.

**NOTE NO: 39** In the opinion of the Board of Directors current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and provisions for all known expected liability have been made.

**NOTE NO.: 40** The figures of the previous year have been reclassified according to current year classification whenever required.

As per our report of even date attached.

**For Thakur, Vaidyanath Aiyar & Co.**  
Chartered Accountants  
Firm Reg.No.000038N

**Sd/-**  
**M.P Thakur**  
Partner  
Membership No.052473

**Place: New Delhi**  
**Date : 29.05.2025**

**Sd/-**  
**S.S.Agarwal**  
Director & CEO  
DIN-00004840

**Sd/-**  
**J.C. Chawla**  
Director  
DIN-05316202

**Sd/-**  
**Vijay K.Modi**  
Director  
DIN-00004606

**Sd/-**  
**Himani Mittal**  
Company Secretary  
M.No 37715

**Sd/-**  
**Lakhmi Chand Sharma**  
Chief Financial Officer



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SBEC SYSTEMS (INDIA) LIMITED

### Report on the Audit of Consolidated Financial Statements

#### Opinion

We have audited the accompanying Ind AS Consolidated Financial Statements of M/s. SBEC SYSTEMS (INDIA) LIMITED (hereinafter referred to as "the Parent Company") and its associate, which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended and notes to the financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such associate company as audited by other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("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 Parent Company and its associate as at March 31, 2025, of its consolidated profit (including Other Comprehensive Income), Consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made 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 along with the consideration of audit reports of other auditors referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated Ind AS financial statements.

#### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

#### Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon

The Parent Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and those Charged with Governance for the Consolidated Financial Statements

The Parent 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/ loss, consolidated statement of changes in equity and consolidated cash flows of the Parent and its associate 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, management is responsible for assessing the Parent's and its associate's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Parent and of its associate are responsible for overseeing the financial reporting process of the Parent and of its associate.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Parent's and its associate's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities of the Parent and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by 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 of the Parent and its associate regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

#### Other Matters

The consolidated financial statements include the parent's share of total comprehensive profit of Rs. NIL for the year ended 31 March, 2025, as considered in the consolidated financial statements, in respect of an Associate, whose financial statements/financial information have not been audited by us. That financial statements/ financial information have been audited by other auditor whose report has 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 that Associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid Associate, is based solely on the reports of the other auditor.

The consolidated financial statements of the company for the year ended March 31, 2023 included in the consolidated financial statements, were audited by the predecessor auditor who expressed a modified opinion on those statements on May 29, 2023. Opening balances and carried forward balances pertaining to figures of earlier years have been considered by us on the basis of our predecessor's certification.

#### Report on Other Legal and Regulatory Requirements

1. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we report that the CARO report of the associate – SBEC Sugar Ltd (CIN: L15421UP1991PLC019160) included in the consolidated financial statements has issued the Report till the date of Parent Auditors report and the same is appearing in Annexure A.
2. As required by section 143(3) of the act based on our audit and on the consideration of reports of the Other auditors on separate financial statements of such subsidiaries and the associate company as were audited by other auditors, as noted in "Other Matters" paragraph, we report, to the extent applicable that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Change in Equity, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - (d) in our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of parent Company and taken on record by the Board of Directors and the reports of the statutory auditors of associate Company incorporated in India, none of the directors of the Group companies and its associate Company incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Companies Act read with – Schedule V of the Act, as amended in our opinion and to the best of our information and according to the explanations given to

us, the parent and its associate has not paid any remuneration to its directors during the year under audit as such compliance of provisions of section 197 of the Companies Act 2013 does not arise.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Parent company does not have any pending litigations which would impact its financial statements as at March 31, 2025. However, the pending litigation existing at the year-end in the associate company would not have any adverse impact on the financial position of the company other than those disclosed in Note 27(i) and (ii).
  - ii. The Parent and its associate did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as on March 31, 2025.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent and its associate.
  - iv.
    - (a) The respective Management of Parent and its associate has represented that, to the best of its knowledge and belief, other than as disclosed in the note 38(k) to the consolidated financial statements, 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 person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The respective Management of Parent and its associate has represented, that, to the best of its knowledge and belief, other than as disclosed in the note 38(l) to the consolidated financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") provide any guarantee security or the like on behalf of the Ultimate Beneficiaries;
    - (c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clause (a) and (b) above contain any material misstatement.
  - v. The Parent and its associate have not declared or paid any dividend during the year.
  - vi. Based on a test check examination the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 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 Thakur, Vaidyanath Aiyar & Co.  
Chartered Accounts  
FRN: 000038N

Sd/-  
M.P Thakur  
Partner

M. No.: 052473

UDIN: 25052473BMONBX6562

Place: New Delhi  
Date: 29.05.2025

## Annexure 'A' to Independent Auditors' Report

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

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date on the Financial Statements for the year ended March 31, 2025)

As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we report that the CARO report of the associate – SBEC Sugar Ltd (CIN: L15421UP1991PLC019160) included in the consolidated financial statements has issued the Report till the date of Parent Auditors report-

Sr. No.	Name	CIN	Holding Company/ Subsidiary/ Associate/ Joint Venture	Clause number of CARO report which is qualified or adverse
1	SBEC Sugar Ltd	L15421UP1991PLC019160	Associate	(i)(b)

For Thakur, Vaidyanath Aiyar & Co.  
Chartered Accounts  
FRN: 000038N

Sd/-  
M.P Thakur  
Partner

M. No.: 052473

UDIN: 25052473BMONBX6562

Place: New Delhi  
Date: 29.05.2025

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2025**

(in Rs. Lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2025	As at 31 <sup>st</sup> March, 2024
<b>A ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, Plant and Equipment	3	139.73	1.84
(b) Financial Assets			
(i) Investments	4	5.09	0.03
(ii) Other Financial Assets	5	605.14	-
(c) Other non-current assets	6	81.81	148.31
(d) Deferred Tax Asset	7	69.73	
		<b>901.50</b>	150.18
<b>2 Current assets</b>			
(a) Financial Assets			
(i) Trade Receivables	8	149.14	90.11
(ii) Cash and cash equivalents	9	10.00	3.94
(iii) Bank balances other than (ii) above	10	0.40	0.40
(b) (iv) Other Current Financial Assets	5	23.28	-
(c) Current Tax Assets (net)	11	4.21	8.69
<b>Other Current Assets</b>	6	44.93	0.52
<b>Total Current Assets</b>		<b>231.96</b>	103.66
		<b>1,133.46</b>	253.84
<b>B EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	12	1,000.00	1,000.00
(b) Other Equity	13	(2,221.06)	(2464.84)
		<b>(1,221.06)</b>	(1464.84)
<b>2 Non-current liabilities</b>			
(a) Financial Liabilities			
-Long Term Borrowings	14	1,265.70	930.29
(b) provisions	15	2.76	3.16
		<b>1,268.46</b>	933.45
<b>3 Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	14	890.80	743.90
(ii) Trade Payable	16		
- Dues to Micro and Small Enterprises		0.30	0.90
- Dues to Other than Micro and Small Enterprises		166.19	3.17
(iii) Other Financial Liabilities	17	24.98	21.70
(b) Other current liabilities		3.79	15.56
<b>Total Current liabilities</b>		<b>1,086.06</b>	785.23
<b>TOTAL</b>		<b>1,130.70</b>	253.68

See accompanying notes to the financial statements

1-41

As per our report of even date attached.

**For Thakur, Vaidyanath Aiyar & Co.**Chartered Accountants  
Firm Reg.No.000038N

Sd/-

**M.P Thakur**Partner  
Membership No.052473

Place: New Delhi

Date : 29.05.2025

Sd/-

**S.S.Agarwal**  
Director & CEO  
DIN-00004840

Sd/-

**J.C. Chawla**  
Director  
DIN-05316202

Sd/-

**Vijay K.Modi**  
Director  
DIN-00004606

Sd/-

**Himani Mittal**  
Company Secretary  
M.No 37715

Sd/-

**Lakhmi Chand Sharma**  
Chief Financial Officer

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(In Rs. Lakhs)

Sr No	Particulars	Note No.	Year Ended 31.03.2025	Year ended 31.03.2024
I	Revenue from Operations	19	325.29	318.47
II	Other income	20	51.62	0.59
III	<b>Total revenue (I+II)</b>		<b>376.91</b>	319.06
IV	<b>Expenses:</b>			
	Employee benefits expense	21	23.77	18.99
	Finance costs	22	118.68	101.61
	Depreciation and amortisation expense	23	0.26	-
	Other Expenses	24	62.61	59.74
	<b>Total expenses (IV)</b>		<b>205.32</b>	180.34
V	<b>Profit before exceptional items and tax (III-IV)</b>		<b>171.59</b>	138.72
VI	Exceptional Items (Income)/Expenses		-	-
VII	<b>Profit after exceptional items and before tax (V-VI)</b>		<b>171.59</b>	138.72
VIII	<b>Share of Profit / (Loss) of Associates</b>		-	-
IX	<b>Tax expense:</b>	25		
	- Current Tax		28.65	23.16
	- MAT Credit of earlier year adjusted	7	(2.46)	(17.35)
	- MAT Credit Available		(28.65)	-
	- Deferred Tax	7	(69.73)	-
	<b>Total</b>		<b>(72.19)</b>	5.81
X	<b>Profit for the year (VII-VIII)</b>		<b>243.78</b>	132.91
XI	<b>Other Comprehensive Income</b>		-	-
XII	<b>Total Comprehensive Income (IX+X)</b>		<b>243.78</b>	132.91
XIII	<b>Earning per equity shares:</b>	25		
	(i) Basic		2.44	1.33
	(ii) Diluted		2.44	1.33

See accompanying notes to the financial statements

1-41

As per our report of even date attached.

For Thakur, Vaidyanath Aiyar &amp; Co.

Chartered Accountants  
Firm Reg.No.000038N

Sd/-

M.P Thakur

Partner

Membership No.052473

Place: New Delhi

Date : 29.05.2025

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Company Secretary  
M.No 37715

Sd/-

Lakhmi Chand Sharma  
Chief Financial Officer

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(In Rs.Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2025	Year Ended 31 <sup>st</sup> March, 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit/(Loss) before tax	171.59	138.72
<b>Net Profit/(Loss) before tax</b>		
Adjustments for :	118.68	101.61
Interest Expense	0.26	-
Depreciation and amortisation expense	(0.35)	(0.57)
Interest Income	(51.27)	
Profit on Leased Assets (On account of discounting)	20.63	11.79
Foreign Exchange fluctuation	87.95	112.83
<b>Operating profit/(Loss) before working capital changes</b>	<b>259.54</b>	<b>251.55</b>
Change in working Capital :		
(Increase) /Decrease in Trade Receivables & Other Current Assets	(103.44)	(9.66)
Increase /(Decrease) in Trade Payable,Provisions & other Current Liabilities	139.26	0.48
	35.82	(9.18)
<b>Cash (used in) / Generated from operations</b>	<b>295.36</b>	<b>242.37</b>
Income Tax/ TDS Paid/ (net of Refund)	24.16	17.68
<b>Net Cash (used) in / generation from operating activities</b>	<b>271.20</b>	<b>224.69</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Interest received	0.35	0.57
Purchase of fixed assets /Capital Advances	(632.36)	(106.83)
Purchase of Share of SVC Bank Ltd (Investment)	(5.07)	(0.03)
Net Proceeds from Net Investment in Lease receivables	14.67	-
<b>Net Cash (used)/ inflow from investing activities</b>	<b>(622.41)</b>	<b>(106.28)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings-Term Loan	486.54	92.34
Repayment of borrowings -Term Loan	(24.86)	(130.58)
Interest paid	(104.42)	(89.60)
<b>Net Cash Flows from/used in financing Activities</b>	<b>357.27</b>	<b>(127.84)</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>6.06</b>	<b>(9.44)</b>
Cash and Cash equivalents at beginning of period	3.94	13.39
<b>Cash and Cash equivalents at end of the period</b>	<b>10.00</b>	<b>3.94</b>

See accompanying notes

1-41

- a) \*Figures in bracket indicate cash outflow.
- b) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7)-Statement of Cash Flow, as specified under section 133 of the Company Act, 2013 read with Companies (Indian Accounting Standard) Rules, 2015 (as amended).

*As per our report of even date attached.*

**For Thakur, Vaidyanath Aiyar & Co.**  
Chartered Accountants  
Firm Reg.No.000038N

**Sd/-**  
**M.P Thakur**  
Partner  
Membership No.052473

**Place: New Delhi**  
**Date : 29.05.2025**

**Sd/-**  
**S.S.Agarwal**  
Director & CEO  
DIN-00004840

**Sd/-**  
**J.C. Chawla**  
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Director  
DIN-00004606

**Sd/-**  
**Himani Mittal**  
Company Secretary  
M.No 37715

**Sd/-**  
**Lakhmi Chand Sharma**  
Chief Financial Officer

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025****Consolidated Statement of Changes in Equity for the year ended 31st March, 2025****A EQUITY SHARE CAPITAL (In Rs.Lakhs)**

Previous Reporting Period				
Opening Balance as at April 1, 2023	Changes in equity Share Capital due to prior period errors	Restated balance as at April 1, 2023	Changes in equity Share Capital during the year	Balance as at March 31, 2024
1,000.00	-	1,000.00	-	1,000.00
Current Reporting Period				
Opening Balance as at April 1, 2024	Changes in equity Share Capital due to prior period errors	Restated balance as at April 1, 2024	Changes in equity Share Capital during the year	Balance as at March 31, 2025
1,000.00	-	1,000.00	-	1,000.00

**OTHER EQUITY (In Rs.Lakhs)**

Previous Reporting Period				
	Share Premium Reserve	Retained Earning	Other Comprehensive Income	Total
Balance as at 1.04.2023	192.62	(2,790.38)	-	(2,596.76)
Profit/(Loss) for the Year	-	132.91	-	132.91
Balance as at 31.03.2024	192.62	(2,657.47)	-	(2,464.85)
Current Reporting Period				
Balance as at 1.04.2024	192.62	(2,657.46)	-	(2,464.84)
Profit/(Loss) for the Year	-	243.78	-	243.78
Balance as at 31.03.2025	192.62	(2,413.68)	-	(2,221.06)

See the accompanying notes to the financial statements

1-41

*As per our report of even date attached.*

For Thakur, Vaidyanath Aiyar &amp; Co.

Chartered Accountants  
Firm Reg.No.000038N

Sd/-

M.P Thakur

Partner

Membership No.052473

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Director  
DIN-00004606

Sd/-

Himani Mittal  
Company Secretary  
M.No 37715

Sd/-

Lakhmi Chand Sharma  
Chief Financial Officer

Place: New Delhi

Date : 29.05.2025



**ACCOUNTING POLICIES OF THE CONSOLIDATION FINANCIAL INFORMATION****NOTE NO: 1 Corporate Information**

SBEC Systems (India) Limited ("the Company") is a public limited company incorporated in India under the provisions of the Companies Act, 1956 on December 15, 1987 and is listed on Bombay Stock Exchange Ltd. (BSE). The Registered Office of the Company is located at 1400, Hemkunt Tower, 98, Nehru Place, New Delhi-110019.

The company is an engineering and consultancy company primarily engaged in rendering of scientific, technical, engineering, professional, commercial and all other types of skilled services dealing in designs, plans and specifications of all type of contracts turnkey or otherwise, assignments, process and undertake fabrication, erection, commissioning of projects and providing high-tech equipment to sugar and power industries and to carry on or manage and supervise the control of business of transmitting, supply, generating, distributing and dealing in electricity of all forms of energy and power generated by any source from steam, hydro or tidal or water, wind, solar & hydrocarbon etc.

The Company does not have any subsidiary; however, it has an associate company i.e. SBEC Sugar Limited. Information on related party relationships of the company is provided in Note No 30.

The Consolidated Financial statement comprises the financial statements of the parent and its associate company.

The Consolidated financial statements of the company for the year ended 31st March, 2025 were approved by the Board of Directors on 29th May 2025.

**Note No: 2 Material Accounting Policies**

The material accounting policies applied by the company in the preparation of its Consolidated financial statements are listed below. Such accounting policies have been applied consistently to all periods presented in these financial statements, unless otherwise indicated.

**a) Compliance with Ind AS**

These Consolidated financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS", under the Companies (Indian accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (the Act) as amended from time to time and other relevant provisions of The Companies Act, 2013.

**b) Functional Currency**

The Consolidated financial statements are presented in Indian Rupees (INR) which is also the company's functional currency and all values are rounded to the nearest Lakh (Rs. '00,000) and accordingly amount up to Rs. 500 has been taken as zero (0) due to rounding off.

**c) Basis of preparation and presentation of Consolidated financial statements**

The consolidated financial statements have been prepared and presented on accrual basis under the historical cost convention on going concern basis except for certain financial assets and liabilities which are measured at fair value or amortized cost at the end of each financial year.

The Consolidated financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The statement of Cash flows is prepared under Indirect Method.

All assets and liabilities have been classified as current and non-current as per the company's normal operating cycle and other criteria as set out in Schedule III to the Companies Act, 2013.

**d) Use of Accounting judgments, estimates and assumptions:**

In preparation of Consolidated financial statements in conformity with recognition and measurement principle of IND AS requires management to make judgment, estimates and assumptions. These judgments, estimates and assumptions affect the reported accounts of assets and liabilities, disclosures including disclosure of contingent assets and contingent liabilities as on the date of financial statements and the reported amount of revenues and expenses during the period. Actual result may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods which are affected.

Information about significant areas of estimates uncertainty and critical judgment in applying accounting policies that have the most significant effects to the carrying amounts of assets and liabilities within the next financial year are:

**(i) Revenue Recognition:**

- (a) Revenue (other than those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs.

The Company recognizes revenue from contracts with customers based on a Five-Step Model as set out in Ind AS 115 i.e.:

Step 1: Identification of contract(s) with customers that creates enforceable rights and sets out the criteria that must be met.

Step 2: Identification of the separate performance obligations in the contract with customer to transfer goods or services to the customer.

Step 3: Determination of transaction price for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocation of transaction price to the separate performance obligations in a contract that has more than one performance obligations that depicts the amount of consideration to which the company expects to be entitled to in exchange for satisfying each performance obligation.

Step 5: Recognition of revenue when (or as) each performance obligation is satisfied.

Revenue from contract is recognized (net of goods & services tax) at a point in time when performance obligation in contract is fulfilled in accordance with the terms and conditions with the respective customers.

Revenue is recognized on accrual basis to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured. Where significant uncertainty exists with regard to realization of revenue at the time of accrual, the underlying revenue is not recognized to that extent. Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms of payment net of goods and service tax, wherever applicable.

- (b) Interest income is recognized on a time proportionate basis taking into account the amount outstanding and the effective interest rate and the amount can be measured. Interest on Income Tax refund is accounted for on receipt basis.
- (c) Dividend income is recognized in the statement of profit or loss on the date that the company's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. This is generally when the shareholders approve the dividend.

**(ii) Property, plant & equipment**

Property, plant & equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses. The cost comprises purchase price including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use.

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

The residual values, useful lives and methods of depreciation of Property, plant and equipment are reviewed at each financial year end and adjusted if appropriate.

In respect of new projects, all expenses including interest on specific borrowings incurred up to the date of commencement of commercial production are capitalized. In respect of substantial expansion of business, at the existing locations, only direct costs are capitalized together with the interest on the funds relating to them up to the date of commercial production.

**(iii) Intangible Asset**

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

**(iv) Investment Property****i) Recognition and measurement:**

Investment property comprises of land which is measured initially at cost, including transaction costs and other direct costs attributable to bringing asset to its working condition for intended use. Subsequent to initial recognition, investment property is stated at cost less depreciation and any accumulated impairment loss, if any. Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes.

**ii) Subsequent Expenditure:**

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company and the cost of the item can be measured reliably.

**iii) Reclassification from/to investment property:**

Transfers to (or from) investment property are made only when there is a change in use. Transfers between investment property, owner-occupied property and inventories do not change the carrying amount of the property transferred.

**(v) Depreciation and Amortisation**

(a) Depreciation on Property, Plant & Equipment (PPE) is provided on Straight Line Method (SLM) over the useful lives as specified under Schedule II of the Companies Act, 2013. The estimated useful lives and residual values of PPE are reviewed at the end of each financial year.

Depreciation on the Property, Plant & Equipment (PPE) added/ disposed off/ discarded during the year is provided from/ upto the date when added/ disposed off/ discarded.

(b) Intangible assets are amortized on straight line basis over the estimated economic life of the assets.

(c) Depreciation on eligible Investment Property is provided as per the Companies Act, 2013.

**(vi) Impairment of non-financial asset**

The company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of the assets or cash generating unit's (CGU) fair value less cost of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount as impairment loss and is recognized in the statement of profit and loss.

**(vii) Inventories**

Stores, Spare Parts and Components are valued at cost. For this purpose, cost is ascertained on FIFO basis.

Goods/spares purchased for resale to customers are valued at lower of cost or net realizable value. Provision for obsolescence is made on the stocks, wherever required.

**(viii) Leases**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset."

**As a Lessor**

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis or another systematic basis as per the terms of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

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

As a Lessee

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability where applicable for all lease arrangements, except for short-term leases and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options considered for arriving at ROU and lease liability when it is reasonably certain that they will be exercised.\

The lease liability is initially measured at amortized cost at the present value of the future lease payments where applicable. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment, whether it will exercise an extension or a termination option. ROU asset are separately presented/disclosed under PPE.

Lease liability obligations is presented separately under "Financial Liabilities" and lease payments are classified as financing cash flows.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

**(ix) Foreign Currency Transactions**

- (a) The company has determined Indian Rupee (INR) as transaction currency. Accordingly, transactions in foreign currency are recorded at exchange rates prevailing on the date of transaction.

All monetary items or foreign currency assets & liabilities remaining unsettled at the balance sheet date are restated at exchange rate prevailing on that date and the gain / loss arising on account of realization/settlement of foreign currency transactions and on translation of foreign currency assets and liabilities are recognized in the Statement of Profit & loss as exchange fluctuation.

**(x) Employee Benefits**

Employee benefits have been recognized in following ways:

Short term Employee Benefits

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

Post-Employment Benefits

- (a) Defined Contribution Plan- Provident Fund and Family Pension

The Company contributes to a recognized Provident Fund and Family Pension fund which is a defined contribution scheme. The contribution is accounted for on an accrual basis and recognized in the Statement of profit and loss. The eligible employees of the company are entitled to receive post-employment benefits in respect of provident fund and family pension fund. The contributions made to state managed retirement benefit schemes dealt with as payments to defined contribution schemes where the company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Defined Benefit Plan-Gratuity

The company's Gratuity benefit scheme is defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognized past service costs are deducted.

The calculation of the Company's obligation is performed annually by a using discount rate of 7.23% under the projected unit credit method by the company instead of through qualified actuary since such liability is vested in a single employee. The gratuity liability is unfunded.

The Company recognizes actuarial gains or losses arising on defined benefit plan immediately in OCI as prescribed by Ind AS-19.

**(xi) Borrowing Cost**

- (a) Borrowing cost consists of interest and other costs incurred in connection with the borrowing of funds and also include exchange differences to the extent regarded as adjustment to the same.

Borrowing cost directly attributable to the acquisition and/or construction of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial time to get ready for its intended use. All other borrowing cost are charged to the Statement of Profit and Loss as incurred.

**(xii) Fair Value Measurement**

The Company measures financial instruments and specific investments other than subsidiary, joint venture and associates, at fair value at each balance sheet date.

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

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

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

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

For assets and liabilities that are recognized in the balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing 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 this purpose, fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Where there is not feasible, a degree of judgement required in establishing the fair value, judgment includes consideration of inputs such as liquidity risk, credit risk and volatility.

**(xiii) Financial Instruments**Classification

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

The financial asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Initial recognition and measurement

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition or issue of the financial assets and financial liabilities.

Subsequent measurementNon-derivative financial Instruments**(i) Financial assets carried at amortized cost:**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade receivables, loans and other financial assets.

**(ii) Financial assets at fair value through other comprehensive income (FVTOCI):**

Financial assets are subsequently measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets and the asset's contractual cash flow represents SPPI.

Financial instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, dividend income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss.

**(iii) Financial assets at fair value through profit or loss (FVTPL):**

FVTPL is a residual category for financial assets. Any financial assets, which does not meet the criteria for categorization at amortised cost or as FVTOCI, is classified as at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Equity Instruments

All equity investments (except investments in subsidiaries, joint ventures and associates) in scope of Ind AS 109 are measured at fair value.

Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, other than investment in Subsidiary, Associates and Joint Ventures, the company makes an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment, however such amount is transferred to Retained earnings.

Investments in subsidiaries, joint ventures and associates

Investment in subsidiaries, joint ventures and associates are carried at cost less accumulated impairment losses where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

On disposal of investments in subsidiary, associates and joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the standalone Statement of profit and loss.

Derecognition

The Company derecognizes a financial asset when the rights to receive cash flows from the asset have expired or it transfers the right to receive the contractual cash flow on the financial assets in a transaction in which substantially all the risk and rewards of ownership of the financial asset are transferred.

Financial Liabilities:

The Company's financial liabilities include borrowings, trade and other payables.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, at fair value through profit or loss, loans and borrowings, payables, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as

a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amount of income recognised in accordance with the principles of Ind AS 115.

#### *Derecognition*

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

#### *Offsetting of financial instruments*

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

#### (xiv) **Accounting for Provisions, Contingent Liabilities and Contingent Assets**

Provision and liabilities are recognized in the period when it became probable that there will be a future outflow of funds resulting from past event or operation that can be reasonably estimated. The timing of recognition requires application of judgments to existing fact and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flow at pre-tax rate that reflects current market assessment of the time value money and the risk specific to the liability.

In the normal course of business, contingent liabilities are arising from litigation and other claims against the company. Potential liabilities that are possible to be quantified reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

The company does not recognize the contingent asset since whose existence will only be confirmed by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the entity.

#### (xv) **Taxation**

Income tax expense comprises of both current and deferred taxes are recognized in the Statement of Profit and Loss.

##### Current tax

Current Income tax expense is recognized in the Statement of Profit and Loss except to the extent that it relates to the items recognized directly in equity, in which case it is recognized in equity or other comprehensive income (OCI). Current tax for current and prior periods is recognized at the amount expected to be paid or recovered from the tax authorities, in accordance with the Income Tax Act, 1961. The tax rates and the tax laws used to compute the amount are those that are enacted or substantially enacted, at the reporting date.

##### Deferred Tax

Deferred Tax assets and liabilities are recognized on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements.

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow for all or part of the deferred tax asset to be utilized.

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 outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in 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.

#### (xvi) **Cash and Cash Equivalents (for purposes of Cash Flow Statement)**

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise Cash at bank, Cash on hand and demand deposits with bank with an original maturity of three months or less from the date of acquisition.

#### (xvii) **Earnings Per Share**

Basic Earnings Per Share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

The Company has not issued any potential equity shares, and accordingly, the Basic Earnings Per Share and Diluted Earnings Per Share are the same.

#### (xix) **Statement of Cash Flow**

Cash flows are reported using the indirect method, whereby profit/ loss before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

#### (xx) **Segment Information**

The company prepares its segment information in conformity with the accounting policies adopted for preparing the standalone financial statements of the company as a whole. Unallocable cost are allocated to the segment concerned.

Unallocable items include general corporate income and expense items which are not allocated to any segment.

#### (xxi) **Recent Indian Accounting Standards (Ind AS) developments**

Ministry of Corporate Affairs ("MCA") notifies amendments to the existing standards or new standards. The notification with respect to Ind AS 116 & 117 which would have been applicable from April 1, 2025 would be applied to the extent applicable to the company, as below:

##### Ind AS 116: Leases

Treatment of sale & leaseback transactions under Ind AS 116 has been amended and shall be taken care of by the Company to the extent applicable.

##### Ind AS 117: Insurance Contracts

The standard has been newly notified.

## Notes to Consolidated Financial Statement for the year ended 31st March ,2025

**NOTE 3: PROPERTY, PLANT AND EQUIPMENT**

(In Rs.Lakhs)

Particulars	Land (Free hold)	Plant & Machinery	Furniture & Fixtures	Office Equipment	Computer	Total
<b>Cost</b>						
Balance as at 1st April,2023	-	-	6.33	0.64	-	6.97
Additions*	1.56	-	-	-	-	1.56
Deductions/Adjustment	-	-	-	-	-	-
Balance as at 31st March,2024	1.56	-	6.33	0.64	-	8.53
Additions	-	137.28	-	-	0.87	138.15
Deductions/Adjustment	-	-	-	-	-	-
Balance as at 31th March,2025	1.56	137.28	6.33	0.64	0.87	146.68
<b>Accumulated Depreciation</b>						
Balance as at 1st April,2023	-	-	6.08	0.61	-	6.69
Additions	-	-	-	-	-	-
Deductions/Adjustment	-	-	-	-	-	-
Balance as at 31st March,2024	-	-	6.08	0.61	-	6.69
Additions	-	0.04	-	-	0.22	0.26
Deductions/Adjustment	-	-	-	-	-	-
Balance as at 31th March,2025	-	0.04	6.08	0.61	0.22	6.95
<b>Net Carrying amount</b>						
As at 31.03.2025	1.56	137.24	0.25	0.03	0.65	139.73
As at 31.03.2024	1.56	-	0.25	0.03	-	1.84
As at 31.03.2023	-	-	0.25	0.03	-	0.28

\*The Free hold land has been purchased in FY 1993-94 and the same is registered in the name of the company in the office of the Sub Registrar, Baraut, Baghpat. The aforesaid land has been leased out to SBEC Sugar Ltd, an associate company vide lease agreement dated 26-10-1999.

# Solar Power Plant Generation Unit installed / commissioned on customer's premises during March 2025 was pending for execution of lease contract on 31.03.2025

**NOTE 4: INVESTMENT**

Particulars	As at 31.03.2025		As at 31.03.2024	
	Units	Amount	Units	Amount
<b>Investment in Equity Instruments</b>				
<b>(A) Investment in Associate</b>				
(Quoted, carried at Cost less Impairment loss, if any)				
Equity Shares of SBEC Sugar Ltd (Face Value Rs. 10 each fully paid) up	1,42,30,884	1,423.09	1,42,30,884	1,423.09
Add/(less):Accumulated company's share of profit/(loss) in associate	(1,42,30,884)	(1,423.09)	(1,42,30,884)	(1,423.09)
Add/(less):Company's share of profit/(loss) during the year in associate (refer note 39)	-	-	-	-
Add/(less):Company's share of other comprehensive income/(loss) during the year in associate (refer note 39)	-	-	-	-
Aggregate carrying value of quoted investment		-		-
<b>(B) Other Investment in non related entities</b>				
(Unquoted, carried at cost)				
Equity Shares of The Shamrao Vithal Co-op Bank Limited of Rs.10/- each fully paid up	50,750	5.09	100	0.03
Aggregate amount of unquoted Investment		5.09		0.03
<b>Total</b>		5.09		0.03
Aggregate value of quoted investment		1,423.09		1,423.09
Aggregate market value of quoted Investments (BSE closing price on 31.03.2025 Rs.36.99 each and Rs. 38 per share on 31.03.2024)		5,264.00		5,407.74
Aggregate carrying value of quoted investment		-		-
Aggregate amount of impairment in value of investments		-		-
Aggregate amount of unquoted investments		5.09		0.03



(In Rs.Lakhs)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
<b>NOTE 5: OTHERS FINANCIAL ASSETS</b>				
Net Investment in Finance Lease Receivable (refer accounting policy- Note 2(viii) and Note 35)	605.14	23.28	-	-
<b>Total</b>	<b>605.14</b>	<b>23.28</b>	<b>-</b>	<b>-</b>

**NOTE 6 : OTHER NON-CURRENT ASSETS**

<b>Capital Advances</b>	7.66	-	105.27	-
MAT Credit Entitlement	74.15	-	43.04	-
Other advances (Includes prepaid expenses etc.)	-	0.63	-	0.52
GST Recoverable	-	44.30	-	-
<b>Total</b>	<b>81.81</b>	<b>44.93</b>	<b>148.31</b>	<b>0.52</b>

**NOTE 7 : DEFERRED TAX ASSETS/LIABILITIES**

<b>Unabsorbed Depreciation</b>	24.27	-
Due to Section 43B of the Income Tax Act	0.46	-
Accumulated Depreciation	45.00	-
Net Deferred Tax Assets/(Liability)	69.73	-
<b>Movement</b>		
Opening Balance:	-	-
Movement during the year	69.73	-
Closing Balance	69.73	-

**NOTE 8 : TRADE RECEIVABLES**

<b>Trade Receivables considered Good - Secured :</b>	149.14	90.11
Trade Receivables considered Good - Unsecured :	-	-
Less : Allowance for bad and doubtful debts	-	-
<b>Total*</b>	<b>149.14</b>	<b>90.11</b>
*Includes receivable from		
- related parties	21.40	-
- an associate company	127.74	90.11
<b>Total</b>	<b>149.14</b>	<b>90.11</b>

**Trade Receivable Ageing Schedule****As at March 31, 2025**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months-1year	1-2 years	2-3 years	More than 3 year	
(i) Undisputed Trade receivables-Considered Good - Unsecured	149.14	-	-	-	-	149.14
(ii) Undisputed Trade receivables-Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-Considered Good	-	-	-	-	-	-
(iv) Disputed Trade receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>149.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>149.14</b>

**As at March 31, 2024**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months-1year	1-2 years	2-3 years	More than 3 year	
(i) Undisputed Trade receivables-Considered Good - Unsecured	90.11	-	-	-	-	90.11
(ii) Undisputed Trade receivables-Considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-Considered Good	-	-	-	-	-	-
(iv) Disputed Trade receivables-Considered doubtful	-	-	-	-	-	-
<b>Total</b>	<b>90.11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>90.11</b>



(In Rs.Lakhs)

	As at 31.03.2025	As at 31.03.2024
<b>NOTE 9: CASH &amp; BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Balance with Scheduled Banks in -		
-- Current Accounts	9.99	3.93
Cash in hand	0.01	0.01
<b>TOTAL</b>	<b>10.00</b>	<b>3.94</b>
<b>NOTE 10 : OTHER BANK BALANCES</b>		
Other bank balances		
Fixed deposit with banks	0.40	0.40
(Fixed Deposit has been pledged with Sales Tax Authority )		
<b>Total</b>	<b>0.40</b>	<b>0.40</b>
<b>NOTE 11 : CURRENT TAX ASSETS</b>		
Income tax / TDS (net of provision)	4.21	8.69
<b>TOTAL</b>	<b>4.21</b>	<b>8.69</b>
<b>NOTE 12: SHARE CAPITAL</b>		
<b>AUTHORISED CAPITAL</b>		
15,000,000 Equity Shares of Rs.10/- each.	1,500.00	1,500.00
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>		
10,000,000 Equity Shares of Rs.10/- each fully paid-up (Previous year -10,000,000 )	1,000.00	1,000.00
<b>TOTAL</b>	<b>1,000.00</b>	<b>1,000.00</b>

- a. Reconciliation of number of shares (nos.)
- |  |             |             |
|--|-------------|-------------|
| Outstanding at the beginning of the year | 1,00,00,000 | 1,00,00,000 |
| Outstanding at the end of the year       | 1,00,00,000 | 1,00,00,000 |
- b. (1) The company has only one class of issued shares i.e. Equity shares having par value of Rs. 10 per share . Each holder of equity shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the board of directors is subject to the approval of shareholders in the ensuing general meeting, except in case of interim dividend . In the event of liquidation the entity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion to their shareholding.
- (2) No member shall exercise any voting rights in respect of any share on which any calls payable , or in respect of which the company has exercise its right of lien.
- c. Detail of shareholders holding more than 5 percent of equity shares:

Name of shareholders	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	No.Shares	% of holding	No.Shares	% of holding
Mr. Umesh Kumar Modi	2079560	20.79%	2079560	20.79%
SBEC Systems Limited (UK)	2040000	20.40%	2040000	20.40%
Longwell Investments Pvt. Ltd.	550000	5.50%	550000	5.50%

- d. Promoter Holding

Name of shareholders	As at 31 <sup>st</sup> March, 2025		As at 31 <sup>st</sup> March, 2024	
	No.Shares	% of holding	No.Shares	% of holding
Mr. Umesh Kumar Modi	2079560	21.00%	2079560	21.00%
Ms. Meghna Modi	200	0.00%	200	0.00%
SBEC Systems Limited (UK) *	2040000	20.00%	2040000	20.00%
Longwell Investments Pvt. Ltd.	550000	5.50%	550000	5.50%
Abhikum Leasing and Investments Pvt. Ltd.	220000	2.20%	220000	2.20%
Kumabhi Investment Pvt. Ltd.	210000	2.10%	210000	2.10%
Total	5099760	50.99%	5099760	50.99%

\* Since dissolved for which the company has filed Draft Scheme for selective reduction of the share capital of the Company before the Hon'ble National Company Law Tribunal, Delhi, refer note 32.

- e. None of shares have been reserved for issue under options and contracts/commitments for sale of shares/disinvestment as at the balance sheet date.

- f. None of the securities are convertible into shares at the end of the reporting period.
- g. No calls are unpaid by any director or officer of the company during the year.
- h. The Board of Directors of the Company on June 26, 2023 had approved a draft Scheme of Selective Capital Reduction (Scheme) under section 66 and 52 and other applicable provisions of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for Reduction of Share Capital) Rules, 2016 (NCLT Rules) for selective reduction of the share capital of the Company by cancelling 20,40,000 equity Shares held by dissolved promoter SBEC Systems Limited (UK) .

The Scheme has been cleared by the BSE Limited vide their letter dated July 24, 2024 and has been approved by Shareholders on September 28, 2024. Subsequently the Scheme was filed with the Hon'ble NCLT, Delhi on 4th February, 2025 and the approval is awaited.

**NOTE 13: OTHER EQUITY**

(In Rs.Lakhs)

	As at 31.03.2025	As at 31.03.2024
<b>Share Premium Reserve</b>		
Opening balance	192.62	192.62
Add: Addition during the year	-	-
Closing Balance	192.62	192.62
<b>Retained Earnings</b>		
Opening balance of surplus / (deficit)	(2,657.46)	(2,790.38)
Add : Net Profit(loss) for the year	243.78	132.91
Balance at the end of the year	(2,413.68)	(2,657.46)
<b>TOTAL</b>	<b>(2,221.06)</b>	<b>(2,464.84)</b>

**a) Securities Premium**

Securities Premium represent premium on issue of shares. The Reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

There is no movement in Securities Premium during the Current Year and the Previous Year.

**b) Retained Earnings**

Retained earnings are the profits that the Company has earned till date less dividends and other distributions to the shareholders.

**NOTE 14 :BORROWINGS**

Name of shareholders	As at 31.03.2025		As at 31.03.2024	
	Non Current	Current	Non Current	Current
A.Secured-Loan from *				
Shamrao Vithal Co-operative Bank Limited (Refer Note 14.1)	407.12	62.82	92.34	
B. Unsecured Loans from Body Corporate				
- Foreign Currency Loan From Overseas (Refer Note No.26 & 14.2)	858.58	-	837.95	-
- Rupee Loan				
- Loans repayable on demand (refer note 14.3)	-	827.98	-	743.90
<b>Total</b>	<b>1,265.70</b>	<b>890.80</b>	<b>930.29</b>	<b>743.90</b>

**Term Loan 1:**

Term loan sanctioned for ₹270 lakhs and disbursed ₹229.4 lakhs (including Rs 92.34 lakhs till 31-03-2024) till 31-03-2025 .The total outstanding balance was ₹204.56 lakhs on 31-03-2025 (₹92.34 lakhs as on 31st March 2024). The loan carries interest linked to PLR (PLR: 10.75%, Present: 10%).

- 14.1 The loan is secured by (i) a charge by way of hypothecation on the Solar Plant Generation unit (Leased Asset) set up on the rooftop of Modi Industries Ltd – Electrode Division, Modinagar, Uttar Pradesh. (ii) personal guarantees from Shri Umesh Kumar Modi, Promoter

Repayment schedule is fixed for 84 months after a moratorium of four months from the date of disbursement in 84 variable monthly instalments of principal along with interest, commencing from 31st July 2024 and ending on 30th June 2031.

There has been no default in repayment of Principal borrowings or payment of interest on the above loans till 31st March 2025.

**Term Loan 2:**

The Company secured another term loan of ₹192 lakhs, Rs 183.61 lakhs disbursed by 31st March 2025. As of 31st March 2025, the outstanding amount is ₹183.61 lakhs. The loan is priced at an interest rate linked to PLR (PLR: 10.95%, Present: 10.25%).

It is secured via (i) hypothecation on the solar plant unit installed on the rooftop of the GSP Nutrition Division (ii) personal guarantees of Shri Umesh Kumar Modi, Promoter.

The repayment schedule starts after a moratorium period of six months from the disbursement date and is structured in 84 variable monthly instalments of principal and interest, commencing from 20th July 2025 and ending on 20th June 2032.\*

There has been no default in repayment of Principal borrowings or payment of interest on the above loans till 31st March 2025.

#### **Term Loan 3:**

Third Term Loan of ₹85 lakhs was sanctioned and Rs 81.78 lakhs disbursed till 31st March 2025. The balance outstanding as on 31st March 2025 is ₹81.78 lakhs. The interest applicable is PLR-based (PLR: 10.95%, Present: 10.25%).

This loan is secured by hypothecation on the solar power plant proposed to be installed at DMPS, Modinagar, and is supported by personal guarantees from Shri Umesh Kumar Modi, Promoter.

Repayment will commence post a moratorium of six months from disbursement and will be made in 84 equal monthly instalments of principal along with the due interest, beginning from 20th July 2025 till 20th June 2032.\*

There has been no default in repayment of Principal borrowings or payment of interest on the above loans till 31st March 2025

The above three term loans have been secured against the solar power plants that were installed on customers' rooftops. These assets have been derecognised as Property, Plant, and Equipment (PPE) from the date of commencement of Finance lease with the lessee and are now reflected as Net Investment Receivables in the balance sheet as per Ind AS-116. Accordingly, the hypothecation of borrowings is effectively secured against the Net Investment Receivables as recognized in the books of accounts. (Refer note 35)

There has been no default in repayment of Principal borrowings or payment of interest on the above loans till 31st March 2025.

#### **14.2 Foreign Currency Loan**

Unsecured Loan in Foreign Currency USD 10,04,944 has been taken from Occident Orient Company Limited incorporated having registered house at Les Cascades Cavell St.Port Louis in terms of the agreement dt 14.12.2005 entered between the company and the said body corporate(UK). The company has been declared as defunct w.e.f 13.12.2008. No provision for the interest has been made since 01-01-2009 (also refer Note no. 27(i)).

#### **14.3 Demand Loan from Body Corporate**

The interest on unsecured demand loan from the body corporate is payable @12% per annum calculated by compounding of interest accrued till the end of earlier quarter. There has been no repayment of principal or payment of interest during the current year net of TDS.

### **NOTE 15 : PROVISIONS**

	<b>As at 31.03.2025</b>	<b>As at 31.03.2024</b>
<b>Non- Current</b>		
<b>Provision for Employee Benefits :</b>		
For Gratuity	<b>2.76</b>	3.16
<b>Total</b>	<b>2.76</b>	3.16

### **NOTE - 16 : TRADE PAYABLE**

(i) MSME	<b>0.30</b>	0.90
(ii) Other Liabilities	<b>166.19</b>	3.17
<b>TOTAL</b>	<b>166.49</b>	4.07

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

A (I)	Principal amount remaining unpaid	0.30	0.90
(II)	Interest amount remaining unpaid	-	-
B	Interest paid by Company in terms of Section of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of the payment made to the supplier appointed day	-	-
C	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprise Development Act, 2006.	-	-
D	Interest accrued and remaining unpaid	-	-

E	Interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises.	-	-
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b) Ageing for trade payable Schedule  
As at March 31, 2025

(In Rs.Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1year	1-2year	2-3year	More than 3year	
(i) MSME	0.30	-	-	-	0.30
(ii) Disputed dues - MSME	-	-	-	-	-
(iii) Others	166.19	-	-	-	166.19
(iv) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>166.49</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>166.49</b>
As at March,31,2024					
(i) MSME	0.90	-	-	-	0.90
(ii) Disputed dues - MSME	-	-	-	-	-
(iii) Others	3.17	-	-	-	3.17
(iv) Disputed dues- Others	-	-	-	-	-
<b>Total</b>	<b>4.07</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.07</b>

**NOTE 17 : OTHER FINANCIAL LIABILITIES**

	As at 31.03.2025	As at 31.03.2024
Employee dues payable	1.90	1.50
Interest payable on Unsecured Loan	23.08	20.20
<b>TOTAL</b>	<b>24.98</b>	<b>21.70</b>
Statutory dues payable	3.79	15.56
<b>TOTAL</b>	<b>3.79</b>	<b>15.56</b>

**NOTE 19 : REVENUE FROM OPERATIONS**

	Year ended 31.03.2025	Year ended 31.03.2024
<b>Sale of Services</b>		
Technical Fee & Consultancy Charges	295.03	318.47
Finance Income on Leased Assets	30.26	-
<b>TOTAL</b>	<b>325.29</b>	<b>318.47</b>

**NOTE 20 : OTHER INCOME**

Profit on Finance Lease (on account of discounting)	51.27	-
Interest on income tax refund	0.35	0.57
User Charges	0.00	0.02
<b>TOTAL</b>	<b>51.62</b>	<b>0.59</b>

**NOTE 21 : EMPLOYEE BENEFIT EXPENSES**

Salary, Wages, Bonus & other allowances	22.86	18.31
Company's Contribution To Provident & Other Funds	0.22	0.46
Gratuity	0.69	0.22
<b>TOTAL</b>	<b>23.77</b>	<b>18.99</b>

**NOTE 22: FINANCE COST**

Interest on Loans		
- Term Loan from Bank	22.76	0.02
- Unsecured Loan from Body Corporate	95.48	98.81
Other borrowing cost	0.42	2.78
Interest - Others	0.02	0.00
<b>TOTAL</b>	<b>118.68</b>	<b>101.61</b>

**NOTE 23: DEPRECIATION & AMORTIZATION EXPENSES**

(In Rs.Lakhs)

	Year ended 31.03.2025	Year ended 31.03.2024
Depreciation & Amortization	0.26	-
<b>TOTAL</b>	<b>0.26</b>	<b>-</b>

**NOTE 24 :OTHER EXPENSES**

Legal & Professional Charges	21.57	23.77
Secretarial & AGM Expenses	7.96	10.92
Telephone, Postage & Telegram	0.15	0.20
Advertisement Expenses	-	3.73
Travelling & Conveyance	2.17	1.27
Printing & Stationery	0.24	0.12
Insurance Charges	0.56	0.14
Filing Fee	0.10	0.11
Gift & Presentation	3.85	3.25
Staff Welfare	0.38	-
Auditor's Remuneration		
- for Statutory Audit and Limited Reviews	0.85	0.55
- for Other Matters / certification	0.19	-
- for Reimbursement of Expenses	0.07	-
Misc. Expenses	0.49	0.25
Vehicle Running Expenses	3.40	3.64
Foreign Exchange fluctuation	20.63	11.79
<b>TOTAL</b>	<b>62.61</b>	<b>59.74</b>

**NOTE - 25 : TAX EXPENSE****Tax Expense Recognised in Profit & Loss****Current Tax**

Current Year Tax (MAT)	28.65	23.16
Adjustments of MAT Credit Entitlement	28.65	-
Adjustments of MAT Credit Entitlement (P.Y)	(2.46)	(17.35)
<b>Total (A)</b>	<b>(2.46)</b>	<b>5.81</b>

**Deferred tax charge**

Deductible Temporary Differences	69.73	-
Taxable Temporary Differences	-	-
<b>Total (B)</b>	<b>69.73</b>	<b>-</b>
<b>Income Tax Expense (A+B)</b>	<b>(72.19)</b>	<b>5.81</b>

**25.1 Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate**

The Major components of tax expense and the reconciliation of the expected tax expense based on the domestic effective tax rate of the company at 16.7 % (31st March 2024 16.7 %) and the reported tax expense in the statement of profit and loss, are as follows:

**a) Current Tax**

Profit/ (Loss) before tax	171.59	138.72
Domestic Tax Rate for the Company (MAT)	16.69%	16.69%
Tax at the Current Rate (A)	28.65	23.16

**b) Deferred Tax charge**

MAT Credit Availed for CY (B)	(28.65)	-
Adjustments of MAT Credit (P.Y) (C )	(2.46)	(17.35)
Deferred Expense due to timing differences	417.77	-
Domestic Tax Rate for the Company (MAT)	16.69%	-
Deferred Tax at the Current Rate (D)	69.73	-
<b>Income Tax Expense recognised in statement of profit and loss (A+B+C+D)</b>	<b>(72.19)</b>	<b>5.81</b>

**NOTE 26: EARNING PER SHARE(EPS)**

(In Rs.Lakhs)

Year ended 31.03.2025	Year ended 31.03.2024
--------------------------	--------------------------

EPS has been computed in accordance with Ind AS-33 :

Profit /(Loss) after tax for the year	243.78	132.91
Weighted Average number of equity shares of Rs.10/- each fully paid up	1,000	1,000
Basic & Diluted Earnings per share (in Rupees)	2.44	1.33

**NOTE NO.: 27 Contingent liabilities not provided for in respect of:-**

Particulars	Current Year	Previous Year
Interest on Foreign Currency Loan	240.91	235.52

In terms of agreement dated 14th December 2005 entered with Occident Orient Company Limited, subject to approval of the Reserve Bank of India (RBI), interest of USD 2,81,974/- (Previous Year USD 2,81,974/-) for earlier years upto the FY 2008-09 is payable by the company on Foreign Currency Loan of USD 10,04,944. Pending approval of RBI, this liability is being shown as contingent liability.

**(ii) Other money for which company is contingently liable**

During the financial year 2014-15 the promoter group of SBEC Sugar Limited (Target Company) had acquired some equity shares of SBEC Sugar Limited resulting in an increase from 54.46% (2,59,51,083 Shares) as on June 30, 2014 to 63.86% (3,04,32,117 shares) as on September 30, 2014. In addition to the aforesaid acquisition, one of the lending promoters i.e. Moderate Leasing and Capital Services Limited had also acquired 1.31% of SBEC Sugar Limited during March 18, 2015 to March 23, 2015, which increased the shareholding of promoter group to 65.17% which was in violation of the SEBI (Substantial Acquisition of Shares and Takeovers) (SAST) Regulations, 2011. The Securities and Exchange Board of India had on September 17, 2018 issued directions to the Promoter group severally or jointly to make a public announcement to acquire the shares of Target Company in accordance with the provisions of the Takeover Regulations, 2011, within a period of 45 days from the date of the above mentioned order.

Against the said impugned SEBI order, M/S SBEC Systems (India) Limited had filed appeal no. 1 (No. 443/2018) before the Securities Appellate Tribunal, Mumbai.

The Hon'ble Securities Appellate Tribunal upon hearing the said Appeal vide its order dated January 29, 2020 had allowed the Appeal, whereby, the directions issued by SEBI for open offer vide order dated September 17, 2018 qua promoters namely SBEC System (India) Limited, Shri. Umesh Kumar Modi, Smt. Kumkum Modi, Shri. Jayesh Modi and Longwell Investment Private Limited had been set aside, however, the directions issued by SEBI for Open Offer vide order dated September 17, 2018 issued qua the promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. (the acquirer of the shares) had been modified in terms of Regulation 32(1)(b) and they had been directed to sell the shares acquired in violation of the SAST Regulation and to transfer the proceeds of the same to the Investor Protection Fund established under the SEBI (Investor Protection and Education Fund), 2009 within a period of 6 (Six) months from the date of the order i.e. from January 29, 2020.

In the meantime, the Securities Exchange Board of India filed a Civil Appeal bearing nos. 2995 – 2996 / 2020 before the Hon'ble Supreme Court of India on July 29, 2020 against the order dated January 29, 2020 passed by Hon'ble Securities Appellate Tribunal.

Furthermore, the promoters namely A to Z Holdings Pvt. Ltd. and Moderate Leasing & Capital Services Ltd. had also filed a Civil Appeal bearing no. 3002 / 2020 before the Hon'ble Supreme Court of India on August 11, 2020 against the order passed by Hon'ble Securities Appellate Tribunal.

Hon'ble Supreme Court of India Vide Order dated 4th March, 2025 allowed the Appeal filed by SEBI and ordered that "The respondents shall, jointly and severally make a public announcement to acquire shares of SBEC Sugar Limited in accordance with the provisions of SEBI SAST Regulations, 2011 within a period of three months from the date of this order".

In compliance with the order passed by Hon'ble Supreme Court of India SBEC Systems (India) Limited shall make the proposed Public Announcement along with PACs to acquire 26% of the equity share capital of the SBEC Sugar Limited from the public shareholders in accordance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**NOTE NO.: 28 Capital and other commitments (to the extent applicable):**

Estimates amount of contract remaining to be executed on capital account and not provided for (net of advances) Rs.143.59 lakhs P.Y. Rs. 151.23 lakhs.

**NOTE NO.: 29 Segment Reporting**

The Management has identified two reportable business segments for the current year namely, Technical Services/Consultancy and Solar Power Generation and Distribution Unit.

(In Rs.Lakhs)

Sr. No	Particulars	Year ended 31.03.2025	Year ended 31.03.2024
<b>1</b>	<b>SEGMENT REVENUE</b>		
	A- Technical Services/Consultancy Services	295.03	318.47
	B -Solar Power Generation unit		-
	Finance Income on Leased Asset and Profit on Finance Lease (Discounting)	81.53	-
	C Other Income	0.35	0.59
	<b>TOTAL(A+B+C)</b>	<b>376.91</b>	<b>319.06</b>
<b>2</b>	<b>SEGMENT RESULT-PROFIT/(LOSS) BEFORE TAX</b>		
	Technical Services/Consultancy Services	112.82	138.72
	Solar Power Generation Unit	58.77	-
	<b>Total</b>	<b>171.59</b>	<b>138.72</b>
	<b>Less Tax (Net)</b>	<b>(72.19)</b>	<b>5.81</b>
	<b>SEGMENT RESULT-PROFIT/(LOSS) AFTER TAX</b>	<b>243.78</b>	<b>132.91</b>
<b>3</b>	<b>SEGMENT ASSETS</b>		
	Technical Services/Consultancy Services	130.24	91.94
	Solar Power Generation Unit	794.71	105.27
	Investments	5.09	0.03
	Unallocated	203.42	56.60
	<b>Total</b>	<b>1,133.46</b>	<b>253.84</b>
<b>4</b>	<b>SEGMENT LIABILITIES</b>		
	Technical Services/Consultancy Services	1723.65	1626.33
	Solar Power Generation Unit	630.87	92.34
	<b>Total</b>	<b>2354.52</b>	<b>1718.67</b>

**Revenue from Key Customers**

The Company receives more than 10% of its revenues from two external customers as follows: -

Sr. No	Name of Customer	Segment	Revenue
1	SBEC Sugar Ltd (Associate Co.)	Technical/Consultancy	295.03
2	Modi Arc Electrodes Company	Solar power Unit	44.77
	<b>Total</b>		<b>339.80</b>

**NOTE NO.: 30** Related Parties Disclosures pursuant to compliance of Ind AS-24 on "Related Party Disclosures", were as under:

**a) Enterprises where Control Exists**

SBEC Sugar Limited – reporting enterprise has substantial control

**b) Enterprises that directly or indirectly controlled or are under common control with the reporting enterprises.**

SBEC System limited (United Kingdom)

[Dissolved Promoter]

**c) Key Managerial Personnel**

Mr S.S. Agarwal	- Director & Chief Executive Officer
Mr. Lakhmi Chand Sharma	- Chief Financial Officer
Mrs. Priyanka Negi	- Company Secretary (up to 23.09.2024)
Mrs. Himani Mittal	- Company Secretary (w.e.f 17.10.2024)



d) **Individual owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise:**

Mr. Umesh Kumar Modi

e) **Relative of individual owning substantial interest and their Enterprises:**

Mrs. Kumkum Modi, Mr. Abhishek Modi, Ms. Meghna Modi, Ms. Himani Modi, Mr. Jayesh Modi, Mrs Shreepriya Modi, Modi Arts Pvt Ltd., Modi Goods and Retail Services Pvt Ltd., Jai Abhishek Investments Pvt Ltd., Modi Diagnostics Pvt Ltd., Modi –Mundipharma Beauty Products Pvt. Ltd., Modi Senator (India) Pvt Ltd., First Move Management Services Pvt Ltd., Beauty Products Lanka Pvt Ltd., Umesh Modi Corp Pvt Ltd., Modi-Mundipharma Healthcare Pvt. Ltd.(formerly known as Modi Omega Pharma (India) Pvt Ltd.), Modi Illva India Pvt Ltd., A to Z Holding Pvt Ltd., Longwell Investment Pvt Ltd., Bihar Sponge Iron Ltd., Modiline Travel Service Pvt Ltd., Modi Industries Ltd., Modi Hitech India Ltd., H.M.Tubes & Containers Pvt Ltd., Modi Motors Pvt Ltd., M.G. Mobile India Pvt Ltd., Bangladesh Beauty Products Pvt. Ltd, SBEC Bio Energy Ltd., Meghna AutoWorks Pvt. Ltd., Mundipharma (Bangladesh) Pvt. Ltd., Mundipharma Trading Bangladesh Pvt. Ltd., SBEC Stockholding & Investment Ltd., Abhikum Leasing & Investments Pvt. Ltd., ABC Holding Pvt. Ltd., Kumabhi Investments Pvt. Ltd., Meghkum Leasing & Investment Pvt. Ltd., Technicast Engineers Ltd., M First Trading Pvt. Ltd., Dayawati Modi Public School\*, Modi Arc Electrodes\*, GS Pharmbutor Pvt. Ltd\*, Kumkum Modi Public School\*, Modi Hospital\*, SBEC Sugar Limited\*, Modi Mundipharma Pvt Ltd.\*, Win Medicare Pvt Ltd\*, Jayesh Tradex Pvt. Ltd\*

\* Indicates that during the period, there is transaction with these relatives and enterprises.

f) **Transactions carried out with related parties referred in 1 above, in the ordinary course of business**

(In Rs.Lakhs)

S.No	Nature of Transactions		Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(e) above
1.	<b>Income</b> (from associate)					
	Professional and Technical services	CY PY	295.03 318.47	-	-	-
	User Charges/Finance Lease Rent	CY PY	- 0.02	-	-	44.93 -
2.	<b>Expense</b>					
	(a) Secretarial Exp/Printing & Stationery etc.	CY PY	-	-	-	3.54 2.27
	(b) Remuneration to KMP	CY PY	-	-	-	-
	Mrs. Priyanka Negi, Company Secretary	CY PY	-	-	3.88 6.76	-
	Mrs. Himani Mittal, Company Secretary	CY PY	-	-	5.72 -	-
	Mr. Lakhmi Chand Sharma, Chief Financial Officer	CY PY	-	-	11.92 10.12	-
	Mr Luv Gupta, Chief Financial Officer	CY PY	-	-	- 0.62	-
	Sub-total (b)	CY PY	-	-	21.52 17.50	-
3.	<b>Year end Balance</b>					
	(a) Trade Receivables	CY PY	127.74 90.11	-	-	21.40 -
	(b) Equity Share Capital held in Associate (SBEC Sugar Ltd)	CY PY	1423.09 1423.09	-	-	-
	(c) Outstanding Expense Payable	CY PY	-	-	1.90 1.21	0.33 0.10

**NOTE NO.: 31 Employee Benefits**

The company has adopted Ind AS- 19 'Employee Benefits'.

Contributions to Defined Benefit /Contribution Plan, recognized as expense for the year are as under:

## a) Defined Contribution Plan

	2024-25	2023-24	2022-23	2021-22	2020-21
	Year	Year	Year	Year	Year
Employer's contribution to provident fund	0.22	0.46	0.85	0.78	0.59

## b) Defined Benefit Plan

The employees' gratuity fund scheme is a Defined Benefit Plan (DBP). The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

## 1. Reconciliation of opening and closing balances of DBP- Gratuity

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
DBP at the beginning of the year	3.16	2.94	2.49	1.98	1.68
Interest Cost	-	-	-	-	-
Current Service Cost	0.69	0.22	0.45	0.45	0.30
Benefits Paid/written back	1.09	-	-	-	-
Actuarial (gain)/loss	-	-	-	-	-
<b>DBP at the beginning of the year</b>	<b>2.76</b>	<b>3.16</b>	<b>2.94</b>	<b>2.49</b>	<b>1.98</b>

## 2. Reconciliation of opening and closing balances of Fair Value of Plan Assets- Gratuity Liabilities

(In Rs.Lakhs)

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Fair value of plan assets as at the beginning of the year	-	-	-	-	-
Expected return	-	-	-	-	-
Actuarial (gain / loss)	-	-	-	-	-
Contribution by employer	-	-	-	-	-
Benefits paid	-	-	-	-	-
Settlement cost	-	-	-	-	-
Fair value of plan assets as at the end of the year	-	-	-	-	-
Actual return on plan assets	-	-	-	-	-

## 3. Reconciliation of gratuity recognized in Balance Sheet

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Fair Value of Plan Assets	-	-	-	-	-
Present value of obligation	2.76	3.16	2.94	2.49	1.98
Net asset/(liability) recognized in the Balance Sheet	2.76	3.16	2.94	2.49	1.98

**4. Expense Recognized during the period in Profit & Loss A/c.**

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Interest Cost	-	-	-	-	-
Current Service Cost	0.69	0.22	0.45	0.51	0.30
Expected Return on Plan Assets	-	-	-	-	-
Net Actuarial (Gain) / Loss recognized during the year	-	-	-	-	-
Expenses recognized in the statement of Profit & Loss	0.69	0.22	0.45	0.51	0.30

**5. Actual Return on Plan Assets**

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Expected return on Plan Assets	-	-	-	-	-
Actuarial (Gain) / Loss recognised during the year	-	-	-	-	-
Actual return on plan assets	-	-	-	-	-

**6. Principal Actuarial Assumptions**

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

	Year ended 31.03.25	Year ended 31.03.24	Year ended 31.03.23	Year ended 31.03.22	Year ended 31.03.21
Discount Rate	7.25%	7.23%	7.38%	7.23%	8%
Future Salary Increased	5%	5%	5%	5%	5%
Expected rate of return on plan assets	-	-	-	-	-
Withdrawal Rates					
Up to 30 Years	3.00%	3.00%	3.00%	3.00%	3.00%
Up to 44 Years	2.00%	2.00%	2.00%	2.00%	2.00%
Above 44 Years	1.00%	1.00%	1.00%	1.00%	1.00%

**Note 32: Reduction in Share Capital (refer Note 12)**

The Board of Directors at their Board Meeting held on 26th June, 2023, the Scheme of Selective Capital Reduction was approved and submitted to the BSE Limited.

BSE on 24th July, 2024 has issued observation letter with 'no adverse observations. Also, the Scheme remains subject to various statutory and regulatory approvals inter alia including approvals from the National Company Law Tribunal and the respective shareholders (in ensuing Annual General Meeting) and creditors of the companies involved in the Scheme, as may be required.

The Shareholders at the 35th Annual General Meeting held on September 28, 2024 have accorded their approval via Special Resolution for Reduction of Share Capital of the Company.

The Company has filed the Capital reduction Scheme with Hon'ble National Company Law Tribunal- New Delhi Bench and the matter listed before the Hon'ble National Company Law Tribunal (NCLT) on May 19, 2025; the legal representative of Registrar of Companies (ROC) requested a period of three weeks to submit the requisite report. The Hon'ble Tribunal granted the request and the matter has been adjourned till August 4, 2025.

**Note 33: Financial Risk Management**

The Company's financial assets are investment in lease receivable, investment in associate company, bank balance, trade receivables, cash and cash

(In Rs. Lakhs)

equivalents & financial liabilities comprise borrowings, trade payables and other payables only. The Company is an engineering and consultancy company and has been generating income from rendering scientific, technical, engineering, professional, commercial and all other types of skilled services dealing in designs, plans and specifications of all type of contracts turnkey or otherwise, assignments, process and undertake fabrication, erection, commissioning of projects and providing high-tech equipment to sugar and power industries.

The Company's activities expose to financial risk i.e. Liquidity Risk and Credit risk etc. The Board of Directors reviews and agrees policies for managing each of applicable type of financial risks, which are summarised as below:

Liquidity Risk:

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk management implies maintenance of sufficient cash to meet the obligations as and when due.

The Company manages its liquidity risk by ensuring as far as possible that it will have sufficient liquidity to meet its short term and long-term liabilities as and when due. Anticipated future cash flows are expected to be sufficient to meet the liquidity requirements of the Company.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The amounts are gross and undiscounted.

(In Rs.Lakhs)

Particulars	Carrying Amount	1-12 months	More than 12 months
<b>Non- derivative liabilities</b>			
<b>As on 31st March, 2025</b>			
- Borrowings	2156.50	890.80	1265.70
- Trade Payables	166.49	166.49	-
-Other Financial Liabilities	24.98	24.98	-
<b>Total</b>	<b>2347.97</b>	<b>1082.27</b>	<b>1265.70</b>
<b>As on 31st March, 2024</b>			
- Borrowings	1674.19	743.90	930.29
- Trade Payables	4.07	4.07	-
-Other Financial Liabilities	21.71	21.71	-
<b>Total</b>	<b>1699.97</b>	<b>769.68</b>	<b>930.29</b>

Credit Risk:

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations. The Company has given assets on lease against which company is receiving lease rent regularly hence the Company is exposed to low level of credit risk from its leasing activity. The deposits with bank and other financial assets are generally not exposed to credit risk.

**Note 34: Disclosure of Leases as per Ind AS 116**

As a Lessor

34.1 The Company has entered into certain arrangements with its customers where the company has installed Solar Power plants on the rooftop of their customers' premises. The company has determined, that fulfilment of these arrangements is dependent on the use of a specific asset and the arrangement conveys a right to use these specific assets to the customers. Accordingly, these arrangements qualify as arrangements in the form of lease as specified in Ind-AS 116. Based on the evaluation of terms and conditions of these arrangements, such as the contract term constituting a major part of the economic life of the specific assets, purchase option, the fair value of the asset and that it has transferred the significant risks and rewards in these assets to the customers, these leases arrangements have been classified as finance leases as per Ind AS-116.

34.2 Amount recognised in Statement of Profit & Loss:

(In Rs. Lakhs)

S.No	Particulars'	Year ended 31st March, 2025	Year ended 31st March, 2024
A	Profit/Loss on finance lease (Discounting)	51.27	-
B	Finance Income on the Net Investment in the Lease	30.26	-
C	Income relating to Variable Lease payments not included in the measurement of net Investment in the lease	-	-

## 34.3 Maturity analysis of Finance Lease' payments receivable:

(In Rs. Lakhs)

Particulars'	Year ended 31st March, 2025	Year ended 31st March, 2024
Less than 12 months	83.82	-
1-2 year	83.82	-
2-3 year	83.82	-
3-4 year	83.82	-
4-5 year	70.22	-
More than 5 Years	938.46	-
<b>Total Undiscounted Inflow</b>	<b>1349.96</b>	<b>-</b>
Less: - Unearned Finance Income	715.54	-
<b>Present Value of Net Investment in Finance Lease Receivable</b>	<b>628.42</b>	<b>-</b>

## 34.4 Break-up of non-current and current investment receivable

Net Investment Receivable-Current	23.28	-
Net Investment Receivable- Non -Current	605.14	-
<b>Net Investment Receivable on 31 March, 2025</b>	<b>628.42</b>	<b>-</b>

## NOTE 35: Financial Instruments

## Financial Instruments by category:

The accounting classification of each category of financial instruments ,their carrying value and fair value are as follows:

As on 31st March,2025

Particulars	Note	FVTPL	FVTPL	Amortised cost	Total carrying cost
<b>Assets:</b>					
Investment in associates and others	4	-	-	5.09	5.09
Trade receivables	8	-	-	149.14	149.14
Cash and Cash Equivalents	9	-	-	10.00	10.00
Other Bank Balances	10	-	-	0.40	0.40
Other Financial Asset	5&11	-	-	632.63	632.63
<b>Total</b>		-	-	<b>797.26</b>	<b>797.26</b>
<b>Liabilities:</b>					
Long Term Borrowings	14	-	-	1,265.70	1,265.70
Short Term Borrowings	14	-	-	890.80	890.80
Trade Payables	16	-	-	166.49	166.49
Other Financial Liabilities	17	-	-	24.98	24.98
<b>Total</b>		-	-	<b>2,347.97</b>	<b>2,347.97</b>

As on 31st March,2024

Particulars	Note	FVTPL	FVTPL	Cost or Amortised cost	Total carrying cost
<b>Assets:</b>					
Investment in associates and others	4	-	-	0.03	(In Rs. Lakhs)
Trade receivables	8	-	-	90.11	90.11
Cash and Cash Equivalents	9	-	-	3.94	3.94
Other Bank Balances	10	-	-	0.40	0.40
Other Financial Asset	5&11	-	-	8.69	8.69
<b>Total</b>		-	-	<b>103.17</b>	<b>103.17</b>

**Liabilities:**

Long Term Borrowings	14	-	-	930.29	930.29
Short Term Borrowings	14	-	-	743.90	743.90
Trade Liabilities	15	-	-	4.07	4.07
Other Financial Liabilities	17	-	-	21.7	21.7
<b>Total</b>		-	-	<b>1699.92</b>	<b>1699.92</b>

Management has assessed that Cash and cash equivalents, Other balances with banks, Loans, Trade receivables, Other financial assets, Borrowings, Trade payables and Other financial liabilities carried at amortised cost approximate their carrying amounts largely due to the short-term maturities of these instruments.

Abbreviations : FVTPL - Fair Value Through Profit or Loss.

Abbreviations : FVTOCI - Fair Value Through Other Comprehensive Income

**Note 36: Accounting Software**

The company is maintaining books of accounts on Tally Accounting Software having features which records an "audit trail" of each and every transaction, creates an "edit log" of each change made in the books of account along with the date when such changes were made and ensures that the audit trail is not disabled and have been operated throughout the year. The audit trail has been preserved by the company throughout the year as per the statutory requirements.

**NOTE 37: Additional information pursuant to provisions of Part II (Division II) of Schedule III of the Companies Act, 2013 (to the extent applicable)****(a) Undisclosed Income**

The company has no such transaction which is not reported 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 provision of Income Tax, 1961).

**(b) Corporate Social Responsibility**

The company is not covered under any of the three conditions for the applicability of the provisions of corporate social responsibility as mentioned in the section 135 of the Companies Act 2013 and hence the disclosure requirements with respect to corporate social responsibility is not applicable to the company.

**(c) Crypto Currency or Virtual Currency**

The company has not traded or invested in Cryptocurrency or virtual currency during the current financial year.

**(d) Other disclosure**

(In Rs.Lakhs)

Particulars	Year ended 31.03.2025	Year ended 31.03.2024
Stock, Purchases and Sales of Goods Traded in	-	-
Expenditure in Foreign Currency (cash basis)	-	-
Interest payment	-	-
Earning in Foreign Exchange	-	-
CIF Value of imports	-	-

**NOTE 38: Additional Regulatory Information (to the extent applicable)**

- All the title deeds of immovable properties are held in the name of company as at the balance sheet date.
- No item of property plant and equipment have been revalued during the current / earlier financial year as such the disclosure with respect to revaluation if any done based on the valuation by registered valuer as defined under the rule 2 of the Companies (Registered Valuer and Valuation) Rules, 2017 is not applicable.
- The company does not have any Intangible asset as such revaluation of the same does not arise.
- No loans or advances in the nature of loans are granted to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.
- The company does not hold any benami property, where any such proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- The company has not borrowed funds from bank and financial institution on the basis of security of current assets during the current/previous year.
- The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

- h) The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- i) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- j) The company has only one associate and it has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act read with the Companies (Restriction on Number of Layers) Rules, 2017.
- k) Utilization of borrowed Funds and Share premium
- The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall lend or invest in party identified by or on behalf of company (Ultimate beneficiaries).
- l) The company has not received any fund from any party(s) (funding party) in the current year with the understanding that the company shall whether directly or indirectly lend or invest in other person or entities identified by or on behalf of company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

**m) Disclosure of Ratios**

(In Rs.Lakhs)

S.No	Nature of Transactions	CY/ PY	Numerator	Denominator	As at March31, 2025	As at March31, 2024	Variance > 25 %
1.	Current Ratio = Current Assets/ Current Liabilities	CY PY	231.96 103.66	1086.06 785.23	0.21	0.13	62%
2.	Debt-Equity ratio = Total Debt/Total Equity	CY PY	2,156.50 1674.19	(1221.06) (1464.84)	-1.77	-1.14	55%
3.	Debt Service Coverage Ratio = Earnings available for debt service/ Debt Service	CY PY	362.46 234.52	2275.18 1775.80	0.16	0.13	21%
4.	Return on Equity Ratio = Net Profit after Tax/Average Equity	CY PY	243.78 132.91	(1342.95) (1531.28)	-0.18	-0.09	109%
5.	Trade Receivable Turnover ratio= Net Credit Sales/Average Accounts receivable	CY PY	325.29 318.47	119.63 85.54	2.72	3.72	-27%
6.	Trade payables turnover ratio= Other Expenses* /Average trade payables	CY PY	41.98 47.96	85.28 3.90	0.49	12.30	-91%
7.	Net Capital turnover ratio = Net Sales/Average Working Capital	CY PY	325.29 318.47	(767.84) (738.08)	-0.42	-0.43	-1%
8.	Net Profit ratio = Net Profit/Net Sales	CY PY	243.78 132.91	325.29 318.47	0.75	0.42	80%
9.	Return on capital employed = Profit before interest (finance cost) and taxes /Capital Employed	CY PY	290.26 240.32	935.43 209.37	0.31	1.15	-73%
10.	Return on Investment = Profit After Tax/Capital Employed (Debt +Equity)	CY PY	243.78 132.91	935.43 209.37	0.26	0.63	30%

\*Other expenses exclude Foreign Fluctuation Reserve of CY Rs. 20.63 lakhs (PY Rs. 11.79 lakhs)

Reasons for Variation

- S. No. 1: During the current financial year, company has commenced the business of solar power generation resulting in increase in overall revenue, current assets and current liabilities which has the impact of favourable increase in current ratio.
- S. No. 2: As stated at S. No. 1, there has been increase in overall revenue resulting into improvement in net worth. As a result, the debt-equity ratio has improved.
- S. No. 4: Return on equity ratio in current year has increased due to effect of substantial increase in net profit for the year as compared with previous year.
- S. No. 5: Since revenue from solar power generating unit have commenced from third and fourth quarter which has the effect of increased trade receivable leading into decrease in ratio.
- S. No. 6: Increase in trade payables was mainly on account of expenditure incurred for installation of solar power generation unit for which receipt of long-term funds was slightly delayed resulting into decrease in this ratio.
- S. No. 8: Net profit ratio has increased in current year due to effect of commencement of business of solar power generation unit resulting in overall increase in net profit.
- S. No. 10: Return on Investment has increased in current year due to effect of commencement of business of solar power generation unit resulting in overall increase in net profit.



**NOTE NO: 39** Additional information under general instructions for the preparation of consolidated financial statements of Schedule III to the Companies Act, 2013

Name of entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount (in Rs. Lakhs)	As % of Consolidated profit or loss	Amount (in Rs. Lakhs)	As % of Consolidated other comprehensive income	Amount (in Rs. Lakhs)	As % of total comprehensive income	Amount (in Rs. Lakhs)
<b>Parent SBEC Systems (I) Ltd</b>	<b>2.85%</b>	202.03	100.00%	243.78	0.00%	0.00	100.00%	243.78
Investment in Indian Associate (equity method)								
<b>SBEC Sugar Ltd</b>	<b>97.15%</b>	-1423.09	0.00%	0.00	0.00%	0.00	0.00%	0.00
<b>TOTAL</b>	<b>100%</b>	-1221.06	100.00%	243.78	0.00%	0.00	100.00%	243.78

\*Since the share of accumulated loss exceeds the carrying cost of associate, thus no further losses of associates can be recognised in the consolidated financial statement.

**NOTE NO.: 40** In the opinion of the Board of Directors current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and provisions for all known expected liability have been made.

**NOTE NO.: 41** The figures of the previous year have been reclassified according to current year classification whenever required.

*As per our report of even date attached.*

**For Thakur, Vaidyanath Aiyar & Co.**

Chartered Accountants  
Firm Reg.No.000038N

**Sd/-**

**M.P Thakur**

Partner

Membership No.052473

**Place: New Delhi**

**Date : 29.05.2025**

**Sd/-**

**S.S.Agarwal**  
Director & CEO  
DIN-00004840

**Sd/-**

**J.C. Chawla**  
Director  
DIN-05316202

**Sd/-**

**Vijay K.Modi**  
Director  
DIN-00004606


**Sd/-**

**Himani Mittal**  
Company Secretary  
M.No 37715

**Sd/-**

**Lakhmi Chand Sharma**  
Chief Financial Officer





*If undelivered, please return to:*

**SBEC SYSTEMS (INDIA) LIMITED**

1400, Hemkunt Tower,  
98, Nehru Place,  
New Delhi-110019